



**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
FOR THE
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF
ADYA INC.
TO BE HELD ON
OCTOBER 9, 2020**

DATED AS OF SEPTEMBER 8, 2020

ADYA INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual and special meeting (the “**Meeting**”) of the holders of common shares (“**Shares**” or “**Common Shares**”) of Adya Inc. (the “**Corporation**”) will be held at the offices of the Corporation located at 675 Cochrane Drive, West Tower, Suite 100, Markham, Ontario, L3R 0B8 at 2 p.m. (Toronto time) on Friday, October 9, 2020, for the following purposes:

1. to receive the Corporation’s audited financial statements for the year ended December 31, 2019, together with the auditor’s report thereon;
2. to elect directors of the Corporation for the ensuing year;
3. to re-appoint Clearhouse LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the board of directors of the Corporation to fix their remuneration;
4. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution re-approving the Corporation’s 10% rolling stock option plan (the “**Stock Option Plan**”) as more fully described in the accompanying management information circular;
5. to consider, and if thought advisable, to pass, with or without variation, an ordinary resolution ratifying the adoption of By-Law 1-A, amending the Corporation’s By-Law No. 1 relating to quorum requirements at meetings of shareholders (the “**By-Law Amendment Ratification Resolution**”); and
6. to transact such further and other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is August 28, 2020 (the “Record Date”). Shareholders of the Corporation whose names have been entered in the register of shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a shareholder transfers the ownership of any of his shares after such date and the transferee of those shares establishes that he owns the shares and requests, not later than ten (10) days before the Meeting, to be included in the list of shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those shares at the Meeting.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the accompanying form of proxy for use at the Meeting or any adjournment thereof. To be effective, the enclosed proxy must be mailed so as to reach or be deposited with TSX Trust Company, 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1, or via internet voting at www.voteproxyonline.com by 5:00 p.m. on October 7, 2020 or not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in the Province of Ontario) preceding the time of the Meeting in the event of any adjournment or postponement thereof.

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary (“**Non-Registered Shareholders**”). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-

Registered Shareholder, it is vital that the voting instruction form provided to you by your broker, intermediary or its agent is returned according to their instructions sufficiently in advance of deadline specified by the broker, intermediary or its agent to ensure they are able to provide voting instructions on your behalf.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Every shareholder has the right to appoint a person or company (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or company other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder's chosen proxyholder in the space provided in the form of proxy.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

DATED at the City of Markham, in the Province of Ontario, this 8th day of September, 2020

**BY ORDER OF THE BOARD OF
DIRECTORS**

"Samer Bishay"

**Samer Bishay
President, Chief Executive Officer and
Director**

ADYA INC.

MANAGEMENT INFORMATION CIRCULAR

FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 9, 2020

This management information circular (this “**Circular**”) is being furnished in connection with the solicitation, by management of Adya Inc. (the “**Corporation**”), of proxies for the annual and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of the Corporation to be held on Friday, October 9, 2020 at the offices of the Corporation located at 675 Cochrane Drive, West Tower, Suite 100, Markham, Ontario, L3R 0B8 at 2 p.m. (Toronto time) and at any adjournment thereof for the purposes set forth in the enclosed notice of meeting (the “**Notice**”).

Unless otherwise indicated, the information contained in this Circular is given as at September 8, 2020.

Unless otherwise indicated, all references to “dollars” or “\$” means Canadian dollars.

SOLICITATION OF PROXIES

Although, it is expected that management’s solicitation of proxies for the Meeting will be made primarily by mail, proxies may be solicited by directors, officers and employees of the Corporation personally or by telephone, fax, email or other similar means of communication. **This solicitation of proxies for the Meeting is being made by or on behalf of the directors and management of the Corporation and the Corporation will bear the costs of this solicitation of proxies for the Meeting.**

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with the transfer agent, investment dealers, intermediaries, custodians, depositories and depository participants and other nominees to forward solicitation materials to the beneficial owners of the common shares (the “**Shares**” “**Common Shares**”) of the Corporation. The Corporation will provide, without any cost to such person, upon request to the Chief Executive Officer of the Corporation, additional copies of the foregoing documents for this purpose.

REGISTERED SHAREHOLDERS VOTING BY PROXY

Enclosed with this Circular is a form of proxy. The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **Every Shareholder of the Corporation has the right to appoint a person (who need not be a shareholder of the Corporation) other than the persons already named in the enclosed form of proxy to represent such shareholder of the Corporation at the Meeting by striking out the printed names of such persons and inserting the name of such other person in the blank space provided therein for that purpose.** In order to be valid, a proxy must be received by TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, or via internet voting at www.voteproxyonline.com by 5:00 p.m. on October 7, 2020, or in the event of an adjournment or postponement of the Meeting, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays in Ontario) before the time for holding the adjourned or postponed Meeting.

Shareholders may also elect to vote electronically in respect of any matter to be acted upon at the Meeting. Votes cast electronically are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. To vote electronically, registered shareholders are asked to go to the website shown on the form of proxy and follow the instructions on the screen. Please note that

each shareholder exercising the electronic voting option will need to refer to the control number indicated on their proxy form to identify themselves in the electronic voting system. Shareholders should also refer to the instructions on the proxy form for information regarding the deadline for voting shares electronically. If a Shareholder votes electronically he or she is asked not to return the paper form of proxy by mail.

In order to be effective, a form of proxy must be executed by a shareholder exactly as his or her name appears on the register of shareholders of the Corporation. Additional execution instructions are set out in the notes to the form of proxy. The proxy must also be dated where indicated. If the date is not completed, the proxy will be deemed to be dated on the day on which it was mailed to shareholders.

The management representatives designated in the enclosed form of proxy will vote the Shares in respect of which they are appointed proxy in accordance with the instructions of the shareholder as indicated on the proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **In the absence of such direction, such Shares will be voted by the management representatives named in such form of proxy in favour of each of the matters referred to in the Notice and will be voted by such representatives on all other matters which may come before the Meeting in their discretion.**

THE ENCLOSED FORM OF PROXY, WHEN PROPERLY SIGNED, CONFERS DISCRETIONARY VOTING AUTHORITY ON THOSE PERSONS DESIGNATED THEREIN WITH RESPECT TO AMENDMENTS OR VARIATIONS TO THE MATTERS IDENTIFIED IN THE NOTICE AND WITH RESPECT TO OTHER MATTERS WHICH MAY PROPERLY COME BEFORE THE MEETING.

At the time of printing of this Circular, management of the Corporation know of no such amendment, variation or other matters to come before the Meeting other than the matters referred to in the Notice and this Circular. **However, if any matters which are not now known to management of the Corporation should properly come before the Meeting, the Shares represented by proxies in favour of the Management Nominees will be voted on such matters in accordance with the best judgement of the Management Nominee.**

ADVICE TO NON-REGISTERED SHAREHOLDERS

Only registered shareholders of the Corporation, or the persons they appoint as their proxies, are entitled to attend and vote at the Meeting. However, in many cases, Shares beneficially owned by a person (a “**Non-Registered Shareholder**”) are registered either:

- (a) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Shareholder deals in respect of the Shares (Intermediaries include, among others, banks, trust companies, investment dealers or brokers, trustees or administrators of a self-administered registered retirement savings plan, registered retirement income fund, registered education savings plan and similar plans); or
- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited, in Canada, and the Depository Trust Company, in the United States) of which the Intermediary is a participant.

