

POOLS SAFE

YOUR PERSONAL POOLSIDE ATTENDANT

Pool Safe Inc.
Unit 14, 401 Magnetic Drive
North York, Ontario M3J 3H9

ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON TUESDAY, JUNE 25, 2019

NOTICE OF MEETING AND MANAGEMENT PROXY AND INFORMATION CIRCULAR

THIS NOTICE OF MEETING AND MANAGEMENT PROXY AND INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF POOL SAFE INC. (HEREIN REFERRED TO AS “POOL SAFE” OR THE “CORPORATION”) OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, JUNE 25, 2019.

TO BE HELD AT:

1 Adelaide St. East, 8th Floor, Suite 801, Toronto, Ontario

At 10:00 a.m. (Toronto time)

Dated: May 13, 2019

POOL SAFE INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL MEETING (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Pool Safe Inc. (herein referred to as “**Pool Safe**” or the “**Corporation**”) will be held at the offices of Garfinkle Biderman LLP, at 1 Adelaide St. East, 8th Floor, Suite 801, Toronto, Ontario, on Tuesday, June 25, 2019 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2018 and the report of the auditor thereon;
2. to fix the number of directors of the Corporation at five (5);
3. to elect directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying proxy and management information circular dated May 13, 2019, and prepared for the purpose of the Meeting (the “**Management Information Circular**”);
4. to re-appoint Wasserman Ramsay Chartered Accountants as the auditors of the Corporation for the ensuing year and to authorize the Audit Committee of the Board of Directors of the Corporation to fix the auditors’ remuneration, as more particularly set forth in the Management Information Circular;
5. to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution re-approving and ratifying the stock option plan of the Corporation, as more particularly set forth in the Management Information Circular; and
6. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

DATED this 13th day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“David Berger”

David Berger

Chief Executive Officer and Director

NOTE:

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular of the Corporation. It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be received by TSX Trust Company, 301-100 Adelaide Street West, Toronto ON M5H 4H1 at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays, in the City of Toronto, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Management Information Circular includes certain statements and information that constitute “forward-looking statements”, and “forward-looking information” under applicable securities laws (“forward-looking statements” and “forward-looking information” are collectively referred to herein as “forward-looking statements”, unless otherwise stated). Forward-looking statements appear in a number of places in this Management Information Circular and include statements and information regarding the intent, beliefs or current expectations of the Corporation’s officers and directors. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Corporation’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this Management Information Circular, words such as “believe”, “anticipate”, “estimate”, “project”, “intend”, “expect”, “may”, “will”, “plan”, “should”, “would”, “contemplate”, “possible”, “attempts”, “seeks” and similar expressions, are intended to identify these forward-looking statements. Forward-looking statements may relate to the Corporation’s future outlook and anticipated events or results and may include statements regarding the Corporation’s future business strategy, plans and objectives. The Corporation has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements were derived utilizing numerous assumptions, and while the Corporation considers these assumptions to be reasonable, based on information currently available, such assumptions may prove to be incorrect. Accordingly, you are cautioned to not put undue reliance on these forward-looking statements. Forward-looking statements should not be read as a guarantee of future events or results.

Forward-looking statements speak only as of the date such statements are made. Except as required by applicable law, the Corporation assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. If the Corporation updates any one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. You should not place undue importance on forward-looking statements and should not rely upon these statements as of any other date. All forward-looking statements contained in this Management Information Circular are expressly qualified in their entirety by this cautionary statement

**POOL SAFE INC.
MANAGEMENT INFORMATION CIRCULAR**

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR IS PROVIDED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT AND THE BOARD OF DIRECTORS OF POOL SAFE INC. (THE “CORPORATION”) of proxies from the holders of common shares (the “Common Shares”) for the annual general meeting of the shareholders of the Corporation (the “Meeting”) to be held on Tuesday, June 25, 2019 at 10:00 a.m. (Toronto time) at the offices of Garfinkle Biderman LLP, at 1 Adelaide St. East, 8th Floor, Suite 801, Toronto, Ontario, or at any adjournment thereof for the purposes set out in the accompanying notice of meeting (“Notice of Meeting”).

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 *Communications With Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the non-objecting beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation. Management of the Corporation does not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101 the proxy-related materials, and in the case of an objecting beneficial owner, the objecting beneficial owner will not receive the materials unless the objecting beneficial owner’s intermediary assumes the cost of delivery.

RECORD DATE

May 16, 2019 is the record date (the “Record Date”) for the Meeting. Only holders of Common Shares of record at the close of business on the Record Date are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that (a) a registered holder has transferred the ownership of any Common Shares subsequent to the Record Date; and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he owns the Common Shares, and demands not later than seven (7) days before the day of the Meeting that his name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his Common Shares at the Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named (the “Management Designees”) in the enclosed instrument of proxy (“Instrument of Proxy”) have been selected by the directors of the Corporation and have indicated their willingness to represent as proxy the shareholder who appoints them. A shareholder has the right to designate a person (who need not be a shareholder) other than the Management Designees to represent him or her at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by deleting therefrom the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Corporation. Such shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxy and should provide instructions on how the shareholder’s Common Shares are to be voted. The nominee should bring personal identification with him or her to the Meeting. In any case, the form of proxy should be dated and executed by the shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form).

A proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the Corporation’s transfer agent, TSX Trust Company, 301-100 Adelaide Street West, Toronto ON M5H 4H1, at least forty-eight (48) hours, excluding Saturdays, Sundays and holidays in the city of Toronto, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

A shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the shareholder or by his authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Corporation or with TSX Trust Company, 301-100 Adelaide Street West, Toronto ON M5H 4H1, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or at any adjournment thereof. In addition, a proxy may be revoked personally by the shareholder, attending the Meeting and voting his shares.

