

# **IMAGING DYNAMICS COMPANY LTD.**

## **NOTICE**

**and**

## **INFORMATION CIRCULAR**

**for the Annual General Meeting of Shareholders**

to be held at the offices of  
Imaging Dynamics Company Ltd.  
#130, 3510 – 29<sup>th</sup> Street NE  
Calgary, Alberta T1Y 7E5

**on**

Wednesday, April 25, 2018 at 10 a.m. (Calgary time)

# IMAGING DYNAMICS COMPANY LTD.

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 25, 2018

The Annual General Meeting (the "**Meeting**") of the shareholders of Imaging Dynamics Company Ltd. (the "**Corporation**") will be held at the offices of the Corporation at #130, 3510 – 29<sup>th</sup> Street NE, Calgary, AB T1Y 7E5 on Wednesday, April 25, 2018 at 10 a.m. (Calgary time) in order to:

1. Receive and consider the financial statements for the fiscal year ended December 31, 2017;
2. Elect the four persons proposed for directors in the Information Circular to serve until the next Annual General Meeting of shareholders or until their successors are elected or appointed;
3. Appoint BDO Canada LLP as auditors of the Corporation for the ensuing year and authorize the Directors of the Corporation to fix the Auditor's remuneration;
4. Re-approve the Corporation's Stock Option Plan, and
5. Transact such other business as may be properly brought before the Meeting or any adjournment of the Meeting.

The details of the matters proposed are set forth in the Information Circular accompanying this notice.

If you are a registered Shareholder and are unable to attend the Meeting or any adjournment thereof in person, please complete, sign and mail the enclosed form of proxy to, or deposit it with, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 1-866-249-7775, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof.

Only shareholders of record at the close of business on March 26, 2018 will be entitled to vote at the Meeting, unless that shareholder has transferred any of his shares subsequent to that date and the transferee shareholder, not later than 10 days before the Meeting, establishes ownership of the shares, and requests that the transferee's name be included on the list of shareholders.

DATED at Calgary, Alberta this 4th day of April, 2018.

By order of the Board of Directors

*"Andy Cheng"*

Andy Cheng  
Corporate Secretary, Imaging Dynamics Company Ltd.

## IMAGING DYNAMICS COMPANY LTD.

Management Information Circular for the Annual General Meeting  
(to be held on April 25, 2018)

Dated April 4, 2018

### PROXIES

#### 1. Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by the management of Imaging Dynamics Company Ltd. ("IDC" or the "Corporation") for use at the annual general meeting (the "Meeting") of the holders (the "Shareholders") of common shares (the "Common Shares") in the capital of the Corporation to be held at office of Imaging Dynamics Company Ltd. at #130, 3510 – 29<sup>th</sup> Street NE, Calgary, AB T1Y 7E5 on Wednesday, April 25, 2018 at 10 a.m. (Calgary time), and at any adjournment thereof. Forms of proxy must be deposited with Computershare Trust Company of Canada, 100 University Avenue, 8<sup>th</sup> Floor, Proxy Department, Toronto, Ontario, M5J 2Y1 or by Fax 1-866-249-7775 or by internet at [www.investorvote.com](http://www.investorvote.com), not less than 48 hours before the time of the Meeting (excluding Saturdays, Sundays and holidays) or any adjournment thereof. Shareholders of record of the Common Shares at the close of business on March 26, 2018 (the "Record Date") will be entitled to vote at the Meeting, unless that shareholder has transferred any shares subsequent to that date and the transferee shareholder, not later than 10 days before the Meeting, establishes ownership of the shares and requests that the transferee's name be included on the list of shareholders.

The form appointing a proxy must be in writing and must be executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by an authorized officer or attorney of the corporation.

**THE PERSONS (THE "MANAGEMENT DESIGNEES") NAMED IN THE ENCLOSED FORM OF PROXY ARE OFFICERS OR DIRECTORS OF THE CORPORATION. AS A SHAREHOLDER, YOU HAVE THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A SHAREHOLDER, TO REPRESENT YOU AT THE MEETING. TO EXERCISE THIS RIGHT, YOU SHOULD INSERT THE NAME OF YOUR REPRESENTATIVE IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY AND STRIKE OUT THE OTHER NAMES OR SUBMIT ANOTHER APPROPRIATE PROXY.**

#### 2. Voting of Shares – Advice to Beneficial Shareholders

**The information set forth in this section is of significant importance to a substantial number of the Shareholders who do not hold their Common Shares in their own names.** Shareholders who do not hold their shares in their own names (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder's name in the records of the Corporation. Such 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, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. **Without specific instructions, brokers/nominees are prohibited from voting shares for their clients. The directors and officers of the Corporation do not know for whose benefit the Common Shares registered in the name of CDS & Co. or other brokers/agents are held.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, 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 is identical to the form of proxy provided to registered Shareholders.

However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**").

Broadridge mails a scannable voting instruction form (a "VIF") in lieu of the form of proxy provided by the Corporation. The VIF will name the same person as named in the form of proxy to represent the Beneficial Shareholder at the Meeting. A Beneficial Shareholder has the right to appoint a person (who need not be a Shareholder), other than the persons designated in the VIF, to represent the Beneficial Shareholder at the Meeting. To exercise this right, the Beneficial Shareholder should insert the name of the desired representative in the blank space provided in the VIF. You are asked to complete and return the VIF to Broadridge by mail or facsimile. Alternatively, you can call Broadridge's toll-free telephone number to vote your Common Shares. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting.

**If you receive a VIF from Broadridge, it cannot be used as a form of proxy to vote your Common Shares directly at the Meeting and must be returned to Broadridge well in advance of the Meeting in order to have those Common Shares voted or to appoint an alternative representative to attend the Meeting in person to vote such shares.**

If you are a registered Shareholder and are unable to attend the Meeting or any adjournment thereof in person, please complete, sign and mail the enclosed form of proxy to, or deposit it with, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile at 1-866-249-7775, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at [www.investorvote.com](http://www.investorvote.com) to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America), or 1-312-588-4290 (outside North America). The website may be used to appoint a proxy holder to attend and vote on a Shareholder's behalf at the IDC Meeting and to convey a Shareholder's voting instructions. Please note that if a Shareholder appoints a proxy holder and submits their voting instructions and subsequently wishes to change their appointment, a Shareholder may resubmit their proxy and/or voting direction, prior to the deadline noted above. When resubmitting a proxy, the most recently submitted proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.

### **3. Revocability of Proxy**

You may revoke your proxy at any time prior to a vote. If you attend personally at the Meeting, you may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by an authorized officer or attorney of the Corporation. To be effective the instrument in writing must be deposited either at the Corporation's head office, or with Computershare Trust Company of Canada, at any time up to and including the last business day before the day of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used, or with the chairman of the Meeting on the day of the Meeting, or any adjournment thereof. Beneficial Shareholders who wish to revoke their proxy must arrange for their respective intermediaries/brokers to revoke the proxy on their behalf within the time specified by such intermediary/broker.

### **4. Persons Making the Solicitation**

This solicitation is made on behalf of management. The Corporation will bear the costs incurred in the preparation and mailing of the proxy materials. In addition to mailing forms of proxy, proxies may be solicited by personal interviews, or by other means of communication, by the directors, officers and employees who will not be remunerated for their services.

### **5. Signing Proxy**

The proxy must be signed by the Shareholder or the Shareholder's duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer. A proxy signed by a person acting as attorney or in some other representative capacity (including a representative of a corporate Shareholder) should indicate that person's capacity (following his signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act.

### **6. Exercise of Discretion by Proxy**

Where you specify a choice with respect to any matter to be acted upon, the shares will be voted on any poll in accordance with the specification. **If you do not provide instructions your shares will be voted in favour of the matters as set out in the form of proxy.** The persons appointed under the form of proxy are conferred with discretionary authority with respect to amendments or variations of the matters specified and with respect to any other matters which may properly be brought before the Meeting or any adjournment thereof. At the time of printing of this Information Circular, management is not aware of any amendments or variations.

## **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial interest or otherwise, of any director or executive officer of the Corporation, any proposed nominee for election as a director of the Corporation, or any associate or affiliate of the foregoing in any matter to be acted upon at the Meeting other than the election of directors.

## **VOTING SHARES AND PRINCIPAL SHAREHOLDERS**

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series. As of the date hereof there were 58,857,656 Common Shares, prior to any consolidation of the common shares and no preferred

shares issued and outstanding. As a Shareholder, you are entitled to one vote for each share you own. A quorum for the transaction of business at the Meeting is 10% of the issued Common Shares entitled to vote at the Meeting, irrespective of the number of persons present.

To the knowledge of the directors and officers of the Corporation, as at the date hereof, no person or Corporation beneficially owns, or controls or directs, directly or indirectly 10% or more of the Common Shares other than as set forth below:

Name	Number of Common Shares Owned, Controlled or Directed	Type of Ownership	Percentage of Outstanding Common Shares
Belfry Medical Investments Limited	10,000,000	Control and direction	16.99%
Kangda International Medical Canada Co. Ltd. ("Kangda")	20,000,000	Control and direction	33.98%

#### PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Corporation's board of directors (the "**Board**"), the only matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting.

#### 7. Financial Statements

The audited financial statements of the Corporation for the year ended December 31, 2017 will be presented at the Meeting by management. No formal action will be taken at the meeting to approve the financial statements. The Board, upon recommendation of the audit committee of the Corporation (the "**Audit Committee**"), approved the financial statements prior to their delivery to the Shareholders.

#### 8. Election of Directors

It is proposed that four directors be elected, to hold office until the next annual meeting or until successors are elected or appointed, subject to the qualification below.

The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Corporation presently held by such nominee, the nominee's city and province of residence, principal occupation at the present and during the preceding five years, the period during which the nominee has served as a director, and the number and percentage of Common Shares that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised.

