BEWHERE HOLDINGS INC.

INFORMATION CIRCULAR

as at May 16, 2022 *(except as otherwise indicated)*

This Information Circular is furnished in connection with the solicitation of proxies by the management of BeWhere Holdings Inc. (the "Company") for use at the annual general meeting (the "Meeting") of its shareholders to be held on June 16, 2022 at the time and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the "Company", "we" and "our" refer to BeWhere Holdings Inc. "Common Shares" means common shares without par value in the capital of the Company. "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

In view of the COVID-19 outbreak, and in order to mitigate risks to the health and safety of shareholders, management, and the community at large, the Company will hold the Meeting in a virtual only format, which will be conducted via live webcast. Shareholders will not be able to attend the Meeting in person. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location. At the Meeting, shareholders will have the opportunity to ask questions and vote "real time" on a number of important matters. Beneficial Shareholders (as defined herein) may view the Meeting through www.agmconnect.com, but will not have the ability to vote virtually or ask questions through the live webcast. See "*Voting and Participating at the Meeting*".

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "Proxy") are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or corporation other than either of the persons designated in the Proxy, who need not be a shareholder, to attend online and act for you and on your behalf at the Meeting. You may do so by inserting the name of that other person AND providing a valid email address in the blank spaces provided in the Proxy or by completing and delivering another suitable form of proxy.**

Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once a shareholder has submitted their Proxy. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. To register a proxyholder, shareholders must contact Capital Transfer Agency, ULC ("Capital Transfer") by email at voteproxy@capitaltransferagency.com by **June 14, 2022, at 2:00 p.m. (Eastern time)** and provide Capital Transfer Agency, ULC ("**Capital Transfer**") with their proxyholder's contact information, so that the proxyholder may receive a Meeting Access Code and Voter ID via e-mail.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

(a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;

(b) any amendment to or variation of any matter identified therein; and

(c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting through the live webcast. A registered shareholder may complete, date and sign the Proxy and return it to the Company's transfer agent, Capital Transfer, to submit the proxy using one of the following methods:

(a) by internet, go to www.capitaltransferagency.com/voteproxy,
(b) by mail or by hand delivery to Suite 920, 390 Bay Street, Toronto, Ontario, M5H 2Y2,
(c) by email to voteproxy@capitaltransferagency.com, or
(d) by fax at 1-416-350-5008

In any case, you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays in Ontario) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States (the "U.S."), under the name of Cede & Co. as nominee for The Depository Trust Corporation (which acts as depositary for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in Canada and in the United States. Broadridge mails a voting instruction form (a "VIF") in lieu of a Proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be you), in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to have the Common Shares voted at the Meeting, or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act* of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign corporation or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign corporation and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it using one of the following methods:

(a) execute a proxy bearing a later date or execute a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Capital Transfer Suite 920, 390 Bay Street, Toronto, Ontario, M5H 2Y2 or at the registered office for the Company at Suite 1500, 1055 West Georgia Street, PO Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

(b) if you have followed the process for attending and voting at the Meeting online, voting at the Meeting online will revoke your previous proxy. See "*Voting and Participating in the Meeting*".

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

VOTING AND PARTICPATING AT THE MEETING

The Company is holding the Meeting on Tuesday, June 16, 2022 at 11:00 a.m. (Eastern Time). The meeting will be conducted virtually through AGM Connect and can be accessed directly at https://agmconnect.com/bewhere2022/. Shareholders will not be able to attend the Meeting in person. Attending the Meeting online enables registered shareholders and duly appointed proxyholders, including Beneficial Shareholders who have duly appointed themselves as proxyholders, to participate in the Meeting and ask questions, all in real time. Registered shareholders and duly appointed proxyholders can vote at the appropriate times during the Meeting.

Registered shareholders or Beneficial Shareholders who have duly appointed themselves or a third-party proxyholder to represent them at the Meeting, will appear on a list of shareholders prepared by Capital Transfer, the transfer agent and registrar for the Meeting. To attend, participate, and vote live at the virtual meeting, registered shareholders and duly appointed proxyholders must pre-register their attendance via the form at www.agmconnect.com/beWhere2022. A unique Meeting Code will be provided to the valid email address, upon successful registration to be used to access the voting and meeting platform.