In accordance with the requirements of NI 54-101, the Corporation has distributed copies of the Notice, this Circular and its form of proxy (collectively, the “**Meeting Materials**”) to the Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders. Intermediaries are required to

forward the Meeting Materials to Non-Registered Shareholders unless the Non-Registered Shareholders have waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (a) be given a voting instruction form which must be completed and returned by the Non-Registered Shareholder in accordance with the directions printed on the form (in some cases, the completion of the voting instruction form by telephone, facsimile or over the Internet is permitted) or
- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Shares they beneficially own. Should a Non-Registered Shareholder who receives either a voting instruction form or a form of proxy wish to attend the Meeting and vote in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the form of proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the directions indicated on the form. If you are a Non-Registered Shareholder, and we or our agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the voting instruction form or the proxy is to be delivered.**

REVOCATION OF PROXIES

A registered shareholder of the Corporation who has submitted a proxy may revoke it by:

- (a) depositing an instrument in writing signed by the registered shareholder or by an attorney authorized in writing or, if the registered shareholder is a corporation, by a duly authorized officer or attorney, either:
 - (i) at the offices of the Corporation, located at 675 Cochrane Drive, West Tower, Suite 100, Markham, Ontario, L3R 0B8 by 5:00 p.m. on October 7, 2020 or in the event of an adjournment or postponement of the Meeting, no later than 48 hours (excluding Saturday, Sunday and holidays in Ontario) before the time for holding the adjournment or postponement Meeting; or
 - (ii) with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting;
- (b) transmitting, by telephonic or electronic means, a revocation that complies with (i) or (ii)

above and that is signed by electronic signature provided that the means of electronic signature permit a reliable determination that the document was created or communicated by or on behalf of the registered shareholder or the attorney, as the case may be; or

- (c) in any other manner permitted by law.

A Non-Registered Shareholder who has submitted voting instructions to an Intermediary should contact their Intermediary for information with respect to revoking their voting instructions.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or an officer of the Corporation at any time since the beginning of its last completed financial year or any associate of any such director or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting, except as disclosed in this Circular.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of Shares. Each Share entitles the holder of record to notice of and one vote on all matters to come before the Meeting. No group of shareholders has the right to elect a specified number of directors nor are there cumulative or similar voting rights attached to the Shares of the Corporation.

The directors of the Corporation have fixed August 28, 2020 as the record date (the “**Record Date**”) for determination of the persons entitled to receive notice of the Meeting. Shareholders of record as of the Record Date are entitled to vote their Shares except to the extent that they have transferred the ownership of any of their Shares after the Record Date, and the transferees of those Shares produce properly endorsed share certificates or otherwise establish that they own the Shares, and demand, not later than ten (10) days before the Meeting, that their name be included in the shareholder list before the Meeting, in which case the transferees are entitled to vote their Shares at the Meeting.

As of the date of this Circular, 23,613,540 Shares are issued and outstanding.

To the knowledge of the directors and officers of the Corporation, as of the date of this Circular, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, voting shares of the Corporation carrying more than ten percent (10%) of the voting rights attached to all shares of the Corporation, except as set out in the table below:

Name	Number of Shares Beneficially Held	Percentage of Outstanding Shares
Iris Technologies Inc.*	21,269,936	90%

* Samer Bishay, an officer and director of the Corporation, beneficially owns or controls all of the shares of Iris Technologies Inc.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Corporation’s directors, the only matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting relating to: (i) receiving the audited financial statements of the Corporation for the year ended December 31, 2019; (ii) the election of directors for the ensuing year; (iii) re-appointment of Clearhouse LLP, Chartered Professional Accountants, as auditors of

the Corporation; (iv) re-approval of the Corporation's Stock Option Plan, and (v) approving and ratifying By-Law 1-A.

Audited Financial Statements

The Corporation's financial statements for the fiscal year ended December 31, 2019, and the report of the auditors thereon, have been filed on www.sedar.com and have been sent to registered and beneficial shareholders who have requested copies thereof using the request form accompanying this Circular and will be submitted to the meeting of shareholders. Receipt at the Meeting of the auditors' report and the Corporation's financial statements for this fiscal period will not constitute approval or disapproval of any matters referred to therein, and no action is required to be taken by Shareholders thereon.

Election of Directors

Pursuant to the Corporation's constating documents, the board of directors of the Corporation (the "**Board**" or "**Board of Directors**") may be comprised of a minimum of one (1) director and a maximum of twelve (12) directors to be elected annually. Shareholders will be asked to elect three (3) directors at the Meeting. Each director elected will hold office until the close of the next annual meeting of the Shareholders or until his successor is appointed or elected.

The following table and the notes thereto set out the names of each nominee for election as a director of the Corporation as well as their province of residence, principal occupation, business or employment, the year they first became a director of the Corporation and the approximate number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date hereof.

Name, Position, Province of Residence	Principal Occupation	Date Elected or Appointed Director	Shares Owned or Controlled ⁽¹⁾
Samer Bishay ⁽³⁾ Ontario	CEO of Iris Technologies Inc.	November, 2019	21,269,936 ⁴
Magdi Wanis ⁽²⁾ Ontario	CFO of Iris Technologies Inc.	November, 2019	10,000
Stephen Robert Gregory ⁽²⁾⁽³⁾ Quebec	Business Owner	November, 2019	NIL

Notes:

- (1) Information as to Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective directors and does not include Shares that may be acquired upon exercise of stock options. See "*Statement of Executive Compensation*".
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.
- (4) Shares held indirectly through Iris Technologies Inc.

The following is a summary biography of each nominee for election as a director of the Corporation.

Samer Bishay

Mr. Bishay is President and CEO of Iristel & Ice Wireless, Canada's leading provider of wireless and wireline IP services. As Iristel's founder, Mr. Bishay led the company from a small start-up to an

international telecommunications service provider with domestic infrastructure licenses on three continents (North America, Europe and Africa). Mr. Bishay also actively participates in many public forums that are helping shape Canadian broadband policy; a key to Canada's future, especially related to rural broadband development and bridging the digital divide. A licensed jet pilot, Mr. Bishay was appointed Honorary Colonel of 34 Signal Regiment of the Canadian Armed Forces in 2019. Prior to founding Iristel, Mr. Bishay was a lead systems engineer in the Radarsat program at the Canadian Space Agency. He is a graduate of the Space & Communications program at York University, with an Honors Bachelor of Science Degree.

Magdi Wanis

Mr. Wanis has been the Chief Financial Officer of Iristel since 2016 with 30 years prior experience in finance and accounting obtained at Government Corporations, NGOs, Non for Profit Organizations and Private Consulting. Mr. Wanis is a Chartered Accountant (CA) and Project Management Professional (PMP).

Mr. Wanis is an accounting finance professional with extensive experience in framework to decisive accounting, strategic planning, budgeting, internal controls and governance.

Stephen Robert Gregory

Mr. Gregory is President, Chairman and the controlling shareholder of IsaiX Technologies, a privately held consulting and technology company headquartered in Montreal. IsaiX Technologies works extensively in organizational development and performance systems with more than 100 companies in the technology, finance, banking and insurance sectors. For the past 7 years Mr. Gregory has been a Director of Acerus Pharmaceuticals Corporation, (ASP on the TSX) and lead the Compensation Committee and has been an active member of the Governance committee. He sits on the Board of Myca, a technology firm specializing in electronic medical records in international markets such as Australia and the Middle East.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management does not contemplate that any of the nominees will be unable to serve as a director of the Corporation for the ensuing year, however, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR OF THE CORPORATION FOR ANY REASON AT OR PRIOR TO THE MEETING OR ANY ADJOURNMENT THEREOF, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR THE ELECTION OF ANY PERSON OR PERSONS IN PLACE OF ANY NOMINEES UNABLE TO SERVE AT THE DISCRETION OF THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.**

To the knowledge of the Corporation, other than as set out herein, no proposed director is, as at the date of this Circular, or has been, within ten (10) years before the date of this Circular:

- (a) a director, chief executive officer or chief financial officer of any company (including the Corporation) that,

- (i) was subject to an order (within the meaning set out in Form NI 51-102F5 of National Instrument 51-102 *Continuous Disclosure Obligations*) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to an order (within the meaning set out in Form NI 51-102F5 of National Instrument 51-102 *Continuous Disclosure Obligations*) that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

To the knowledge of the Corporation, no director or proposed director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditors

Shareholders are being asked to vote “**FOR**” the re-appoint Clearhouse LLP, Chartered Professional Accountants (“**Clearhouse**”), to act as auditors of the Corporation until the next annual meeting of shareholders. **PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF CLEARHOUSE, AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE APPOINTMENT OF CLEARHOUSE AS AUDITORS OF THE CORPORATION.**

Clearhouse were first appointed as auditors for the Corporation on February 5, 2019.