**Unless otherwise directed, it is the intention of management to vote proxies in favour of the director nominees.** Management of 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 form of proxy that his Common Shares are to be withheld from voting in the election of directors. Each director elected will hold office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* (Alberta) to which the Corporation is subject.

<b>Name and Municipality of Residence</b>	<b>Common Shares</b>	<b>Offices Held and Time as Director</b>	<b>Principal Occupation</b>
Yucheng Zhou, <sup>(3)(4)</sup> Beijing, China	4,400,000	Chairman and Chief Executive Officer since October 13, 2015	Mr. Yucheng Zhou has been the Chairman and CEO of a number of major corporations throughout his long career in the corporate world in the medical and industrial sectors. Currently, Mr. Zhou is the Chairman of New Journey Hospitals Group Ltd. and is also an independent director of CHTC Fong's Industries Company Ltd. Mr. Zhou also sits on the board of several medical and technology associations in China.
Charmaine Cheung, <sup>(5)</sup> Toronto, Ontario	-	Director since March 20, 2015	Mrs. Charmaine Cheung, a Canadian citizen is the controlling shareholder of Kangda Canada, which currently owns 33.98% of IDC. Mrs. Cheung is a business person, investor and a retired professor, and earned a Master's degree at Dongbei University of Finance and Economics.
Tim Seung, <sup>(1)(3)(4)</sup> Toronto, Ontario	-	Director since March 1, 2016	Mr. Seung is a Canadian citizen with executive and investment experience in the health care and real estate industries.
Paul Lin, <sup>(1)(2)</sup> Toronto, Ontario	1,600,000	Director since August 6, 2013	Dr. Paul Lin is a Canadian citizen and the Corporate Director of CIM International Group (CSC: CIM). Dr. Lin has served on the Board of Directors of a few other publicly traded companies and as the Chief Financial Officer of McVicar Mineral Ltd. and McVicar Resources Inc.

**Notes:**

- (1) Member of the Audit Committee.
- (2) Member of the Compensation Committee.
- (3) Member of the Corporate Governance Committee.
- (4) Member of the Executive Committee.
- (5) Kangda Canada, which is controlled by Charmaine Cheung, owns 20,000,000 shares of IDC.

Corporate Cease Trade Orders

To the knowledge of management of the Corporation, other than as disclosed herein, no proposed director is, as at the date hereof, or has been within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any Corporation (including the Corporation) that (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (b) 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. For the purposes of the hereof, "order" means (a) a cease trade order, (b) an order similar to a cease trade order or (c) an order that denied the relevant Corporation access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Bankruptcies

To the knowledge of management of the Corporation, other than as disclosed herein, no proposed director of the Corporation (a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any corporation (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 (b) has, within the 10 years before the date hereof, 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.

Penalties and Sanctions

To the knowledge of management of the Corporation, no 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 security holder in deciding whether to vote for a proposed director.

## 9. Appointment of Auditors

At the Meeting, Shareholders will be asked to approve the appointment of the firm of BDO Canada LLP, Calgary, Alberta as the auditor, to hold office until the next annual meeting of shareholders or until its successor is appointed, and to authorize the directors to fix its remuneration.

**BDO Canada LLP has been the auditor of the Corporation since March 7, 2018. Unless a Shareholder has specified otherwise, the management designees, if named as proxy, will vote in favour of the appointment of BDO Canada LLP as auditor of the Corporation to hold office until the next annual meeting of Shareholders or until its successor is appointed and to authorize the directors to fix its remuneration, unless a Shareholder has specified in its proxy that the Shareholder's shares are to be withheld from voting with respect to such resolution.**

## 10. Approval of Stock Option Plan

The Corporation's current stock option plan (the "Plan") was approved by the Shareholders on April 24, 2017. The Plan is attached as Schedule "C", a copy of which is also available under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Policies of the TSX-V require all rolling stock option plans (i.e., a plan reserving for issuance pursuant to the exercise of stock options a number of shares of the issuer equal to up to a maximum of 10% of the issued shares of the issuer at the time of any stock option grant) be approved yearly at the issuer's Annual General Meeting. The Corporation's Plan provides that the aggregate number of Common Shares reserved for issuance pursuant to options outstanding at any time may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis) and any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the Plan, and any exercises of options will make new grants available under the Plan effectively resulting in a re-loading of the number of options available to grant under the Plan. Accordingly, in accordance with the requirements of the TSX-V, the Plan must be reapproved by the shareholders at the Meeting. There have not been any material changes to the Plan since the approval of the shareholders on April 24, 2017. At the Meeting, Shareholders of the Corporation will be asked to consider and, if deemed advisable, to approve the resolution set forth below. The board of directors and management of the Corporation believe that the re-approval of the Plan is in the best interests of the Corporation and its Shareholders and, accordingly, recommend that Shareholders vote in favour of the re-approval of the Plan.

At the meeting, the Shareholders will be asked to approve the stock option plan of the Corporation, in the form attached as Schedule "C" to the Information Circular of the Corporation.

**In order for this ordinary resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders at the Meeting. The management designees, if named as proxy, intend to vote in favour of the above resolution unless a Shareholder has specified in its proxy that the Shareholder's shares are to be voted against such resolution.**

## 11. Other Matters

Management of the Corporation has no knowledge, as at the date hereof, of any amendment, variation or other matter or business other than that referred to in the Notice of Meeting, to be presented for action by the Corporation at the Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy. The proxy solicited hereunder confers upon the proxy holder the discretionary right to exercise the powers conferred thereunder upon any other matters and proposals that may properly come before the Meeting, or any adjournment or adjournments thereof.

## STATEMENT OF EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

This Compensation Discussions and Analysis focuses on the following:

1. The significant elements of IDC's executive compensation program;
2. The principles upon which IDC makes compensation decisions and determines the amount of compensation paid to executive officers and directors; and
3. An analysis of the material compensation decisions made by the Compensation Committee during the financial year ended December 31, 2017.

## Compensation Committee

IDC's Compensation Committee currently consists of Paul Lin. The Compensation Committee is responsible for determining the compensation of the chairman, chief executive officer, chief financial officer and other senior employees of IDC. The Compensation Committee utilizes several different resources identified by management and approved by the Compensation Committee in reviewing elements of executive compensation and making compensation decisions. However, the Compensation Committee's results are ultimately an exercise of business judgment and discretion rather than purely formulaic performance measures. The design of each compensation element and 2018 pay decisions are described further in the sections that follow.

The objectives of the Corporation's compensation program are as follows: (i) to attract and retain the best talent available in the medical diagnostics and devices sector to IDC; (ii) to align the short-term and long-term behaviour of senior management with the interests of shareholders; and (iii) to motivate senior management by rewarding both individual and corporate performance. The Corporation's compensation program is designed to reward the chairman, chief executive officer, chief financial officer and other senior employees of IDC.

### *Compensation Committee*

The Board has appointed a compensation committee (the "**Compensation Committee**") comprised of Paul Lin. Paul Lin is independent director as defined under National Policy 58-201 *Corporate Governance Guidelines* ("**NP 58-201**").

The mandate of the Compensation Committee is to:

1. review the Corporation's overall corporate goals and objectives and ensure they are supported by appropriate executive compensation philosophy and programs;
2. annually evaluate the performance of the Chief Executive Officer against predetermined goals and criteria and recommend to the Board the total compensation for the Chief Executive Officer;
3. annually review and provide input in respect of the Chief Executive Officer's recommendations for compensation of the executives that report directly to the Chief Executive Officer;
4. review the succession planning process and results of the process as it relates to executive roles;
5. review, and approve as appropriate, any significant compensation and benefit programs for all employees; and
6. review and recommend to the Board the compensation to be provided to members of the Board and ensure its competitiveness.

The Compensation Committee convenes at least once a year to review compensation for all executive officers and conducts an independent evaluation of compensation for current management. The Compensation Committee submits its recommendations to the Board. The Compensation Committee has the goal of achieving an effective compensation structure that aligns the interests of management with those of the Shareholders.

### *Executive Compensation*

The Corporation's policy is to provide a compensation package that will:

1. align executive compensation with shareholders' interests;
2. attract and retain qualified executive officers;
3. focus performance by linking incentive compensation to the achievement of corporate objectives and financial results; and
4. encourage retention of key executives for leadership succession.

The Corporation relies solely on the Compensation Committee to determine the compensation of the Corporation's executive officers. While the Compensation Committee considers various factors (as discussed below) when determining executive compensation, it does not apply any formal objectives or criteria.

The components of executive compensation of the Corporation are discussed below. Although each of the components has different objectives, each is considered by the Compensation Committee to be equally important and each must be competitive within the Corporation's peer group.

#### Base Salary

Base salaries for executive officers are determined by the Compensation Committee generally on the basis of position held, related responsibilities and functions performed, having regard to base salary ranges for similar positions in the Corporation's comparative group. The Compensation Committee also considers an annual industry survey containing comparative data for a peer group of companies. Compensation levels are to approximate the median level of the survey, but individual and corporate performance are also considered by the Compensation Committee in assessing compensation.

#### Bonus Plan

Bonuses for executive officers are determined by the Compensation Committee generally on the basis of position held, related responsibilities and functions performed. The Compensation Committee also considers the Corporation's performance.

#### Stock Options

Stock options are granted by the Compensation Committee and, in determining the number of options to be granted, the Compensation Committee generally considers the number and terms of options held by each executive officer, the responsibilities and functions of each executive officer, the individual performance of each executive officer and the overall performance of the Corporation. See "Option-based Awards" in this section.

#### *Compensation of the Chief Executive Officer*

The factors considered by the Compensation Committee in determining total compensation for the Chief Executive Officer, as well as the manner in which these factors are reviewed, are similar to those used in determining total compensation for the other executive officers of the Corporation. However, in the case of the Chief Executive Officer, more weight is generally given to strategic planning to support future shareholder value and the reward for high performance generally takes the form of stock options (rather than some other component(s) of executive compensation discussed above). Following the Compensation Committee's evaluation of the Chief Executive Officer's performance, the Compensation Committee prepares a compensation recommendation for the review and approval of the Board.

