



3D SIGNATURES INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS TO BE HELD ON NOVEMBER 28, 2017
AND
MANAGEMENT INFORMATION CIRCULAR
DATED OCTOBER 27, 2017**

3D SIGNATURES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 28, 2017

NOTICE IS HEREBY GIVEN that the 2017 Annual General and Special Meeting (the “**Meeting**”) of Shareholders of 3D Signatures Inc. (the “**Corporation**” or “**3DS**”) will be held at MaRS Discovery Centre, South Tower, 101 College Street, Toronto, Ontario on Tuesday, November 28, 2017 at 9:00 a.m. (Toronto Time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended June 30, 2017, together with the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
4. to consider a special resolution to change the Corporation’s registered office to Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, M5L 1A9; and
5. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is October 24, 2017 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. As a Shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of Computershare Investor Services Inc. (“**Computershare**”), Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, Canada M5J 2Y1, on behalf of the Corporation, so as to arrive not later than 9:00 a.m. (Toronto time) on November 24, 2017, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which

the proxy is to be used; (b) by telephone (toll free) at 1-866-732-VOTE (8683); or (c) on the internet at www.investorvote.com, unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

DATED this 27th day of October, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

“Jason Flowerday”

Chief Executive Officer, and Director

**3D SIGNATURES INC.
MANAGEMENT INFORMATION CIRCULAR**

(As at October 27, 2017, except as indicated)

VOTING AND PROXIES

SOLICITATION OF PROXIES

This management information circular (“Circular”) is provided in connection with the solicitation of proxies by management of 3D Signatures Inc. (the “Corporation” or “3DS”) for use at an annual general and special meeting (the “Meeting”) of the holders (“Shareholders”) of common shares (“Common Shares”) in the capital of the Corporation. The Meeting will be held on Tuesday, November 28, 2017 at 9:00 a.m. (Toronto time) at MaRS Centre, South Tower, 101 College Street, Suite 200, Toronto, Ontario, Canada M5G 1L7 or at such other time or place to which the Meeting may be adjourned, for the purposes set forth in the notice of annual general and special meeting accompanying this Circular (the “Notice”).

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of electronic communication. In accordance with National Instrument 54-101 Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

These security holder materials are being sent to both registered and non-registered owners of Common Shares. If you are a non-registered owner of Common Shares, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Common Shares on your behalf.

Accompanying this Circular (and filed with applicable securities regulatory authorities) is a form of proxy for use at the Meeting (a “Proxy”). Each Shareholder who is entitled to attend at meetings of Shareholders is encouraged to participate in the Meeting and all Shareholders are urged to vote on matters to be considered in person or by proxy.

All time references in this Circular are references to Toronto time.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of a Proxy

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper Proxy to Computershare Investor Services Ltd. (the "Transfer Agent"), at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1.

The persons named as proxyholders in the Proxy accompanying this Circular are directors or officers of the Corporation, or persons designated by management of the Corporation, and are representatives of the Corporation's management for the Meeting. **A Shareholder has the right to appoint a person or company to represent the shareholder at the meeting, other than the person or company designated in the form of proxy.** A Shareholder who wishes to appoint some other person (who need not be a Shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the management nominee designated in the Proxy may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person's name in the blank space provided in the accompanying Proxy; or (ii) completing another valid form of proxy. In either case, the completed form of proxy must be delivered to the Transfer Agent, at the place and within the time specified herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the management representatives named in the Proxy should notify such alternative nominee of the appointment, obtain the nominee's consent to act as proxy, and provide instructions on how the Common Shares are to be voted. The nominee should bring personal identification to the Meeting. In any case, the Proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the Proxy).

In order to validly appoint a proxy, Proxies must be received by the Transfer Agent, at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting or any adjournment or postponement thereof. After such time, the chairman of the Meeting may accept or reject a Proxy delivered to him in his discretion but is under no obligation to accept or reject any particular late Proxy.

Revoking a Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to either the registered office of the Corporation or the Transfer Agent at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting, or any postponement or adjournment thereof at which the proxy is to be used, or deposited with the chairman of such Meeting on the day of the Meeting, or any postponement or adjournment thereof. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

Also, a Shareholder who has given a proxy may attend the Meeting in person (or where the Shareholder is a corporation, its authorized representative may attend), revoke the proxy (by indicating such intention to the chairman before the proxy is exercised) and vote in person (or withhold from voting).

Signature on Proxies

The Proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. A Proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

Voting of Proxies

Each Shareholder may instruct his, her or its proxy how to vote his, her or its Common Shares by completing the blanks on the Proxy.

The Common Shares represented by the enclosed Proxy will be voted or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions. If a Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. In the absence of such direction, such Common Shares will be voted FOR THE RESOLUTIONS DESCRIBED IN THE PROXY AND BELOW. If any amendment or variation to the matters identified in the Notice is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the accompanying Proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. Unless otherwise stated, the Common Shares represented by a valid Proxy will be voted in favour of the election of nominees set forth in this Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Common Shares may be voted in favour of another nominee in the proxyholder's discretion. As at the date of this Circular, management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting.

Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to a substantial number of the Shareholders who do not hold their Common Shares in their own names. Shareholders who do not hold their Common Shares in their own names (referred to in this Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of

the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominees for many Canadian brokerage firms). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. **Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. or other brokers/agents are held.** Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

Non-registered holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "non-objecting beneficial owners" ("**NOBOs**"). Those non-registered holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to as "objecting beneficial owners" ("**OBOs**").