Re-Approval of Stock Option Plan

The Corporation has in place a “rolling” stock option plan (the “**Stock Option Plan**”) which was last approved by the shareholders of the Corporation on June 5, 2019. A copy of the Stock Option Plan is attached to this Circular as Schedule “A”. The Stock Option Plan is a “rolling” stock option plan, pursuant to which the number of common shares that may be issued upon exercise of options may not exceed 10% of the issued and outstanding common shares on a non-diluted basis at any time and such aggregate number of common shares automatically increases or decreases as the number of issued and outstanding common shares of the Corporation changes. Pursuant to the policies of the TSX Venture Exchange (the “**Exchange**”) “rolling” stock option plans which reserve a percentage of a Company’s issued and outstanding shares for grant require annual approval of a majority of the shareholders present in person or by proxy at the company’s annual shareholder meeting.

Summary Terms of the Stock Option Plan

The purpose of the Stock Option Plan is to attract, retain and motivate directors, senior officers, employees and other service providers by providing them with the opportunity, through stock options, to acquire a proprietary interest in the Corporation and benefit from the growth of the Corporation. Options issued under the Stock Option Plan are non-assignable and non-transferable.

Options to purchase up to 10% of the total number of Common Shares issued and outstanding at the date of any grant are issuable pursuant to the Stock Option Plan. This is a “rolling” plan ceiling as the number of options which may be granted pursuant to the Stock Option Plan will increase as the number of Common Shares which are issued and outstanding increases. If an option expires or is otherwise terminated for any reason, the number of Common Shares in respect of that expired or terminated option shall again be available for the purposes of the Stock Option Plan.

Without disinterested shareholder approval: (i) the number of Common Shares reserved for issuance pursuant to the Stock Option Plan, and all other compensation or incentive mechanisms involving the issuance or potential issuance of Common Shares to insiders shall not exceed 10% of the outstanding Common Shares at the time of granting the Options; (ii) the number of Common Shares which may be issued to insiders within a one-year period shall not exceed 10% of the outstanding Common Shares at the time of granting the Options; (iii) 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; and (iv) no reduction shall be made in the exercise price of the Options granted to any person who is an insider at the time of the proposed reduction.

The Stock Option Plan is administered by the Board. The Stock Option Plan may be amended, subject to regulatory and shareholder approval, as applicable, or discontinued by the Board at any time, but such amendment or discontinuance will generally not alter the terms or conditions of any option awarded prior to the date of such amendment or termination. Any option outstanding when the Stock Option Plan is amended or terminated will remain in effect until it is exercised or expires or is otherwise terminated in accordance with the provisions of the Stock Option Plan.

The Stock Option Plan provides that other terms and conditions, including vesting provisions, may be attached to a particular stock option at the discretion of the Board. All option grants are to be evidenced by the execution of an option agreement between the Corporation and the optionee which shall give effect to the provisions of the Stock Option Plan.

Options may be granted under the Stock Option Plan only to directors, officers, employees and other service providers of the Corporation subject to the rules and regulations of applicable regulatory

authorities and the Exchange. The aggregate number of Common Shares which may be reserved for issuance to any one individual under the Stock Option Plan within any 12 month period shall not exceed 5% of the Common Shares issued and outstanding at the date of the grant (on a non-diluted basis).

Options granted under the Stock Option Plan will be for a term not to exceed five years from the date of their grant. In the event an optionee ceases to be a director, officer, employee or service provider of the Corporation (other than by reason of death), the stock option (to the extent that such optionee was entitled to exercise such options at the date of such termination) will expire on the earlier of the expiry date stated in the option agreement executed in respect to such grant and 90 days following the date of termination.

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.

The price at which an optionee may purchase a Common Share upon the exercise of an option will be as set forth in the option agreement executed in respect of such option and, in any event, will not be less than the market price of the Common Shares as of the date of the grant of the stock option (the "**Grant Date**") less any discounts from the market price allowed by the Exchange, subject to a minimum exercise price of \$0.10. The market price of the Common Shares means the closing price on the last trading day immediately preceding the Grant Date.

Common Shares will not be issued pursuant to options granted under the Stock Option Plan until they have been fully paid for.

Management is of the opinion that the Stock Option Plan is beneficial to the Corporation as it provides the Corporation with flexibility to grant options and permits the Corporation to continue to attract, retain and motivate directors, senior officers, employees and other service providers.

At the Meeting, Shareholders will be asked to vote on the following ordinary resolution (the "**Stock Option Resolution**"):

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Stock Option Plan of the Corporation substantially in the form attached as Schedule "A" to the Circular dated September 8, 2020 is hereby approved, ratified and confirmed, subject to applicable regulatory approval;
2. the form of the Stock Option Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;
3. any one or more of the directors and officers of the Corporation be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution."

Shareholders are being asked to vote "**FOR**" the Stock Option Resolution. To be effective, the Stock Option Plan must be approved by not less than a majority of the votes cast by the holders of Shares present in person, or represented by proxy, at the Meeting. **UNLESS OTHERWISE INDICATED, THE PERSONS DESIGNATED AS PROXY HOLDERS IN THE ACCOMPANYING FORM OF**

PROXY WILL VOTE THE SHARES REPRESENTED BY SUCH FORM OF PROXY, PROPERLY EXECUTED, FOR THE APPROVAL OF THE STOCK OPTION RESOLUTION.

RATIFICATION AND CONFIRMATION OF AMENDMENT TO BY-LAWS

On August 31, 2020, the Board approved the adoption of By-Law No. 1-A in the form set out in Schedule “C” attached to this Circular, amending the Corporation’s By-Law No. 1, to amend quorum at meetings of shareholders (the “**Amended By-Law**”).

The Amended By-Law amends the quorum requirement at meetings of Shareholder to two Shareholders present in person or represented by proxy, from the previous quorum requirement of two Shareholders present in person or represented by proxy holding at least 20% of the shares entitled to vote at such meeting.

Pursuant to the provisions of the OBCA the Amended By-Law is effective from the date the Board approved it, until it is confirmed or rejected by Shareholders. Accordingly, the Amended By-Law will cease to be effective unless ratified and confirmed by a resolution passed by a simple majority of the votes cast by Shareholders at the Meeting. At the Meeting, Shareholders will be asked to consider, and if deemed advisable, approve a resolution confirming By-Law No. 1-A, amending By-Law No. 1 in the following form:

"BE IT RESOLVED THAT:

1. By-Law No. 1-A of the Corporation, amending By-Law No. 1 of the Corporation, as approved by the Board on August 31, 2020 in the form attached as Schedule “C” to the Circular of the Corporation dated September 8, 2020, is hereby ratified and confirmed; and
2. Any one director or officer of the Corporation be and is hereby authorized and directed to do all such further acts and things and to execute and deliver or sign (as the case may be) all such further agreements, instruments, notices, certificates and other documents for and on behalf of the Corporation, whether under its corporate seal or otherwise, as such director or officer may consider necessary or advisable having regard to the foregoing resolutions."

Recommendation of the Board

The Board unanimously approved the adoption of the Amended By-Law. The Board believes that the adoption of the Amended By-Law is in the best interests of the Corporation, based on the factors set out below. Accordingly, the Board unanimously recommends that Shareholders ratify, approve and adopt By-Law No. 1-A and vote **FOR** the resolution to ratify By-Law No. 1-A.

Reasons for the Recommendation

The Board believes the Amended By-Law will align the Corporation with similar publicly listed companies with regards to quorum at meetings of shareholders. The shareholder protection concerns underlying quorum requirements are embedded in the registered and non-registered shareholder enfranchisement provisions of NI 54-101- *Communications with Beneficial Owners of Securities of a Reporting Issuer*. Management and the Board gave careful consideration to the cost and difficulty of holding meetings of shareholders with such high quorum thresholds. The Board concluded that the Amended By-Law would allow the Corporation to more efficiently and effectively transact business.