Registered shareholders and duly appointed proxyholders can participate at the Meeting by clicking "**Join Meeting**" at https://agmconnect.com/bewhere2022/ and following the instructions on screen. Participants are encouraged to allow enough time to register before the start of the Meeting

- For registered shareholders, your meeting access information is located on the Virtual AGM Information Sheet accompanying your proxy form.
- For duly appointed proxyholders, AGM Connect will provide the proxyholder with a Meeting Access Code after the proxy voting deadline has passed.

ATTENDING THE BEWHERE HOLDINGS MEETING

	IF YOU HAVE RECEIVED A PROXY FORM WITH A **12-DIGIT CONTROL NUMBER** FROM CAPITAL TRANSFER AGENCY	IF YOU HAVE RECEIVED A VOTER INSTRUCTION FORM WITH A **16-DIGIT CONTROL NUMBER** FROM AN INTERMEDIARY
	YOU ARE A Registered Shareholder (your securities are held in your name and represented by a physical certificate or DRS statement)	**YOU ARE A Non-Registered (or Beneficial) Shareholder** (your shares are held with a broker, bank or other intermediary)
PRIOR TO THE MEETING	Follow the instructions on the *Virtual (AGM) Information Sheet* included with your AGM materials	Appoint yourself as proxyholder as instructed herein and on the VIF **AFTER submitting your proxy appointment, you MUST** contact AGM Connect to obtain a Voter ID and Meeting Access Code by calling 1.416.222.4202 or by email to support@agmconnect.com
JOINING THE MEETING (at least 15 minutes prior to start of the Meeting)	Register and login at http://app.agmconnect.com. You will need to provide an email address, your *AGM Connect* ***Voter ID*** and the ***Meeting Access Code*** See accompanying *Virtual (AGM) Information Sheet* for more Information	

Voting at the Meeting will only be available for registered shareholders and duly appointed proxyholders. Non-registered shareholders who have not duly appointed themselves as proxyholder and do not have a Meeting Access Code and Voter ID may stream the meeting as a guest via: https://agmconnect.com/bewhere2022/. Guests to the meeting will only be able to watch the meeting, and will not be able to participate or vote live.

Registered shareholders who attend the meeting, you will be provided the opportunity to vote in real time on the matters put forth at the Meeting. If you DO submit a vote during the meeting, you will be revoking any and all previously submitted proxies.

If you attend the Meeting online, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You should allow ample time to check into the Meeting online and complete the related procedure.

In order to participate online, shareholders must obtain a unique Meeting Access Code AND Voter ID from AGM Connect by pre-registering their attendance.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors. See "*Election of Directors*".

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company's board of directors (the "Board") has fixed May 12, 2022, as the record date (the "Record Date") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting online or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As of May 12, 2022**,** there were 88,321,488 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor is there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Corporation, the following is the only person or company who beneficially owns, or controls or directs, directly or indirectly voting securities carrying 10% or more of the voting rights attached to all outstanding voting securities of the Corporation:

Name of Shareholder	**Type of Ownership**	**Number of Common Shares**	**Percentage of Common Shares**
Owen Moore Chief Executive Officer and Director	Common shares	8,922,843	10.10%

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors than there are vacancies to fill, or another auditor is nominated, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

Pursuant to the Articles of the Company, the Board has set the number of directors to be elected at the Meeting at six (6). Shareholders will therefore be asked to elect six directors to the Board.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's

office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia) ("BCA"), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

Nomination of Directors

A shareholder of the Company wishing to nominate an individual to be a director, other than pursuant to a requisition of a meeting made pursuant to the *Business Corporations Act* (British Columbia) (the "**Act**") or a shareholder proposal made pursuant to the provisions of the Act, is required to comply with s. 14.12 *"Nomination of Directors"* (the "Advance Notice Provision") of the Company's Articles. The Advance Notice Provision provides that written prescribed notice of any such nomination to be made at the Meeting must be given to the Corporate Secretary of the Company prior to May 18, 2022. The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such Advance Notice Provision, a copy of which is available under the Company's profile on SEDAR at www.sedar.com.

