

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in the provinces of Alberta, British Columbia and Ontario, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

This short form prospectus constitutes a public offering of securities only in those jurisdictions where such securities may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws and these securities may not be offered or sold in the United States unless an exemption from registration is available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Chief Financial Officer of the issuer at 3264 Lakeshore Blvd. West, Etobicoke, Ontario, M8V 1M4 (Telephone: 844-229-4373), and are also available electronically at www.sedar.com. See "Documents Incorporated by Reference".

PRELIMINARY SHORT FORM PROSPECTUS

New Issue

November 13, 2018

BEWHERE HOLDINGS INC.

Maximum Offering: \$3,500,000 (12,962,963 Units)

Minimum Offering: \$2,500,000 (9,259,259 Units)

Price: \$0.27 per Unit

This short form prospectus qualifies the distribution (the "**Offering**") of a minimum of 9,259,259 (the "**Minimum Offering**") and a maximum of 12,962,963 (the "**Maximum Offering**") units (the "**Units**") of BeWhere Holdings Inc. (the "**Corporation**") at a price of \$0.27 per Unit (the "**Offering Price**") for minimum gross proceeds of \$2,500,000 and maximum gross proceeds of \$3,500,000. Each Unit consists of one common share in the capital of the Corporation (a "**Common Share**", and each Common Share comprising part of a Unit, a "**Unit Share**") and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "**Warrant**"). Each Warrant will entitle the holder thereof to purchase one Common Share (a "**Warrant Share**") at an exercise price of \$0.50 per Warrant Share, subject to adjustment in certain circumstances, at any time prior to 5:00 p.m. (Toronto time) on the date that is 24 months following the date of issuance. The Units will immediately separate into Unit Shares and Warrants upon issuance.

The Corporation's outstanding Common Shares are listed and posted for trading on the TSX Venture Exchange (the "TSXV") under the symbol "BEW". On November 12, 2018, the last day on which the Common Shares traded prior to the date of this short form prospectus, the closing price of the Common Shares was \$0.285. The Corporation has applied to the TSXV to list the Unit Shares (including the Units Shares that comprise the Additional Units (as defined below)), the Warrant Shares (including the Warrant Shares that comprise the Additional Units (as defined below)), and the Common Shares issuable pursuant to the Broker Warrants (as defined below). Listing will be subject to the Corporation fulfilling the applicable listing requirements of the TSXV.

The Units will be offered and sold pursuant to the terms of an agency agreement (the "Agency Agreement") among the Corporation, Paradigm Capital Inc. as sole bookrunner and lead agent (the "Lead Agent") and a syndicate of agents made up of Clarus Securities Inc. and Mackie Research Capital Corporation (together with the Lead Agent, the "Agents"). The Offering Price was determined by negotiation between the Corporation and the Lead Agent. See "Plan of Distribution".

PRICE: \$0.27 PER UNIT

	Price to Public	Agents' Commission ^{(1) (2)}	Net Proceeds to the Corporation ⁽³⁾
Per Unit	\$0.27	\$0.0162	\$0.2538
Maximum Offering ⁽⁴⁾	\$3,500,000	\$210,000	\$3,290,000
Minimum Offering ⁽⁴⁾	\$2,500,000	\$150,000	\$2,350,000

Notes:

- (1) The Agents will be paid a commission (the "Agents' Commission") in cash equal to 6% of the gross proceeds of the Offering, including any gross proceeds raised upon the exercise of the Over-Allotment Option (as defined below). The Agents will also be reimbursed by the Corporation for its expenses, including legal fees. See "Plan of Distribution".
- (2) In addition, the Agents and members of the selling group will be granted non-transferable broker warrants (the "Broker Warrants") entitling the Agents to purchase the number of Common Shares that is equal to 6% of the number of Units sold pursuant to the Offering at a price of \$0.27 per Common Share. Each Broker Warrant will be exercisable at any time prior to 5:00 p.m. (Toronto time) on the date is 24 months following the date of issuance.
- (3) Before deducting the expenses of this Offering, which are estimated to be a total of \$200,000, which will be paid by the Corporation from the proceeds of the Offering. See "Use of Proceeds".
- (4) The Corporation has granted to the Agents an over-allotment option (the "Over-Allotment Option"), exercisable in whole or in part, for a period of 30 days from the final Closing Date (as defined below), to offer up to an additional 1,944,444 Units at the Offering Price (the "Additional Units") solely to cover over-allotments, if any, and for market stabilization purposes (for greater clarity, a maximum of 15% in the aggregate of the number of Units sold under the Maximum Offering may be issued in Additional Units pursuant to the Over-Allotment Option). If the Over-Allotment Option is exercised in full, the total number of Units sold under the Offering (assuming that the Offering is fully subscribed) will be 14,907,407 Units, the total price to the public will be \$4,025,000, the total Agents' Commission will be \$241,500, and the total net proceeds to the Corporation, after deducting the Agents' Commission, but before deducting the estimated expenses of the Offering, will be \$3,783,500. This short form prospectus also qualifies the grant to the Agents of the Over-Allotment Option and the distribution of the Additional Units which may be issued and sold upon exercise of the Over-Allotment Option. A purchaser who acquires Units forming part of the Agents' over-allotment position acquires those securities under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the

exercise of the Over-Allotment Option or secondary market purchases. Any reference to Units shall read to include, as the context requires or permits, the Additional Units issuable under the Over-Allotment Option. See “*Plan of Distribution*”.

- (5) There will be no closing of the Offering unless the Minimum Offering is achieved. If subscriptions that amount to the Minimum Offering have not been received within 90 days following the date of issuance of a receipt for the (final) short form prospectus, or such later date as the regulatory authorities may permit, the Offering may not continue and subscription proceeds will be returned to subscribers of Units, without interest, set off or deduction, unless an amendment to the (final) short form prospectus is filed. The proceeds from subscriptions will be received by the Agents or such other registered dealers or brokers as are authorized by the Agents pending the closing of the sale of Units pursuant to the Offering.

Agents’ Position	Minimum Offering	Maximum Offering	Exercise Period	Exercise Price
Over-Allotment Option	N/A	1,944,444 Additional Units	During 30 day period following final Closing Date	\$0.27 per Additional Unit
Broker Warrants ⁽¹⁾	555,555 Broker Warrants	777,777 Broker Warrants if Maximum Offering achieved and 116,666 additional Broker Warrants if the Over-Allotment is fully exercised	24 months following the date of issuance	\$0.27 per Broker Warrant

Note:

- (1) This short form prospectus also qualifies the distribution of the Broker Warrants.

This Offering is not underwritten. The closing (“**Closing**”) of the Offering may occur in one or more tranches on one or more closing dates (each, a “**Closing Date**”). It is expected that the first Closing Date will occur on or about December 4, 2018, or such other date or dates as may be agreed between the Corporation and the Agents, but in any event not later than 90 days after the final receipt is issued for this short form prospectus. Proceeds of the Offering will be held by the Agents pending Closing. The Agents will hold all subscription funds received in trust pursuant to the provisions of the Agency Agreement pending the Closing and will return subscription funds to the subscribers without interest, set-off or deduction if the Minimum Offering is not completed on or before the day which is 90 days after the date a receipt is issued for this short form prospectus or such later date as the Corporation and the Agents may agree and the securities regulatory authorities may approve (subject to the filing of any required amendment to this short form prospectus and the regulator issuing a receipt for such amendment). See “*Plan of Distribution*”.

The Units offered hereunder are conditionally offered on a best efforts agency marketed basis by the Agents, as agents of the Corporation, subject to prior sale and if, as and when issued and delivered by the Corporation, and accepted by the Agents in accordance with the conditions to be contained in the Agency Agreement referred to under “*Plan of Distribution*” and subject to the approval of certain legal matters on behalf of the Corporation by Morris S. McManus, Q. C., Calgary, Alberta, and on behalf of the Agents by Cassels Brock & Blackwell LLP, Toronto, Ontario.

An investment in the securities offered hereunder is speculative and involves a high degree of risk. The risk factors identified under the heading “*Note Regarding Forward-Looking Statements*” and “*Risk Factors*” herein and the other documents incorporated by reference in this short form prospectus should be carefully reviewed and evaluated by prospective subscribers before purchasing the securities being offered hereunder.

There is currently no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants acquired hereunder. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Warrants and the extent of issuer regulation. See “*Risk Factors*”. Prospective investors should rely only on the information contained in this short form prospectus and the documents incorporated by reference herein. The Corporation has not authorized anyone to provide prospective investors with information different from that contained in this short form prospectus. The information contained in the short form prospectus is accurate only as of the date of this short form prospectus, regardless of the time of delivery of this short form prospectus or any sale of the Units.

The Offering will be conducted under the book-based system. The Unit Shares and Warrants comprising the Units (other than any Common Shares and Warrants issued to purchasers outside of Canada and the United States which may, if required, be issued in individually physically certificated form) will be issued and deposited in electronic form with CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee pursuant to the book-based system administered by CDS, unless otherwise required by applicable law. A purchaser of Units (other than purchasers of Units outside of Canada and the United States which may, if required, receive individual physical certificates) will receive only a client confirmation from the registered dealer from or through whom Units are purchased and who is a CDS depository service participant in accordance with the practices and procedures of the registered dealer. CDS will record the CDS participants who hold Unit Shares and Warrants comprising the Units on behalf of owners who have purchased them in accordance with the book-based system. Except in limited circumstances (including those noted above), no certificates will be issued to purchasers of Units. See “*Plan of Distribution*”.

The Corporation’s registered office is located at 1500 Royal Centre, 1055 W. Georgia Street, Suite 1500, Vancouver, British Columbia, V6E 4N7 and its head office is located at 3264 Lakeshore Blvd. West, Etobicoke, Ontario, M8V 1M4.