The Corporation does not intend to pay for Intermediaries to deliver the Meeting materials under Form 54-101F7 - Request for Voting Instructions Made by Intermediary to OBOs. As a result, OBOs will not receive the Meeting materials unless their Intermediary assumes the costs of delivery.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically provides a scannable voting instruction form in lieu of the Instrument of Proxy, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the voting instruction forms to Broadridge. Alternatively, Beneficial Shareholders sometimes are provided with a toll-free telephone number or website information to deliver the Beneficial Shareholder's voting instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. Accordingly, it is strongly suggested that Beneficial Shareholders return their completed voting instruction form as directed by Broadridge well in advance of the Meeting.**

All references to Shareholders in this Circular, the Instrument of Proxy and the Notice are to Shareholders of record unless specifically stated otherwise. Where documents are stated to be available for review or inspection, such items will be made available upon request to registered Shareholders who produce proof of their identity.

NOTICE-AND-ACCESS

The Corporation is not sending the Meeting materials to Shareholders using “notice-and-access”, as defined under NI 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

Board of Directors

The form of proxy accompanying this Circular sets out the proposed slate of directors. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person or elect to vote using the form of proxy are requested to complete the resolutions regarding election of directors, so that the Corporation can appropriately tabulate the votes in respect of the matter of the election of directors at the Meeting.

See “Particulars of Matters to be Acted Upon – Election of Directors”.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Shareholders of record as of October 24, 2017 (the “**Record Date**”) are entitled to receive notice and attend and vote at the Meeting, either in person or by proxy. As at the date of this Circular, the Corporation had 55,408,780 Common Shares issued and outstanding. Each Common Share entitles the holder to one vote in respect of any matter that may come before the Meeting. The outstanding Common Shares are listed on the Toronto Venture Exchange under the symbol “DXD”, the OTCQB under the symbol of “TDSGF”, and the Frankfurt Stock Exchange, under the symbol of “3D0”.

To the knowledge of the directors of the Corporation (the “**Directors**”) and executive officers of the Corporation, as of the date of this Circular, the only person or corporation that beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares is Dr. Sabine Mai, of whom owns 11,802,169 Common Shares or 21%.

As at the date of this Circular, the current Directors and officers of the Corporation as a group beneficially owned, directly or indirectly 16,931,290 Common Shares constituting approximately 31.7% of the issued and outstanding Common Shares.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are set forth in the accompanying Notice. These matters are described in more detail under the headings below.

FINANCIAL STATEMENTS AND AUDITORS' REPORT

Pursuant to the provisions of the *Canada Business Corporations Act* and of the Corporation's by-laws, the Corporation will submit to the Shareholders at the Meeting the financial statements of the Corporation for the year ended June 30, 2017 and the auditors' report thereon, but no vote by the Shareholders with respect thereto is required or proposed to be taken. The Board, upon the recommendation of the Audit Committee of the Corporation, approved the financial statements prior to their disclosure on SEDAR.

APPOINTMENT OF AUDITORS

The persons named in the enclosed instrument of proxy intend to vote for the re-appointment of **MNP LLP** as the Corporation's auditors until the next annual general meeting of Shareholders at remuneration to be fixed by the Board. **MNP LLP** were first appointed as the Corporation's auditors on September 7, 2016. At the Meeting, the Shareholders will be asked to vote for the re-appointment of **MNP LLP** as the auditors of the Corporation, to hold office until the next annual general meeting of the Shareholders, or until their successors are duly appointed, and to authorize the Board to fix their remuneration.

ELECTION OF DIRECTORS

3DS' articles provide that there must be at least one and no greater than seven directors. As at the date of this Circular, there were five directors. In accordance with 3DS' by-laws, the Board of Directors has determined that six directors will be elected at the meeting. Shareholders will be asked to elect as directors each of the six nominees listed below.

- John J. Swift
- Jason Flowerday
- Dr. Sabine Mai
- Gordon McCauley
- Keith Cassidy
- Ian Fodie

Particulars of the proposed slate of Directors are as follows:

Name, Residence, Period Served, Number of Securities Held	Biography
John J. Swift Chair, Board of Directors British Columbia, Canada Served since September 8, 2016	John Swift is a lawyer in Vancouver, British Columbia, with an independent practice centered on organizing, financing and advising knowledge-based businesses, and on technology transfer from public institutions and universities. John Swift has served on the Boards of Inex Pharmaceuticals, Ultrasonix Medical Corporation and

Name, Residence, Period Served, Number of Securities Held	Biography
<p>Number of Common Shares Held: 1,938,048 **Mr. Swift's Common Shares are held under Swift Family Trust (2014)</p>	<p>NeuroMed Technologies Inc., the Vancouver Public Library, the National Arts Centre, Arts Umbrella, and has recently retired as the Chairman of the Central City Foundation. In 1984 John Swift was Principal Secretary to the Prime Minister and, subsequently, Chief of Staff, Office of the Leader of the Opposition, Government of Canada.</p>
<p>Jason Flowerday CEO and Director (non-independent) Ontario, Canada Served since September 27, 2016 Number of Common Shares Held: 513,333 Member of the Audit Committee</p>	<p>Mr. Flowerday has extensive life sciences leadership experience including over a decade of business development and marketing work for two of the world's largest pharmaceutical companies, Germany's Bayer AG and US-based Johnson and Johnson. Other notable positions include executive leadership and entrepreneurial roles with Knight Therapeutics and Pro Bono Bio Inc. Mr. Flowerday was also co-founder and co-owner of both Orphan Canada and RxMedia Healthcare Communications. He is an independent Director of Aequus Pharmaceuticals.</p>
<p>Dr. Sabine Mai, PhD Director and Chair, Clinical and Scientific Advisory Board Manitoba, Canada Served since September 8, 2016 Number of Common Shares Held: 11,802,169 **Dr. Mai's Common Shares are held under Dr. Sabine Mai Family Trust</p>	<p>Dr. Sabine Mai is currently Professor of Physiology and Pathophysiology, Biochemistry and Medical Genetics, Human Anatomy and Cell Science, University of Manitoba. She is also Director of The Genomic Centre for Cancer Research and Diagnosis (GCCRD) at the University of Manitoba.</p> <p>She is an internationally known researcher who has more than one hundred publications related to research on Genomics and Genomic Instability. Most recently she has contributed to a library of patents related to her work on 3D Genomic Analysis. She is the recipient of several academic awards including the Braidwood Jackson Memorial Award; the Dr. Saul Highman Memorial Award; the Rh Award (Basic Science); and the J&J Cognition Challenge (2013). She was recognized in 2015 as one of the Top 100: Canada's Most Powerful Women.</p> <p>Dr. Mai has dedicated her life to the research of Cancer and other debilitating diseases. She has been instrumental in the development of innovative 3D analysis of genomic instability, which will help in diagnosing more specifically</p>