Currently the current Chief Executive Officer, Mr. Yucheng Zhou does not collect a base salary from the Corporation.

Compensation levels for the Chief Executive Officer and Chief Financial Officer for the year ended December 31, 2017 are not consistent with the trend of total return on investment charted for the Corporation. The Corporation does not base its executive compensation on total return on investment. As mentioned previously, the Corporation relies exclusively on the Compensation Committee to determine executive compensation for the executive management of IDC.

#### *Option-based Awards*

#### Stock Option Plan

The Corporation's stock option plan (the "**Plan**") is for the benefit of employees, directors and consultants to encourage them to acquire Common Shares, thereby aligning their interests with the Shareholders. The Option Plan was approved by the Shareholders on May 12, 2009. A copy of the Option Plan is attached as Schedule "C" to the management information circular of the Corporation dated April 8, 2009, a copy of which is available under the Corporation's profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Plan was last re-approved by the Shareholders at the 2017 Annual General Meeting. The following describes the material terms of the Option Plan, pursuant to which the Corporation's outstanding options have been granted:

1. the aggregate number of Common Shares reserved for issuance pursuant to options outstanding at any time may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis) and any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the Option Plan, and any exercises of options will make new grants available under the Option Plan effectively resulting in a re-loading of the number of options available to grant under the Option Plan;
2. the Option Plan restricts the maximum percentage of issued and outstanding Common Shares reserved for issuance to all insiders at any time to 10% of the issued and outstanding Common Shares including securities issued under any other security compensation plans. The Option Plan restricts the maximum percentage of Common Shares issued pursuant to options to all insiders within a one

year period to 10% of the issued and outstanding Common Shares including securities issued under any other security compensation plans. The Option Plan also restricts the maximum percentage within a one year period to any one insider and the insider's associates to 5%, including securities issued under other security compensation plans. The maximum percentage that can be granted to any one participant under the Option Plan is restricted to 5% of the issued and outstanding Common Shares at the date of the grant, including securities issued under other security compensation plans;

3. if the outstanding Common Shares are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, an appropriate and proportionate adjustment shall be made by the Board, in its discretion, in the number or kind of shares optioned and the exercise price per share, as regards previously granted and unexercised options;
4. under the Option Plan the Board can fix the exercise price of the options, but the exercise price cannot be less than the five day weighted average trading price of the Common Shares prior to the date of grant;
5. the Current Plan permits the Board to determine vesting terms at the time of grant. The term of the option cannot exceed 10 years. If the Corporation is subject to a takeover bid, undergoes a re-organization or other transaction in which the Corporation is not the surviving entity, or undergoes a change of control, the Board has the discretion, by way of resolution, to permit accelerated vesting of options on such terms as the Board sees fit at that time;
6. under the Option Plan if a participant retires or ceases employment or being a director or service provider, the participant may exercise his or her options within 90 days of the date of termination of employment, directorship or contract. If the participant's employment has been terminated for cause, the options expire immediately. In the event of death, the options may be exercised on the earlier of the option's expiry time or one year from the date of death. In the event of permanent disability, the options may be exercised on the earlier of the option's expiry time or six months from the date of permanent disability, subject to such shorter period as may be otherwise specified in a stock option agreement;
7. under the Option Plan, the Board may amend, modify or change certain provisions of the plan or any options granted pursuant to the Option Plan without shareholder approval in connection with the following:
8. the expiry date of options granted to non-insiders; and
9. the vesting schedule and the termination provisions of options granted,
10. however, if the Board proposes to reduce the exercise price of options granted to insiders, alter the prohibition against assignment of options or extend the expiry date of options granted to insiders (as such term is defined in the *Securities Act* (Alberta)), such amendments would require shareholder approval. Shareholder approval would also be required in order to increase the number or percentage of shares reserved for issuance under the Option Plan;
11. the Option Plan automatically extends the expiry date of options which would otherwise expire in a "black-out period" where optionees are not permitted to trade in securities of the Corporation. The expiry date of options which otherwise would expire during a black-out period will be extended for a period of 10 business days from the end of the black-out period;
12. the Option Plan expressly limits the maximum term of options to 10 years from the grant date of such options; and
13. the options are not transferable or assignable unless permitted by the Toronto Stock Exchange ("TSX"). The Board could amend or discontinue the Current Plan at any time without the consent of the Participants, provided that such amendment shall not alter or impair any option previously granted under the Current Plan, however each amendment was required to be approved by the TSX and, where necessary, the Shareholders. There have been no amendments adopted in this past year. Previous grants of options are taken into account when considering new grants.

As of December 31, 2017, nil Common Shares had been issued upon the exercise of options previously granted under the Option Plan and an aggregate of 1,754,400 Common Shares were issuable upon the exercise of options previously granted under the Option Plan (representing approximately 3.0% of the currently outstanding Common Shares). Since December 31, 2017, there has been no change in the number of outstanding options.

## Summary Compensation Table

The following table (presented in accordance with Form 51-102F6V – Statement of Executive Compensation – Venture Issuers ("Form 51-102F6V") under National Instrument 51-102 – Continuous Disclosure Obligations) sets forth for the two most recently completed financial years ended December 31, 2017 and 2016 information concerning all direct and indirect compensation paid to our Chief Executive Officer and Chief Financial Officer and the next most highly compensated executive officer, other than the Chief Executive Officer and Chief Financial Officer, at the end of the year ended December 31, 2017 whose total compensation was more than \$150,000 (each a "Named Executive Officer" or "NEO" and collectively, the "Named Executive Officers" or "NEOs").

Name	Year	Salary (\$)	Share- Based Awards (\$)	Option- Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation CDN (\$)
					Annual Incentive Plans (f1)	Long- Term Incentive Plans (f2)			
(a)	(b)	(c)	(d)	(e)	(f1)	(f2)	(g)	(h)	(i)
Yucheng Zhou <sup>(1)</sup> Chairman and Chief Executive Officer	2017 2016	Nil Nil	- -	- -	- -	- -	- -	- -	- -
Eugene Woychyshyn <sup>(2)</sup> Chief Financial Officer	2017 2016	119,780 150,000	- -	- -	- -	- -	- -	- -	119,780 150,000
Yi Liu <sup>(3)</sup> Vice President	2017 2016	138,595 150,000	- -	- -	- -	- -	- -	25,000 30,000	163,595 180,000

### Notes:

- Mr. Zhou was appointed as Chairman and Chief Executive Officer on October 13, 2015.
- Mr. Woychyshyn was appointed as Chief Financial Officer on January 1, 2016 and resigned as CFO effective on June 8 2017
- Mr. Liu was appointed Vice President on October 13, 2015 and interim CFO on June 8 2017.

### Narrative Discussion

#### Option-Based Awards

The amounts shown under column (e) were calculated using the Black-Scholes model.

#### Non-equity Incentive Plan Compensation (column (f))

Amounts reported in column (f1) relate to cash payments made under the Corporation's bonus plan, as described earlier in this Information Circular. All of such payments relate only to a single financial year, and are therefore part of the Corporation's annual incentive plan. The Corporation does not have any non-equity long-term incentive plans.

#### Pension value (column (g))

The company does not have a pension plan.

#### All Other Compensation (column (h))

Amounts reported in column (h) relate to cash payments made to the NEOs for housing and medical allowance and vehicle benefits. Mr. Liu received a monthly allowance paid in cash.

### Outstanding Share-Based Awards and Option-Based Awards

The following table sets out for each NEO all awards outstanding at the end of the most recently completed financial year. There were no awards granted during the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options	Option Exercise Price CDN (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options(\$)	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(\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Yucheng Zhou Chairman and Chief Executive Officer	Nil	-	-	-	-	-	-
Eugene Woychyshyn Chief Financial Officer	Nil	-	-	-	-	-	-
Yi Liu Vice President and interim Chief Financial Officer	Nil	-	-	-	-	-	-

**Notes:**

None

**Incentive Plan Awards – Value Vested or Earning During the Year**

There were no incentive plan awards granted or vested in the most recently completed fiscal year.

<b>Name</b>	<b>Option-Based Awards – Value Vested During the Year (\$)</b>	<b>Share-Based Awards – Value Vested During the Year (\$)</b>	<b>Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)</b>
<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>
Yucheng Zhou Chairman and Chief Executive Officer	-	-	-
Eugene Woychyshyn Chief Financial Officer	-	-	-
Yi Liu Vice President and interim Chief Financial Officer	-	-	-

**Notes:**

None

## Director Compensation

### Director Compensation Table

The following table sets out all amounts of compensation provided to the directors for the Corporation's two most recently completed financial years ended December 31, 2017 and 2016.

Name	Year	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation CDN (\$)
					(f)	(f2)			
(a)	(b)	(c)	(d)	(e)	Annual Incentive Plans (f1)	Long-Term Incentive Plans (f2)	(g)	(h)	(i)
Yucheng Zhou <sup>(1)</sup>	2017 2016	- -	- -	- -	- -	- -	- -	- -	- -
Steven Delaney <sup>(2)</sup>	2017 2016	15,000 18,334	- -	- -	- -	- -	- -	- -	15,000 18,334
Paul Lin	2017 2016	18,000 18,334	- -	- -	- -	- -	- -	- -	18,000 18,334
Charmaine Cheung <sup>(3)</sup>	2017 2016	- -	- -	- -	- -	- -	- -	- -	- -
Tim Seung <sup>(4)</sup>	2017 2016	- -	- -	- -	- -	- -	- -	- -	- -

#### Notes:

- (1) Yucheng Zhou was elected Chairman of the board on June 29, 2015.
- (2) Steven Delaney resigned as director effective October 30, 2017.
- (3) Charmaine Cheung was elected to the board on June 29, 2015.
- (4) Tim Seung was elected to the board on March 1, 2016.