Shareholders are being asked to vote “**FOR**” the By-Law Amendment Ratification Resolution. To be effective, the By-Law Amendment Ratification Resolution must be approved by not less than a majority of the votes cast by the holders of Shares present in person, or represented by proxy, at the Meeting. **UNLESS OTHERWISE INDICATED, THE PERSONS DESIGNATED AS PROXY HOLDERS IN THE ACCOMPANYING FORM OF PROXY WILL VOTE THE SHARES REPRESENTED BY SUCH FORM OF PROXY, PROPERLY EXECUTED, FOR THE BY-LAW AMENDMENT RATIFICATION RESOLUTION.**

STATEMENT OF EXECUTIVE COMPENSATION

Interpretation

National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”) defines “Executive Officer” to mean, for a reporting issuer, an individual who is,

- (a) a chair, vice-chair, or president;
- (b) a chief executive officer or chief financial officer;
- (c) a vice-president in charge of a principal business unit, division or function including sales, finance or production, or
- (d) performing a policy-making function in respect of the issuer.

Form 51-102F6 - *Statement of Executive Compensation* (“**Form 51-102F6**”) further defines the following:

- (a) “CEO” means each individual who acted as chief executive officer of the Corporation or acted in a similar capacity, for any part of the most recently completed financial year;
- (b) “CFO” means each individual who acted as chief financial officer of the Corporation or acted in a similar capacity for any part of the most recently completed financial year;
- (c) “Named Executive Officers” or “NEOs” means the following individuals:
 - (i) CEO;
 - (ii) CFO;
 - (iii) each of the Corporation’s three most highly compensated executive officers, other than the CEO and CFO at the end of the most recently completed financial year and whose total compensation exceeds \$150,000; and
 - (iv) each individual who would be a NEO under (iii) except that the individual was neither an executive officer of the Corporation nor acting in a similar capacity at the end of the most recently completed financial year end.

Named Executive Officers

During the financial year ended December 31, 2019, the following individuals acted as Named Executive

Officers of the Corporation:

- Samer Bishay, President and CEO; and
- Kyle Appleby, CFO
- Rajiv Jagota CEO (resigned November 19, 2019)

Compensation Discussion and Analysis

Compensation Discussion and Analysis describes, in accordance with NI 51-102 the compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation, to each NEO. This section also identifies the objectives and material elements of compensation awarded to the NEOs and the reasons for the compensation. For a complete understanding of the executive compensation program, this Compensation Discussion and Analysis should be read in conjunction with the Summary Compensation Table and other executive compensation-related disclosure included in this Information Circular.

The board's assessment of corporate performance is based on a number of qualitative and quantitative factors including execution of on-going projects and transactions, and progress on key growth initiatives.

How the Corporation Determines Compensation

Based on the recommendations of the Compensation Committee, the directors of the Corporation as a whole are responsible for determining the compensation paid to the executive officers and directors of the Corporation.

The philosophy of the Compensation Committee is to determine compensation for the Corporation's executive officers relative to the performance of the Corporation in executing on its objectives. The services of the Corporation's NEOs at the end of the most recently completed financial year were provided to the Corporation pursuant to employment and consulting agreements which provide for the fixed compensation to be paid to the aforementioned NEOs. The NEOs are also eligible to receive performance-based incentive compensation. Other officers may receive both fixed compensation and performance-based variable incentive compensation, which together represents total direct compensation ("**Total Direct Compensation**").

The Compensation Committee's assessment of corporate performance is based on a number of qualitative and quantitative factors including execution of on-going projects and transactions, safety, operational performance and progress on key growth initiatives. The NEOs do not automatically receive any particular award based on the Compensation Committee's determination of the overall performance of the Corporation, but rather the determination establishes the background for the Compensation Committee's subsequent review of the NEOs' individual performance.

The Compensation Committee of the Board of Directors is currently comprised of Samer Bishay and Steve Gregory. Mr. Gregory is an independent member of the Compensation Committee within the meaning of section 1.4 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**").

Objectives of the Compensation Program

The objectives of the compensation program of the Corporation are:

- to reward individual contributions in light of overall business results;

- to align the interests of the executives with the interests of the shareholders; and
- to attract and retain executives who can help the Corporation achieve its objectives.

Elements of Executive Compensation

The NEOs are paid a fixed salary pursuant to consulting/employment agreements as disclosed herein.

Stock options are designed to motivate executives and directors to achieve positive business results and align their interests with those of the shareholders. Participants benefit only if the market value of the Corporation's Common Shares at the time of a stock option exercise is greater than the exercise price of the stock options at the time of the relevant grant. Stock options vest in such manner as the Board may determine.

Determination of Compensation

Rather than strictly applying formulas and weightings to forward-looking performance objectives, which may lead to unintended consequences for compensation purposes, the Board exercises its discretion and uses sound judgment in making compensation determinations. For this reason, the Board does not measure performance using any pre-set formulas in determining compensation awards for NEOs.

The Board's comprehensive assessment of the overall business performance of the Corporation, including corporate performance against objectives (both quantitative and qualitative), business circumstances and, where appropriate, relative performance against peers, provides the context for individual executive officer evaluations for all direct compensation awards.

Stock Options

Stock Option Granting Process

Generally, stock option grants are determined on an ad hoc basis. The CEO makes recommendations to the Compensation Committee regarding individual stock option awards for all recipients, other than the CEO and the Board of Directors. The Compensation Committee makes recommendations to the Board regarding stock options for the CEO and the Board of Directors. The Compensation Committee considers relevant market data and other information in order to determine the CEO's stock option grant recommendation to the Board.

The Compensation Committee reviews the appropriateness of the stock option grant recommendations from the CEO for all eligible employees and accepts or adjusts these recommendations. The Compensation Committee is responsible for approving all individual stock option grants, including grants that are awarded outside the annual compensation deliberation process for such things as promotions or new hires. The Compensation Committee is also responsible for recommending to the Board for its approval any stock option grants for executive officers.

The Compensation Committee approves or recommends compensation awards, including stock option grants, which are not contingent on the number, term or current value of other outstanding compensation previously awarded to the individual.

Other Compensation

Executive officers may receive other benefits that the Corporation believes are reasonable and consistent with its overall executive compensation program. These benefits, which are based on competitive market practices, support the attraction and retention of executive officers. The principal benefit offered is a group health and dental plan.

Financial Instruments

The Corporation does not have a policy which prohibits NEOs and directors of the Corporation from personally purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a NEO or director.

Summary Compensation Table

The following table provides a summary of total compensation for each NEO, for services rendered in all capacities to the Corporation for the fiscal year ended December 31, 2019. As permitted under amended Form 51-102F6 under NI 51-102, information has only been provided with respect to the fiscal years of the Corporation since incorporation. The Corporation does not have any pension plans, long-term non-equity incentive plans or deferred compensation plans. In addition, the Corporation does not currently have any plans or arrangements in place that provide for share-based awards.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Samer Bishay CEO ⁽¹⁾	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2018	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2017	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Rajiv Jagota ⁽²⁾	2019	\$163,692	Nil	Nil	Nil	Nil	Nil	\$8,960	\$172,652
	2018	\$190,000	Nil	Nil	Nil	Nil	Nil	\$10,400	\$190,000
	2017	\$190,000	Nil	\$10,000	Nil	Nil	Nil	\$10,400	\$210,400
Kyle Appleby CFO ⁽³⁾	2019	\$21,500	Nil	Nil	Nil	Nil	Nil	Nil	\$21,500
	2018	\$19,500	Nil	Nil	Nil	Nil	Nil	Nil	\$19,500
	2017	\$39,500	Nil	Nil	Nil	Nil	Nil	Nil	\$39,500

(1) Appointed CEO on November 19, 2019.

(2) Resigned as CEO on November 19, 2019

(3) Compensation to Mr. Appleby has been paid as consulting fees pursuant to a consulting agreement with CFO Advantage Inc. (a corporation owned by Mr. Appleby).