Name, Residence, Period Served, Number of Securities Held	Biography
	and earlier several forms of Cancer. This will allow physicians to personalize treatment and improve the quality of outcomes. During the course of more than twenty years of research she has contributed to a portfolio of patents protecting her discoveries. Her vision is to use her discoveries for the benefit of patients everywhere.
<p>Gordon McCauley Director</p> <p>Residence: British Columbia, Canada</p> <p>Served since September 8, 2016</p> <p>Number of Common Shares Held: Nil</p> <p>Member of the Audit Committee and the Governance and Nominating & Compensation Committee</p>	<p>Gordon McCauley has more than 20 years' experience in healthcare businesses. He is President and CEO of Viable Healthworks Corp. a national healthcare service firm, and remains a Partner in NDI Capital, a healthcare investment business he co-founded in 2000. Mr. McCauley served as President and CEO of Allon Therapeutics, a publicly traded biotechnology company in the NDI portfolio, from 2004 to July of 2013.</p> <p>Prior to co-founding NDI, he led the successful growth and development of two Canadian healthcare companies. Outside of the healthcare industry, Mr. McCauley has been a senior sales and public affairs executive for a Canadian multinational energy company and served in a staff capacity to two Prime Ministers and former Ontario Premier David Peterson.</p>
<p>Keith Cassidy CFO and Director (non-independent)</p> <p>Residence: Alberta, Canada</p> <p>Served since October 17, 2017</p> <p>Number of Common Shares Held: 820,444</p> <p>Member of the Audit Committee</p>	<p>Keith Cassidy is an accountant, formerly a Chartered Accountant, with significant experience in professional services management (legal), as well as health care and education, at strategic and leadership levels. Mr. Cassidy has served as VP Finance and CFO for the Royal Victoria Hospital.</p> <p>He has held Executive Director positions with several major law firms including Davies Ward Phillips & Vineberg LLP; McMillan LLP; and Bennett Jones LLP. He has also lectured in Business Administration at John Abbott College in Montreal.</p>
<p>Ian Fodie, CA Board Nominee</p> <p>Residence: Toronto, Ontario</p>	<p>Ian Fodie is the Principal of IF Only Strategies Ltd., and acting Chief Financial Officer of Vividata. Prior thereto, he served as either Chief Financial Officer or other Executive management positions to such corporations as NRI Global, First Bauxite Corporation, Lithium Americas Corp., Oriental</p>

Name, Residence, Period Served, Number of Securities Held	Biography
Number of Common Shares Held: Nil	<p>Minerals Inc., Longview Capital Partners Inc., Mainframe Entertainment Inc., Historical Xperiences Inc., Sexttant Entertainment Group Inc., and International Keystone Entertainment Inc., many of which were traded on either the TSX or TSX Venture Exchange.</p> <p>Mr. Fodie has held several past board positions, including Peace Arch Entertainment Group Inc., Oriental Minerals Inc., Woulfe Mining Corp., and Endeavour for the Benefits of the Art, Sciences and Health.</p>

The Board of Directors does not have limits on their terms of office.

Corporate Cease Trade Orders or Bankruptcies

None of the proposed directors of the Corporation, with the exception of that which is noted below:

- 1) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any Corporation, including the Corporation, that:
 - a) was the subject of an order which that person was acting in the capacity as director, executive officer or chief financial officer; or
 - b) was the subject of an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer in the Corporation which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- 2) is as at the date of this Information Circular or has been within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual;
- 3) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- 4) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Mr. Gordon McCauley was previously the President and CEO of Allon Therapeutics Inc. (TSX: NPC). After the conclusion of a global phase 3 clinical trial that failed, Allon Therapeutics Inc. submitted a proposal under the Bankruptcy and Insolvency Act. This proposal was submitted in the District of British Columbia, Vancouver Division (03), Estate number 11-1753091. Deloitte & Touche Inc. (“Deloitte”) was appointed trustee. The creditors approved this proposal at a general meeting of the creditors on June 12, 2013. Deloitte applied on November 22, 2013 for a final discharge which was granted (court number B- 130695).

Ian Fodie was a Director of Peace Arch Entertainment Inc. (“Peace Arch”) at the date of a trading suspension issued by the Toronto Stock Exchange on December 4, 2008 for failure by Peace Arch to file audited financial statements and management’s discussion and analysis for the year ended August 31, 2008. A cease trade order was issued by the Toronto Stock Exchange on December 18, 2008. Peace Arch’s shares were also delisted from the NYSE Amex LLC exchange on September 30, 2009. Ian Fodie resigned as a Director of Peace Arch in February 2013. Later in 2013, a Trustee was appointed and Peace Arch filed for bankruptcy.