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NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this short form prospectus, and in certain documents incorporated by reference into this short form prospectus, constitute “forward-looking statements” and “forward-looking information” (collectively referred to herein as “**forward-looking statements**”) within the meaning of applicable Canadian securities laws. Such forward-looking statements relate to future events or the Corporation’s future performance. All statements other than statements of historical fact may be forward-looking statements. Such forward-looking statements are often, but not always, identified by the use of words such as “anticipate”, “believe”, “budget”, “continue”, “could”, “estimate”, “expect”, “forecast”, “intend”, “may”, “might”, “potential”, “plan”, “predict”, “project”, “seek”, “should”, “targeting”, “will” and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Corporation believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this short form prospectus should not be unduly relied upon. These forward-looking statements speak only as of the date of this short form prospectus or as of the date specified in the documents incorporated by reference into this short form prospectus, as the case may be.

In particular, this short form prospectus, and the documents incorporated by reference, contain forward-looking statements, pertaining to the following:

- the completion of the Offering;
- the use of proceeds of the Offering;
- expenses related to the Offering;
- business objectives and milestones of the Corporation; and
- the Corporation’s product line.

Other forward-looking statements regarding the Corporation are located in the documents incorporated by reference in this short form prospectus and are based on certain key expectations and assumptions of the Corporation concerning anticipated financial performance, business prospects, strategies, the sufficiency of budgeted capital expenditures in carrying out planned activities, the availability and cost of labour and services, and the ability to obtain financing on acceptable terms, which are subject to change based on market conditions and potential timing delays. Although management of the Corporation consider these assumptions to be reasonable based on information currently available to them, they may prove to be incorrect.

By their very nature, forward-looking statements involve inherent risks and uncertainties (both general and specific) and risks that forward-looking statements will not be achieved. Undue reliance should not be placed on forward-looking statements, as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations and anticipations, estimates and intentions expressed in the forward-looking statements, including those set out below and those detailed elsewhere in this short form prospectus (and in documents incorporated herein by reference):

- inability of the Corporation to continue meeting the listing requirements of the TSXV;
- competition for, among other things, capital, materials and customers; and
- the risk factors set forth under “*Risk Factors*” in this short form prospectus and as set forth under “*Risk Factors*” in the AIF (as defined below).

Readers are cautioned that the foregoing list is not exhaustive.

The reader is further cautioned that the preparation of financial statements requires management to make certain judgments and estimates that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates may change, having either a negative or positive effect on net earnings as further information becomes available, and as the economic environment changes.

The information contained in this short form prospectus, including the documents incorporated by reference herein, identifies additional factors that could affect the operating results and performance of the Corporation. We urge you to carefully consider those factors.

The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this short form prospectus are made as of the date of this short form prospectus and the Corporation does not undertake and is not obligated to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless so required by applicable securities laws.

CURRENCY

All financial information herein has been presented in Canadian dollars unless otherwise noted.

NOTE TO READERS

Readers should rely only on the information contained in or incorporated by reference in this short form prospectus. The Corporation has not authorized any person to provide different information. If an investor is provided with different or inconsistent information, he or she should not rely on it. The Units may be sold only in those jurisdictions where offers and sales are permitted. This short form prospectus is not an offer to sell or a solicitation of any offer to buy Units in any jurisdiction where it is unlawful. The information contained in this short form prospectus is accurate only as of the date of this short form prospectus, regardless of the time of delivery of this short form prospectus or of any sale of the Units offered hereunder.

Unless the context otherwise requires, all references to the Corporation includes BeWhere Holdings Inc. and its predecessors, divisions and subsidiaries.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in the provinces of Alberta, British Columbia and Ontario. Copies of the documents incorporated herein by reference may be obtained on request, without charge, from the Chief Financial Officer of the Corporation at 3264 Lakeshore Blvd. West, Etobicoke, Ontario, M8V 1M4 (telephone: 844-229-4373). In addition, copies of documents incorporated by reference may be obtained from the securities commissions or similar authorities in Canada through the SEDAR website at www.sedar.com.

The following documents of the Corporation are specifically incorporated by reference in this short form prospectus:

1. the Corporation's management information circular dated May 18, 2018 relating to the annual general meeting of shareholders held on June 28, 2018;
2. audited consolidated financial statements of the Corporation for the years ended December 31, 2017 and 2016, together with the notes thereto and the auditor's report thereon;
3. amended management's discussion and analysis for the year ended December 31, 2017;
4. unaudited interim consolidated financial statements of the Corporation for the periods ended June 30, 2018 and 2017;
5. management's discussion and analysis for the three and six months ended June 30, 2018 and 2017;
6. the material change report dated March 6, 2018 in connection with the resignation and appointment of the Chief Financial Officer;
7. the material change report dated April 20, 2018 in connection with the resignation and appointment of certain directors; and
8. the Corporation's Annual Information Form dated November 13, 2018 (the "AIF").

Any documents of the type required by National Instrument 44-101 to be incorporated by reference in a short form prospectus including any material change reports (excluding confidential reports), comparative interim financial statements, comparative annual financial statements and the auditors' report thereon, information circulars, annual information forms and business acquisition reports filed by the Corporation with the securities commissions or similar authorities in the provinces of Canada subsequent to the date of this short form prospectus and prior to the termination of this distribution, shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this

short form prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this short form prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Burstall Winger Zammit LLP, tax counsel to the Corporation, and Cassels Brock & Blackwell LLP, counsel to the Agents, based on the current provisions of the *Income Tax Act* (the “**Tax Act**”), including the regulations thereunder, and specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “**Proposed Amendments**”), provided the Common Shares are listed on a designated stock exchange (which currently includes the TSXV) at the time the Unit Shares and Warrant Shares are issued, the Unit Shares, the Warrants and the Warrant Shares would, when they are issued, be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a deferred profit sharing plan, a registered disability savings plan and a tax-free savings account (each an “**Exempt Plan**”) and a deferred profit sharing plan (as those terms are defined in the Tax Act).

Notwithstanding the foregoing, if the Unit Shares, Warrants or Warrant Shares held by an Exempt Plan are “prohibited investments” for purposes of the Tax Act, the holder, the annuitant or subscriber of the Exempt Plan (the “**Controlling Subscriber**”), as the case may be, will be subject to a penalty tax as set out in the Tax Act. The Unit Shares, Warrants or Warrant Shares will generally not be “prohibited investments” unless the Controlling Subscriber (i) does not deal at arm’s length with the Corporation for purposes of the Tax Act, or (ii) has a “significant interest” (as defined in the Tax Act) in the Corporation. In addition, the Unit Shares and Warrant Shares will generally not be “prohibited investments” if such securities are “excluded property” (as defined in the Tax Act) for an Exempt Plan. Prospective purchasers who intend to hold the Unit Shares, Warrants or Warrant Shares in an Exempt Plan should consult their own tax advisors regarding their particular circumstances.

THE CORPORATION

Business of the Corporation

Overview

The Corporation is an Industrial Internet of Things solutions company that builds and designs

full scalable solutions including hardware, firmware and supporting web applications. The solution targets but is not limited to asset tracking and monitoring via “connected sensors” (sensors transmitting information remotely and wirelessly). The solution allows management and control of both fixed and moveable assets and monitors temperature, humidity, light level, air pressure, movement, location and integrates additional micro-electronic sensors (MEMS sensors) for Smart-City and Smart-Agriculture which utilizes technology to cost effectively monitor, control and respond to changes in the operating environment to provide greater efficiencies, reduce downtime and improve customer service.

Product and Solutions

The Corporation’s product lines include both a Bluetooth Low Energy beacon (the “**BLE Beacon**”) and a cellular based beacon (the “**M-IoT Beacon**”) with sensors with connected sensors that works on either Long Term Evolution for Machine (LTE-M) or Narrowband IoT (NB-IoT) cellular-based networks, both of which qualify as “Low Power Wide Area Networks” or LPWAN (the BLE Beacons and the M-IoT Beacons are collectively called the “**BeWhere Beacons**”).

Figure 1. Below demonstrates the power consumption efficiency associated with LTE-M and NB-IoT relative to older cellular technologies. The improved power consumption efficiencies enabled BeWhere to produce devices that are smaller (due to smaller batteries) and operate for extended periods without the need to re-charge or replace batteries. The hardware solutions do not require any external power source, and combined with mobile applications or cloud-based services, helps businesses locate, monitor and control their assets.

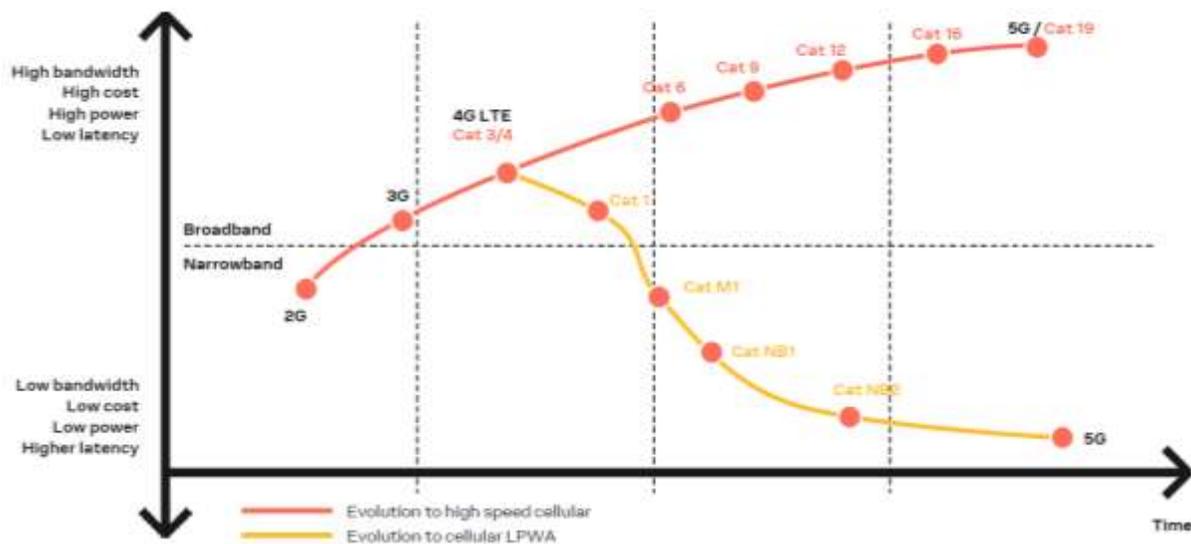


Figure 1. LTE-M and NB-IoT are new low-power, low-cost options for cellular communications.