#### Narrative Discussion

##### Option-Based Awards

The amounts shown under column (d) were calculated using the Black-Scholes model. All the stock options shown under column (d) were granted under the Option Plan, as described earlier in this Information Circular.

*Outstanding Share-Based Awards and Option-Based Awards*

The following table sets out for each director all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year.

Name	Option-based Awards				Share-based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price CDN (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options (\$) <sup>(1)</sup>	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Yucheng Zhou	-	-	-	-	-	-
Paul Lin	1,000,000	0.25	May 4, 2020	-	-	-
Charmaine Cheung	-	-	-	-	-	-
Tim Seung	-	-	-	-	-	-

**Notes:**

(1) Based on the closing price of the common shares on the TSX on December 31, 2017.

*Incentive Plan Awards – Value Vested or Earned During the Year*

The following table sets out details of the value vested or earned by each director during the most recently completed financial year for each incentive plan award.

<b>Name</b>	<b>Option-Based Awards – Value Vested During the Year</b>	<b>Share-Based Awards – Value Vested During the Year</b>	<b>Non-Equity Incentive Plan Compensation – Value Earned During the Year</b>
<b>(a)</b>	<b>(b)</b>	<b>(c)</b>	<b>(d)</b>
Yucheng Zhou	-	-	-
Steven Delaney <sup>(1)</sup>	-	-	-
Paul Lin	-	-	-
Charmaine Cheung	-	-	-
Tim Seung	-	-	-

**Notes:**

(1) Steven Delaney resigned as director effective October 30, 2017

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table details all compensation plans under which equity securities of the Corporation are authorized for issuance as at December 31, 2017.

Plan Category	Number of Voting Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Voting Common Shares Remaining Available for Future Issuance Under Equity Compensation Plans
Equity Compensation Plans Approved by Shareholders <sup>(1)</sup>	1,700,000	\$0.25	4,131,366 <sup>(2)</sup>
Equity Compensation Plans Not Approved by Shareholders	-	-	-
TOTAL	1,700,000	\$0.25	4,131,366

**Notes:**

- (1) The Option Plan was approved by the holders of Common Shares at the annual general and special meeting of Shareholders held on May 12, 2009.
- (2) This amount represents 10% of the total outstanding common shares less the number of options issued and outstanding as of the date hereof. See "Statement of Executive Compensation – Compensation Discussion and Analysis – Option-based Awards– Stock Option Plan". Since December 31, 2017, there has been no change in the number of outstanding options.

## AUDIT COMMITTEE

The Corporation is required to have an audit committee (the "**Audit Committee**"). The general function of the Corporation's Audit Committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit, and to resolve any potential dispute with the Corporation's auditor. The Audit Committee Terms of Reference, as approved by the Board, is attached hereto as Schedule "A". The Audit Committee is composed of Paul Lin, and Steven Delaney, who are considered independent directors pursuant to Multilateral Instrument 52-110 – Audit Committees ("**MI 52-110**"). In addition, Tim Seung serves as the third member of the Audit Committee.

## EXTERNAL AUDITOR SERVICE FEES

### Audit Fees

The aggregate fees billed by the external auditor in the years ended December 31, 2017 and December 31, 2016 for audit services were approximately \$68,000 and \$75,435 respectively.

### Audit Related Fees

The aggregate fees billed by the external auditor in the years ended December 31, 2017 and December 31, 2015, for assurance and related services by the Corporation's external auditor that were reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported above under the heading "Audit Fees" were \$Nil and \$Nil, respectively.

### Tax Fees

The aggregate fees billed by the external auditor in the years ended December 31, 2017 and December 31, 2016, for tax compliance, tax advice and tax planning services were approximately \$2,000 and \$4,000, respectively.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Management is not aware of any indebtedness (other than routine indebtedness) outstanding by any of the directors, executive officers or any of their associates, or any guarantees, support agreements, letters of credit or similar arrangements provided by the Corporation or any subsidiaries, to these individuals, at any time since the commencement of the last completed financial year.

## INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

There were no material interests, direct or indirect, of any director or executive officer of the Corporation, any insiders of the Corporation, any proposed nominee for election as a director, or any associate or affiliate of such persons, in any transaction since the beginning of the last completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of the subsidiaries, except as disclosed elsewhere in this management information circular.

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

Management is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer at any time since the beginning of the last financial year, of any proposed nominee for election as a director, or of any associates or affiliates of any of these individuals, in any matter to be acted on at the Meeting.

## CORPORATE GOVERNANCE DISCLOSURE

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 in charge of the day-to-day management of the Corporation.

The Board is committed to sound corporate governance practices which are both in the interest of the Shareholders and contribute to effective and efficient decision making. Corporate governance practices continue to evolve and change. The Board continually evaluates developments in the area of corporate governance and, where appropriate, implements changes to improve the Corporation's governance practices. The Board is of the view that the Corporation's approach to corporate governance is appropriate for its size and resources.

On June 30, 2005, the Canadian Securities Administrators adopted National Instrument 58-101 Disclosure of Corporate Governance Practices ("**NI 58-101**" or the "**Governance Instrument**") and NP 58-201. The Governance Instrument and the Governance Policy replaced the TSX's guidelines for effective corporate governance which had been in effect since 1995.

The Governance Instrument requires issuers to disclose those corporate governance practices that it has adopted. The Governance Policy contains guidelines that issuers are encouraged to consider in developing their own corporate governance practices.

Listed below is a description of the Corporation's approach to corporate governance.

### **Board of Directors**

The Board is currently composed of four directors: Yucheng Zhou, Paul Lin, Tim Seung and Charmaine Cheung. Mr. Zhou is the Chief Executive Officer of the Corporation. Mr. Lin is considered independent director pursuant to NI 58-101 and MI 52-110. Pursuant to MI 52-110, executive officers and individuals who have been employees or executive officers within the last three years are deemed not to be independent

Mr. Zhou is currently the Chairman of the Board. Mr. Zhou is responsible for the management, development and effective performance of the Board. He provides leadership to the Board in all aspects of its work and acts in an advisory capacity to the officers on all matters concerning the interests and management of the Corporation and plays a role in the Corporation's external relationships.

The Board meets at least every quarter for a formal Board meeting. Depending on the level of activity of the Corporation, the Board will meet on an ad hoc basis as necessary to provide input and guidance to management. The majority of the directors has attended all meetings of the Board, either in person or by telephone, since the date the Board was formed. In order to facilitate open and candid discussions among independent directors, the Board has historically formed three committees which are the Audit Committee, Compensation Committee and Corporate Governance Committee. These committees have met independently of non-independent directors and management in accordance with the timing set out in the charters of each committee or as otherwise determined necessary to consider those matters set out in such charters.

### **Board Mandate**

The Board is responsible for the stewardship of the Corporation and is responsible for the governance and management of the Corporation's affairs. The Board delineates its roles and responsibilities to each Board committee in written terms of reference that are approved by the Board. The mandate of the Board is attached as Schedule "B" to this Information Circular.

The Board has established procedures with regard to the approval of material transactions, the delegation of authority and the execution of documents as part of its organizational structure. Any responsibility which is not delegated to management or a Board committee remains with the full Board.

### **Position Descriptions**

The Board has developed a written position description for the Chairman of the Board. As each Board committee has written terms of reference that are approved by the Board, the Board does not feel that written position descriptions for the chair of each Board committee are necessary.

The chair of each committee is responsible for guiding the committee pursuant to the procedures and guidelines set out in each written committee charter. The Board, together with the Chief Executive Officer, has also developed a written position description for the Chief Executive Officer, the Chief Financial Officer and the Corporate Secretary.

### **Orientation and Continuing Education**

At present, the Corporation does not provide a formal orientation and education program for new directors. Prior to joining the Board, potential Board members are encouraged to meet with management to obtain knowledge regarding the Corporation's business and affairs. After joining the Board, management and the Board provide orientation to new directors as necessary based on the particular needs and experience of each director and the Board as a whole. New directors are provided with a Board Manual which includes the Board Mandate, committee charters and policies of the Corporation. The Corporation currently has no specific policy regarding continuing education for directors; requests for continuing education by the directors are encouraged and dealt with on an ad hoc basis.

## **Ethical Business Conduct**

The Board has written policies outlining business conduct, disclosure and confidentiality, and share trading. The Business Conduct Policy sets out the minimum standards of behaviour required by all employees in conducting the business affairs of the Corporation. The Disclosure and Confidentiality Policy ensures communications to the investing public about the Corporation are timely, factual and accurate. This policy addresses guidelines for dissemination of information in accordance with all legal and regulatory requirements. The Share Trading Policy prescribes rules for restricted persons and employees with respect to trading in securities of the Corporation by individuals when there is undisclosed material information or pending material developments with respect to the Corporation. A copy of any of the aforementioned policies can be obtained by contacting the Corporate Secretary of the Corporation.

Currently, conflicts of interest are disclosed in accordance with the *Business Corporations Act* (Alberta) and any interested director must abstain from voting. The Audit Committee has adopted a "whistle-blower" policy which is designed to ensure a culture of ethical business conduct.

## **Nomination of Directors**

Once a decision has been made to add or replace a director, the task of identifying new candidates falls on the Board and management. Proposals are put forth by the Board and management and are considered and discussed. The Board and management consider, among other factors, the competencies and skills the Board considers necessary to possess as a whole, the competencies and skills the Board considers each existing director to possess and the competencies and skills each new nominee will bring to the boardroom. Considerations are also given to whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member.

## **Assessments**

The Board has not considered it necessary to date to conduct an assessment of the Board, its committees and individual directors on a formal basis. Any concerns about the effectiveness of the foregoing can be addressed to the Chairman of the Board.