CHANGING THE CORPORATION’S REGISTERED OFFICE

At the Meeting, shareholders will be asked to consider and, if thought advisable, to approve a special resolution to change the Corporation’s registered office to Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, M5L 1A9. The special resolution is as follows:

Resolved that:

- i. the articles of the Corporation be amended to change the registered office of the Corporation to Blake, Cassels & Graydon LLP, 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, M5L 1A9.
- ii. the directors of the Company are hereby authorized to revoke this special resolution without further approval of the holders of the Corporation’s common shares at any time prior to the endorsement by the directors under the *Canada Business Corporations Act* of a certificate of articles of amendment in respect of this resolution; and
- iii. any director or officer of the Corporation is hereby authorized and directed for and on behalf of the Corporation to execute and deliver articles of amendment, in duplicate, to the Director under the *Canada Business Corporations Act*, in order to give effect to this special resolution, and to execute and deliver all such other documents and to do all such acts and things as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing.

To be effective, the resolution to change the registered office of the Corporation must be approved by two-thirds of the votes cast by holders of Common Shares who vote in respect of the resolution, in person or represented by proxy at the Meeting in accordance with the provisions of the *Canada Business Corporations Act*.

The Board recommends that shareholders vote “**FOR**” the resolution relating to the Corporation’s change in registered office. **Unless a shareholder directs that his or her Common Shares are to be voted against this resolution, the persons named in the enclosed form of proxy will vote FOR the special resolution to change the Corporation’s registered office.**

EXECUTIVE COMPENSATION

Background

The Corporation was incorporated under the Canada Business Corporations Act (the “CBCA”) on May 25, 2011 under the name “Plicit Capital Corp.” (“Plicit”). Initially, the Corporation was a capital pool company as defined pursuant to the policies of the TSX Venture Exchange. Following the completion of a qualifying transaction and reverse takeover on September 8, 2016 (the “Qualifying Transaction”), wherein Plicit acquired all of the issued and outstanding shares in the capital of 3D Signatures Inc. (“Old 3DS”), a private company incorporated under the CBCA, Old 3DS became a wholly-owned subsidiary of the Corporation and amalgamated with 9574611 Canada Inc. under the name 3D Signatures Holdings Inc. and Plicit subsequently changed its name to 3D Signatures Inc. (the “Qualifying Transaction”).

The Corporation held its most recent annual general meeting of shareholders on August 31, 2016 (as at that time, Plicit). The Corporation sent its management information circular, dated August 1, 2016, to the Shareholders, a copy of which is posted on SEDAR at www.sedar.com.

The following disclosure of compensation earned by certain executive officers and Directors of the Corporation in connection with their office or employment with the Corporation is made in accordance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”). Disclosure is required to be made in relation to “Named Executive Officers”, being those individuals who served as the Chief Executive Officer, Chief Financial Officer and each of the Corporation’s three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation was, individually, more than \$150,000 for the financial year. As at June 30, 2017, the end of the most recently completed financial year of the Corporation, the Named Executive Officers of the Corporation were Jason Flowerday, Chief Executive Officer, and Keith Cassidy, Chief Financial Officer.

Governance and Nominating & Compensation Committee

The Corporation has a Governance and Nominating & Compensation Committee that oversees both the governance of the Corporation, as well as the policies and practices adopted to determine the compensation for the Corporation’s directors and executive officers. The composition of the Committee as of October 27, 2017 is as follows:

- Gordon McCauley (independent) (Chair)

Bruce Colwill resigned from the Committee on October 7, 2017. As such, at the conclusion of the Annual General and Special Meeting, it would be expected that the following Board nominees would be appointed to that Committee:

- Ian Fodie (independent)

All current and proposed Committee Members have served in senior leadership positions of which have provided them with direct experience that is relevant to their responsibilities in executive compensation.

The responsibilities, powers, and operation of the committee are as follows:

Compensation Matters

- Recommending approval to the Board of goals and objectives, and evaluating the performance against these goals and objectives, for the Chief Executive Officer and senior management positions of the Company (senior management defined as VP level and above);
- Recommending approval to the Board of the compensation to be awarded to the Chief Executive Officer and senior management positions of the Corporation;
- Ensuring appropriate succession planning for the Chief Executive Officer and senior management positions; and
- Reviewing and approving the Corporation's human resources philosophies, policies, compensation and benefit plans and programs as they relate to the Corporation's strategy, and recommending approval of same to the Board, as necessary.

Governance and Nominating Committee Matters

- Maintaining and enhancing the Corporation's corporate governance practices;
- Identifying and recommending to the Board, selection criteria and qualified individuals in respect of the composition of the Board and its committees; and
- Assessing the performance of the Board, individual members of the Board, committees and the Chair of the Board.

For further details as to the role of the Committee, please refer to the Corporation's website at www.3dsignatures.com.

Compensation Discussion and Analysis

The Corporation's executive compensation program during the most recently completed financial year was administered by the board of directors. The board of directors based the executive compensation on comparable positions at start-up biotechnology entities with limited funds. Compensation for the 2016/2017 fiscal year was set in September 2016 and was retroactive to January 2016.

Director Compensation

Directors' compensation for the directors is determined by the board of directors of the Corporation on an ongoing basis.

Significant Elements of Compensation

During the fiscal year ended June 30, 2017, the Named Executive Officers (each, a "NEO"), were compensated primarily through cash salaries and option grants.

Cash Salary

During the fiscal year ended June 30, 2017, 3DS set cash compensation for management at a level deemed appropriate for the responsibilities associated with each executive position, the experience of the individuals filling these positions and the available funds of 3DS, based on comparable positions at start-up biotechnology entities with limited funds.

Performance Bonus

During the financial year ended June 30, 2017, no performance based compensation was awarded to the NEOs.