ADVICE TO BENEFICIAL SHAREHOLDERS

These shareholder materials are being sent to both registered and non-registered owners of the Common Shares. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. **The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold Common Shares in their own name.** Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Management Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, *not* be registered in the shareholder’s name. Such Common Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered**

shareholder, should enter their own names in the blank space on the VIF provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

All references to shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

VOTING OF PROXIES

Each shareholder may instruct his proxy how to vote his Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.**

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.

QUORUM

The by-laws of the Corporation provide that a quorum of shareholders is present at a meeting of shareholders of the Corporation if at least two holders of not less than five (5%) percent of the outstanding voting securities of the Corporation are present in person or by proxy.

INTERESTS OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

The directors and senior officers of the Corporation have an interest in the resolutions concerning the election of directors and the adoption of the Corporation's stock option plan. Otherwise, management of the Corporation is not aware of any material interest, direct or indirect, of any director or nominee for director, or senior officer or anyone who has held office as such, since the beginning of the Corporation's last financial year or any associates or affiliates of any of the foregoing in any matter to be acted on at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value and an unlimited number of preferred shares, issuable in series. Each holder of Common Shares is entitled to one vote per whole Common Share held. As at May 13, 2019, the effective date of this Management Information Circular (the "**Effective Date**"), 65,251,239 Common Shares are issued and outstanding as fully paid and non-assessable. No other shares are issued or outstanding.

In accordance with the provisions of the *Canada Business Corporations Act* (the "**CBCA**"), the Corporation will prepare a list of the holders of Common Shares on the Record Date. Each holder of Common Shares named on the list will be entitled to vote the Common Shares shown opposite, his, her or its name on the list at the Meeting.

To the knowledge of the directors and the executive officers of the Corporation, as at the Effective Date, no person or company beneficially owns, directly or indirectly, or controls or directs, carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation except as follows:

<u>Name</u>	<u>Number of Common Shares Owned or Controlled at the Effective Date</u>	<u>Percent of Outstanding Common Shares</u>
David Berger	21,813,216	33.4%
Stephen Green	8,237,136	12.6%

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board of Directors of the Corporation (the “**Board**”), the only matters to be brought before the meeting are those matters set forth in the accompanying Notice of Meeting.

1. Report and Financial Statements

The Board has approved all of the information in the audited financial statements of the Corporation for the financial year ended December 31, 2018.

2. Fixing the Number of Directors

The term of office of each of the present directors expires at the Meeting. At the Meeting, shareholders will be asked to consider passing an ordinary resolution fixing the number of directors of the Corporation to be elected at five (5) members. In order for the resolution to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote proxies in the accompanying form in favour of setting the number of directors to be elected at the Meeting at five (5).**

3. Election of Directors

The shareholders will be asked to consider a resolution electing the directors of the Corporation to hold office until the next annual meeting of shareholders. The persons nominated are, in the opinion of management, qualified to direct the activities of the Corporation until the next annual meeting of the shareholders of the Corporation. All nominees have indicated their willingness to stand for election. The Corporation does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies held by Management Designees will be voted for another nominee in their discretion unless the shareholder has specified in his or her form of proxy that his or her Common Shares are to be withheld from voting in the election of directors. Each director elected will hold office until the next annual meeting of shareholders or until his successor is duly elected or appointed, all as the case may be, unless his office is earlier vacated in accordance with the constating of the Corporation or the provisions of the CBCA to which the Corporation is subject.

The following sets forth the name of each of the persons proposed to be nominated for election, all positions and offices in the Corporation presently held by such nominees, the nominees’ municipality and province or country of residence, principal occupation at the present time and during the preceding five years, the period during which the respective nominees have served as directors, and the number and percentage of Common Shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised, as of the Effective Date.

Name, Residence and Position with the Corporation	Principal Occupation during the past five years	Director Since	Number of Shares Owned
David Berger Toronto, ON, Canada Chief Executive Officer and Director	Mr. Berger was formerly the Director of Operations of Kiddie Ride Entertainment Limited, a company he founded to create fun and exciting amusement rides for children, located in shopping malls across southern Ontario. Prior to Kiddie Ride, Mr. Berger held the position of Managing Director at Jodami Enterprises Limited, an engineering company that provided plumbing and electrical supplies across the Greater Toronto Area.	April 19, 2017	21,813,216
Steven Mintz Toronto, ON, Canada Chief Financial Officer and Director	Mr. Mintz has been President and a Director of St. Germain Capital Corp. since 1998, which is a financial consulting company that is active in many industries.	September 17, 2009	592,464
Steven Glaser Toronto, ON, Canada Chief Operating Officer and Director	Mr. Glaser is a financial service executive with a diverse background in corporate finance, communications and governance for both domestic and international private and public companies. He holds a Bachelor of Administrative Studies, as well as an M.B.A. in finance.	June 30, 2017	70,000
Robert Pratt Vancouver, BC, Canada Director	Mr. Pratt has been a hotel industry leader for more than 30 years and is currently President & CEO at Sandman and Sutton Place Hotels. Prior to that, he was President at ONE Lodging Management, with responsibility for the day-to-day operations of 119 properties. Mr. Pratt is the former President of Coast Hotels as well as the COO of Westmont Hospitality Group in Toronto where he oversaw operations of 160 hotels across Canada operating under 10 franchised brands employing 10,000 people. Mr. Pratt graduated from Cornell University School of Hotel Administration with a Bachelor of Science. He is a current Board member of the Hotel Association of Canada, past director of the Tourism Industry Association of Canada, Destination British Columbia and was also a founding member of the Board of Directors of American Hotel Income Properties. He also sat on the advisory councils for the Westin Hotels and Resorts and Courtyard Hotels brands.	August 15, 2018	715,000
Russel McMeekin, Phoenix, AZ, U.S.A. Director	Mr. McMeekin is a Silicon Valley executive and currently the Chief Executive Officer at Universal mCloud Corp. (TSXV: MCLD). Prior to that, he was as a Founding Partner of Energy Knowledge Inc. that was acquired by Yokogawa Electric Company. Mr. McMeekin was President and CEO of NASDAQ listed PGI for six years and was also President of the Internet Business Units at Honeywell International which included joint ventures with Microsoft, United Technologies, and i2 Technologies. Mr. McMeekin completed the Executive Business Program sponsored by Honeywell at the Harvard Business School as well as completing the Stanford School of Law, Executive Director Program with a focus on public company Corporate Governance.	March 15, 2018	Nil