## **TRANSFER AGENTS, REGISTRARS AND AUDITORS**

The Corporation's transfer agent and registrar Computershare Trust Company can be contacted through the following information:

Computershare Trust Company  
Suite 600, 530 – 8<sup>th</sup> Avenue SW  
Calgary, Alberta T2P 3S8  
Phone : (800) 567-6253  
International Phone : +1 (514) 982-7555

The Corporation's auditors are BDO Canada LLP, and they can be contacted through the following information:

BDO Canada LLP  
903 – 8th Avenue SW  
Suite 620  
Calgary, Alberta  
T2P 0P7

## **ADDITIONAL INFORMATION**

There are no other material facts relating to the Corporation and not disclosed elsewhere in this Information Circular or incorporated by reference herein. Additional financial information regarding the Corporation's business is contained in the audited consolidated financial statements and management's discussion and analysis for the year ended December 31, 2017. These statements and all the continuous disclosure documents submitted to the securities commissions, and the TSX can be found on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may request a copy of the financial statements and management's discussion and analysis at #130-3510 29<sup>th</sup> Street NE, Calgary, Alberta, T1Y 7E5 Phone (403) 251-9939, Fax (403) 251-1771.

## **APPROVAL OF DIRECTORS**

The contents and the sending of this Circular have been approved by the Board of Directors of the Corporation.

**IMAGING DYNAMICS CORPORATION LTD.**

**SCHEDULE "A"**  
**AUDIT COMMITTEE – TERMS OF REFERENCE**

**(Adopted by the Board of Directors on October 10, 2015)**

**1. Purpose**

The Audit Committee (the "**Committee**") is a committee of the Board of Directors (the "**Board**") of Imaging Dynamics Company Ltd. (the "**Corporation**"). The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities in relation to the integrity of the Corporation's financial statements, the quality of financial disclosure made by the Corporation as well as the risk management processes of the Corporation. As well, the Committee is expected to assess, among other things, whether the Corporation's management has designed and implemented an effective system to review and report on the integrity of the financial statements of the Corporation. The Committee is also expected to assess the Corporation's compliance with legal and regulatory requirements concerning audits and financial reporting, the performance of the Corporation's internal audit function and the effectiveness of the Corporation's external auditor.

The Committee acknowledges and shall comply with National Instrument 52-110 *Audit Committee* issued by the Canadian Securities Administrators, Policy 3.1 *Directors, Officers, Other Insiders & Personnel and Corporate Governance* of the TSX Venture Exchange Corporate Finance Manual and, any other applicable regulatory provisions as they pertain to audit committee matters.

**2. Composition, Procedures and Organization**

- (a) The Committee shall consist of at least three (3) members of the Board, the majority of whom must not be executive officers, employees or control persons of the Corporation or of an affiliate of the Corporation. At least one-quarter (1/4) of the members of the Committee must be resident Canadians.
- (b) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders of the Corporation, shall appoint the members of the Committee for the ensuing year, on the recommendation of the Corporate Governance and Nominating Committee. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
- (c) Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.
- (d) The chair of the Committee shall appoint the secretary of the Committee, unless otherwise determined by the Committee.
- (e) Meetings of the Committee shall be conducted as follows:
  - (i) the Committee shall meet at least four (4) times annually at such times and at such locations as may be requested by the chair of the Committee;
  - (ii) the Corporation's external auditor or any member of the Committee may request a meeting of the Committee;
  - (iii) the Corporation's external auditor shall receive notice of and have the right, and shall be encouraged, to attend all meetings of the Committee;
  - (iv) the Chief Executive Officer and the Chief Financial Officer of the Corporation shall be invited to attend all meetings of the Committee, except executive sessions and private sessions with the Corporation's external auditor; and
  - (v) at the invitation of the chair of the Committee, directors who are not members of the Committee, officers or employees of the Corporation or other persons may attend a meeting of the Committee.
- (f) The quorum for meetings of the Committee shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.

- (g) The Committee shall have access to such officers and employees of the Corporation, its external auditor and legal counsel, and to such information respecting the Corporation, and may engage independent legal counsel at the expense of the Corporation, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.
- (h) The internal auditor of the Corporation (if any) and the external auditor of the Corporation shall have a direct line of communication to the Committee through the chair of the Committee. The external auditor of the Corporation shall report directly to the Committee.

3. **Duties and Responsibilities**

- (a) The duties and responsibilities of the Committee shall include:
  - (i) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and approving the Corporation's annual and quarterly consolidated financial statements;
  - (ii) to establish and maintain a direct line of communication with the Corporation's internal auditor (if any) and external auditor and to assess their performance;
  - (iii) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal controls for the Corporation;
  - (iv) to report regularly to the Board on the fulfilment of the duties and responsibilities of the Committee;
  - (v) to review and approve the Corporation's financial statements (annual and interim), MD&A (annual and interim) and press releases disclosing financial information of the Corporation before such documents are publicly disclosed by the Corporation;
  - (vi) to ensure adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in the previous subsection, and periodically assess the adequacy of those procedures;
  - (vii) to review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (viii) to review compliance with any business conduct policy that the Corporation may put in place and to periodically review this policy and recommend to the Board changes which the Committee may deem appropriate; and
  - (ix) to review any unresolved issues between management of the Corporation and the external auditor that could affect the financial reporting or internal controls of the Corporation.
- (b) The duties and responsibilities of the Committee as they relate to the external auditor shall include:
  - (i) recommending to the Board the external auditor to be engaged by the Corporation;
  - (ii) reviewing and approving the fee, scope and timing of the audit and other related services rendered by the external auditor;
  - (iii) overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management of the Corporation and the external auditor regarding financial reporting;
  - (iv) reviewing the audit plan of the external auditor prior to the commencement of the audit;
  - (v) reviewing with the external auditor, upon completion of its audit:

- (A) the contents of its report,
  - (B) the scope and quality of the audit work performed,
  - (C) the adequacy of the Corporation's financial and internal audit (if any) personnel,
  - (D) the level of co-operation received from the Corporation's personnel during the audit,
  - (E) the internal resources used,
  - (F) any significant transactions outside of the normal business of the Corporation, and
  - (G) any significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems;
- (vi) pre-approving all non-audit services to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor; and
  - (vii) periodically reviewing the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal auditor (if any) or by the external auditor have been implemented.
- (c) The Committee shall hold *in camera* (i.e., without the presence of management of the Corporation) meetings with the external auditor at least once a year prior to the approval of the audited annual financial statements of the Corporation and at such other times as determined necessary or appropriate by the Committee.
  - (d) The duties and responsibilities of the Committee as they relate to the Corporation's internal auditor (if any) shall include:
    - (i) periodically reviewing the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
    - (ii) reviewing and approving the internal audit plan; and
    - (iii) reviewing significant findings and recommendations of the internal auditor (if any), and management's response thereto.
  - (e) The duties and responsibilities of the Committee as they relate to the Corporation's risk management shall include:
    - (i) helping management and the Board understand and manage the business risks that pose a threat to the achievement of the Corporation's strategic objectives;
    - (ii) identifying, assessing and prioritizing business risks;
    - (iii) recommending to management and the Board, actions, processes and procedures to mitigate and manage the identified risks;
    - (iv) providing oversight of all reputational and financial risk matters in accordance with the Board approved strategic plan, business plan, budget and specific directives;
    - (v) establishing, updating, obtaining Board approval of and maintaining a risk management framework, including sound risk management principles, practices, appropriate risk appetite, effective risk management tools and an appropriate risk matrix;
    - (vi) monitoring market conditions and identifying and assessing current and emerging risk related issues;
    - (vii) where necessary, establishing internal controls over operations and information systems;
    - (viii) reporting risks to the Board regularly; and

- (ix) receiving security reports on information systems, and on business continuity and recovery plans.
- (f) The Committee is also charged with the responsibility to:
  - (i) review and approve the financial sections of prospectuses of the Corporation and other public reports requiring approval by the Board before such documents are publicly disclosed by the Corporation;
  - (ii) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
  - (iii) review the minutes of any audit committee meeting of any affiliated company, partnership or trust;
  - (iv) review with management, the external auditor and, if necessary or appropriate, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material affect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the Corporation's consolidated financial statements;
  - (v) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters;
  - (vi) establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
  - (vii) 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; and
  - (viii) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders of the Corporation.

#### 4. **Review of Charter**

The Committee shall review this charter annually or otherwise as it deems appropriate and recommend to the Board any necessary or appropriate changes.

**IMAGING DYNAMICS CORPORATION LTD.**

**SCHEDULE "B"**

**BOARD OF DIRECTORS MANDATE and rules of procedure**

(Adopted by the Board of Directors on October 10, 2015)

**1. Purpose**

The Board of Directors (the "**Board**") has the responsibility for the overall stewardship of the conduct of the business of Imaging Dynamics Company Ltd. (the "**Corporation**"), its corporate governance, and the activities of management, which is responsible for the day-to-day conduct of the business. The Board's fundamental objectives are to enhance and preserve long-term shareholder value, to ensure the Corporation meets its obligations on an ongoing basis and that the Corporation operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests of all of its stakeholders, including its shareholders, employees, customers and communities.

This Board mandate and rules of procedure supplements the by-laws of the Corporation to the extent allowed by applicable laws and regulations.

**2. Procedures and Organization**

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs, including selecting its chair, nominating candidates for election to the Board, constituting committees of the Board and determining director compensation. Subject to the articles and by-laws of the Corporation and the *Business Corporations Act* (Alberta) (the "**ABCA**"), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

**3. Duties and Responsibilities**

The Board's principal duties and responsibilities fall into a number of categories which are outlined below.