The BLE Beacons actively monitor and report temperature, impact, light, battery level, proximity, and identification to smartphones and tablets. The smartphones and tablets display the information from the BLE Beacons and transmit the beacon data along with the location

data of the handset to the website and cloud-based services. Patents have been filed for the Corporation's core Bluetooth technology.

The M-IoT Beacons have a cell modem and provide location, temperature, humidity, pressure, movement and light monitoring. An expansion port allows for the client to bring their own sensor. The device is configurable and can send data based on specific sensor changes or a time interval. The M-IoT Beacon comes with both a standard battery and a rechargeable battery utilizing a small solar panel. The non-rechargeable battery M-IoT Beacon can last up to 10 years based on two AA batteries, reporting once a day.

The Corporation's web-based portal is designed to provide inventory management, loss prevention, and monitor temperature exposure, light exposure, humidity exposure and movement in real time, facilitating cost reduction, improved customer service, greater efficiency and enhanced security.

Figure 2. Below is a network architecture diagram illustrating the methods for collecting data from devices and disseminating the information to the Corporation's clients (web portal) and partners solutions (other software).

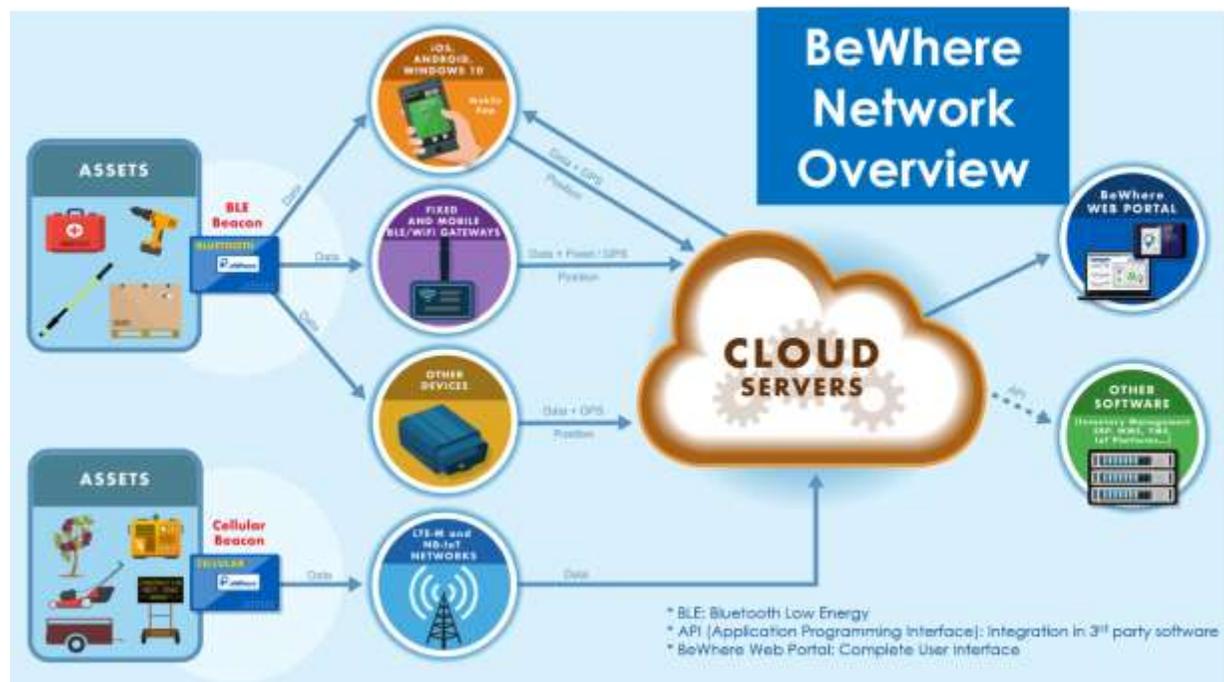


Figure 2. The BeWhere solution includes Bluetooth and M-IoT beacons, middle-ware, API's (for third party application integration) and a Web-based Portal.

The Corporation's solutions are designed to facilitate compliance with transport and storage requirements and regulations. The Corporation believes it is a disrupter in the non-powered asset tracking market (for example, assets that do not have an onboard engine or power supply such as a trailer or container) as well as a first mover in the emerging connected sensors market. The Corporation believes it is able to tackle both the asset tracking and connected sensor markets simultaneously and efficiently through a single device and platform. The Corporation developed its new M-IoT Beacons in partnership with Bell Mobility, Huawei and Henry of Pelham prior to commercialization of the networks. Early access to the Mobile Internet of Things ("M-IoT")

technology enabled the Corporation to have commercialized products prior to the official launch of LTE-M in Canada.

Figure 3. Below describes the deliverables associated with the initial development and subsequent commercialization of the research and development initiative for the M-IoT beacons. Bell Mobility supplied the cell site and communications infrastructure, Huawei supplied the LTE-M network hardware and software and BeWhere supplied the M-IoT Beacons and web-based application including the reports and alerting systems.

Bell Connected Sensors: Smart Agriculture



- October 2017: First LTE-M site in Canada. 5 BeWhere sensors deployed during media event.
- October 2018: Commercial order for additional 20 connected sensor to increase the density of environmental sensor monitoring.
- Monitoring of micro climates within 300 acres of vineyard
 - Temperature
 - Humidity
 - Air pressure
 - Custom reporting with Growing Degree Day and Dew Point
- Icewine harvesting for VQA certification
 - Temperature and alert at -8C

Figure 3. Photograph of the M-IoT “Connected Sensor” beacons installed at Henry of Pelham along with the deliverables associated with the project.

Sales, Marketing and Distribution

The products and solutions are sold and marketed through technology / distribution partners and through direct sales. Distributors and technology partners of the product include Bell Mobility, AT&T Fleet Complete, Huawei and others with specific vertical market experience, expertise and domain technology. The commercial terms with distributors and end-users involve a one-time hardware sale and ongoing recurring revenue. The list price for hardware is between \$60 and \$80 per device and the list price for platform and API (application programming interface) is between \$1 and \$3 per month depending on the level of service provided. The Corporation also provides professional services to its clients including installation and custom development.

The Corporation markets its solutions at trade-shows and industry events, over social media, on its web-site and through press releases. Additionally, the Corporation’s partners market the products and solutions through their marketing channels.

Figure 4. Below is an example of the AT&T Fleet Complete marketing efforts made through social media, videos and press release. The below are examples of AT&T Fleet Complete’s marketing efforts of BeWhere’s white-labeled products.

AT&T Fleet Complete: Asset Tracking

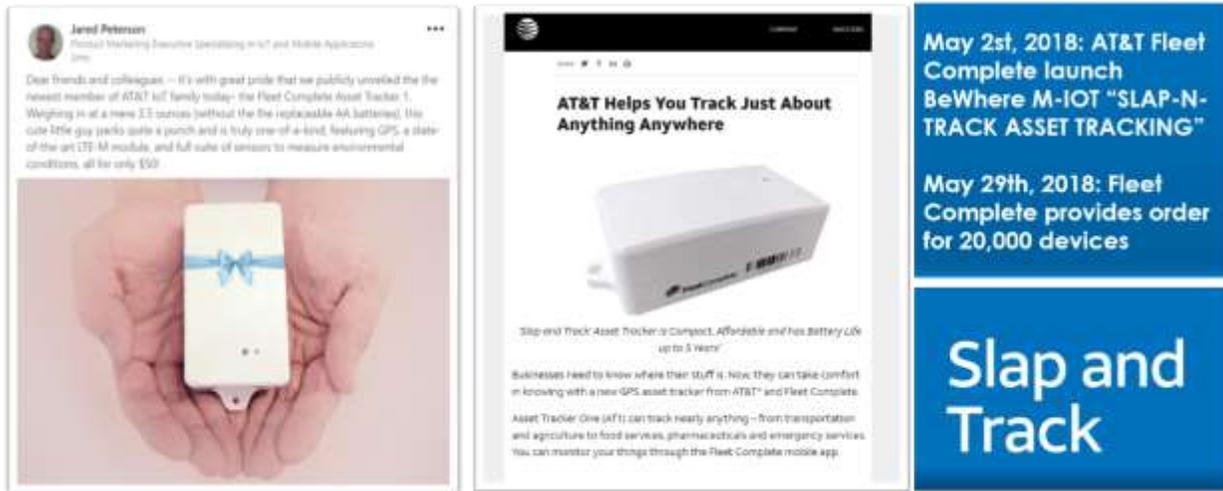


Figure 4. AT&T Fleet Complete marketing initiatives for BeWhere products

The products and solutions are currently marketed to supply chain, logistics and transportation clients for asset tracking purposes. In the asset tracking space, the Corporation believes it provides a disruptive technology using the latest low-power cellular communication systems (NB-IOT and LTE-M) offering a low-cost yet sophisticated solution which is priced below existing solutions while matching and / or exceeding existing functionality. Additionally, the Corporation’s connected sensor products and solutions are marketed directly and through distribution partners to clients in local, provincial and federal government and the agriculture industry. The Corporation believes it has a first mover advantage in the emerging connected sensor market with deployment over Low Power Wide Area (LPWA) cellular communication (NB-IOT and LTE-M) in North America. For strategic connected sensor opportunities, the Corporation will entertain direct sales.