In order for the resolution appointing the aforementioned individuals to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of the directors as set forth above.**

Corporate Cease Trade Orders, Penalties or Bankruptcies

Other than as disclosed below, no proposed director:

1. is, as at the Effective Date, or has been, within 10 years before the Effective Date, a director, chief executive officer or chief financial officer of any company that,
 - (i) was subject to a cease trade or similar order or an order that denied the company access to any exemption under securities legislation and which was in effect for a period of more than 30 consecutive days (an “**Order**”) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
 - (ii) was subject to an Order 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
 - (iii) while the proposed director was acting in that capacity, or within a year of the proposed director 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;
2. has, within the 10 years before the Effective Date, 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; or
3. has been subject to 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, other than penalties for late filing of insider reports; or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

On May 5, 2016, May 9, 2016 and May 12, 2016, each of the Ontario Securities Commission, the Manitoba Securities Commission and British Columbia Securities Commission issued cease trade orders against Pounder Venture Capital Corp. (“**PVCC**”) for failure to file its annual financial statements (the “**Cease Trade Orders**”). The Cease Trade Orders were revoked on June 7, 2016 and June 8, 2016 upon PVCC filing its annual financial statements. Mr. Mintz was a director of PVCC at the time of the Orders.

4. Appointment of Auditor

Wasserman Ramsay Chartered Accountants has acted as the Corporation’s auditor since April 19, 2017, being the closing date of the Corporation’s Qualifying Transaction (as defined in the policies of the TSX Venture Exchange) with Pounder Venture Capital Corporation (the “**QT**”). Management of the Corporation proposes that Wasserman Ramsay Chartered Accountants, be appointed as auditor of the Corporation to hold office until the earlier of the next annual meeting of shareholders or their removal by the Corporation, at a remuneration to be fixed by the Audit Committee of the Board. Approval of the re-appointment of the auditors will require a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting. **Unless otherwise directed, it is the intention of the Management Designees to vote the proxies in favour of an ordinary resolution to appoint the**

firm of Wasserman Ramsay Chartered Accountants as the auditors of the Corporation and to authorize the Audit Committee of the Board to fix the remuneration of Wasserman Ramsay Chartered Accountants.

5. Re-approval of Stock Option Plan

The stock option plan of the Corporation (the “**Plan**”) was previously approved by shareholders of the Corporation on June 22, 2018. The purpose of the Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation and of its subsidiaries and affiliates, if any, to acquire Common Shares thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentives in their efforts on behalf of the Corporation in the conduct of its affairs. The policies of the TSXV require that stock option plans which reserve for issuance up to 10% of a listed corporation’s shares be re-approved annually by the shareholders of the listed corporation; such approval is being sought at the Meeting.

The Plan complies with the policies of the TSXV. The Plan includes limitations on the maximum number of Common Shares issuable under the Plan, a “black-out” provision and an amendment provision in accordance with the policies of the TSXV.

Under the Plan, the Board may, from time to time, grant options to purchase Common Shares to certain directors, officers, employees and consultants of the Corporation and of its subsidiaries and affiliates. The maximum number of Common Shares issuable under the Plan and all other security-based compensation arrangements of the Corporation is 10% of the Common Shares outstanding from time to time, subject to the following additional limitations:

1. the aggregate number of Common Shares reserved for issuance to any one person under the Plan, together with all other security-based compensation arrangements of the Corporation, must not exceed five (5%) percent of the then outstanding Common Shares (on a non-diluted basis);
2. in the aggregate, no more than 10% of the issued and outstanding Common Shares (on a non-diluted basis) may be reserved at any time for insiders under the Plan, together with all other security-based compensation arrangements of the Corporation;
3. the number of securities of the Corporation issued to insiders, within any one-year period, under all security-based compensation arrangements, cannot exceed 10% of the issued and outstanding Common Shares;
4. options shall not be granted if the exercise thereof would result in the issuance of more than two (2%) percent of the issued Common Shares of the Corporation in any 12 month period to any one (1) consultant of the Corporation (or any of its subsidiaries); and
5. options shall not be granted if the exercise thereof would result in the issuance of more than two (2%) percent of the issued Common Shares of the Corporation in any 12 month period to persons employed to provide investor relations activities. Options granted to consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than one-quarter ($\frac{1}{4}$) of the options vesting in any three (3) month period.

The Plan includes a black- out provision. Pursuant to the policies of the Corporation respecting restrictions on trading, there are a number of periods each year during which directors, officers and certain employees are precluded from trading in the Corporation’s securities. These periods are referred to as “black-out periods”. A black-out period is designed to prevent a person from trading while in possession of material information that is not yet available to other shareholders. The TSXV recognizes these black-out periods might result in an unintended penalty to employees who are prohibited from exercising their options during that period because of their company’s internal trading policies. As a result, the TSXV provides a framework for extending options that would otherwise expire during a black-out period. The Plan includes a provision that should an option expiration date fall within a black-out period or immediately following a black-out period, the expiration date will automatically be extended for 10 business days following the end of the black-out period.