***Legal Requirements***

- (a) The Board has the responsibility to ensure that legal requirements have been met and documents and records have been properly prepared, approved and maintained.
- (b) The Board has the statutory responsibility to:
  - (i) manage the business and affairs of the Corporation;
  - (ii) act honestly and in good faith with a view to the best interests of the Corporation;
  - (iii) exercise the care, diligence and skill that reasonable, prudent people would exercise in comparable circumstances; and
  - (iv) act in accordance with its obligations contained in the ABCA and the regulations thereto, the Corporation's articles and by-laws, applicable securities legislation and other applicable law.
- (c) The Board has the statutory responsibility for considering the following matters as a full Board which in law may not be delegated to management or to a committee of the Board:
  - (i) the submission to the shareholders of any question or matter requiring the approval of the shareholders;
  - (ii) the appointment of additional directors, the filling of a vacancy among the directors or in the office of auditor;

- (iii) the issuance of securities;
- (iv) the declaration of dividends;
- (v) the purchase, redemption or any other form of acquisition of shares issued by the Corporation;
- (vi) the payment of a commission to any person in consideration of that person purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or to persons procuring or agreeing to procure purchasers for any such shares;
- (vii) the approval of management proxy circulars;
- (viii) the approval of financial statements of the Corporation; and
- (ix) the adoption, amendment or repeal of the by-laws of the Corporation.

***Independence***

The Board has the responsibility to ensure that appropriate structures and procedures are in place to permit the Board to function independently of management.

***Strategy Determination***

The Board has the responsibility to ensure there are long-term goals and a strategic planning process in place for the Corporation and to participate with management directly or through its committees in developing and approving the mission of the business of the Corporation and the strategic plan, on at least an annual basis. The Board has the responsibility to:

- (i) approve annual business plan, operation goals and financing plan (other than issuance of bonds or securities) of the Corporation;
- (ii) approval annual operation budget, capital budget and other annual budgets;
- (iii) review the performance of the Corporation against its development strategy, business plan and budgets to ensure any and all steps and measures have been taken as required; and
- (iv) review corporate plans for major acquisitions, sales of significant assets, mergers, restructuring, spin-off and dissolution.

***Managing Risk***

The Board has the responsibility to understand the principal risks of the business in which the Corporation is engaged, to achieve a proper balance between risks incurred and the potential return to shareholders, and to ensure that there are systems in place which effectively monitor and manage those risks with a view to the long-term viability of the Corporation.

***Division of Responsibilities***

The Board has the responsibility to:

- (i) appoint and delegate responsibilities to committees where appropriate to do so; and
- (ii) develop position descriptions for the directors and senior officers, including:
  - (A) the chair of the Board;

- (B) the Chief Executive Officer (the "CEO");
- (C) the President and Co-Presidents (if any); and
- (D) the Chief Financial Officer.

***Appointment, Training and Monitoring Senior Management***

The Board has the responsibility:

- (i) to approve candidates for chairman of all committees and their members;
- (ii) to appoint the CEO, to monitor and assess the CEO's performance, to determine the CEO's compensation, and to provide advice and counsel in the execution of the CEO's duties;
- (iii) to approve the appointment and remuneration of all corporate officers, acting upon the advice of the CEO;
- (iv) to satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization;
- (v) to assess the performance of senior management and formulate an incentive plan for them;
- (vi) to ensure that adequate provision has been made to train and develop management and for the orderly succession of management.

***Capital Structure***

The Board has the responsibility:

- (i) to determine changes to the debt structure of the Corporation, including taking security and providing guarantees for its loans;
- (ii) to formulate plans to modify the capital structure of the Corporation, including the increase and decrease of share capital, issuance or redemption of securities of the Corporation;
- (iii) to approve changes to corporate structure of the Corporation and its subsidiaries; and
- (iv) to determine changes to the listing status of the Corporation.

***Financial Management, Control and Compliance***

The Board has the responsibility:

- (i) to approve the publication of the interim and annual performance of the Corporation;
- (ii) to approval annual report of the Corporation;
- (iii) to establish and monitor internal control and risk management system;
- (iv) to determine dividend policy and approve proposals on dividend distribution and any alternatives to dividend distribution; and
- (v) to approve any matters having major impact on the reputation of the Corporation, including on its brand and market value.

### ***Policies, Procedures and Compliance***

The Board has the responsibility:

- (i) to ensure that the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards;
- (ii) to approve and monitor compliance with significant policies and procedures by which the Corporation is operated;
- (iii) to ensure the Corporation sets high environmental standards in its operations and is in compliance with environmental laws and legislation; and
- (iv) to ensure the Corporation has in place appropriate programs and policies for the health and safety of its employees in the workplace.

### ***Reporting and Communication***

The Board has the responsibility:

- (i) to ensure the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other stakeholders and the public generally;
- (ii) to ensure that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis;
- (iii) to ensure that the financial results are reported fairly and in accordance with generally accepted accounting standards;
- (iv) to ensure the timely reporting of any other developments that have a material impact on the value of the Corporation;
- (v) to report annually to shareholders on its stewardship of the affairs of the Corporation for the preceding year; and
- (vi) to develop appropriate measures for receiving shareholder feedback.

### ***Monitoring and Acting***

The Board has the responsibility:

- (i) to monitor the Corporation's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;
- (ii) to take action when performance falls short of its goals and objectives or when other special circumstances warrant;
- (iii) to ensure that the Corporation has implemented adequate internal control and information systems which ensure the effective discharge of its responsibilities; and
- (iv) to make regular assessments of the Board's effectiveness.

### ***Corporate Governance***

The Board has the responsibility to develop the Corporation's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation. The Board

shall also assess, optimize and adjust the authorization system to enable centralized decision making and decentralized operations.

#### 4. **Board Meetings and Agendas**

The Board fulfills its duties and responsibilities through effective Board meetings.

- (a) Board meetings are held as often as the Corporation's affairs require. The Board has determined that it needs to meet a minimum of four (4) times each year, on dates determined by the Board.
- (b) Notice of the time and place for the holding of any meeting of directors shall be sent to each director not less than 48 hours before the time of the meeting; provided that a meeting of directors may be held at any time without notice if all the directors are present (except where a director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all the absent directors waive notice of the meeting. The notice of a meeting of directors shall specify any matter referred to in subsection (3) of section 115 of the ABCA that is to be dealt with at the meeting, but need not specify the purpose or the business to be transacted at the meeting.

For the first meeting of directors to be held following the election of directors at an annual or special meeting of the shareholders or for a meeting of directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting need be given to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided a quorum of the directors is present.

- (c) The Board chair will develop and issue the agenda for each Board meeting. Management shall submit to the Board chair notice and an outline of all agenda items it proposes to bring forward directly, at least ten (10) days in advance of the meeting. All directors are free to suggest additions to the agenda. The last agenda item at each Board meeting shall be an *in-camera* session. *In-camera* sessions can also be called by motion at any time during a Board meeting.
- (d) Subject to the articles and by-laws of the Corporation, a majority of the number of directors constitutes a quorum at any meeting of directors and, notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. Subject to section 111 of the ABCA, subsections (3) and (4) of section 114 of the ABCA, and Section 5 hereof, directors shall not transact business at a meeting of directors unless a quorum is present and at least one-quarter (1/4) of the directors present are resident Canadians. Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall not have a second or casting vote in addition to his or her original vote.
- (e) A director may participate in a meeting of directors or of any committee of directors by electronic means, telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a director participating in a meeting by any such means is deemed to be present at that meeting.
- (f) Subject to the articles and by-laws of the Corporation, a resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors, is as valid as if it had been passed at a meeting of directors. A resolution in writing dealing with all matters required by the ABCA to be dealt with at a meeting of directors, and signed by all the directors entitled to vote at that meeting, satisfies all the requirements of the ABCA relating to meetings of directors.
- (g) Board meetings may be held anywhere authorized by the Board.
- (h) Items for consideration by the Board shall be made by motion. Motions shall be read back to the meeting before the question is called.
- (i) Parliamentary procedure will be based on Roberts Rules of Order.

#### 5. **Minutes**

- (a) Minutes of the Board meetings shall record those in attendance, absentees, guests and staff.

- (b) Minutes shall record the time of the call to order of meetings and the time of adjournment.
- (c) Minutes shall record the time of arrival and departure of Board members, guests and staff during Board meetings.
- (d) The Board chair is responsible for reviewing and providing comments on any of the drafts of the minutes.
- (e) Minutes, clearly marked "DRAFT", shall be sent to the directors within one week of the meeting.
- (f) Minutes of the meetings will not become official minutes until adopted or adopted as amended or corrected by the Board at its next regular meeting.
- (g) Officially adopted minutes shall be signed by the Board chair and Board Secretary, or if either or both are not available, by any two directors.
- (h) All minutes and designated attachments shall be maintained in a minute book.

**IMAGING DYNAMICS COMPANY LTD.**

**SCHEDULE "C"  
STOCK OPTION PLAN**

**1. Purpose of the Plan**

- 1.1 The purpose of this Plan, as amended or varied from time to time, is to provide the Participants with an opportunity to purchase Common Shares of the Corporation and benefit from the appreciation thereof. This proprietary interest in the Corporation will provide an increased incentive for the Participants to contribute to the future success and prosperity of the Corporation, thus enhancing the value of the Common Shares for the benefit of all the shareholders and increasing the ability of the Corporation and its Subsidiaries to attract and retain individuals of exceptional skill.

