

**ADDENDUM DATED SEPTEMBER 15, 2020
TO PROXY CIRCULAR OF ADYA INC.**

This addendum (“**Addendum**”) to the proxy circular dated September 8, 2020 (“**Circular**”) to be used at the annual and special meeting of shareholder of Adya Inc. to be held on Friday, October 9, 2020 at 2pm at 675 Cochrane Drive, West Tower, Suite 100, Markham, Ontario, L3R 0B8 and at any and all adjournments or postponements of such meeting. This Addendum is being delivered to shareholders in order to address certain inadvertent errors in the Circular, specifically with respect to the re-approval of the Corporation’s stock option plan (“**Plan**”), a copy of which is attached as Schedule “A” to the Circular.

1. On page 11, the Circular describes the purpose of the Plan. Readers are directed to the first paragraph of the Plan which sets out the purpose of the Plan.
2. On page 11, the Circular states: the number of Common Shares which may be issued to any one insider and such insider’s associates within a one-year period shall not exceed 5% of the outstanding Common Shares at the time of granting the Options. As set out in the Plan, the number of Common Shares which may be issued to insiders in any twelve month period shall not exceed 10% of the outstanding Common Shares at the time of granting the Options.
3. On page On page 11, the Circular states the price at which an optionee may purchase Common Shares will not be less than the market price of the Common Shares as of the date of the grant to the stock option, less any discounts from the market price allowed by the Exchange, subject to minimum exercise price of \$0.10. As set out in the Plan, the exercise price to each Optionee for each Optioned Share shall be determined by the Board of Directors but shall not, in any event, be less than the **Discounted Market Price** of the Company’s common shares as traded on the TSX Venture Exchange (as that term is defined in TSX Venture Exchange Policy 1.1), or such other price as may be agreed to by the Company and accepted by the TSX Venture Exchange; provided that the exercise price for each Optioned Share in respect of options granted within 90 days of a Distribution by a Prospectus (as those terms are defined in TSX Venture Exchange Policy 1.1) shall not be less than the greater of the Discounted Market Price and the price per share paid by public investors for listed shares of the Company under the Distribution. Other than in the case of an IPO, the aforementioned 90 day period begins on the date a final receipt is issued for the Prospectus.
4. On page 12, the circular states: Options granted under the Stock Option Plan will be for a term not to exceed five years from the date of their grant. As set out in the Plan, Options granted under the Stock Option Plan will be for a term not to exceed ten years from the date of their grant.
5. On page 12, the circular states: In the event of death of an optionee, the option will be exercisable by the personal representatives of the optionee within, the period of 180 days from the optionee’s death. As set out in the Plan, in the event of death of an optionee, the option will be exercisable by the personal representatives of the optionee within, the period of 1 year from the optionee’s death.

This Addendum should be read in conjunction with and incorporates by reference and forms part of the Circular which shall remain unamended except to the extent amended and modified by this Addendum. The Circular is also available under Adya's SEDAR profile at www.sedar.com