The Company has not received notice of a nomination in compliance with the Advance Notice Provision and, as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

The following disclosure sets out the names of management's six nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular:

Name of Nominee, Current Position with the Company and Province or State and Country of Residence	**Principal Occupation for Last Five Years (1)**	**Period as a Director of the Company**	**Common Shares Beneficially Owned or Controlled(1)**
Owen Moore(2) Chief Executive Officer and Director Ontario, Canada	CEO, BeWhere Inc.	Since February 4, 2016	8,922,843
Chris Panczuk Chief Operating Officer and Director Ontario, Canada	President of BeWhere Inc.	Since February 4, 2016	8,759,143
Paul Christie(2) Director Ontario, Canada	Director, ML Christie Consulting Ltd.	Since February 4, 2016	294,900
Edward Kulperger(2) Director Ontario, Canada	Senior Vice- President, Geotab, Inc.;	Since March 23, 2016	722,549
Joanne De Laurentiis Director Ontario, Canada	Corporate Director	Since April 20, 2018	567,000
Nauby Jacob Director Ontario, Canada	Senior Vice-President of Products and Services, Bell Mobility	Since February 25, 2019	245,000

Notes:

1. The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
2. Member of the Audit Committee.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity and except for Nauby Jacob who is the nominee of BCE Inc., pursuant to an investor rights agreement between the Company and BCE Inc. dated February 15, 2019.

A shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company.**

Cease Trade Orders and Bankruptcy

Within the last 10 years before the date of this Information Circular no proposed nominee for election as a director of the Company was a director or executive officer of any corporation (including the Company in respect of which this Information Circular is prepared) acted in that capacity for a Company that was:

(a) subject to a cease trade or similar order or an order denying the relevant Company access to any exemptions under securities legislation, for more than 30 consecutive days;

(b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the Company being the subject of a cease trade or similar order or an order that denied the relevant Company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;

(c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;

(d) subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a security's regulatory authority; or

(e) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Occupation, Business or Employment of Director Nominees

Owen Moore B.Sc., M.Sc. – Chief Executive Officer and Director

Mr. Owen Moore is the Chairman and CEO of the Company. Mr. Moore 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, Mr. Moore 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, Mr. Moore drove an almost 50-fold increase in revenue to $24 million in less than ten years. In November 2012 Mr. Moore joined BSM Wireless as the Executive Vice President of Sales.

Chris Panczuk – Chief Operating Officer and Director

Mr. Chris Panczuk is the President and Secretary of BeWhere Inc. Chris Panczuk started in the telematics industry in 1998 and was with BSM Wireless until 2014. Chris was the Vice President of Enterprise Sales at BSM Wireless Incorporated. He was responsible for building and designing specific solutions for key verticals, and advocating enterprise account relationships through advancement of business solutions.

Paul Christie – Director

Paul Christie is a corporate director and former politician in Toronto, Ontario Canada.

Mr. Christie served as the East Toronto Alderman and Metropolitan Councillor from 1985 to 1997. He served as a Commissioner and Chair of the Toronto Transit Commission from 1990-1997. In 1998 Mr. Christie became the Executive Director of the Ontario Charity Gaming Association.

During the 2002-2004 school years Mr. Christie was the provincial supervisor of the Toronto District School Board with sole authority for its financial and administrative affairs. He has subsequently operated M.L. Christie Consulting Ltd. serving the government relations interests of a wide variety of Canadian and international clients. In 2006, Mr. Christie joined the Board of Directors of Grey Island Systems International. He also served as a Director of Webtech Wireless Inc. Mr. Christie has been a Director of Toronto East General Hospital, Riverdale (now Bridgepoint) Hospital, The Sony Centre for the Performing Arts, Cityhome, the Toronto Foundation for Student Success and many more organizations.

He has been the Chair of the Board of Directors of BeWhere Holdings Inc. since 2016.

Edward Kulperger – Director

Edward Kulperger is the Senior 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, he 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.

Joanne De Laurentiis – Director

Joanne De Laurentiis is an experienced, senior executive and Board member. Retired in 2016 as President & CEO of the Investment Funds Institute (IFIC), she was also CEO of Credit Union Central of Canada, Mondex Canada, and Interac Corp, Vice-President, Public Affairs for the Canadian Bankers Association and was chief of staff to a Minister in the Ontario Government.