**2. Defined Terms**

- 2.1 Where used herein, the following terms shall have the following meanings:

- (a) "**Acceleration Right**" means the Participant's right, in certain circumstances, to exercise their outstanding Option as to all or any of the Common Shares in respect of which such Option has not previously been exercised and which the Participant is entitled to exercise, including in respect of Common Shares not otherwise vested at such time;
- (b) "**Board**" means the board of the directors of the Corporation;
- (c) "**Black Out Period**" means the period during which designated persons cannot trade securities of the Corporation pursuant to any policy of the Corporation respecting restrictions on trading which is in effect at that time (which, for greater certainty, does not include the period during which a cease trade order is in effect to which the Corporation, or in respect of an insider, that insider, is subject);
- (d) "**Common Shares**" means the Common Shares of the Corporation or, in the event of an adjustment contemplated by Article 8 hereof, such shares to which a Participant may be entitled upon the exercise of an Option as a result of such adjustment;
- (e) "**Corporation**" means Imaging Dynamics Company Ltd., and includes any successor corporation thereof;
- (f) "**Exchange**" means the Toronto Stock Exchange or, if the Common Shares are not then listed and posted for trading on such exchange, then on any stock exchange in Canada on which such shares are listed and posted for trading or any other regulatory body having jurisdiction as may be selected for such purpose by the Board;
- (g) "**Exercise Notice**" means the notice in writing signed by the Participant or the Participant's legal personal representatives addressed to the Corporation specifying an intention to exercise all or a portion of the Option;
- (h) "**Expiry Time**" means the time at which the Options will expire, being 4:00 p.m. (Calgary time) on a date to be fixed by the Board at the time the Option is granted, which date will not be more than ten years from the date of grant;
- (i) "**Insider**" has the meaning ascribed thereto in the Toronto Stock Exchange Corporation Manual, as amended from time to time;
- (j) "**Market Price**" per Common Share at any date shall be the volume weighted average trading price of the Common Shares on the Exchange for the 5 trading days prior to the date of grant (or, if the Common Shares are not then listed and posted for trading on the Exchange, such price as required by such stock exchange in Canada on which such shares are listed and posted for trading as may be selected for such purpose by the Board). In the event that the Common Shares are not listed and posted for trading on any stock exchange in Canada, the Market Price shall be determined by the Board in its sole discretion;

- (k) **"Option"** means an option to purchase Common Shares from treasury granted by the Corporation to a Participant, subject to the provisions contained herein;
- (l) **"Option Price"** means the price per share at which Common Shares may be purchased under the Option, as the same may be adjusted herein;
- (m) **"Participants"** means the directors, officers, employees and other Service Providers of the Corporation or its Subsidiaries, as such terms are defined by the Exchange;
- (n) **"Permanent Disability"** means the mental or physical state of the Participant whereby such person has to a substantial degree been unable, due to illness, disease, mental or physical disability or similar cause, to fulfill his obligations as a director, officer or Service Provider of the Corporation either for any consecutive four (4) month period or for any period of six (6) months (whether or not consecutive) in any consecutive twelve (12) month period, and the Corporation has certified the same in writing, or a court of competent jurisdiction has declared the Participant to be mentally incompetent or incapable of managing his affairs;
- (o) **"Plan"** means this Stock Option Plan of the Corporation, as the same may be amended or varied from time to time;
- (p) **"Service Provider"** means:
  - (i) an employee or Insider of the Corporation or any of its Subsidiaries, or
  - (ii) any other person or Corporation engaged to provide ongoing management or consulting services for the Corporation or any of its Subsidiaries;
- (q) **"Subsidiary"** means any body corporate that is a subsidiary of the Corporation, as such term is defined under subsection 2(4) of the Business Corporations Act (Alberta), as such provision is from time to time amended, varied or re-enacted; and
- (r) **"Take-over Bid"** has the meaning ascribed thereto in the *Securities Act* (Alberta), as such provision is from time to time amended, varied or re-enacted.

### **3. Administration of the Plan**

- 3.1 The Board shall administer this Plan. Options granted under the Plan shall be granted in accordance with determinations made by the Board pursuant to the provisions of the Plan as to: the Participants to whom, and the time or times at which, the Options will be granted; the number of Common Shares which shall be the subject of each Option; any vesting provisions attaching to the Option; and, the terms and provisions of the respective stock option agreements, provided, however, that each director, employee or service provider shall have the right not to participate in the Plan and any decision not to participate shall not affect the employment by or engagement with, the Corporation. The Board shall ensure that Participants under the Plan are eligible to participate under the Plan, and, if required by the Exchange, shall represent, confirm and provide evidence of such eligibility as may be required.

### **4. Granting of Option**

- 4.1 Participants may be granted Options from time to time. The grant of Options will be subject to the conditions contained herein and may be subject to additional conditions determined by the Board from time to time. Each Option granted hereunder shall be evidenced by an agreement in writing, signed on behalf of the Corporation and by the Participant, in such form as the Board shall approve from time to time. Each such agreement shall recite that it is subject to the provisions of this Plan.
- 4.2 Subject to adjustment as provided in Article 8 hereof, the aggregate number of authorized but unissued Common Shares of the Corporation allocated and made available to be granted to Participants under the Plan, together with any authorized but unissued Common Shares reserved but unissued under any previous stock option plan of the Corporation, shall not exceed ten (10%) percent (on a non-diluted basis) of the outstanding Common Shares at any time. Common Shares in respect of which Options are cancelled or not exercised prior to expiry, for any reason, shall be available for subsequent Option grants under the Plan. No fractional shares may be purchased or issued hereunder.

4.3 The Corporation shall at all times, during the term of the Plan, reserve and keep available such number of Common Shares as will be sufficient to satisfy the requirements of the Plan.

4.4 Any grant of Options under the Plan shall be subject to the following limitations:

- (a) the aggregate number of Common Shares reserved for issuance pursuant to options outstanding at any time may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis) and any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the Plan, and any exercises of options will make new grants available under the Plan effectively resulting in a re-loading of the number of options available to grant under the Plan;
- (b) the aggregate number of Common Shares reserved for issuance pursuant to Options granted to any one Participant and pursuant to other share compensation arrangements may not exceed 5% of the issued and outstanding Common Shares (on a non-diluted basis);
- (c) the aggregate number of Common Shares reserved for issuance pursuant to Options granted to Insiders and pursuant to other share compensation arrangements may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis);
- (d) the issuance of Common Shares to Insiders pursuant to the Plan and other share compensation arrangements within a one-year period may not exceed 10% of the outstanding Common Shares (on a non-diluted basis); and
- (e) the issuance of Common Shares to any one Insider and such Insider's associates within a one-year period pursuant to the Plan and other share compensation arrangements may not exceed 5% of the outstanding Common Shares (on a non-diluted basis).

The aforementioned limits of Common Shares reserved for issuance may be formulated on a diluted basis with the consent of the Exchange.

4.5 All Options granted pursuant to this Plan shall be subject to rules and policies of the Exchange and any other regulatory body having jurisdiction.

4.6 A Participant who has been granted an Option may, if otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional Option if the Board so determines.

## **5. Option Price**

5.1 Subject to applicable Exchange approval, the Board shall fix the Option Price at the time the Option is granted to a Participant. In no event shall the price be less than the Market Price of the Common Shares on the Exchange at the time of grant or, if the Common Shares are not listed on any stock exchange, a price determined by the Board; provided that, if the Board, in its sole discretion, determines that the closing trading price on the trading day preceding the date of grant would not be representative, then the Market Price shall mean the greater of that closing trading price and the weighted average price per share for the Common Shares for five (5) consecutive trading days ending on the last trading day preceding the date of grant on which there was a closing price on the Exchange; the weighted average price shall be determined by dividing the aggregate sale price of all Common Shares sold on the Exchange during the said five (5) consecutive trading days, by the total number of Common Shares so sold.

## **6. Term of Option**

6.1 The term of the Option shall be a period of time fixed by the Board, provided that such date will not be later than 10 years from the date the Option is granted and, unless the Board determines otherwise, Options shall be exercisable in whole or in part at any time during this period in accordance with such vesting provisions, conditions or limitations (including applicable hold periods) as are herein contained or as the Board may from time to time impose or as may be required by the Exchange or under applicable securities laws.

6.2 Each Option and all rights thereunder shall be expressed to expire at the Expiry Time, but shall be subject to earlier termination in accordance with any stock option agreement entered into hereunder or in accordance with Article 11 hereof. Should the Expiry Time of an Option fall within a Black Out Period or within nine Business Days following the expiration of a Black Out Period, the Expiry Time of such Option shall be automatically extended without any further act or formality to that date which is the tenth Business Day after the end of the Black Out Period, such tenth Business Day to be considered the expiration date for such Option for all purposes under the Plan. Notwithstanding section 13, the ten Business Day period referred to in this section 6.2 may not be extended by the Board.

6.3 Subject to any specific requirements of the Exchange, the Board shall determine the vesting period or periods within the Option term during which a Participant may exercise Options or a portion thereof.

## **7. Exercise of Option**

7.1 Subject to the provisions of the Plan and the terms of any stock option agreement, an Option or a portion thereof may be exercised, from time to time, by delivery to the Corporation's principal office in Calgary, Alberta of the Exercise Notice. The Exercise Notice shall state the intention of the Participant or the Participant's legal personal representative to exercise the said Option or a portion thereof, and specify the number of Common Shares in respect of which the Option is then being exercised, and shall be accompanied by the full purchase price of the Common Shares which are the subject of the exercise. Such Exercise Notice shall contain the Participant's undertaking to comply, to the satisfaction of the Corporation, with all applicable requirements of the Exchange and any applicable regulatory authorities.

## **8. Adjustments in Shares**

8.1 If the outstanding shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, an appropriate and proportionate adjustment shall be made by the Board, in its discretion, in the number or kind of shares optioned and the exercise price per share, as regards previously granted and unexercised Options or portions thereof, and as regards Options which may be granted subsequent to any such change in the Corporation's capital.

8.2 Determinations by the Board as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. The Corporation shall not be obligated to issue fractional securities in satisfaction of any of its obligations hereunder.