Employment, Consulting and Management Agreements

As of June 30, 2017, 3DS was a party to consulting agreements with John J. Swift, Keith B. Cassidy, and Dr. Sabine Mai. Each such agreement (collectively, the "Agreements") contains covenants in 3DS' favour, including a non-competition covenant, a loyalty covenant, a non-solicitation of clients and employees, covenant and confidentiality and non-disclosure obligations. Under the Agreements, all work product that was prepared, produced, developed or acquired by these persons was the property of 3DS, and these persons were restricted from disclosing any information, documents or work product which was developed by these persons or to which these persons may have had access to as a result of their services to 3DS. Pursuant to the Agreements, each of these persons could be terminated by 3DS immediately for cause or without cause on written notice. Upon termination, these persons were entitled to receive all sums due and payable under the Agreement to the date of termination.

Under the Agreements, Mr. Swift, Mr. Cassidy, and Dr. Mai were entitled to receive the following, per-month:

Name	Monthly Consulting Fee
John Swift	\$0 per month in calendar 2015; \$10,000 per month effective January 1, 2016
Keith Cassidy	\$4,167 per month in calendar 2015; \$10,000

Name	Monthly Consulting Fee
	per month effective January 1, 2016, increased to \$12,500 per month effective September 8, 2016
Dr. Sabine Mai	\$2,000 per month effective September 1, 2015

Stock Option Plan

The 3DS stock option plan is available to all employees, directors and consultants, including the NEOs, of 3DS. The objective of the stock option plan is to tie the interests of the directors, employees and consultants of 3DS directly to the interests of the shareholders of 3DS, as increases in the value of 3DS' common shares cause related increases in the value of the stock options issued pursuant to the stock option plan. In that regard, the stock option plan is intended to serve as a long term retention and incentive tool. The stock option plan was approved by shareholders of Plicit Capital Corp., (renamed 3D Signatures Inc.).

The exercise price, terms, vesting and conditions of any options granted are established by the board of directors of 3DS. The board of directors of 3DS are able to grant up to fifteen percent of the issued and outstanding common shares of 3DS, from time to time, and upon the exercise of an option of 3DS, the number of common shares thereafter available to be issued under the stock option plan is decreased by the number of common shares as to which the option is exercised. If an option granted under the 3DS stock option plan has expired or terminated for any reason without having been exercised in full, the unpurchased common shares subject thereto are again available for the purposes of the stock option plan. The options granted pursuant to the stock option plan can be exercised during a period not exceeding ten years from the date of grant. The options granted pursuant to the 3DS stock option plan are non-transferable.

Awards of options for all directors and employees, including NEOs, are approved by the board of directors of 3DS on an ongoing basis. The determination of an award, as well as the amount of any award, is at the sole discretion of the board of directors. In deciding to grant options, the board of directors takes previous option grants into consideration. There are no performance or other conditions related to the vesting of the options, other than continued employment with 3DS.

Summary Compensation Table for NEOs and Directors

The compensation paid to the NEOs and directors of 3DS, excluding compensation securities, for the periods noted is summarized in the following table and is expressed in Canadian dollars.

SUMMARY COMPENSATION TABLE

Name and position	Year	Salary, consulting fee, retainer or commission (\$)¹	Bonus (\$)	Committee or Board meeting fees (\$)	Option Based Awards (\$)⁷	Value of all other compensation (\$)⁸	Total compensation (\$)
NAMED EXECUTIVE OFFICERS							
Ferenc Somogyvari, CEO & Director ²	16/17	70,000	-	-	62,128	-	132,128
	15/16	140,000	-	-	-	-	140,000
Keith B. Cassidy, CFO	16/17	128,867	-	-	105,318	-	234,185
	15/16	85,000	-	-	-	-	85,000
Jason Flowerday, CEO & Director	16/17	173,438	-	-	155,320	-	328,758
DIRECTORS (noting that Messrs. Flowerday and Cassidy are also Directors)							
John Swift, Director	16/17	60,000	-	-	-	-	60,000
	15/16	-	-	-	124,256	-	124,256
Dr. Sabine Mai, Director, Chair of the Clinical and Scientific Advisory Board ³	16/17	24,000	-	-	-	-	24,000
	15/16	20,000	-	-	-	-	20,000
Gordon McCauley, Director	16/17	-	-	-	74,554	-	74,554
	15/16	-	-	-	-	-	-
Ian Smith, Director ⁴	16/17	-	-	-	87,309	-	87,309
	15/16	-	-	-	15,527	-	15,527
Bruce Colwill, Director ⁵	16/17	-	-	-	51,828	-	51,828
	15/16	-	-	-	-	-	-
Helen Stevenson, Director ⁶	16/17	-	-	-	59,040	-	59,040

Notes:

- (1) All compensation noted is compensation received under the consulting agreements described above, with the exception of Mr. Flowerday, of whom is a salaried employee.
- (2) Following Mr. Somogyvari's resignation as CEO on September 26, 2016 (when Mr. Flowerday became CEO), Mr. Somogyvari entered into a contract position to assist with transition matters, until December 31, 2016.
- (3) Dr. Mai's compensation was provided for consulting services and not in her capacity as a director.
- (4) Mr. Smith resigned from the Board on December 5, 2016.
- (5) Mr. Colwill resigned from the Board on October 7, 2017.
- (6) Ms. Stevenson resigned from the Board on August 11, 2017.
- (7) The dollar amount of options is based on the grant date fair value of the award as determined by using a Black-Scholes option pricing model.
- (8) No perquisites were granted to any NEO or Director in either of the fiscal years 2015/2016 or 2016/2017.