Incentive Plan Awards – NEOs

Outstanding Option-based and Share-based awards as at December 31, 2019

The following table sets out for each Named Executive Officers all option-based awards and share-based awards outstanding at the end of the year ended December 31, 2019:

NEO Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Samer Bishay	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kyle Appleby	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Based on the Corporation's closing share price of \$0.09 on December 31, 2019.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2019

The following table sets out for each Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended December 31, 2019 and the value of non-equity incentive plan compensation earned during the year ended December 31, 2019:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Samer Bishay	Nil	Nil	Nil
Rajiv Jagota	Nil	Nil	Nil
Kyle Appleby	Nil	Nil	Nil

Pension Plan Benefits

The Corporation does not have any pension plans that provide for payments or benefits at, following, or in connection with retirement or provide for retirement or deferred compensation plans.

Employment Agreement, Termination and Change of Control Benefits

The Corporation entered into an agreement (“**CFO Agreement**”) dated October 26, 2016 with CFO Advantage Inc., a corporation owned by Kyle Appleby, pursuant to which Mr. Appleby provides consulting services including acting as CFO of the Corporation. Pursuant to the CFO Agreement, Mr. Appleby is compensated at the rate of \$1,500 per month plus HST plus reasonable expenses. Mr. Appleby is eligible to participate in the Corporations Stock Option Plan. The CFO Agreement may be terminated by either the Corporation or the CFO on three (3) months notice.

Termination Without Cause

If a NEO is terminated without cause, the Corporation may be obligated to make payments or provide benefits to the NEO. A termination without cause means a termination of a NEO for any reason other than the following, each of which provides “Just Cause” for termination:

- (1) The failure by the NEO to perform his or her duties according to the terms of his or her employment agreement or to perform in a manner satisfactory to the Board after the Corporation has given the NEO reasonable notice of this failure as well as a reasonable opportunity to correct this failure; however, any such failure:
 - (a) that follows a diminution in his or her position or duties or responsibilities, or
 - (b) that results from a disability of the NEO,
 is not considered a failure for purposes of this section;
- (2) The engagement by the NEO in any act that is materially harmful to the Corporation;
- (3) The engagement by the NEO in any illegal conduct or any act of dishonesty which benefits the NEO at the Corporation's expense including but not limited to the failure by the NEO to:
 - (a) honour his or her fiduciary duties to the Corporation; and
 - (b) fulfill his or her duty to act in the Corporation's best interests;
- (4) The failure of the NEO to abide by the terms of any resolution passed by the Board; or
- (5) The failure of the NEO to abide by the Corporation's policies, procedures and codes of conduct.

Director Compensation

Director Compensation Table

The following table sets forth information concerning the annual and long term compensation in respect of the directors of the Corporation, other than the NEOs, during the financial year ended December 31, 2019:

Name and principal position	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Samer Bishay	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Magdi Wanis	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Stephen Gregory	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Eric Rothschild ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert Stikeman ⁽¹⁾	9,230	Nil	Nil	Nil	Nil	Nil	9,230
Rajan Arora ⁽¹⁾	23,077	Nil	Nil	Nil	Nil	Nil	23,077
Pankaj Varma ⁽¹⁾	18,461	Nil	Nil	Nil	Nil	Nil	18,461
Eamon Hoey ^{(1) (3)}	16,000	Nil	Nil	Nil	Nil	Nil	16,000

- (1) Resigned as a director of the Corporation on November 19, 2019.
- (2) Resigned as a director of the Corporation on April 30, 2020.
- (3) Compensation to Mr. Hoey has been paid as consulting fees pursuant to a consulting agreement with Hoey Associates Management Consultants Inc. (a corporation owned by Mr. Hoey).

Material Factors Necessary to Understand Director Compensation

There were no standard or other arrangements under which independent directors of the Corporation were compensated in their capacity solely as directors during the financial year ended December 31, 2020. Certain consultants of the Corporation who were also directors of the Corporation received compensation in their capacity as consultants to the Corporation.

Directors who are executive officers of the Corporation or who are not otherwise “independent” for the purposes of National Instrument 52-110 will not receive any compensation for serving as directors or for serving on any committees of directors other than options.

Directors’ Option-based Awards

All directors are entitled to participate in the Corporation’s stock option plan. During the financial year ended December 31, 2019, no options to purchase Shares were granted to directors (other than Named Executive Officers). During such financial year, no options to purchase Shares were exercised by directors, including Named Executive Officers. As at December 31, 2019, the Corporation had outstanding options to purchase an aggregate of 95,750 shares, of which nil were issued to the directors and nil were issued to the Named Executive Officers.

Outstanding Option-based and Share-based awards as at December 31, 2019

The following table sets out for each director (other than Named Executive Officers) all option-based awards and share-based awards outstanding at the end of the year ended December 31, 2019:

Director Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Samer Bishay	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Magdi Wanis	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Stephen Gregory	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Eric Rothschild	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Based on the Corporation’s Closing share price of \$0.09 on December 31, 2020.

(2) Robert Stikeman, Rajan Arora, Pankaj Varma and Eamon Hoey resigned as directors of the Corporation on November 19, 2019.

(3) Samer Bishay, Magdi Wanis, Stephen Gregory and Eric Rothschild were appointed as a director of the Corporation on November 19, 2019.

Incentive Plan Awards – Value Vested or Earned During the Year Ended December 31, 2019

The following table sets out for each director (other than Named Executive Officers), the value of option-based awards and share-based awards which vested during the year ended December 31, 2019 and the value of non-equity incentive plan compensation earning during the year ended December 31, 2019:

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Samer Bishay	\$Nil	\$Nil	\$Nil
Magdi Wanis	\$Nil	\$Nil	\$Nil
Stephen Gregory	\$Nil	\$Nil	\$Nil
Eric Rothschild ⁽²⁾	\$Nil	\$Nil	\$Nil
Robert Stikeman ⁽¹⁾	\$Nil	\$Nil	\$Nil
Rajan Arora ⁽¹⁾	\$Nil	\$Nil	\$Nil
Pankaj Varma ⁽¹⁾	\$Nil	\$Nil	\$Nil
Eamon Hoey ⁽¹⁾	\$Nil	\$Nil	\$Nil

(1) Resigned as a director of the Corporation on November 19, 2019.

(2) Resigned as a director of the Corporation on April 30, 2020.

EQUITY COMPENSATION PLANS

The following table sets forth summary information regarding the Plan as at December 31, 2019.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	95,750	\$1.21	2,265,604
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	95,750	\$1.21	2,265,604

AUDIT COMMITTEE

The following information is provided in accordance with National Instrument 52-110 *Audit Committees* (“NI 52-110”). NI 52-110 requires certain information regarding the audit committee of a “venture issuer” (as that term is defined in NI 52-110) be included in this Circular sent to Shareholders in connection with this Meeting.

Audit Committee Charter

The full text of the Corporation’s Audit Committee charter is attached hereto as Schedule “B” to this Circular.

Composition of the Audit Committee

The members of the Audit Committee are Magdi Wanis and Stephen Robert Gregory. Mr. Wanis and Mr. Gregory are considered independent and all of whom are financially literate pursuant to NI 52-110.

Relevant Education and Experience

See “Particulars of Matters to be Acted Upon – Election of Directors” for a summary biography of each member of the Audit Committee which sets out the education and experience relevant to the performance

of his duties as a member of the Audit Committee.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation by the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Audit Committee and, where applicable, the Corporation's Board, on a case-by-case basis.

External Auditor Service Fees

The following table provides detail in respect of audit, audit related, tax and other fees billed by the external auditors to the Corporation for professional services provided to the Corporation and its subsidiaries:

	2019	2018
Audit fees	51,000	52,500
Audit-related fees	1,273	2,500
Tax fees	5,600	2,500
Other fees	NIL	NIL
Total	52,273	57,500

Audit Fees: Audit fees were paid for professional services rendered by the auditors for the audit of the Corporation's annual financial statements as well as services provided in connection with statutory and regulatory filings.

Audit-Related Fees: Audit-related fees were paid for professional services rendered by the auditors and were comprised primarily of the reading of quarterly financial statements.