## **9. Accelerated Vesting**

9.1 In the event that certain events such as a Take-over Bid, liquidation or dissolution of the Corporation or a re-organization, plan of arrangement, merger or consolidation of the Corporation with one or more entities, as a result of which the Corporation is not the surviving entity, are proposed or contemplated, the Board may, notwithstanding the terms of this Plan or stock option agreements issued hereunder (a) exercise its discretion, by way of resolution, to permit accelerated vesting of Options on such terms as the Board sees fit at that time, and (b) in the event of an acceleration of vesting as referred to in (a), exercise its discretion, by way of resolution, to cause the Options to terminate after the end of the period of accelerated vesting on such terms as the Board sees fit at that time, even if such termination of the Options is prior to the normal Expiry Time of the Options. If the Board, in its sole discretion, determines that the Common Shares subject to any Option granted hereunder shall vest on an accelerated basis, all Participants entitled to exercise an unexercised portion of Options then outstanding shall have the right at such time, upon written notice being given by the Corporation, to exercise such Options to the extent specified and permitted by the Board, and within the time period specified by the Board, which shall not extend past the Expiry Time.

9.2 In addition to the above, an Option may provide for acceleration of the vesting provisions contained therein upon other events of change of control of the Corporation, on such terms as the Board determines in its sole discretion at the time of the grant of the Option.

9.3 Where the accelerated vesting provisions of this Article 9 apply, the Corporation may satisfy any obligations to a Participant hereunder by paying to the Participant in cash the difference between the exercise price of all unexercised Options granted hereunder and the fair market value of the securities to which the Participant would be entitled upon exercise of all unexercised Options.

## **10. Decisions of the Board**

All decisions and interpretations of the Board respecting the Plan or Options granted thereunder shall be conclusive and binding on the Corporation and the Participants and their respective legal personal representatives and on all directors, officers, employees and consultants of the Corporation who are eligible to participate under the Plan.

## **11. Ceasing to be a Director, Officer, Employee or Service Provider**

- 11.1 Subject to the terms of the applicable stock option agreement, in the event of the Participant ceasing to be a director, officer, employee or Service Provider of the Corporation or a Subsidiary for any reason other than death, including the resignation or retirement of the Participant and the termination by the Corporation or a Subsidiary of the employment of the Participant, prior to the Expiry Time, such Option may be exercised as to such of the Common Shares in respect of which the Option has not previously been exercised (and as the Participant would have been entitled to exercise) at any time up to and including (but not after) the earlier of the Expiry Time and a date that is ninety (90) days following the effective date of such notice of resignation or retirement or a date that is ninety (90) days following the date notice of termination of employment is given by the Corporation or a Subsidiary, subject to such shorter period as may be otherwise specified in a stock option agreement, whether such termination is with or without reasonable notice, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever.
- 11.2 In consideration of the Option hereby granted, in the event of the resignation or retirement of the Participant or the termination of employment by the Corporation without cause, the Participant hereby covenants not to sue the Corporation for damages arising from the loss of rights granted hereunder and releases the Corporation from any damages.
- 11.3 Notwithstanding the foregoing, in the event of termination for cause, such Option shall expire and terminate immediately at the time of delivery of notice of termination of employment for cause to the Participant by the Corporation or a Subsidiary and shall be of no further force or effect whatsoever as to the Common Shares in respect of which an Option has not previously been exercised.
- 11.4 In the event of the death of a Participant on or prior to the Expiry Time, such Option may be exercised as to such of the Common Shares in respect of which such Option has not previously been exercised (and as the Participant would have been entitled to exercise) by the legal personal representatives of the Participant, at any time up to and including (but not after) the earlier of the Expiry Time and a date that is one (1) year from the date of death of the Participant, subject to such shorter period as may be otherwise specified in a stock option agreement, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever.
- 11.5 In the event of the Permanent Disability of a Participant on or prior to the Expiry Time, such Option may be exercised as to such of the Common Shares in respect of which such Option has not previously been exercised (and as the Participant would have been entitled to exercise) by the legal personal representatives of the Participant, at any time up to and including (but not after) the earlier of the Expiry Time and a date that is six (6) months from the date of Permanent Disability of the Participant, subject to such shorter period as may be otherwise specified in a stock option agreement, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever.
- 11.6 Options shall not be affected by any change of employment of the Participant where the Participant continues to be employed by the Corporation or any Subsidiary.

## **12. Transferability**

- 12.1 All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or to the extent, if any, permitted by the Exchange.

## **13. Amendment or Discontinuance of Plan**

- 13.1 The Board may amend or discontinue the Plan at any time without the consent of the Participants, provided that such amendment shall not alter or impair any Option previously granted under the Plan except as permitted herein, and that such amendment or discontinuance has been approved by the Exchange, and where necessary, by the shareholders.

- 13.2 The Board may from time to time in the absolute discretion of the Board amend, modify and change the provisions of the Plan or any Options granted pursuant to the Plan, provided that any amendment, modification or change to the provisions of the Plan or any Options granted pursuant to the Plan shall:
- (a) not adversely alter or impair any Option previously granted except as permitted under the Plan;
  - (b) be subject to any regulatory approvals, where required, including the approval of the Exchange, where required;
  - (c) be subject to shareholder approval in accordance with the rules of the Exchange in circumstances where the amendment, modification or change to the Plan or Option would:
    - (i) reduce the Option Price of an Option held by an Insider of the Corporation (including any cancellation of an Option for the purpose of reissuance of a new Option at a lower Option Price to the same person);
    - (ii) extend the term of an Option held by an Insider beyond the original Option Period (except if such date is being extended by virtue of section 6.2); and
    - (iii) increase the fixed maximum percentage of issued and outstanding Common Shares which may be issued pursuant to the Plan or change from a fixed maximum percentage of issued and outstanding Common Shares to a fixed maximum number of Common Shares;
  - (d) not be subject to shareholder approval in any circumstance (other than those listed in (c) above), including, but not limited to, circumstances where the amendment, modification or change to the Plan or Option would:
    - (i) be of a "housekeeping nature", including any amendment to the Plan or an Option that is necessary to comply with applicable laws, tax or accounting provisions or the requirements of any regulatory authority or stock exchange and any amendment to the Plan or an Option to correct or rectify any ambiguity, defective provision, error or omission therein, including any amendment to any definitions therein;
    - (ii) be necessary for Options to qualify for favourable treatment under applicable tax laws;
    - (iii) change the Option Price, unless the change is a reduction in the Option Price of an Option held by an insider of the Corporation;
    - (iv) alter, extend or accelerate any vesting terms or conditions in the Plan or any Option, provided that shareholder approval will be required for any acceleration of the vesting terms or conditions in any Option (except where such acceleration is in respect of death, disability, retirement or change of control, where for greater certainty no shareholder approval is required) if such acceleration is in respect of 10% or more of the Options authorized under the Plan;
    - (v) amend or modify any mechanics for exercising any Option;
    - (vi) change the Option Period or change any termination provision in the Plan or any Option, provided that such change does not entail an extension beyond the original Option Period of such Option (other than such period being extended by virtue of section 6.2); and
    - (vii) provide for other types of compensation through equity issuances, such as deferred or share unit provisions, which results in participants receiving securities while no cash consideration is received by the Corporation.
  - (e) The Directors may discontinue the Plan at any time without the consent of the Eligible Participants provided that such discontinuance shall not adversely alter or impair any Option previously granted.
  - (f) Exchange Approval. Any amendment to this Plan or Options granted pursuant to this Plan shall not become effective until such amendment has been approved by the Exchange where such approval is required.

#### **14. Participants' Rights**

- 14.1 A Participant shall not have any rights as a shareholder of the Corporation until the issuance of a certificate for Common Shares, upon the exercise of an Option or a portion thereof, and then only with respect to the Common Shares represented by such certificate or certificates.
- 14.2 Nothing in the Plan or any Option shall confer upon any Participant any rights to continue in the employ of the Corporation or any Subsidiary or affect in any way the right of the Corporation or any such Subsidiary to terminate the employment of the Participant at any time; nor shall anything in the Plan or any option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any such Subsidiary to extend the employment of any Participant beyond the time such Participant would normally retire pursuant to the provisions of any present or future retirement plan of the Corporation or any Subsidiary, or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any contract of employment with the Corporation or any Subsidiary.

#### **15. Approvals**

- 15.1 This Plan shall be subject, if applicable, to the approval of the Exchange or other regulatory body having jurisdiction at that time and, if so required thereby, to the approval of the shareholders of the Corporation.
- 15.2 Any Options granted prior to such approval and acceptance shall be conditional upon such approval and acceptance being given and no such Options may be exercised unless such approval and acceptance is given.

#### **16. Government Regulation**

The Corporation's obligation to issue and deliver Common Shares under any Option is subject to:

- (a) the satisfaction of all requirements under applicable securities laws in respect thereof and obtaining all regulatory approvals as the Corporation shall determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
- (b) the admission of such Common Shares to listing on any stock exchange on which such Common Shares may then be listed;
- (c) the receipt from the Participant of such representations, warranties, agreements and undertakings as to future dealings in such Common Shares as the Corporation determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

In this regard, the Corporation shall take all reasonable steps to obtain such approvals and registrations as may be necessary for the issuance of such Common Shares and for the listing of such Common Shares on the Exchange, in compliance with applicable securities laws. If any shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such shares shall terminate and the Option Price paid to the Corporation will be returned to the Participant.

#### **17. Costs**

The Corporation shall pay all costs of administering the Plan.

#### **18. Interpretation**

- 18.1 This Plan shall be governed by and construed in accordance with the laws of the Province of Alberta.

#### **19. Compliance with Applicable Law**

- 19.1 If any provision of the Plan or the grant or exercise of any Option contravenes any law or any order, policy, by-law or regulation of any regulatory body or the Exchange, then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.

**20. Effective Date of Plan**

- 20.1 The Plan has been adopted by the Board subject to the approval of the shareholders of the Corporation and, if so approved, the Plan shall become effective as of February 2, 2009.