She currently serves as Chair of the Financial Services Regulatory Authority of Ontario, Vice-Chair of the Toronto Transit Commission, Chair of PIMCO Canada Independent Review Committee (IRC), and Member of Canada Life Investment Management Ltd IRC. She holds a Master's degree in Political Science from Western University.

Nauby Jacob – Director

Nauby Jacob is Senior Vice President of Products and Services of Bell Mobility and has more than 20 years of global and Canadian telecom product development and management experience. He has been instrumental in the development of Bell's most innovative wireless solutions over the past 10 years, including the company's leading Internet of Things and Smart city technologies.

APPOINTMENT OF AUDITOR

Dale Matheson Carr-Hilton La Bonte LLP ("DMCL"), Chartered Professional Accountants, 1500 – 1140 West Pender Street, Vancouver, British Columbia V6E 4G1, will be nominated at the Meeting for appointment as auditor of the Company. DMCL was appointed as auditor for the Company on October 31, 2018.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 "Audit Committees" ("NI 52-110") requires the Company, as an issuer listed on TSX Venture Exchange ("TSXV"), to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below.

The Audit Committee's Charter

The Audit Committee has a charter. A copy of the audit committee charter is attached as Schedule "A" to the Information Circular prepared for the Company's annual general and special meeting held December 11, 2013, which was filed on SEDAR on November 8, 2013.

Composition of the Audit Committee

The current members of the Audit Committee are: Owen Moore, Edward Kulperger and Paul Christie, two of whom, Edward Kulperger and Paul Christie are independent members. Owen Moore is not independent as he is the President and Chief Executive Officer of the Company. All members of the Audit Committee are considered to be financially literate.

Relevant Education and Experience

See disclosure under heading "*Occupation, Business or Employment of Director Nominees*" above.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than DMCL.

Reliance on Certain Exemptions

The Company's auditor, DMCL, has not provided any material non- audit services.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by DMCL, Chartered Professional Accountants to the Company to ensure auditor independence. Fees incurred with DMCL, Chartered Professional Accountants, for audit and non-audit services in the last two completed fiscal years for audit fees are outlined in the following table:

Nature of Services	Year Ended December 31, 2021	Year Ended December 31, 2020
Audit Fees(1)	$48,000	$42,500
Audit-Related Fees(2)	$ Nil	$ Nil
Tax Fees(3)	$ 5,900	$ 2,600
All Other Fees(4)	$ Nil	$ Nil
Total	**$53,900**	**$45,300**

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Exemption

The Company is a "venture issuer" as defined in NI 52-110, and is therefore, pursuant to s. 6.1 of NI 52- 110, exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the Company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent members of the Board are: Paul Christie, Edward Kulperger, Joanne De Laurentiis and Nauby Jacob.

The non-independent directors are Owen Moore (President and Chief Executive Officer) and Chris Panczuk (Chief Operating Officer).

A majority of the Board are independent directors.

Directorships

Joanne De Laurentiis is also a director of DealNet Capital Corp. (TSXV – DLS).

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

Each new director has a discussion with the existing members covering all Board members and Committee mandates and responsibilities, and the time commitment and contribution expected of each member. Each new director also has an opportunity to discuss the business and procedures of the Board and the Company with the external auditors and legal counsel. The Company has prepared a Directors' Manual for all new Directors including all Company mandates, all Director policies and procedures and filing requirements.

Management provides a presentation of the Company's business and affairs. Management also provides copies of the latest news releases and is available to any director to discuss the business and affairs of the Company.

There has, at present time, been no formal continuing education process adopted. However, senior management endeavours to ensure that the Board is kept apprised of changes affecting the Company's business and of changes in any legal, regulatory and industry requirements and standards. Board members are entitled to attend such seminars or educational programs as each may determine necessary to keep abreast of current issues relevant to their services as directors.

Ethical Business Conduct

Any individual director is required to disclose fully to the Board his or her material interest in any transaction which the Company is considering entering. In the event of such declaration the independent directors will review the nature and terms of the proposed agreement to ascertain and confirm that the proposed agreement is being considered on commercially reasonable arm's-length terms. The Board adopted an Insider Trading Policy in April 2007 and a Disclosure Policy in November 2006.