Based on the policies of the TSXV, the Plan specifies the types of amendments to the Plan and the options granted thereunder that can be made by the Board without the approval of the shareholders. The Plan allows the Board to terminate or discontinue the Plan at any time without the consent of the option holders provided that such termination or discontinuance shall not alter or impair any option previously granted under the Plan. The only amendments to the Plan that would be subject to shareholder approval are amendments that would:

- a) reduce the exercise price of an option held by an insider of the Corporation;
- b) extend the expiry date of an option held by an insider of the Corporation (subject to such date being extended by virtue of the black-out provision noted above);
- c) amend the limitations on the maximum number of Common Shares reserved or issued to insiders;
- d) increase the maximum number of Common Shares issuable pursuant to the Plan; or
- e) amend the amendment provisions of the Plan.

The shareholders will be asked to consider, and if thought fit, approve an ordinary resolution approving the Plan as the Corporation's stock option plan. In order for the resolution approving the Plan to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting. **In the absence of contrary direction, the Management Designees intend to vote proxies in the accompanying form in favour of this ordinary resolution.** The text of the ordinary resolution which management intends to place before the Meeting for the approval of the Plan is as follows:

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS OF POOL SAFE INC. (THE “CORPORATION”) THAT:

1. the stock option plan of the Corporation as substantially described in the Corporation's information circular dated May 13, 2019 (the “Plan”) be and is hereby approved as the stock option plan of the Corporation;
2. the form of the 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. all issued and outstanding stock options previously granted are hereby continued under and governed by the Plan;
4. the shareholders of the Corporation hereby expressly authorize the Board to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and
5. any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution.”

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder. The enclosed Instrument of Proxy confers discretionary authority upon the persons authorized to act thereunder to vote on any modifications or amendments concerning the businesses mentioned in the Notice of Meeting or any other business in accordance with his best judgment.

GENERAL

Unless otherwise directed, it is management's intention to vote proxies in favour of all of the ordinary resolutions set forth herein. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting in person or by proxy by the holders of Common Shares.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information of the Corporation's most recently completed financial year is provided in the Corporation's financial statements and management discussion and analysis, which are available on SEDAR. A shareholder may contact the Corporation by mail or phone at: Unit 14, 401 Magnetic Drive, North York, Ontario, M3J 3H9, Phone: (416) 630-2444, Attention: Chief Executive Officer, to obtain a copy of the Corporation's most recent financial statements and management discussion and analysis.

BOARD APPROVAL

The contents and the sending of this Management Information Circular have been approved by the Board.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following provides a discussion of all significant elements of the compensation to be awarded to, earned by, paid to, or payable to Named Executive Officers of the Corporation, to the extent that it has been determined.

This discussion describes the Corporation's compensation scheme for each person who acted as Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), and the next most highly compensated executive officer (or next most highly compensated individual acting in a similar capacity), other than the CEO and CFO, whose compensation was more than \$150,000 during the financial year ended December 31, 2018 (each a "Named Executive Officer" or "NEO" and collectively the "Named Executive Officers" or "NEOs"). There were two such NEOs during the financial year ended December 31, 2018. This section will address the Corporation's executive compensation philosophy and objectives and provide a review of the process the Board intends to undertake in deciding how to compensate the Corporation's Named Executive Officers.

Oversight and Description of Director and NEO Compensation

The following compensation discussion and analysis is intended to provide information relating to the objectives and processes of the Corporation's executive compensation program and to discuss the decision-making process relating to compensation.

The Board currently acts as compensation and human resources committee (the "**Compensation and HR Committee**"), which is comprised of all directors. The Compensation and HR Committee is responsible for ensuring that the Corporation has in place an appropriate plan for executive compensation and for making recommendations to the Board with respect to the compensation of the Corporation's executive officers. The mandate of the Compensation and HR Committee was adopted by the Board on April 19, 2017 and is attached as Schedule "A" hereto.

The primary objective of the Corporation's executive compensation program is to recruit, retain and motivate top quality individuals at the executive level. The program is designed (a) to assist the Corporation in reaching its potential by achieving long term goals and success and (b) to encourage and reward its NEOs in connection with the ongoing development of the Corporation and its operations.

The Board believes that executive compensation should be fair and reasonable and be determined, in part, based on industry standard for similar positions in other comparable issuers. Compensation paid to the NEOs is determined on the basis set forth in the above paragraph and is paid to the NEOs in order to motivate and reward their performance.

Grants of incentive stock options to NEOs are entirely at the discretion of the Board, with reference to the same factors set forth above that inform decisions with respect to base salary. Previous option grants are taken into account when considering new grants.

The Corporation generally endorses the concept that executive compensation should meet the following objectives:

- to align the interests of executive officers with the short and long term interests of shareholders;
- to link executive compensation to the performance of the Corporation and the individual; and,
- to compensate executive officers at a level and in a manner that ensures the Corporation is capable of attracting, motivating, retaining, and inspiring individuals with exceptional skills.

Compensation of the NEO in the financial year ended December 31, 2018 was made up of the following elements: (i) base salary/consulting fees, and (ii) stock options granted on a discretionary basis by the Board, as set out above. The Corporation has no pension or group benefits plans and does not offer its NEOs any perquisites or personal benefits.

Summary of Compensation of Named Executive Officers

The following table sets forth for the years ended December 31, 2018, and December 31, 2017, information concerning the total compensation paid to the Corporation's NEOs.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation ⁽¹⁾ (\$)	Total compensation (\$)
David Berger ⁽¹⁾ Chief Executive Officer and Director	2018	125,000	Nil	Nil	Nil	Nil	125,000
	2017	125,000	Nil	Nil	Nil	Nil	125,000
Steven Mintz, Chief Financial Officer and Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Thomas A. Patterson ⁽²⁾ President, Chief Executive Officer and Director	2018	N/A	N/A	N/A	N/A	N/A	N/A
	2017	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Berger was appointed as the Corporation's Chief Executive Officer and a Director on April 19, 2017, being the closing date of the QT.
- (2) Mr. Patterson resigned as the Corporation's President, Chief Executive Officer and a Director on April 19, 2017, being the closing date of the QT.
- (3) Messrs. Berger, Mintz, and Patterson were not paid compensation in their capacities as Directors of the Corporation.