Tax Fees: Tax fees were paid for tax compliance, tax advice and tax planning professional services. These services included preparing and/or reviewing tax returns.

All Other Fees: Fees such as those payable for professional services which include bookkeeping, accounting advice, primarily relating to preparation of IFRS compliant financial statements, and preparation of management's discussion and analysis, and due diligence.

Exemption

The Corporation is relying on the exemption from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) as set out in section 6.1 of NI 52-110.

CORPORATE GOVERNANCE

The Corporation's disclosure of corporate governance practices pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101") is set out below in the form required by Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)*.

Board of Directors

The Board of Directors is responsible for the stewardship of the Corporation and for the supervision of management to protect shareholder interests. The Board oversees the development of the Corporation's strategic plan and the ability of management to continue to deliver on the corporate objectives.

The board of directors is presently comprised of three (3) members: Samer Bishay, Magdi Wanis, and Stephen Robert Gregory. All of the directors of the Corporation except Samer Bishay are considered to be independent directors of the Corporation. Samer Bishay is the President and Chief Executive Officer of the Corporation, therefore, Mr. Bishay is not considered to be independent. NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the board of directors, reasonably interfere with the exercise of a director's independent judgment. As disclosed above, the Board is not comprised of a majority of independent directors. The independent judgment of the Board in carrying out its responsibilities is the responsibility of all directors. The Board facilitates independent supervision of management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. In addition, the Board has free access to the Corporation's external auditors, external legal counsel and to any of the Corporation's officers.

Directorships

The following directors are also directors of the reporting issuers listed below:

Director	Reporting Issuer	Name of Trading Market
Robert Stephen Gregory	Acerus Pharmaceuticals Corporation	TSX

Orientation and Continuing Education

The Corporation has created a Board Orientation Manual in order to provide a comprehensive introduction to the Board and its committees. Each new director is given an outline of the nature of the Corporation's business, its strategy and present issues with the Corporation. New directors would also be expected to meet with management of the Corporation to discuss and better understand the Corporation's business and would be advised by the Corporation's legal counsel of their legal obligations as directors of the Corporation. The Board Orientation Manual is expected to be reviewed on an annual basis and an updated copy given to each member of the Board. The orientation and continuing education process is reviewed on an annual basis by the Board and revised as necessary.

Ethical Business Conduct

The entire Board is responsible for developing the Corporation's approach to governance issues. The Board has reviewed this Corporate Governance disclosure and concurs that it accurately reflects the Corporation's activities.

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

In addition, each nominee for director of the Corporation must disclose to the Corporation all interests and relationships of which the director is aware of at the time of consideration which will or may give rise to a conflict of interest. If such an interest or relationship should arise while the individual is a director, the individual shall make immediate disclosure of all relevant facts to the Corporation.

The Board intends to develop a written Code of Business Conduct and Ethics (the "Code") that applies to all directors, officers, employees and consultants of the Corporation.

Nomination of Directors

The entire Board is responsible for proposing new nominees to the Board. They select individuals with the desired background and qualifications, taking into account the needs of the Board at the time. A majority of directors must agree to any new nominees to encourage an objective nomination process.

Compensation

The Compensation Committee and the entire Board are responsible for determining the compensation of directors and executive officers of the Corporation. See "*Statement of Executive Compensation – Compensation Discussion and Analysis*" and "*Director Compensation*" for a discussion of the Corporation's process for determining the compensation of the Corporation's directors and executive officers.

Other Board Committees

The Corporation has no committees other than the Audit Committee and Compensation Committee.

Assessments

The Board does not feel it is necessary to establish a committee to assess the effectiveness of individual Board members. Each Board member has considerable experience in the guidance and management of public companies and this is sufficient to meet the current needs of the Corporation.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

There is not as of the date hereof, and has not been since the beginning of the Corporation's last completed financial year, any indebtedness owing to the Corporation by the directors and senior officers of the Corporation or any of their associates or affiliates, except as disclosed in this Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management of the Corporation is not aware of any material interests, direct or indirect, of any informed person of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

OTHER BUSINESS

Management of the Corporation is not aware of any matters to come before the meeting other than those set out in the Notice of Meeting. If other matters come before the Meeting it is the intention of the individuals indicated in the form of proxy to vote the same in accordance with their best judgment in such matters.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may request copies of the Corporation's financial statements as at and for the financial year ended December 31, 2019, and management's discussion and analysis for such financial results, free of charge by contacting the President of the Corporation. Financial information is provided in the Corporation's comparative financial statements and management discussion and analysis for its most recently completed financial year ended December 31, 2019.

APPROVAL OF BOARD OF DIRECTORS

The contents of this Circular, and the sending thereof to each director of the Corporation, to the auditor of the Corporation and to the shareholders of the Corporation has been approved by the Board.

DATED at the City of Markham, in the Province of Ontario, this 8th day of September, 2020

**BY ORDER OF THE BOARD OF
DIRECTORS**

"Samer Bishay"

**Samer Bishay
President, Chief Executive Officer and
Director**

SCHEDULE “A”

ADYA INC.
(the “Company”)

STOCK OPTION PLAN **(the “Plan”)**

PURPOSE OF THE PLAN

The purpose of the Plan is to assist the Company in attracting, retaining and motivating **Directors, Employees, Consultants or Management Company Employees** of the Company (as those terms are defined in TSX Venture Exchange Policy 4.4) and any of its subsidiaries and to closely align the personal interests of such Directors, Employees, Consultants and Management Company Employees with those of the shareholders by providing them with the opportunity, through options, to acquire common shares in the capital of the Company.

IMPLEMENTATION

The Plan and the grant and exercise of any options under the Plan are subject to compliance with the applicable requirements of each stock exchange (**exchanges**) on which the shares of the Company are listed at the time of the grant of any options under the Plan and of any governmental authority or regulatory body to which the Company is subject.

ADMINISTRATION

The Plan shall be administered by the Board of Directors of the Company which shall, without limitation, subject to the approval of the exchanges, have full and final authority in its discretion, but subject to the express provisions of the Plan, to prescribe, amend and rescind rules and regulations relating to it and to make all other determinations deemed necessary or advisable for the administration of the Plan. The Board of Directors may delegate any or all of its authority with respect to the administration of the Plan and any or all of the rights, powers and discretion with respect to the Plan granted to it hereunder to such committee of directors, as well as the Board of Directors, shall be entitled to exercise any or all of such authority, rights, powers and discretion with respect to the Plan. When used hereafter in the Plan, Board of Directors shall be deemed to include a committee of directors acting on behalf of the Board of Directors.

SHARES ISSUABLE UNDER THE PLAN

Options granted and shares issuable under the plan are subject to the requirements of the TSX Venture Exchange. These requirements currently include but are not limited to:

- (i) the aggregate number of shares (**Optioned Shares**) that may be issuable pursuant to options granted under the Plan will not exceed 10% of the number of issued shares of the Company at the time of the granting of options under the Plan;
- (ii) no more than 5% of the issued shares of the Company, calculated at the date the option is granted, may be granted to any one Optionee (as hereinafter defined) in any 12-month period, unless the Company obtains the requisite disinterested shareholder approval in accordance with TSX Venture Exchange policies;

- (iii) no more than 10% of the issued shares of the Company, calculated at the date the option is granted, may be granted to Insiders (as that term is defined in TSX Venture Exchange Policy 1.1) in any 12-month period;
- (iv) no more than 2% of the issued shares of the Company, calculated at the date the option is granted, may be granted to any one Consultant in any 12-month period; and
- (v) no more than an aggregate of 2% of the issued shares of the Company, calculated at the date the option is granted, may be granted to all Employees and Consultants conducting **Investor Relations Activities** (as that term is defined in TSX Venture Exchange Policy 1.1) in any 12-month period.

