

AMENDMENT NO. 3

TO

PIONEERING TECHNOLOGY CORP. AMENDED AND RESTATED STOCK OPTION PLAN

WHEREAS Pioneering Technology Corp. (“**Pioneering**”) adopted an amended and restated stock option plan on February 26, 2010 (the “**Option Plan**”);

AND WHEREAS the Board of Directors of Pioneering may amend the Option Plan or any portion thereof in accordance with the Option Plan and applicable legislation and subject to shareholder approval with respect to certain matters;

AND WHEREAS Pioneering is desirous of amending the Option Plan as hereinafter described;

NOW THEREFORE the Option Plan be and it is hereby amended as follows, subject to shareholder approval:

1. Section 4 of the Option Plan shall be deleted in its entirety and replaced with the following:

4. Shares Subject to the Plan

Subject to adjustment under Section 7 hereof, the aggregate number of Shares which may be issued and sold under the Plan will not exceed 10,330,163 Shares, provided that the Board shall have the right, from time to time, to increase the number of Shares referred to in this Section, subject to the approval of the relevant stock exchange on which the Shares are then listed and subject to the approval of the shareholders of the Company. The maximum number of Shares which may be reserved for issuance in a 12 month period to any one individual under the Plan shall not, in the aggregate, exceed 5% of the issued and outstanding Shares at the time of granting, unless the Company obtains disinterested shareholder approval.

The maximum number of Shares which may be reserved for issuance in a 12 month period to Consultants under the Plan shall not, in the aggregate, exceed 2% of the issued and outstanding Shares at the time of granting.

The maximum number of Shares which may be reserved for issuance in any 12 month period to Participants engaged in Investor Relations Activities under the Plan shall not, in the aggregate, exceed 2% of the issued and outstanding Shares at the time of granting.

The maximum number of Shares which may be reserved for issuance under the Plan shall not, in the aggregate, exceed 10,330,163 Shares at the time of granting.

Any Shares subject to an Option which for any reason is cancelled or terminated without having been exercised shall again be available for issuance under the Plan. No fractional shares shall be issued and the Board may determine the manner in which fractional share values shall be treated.

2. Except as amended hereby, the Option Plan shall remain in full force and effect, unamended.

DATED the 11th day of May, 2017.

PIONEERING TECHNOLOGY CORP.

A handwritten signature in black ink, appearing to read "V. O. ...", written over a horizontal line.

Per:

Authorized Signatory