Incentive Plan Awards

Outstanding share-based awards and option-based awards

The Corporation may grant stock options pursuant to the Plan for its directors, officers, full-time employees and consultants, where such stock options are approved by the directors of the Corporation. Stock options granted pursuant to the Plan may not exceed a term of five years, and are granted at an option price and on other terms which the directors determine are appropriate, subject to terms of the Plan and TSXV rules. The exercise period for

the options (not to exceed five years), the vesting of options and the exercise price of the options are determined by the Board from time to time.

Incentive Plan Awards - Value Vested or Earned During the Year

There were no incentive stock options granted or issued to the Corporation's Named Executive Officers during the most recently completed financial year, ending December 31, 2018, for services provided or to be provided, directly or indirectly, to the Corporation.

There were no incentive stock options exercised by any Named Executive Officer during the most recently completed financial year, ending December 31, 2018.

Retirement Plans

The Corporation has no formal pension, retirement compensation or other long term incentive plans in place for its directors, officers or employees.

Employment Agreements

The Corporation did not have any employment contracts in place with its Named Executive Officers during the financial year ended December 31, 2018.

Compensation of Directors

The Corporation did not compensate directors on a per meeting fee or retainer basis and there is no formal compensation plan in place for the directors other than stock options granted from time to time given the Corporation's size and its early stage of development.

As at December 31, 2018, the Corporation had three (3) directors who were not also Named Executive Officers of the Corporation: Steven Glaser (Director and Chief Operating Officer), Robert Pratt (Director), and Russel McMeekin (Director). No incentive stock options were granted or issued to, or exercised by, the Corporation's directors that are not also Named Executive Officers during the most recently completed financial year, ending December 31, 2018.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation’s most recently completed financial year.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of Common Shares remaining available for issuance under equity compensation plans (excluding outstanding securities reflected in Column 1)
Equity compensation plans approved by securityholders	5,350,000	\$ 0.11	1,175,124
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	5,350,000	\$ 0.11	1,175,124 ⁽¹⁾

Note:

1. The aggregate number of Common Shares that may be reserved for issuance under the Plan shall not exceed 10% of the Corporation’s issued and outstanding Common Shares.

MANAGEMENT CONTRACTS

During the most recently completed financial year, no management functions of the Corporation were to any degree performed by a person or company other than the directors or executive officers (or the companies controlled by them, either directly or indirectly) of the Corporation.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No director, executive officer, or former director, or executive officer of the Corporation nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, proposed nominee for election as a director or any shareholder holding more than 10% of the voting rights attached to the Common Shares or any associate or affiliate of any of the foregoing in any transaction in the preceding financial year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation.

AUDIT COMMITTEE

Under National Instrument 52-110 *Audit Committees* (“NI 52-110”), the Corporation is required to include in this Management Information Circular the disclosure required under Form 52-110F2. The disclosure required by Form 52-110F2 is set out below.

Audit Committee Charter and Terms of Reference

Mandate

The primary function of the Audit Committee (the “**Audit Committee**”) is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation’s systems of internal controls regarding finance and accounting and the Corporation’s auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Corporation’s policies, procedures and practices at all levels.

The Audit Committee’s primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation’s financial reporting and internal control system and review the Corporation’s financial statements.
- Review and appraise the performance of the Corporation’s external auditors.
- Provide an open avenue of communication among the Corporation’s auditors, financial and senior management and the Board.

Composition

The Audit Committee shall be comprised of at least three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices within a reasonable period of time following his/her appointment to the Audit Committee. For the purposes of the Corporation’s Charter, the definition of “financially literate” is the ability to read and understand a balance sheet, an income statement and a cash flow statement. The definition of “accounting or related financial management expertise” is the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian generally accepted accounting principles.

The members of the Audit Committee shall be elected by the Board at its first meeting following the Meeting. Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

Meetings

The Audit Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee should meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

1. Review and update this Charter annually.
2. Review the Corporation’s financial statements, MD&A and any annual and interim earnings press releases before the Corporation publicly discloses this information and any reports or other financial information

(including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

1. Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of the Corporation.
2. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation, consistent with Independence Standards Board Standard 1.
3. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the auditors.
4. Take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors.
5. Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval and the compensation of the external auditors.
6. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
7. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
8. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
9. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Audit Committee by the Corporation and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee.

Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Processes

1. In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.

2. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
3. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
4. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
5. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
6. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
7. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
8. Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
9. Review certification process.
10. Establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters and periodically assess the adequacy of these procedures.

Other

The Audit Committee will review any related party transactions.

Audit Committee Composition

The following are the members of the Audit Committee, as at the date hereof:

<u>Steven Mintz</u>	<u>Not independent⁽¹⁾</u>	<u>Financially literate⁽¹⁾</u>
<u>Robert Pratt</u>	<u>Independent⁽¹⁾</u>	<u>Financially literate⁽¹⁾</u>
<u>Russell H. McMeekin</u>	<u>Independent⁽¹⁾</u>	<u>Financially literate⁽¹⁾</u>

Note:

1. As defined by NI 52-110.

The independent directors of the Corporation do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance, but have held informal meetings where such persons have not been present. To facilitate open and candid discussion among the independent directors, the independent directors may hold *in camera* sessions at Board meetings. The independent directors may in future consider holding regularly scheduled meetings at which non-independent directors and members of management are not in attendance.

Currently, the Board is satisfied that it exercises its responsibilities for independent oversight of management. The ability to establish ad hoc committees comprised of a majority of independent directors provides the Board with the ability to meet independently of management whenever deemed necessary or appropriate and the chair of each such ad hoc committee provides leadership for such committee.

Audit Committee Oversight

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

Relevant Education and Experience

All of the members of the Audit Committee have been either directly involved in the preparation of the financial statements, filing of the quarterly and annual financial statements, dealing with the auditors, or as a member of the audit committee. All members have the ability to read, analyze, and understand the complexities surrounding the issuance of financial statements. The following sets out the education and experience of each member of the Audit Committee relevant to the performance of his duties as a member of the Audit Committee.