ELIGIBILITY

General

Options may be granted under the Plan to Directors, Employees, Consultants and Management Company Employees of the Company and any of its subsidiaries (collectively the “**Optionees**” and individually an “**Optionee**”). Subject to the provisions of the Plan and the applicable policies of the exchanges, the total number of Optioned Shares to be made available under the Plan and to each Optionee, the time or times and price or prices at which options shall be granted, the time or times at which such options are exercisable, and any conditions or restrictions on the exercise of options, shall be in the fill and final discretion of the Board of Directors.

Options Granted to Employees, Consultants or Management Company Employees

The Plan requires that options under the Plan be granted only to are bona Employees, Consultants or Management Company Employees, as the case may be.

TERMS AND CONDITIONS

Exercise price

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.

The exercise price will normally be based on the closing market price the day prior to the grant. If there were no transactions on the precedent day, the price of the most recent trade will be used provided it remains at or between the precedent day’s closing bid and ask prices, otherwise the average of the average of the bid and ask prices will be utilized.

If the common shares of the Company are not listed on the TSX Venture Exchange or any other exchange at the time of the option grant, the exercise price to each Optionee for each Optioned Share shall be determined by the Board of Directors.

Reduction in the Exercise Price of Options Granted to Insiders

In the event the Company wishes to reduce the exercise price of any options held by **Insiders** (as that term is defined in TSX Venture Exchange Policy 1.1) of the Company at the time of the proposed reduction, the approval of the disinterested Shareholders of the Company will be required prior to the exercise of any such options at the reduced exercise price.

Option Agreement

All options shall be granted under the Plan by means of an agreement (the **Option Agreement**) between the Company and each Optionee in the form attached hereto as Schedule A or such other form as may be approved by the Board of Directors, such approval to be conclusively evidenced by the execution of the Option Agreement by any one director or officer of the Company, or otherwise as determined by the Board of Directors.

Length of Grant

All options granted under the Plan shall expire not later than that date which is 10 years from the date such options were granted.

Non-Assignability of Options

An option granted under the Plan shall not be transferable or assignable (whether absolutely or by way of mortgage, pledge or other charge) by an Optionee other than by will or other testamentary instrument or the laws of succession and may be exercisable during the lifetime of the Optionee only by such Optionee.

An option granted under the plan shall not be used as an offset against the short selling of the company's shares nor in any other manner to assist in or facilitate the short selling of the company's shares. This clause does not preclude the sale of the Company's shares and exercise of options within the normal settlement period.

Vesting Schedule for Options Granted to Consultants Conducting Investor Relations Activities

An Optionee who is a Consultant conducting Investor Relations Activities who is granted an option under the Plan will become vested with the right to exercise one-quarter (1/4) of the option upon the conclusion of every 3 months subsequent to the date of the grant of the option, such that that Optionee will be vested with the right to exercise one hundred percent (100%) of his option upon the conclusion of 12 months from the date of the grant of the option. (By way of example, in the event that Optionee did not exercise one-quarter (1/4) of his option at the conclusion of 3 months from the date of the grant of the option, he would be entitled to exercise one-half (1/2) of his option upon the conclusion of 6 months from the date of the grant of the option). Other than with respect to options granted to an Optionee who is a Consultant conducting Investor Relations Activities, the Board may grant options under the Plan to an Optionee with or without vesting provisions at its discretion.

Right to Postpone Exercise

Each Optionee, upon becoming entitled to exercise the option in respect of any Optioned Shares in accordance with the Option Agreement, shall thereafter be entitled to exercise the option to purchase such Optioned Shares at any time prior to the expiration or other termination of the Option Agreement or the option rights granted thereunder in accordance with such agreement.

Exercise and Payment

Any option granted under the Plan may be exercised by an Optionee or, if applicable, the legal representatives of an Optionee, giving notice to the Company specifying the number of shares in respect of which such option is being exercised, accompanied by payment (by cash or certified cheque payable to the Company) of the entire exercise price (determined in accordance with the Option Agreement) for the number of shares specified in the notice. Upon any such exercise of an option by an Optionee the Company shall cause the transfer agent and registrar of shares of the Company to promptly deliver to such Optionee or the legal representatives of such Optionee, as the case may be, a share certificate in the name of such Optionee or the legal representatives of such Optionee, as the case may be, representing the number of shares specified in the notice.

No option shall be exercisable unless the company shall be satisfied that the issuance of shares upon exercise thereof, will be in compliance with the applicable laws of all jurisdictions where the company is a reporting issuer.

In addition to any resale restrictions under applicable law, in the event that an option (the exercise price of which was based on the Discounted Market Price) is exercised within four (4) months following the date it is granted, the common shares issued shall be legend with a four (4) month hold period from the date the option was granted. The wording of the legend shall be the following:

“Without prior written approval of the exchange and compliance with all applicable securities legislation, the securities represented by this certificate may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of the TSX Venture exchange or otherwise in Canada or to or for the benefit of a Canadian resident until [insert date].”

Rights of Optionees

The Optionees shall have no rights whatsoever as shareholders in respect of any of the Optioned Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering) other than Optioned Shares in respect of which Optionees have exercised their option to purchase and which have been issued by the Company.

Third Party Offer

If at any time when an option granted under the Plan remains unexercised with respect to any common shares, and offer to purchase all of the common shares of the Company is made by a third party, the Company may upon giving each Optionee written notice to that effect, require the acceleration of the time for the exercise of the option rights granted under the Plan and of the time for the fulfillment of any conditions or restrictions on such exercise.

Alterations in Shares

In the event of a stock dividend, subdivision, redivision, consolidation, share reclassification (other than pursuant to the Plan), amalgamation, merger, corporate arrangement, reorganization, liquidation or the like of or by the Company, the Board of Directors may make such adjustment, if any, of the number of Optioned Shares, or of the exercise price, or both, as it shall deem appropriate to give proper effect to such event. If because of a proposed merger, amalgamation or other corporate arrangement or reorganization, the exchange or replacement of shares in the Company for those in another corporation is imminent, the Board of Directors may, in a fair and equitable manner, determine the manner in which all unexercised option rights granted under the Plan shall be treated including, for example, requiring the acceleration of the time for the exercise of such rights by the Optionees and of the time for the fulfillment of any conditions or restrictions on such exercise. All determinations of the Board of Directors under this section shall be full and final.

Termination for Cause

If an Optionee ceases to be either a Director, Employee, Consultant or Management Company Employee of the Company or of any of its subsidiaries as a result of having been dismissed from any such position for cause, all unexercised option rights of that Optionee under the Plan shall become terminated and shall lapse, notwithstanding the original term of the option granted to such Optionee under the Plan.

Termination Other Than For Cause

If an Optionee ceases to be either a Director, Employee, Consultant or Management Company Employee of the Company or any of its subsidiaries for any reason other than as a result of having been dismissed for cause as provided above, or as a result of the Optionee's death, such Optionee shall have the right for a period of 90 days (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of ceasing to be either a Director, Employee, Consultant or Management Company Employee to exercise the option under the Plan with respect to all Optioned Shares of such Optionee to the extent they were exercisable on the date of ceasing to be either a Director, Employee, Consultant or Management Company Employee. Upon the expiration of such 90-day period all unexercised option rights of that Optionee shall immediately become terminated and shall lapse notwithstanding the original term of option granted to such Optionee under the Plan.

If an Optionee engaged in providing Investor Relations Activities to the Company ceases to be employed in providing such Investor Relations Activities, such Optionee shall have the right for a period of 30 days (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of ceasing to provide such Investor Relations Activities to exercise the option under the Plan with respect to all Optioned Shares of such Optionee to the extent they were exercisable on the date of ceasing to provide such Investor Relations Activities. Upon the expiration of such 30-day period all unexercised option rights of that Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the option granted to such Optionee under the Plan.

Deceased Optionee

In the event of the death of any Optionee, the legal representatives of the deceased Optionee shall have the right for a period of one year (or until the normal expiry date of the option rights of such Optionee if earlier) from the date of death of the deceased Optionee to exercise the deceased Optionee's option with respect to all of the Optioned Shares of the deceased Optionee to the extent they were exercisable on the date of death. Upon the expiration of such period all unexercised option rights of

the deceased Optionee shall immediately become terminated and shall lapse notwithstanding the original term of the option granted to the deceased Optionee under the Plan.