Figure 5. Below illustrates the Corporations partner engagement strategy with respect to targeting specific verticals and the channels utilized.



Figure 5. Illustrates BeWhere’s go-to-market strategy for various vertical markets.

An example includes the work with a large municipal public water service; where the Corporation has developed a M-IoT Beacon with additional batteries to last a minimum of two years at a five-minute reporting frequency. The Corporation has added a high-quality water pressure sensor to the M-IoT Beacon, allowing the public water service to remotely monitor the pressure inside the water distribution pipes and receive alerts if the levels are abnormal. The solution provides operational awareness to the municipality allowing them to proactively respond to leaks, floods, blockages and water-supply performance to millions of constituents.

Figure 6. Below illustrates an installation of the BeWhere solution on the municipal water service along with a graph of the data collected from the “connected sensors”. The public water service has also required a different sensor to be able to measure the temperature inside the sewer pipes to assess heat extraction feasibility on a secondary project.



Figure 6. The Smart-City solution include custom pressure sensor integrations for monitoring and alerting municipal water supply for operating efficiency and detecting potential leaks or blockages. The chart represents normal pressure changes on a residential distribution line over multiple days.

The Corporation is a member of the M-IoT mobile innovators forum operated by the GSMA wireless industry association and regularly participates in technology demonstrations through exhibits at the GSMA Mobile World Congress, webinars and speaking engagements. Through the M-IoT mobile innovators forum initiatives, the Corporation’s technology receives media coverage, providing increased awareness.

Figure 7. Below is an example of media coverage received as a result of participating in a technology demonstration with the GSMA. The technology demonstration involved outfitting a punching bag with an M-IoT device configured to monitor the number and strength of punches for the purpose of illustrating an un-powered monitoring solution over M-IoT networks. The punching bag was available to conference attendees to showcase the capabilities of the products, solutions and communication technologies.



Figure 7. BeWhere's technology demonstration at Mobile World Congress Barcelona in cooperation with the GSMA reported on CNN.

BeWhere M-IoT Timeline

The Corporation launched the M-IoT products on May 2, 2018 in the United States in cooperation with AT&T Fleet Complete. Since launch, the Corporation has continued to focus on marketing its M-IoT Solutions with commercial availability in Canada initiating on October 25, 2018.

Figure 8. Below provides a time-line of mile-stones associated with the launch of the M-IoT solutions and a map showing deployment locations of the Corporations M-IoT Beacons (red dots).

BeWhere M-IoT Timeline

- May 2nd 2018: US product Launch AT&T/Fleet Complete
- May 29th 2018: 20k order AT&T/Fleet Complete
- August 14th 2018: 10k order US Telematics Firm
- October 25th 2018: Bell Mobility Launch in Canada
- European Network Operator expected Q1FY19
- Additional Technology Partners expected Q4 FY18 (1-3)
- Follow-on orders expected Q4FY18 – Q1FY19



Figure 8. BeWhere M-IoT Timeline from May 2nd, 2018 including deployment locations.

Management and Board of Directors

BeWhere's management team and members of the board of directors have significant industry experience and benefits from prior relationships with carriers and fleet management companies.

Management

Owen Moore is CEO and President and a member of the Board of Directors of the Corporation. He was President and Co-Founder of Grey Island Systems International until successfully selling the company in October 2009. Shortly after earning his M.Sc. at York University, Owen co-founded Grey Island Systems International, a publicly traded Canadian/U.S. manufacturer and seller of real-time internet-based vehicle monitoring and predictive arrival systems. In his roles there, first as CFO then as President, he drove a significant increase in revenue. In November 2012, Owen joined BSM Wireless Inc. as the Executive Vice President of Sales.

Chris Panczuk is the COO and a member of the Board of Directors of the Corporation. He started in the Telematics industry in 1998 and was with BSM Wireless until 2014. Chris was the Vice President of Canadian Sales at BSM Wireless Inc. He was responsible for building and designing specific solutions for key verticals, and advocating enterprise account relationships through advancement of business solutions.

Rajiv Khanna is the CFO and Secretary of the Corporation. Rajiv brings over 33 years of senior executive finance experience across multiple industry sectors; including telematics, business services, manufacturing and consumer packaged goods. Rajiv has particular focus on M&A, acquisition related integration, continuous financial disclosure and IFRS conversions and ERP implementation.

Alban Hoxha is the CTO of the Corporation. Alban brings over 20 years of Software Development & Information Technology ("IT") experience, including serving as the CTO at BSM Technologies and Vice-President of Systems and Development at InterFleet Inc. ("Interfleet"). During his time at BSM Technologies, Mr. Hoxha led Software & Hardware Development teams and directed DevOPS for both domestic and international operations. Mr. Hoxha provides BeWhere Inc. with a wealth of industry experience as he has devoted the last 12+ years to designing and developing market leading products in the telematics GPS fleet management, M2M & IoT industries.

Margaux Berry is the Vice President of Strategy and Growth of the Corporation. Margaux brings over 9 years of capital market experience and corporate development. Margaux started in investment banking and equity research in 2011 after graduating from her Masters in International Finance. She joined BeWhere while working as a banker to get the initial funding in 2016. Margaux has since developed new markets for BeWhere, especially outside of North America, and is currently leading the European and Asian growth strategy of BeWhere. Margaux oversees investor and media relations, as well as marketing.

Brian Boychuk is the Senior Vice President of Sales & Marketing of the Corporation. Brian was a Co-Founder of Grey Island Systems International along with Owen. In his roles there, first as VP Sales and Marketing and then as Executive Vice-President of Business Development, Brian was instrumental in establishing the profitable niches and landing the marquee clients in EMS, Public Works and Public Transit. Prior to that, Brian held various roles in Marketing and Market Research in the Utilities, Logistics as well as with an Enterprise Asset

Management software vendor. Most recently has been providing consulting advice to early stage and start-up companies. Brian has a B.Sc. in Statistics from Western University.

Independent members of the Board of Directors

Joanne De Laurentiis Retired in 2016 as President and CEO of the Investment Funds Institute (IFIC), Joanne De Laurentiis was also CEO of Credit Union Central of Canada, Mondex Canada and Interac. Before moving into executive leadership roles, she served as Vice-President, Public Affairs for the Canadian Bankers Association and was chief of staff to a Minister in the Ontario Government. She has served on many business and not-for-profit boards including IFIC, Interac, Mondex, Cumis Insurance, Credential Financial, AgriFinance, Ethical Funds, Concentra Financial, the Ontario Lottery & Gaming Corporation, the Toronto Board of Trade and St. Stephen’s Community House.

Paul Christie is a former director of Grey Island Systems International Inc. He also served as the Supervisor of the Toronto District School Board for the 2002–2003 and 2003–2004 school years. Prior to that, Paul was a Toronto and Metro Councillor for the Metroward of East Toronto from 1985–1997. From 1991, he served as a Toronto Transit Commissioner, becoming its chair in 1994. Mr. Christie has also served as a Board Member of Toronto East General Hospital, The Riverdale Hospital, O’Keefe/Hummingbird now the Sony Centre for the Performing Arts, the Toronto Zoo, the City of Toronto Non-Profit Housing Corporation (Cityhome), and a variety of community agencies.

Edward Kulperger is the Vice President, Europe at Geotab, Inc. With over 15 years of experience in the telematics industry, he has lead sales, marketing, operations, and business development activity on a global scale where he has delivered end-to-end and platform applications to the international telematics, automotive, fleet transport, leasing and wireless sectors. Mr. Kulperger has been a speaker at many telematics and technology conferences in Europe and North America, where he advocates the use of leading-edge technology for environmental, as well as socio-economic benefits. Before leading Geotab’s Europe expansion, Edward was Vice President of Business Development at Geotab and before that was Vice President of Business Development at WebTech Wireless. He studied International Finance at Concordia University in Montreal after attending New England College in New Hampshire.

CONSOLIDATED CAPITALIZATION

The following table sets forth the capitalization of the Corporation as at June 30, 2018, the date of the most recent consolidated financial statements filed by the Corporation, before and after giving effect to the Offering. The table should be read in conjunction with the consolidated financial statements of the Corporation, including notes thereto, and the associated management’s discussion and analysis, which are incorporated into this short form prospectus by reference. See “*Documents Incorporated by Reference*”.