Stock Options and Other Compensation Securities for NEOs and Directors

NEO and Director Equity Based Awards

The following table sets out the compensation securities granted or issued to each director and NEO by 3DS in the 2016/2017 financial year for services provided, directly or indirectly, to 3DS.

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion, or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
NAMED EXECUTIVE OFFICERS							
Ferenc Somogyvari, CEO & Director	Options	110,000	26-Sep-16	\$0.68	\$0.68	\$0.455	25-Sept-26
Keith B. Cassidy, CFO	Options	110,000	26-Sep-16	\$0.68	\$0.68	\$0.455	25-Sept-26
	Options	100,000	27-Oct-16	\$0.52	\$0.52	\$0.455	26-Oct-26
Jason Flowerday, CEO & Director	Options	275,000	26-Sep-16	\$0.68	\$0.68	\$0.455	25-Sept-26
	Options	253,125	17-Jan-17	\$0.79	\$0.79	\$0.455	16-Jan-27

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion, or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
DIRECTORS (noting that Messrs. Flowerday and Cassidy are also Directors)							
John Swift, Director	Options	220,000	26-Sep-16	\$0.68	\$0.68	\$0.455	25-Sept-26
Dr. Sabine Mai, Director, Chair of the Clinical and Scientific Advisory Board	N/A	-	-	-	-	-	-
Gordon McCauley, Director	Options	132,000	26-Sep-16	\$0.68	\$0.68	\$0.455	25-Sept-26
Ian Smith, Director	Options	110,000	26-Sep-16	\$0.68	\$0.68	\$0.455	25-Sept-26
Ian Smith, Director	Options	40,000	9-Dec-16	\$0.76	\$0.76	\$0.455	8-Dec-26
Bruce Colwill, Director	Options	120,000	27-Oct-16	\$0.52	\$0.52	\$0.455	26-Oct-26
Helen Stevenson, Director	Options	120,000	9-Dec-16	\$0.76	\$0.76	\$0.455	8-Dec-26

Exercise of Compensation Securities by Directors and NEOs

EXERCISE OF COMPENSATION SECURITIES						
Name and Principal Position	Number of Underlying Securities	Exercise Price Per Security (\$)	Date of Exercise	Closing Price Per Security on Date of Exercise ¹	Difference Between Exercise Price and Closing Price on Date of Exercise	Total Value on Exercise Date (\$)
Keith Cassidy, CFO	282,632	\$0.1238	October 26, 2016	\$0.52	\$0.3962	\$111,979

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Directors or officers of the Corporation nor any of their associates or affiliates is now or has been indebted to the Corporation since the commencement of the last completed fiscal year, nor has any indebtedness of any such person been subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No Director or officer of the Corporation, nor any proposed nominee for election as a Director of the Corporation, nor any other insider of the Corporation, nor any associate or affiliate of any one of them, has or has had, at any time since the commencement of the Corporation's last financial year, any material interest, direct or indirect, in any transaction or proposed transaction that has materially affected or would materially affect the Corporation.

CORPORATE GOVERNANCE DISCLOSURE

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

National Policy 58-201 – *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. National Instrument 58-101F3 – *Corporate Governance Disclosure for Venture Issuers* mandates disclosure of the corporate governance practices of venture issuers, which disclosure is set out below.

COMPLIANCE OBLIGATION	COMPLIANCE
<p>Board of Directors - Disclose how the board of directors (the board) facilitates its exercise of independent supervision over management, including the identity of directors that are independent, and the identity of directors who are not independent, and the basis for that determination.</p>	<p>The determination of independence is within the Mandate of the Governance and Nominating & Compensation Committee. Specifically, it is within same “To review the Company’s structures and procedures to ensure that the Board is able to and in fact is, functioning independently of management”. This independence determination is based on the independence standards set out under National Instrument 52-110 - <i>Audit Committees</i>, Section 1.4 “Meaning of Independence”.</p> <p>Currently, Mr. Jason Flowerday, CEO of 3DS, and Mr. Cassidy, the CFO of 3DS are the only non-independent directors. As such, 60% of the directors are independent.</p>
<p>Directorships - If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p>	<p>Mr. Flowerday serves on the Board of Directors of Aequus Pharmaceuticals, of which is traded on both the TSX Venture Exchange and the OCTQB. No other director of 3DS is a director of any other issuers that are reporting issuers (or the equivalent) in Canada or a foreign jurisdiction.</p>
<p>Orientation and Continuing Education - Describe what steps, if any, the board takes to orient new board members, and describe any measures the board takes to provide continuing education for directors.</p>	<p>The Governance and Nominating & Compensation Committee is responsible for implementing procedures for the orientation and education of new Board members concerning their role and responsibilities and for the continued development of existing members of our Board. 3DS is in the process of formalizing a program for new directors regarding, among other things, the role of the Board, its committees and directors and the nature and operation of our business. This program will include a series of interviews and orientation sessions with senior management and tours of 3DS’ areas of operations hosted by the respective executive and senior operating staff. As part of the formal orientation, new directors</p>

COMPLIANCE OBLIGATION	COMPLIANCE
	<p>will receive an information package containing our strategic planning materials, directors' information handbook, and recently issued disclosure materials. In addition to this program, new members to the Board are encouraged to conduct their own due diligence through independent meetings with the Chair of our Board, our CEO, or any other director they may choose. Directors are also provided with opportunities throughout the year to meet with management for informal question and answer discussions. A continuing education program will also be considered in the upcoming fiscal year.</p>
<p>Ethical Business Conduct - Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>3DS has adopted a Code of Business Conduct and Ethics, of which serves as our guiding principles and values outlining the basis on which we operate as a high performance, principled corporation. These principles and values establish our commitment to conducting business ethically and legally. The CEO, in accordance with his position, fosters a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility.</p> <p>The Code of Business Conduct and Ethics applies to all directors, officers, employees, contractors and consultants. The Code of Business Conduct and Ethics makes specific reference to compliance with the law; employee relations; health, safety and the environment; accounting and financial reporting; conflicts of interest; gifts, benefits, and entertainment; political contributions and government relations; confidential information; community relations; company property and opportunity; and overall responsibility. All of our directors, officers, employees, contractors and consultants are asked to review the Code of Business Conduct and Ethics and confirm on an annual basis that they understand their individual responsibilities and agree to its requirements. Any waiver of the Code of Business Conduct and Ethics for officers or directors may only be made by our</p>