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

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, considering the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Currently, the Board during their regular meetings are encouraged to identify new candidates for Board nomination. In this process, the Board is asked to consider the needs of the Company, the competencies and skills of the proposed nominees and the Company's requirement to maintain a mix of relevant skills and knowledge with a view to adding value to the Company and its shareholders. The nominee is then approved by the Board and the nominee is approved and invited to join the Board.

Compensation

The Board has not yet established a compensation committee. Currently the Board reviews all compensation of officers and directors and considers such factors as comparable compensation within the industry and time required to perform the duties and responsibilities.

Other Board Committees

The Board has no committees other than the audit committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and the audit committee. In view of the size and current state of the Company's development and the number of directors on the Board, the Board has not felt it necessary at the present time to adopt a formal process to assess Board, Committee and individual director effectiveness. In view of the frequency of both formal and informal Board meetings during the year and the small number of directors there is ample opportunity for each director to assess the effectiveness of all other directors. The Company is not proposing to adopt a formal process for assessment at the present time.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officer

In this section "Named Executive Officer" (an "NEO") means the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation was more than $150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Company at the end of the most recently completed financial year.

Owen Moore, CEO, Rajiv Khanna, CFO and Chris Panczuk, COO, are NEO of the Company for the purposes of the following disclosure.

Compensation Discussion and Analysis

The compensation of the Company's NEOs has been established with a view to attracting and retaining executives critical to the Company's short and long-term success and to continue to provide executives with compensation that is in accordance with existing market standards generally and competitive within industry.

Compensation of the Company's NEOs is comprised of a base salary, the reimbursement of expenses incurred by each NEO, and the grant of options to purchase Common Shares under the Company's stock option plan (as more particularly described below). Through its executive compensation practices, the Company seeks to provide value to its shareholders through a strong executive leadership. Specifically, the Company's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Company's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company's success, align the interest of the Company's executives and shareholders by motivating executives to increase shareholder value.

The Board has not conducted a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Company does not prohibit any NEO or director from purchasing financial instruments including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO for the financial years ended December 31, 2021, 2020, and 2019.

Name and principal Position	Year	Salary ($)	Share-Based ($)	Option-based awards ($)	Non-equity incentive plan compensation: Annual incentive plan ($)	Non-equity incentive plan compensation: Long-term incentive plan ($)	Pension Value ($)	All other Compensation ($)	Total compensation ($)
Owen Moore	2021	220,000	Nil	Nil	Nil	Nil	Nil	Nil	220,000
Chief Executive	2020	196,135	Nil	Nil	Nil	Nil	Nil	Nil	196,135
Officer	2019	203,673	Nil	Nil	Nil	Nil	Nil	Nil	203,673
Rajiv Khanna	2021	193,750	Nil	Nil	Nil	Nil	Nil	Nil	193,750
Chief Financial	2020	156,187	Nil	Nil	Nil	Nil	Nil	Nil	156,187
Officer	2019	174,360	Nil	Nil	Nil	Nil	Nil	Nil	174,360
Chris Panczuk	2021	220,000	Nil	Nil	Nil	Nil	Nil	Nil	220,000
Chief Operating	2020	196,135	Nil	Nil	Nil	Nil	Nil	Nil	196,135
Officer	2019	203,673	Nil	Nil	Nil	Nil	Nil	Nil	203,673

INCENTIVE PLAN AWARDS

Outstanding share-based awards and option-based awards

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

	Option-based Awards				Share-based Awards		
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options [1] ($)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
Owen Moore Chief Executive Officer	Nil	n/a	n/a	n/a	n/a	n/a	n/a
Rajiv Khanna Chief Financial Officer	250,000 30,000	$0.335 $0.375	May 29, 2023 Oct. 18, 2022	$Nil $Nil	n/a	n/a	n/a
Chris Panczuk Chief Operating Officer	Nil	n/a	n/a	n/a	n/a	n/a	n/a
Paul Christie Director	166,500 100,000	$0.15 $0.20	Feb. 22, 2026 May 26, 2026	$19,980 $1,750	n/a	n/a	n/a
Edward Kulperger Director	150,000 100,000	$0.39 $0.20	Oct. 18, 2022 May 26, 2026	$Nil $1,750	n/a	n/a	n/a
Joanne De Laurentiis Director	250,000 100,000	$0.335 $0.20	May 29, 2023 May 26, 2026	$Nil $1,750	n/a	n/a	n/a
Nauby Jacob Director	Nil	n/a	n/a	n/a	n/a	n/a	n/a

Note:

(1) Calculated by multiplying the number of Common Shares purchasable on exercise of the options by the difference between the market price of the Common Shares at December 31, 2021 and the exercise price of the options. The closing price of the Company's Common Shares on the TSX Venture Exchange on December 31, 2021 was $0.27.