Mr. Mintz has been a Chartered Accountant and Chartered Professional Accountant since 1992. He attained a Bachelor of Arts in Economics at the University of Toronto in 1989. Mr. Mintz has been involved as a director in a number of public companies. See "CORPORATE GOVERNANCE - Directorships".

Mr. McMeekin has been a public company director of both domestic and international organizations for over twenty-five (25) years. During that time, he was Executive Chairman of Yokogawa Venture Group and Co-Founder of Industrial Knowledge. Mr. McMeekin also worked at Honeywell International for 11 years in various capacities including President of e-business, President and General Manager of Honeywell's Hi-Spec Software Solutions business unit as well as leading Honeywell's Advanced Software Division in Asia Pacific, building satellite offices in India, Australia, Korea and a JV in China. Mr. McMeekin graduated from Sault College in Engineering Technology, continued his studies at the University of Waterloo. He completed the Executive Business Program sponsored by Honeywell at the Harvard Business School. He also completed the Stanford School of Law, Executive Director Program with a focus on public company Corporate Governance.

Mr. Pratt has been a hotel industry leader for more than 30 years and is currently President & CEO at Sandman and Sutton Place Hotels. Prior to that, he was President at ONE Lodging Management, with responsibility for the day-to-day operations of 119 properties. Mr. Pratt is the former President of Coast Hotels as well as the COO of Westmont Hospitality Group in Toronto where he oversaw operations of 160 hotels across Canada operating under 10 franchised brands employing 10,000 people. Mr. Pratt graduated from Cornell University School of Hotel Administration with a Bachelor of Science. He is a current Board member of the Hotel Association of Canada, past director of the Tourism Industry Association of Canada, Destination British Columbia and was also a founding member of the Board of Directors of American Hotel Income Properties. He also sat on the advisory councils for the Westin Hotels and Resorts and Courtyard Hotels brands.

Reliance on Certain Exemptions

Other than as disclosed below, at no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on an exemption from the provisions of NI 52-110. However, the Corporation is relying upon the exemption in Section 6.1 of NI 52-110, the exemption for TSXV issuers in relation to the requirement that every audit committee member be independent.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "*Audit Committee Charter and Terms of Reference - External Auditors*".

External Auditor Service Fees

The aggregate fees billed by the Corporation's external auditors in the last two (2) financial years for audit and other fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees⁽¹⁾	All Other Fees
2018	\$18,080	\$452.00 ⁽²⁾	Nil	Nil
2017	\$15,255	\$610.20 ⁽²⁾	Nil	Nil

Notes:

- (1) Fees charged for tax compliance, tax advice and tax planning services.
- (2) All other fees represent amounts paid for the auditors CPAP fee.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101"), the Corporation is required to disclose its corporate governance practices as summarized below in Form 58-101F2.

Board of Directors

The Board is comprised of five (5) members: Russel H. McMeekin, Robert Pratt, David Berger, Steven Glaser, and Steven M. Mintz. Russel H. McMeekin and Robert Pratt are considered independent within the meaning of NI 52-110, as they are independent of management and free from any material relationship with the Company. David Berger, the Chief Executive Officer, Steven Glaser, the Chief Operating Officer, and Steven M. Mintz, the Chief Financial Officer, are members of management and, as a result, are not considered to be 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, reasonably interfere with the exercise of a director's independent judgment. As disclosed above, the Board is comprised of two (2) 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.

Mandate of the Board of Directors

INTRODUCTION

The fundamental responsibilities of the Board are to: (i) identify and understand the risks associated with the business of the Corporation; (ii) appoint and oversee a competent executive team to manage the business of the Corporation, with a view to maximizing shareholder value; and (iii) ensure corporate conduct in an ethical and legal manner via an appropriate system of corporate governance, disclosure processes and internal control.

These terms of reference define the role of the Board. The following are the key guidelines governing how the Board will operate to carry out its duties of stewardship and accountability.

1. Best Interests of the Company

The Board is responsible for the management of the business activities of the Corporation. The Board oversees the conduct of business of the Corporation and supervises management, which is responsible for the day-to-day conduct

of business. The Board establishes an appropriate system of corporate governance, including practices to ensure the Board functions independently of management.

2. Strategy

Management is responsible for the development of an overall corporate strategy to be presented to the Board. The Board's role is to ensure there is a formal strategic planning process in place and to review and, if it sees fit, endorse the corporate strategy presented by management. The Board then monitors the implementation and execution of the corporate strategy. One Board meeting per year shall be devoted to a review of corporate strategy.

3. Principal Risks

The Board should have a continuing understanding of the principal risks associated with the business of the Corporation. It is the responsibility of management to ensure that the Board and its committees are kept well informed of changing risks. It is important the Board understands and supports the key risk decisions of management, including a comprehension of the appropriate balance between risks and rewards and methods for monitoring and mitigating risks.

4. Internal Controls and Communication Systems

The Board ensures that sufficient internal controls and communication systems are in place to allow it to conclude that management is discharging its responsibilities with a high degree of integrity and effectiveness. The confidence of the Board in the ability and integrity of management is the paramount control mechanism.

5. Financial Reporting, Operational Reporting and Review

The Board ensures that processes are in place to address applicable regulatory, corporate, securities and other compliance matters, including applicable certification requirements regarding the financial, operational and other disclosure of the Corporation.

The Board reviews and approves the financial statements and related MD&A of the Corporation.

The Board approves annual operating and capital budgets and reviews and considers all amendments or departures proposed by management from established strategy, capital and operating budgets or matters of policy which diverge from the ordinary course of business.

The Board reviews operating and financial performance results relative to established strategy, budgets and objectives.