	Authorized	As at June 30, 2018 (unaudited)	As at June 30, 2018 after giving effect to the Offering (unaudited)	
			Minimum Offering	Maximum Offering
Common Shares	Unlimited	\$8,384,865 (66,061,888 Common Shares)	\$10,891,115 (75,321,147 Common Shares) ^{(1) (2)}	\$11,891,115 (79,024,851 Common Shares) ^{(1) (2)}

Notes:

- (1) Except as disclosed below, there has been no material change in the share capital of the Corporation on a consolidated basis since June 30, 2018:
 - a. On September 17, 2018, 25,000 Common Shares were issued pursuant to the exercise of warrants at an exercise price of \$0.25 per Common Share. “See “*Prior Sales*”.
- (2) Does not include: 3,862,000 Common Shares issuable upon the exercise of stock options held by directors, executive officers and employees; 319,172 Common Shares issuable upon the exercise of outstanding finder’s warrants; 4,735,164 Common Shares issuable upon the exercise of outstanding warrants; up to 4,629,629 Warrant Shares issuable pursuant to the exercise of the Warrants assuming the Minimum Offering is achieved nor 6,481,481 Warrant Shares assuming the Maximum Offering is achieved; 555,555 Common Shares issuable pursuant to the exercise of the Broker Warrants, assuming the Minimum Offering is achieved; 777,777 Common Shares issuable pursuant to exercise of Broker Warrants, assuming the Maximum Offering is achieved; up to 1,944,444 Common Shares issuable pursuant to the Over-Allotment Option; up to 972,222 Warrant Shares issuable upon the exercise of the Warrants issued pursuant to the Over-Allotment Option; up to 116,666 Common Shares issuable pursuant to the Broker Warrants issued pursuant to the Over-Allotment Option.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The Offering consists of a minimum of 9,259,259 Units and a maximum of 12,962,963 Units, each Unit consisting of one Unit Share and one-half of a Warrant, each whole Warrant entitling the holder thereof to purchase one Warrant Share at an exercise price of \$0.50, subject to adjustment in certain circumstances, at any time until 5:00 p.m. (Toronto time) on the date that is 24 months following the date of issuance. The Units will immediately be separated into Unit Shares and Warrants upon issuance.

Description of Share Capital

The Corporation is authorized to issue unlimited number of Common Shares without par value of which, as at the date hereof, 66,086,888 Common Shares are issued and outstanding as fully paid a non-assessable.

Common Shares

Holders of Common Shares are entitled to receive notice of any meetings of shareholders of the Corporation, and to attend and to cast one vote per Common Share at all such meetings. Holders of Common Shares are entitled to receive on a pro-rata basis such dividends on the Common Shares, if any, as and when declared by the board of directors of the Corporation at its discretion, from funds legally available therefor, and, upon the liquidation, dissolution or winding up of the Corporation, are entitled to receive on a pro-rata basis the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions, and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro-rata basis with, the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption, or conversion rights, nor do they contain any sinking or purchase fund provisions.

Warrants

Warrants comprise part of the Units offered for sale under the Offering. Each Warrant is transferable and will entitle the holder thereof to acquire one Warrant Share at an exercise price of

\$0.50 per Warrant Share, subject to adjustment in certain circumstances, at any time prior to 5:00 p.m. (Toronto time) on the date that is 24 months following the date of issuance. Up to 7,453,703 Warrant Shares will be reserved for issuance by the Corporation pursuant to the exercise of the Warrants (assuming that the Over-Allotment Option is exercised in full). The Warrants will be created and issued pursuant to the terms of a warrant indenture (the “**Warrant Indenture**”), to be dated as of the Closing Date, between the Corporation and Capital Transfer Agency Inc. (or such other entity as the Agents and the Corporation may agree to in writing) as warrant agent thereunder. The Warrant Indenture will include, among other things, provisions for the appropriate adjustment of the class and number of the Warrant Shares issuable pursuant to any exercise of the Warrants upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Common Shares, any payment of stock dividends to holders of all of the Common Shares, any capital reorganization of the Corporation, or any merger, consolidation or amalgamation of the Corporation with another corporation or entity, as well as customary amendment provisions.

There is no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under this short form prospectus. This may affect the pricing of the Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “*Risk Factors*”.

Broker Warrants

The Corporation will issue to the Agents, on Closing, the Broker Warrants entitling the Agents to acquire that number of Common Shares equal to 6% of the number of Units sold under the Offering, including any Additional Units issued upon the exercise of the Over-Allotment Option. Each Broker Warrant is exercisable into one Common Share at a price of \$0.27 for a period of 24 months following the date of issuance. The terms governing the Broker Warrants will be set out in the certificates representing the Broker Warrants and will include, among other things, customary provisions for the appropriate adjustment of the class and number of the Common Shares issuable pursuant to any exercise of the Broker Warrant upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Common Shares of the Corporation, any capital reorganization of the Corporation, or any merger, consolidation or amalgamation of the Corporation with another corporation or entity, as well as customary amendment provisions. The Broker Warrants will be non-transferable. The Agents, as holders of the Broker Warrants, will not as such have any voting right or other right attached to Common Shares until the Broker Warrants are duly exercised as provided for in the certificates representing the Broker Warrants.

PRIOR SALES

The following tables set forth the details regarding all issuances of Common Shares and options granted for the 12-month period prior to the date of this short form prospectus.

Common Shares

Date of Issue	Number of Common Shares Issued	Issue Price
October 5, 2017	6,165,000 ⁽¹⁾	\$0.30
October 10, 2017	20,333 ⁽²⁾	\$0.25
October 11, 2017	1,000,000 ⁽¹⁾	\$0.30
October 13, 2017	146,000 ⁽²⁾	\$0.25
October 17, 2017	25,000 ⁽²⁾	\$0.25
October 18, 2017	17,000 ⁽²⁾	\$0.25
October 20, 2017	24,384 ⁽²⁾	\$0.25
October 23, 2017	16,500 ⁽²⁾	\$0.25
November 7, 2017	205,000 ⁽²⁾	\$0.25
November 9, 2017	261,500 ⁽²⁾	\$0.25
November 10, 2017	25,000 ⁽²⁾	\$0.25
November 13, 2017	561,500 ⁽²⁾	\$0.25
November 15, 2017	450,000 ⁽²⁾	\$0.25
November 20, 2017	748,167 ⁽²⁾	\$0.25
November 24, 2017	65,066 ⁽²⁾	\$0.25
November 27, 2017	6,125 ⁽²⁾	\$0.25
November 28, 2017	500,000 ⁽²⁾	\$0.25
December 5, 2017	166,667 ⁽²⁾	\$0.25
December 8, 2017	191,667 ⁽²⁾	\$0.25
December 15, 2017	333,334 ⁽²⁾	\$0.25
December 18, 2017	116,667 ⁽²⁾	\$0.25
December 22, 2017	106,400 ⁽²⁾	\$0.25
January 4, 2018	50,000 ⁽²⁾	\$0.25
January 5, 2018	216,667 ⁽²⁾	\$0.25
January 16, 2018	125,000 ⁽²⁾	\$0.25
January 19, 2018	3,200 ⁽²⁾	\$0.25
January 24, 2018	25,000 ⁽²⁾	\$0.25
February 8, 2018	26,125 ⁽²⁾	\$0.25
April 4, 2018	175,000 ⁽³⁾	\$0.195
April 9, 2018	50,000 ⁽³⁾	\$0.15
April 9, 2018	50,000 ⁽³⁾	\$0.28
May 15, 2018	415,333 ⁽⁴⁾	\$0.15
May 17, 2018	110,000 ⁽³⁾	\$0.195
June 1, 2018	83,333 ⁽²⁾	\$0.25
September 17, 2018	25,000 ⁽²⁾	\$0.25

Notes:

- (1) These Common Shares were issued pursuant to a non-brokered private placement of Common Shares.
- (2) These Common Shares were issued pursuant to an exercise of warrants included in a non-brokered private placement of units.
- (3) These Common Shares were issued pursuant to an exercise of options.
- (4) These Common Shares were issued pursuant to an exercise of finder's warrants.

Options

Date of Issue	Number of Options Granted	Exercise Price	Expiry date
October 19, 2017	450,000 ⁽¹⁾	\$0.39	October 18, 2022
October 19, 2017	580,000	\$0.375	October 18, 2022
May 29, 2018	500,000	\$0.335	May 29, 2023
June 26, 2018	520,000	\$0.28	June 25, 2023
August 16, 2018	150,000	\$0.28	August 15, 2023

Note:

- (1) Of these options granted, 150,000 were exercised.

TRADING PRICE AND VOLUME

The Corporation's Common Shares are listed and posted for trading on the TSXV under the symbol "BEW".

The following table shows the high and low prices, as well as the total volume traded, for the 12 months prior to the date of this short form prospectus:

	Month	High (\$)	Low (\$)	Volume
2017				
	November	0.620	0.385	16,875,891
	December	0.700	0.500	7,881,233
2018				
	January	0.590	0.440	8,698,710
	February	0.485	0.380	6,496,773
	March	0.485	0.355	5,484,972
	April	0.400	0.305	3,450,519
	May	0.365	0.290	4,217,026
	June	0.365	0.270	2,846,873
	July	0.305	0.265	1,810,497
	August	0.300	0.265	2,102,047
	September	0.295	0.250	2,054,725
	October	0.340	0.250	3,660,743
	November 1 to 12	0.300	0.270	529,470

USE OF PROCEEDS

The gross proceeds to be received by the Corporation from the sale of Units under this Offering will be \$2,500,000 if the Minimum Offering is achieved and \$3,500,000 if the Maximum Offering is achieved. The aggregate net proceeds to be received by the Corporation after payment of the Agents' Commission of \$150,000 if the Minimum Offering is achieved and \$210,000 if the Maximum Offering is achieved, and after deducting the expenses of the Offering, estimated to be in the approximate aggregate amount of \$200,000, which includes the Agents' expenses, will be \$2,150,000 if the Minimum Offering is achieved and \$3,090,000 if the Maximum Offering is achieved.

The following is an approximate breakdown of the proposed use of the net proceeds of the Offering:

	<u>Minimum Offering</u>	<u>Maximum Offering</u>
Inventory purchases	\$1,800,000	\$2,000,000
Working Capital	\$ 350,000	\$ 790,000
Europe Expansion	<u>\$ Nil</u>	<u>\$ 300,000</u>
TOTAL:	\$2,150,000	\$3,090,000

If the Over-Allotment Option is exercised, the net proceeds derived from such exercise will be added to the Corporation's unallocated working capital.