Incentive plan awards – value vested or earned during the year

The following table sets forth the incentive plan awards, value vested or earned during the most recently completed financial year for each NEO and director of the Company.

Name	Option-based awards – Value vested during the year ($) [(i)]	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Owen Moore Chief Executive Officer	n/a	n/a	n/a
Rajiv Khanna Chief Financial Officer	$Nil	n/a	n/a
Chris Panczuk Chief Operating Officer	n/a	n/a	n/a
Paul Christie Director	$1,250 [(ii)]	n/a	n/a
Edward Kulperger Director	$1,250 [(ii)]	n/a	n/a
Joanne De Laurentiis Director	$1,250 [(ii)]	n/a	n/a

Notes:

(i) The aggregate dollar value is the amount that would have been realized if the options under the option-based award had been exercised on the vesting date. The aggregate dollar value is calculated by multiplying the number of Common Shares purchasable on exercise of the options on the vesting date by the difference between the market price of the Common Shares on the vesting date and the exercise price of the options.

(ii) 12,500 options with exercise price of $0.20 vested on August 26, 2021, and on that date the market price was $0.23. Additional 12,500 options with exercise price of $0.20 vested on November 26, 2021, and on that date the market price was $0.27.

Narrative Description of Option-based and Share-based plans

The Company maintains a stock option plan (the "Stock Option Plan").

The Stock Option Plan provides that the Board may allocate non-transferable options to purchase Common Shares of the Company to Employees, Directors and Consultants, as defined in the policies of the TSX Venture Exchange (the "Exchange Policies") of the Company and its subsidiaries. Under the Stock Option Plan, the aggregate number of Common Shares to be delivered upon the exercise of all options granted under the Stock Option Plan shall not exceed 6,606,189 Shares as at the time of granting of options; unless the Company has obtained disinterested shareholder approval as provided for in the Exchange Policies, no individual shall, during any 12 month period, be granted an option which exceeds 5% of the issued and outstanding Common Shares of the Company at the time of granting of the option; no Consultant to the Company shall, during any 12 month period, be granted an option which exceeds 2% of the issued and outstanding Common Shares of the Company at the time of granting of the option; no Employee conducting investor relations activities for the Company shall, during any 12 month period, be granted an option which exceeds 2% of the issued and outstanding Common Shares of the Company at the time of granting of the option; and the exercise price can only be at such price permitted by the Exchange Policies. Options under the Stock Option Plan are non-assignable (except in the event of death) and may be exercisable for a term of up to ten years. If the expiry date of the option falls within a blackout period, or within nine business days following the expiration of a blackout period, the expiry date of the option is automatically extended to the tenth business day after the end of the blackout period. If an optionee ceases to be an Employee, Director or Consultant of the Company or its subsidiaries for any reason (other than for cause or other than for death), the option shall terminate within a reasonable period not to exceed 12 months (as fixed in the agreement evidencing the option) next succeeding the optionee ceasing to be in at least one of the foregoing categories. The option shall terminate immediately if the optionee's position is terminated for cause or if the optionee is removed as a director. The option shall terminate within one year after the death of

the optionee. The Board may, at its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.

Pension Plan Benefits

The Company does not have a pension plan and does not pay pension benefits to any of its NEOs.