6. Disclosure and Communication Policy

The Board has adopted a policy governing disclosure and communication concerning the affairs of the Corporation.

7. The Chair of the Board

The Board shall appoint a Chair from among its members. The role of the Chair is to act as the leader of the Board, to manage and co-ordinate the activities of the Board and to oversee execution by the Board of this written mandate.

8. Committees

The Board may appoint such committees as it sees fit. Each committee operates according to terms of reference approved by the Board and outlining its duties and responsibilities and the limits of authority delegated to it by the Board. The Board reviews and re-assesses the adequacy of the terms of reference of each committee on a regular basis and, with respect to the Audit Committee, at least once a year.

9. Committee Chairs and Committee Members

The Chair shall annually propose the leadership and membership of each committee. In preparing recommendations, the Chair will take into account the preferences, skills and experience of each director. Committee Chairs and members are appointed by the Board at the first Board meeting after the annual shareholder meeting or as needed to fill vacancies during the year.

Each committee's meeting schedule will be determined by its Chair and members based on the committee's work plan and terms of reference. The committee Chair will develop the agenda for each committee meeting. Each committee will report in a timely manner to the Board on the results of its meetings.

10. Board Meetings and Agendas

The Board will meet as many times a year as it deems necessary.

The Chair, in consultation with the President, Chief Executive Officer, Chief Financial Officer and the Corporate Secretary, will develop the agenda for each Board meeting. Under normal circumstances, the agenda and the material will be distributed to directors not less than 48 hours before the meeting. All directors are free to suggest additions to the agenda.

11. Information for Board Meetings

Material distributed to the directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered. Reports may be presented during Board meetings by directors, management or staff, or by invited outside advisors. Presentations on specific subjects at Board meetings should briefly summarize the material sent to directors, so as to maximize the time available for discussion on questions regarding the material.

It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written material in advance.

12. Non-Directors at Board Meetings

The Board appreciates the value of having management team members attend Board meetings to provide information and opinions to assist the directors in their deliberations. The Board, through the Chair, will determine management attendees at Board meetings.

13. Board Relations with Management

Board policies and guidelines are issued to management for their adherence. Directors may direct questions or concerns on management performance to the Chair, to the President or through Board and committee meetings.

While the Board establishes limits of authority delegated to management, directors must respect the organizational structure of management. A director has no authority to direct any staff member.

14. New Director Orientation

New directors will be provided with an orientation which will include written information about the duties and obligations of directors and the business and operations of the Corporation, documents from recent Board meetings and opportunities for meetings and discussion with senior management and other directors.

15. Assessing the Board's Performance

The Board is responsible for annually assessing its overall performance and that of its committees. The objective of this review is to contribute to a process of continuous improvement in the Board's execution of its responsibilities.

The review should identify any areas where the directors or management believe that the Board could make a better collective contribution to overseeing the affairs of the Corporation.

16. Board Compensation

The Board will review director compensation annually.

17. Annual Evaluation of the President and the Chief Executive Officer

The Board will conduct an annual performance review of the President and the Chief Executive Officer and other executive officers of the Corporation. The results of this performance review will be communicated to the President and the Chief Executive Officer by the Chair. The Board will annually determine the compensation of the Chief Executive Officer and other executive officers.

18. Outside Advisors for Individual Directors

Occasionally, a director may need the services of an advisor to assist with matters involving responsibilities as a director. A director who wishes to engage an outside advisor at the expense of the Corporation may do so with the authorization of the Chair of the Board.

19. Conflict of Interest

- (a) Directors have a duty to act honestly and in good faith with a view to the best interests of the Corporation and to exercise the care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.
- (b) Directors shall not allow personal interests to conflict with their duties to the Corporation and shall avoid and refrain from involvement in situations of conflict of interest.
- (c) A director shall disclose promptly any circumstances such as an office, property, a duty or an interest, which might create a conflict with that director's duty to the Corporation.
- (d) A director shall disclose promptly any interest that director may have in an existing or proposed contract or transaction of or with the Corporation.
- (e) The disclosures contemplated in paragraphs (c) & (d) above shall be immediate if the perception of a possible conflict of interest arises during a meeting of the Board or any committee of the Board, or if the perception of a possible conflict arises at another time then the disclosure shall occur at the first Board meeting after the director becomes aware of the potential conflict of interest.
- (f) A director's disclosure to the Board shall disclose the full nature and extent of that director's interest either in writing or by having the interest entered in the minutes of the meeting of the Board.
- (g) A director with a conflict of interest or who is capable of being perceived as being in conflict of interest vis-à-vis the Corporation shall abstain from discussion and voting by the Board or committee of the Board on any motion to recommend or approve the relevant contract or transaction unless the contract or transaction is an arrangement by way of security for obligations undertaken by the director for the benefit of the Corporation or one relating primarily to the director's remuneration or benefits. If the conflict of interest is obvious and direct, the director shall withdraw while the item is being considered.
- (h) Without limiting the generality of "conflict of interest" it shall be deemed a conflict of interest if a director, a director's relative, a member of the director's household has a direct or indirect financial interest in, or obligation to, or is a party to a proposed or existing contract or transaction with the Corporation.

- (i) Directors shall not engage in activities or accept appointments or election to office in any organization or association the activities of which are, or may be perceived to be, in conflict with activities of the Corporation or an embarrassment to the Corporation.
- (j) Directors shall not use information obtained as a result of acting as a director for personal benefit or for the benefit of others.
- (k) Directors shall maintain the confidentiality of all information and records obtained as a result of acting as a director.

20. Terms of Reference Review

These Terms of Reference shall be reviewed and approved by the Board each year after the annual shareholder meeting of the Corporation.

Directorships

The following directors of the Corporation are directors of other reporting issuers:

Name	Name of Reporting Issuer
Steven Mintz	22 Capital Corp. Everton Resources Inc. Portage Biotech Inc. Navasota Resources Inc.
Steven Glaser	DigiCrypts Blockchain Solutions Inc.
Russel H. McMeekin	Universal mCloud Corp.