The Corporation intends to use the proceeds from the Offering for the purposes stated above; however, there may be circumstances where for sound business reasons a reallocation of funds may be necessary.

Business Objectives and Milestones

In order to fill the purchase orders for BeWhere Beacons, the Corporation will use the net proceeds to pay for inventory to produce the BeWhere Beacons, all of which is expected to take place in the latter part of 2018 and first half of 2019. Current outstanding purchase orders will require approximately \$1,100,000 for such inventory purchases.

If the Maximum Offering is achieved, the Corporation intends to expend up to \$300,000 of the net proceeds to expand its operations into Europe. The funds will be used for marketing personnel and expenses in marketing in Europe, which would occur in 2019. If the Maximum Offering is not achieved, the expansion in Europe will be at a slower pace.

Unallocated funds will be deposited in the Corporation's bank account and added to the working capital of the Corporation. The Chief Financial Officer of the Corporation is responsible for the supervision of all financial assets of the Corporation. Based on the Corporation's cash flow requirements, management will determine the appropriate level of liquidity required for operations and draw down such funds as necessary.

The Corporation currently has negative operating cash-flow, and had negative operating cash flow for the years ended December 31, 2017 and 2016. If the Corporation continues to have negative cash flow into the future, net proceeds may need to be allocated to funding this negative cash flow in addition to the areas listed above. At June 30, 2018, the Corporation had a cash balance of approximately \$2.0 million, a working capital balance of approximately \$2.5 million, and current obligations of approximately \$450,000. Based on management's best estimates and most recent cash position and without taking the proceeds of the Offering into account, the Corporation would be able to continue its operations until at least December, 2019 without making any changes. Management expects the proceeds from the Offering will provide sufficient cash to cover negative operating cash flow until December, 2021, when it is expected that the Corporation will become cash-flow positive and self-funding. Accordingly, based on management's best estimates, the Corporation does not anticipate requiring additional financing at its current growth trajectory and related cash burn. See "*Note Regarding Forward-Looking Statements*" and "*Risk Factors*".

PLAN OF DISTRIBUTION

Pursuant to an Agency Agreement to be entered into among the Corporation and the Agents, the Corporation will appoint the Agents as its exclusive agents to offer a minimum of 9,259,259 and a maximum of 12,962,963 Units to the public on a best efforts agency marketed basis at a price of \$0.27 per Unit, subject to the terms and conditions of the Agency Agreement. The Agents are not obligated to purchase any of the Units which are not sold. The Agents may, in connection with the Offering and in their discretion, form a selling group consisting of one or more other licensed dealers, brokers and investment dealers (referred to herein as the "**Selling Firms**") to offer the Units for sale and may receive subscriptions for the Units from the Selling Firms. The obligations of the Agents under the Agency Agreement may be terminated at the Agents' discretion on the basis of their assessment of the state of financial markets and may also be terminated on the occurrence of certain stated events.

The Corporation has granted the Agents the Over-Allotment Option, exercisable in whole or in part, for a period of 30 days from the final Closing Date, enabling the Agents to offer up to 1,944,444 Additional Units at a price of \$0.27 per Additional Unit, solely to cover over-allotments, if any, and for market stabilization purposes (for greater clarity, a maximum of 15% in the aggregate of the number of Units sold under the Maximum Offering may be issued in Additional Units pursuant to the Over-Allotment Option). If the Over-Allotment Option is exercised in full, the total number of Units sold pursuant to the Offering (assuming the Maximum Offering is fully subscribed) will be 14,907,407, the total price to the public will be \$4,025,000, the total Agents' Commission will be \$241,500 and the total net proceeds to the Corporation, after deducting the Agents' Commission, but before deducting the estimated expenses of the Offering, will be \$3,783,500. A subscriber who acquires securities forming part of the Agents' over-allocation position acquires those securities under this short form prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In addition to the Agents' Commission, the Agents will be reimbursed for their expenses incurred pursuant to this Offering, including legal fees. In addition, the Agents will be entitled to receive as part of their remuneration upon the Closing the Broker Warrants, exercisable for a period of 24 months from the date of issuance. The Agents may offer to the Selling Firms any part of the Agents' Commission or Broker Warrants to be paid or granted under the Agency Agreement to be for the account of the Agents in any event. The Broker Warrants are qualified by and will be issued pursuant to this short form prospectus.

The Corporation has agreed to indemnify the Agents, their respective affiliates and their respective directors, officers, employees, agents and shareholders of the Agents against certain liabilities and expenses which will be included in the terms of the Agency Agreement.

The Corporation has applied to list the Unit Shares, the Warrant Shares and the Common Shares issuable pursuant to the Broker Warrants under this short form prospectus. Listing is subject to the Corporation's fulfilling all of the requirements of the TSXV.

The Corporation has agreed in favour of the Agents that it will not issue any further securities or agree to do so, save and except pursuant to the exercise of options issued or may be issued in the future pursuant to the Corporation's employee stock option plan, pursuant to the exercise of options, warrants and other convertible securities of the Corporation outstanding, in connection with the bona fide acquisition by the Corporation of the shares or assets of other corporations or entities, at any time for a period of 90 days following the Closing Date, without the prior consent of the Lead Agent on behalf of the Agents, which consent will not be unreasonably withheld or delayed.

This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities under the Offering in the United States or to, or for the benefit or account of, any U.S. person or persons in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or the securities laws of any state, commonwealth or district of the United States and, subject to certain exceptions, may not be offered or sold, directly or indirectly, in the United States or to, or for the account or benefit of, any U.S. Person (as such term is defined in rule 902(k) of Regulation S under the U.S. Securities Act) or person in the United States unless registered under the U.S. Securities Act and applicable state securities laws or in reliance on an exemption therefrom. The

Agents have agreed that they will not offer, sell or deliver the Units within the United States, or to for the account or benefit of a U.S. Person or person within the United States, except in accordance with the Agency Agreement.

The Agents will hold all subscription funds received in trust pursuant to the provisions of the Agency Agreement pending the Closing and will return subscription funds to the subscribers without interest, set-off or deduction if the Minimum Offering is not completed on or before the day which is 90 days after the date a receipt is issued for this short form prospectus or such later date as the Corporation and the Agents may agree and the securities regulatory authorities may approve (subject to the filing of any required amendment to this short form prospectus and the regulator issuing a receipt for such amendment).

Subscriptions for Units will be received subject to rejection or allotment in whole or in part by the Corporation and the Corporation reserves the right to close the subscription books at any time without notice. It is expected that the first Closing Date will be on or about November 28, 2018 or on such other date as the Corporation and the Agents may agree.

The offering price of \$0.27 per Unit was determined by negotiation between the Corporation and the Agents with reference to the current market price of the Common Shares.

The Offering will be conducted under the book-based system. The Unit Shares and Warrants comprising the Units (other than any Unit Shares and Warrants issued to purchasers outside of Canada and the United States which may, if required, be issued in individually physically certificated form) will be issued and deposited in electronic form with CDS or its nominee pursuant to the book-based system administered by CDS, unless otherwise required by applicable law. A purchaser of Units (other than purchasers of Units outside of Canada and the United States which may, if required, receive individual physical certificates) will receive only a client confirmation from the registered dealer from or through whom Units are purchased and who is a CDS depository service participant in accordance with the practices and procedures of the registered dealer. CDS will record the CDS participants who hold Unit Shares and Warrants comprising the Units on behalf of owners who have purchased them in accordance with the book-based system. Except in limited circumstances (including those noted above), no certificates will be issued to purchasers of Units.

Registration of ownership and transfers of Unit Shares and Warrants (other than as noted above) may be effected through the book-based system administered by CDS or its nominees (with respect to interests of participants of CDS) and on the records of participants of CDS (with respect to interests of persons other than participants of CDS). CDS will be responsible for establishing and maintaining book-entry accounts for its CDS participants having interests in the Common Shares and Warrants.

It is anticipated that the Warrant Shares will be delivered electronically through the book-based system, unless otherwise required by applicable law. On the date of exercise of the Warrants, the Corporation, via its transfer agent, will electronically deliver the Warrant Shares registered to CDS or its nominee. Transfers of ownership of Warrant Shares in Canada must be effected through a CDS participant, which includes securities brokers and dealers, banks and trust companies. All rights of shareholders who hold Warrant Shares in CDS must be exercised through, and all payments or other property to which such shareholders are entitled, will be made or delivered by, CDS or the CDS participant through which the shareholder holds such Warrant Shares. Except in

limited circumstances, a holder of a Warrant Share participating in the book-based system will not be entitled to a certificate or other instrument from the Corporation or the Corporation's transfer agent evidencing that person's interest in or ownership of Warrant Shares, nor, to the extent applicable, will such holder be shown on the records maintained by CDS, except through an agent who is a CDS participant.

There is no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under this short form prospectus.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Burstall Winger Zammit LLP, tax counsel to the Corporation, and Cassels Brock & Blackwell LLP, counsel to the Agents, the following is, as of the date hereof, a general summary of the principal Canadian federal income tax considerations applicable to a purchaser of Units pursuant to the Offering who, at all relevant times and for purposes of the Tax Act, (i) will acquire and hold the Unit Shares, Warrants and Warrant Shares as capital property, and (ii) deals at arm's length and is not affiliated with the Corporation, the Agents, and any subsequent purchaser of such securities (a "**Holder**"). Unit Shares, Warrants, and Warrant Shares will generally be considered to be capital property to a Holder unless the Holder holds such securities in the course of carrying on a business of buying and selling securities or has acquired them in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is based upon the current provisions of the Tax Act, Proposed Amendments which have been announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**").