Termination and Change of Control Benefits

There is no contract, agreement, plan or arrangement between the Company and any NEO that provides for payments to an NEO at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in the NEO's responsibilities, except as follows:

Pursuant to employment agreements each between the Company and Owen Moore, the Chief Executive Officer of the Company, between the Company and Chris Panczuk, the Chief Operating Officer of the Company, and the Company and Rajiv Khanna, the Chief Financial Officer of the Company, if either one's employment with the Company is terminated by the Company for any reason, the Company shall pay all accrued amounts of base salary, a pro-rata portion of the annual bonus, an amount equal to a base salary for a period of two years from the date of termination of employment and participation in employee benefits plans for a period of twelve months from the date of termination of employment. Termination of Mr. Moore's or Mr. Panczuk's or Mr. Khanna's employment will be triggered if: there is a substantial reduction in his responsibilities or status without his express written consent; the Company reduces the annual base salary; if there is any material adverse change to compensation, including, but not limited to, base salary and incentives at the date of said termination; if there is a requirement that he relocate or the Company fails to reimburse him for reasonable costs associated with relocation in a timely fashion; any reason that would be considered to be constructive dismissal by a court of competent jurisdiction; and a change in control as defined in the agreements. If the termination of employment in the foregoing circumstances occurred on the last business day of 2021, the amount that would be payable to Mr. Moore or Mr. Panczuk or Mr. Khanna would be $220,000 per year, $220,000 per year, $193,750 per year, respectively, payable monthly in arears, over the next two years.

Director Compensation

Director compensation table

The following table sets forth all amounts of compensation provided to the directors of the Company, other than NEOs, for the most recently completed financial year.

Name	Fees earned[(i)] ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Paul Christie	$18,000	Nil	Nil	Nil	Nil	Nil	$18,000
Edward Kulperger	$18,000	Nil	Nil	Nil	Nil	Nil	$18,000
Joanne De Laurentiis	$18,000	Nil	Nil	Nil	Nil	Nil	$18,000
Nauby Jacob	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(i) Includes all fees awarded, earned, paid, or payable in cash for services as a director.

(ii) Disclosure related to Owen Moore and Chris Panczuk, who are current NEOs of the Company, is provided under "*Executive Compensation – Summary Compensation Table*".

Outstanding share-based awards and option-based awards

See the table under "*Incentive Plan Awards*".

Incentive plan awards – value vested or earned during the year

See the table under "Incentive Plan Awards".

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information with respect to securities to be issued upon the exercise of outstanding options, warrants and rights granted pursuant to equity compensation plans of the Company as at its most recently competed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options,	Weighted average exercise price of outstanding	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	3,474,500	$0.26	3,131,689
Equity compensation plans not approved by securityholders	Nil	n/a	n/a
Total	3,474,500		3,131,689

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or Company other than the directors or executive officers of the Company.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended December 31, 2021 and in the related management discussion and analysis, which are filed on SEDAR at www.Sedar.com. The 2021 audited financial statements, the report of the auditor and management's discussion and analysis are being mailed to the shareholders, who have requested a copy together with the Notice of Meeting and this Information Circular and will be placed before the Meeting.

Additional information relating to the Company is filed on SEDAR at www.Sedar.com and upon request from Mr. Owen Moore, the Company's Chief Executive Officer, at 2475 Skymark Avenue Mississauga, Ontario L4W 4Y6, telephone number: 1-844-229-4347, or by email to info@bewhere.com. Copies of documents will

be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or Company who is not a securityholder of the Company, who requests a copy of any such document.

NORMAL COURSE ISSUER BID

On May 16, 2022, the Corporation announced that it had received acceptance by the TSX Venture Exchange of the Corporation's Notice of Intention to Make a Normal Course Issuer Bid (the "Bid") to acquire up to an aggregate of 4,416,074 of its Common Shares over a 12-month period representing approximately 5% of the issued and outstanding Common Shares of the Corporation. The Bid will commence on May 24, 2022 and will terminate on May 23, 2023 or the earlier of the date all shares which are subject to the Bid are purchased.

In the opinion of the Board, the market price of the Common Shares of the Corporation does not accurately reflect the value of those shares. As a result, the Corporation intends to repurchase its Common Shares that may become available for purchase at prices, which make them an appropriate use of funds of the Corporation.

Purchases subject to the Bid are carried out pursuant to open market transactions through the facilities of the TSX Venture Exchange. The Member through which the Bid is conducted is Echelon Wealth Partners, Toronto, Ontario. All Common Shares purchased under the Bid will be cancelled.

Shareholders may obtain a copy of the Notice of Intention To Make A Normal Course Issuer Bid, without charge, by contacting the Corporation at 2475 Skymark Avenue, Unit 4, Mississauga, Ontario, L4W 4Y6 (Phone number: 844-229-4373).

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

DATED: May 16, 2022.