COMPLIANCE OBLIGATION	COMPLIANCE
	<p>Board and will be promptly disclosed to shareholders as required by law. The Code of Business Conduct and Ethics is available on our website.</p> <p>A Whistleblower Policy has also been adopted to supplement the Code of Business Conduct and Ethics, of which provides an additional avenue for stakeholders to communicate concerns about how we conduct our business. Any such concerns will be promptly reported to the Audit Committee.</p> <p>A Corporate Disclosure and Trading Policy has also been adopted that governs the conduct of all staff, contractors, consultants and directors and provides for restricted trading and insider guidelines for directors and senior officers.</p>
<p>Nomination of Directors – Disclose what steps, if any, the board takes to identify new candidates for board nomination, including: who identifies new candidates, and the process for identifying new candidates.</p>	<p>The Governance and Nominating & Compensation Committee’s primary duties and responsibilities include identifying individuals qualified to become Board members, recommend to the Board proposed nominees for election to the Board at the next annual meeting of shareholders and develop and recommend to the Board corporate governance principles applicable to 3DS.</p> <p>The succession planning process involves the use of a skills matrix, which helps the Committee and the Board identify any gaps in the skills, expertise and industry experience identified as being most important to 3DS. The Committee has identified the following key skills and experience when assessing the qualifications of the Board:</p> <ul style="list-style-type: none"> ● Risk and Compliance ● Financial and Audit ● Strategy ● Policy Development ● Corporate Finance ● Diagnostics Commercialization ● Investor Relations/Communications

COMPLIANCE OBLIGATION	COMPLIANCE
	<ul style="list-style-type: none"> • Legal • Corporate Governance • Human Resources • Technology
<p>Compensation – Disclose what steps, if any, are taken to determine the compensation for the directors and the CEO, including who determines the compensation, and the process for determining compensation.</p>	<p>The Governance and Nominating & Compensation Committee assists the Board in carrying out its responsibilities with respect to compensation of employees and directors, and human resources matters. The Committee’s primary duties and responsibilities are to assist the Board in carrying out its responsibilities by reviewing compensation and human resources matters in support of the achievement of our business strategy and making recommendations to the Board, as appropriate. In particular, the Committee is responsible for reviewing and approving corporate goals and objectives relevant to the CEO’s compensation, evaluating the CEO’s performance against those goals and objectives and making recommendations to the Board with respect to the CEO’s compensation.</p>
<p>Other Board Committees – If the board has standing committees other than the audit, compensation, and nominating committees, identify the committees and describe their function.</p>	<p>The Board has no other standing Committees.</p>
<p>Assessments – Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.</p>	<p>In 2017, the Governance and Nominating & Compensation Committee will begin to conduct a performance evaluation of the effectiveness and contribution of the Board, Board committees and individual directors. As part of its evaluation, the Committee will evaluate the need for changes to Board and committee composition based on an analysis of the skills, expertise and industry experience necessary for 3DS. The Committee and the Board recognize the benefit that new perspectives, ideas and business strategies can offer and support periodic Board renewal. The Committee and the Board also recognize that a director’s experience and knowledge of 3DS’ business is a valuable resource. Accordingly, the Board</p>

COMPLIANCE OBLIGATION	COMPLIANCE
	believes that 3DS and its shareholders are best served with the regular assessment of the effectiveness and contribution of the Board, Board committees and individual directors together with periodic Board renewal.

Key Governance Documents

Many policies and practices support our corporate framework. The following documents constitute key components of our corporate governance system.

- Mandate of the Board of Directors
- Mandate of the Governance and Nominating & Compensation Committee
- Mandate of the Audit Committee
- Delegation of Authority Policy
- Chairman of the Board Position Description
- CEO Position Description
- Audit Committee Chair Position Description
- Governance and Nominating & Compensation Committee Chair Position Description
- Code of Business Conduct and Ethics
- Whistleblower Policy
- Disclosure and Trading Policy

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee Mandate is attached to this Circular as Appendix “A”.

As of October 27, 2017, the Audit Committee was composed of the following directors:

- Gordon McCauley (independent & financially literate)
- Jason Flowerday (non-independent & financially literate)
- Keith Cassidy (non-independent & financially literate)

Messrs. Flowerday and Cassidy were appointed to the Audit Committee to fill the vacancy left by Bruce Colwill who resigned from the Board and the Committee on October 7, 2017. At the conclusion of the Annual General and Special Meeting, it would be expected that the following Board nominees would be appointed to that Committee:

- Ian Fodie (independent and financially literate)

Non-Audit Services

It is within the Mandate of the Audit Committee to pre-approve (or delegate such pre-approval to one or more of its independent members) all engagements for non-audit services to be provided to the Corporation or its subsidiary entities by the external auditor, together with all non-audit services fees, and consider the impact of such engagements and fees on the independence of the external auditor.

Audit Fees

The current auditor of the Corporation is MNP LLP of 2500, 201 Portage Avenue, Winnipeg, Manitoba R3B 3K6 and were first appointed as the Corporation's auditors on September 7, 2016.