This summary assumes that the Proposed Amendments will be enacted in the form proposed and does not take into account or anticipate any other changes in law, whether by way of judicial, legislative or governmental decision or action, nor does it take into account other federal or provincial, territorial or foreign income tax legislation or considerations, which may differ from the Canadian federal income tax considerations discussed herein. No assurances can be given that such Proposed Amendments will be enacted as proposed or at all, or that legislative, judicial or administrative changes will not modify or change the statements expressed herein.

This summary does not apply to a Holder (a) that is a "financial institution" (as defined in the Tax Act) for purposes of the mark-to-market provisions of the Tax Act; (b) that is a "specified financial institution" (as defined in the Tax Act); (c) an interest in which is a "tax shelter investment" for purposes of the Tax Act; (d) that has elected to report its "Canadian tax results" (as defined in the Tax Act) in a currency other than Canadian currency; (e) that has entered into a "derivative forward agreement" (as defined in the Tax Act) with respect to the Unit Shares, Warrants or Warrant Shares; or (f) that receives dividends on Unit Shares or Warrant Shares under or as part of a "dividend rental arrangement" (as defined in the Tax Act). Such Holders should consult their own tax advisors.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in Units. The following description of income tax matters is of a general nature only and is not intended to be, nor should it be construed to be, legal or income tax advice to any particular Holder. Holders are urged to consult their own income tax advisors with respect to the tax consequences applicable to them based on their own particular circumstances.

Allocation of Purchase Price

A Holder who acquires Units will be required to allocate the purchase price of each Unit between the Unit Share and the Warrant on a reasonable basis in order to determine their respective costs for purposes of the Tax Act. For its purposes, the Corporation has advised counsel that, of the \$0.27 subscription price for each Unit, it intends to allocate \$0.25 to the Unit Share and \$0.02 to the one half of a Warrant, and believes that such allocation is reasonable. However, the Corporation's allocation is not binding on the CRA. Holders should consult their own tax advisors in this regard.

Adjusted Cost Base of Unit Shares

The adjusted cost base to a Holder of a Unit Share acquired hereunder will be determined by averaging the cost of that Unit Share with the adjusted cost base (determined immediately before the acquisition of the Unit Share) of all other Common Shares held as capital property by the Holder immediately prior to such acquisition.

Exercise of Warrants

A Holder will not realize a gain or loss upon the exercise of a Warrant. The Holder's cost of the Warrant Share will be equal to the aggregate of the Holder's adjusted cost base of the Warrant exercised plus the exercise price paid for such Warrant Share. The Holder's adjusted cost base of such Warrant Share so acquired will be determined by averaging the cost of the Warrant Share with the adjusted cost base (determined immediately before the acquisition of the Warrant Share) of all other Common Shares held as capital property by the Holder immediately prior to such acquisition.

Residents of Canada

The following section applies to a Holder who, for purposes of the Tax Act, is or is deemed to be resident in Canada at all relevant times (a "**Resident Holder**"). Certain Resident Holders to whom Unit Shares and Warrant Shares might not constitute capital property may, in certain circumstances, make the irrevocable election under subsection 39(4) of the Tax Act to deem the Unit Shares and Warrant Shares, and every other "Canadian security" (as defined in the Tax Act), held by such Resident Holder in the taxation year of the election and all subsequent taxation years to be capital property. This election does not apply to the Warrants. Resident Holders should consult their own tax advisors regarding this election.

Disposition and Expiry of Warrants

A Resident Holder who disposes or is deemed to dispose of a Warrant (other than upon the exercise thereof) will realize a capital gain (or capital loss) equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, are greater (or less) than

the adjusted cost base of the Warrant to the Resident Holder. If a Warrant expires unexercised, the Resident Holder will realize a capital loss equal to the adjusted cost base of such Warrant to the Resident Holder. The tax treatment of capital gains and capital losses is discussed under the subheading “*Certain Canadian Federal Income Tax Considerations - Capital Gains and Capital Losses*”.

Dividends on Unit Shares and Warrant Shares

Dividends received or deemed to be received on Unit Shares or Warrant Shares by an individual Resident Holder (including certain trusts) will be included in computing the individual’s income for the taxation year in which they were received and will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received from taxable Canadian corporations, including an enhanced gross-up and dividend tax credit for dividends designated as “eligible dividends” by the Corporation. Dividends received or deemed to be received on Unit Shares or Warrant Shares by a Resident Holder that is a corporation will be included in computing its income and will generally be deductible in computing taxable income. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Holder that is a corporation as proceeds of a disposition or a capital gain. A Resident Holder that is a “private corporation” or a “subject corporation” (each as defined in the Tax Act) may be liable to pay a 38½% refundable tax under Part IV of the Tax Act on dividends received or deemed to be received on the Unit Shares and Warrant Shares to the extent that such dividends are deductible in computing the Resident Holder’s taxable income.

Disposition of Unit Shares and Warrant Shares

Generally, a Resident Holder who disposes or is deemed to dispose of a Unit Share or Warrant Share will realize a capital gain (or capital loss) equal to the amount by which the proceeds of disposition, net of any reasonable costs of disposition, are greater (or less) than the adjusted cost base of the Unit Share or Warrant Share, as the case may be, to the Resident Holder. The tax treatment of capital gains and capital losses is discussed under the subheading “*Certain Canadian Federal Income Tax Considerations - Residents of Canada - Capital Gains and Capital Losses*”.

Capital Gains and Capital Losses

One-half of any capital gain (a “**taxable capital gain**”) realized must be included in the Resident Holder’s income. Subject to and in accordance with the provisions of the Tax Act, one-half of any capital loss (an “**allowable capital loss**”) must be deducted against taxable capital gains realized in the year of disposition. Any unused allowable capital losses may be applied to reduce net taxable capital gains realized in any of the three prior years or in any subsequent year in the circumstances and to the extent provided in the Tax Act.

A capital loss realized on the disposition of a Unit Share or Warrant Share by a Resident Holder that is a corporation may in certain circumstances be reduced by the amount of dividends that have been previously received or deemed to have been received by the Resident Holder on such share or shares substituted for such share to the extent and in the circumstances described by the Tax Act. Similar rules may apply where a Resident Holder

that is a corporation is a member of a partnership or a beneficiary of a trust that owns Unit Shares or Warrant Shares directly or indirectly through a partnership or trust.

A Resident Holder that is throughout the year a “Canadian controlled private corporation” (as defined in the Tax Act) may be liable to pay a refundable tax at a rate of 10 ⅔% on certain investment income, including taxable capital gains. Resident Holders that are “Canadian controlled private corporations” should consult their own tax advisors regarding their particular circumstances.

Alternative Minimum Tax

Capital gains realized and taxable dividends received or deemed to be received by a Resident Holder that is an individual or a trust (other than certain trusts) may affect the Resident Holder’s liability to pay alternative minimum tax under the Tax Act. Resident holders should consult their own tax advisors with respect to the application of alternative minimum tax.

Non-Residents of Canada

The following section applies to Holders who, at all relevant times, for the purposes of the Tax Act, (i) are not resident or deemed to be resident in Canada, and (ii) do not use or hold Unit Shares, Warrants, or Warrant Shares in the course of a business carried on or deemed to be carried on in Canada (a “**Non-Resident Holder**”). Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer carrying on business in Canada and elsewhere. Such Non-Resident Holders should consult their own tax advisors.

Dividends

Dividends paid or credited or deemed to be paid or credited to a Non-Resident Holder on the Unit Shares or Warrant Shares will generally be subject to Canadian withholding tax at the rate of 25%, subject to reduction under the provisions of an applicable tax treaty or convention. In the case of a Non-Resident Holder who is a resident of the United States and fully entitled to benefits under the Canada-United States Tax Convention (1980), as amended, the rate of withholding tax on such dividends beneficially owned by such Non-Resident Holder will generally be reduced to 15%. This rate is further reduced to 5% in the case of a Non-Resident Holder that is the beneficial owner of the dividends and that is a corporation that owns beneficially at least 10% of the voting stock of the dividend payor.

Dispositions of Unit Shares, Warrants and Warrant Shares

A Non-Resident Holder who disposes of or is deemed to have disposed of a Unit Share, a Warrant or a Warrant Share will not be subject to income tax under the Tax Act in respect of any capital gain realized thereon unless, at the time of disposition, the Unit Share, Warrant, or Warrant Share, as the case may be, is or is deemed to be “taxable Canadian property” (as defined in the Tax Act) of the Non-Resident Holder, and the gain is not exempt from tax pursuant to the terms of an applicable tax treaty or convention.

Provided the Unit Shares and Warrant Shares are listed on a “designated stock exchange” (which currently includes the TSXV), the Unit Shares, Warrants and Warrant Shares generally will not constitute taxable Canadian property of a Non-Resident Holder at the time of disposition unless at any time during the 60-month period immediately preceding the

disposition: (i) one or any combination of the Non-Resident Holder, (ii) persons with whom the Non-Resident Holder did not deal at arm's length, or (iii) partnerships in which the Non-Resident Holder or a person with whom the Non-Resident Holder did not deal at arm's length held a membership interest directly or indirectly through one or more partnerships, owned 25% or more of the issued shares of any class or series of the capital stock of the Corporation, and at that time (b) more than 50% of the fair market value of the Unit Shares or Warrant Shares was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, Canadian resource properties (as defined in the Tax Act), timber resource properties (as defined in the Tax Act) or an option in respect of, an interest in, or for civil law a right in, any such property, whether or not such property exists. The Unit Shares, Warrants or Warrant Shares may also be deemed to be taxable Canadian property of a Non-Resident Holder in certain circumstances.