AMENDMENT AND DISCONTINUANCE OF PLAN

Subject to the acceptance of the exchanges, the Board of Directors may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time, provided that no such action may in any manner adversely affect the rights under any options earlier granted to an Optionee under the Plan without the consent of that Optionee.

NO FURTHER RIGHTS

Nothing contained in the Plan nor in any option granted hereunder shall give any Optionee or any other person any interest or title in or to any shares of the Company or any rights as a shareholder of the Company or any other legal or equitable right against the Company whatsoever other than as set forth in the Plan and pursuant to the exercise of any option, nor shall it confer upon the Optionees any right to continue as a Director, Employee or Consultant of the Company or of any of its subsidiaries.

COMPLIANCE WITH LAWS

The obligations of the Company to sell shares and deliver share certificates under the Plan are subject to such compliance by the Company and the Optionees as the Company deems necessary or advisable with all applicable corporate and securities laws, rules and regulations.

WITHHOLDING TAX REQUIREMENTS

If the Company is required under the *Income Tax Act* (Canada) or any other applicable law to make source deductions in respect of employee stock option benefits and to remit to the applicable governmental authority an amount on account of tax on the value of the taxable benefit associated with the issuance of common shares of the Company on exercise of Options, then the Optionee shall:

- (i) pay to the Company, in addition to the exercise price for the Options, sufficient cash as is reasonably determined by the Company to be the amount necessary to permit the required tax remittance;
- (ii) authorize the Corporation, on behalf of the Optionee, to sell in the market on such terms and at such time or times as the Corporation determines a portion of the common shares of the Company being issued upon exercise of the Options to realize cash proceeds to be used to satisfy the required tax remittance; or
- (iii) make other arrangements acceptable to the Company.

SCHEDULE “B”

ADYA INC. (the “Company”)

AUDIT COMMITTEE TERMS OF REFERENCE

The overall duties of the Committee shall be to:

- (a) assist the Board in the discharge of its duties relating to the Company’s accounting policies and practices, reporting practices and internal controls;
- (b) establish and maintain a direct line of communication with the Company’s external auditors and assess their performance;
- (c) oversee the co-ordination of the activities of the external auditors;
- (d) ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal controls;
- (e) monitor the credibility and objectivity of the Company’s financial reports and satisfy itself that adequate procedures are in place for the review of Company information extracted from the financial statements;
- (f) report regularly to the Board on the fulfillment of the Committee’s duties;
- (g) establish procedures for the receipt and retention of complaints received by the Company regarding accounting, audit, and control matters;
- (h) assist the Board in the discharge of its duties relating to risk assessment and risk management; and
- (i) review and approve the hiring policies regarding employees or former employees of the external auditor;

The duties of the Committee as they relate to the external auditors shall be to:

- (a) review management’s recommendations for the appointment of external auditors, and in particular their qualifications and independence, and to recommend to the Board a firm of external auditors to be engaged to provide audit services;
- (b) review, where there is to be a change of external auditors, all issues related to the change, including the information to be included in the notice of change of auditor called for under National Policy 31 or any successor legislation, and the planned steps for an orderly transition;
- (c) review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Policy 31 or any successor legislation, on a

routine basis, whether or not there is to be a change of external auditor;

- (d) review the engagement letters of the external auditors, both for audit and non-audit services and recommend to the Board their compensation;
- (e) review the performance, including the fee, scope and timing of the audit and other related services and any non-audit services provided by the external auditors;
- (f) review the nature of and fees for any non-audit services performed for the Company by the external auditors and with outside legal advice confirm that the nature and extent of such services does not contravene the requirements of applicable legislation that require the firm's independence be maintained in carrying out the audit function; and
- (g) pre-approve all non-audit services to be provided to the Company or its affiliates by the external auditor.

The duties of the Committee as they relate to audits and financial reporting shall be to:

- (a) review the audit plan with the external auditor and management;
- (b) review with the external auditor and management any proposed changes in accounting policies, the presentation of the impact of significant risks and uncertainties, and key estimates and judgments of management that may in any such case be material to financial reporting;
- (c) review the contents of the audit report;
- (d) question the external auditor and management regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
- (e) review the scope and quality of the audit work performed;
- (f) review the adequacy of the Company's financial and auditing personnel;
- (g) review the co-operation received by the external auditor from the Company's personnel during the audit, any problems encountered by the external auditors and any restrictions on the external auditor's work and resolve disagreements between management and the external auditor regarding financial reporting;
- (h) review the internal resources used;
- (i) review the evaluation of internal controls by the internal auditor (or persons performing the internal audit function) and the external auditors, together with management's response to the recommendations, including subsequent follow-up of any identified weaknesses;
- (j) review the appointments of the chief financial officer, internal auditor (or persons performing the internal audit function) and any key financial executives involved in the financial reporting process;

- (k) review and recommend to the Board, the Company's annual audited financial statements and those of its subsidiaries in conjunction with the report of the external auditors thereon, and obtain an explanation from management of all significant variances between comparative reporting periods before release to the public;
- (l) review and recommend to the Board, the Company's interim unaudited financial statements, MD&A and press release, and obtain an explanation from management of all significant variances between comparative reporting periods before release to the public;
- (m) establish a procedure for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and employees' confidential anonymous submission of concerns regarding accounting and auditing matters and assume responsibility for creating and administering a "whistleblower" policy; and
- (n) review the terms of reference for an internal auditor or internal audit function.

The duties of the Committee as they relate to accounting and disclosure policies and practices shall be to:

- (a) review changes to accounting principles of the Canadian Institute of Chartered Accountants which would have a significant impact on the Company's financial reporting as reported to the Committee by management and the external auditors;
- (b) review the appropriateness of the accounting policies used in the preparation of the Company's financial statements and consider recommendations for any material change to such policies;
- (c) review the status of material contingent liabilities or accruals as reported to the Committee by management;
- (d) review the status of income tax returns and potentially significant tax problems as reported to the Committee by management;
- (e) review any errors or omissions in the current or prior year's financial statements and establish guidelines for re-statement;
- (f) review and approve before their release all public disclosure documents containing audited or unaudited financial information, including all press releases, prospectuses, annual reports to shareholders, annual information forms and management's discussion and analysis; and
- (g) oversee and review all financial information and earnings guidance provided to analysts and rating agencies.

The other duties of the Committee shall include:

- (a) reviewing any inquiries, investigations or audits of a financial nature by governmental, regulatory or taxing authorities;

- (b) formulating clear hiring policies for employees or former employees of the Company's external auditors;
- (c) reviewing annual operating and capital budgets;
- (d) reviewing the funding and administration of the Company's compensation and pension plans;
- (e) reviewing and reporting to the Board on difficulties and problems with regulatory agencies which are likely to have a significant financial impact;
- (f) inquiring of management and the external auditors as to any activities that may be or may appear to be illegal or unethical; and
- (g) any other questions or matters referred to it by the Board.

SCHEDULE “C”

BY-LAW NO. 1-A

A by-law relating to the quorum requirements
at meetings of shareholders of
ADYA INC.
(formerly known as Telehop Communications Inc.)
(herein called the “**Corporation**”)

BE IT ENACTED and it is hereby enacted as a by-law of the Corporation as follows:

1. By-Law No.1 of the by-laws of the Corporation is hereby amended by deleting and replacing Section 7.06, in its entirety, with the following:

“**7.06 Quorum.** All of the shareholders or two shareholders, whichever number be the lesser, personally present or represented by proxy, shall constitute a quorum of any meeting of any class of shareholders. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of shareholders or within such reasonable time thereafter as the shareholders present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of this by-law with regard to notice shall apply to such adjournment.”

2. By-Law No.1 of the Corporation, as amended from time to time, and this By-Law No. 1-A shall be read together and shall have effect as though all the provisions thereof were contained in one by-law of the Corporation. All terms contained in this by-law which are defined in By-Law No. 1 of the Corporation, as amended from time to time, shall have the meaning given therein, unless expressly states otherwise.