Orientation and Continuing Education

Given the nature of the business of the Corporation, each member of the board takes it upon himself to keep informed about changes within the Corporation and the regulatory environment through activities including, but not limited to, independent research and updates from counsel.

The introduction and education process will be reviewed on an annual basis by the Board and will be revised as necessary.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation’s governing corporate legislation, 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.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as some of the directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the CBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors, which evoke such a conflict.

Nomination of Directors

The Board has not appointed a nominating committee. As a result of the Corporation's size, its stage of development as a recently graduated Capital Pool Company and the limited number of individuals on the Board, the Board considers a nominating committee to be inappropriate at this time.

Compensation

The Board has appointed the Compensation and HR Committee, and its functions are outlined in greater detail above under the heading "*Executive Compensation - Oversight and Description of Director and NEO Compensation*".

Other Board of Directors Committees

The Corporation has no other standing committees at this time other than the Audit Committee, and the Compensation and HR Committee, as discussed above.

Assessments

The Board has not yet implemented a process for assessing its effectiveness. As a result of the Corporation's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board does not formally assess the performance or contribution of individual directors or committee members.

Schedule “A”

Compensation and Human Resources Committee

COMPOSITION

- The compensation and human resources committee (the “Committee”) will be comprised of a minimum of three directors, all of whom must be unrelated directors who are not officers of the Company or any of its affiliates (other than a non-executive Chair).
- The Board of Directors will appoint the members of the Committee annually at the first meeting of the Board after the annual general meeting of shareholders.
- Committee members will be appointed for a one year term and may be reappointed subject to the discretion of the Board having regard to the desire for continuity and for periodic rotation of Committee members.
- One of the members who is not an executive officer or full-time employee shall be appointed Committee Chair by the Board of Directors.

AUTHORITY

- The Board of Directors will establish the mandate and define the authority of the Committee.
- The Committee may retain persons having special expertise to assist the Committee in fulfilling its responsibilities.

MEETINGS

- The Committee will meet at least twice a year. Meetings will be scheduled to facilitate the annual review of salaries, the award of bonuses, the approval of stock options and shares issuable pursuant to the Company’s share purchase plan, if any, and all other aspects relating to compensation and human resource issues affecting the Company all of which will be subject to Board approval. Additional meetings will be held as deemed necessary by the Committee Chair.
- Meetings of the Committee shall be validly constituted if a majority of the members of the Committee are present in person or by telephone conference.

REPORTING

- The minutes of all meetings of the Committee will be provided to the Board of Directors. Oral reports by the Chair on recent matters not yet minutes will be provided to the Board at its next meeting. Minutes of all Committee meetings will be subsequently reviewed and approved by the Committee.
- Supporting schedules and information reviewed by the Committee will be available for examination by any director upon request to the Secretary of the Committee.

ROLE

- The role of the Committee is to:
 - ensure that the compensation policy and philosophy supports the Company’s strategic objectives;
 - ensure that incentive programs are designed to motivate senior managers to achieve or exceed corporate objectives and to enhance shareholder value;
 - ensure that the compensation decisions of senior managers are not self-serving and that there is

reasonable consistency in the application of the compensation policy. Note: it is not the role of the Committee to examine the details of bonus formulae, or the performance of individuals and related salary increases, except for the five most senior executive officers. The Committee may question apparent gross discrepancies and seek clarification as to how the policy has been applied, but it will leave detailed administration of compensation matters for persons other than the five most senior executive officers.

- review National Policy 58-201 entitled “Corporate Governance Guidelines” a copy of which is attached hereto as Schedule “A” to ensure that the Committee complies with the principles thereof that address compensation and human resource matters including sections 3.15, 3.16 and 3.17 of Schedule B and ensuring that the Company complies with Form 58-101F1 entitled “Corporate Governance Disclosure” a copy of which is attached hereto as part of Schedule A.

RESPONSIBILITIES

- The Committee is responsible for:
 - at the beginning of each fiscal year, setting the envelope for aggregate bonuses for the forthcoming year for all senior executive officers including the approval of all Executive Bonus Plans.
 - setting the compensation of the Chairman of the Board, if any, and the fees to be paid, shares and deferred share units to be owned or options or other rights to be granted to Directors and members of committees of the Board;
 - reviewing the performance of the senior executive officers annually or more frequently if deemed necessary by the Committee. Setting the senior executive officer’s compensation comprising salary, bonus and any other incentive compensation for the senior executive officers. In consultation with the Chief Executive Officer establishing his personal objectives (including corporate objectives) which the Chief Executive Officer is responsible for meeting for the following year;
 - reviewing the performance and approving the compensation, including salaries, bonuses and other incentives, of executive officers of the Company and the heads of each subsidiary or division, on the recommendation of the Chief Executive Officer;
 - developing and documenting the compensation policy and philosophy of the Company and any changes thereto for approval by the Board of Directors to enable the Company to recruit, retain, and motivate performance-oriented executives so that their interests are aligned with the interests of the Company and its shareholders;
 - approving fringe benefit programs on the recommendation of the Chief Executive Officer;
 - establishing and administering incentive compensation programs and monitoring their effectiveness;
 - establishing and administering the stock option program and the share purchase plan and approving amendments thereto, all subject to the approval of the Board of Directors;
 - reviewing the Statement of Executive Compensation required to be prepared under applicable corporate and securities legislation and regulation including the disclosure concerning members of the Committee and settling the reports required to be made by the Committee in any document required to be filed with a regulatory authority and/or distributed to shareholders.
 - at the request of the Chief Executive Officer, reviewing any other matter affecting the hiring, terms of employment and dismissal of employees, including the terms of employment contracts.
- The Chair Board of Directors, in consultation with the Chair of the Committee, will periodically review the effectiveness of the Committee and the performance of each Committee member.