In the event that a Unit Share, Warrant or Warrant Share constitutes taxable Canadian property of a Non-Resident Holder and any capital gain that would be realized on the disposition thereof is not exempt from tax pursuant to the terms of an applicable income tax treaty or convention, the income tax consequences discussed under "*Certain Canadian Federal Income Tax Considerations – Residents of Canada – Capital Gains and Capital Losses*" would generally apply to the Non-Resident Holder. Non-Resident Holders whose Unit Shares, Warrants or Warrant Shares are taxable Canadian property should consult their own tax advisors.

PROMOTERS

Owen Moore and Chris Panczuk, who are directors of the Corporation, took the initiative in reorganizing the Corporation and are therefore each a "promoter" within the meaning of applicable securities legislation. Mr. Moore currently owns 8,528,243 Common Shares of the Corporation, which represents 12.90% of the total issued Common Shares of the Corporation. In addition, Mr. Moore holds warrants to purchase a total of 583,333 Common Shares at an exercise price of \$0.25 per share. Mr. Panczuk currently owns 8,363,243 Common Shares of the Corporation, which represents 12.65% of the total issued Common Shares of the Corporation. In addition, Mr. Panczuk holds warrants to purchase a total of 583,333 Common Shares at an exercise price of \$0.25 per share. The 583,333 warrants held by each of Messrs. Moore and Panczuk were received as part of the consideration for the exchange of their shares of BeWhere Inc. for Common Shares and warrants of the Corporation pursuant to the reverse take-over transaction between the Corporation and the shareholders of BeWhere Inc. that closed on February 4, 2016. Neither Mr. Moore nor Mr. Panczuk receive compensation as directors of the Corporation.

RISK FACTORS

An investment in the Units is subject to certain risks. Subscribers should carefully consider the risk factors set forth below and under the heading "Risk Factors" in the AIF which is incorporated into and forms part of this short form prospectus. In addition, subscribers should carefully review and consider all other information contained in and incorporated by reference in this short form prospectus.

Discretion in the Use of Proceeds

The Corporation currently intends to allocate the net proceeds of the Offering as described under “*Use of Proceeds*”. However, management will have discretion concerning the use of proceeds of the Offering as well as the timing of their expenditures and may elect to allocate the net proceeds other than as described under “*Use of Proceeds*” if they believe it would be in the Corporation’s best interest to do so. As a result, investors will be relying on the judgment of management as to the application of the proceeds of the Offering. Management may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Corporation’s results of operations may suffer.

Potential Dilution and Future Sales or Issuance of Securities

The Corporation’s articles of incorporation and by-laws allow it issue an unlimited number of Common Shares for such consideration and on such terms and conditions as established by the board of directors of the Corporation, in many cases, without the approval of the Corporation’s shareholders. The Corporation may issue additional Common Shares in subsequent offers (including through the sale of securities convertible into or exchangeable for Common Shares) and on the exercise of stock options or other securities exercisable for Common Shares. The Corporation cannot predict the size of future issuances of securities or the effect, if any, that future issuances and offerings of securities will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales could occur, may adversely affect prevailing market prices of the Common Shares. With any additional sale or issuance of Common Shares, investors will suffer dilution to their voting power and the Corporation may experience dilution in its earnings per share.

Market Price of Securities

There can be no assurance that an active market for the Common Shares will be sustained after the Offering. Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Securities of companies with small capitalization have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These risk factors included global economic developments and market perceptions of the attractiveness of certain industries. There can be no assurance that continuing fluctuations in price will not occur. In addition, from time to time, the stock market experiences significant price and volume volatility that may affect the market price of the Common Shares for reasons unrelated to the Corporation’s performance.

Other factors unrelated to the performance of the Corporation that may have an effect on the price of Common Shares include the following: lessening in trading volume and general market interest in the Corporation’s securities may affect a purchaser’s ability to trade significant numbers of Common Shares; the size of the Corporation’s public float may limit the ability of some institutions to invest in the Corporation’s securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Corporation’s securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. If an active market for the Common Shares does not continue, the

liquidity of a purchaser's investment may be limited and the price of the Common Shares may decline below the Offering Price. If such a market does not continue, purchasers may lose their entire investment in the Common Shares.

The price per Common Share may be adversely affected by a variety of factors relating to the Corporation's business, including fluctuation in the Corporation's operating and financial results, the result of any public announcement made by the Corporation and the Corporation's failure to meet analysts' expectations. Additionally, the value of the Common Shares is subject to market value fluctuations based upon factors that influence the Corporation's activity and changes in interest and currency rates. The value of the Common Shares will be affected by the general creditworthiness of the Corporation.

The AIF and the Corporation's management's discussion and analysis are incorporated by reference in this short form prospectus and discuss, among other things, known material trends and events, and risks or uncertainties, that are reasonably expected to have a material effect on the Corporation's business, financial condition or results of operations.

The market value of the Common Shares may also be affected by the Corporation's financial results and political, economic, financial, and other factors that can affect the capital markets generally, the stock exchanges on which the Common Shares are traded and the market segment of which the Corporation is a part.

No Market for Warrants

There is no market through which the Warrants may be sold and purchasers of Units may not be able to resell the Warrants purchased under this short form prospectus. The Offering Price has been determined by negotiation between the Corporation and the Agents.

Negative Operating Cash Flow

The Corporation has made significant up-front investments in research and development, sales and marketing, and general and administrative expenses in order to rapidly develop and expand its business. The Corporation is currently incurring expenditures related to the Corporation's operations that have generated a negative operating cash flow. Operating cash flow may decline in certain circumstances, many of which are beyond the Corporation's control. There is no assurance that sufficient revenues will be generated in the near future. Because the Corporation continues to incur such significant future expenditures for research and development, sales and marketing, and general and administrative expenses, the Corporation may continue to experience negative cash flow until it reaches a sufficient level of sales with positive gross margins to cover operating expenses. An inability to generate positive cash flow until the Corporation reaches a sufficient level of sales with positive gross margins to cover operating expenses or raise additional capital on reasonable terms will adversely affect the Corporation's viability as an operating business.

Book-Based System

Unless and until certificated, the securities contemplated herein are issued in exchange for book-entry interests and as such the owners of the book-entry interests will not be considered owners or holders of such securities. Instead, the depository or its nominee will be the sole holder of

such securities. Payments in respect of the Common Shares will be made to the paying agent, which will make payments to CDS. Thereafter, such payments will be credited to participants' accounts that hold book-based interests in the Common Shares and credited by such participants to indirect participants. Unlike holders of the securities contemplated herein, owners of book-based interests will not have the direct right to act upon the Corporation's solicitations for consents or requests for waivers or other actions from holders of the securities contemplated herein. Instead, holders of beneficial interests in the securities contemplated herein will be permitted to act only to the extent such holders have received appropriate proxies to do so. There is no assurance that procedures implemented for the granting of such proxies will be sufficient to enable holders of beneficial interests in the securities contemplated herein to vote on any requested actions on a timely basis.

All statements regarding the Corporation's business should be viewed in light of these risk factors. Investors should consider carefully whether investment in the Units is suitable for them in light of the information in this short form prospectus and in the documents incorporated by reference and their personal circumstances. Such information does not purport to be an exhaustive list. If any of the identified risks were to materialize, the Corporation's business, financial position, results and/or future operations may be materially affected. Additional risks and uncertainties not presently known to the Corporation, or which the Corporation currently deems not to be material, may also have an adverse effect upon the Corporation and the Units.

LEGAL MATTERS

Certain legal matters relating to the Offering will be passed upon by Morris S. McManus, Q. C., on behalf of the Corporation, Burstall Winger Zammit LLP, tax counsel to the Corporation, and by Cassels Brock & Blackwell LLP, on behalf of the Agents.

INTEREST OF EXPERTS

As at the date hereof, Morris S. McManus, Q. C. did not own any Common Shares. As at the date hereof, the partners and associates of Burstall Winger Zammit LLP and Cassels Brock & Blackwell LLP, each as a group own, directly or indirectly, in the aggregate, less than 1% of the outstanding Common Shares.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Jackson & Company Chartered Accountants was the auditor of the Corporation and is independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia. Effective October 31, 2018, Dale Matheson Carr-Hilton La Bonte LLP Chartered Professional Accountants ("DMCL") was appointed auditor of the Corporation. DMCL is independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The Corporation's registrar and transfer agent for its Common Shares is Capital Transfer Agency Inc. located at 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2.

LEGAL PROCEEDINGS

The Corporation is not the subject of any legal proceedings material to the Corporation to which the Corporation is a party, and no such proceedings are known to be contemplated.

PURCHASER'S STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus or any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the warrants were offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon the exercise of the Warrants, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

CERTIFICATE OF THE CORPORATION

DATED: November 13, 2018

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation in the provinces of Alberta, British Columbia and Ontario.

“Owen Moore”
Owen Moore
Chief Executive Officer

“Rajiv Khanna”
Rajiv Khanna
Chief Financial Officer

On behalf of the Board of Directors

“Chris Panczuk”
Chris Panczuk
Director

“Paul Christie”
Paul Christie
Director

Promoters

“Owen Moore”
Owen Moore

“Chris Panczuk”
Chris Panczuk

CERTIFICATE OF THE AGENTS

DATED: November 13, 2018

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation the provinces of Alberta, British Columbia and Ontario.

**PARADIGM CAPITAL
INC.**

“Barry Richards”
Barry Richards
Managing Director,
Investment Banking

**CLARUS SECURITIES
INC.**

“Robert Orviss”
Robert Orviss
Managing Director,
Investment Banking

**MACKIE RESEARCH
CAPITAL
CORPORATION**

“Howard Katz”
Howard Katz
Managing Director,
Investment Banking