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit fees are as follows:

	Fiscal Year Ended 2016/2017	Fiscal Year Ended 2015/2016
Audit Fees	\$34,000	\$7,000
Audit Related Fees	\$30,000	\$11,500
Tax Fees	\$45,388	\$2,500
All Other Fees	\$26,721	\$9,500
Total	\$136,109	\$30,500

Audit fees: Audit fees are for the annual audit.

Audit related fees: Audit related fees are for quarterly reviews.

Tax fees: Tax fees are for tax related services for corporate tax.

All Other Fees: All other fees are for advisory services and assistance with statement preparation for the Qualifying Transaction that took place in 2016.

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

No Director or executive officer of the Corporation, nor any proposed nominee for election as a Director of the Corporation, nor any of the persons who have been Directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year and no associate or affiliate of any of the foregoing persons has any 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).

OTHER MATTERS

Management knows of no other matters to come before the Meeting of Shareholders other than referred to in the Notice of Meeting. However, if any other matters which are not known to the management of the Corporation shall properly come before the said Meeting, the form of proxy given pursuant to the solicitation by management of the Corporation will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

Additional Information

Additional information relating to the Corporation may be found on SEDAR at www.sedar.com. Financial information is provided in the Corporation's financial statements and management's discussion and analysis. These documents are also available on SEDAR at www.sedar.com.

Approval of the Directors

The contents of this Circular and the sending thereof to the Shareholders of the Corporation have been approved by the Board.

October 27, 2017

BY ORDER OF THE BOARD OF DIRECTORS

“Jason Flowerday”

Chief Executive Officer, and Director



APPENDIX 'A'

AUDIT COMMITTEE CHARTER

3D Signatures Inc.

PURPOSE

The Audit Committee (the "Committee") is responsible for performing the duties delegated to it by the Board of Directors (the "Board") of 3D Signatures Inc. (the "Company") to enable the Board to fulfill its oversight duties, in relation to:

- 1) the Company's financial disclosure;
- 2) the qualifications and independence of the Company's external auditor;
- 3) the performance and independence of the external auditor;
- 4) the compensation of the external auditors;
- 5) the credibility and objectivity of financial reports; and
- 6) receiving reports directly from the external auditor.

MEMBERS

The Committee shall consist of at least three members of the Board, the majority of whom shall not be officers, employees, or control persons of the Company (or any of the Company's "Associates" or "Affiliates" (as those terms are defined in TSX Venture Corporate Finance Policy 1.1 - Interpretation)), and all of whom shall be *independent* and *financially literate* within the meaning of the Canadian Securities Administrators National Instrument 52 - 110 - *Audit Committees* ("NI 52 - 110"), or are otherwise in compliance with NI 52 - 110.

The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed. The Board shall have the power at any time to remove members of the Committee and to fill vacancies in the Committee, subject to the Committee continuing to satisfy the composition requirements mentioned above. The Board shall designate one member of the Committee as its Chairman or delegate authority to designate a Chairman to the Committee.

OUTSIDE ADVISORS AND CONSULTANTS

The Committee is authorized, when deemed necessary or desirable, to retain and oversee independent counsel, outside experts and other advisors to advise the Committee or its members independently on any matter and to compensate such advisors at the Company's expense. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any independent advisor retained by the Committee. Prior to

engaging any independent advisor, the Committee shall consider all factors relevant to the independence of the advisor from management, including any factors set forth in applicable stock exchange, securities commission rules, other applicable legislations, the Company Conflict of Interest Policy and if a conflict of interest exists, determine how to address such conflict of interest.

DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee specific to audit and finance matters, on behalf of the Board, shall include the following:

Financial Disclosure

The Committee shall, all in accordance with NI 52 - 110:

- 1) unless otherwise determined by the Board, approve the Company's interim management's discussions and analyses (pursuant to delegation of authority by the Board);
- 2) review and recommend to the Board for approval, the Company's:
 - a) interim and annual financial statements;
 - b) annual management's discussions and analyses;
 - c) interim and annual earnings press releases; and
 - d) other documents containing audited or unaudited financial information, at its discretion;

and report thereon to the Board before such documents are approved by the Board and disclosed to the public;

and be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the disclosure provided by the financial statements, management's discussions and analyses and earnings press releases, and shall periodically assess the adequacy of those procedures, including those included in the Corporate Disclosure and Trading Policy.

External Audit

The Committee shall, all in accordance with NI 52 - 110:

- 1) recommend to the Board the external auditor to be appointed for purposes of preparing or issuing an auditor's report or performing any other audit, review or attest services for the Company;
- 2) review the terms of the external auditor's engagement, the appropriateness and reasonableness of proposed audit fees, and any issues relating to the payment of audit

- fees, and make a recommendation to the Board with respect to the compensation of the external auditor;
- 3) review the independence of the external auditor, including an annual report prepared by the external auditor regarding its independence;
 - 4) meet with the external auditor and with management to review the audit plan, audit findings, and any restrictions on the scope of the external auditor's work;
 - 5) review with the external auditor and management any changes in Generally Accepted Accounting Principles that may be material to the Company's financial reporting;
 - 6) have the authority to communicate directly with the external auditor;
 - 7) require the external auditor to report directly to the Committee;
 - 8) directly oversee the work of the external auditor that is related to the preparation or issue of an auditor's report or other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
 - 9) meet with the external auditor to discuss the annual financial statements (including the report of the external auditor thereon) and the interim financial statements (including the review engagement report of the external auditor thereon);
 - 10) review any management letter containing the recommendations of the external auditor, and the response and follow-up by management in relation to any such recommendations;
 - 11) review any evaluation of the Company's internal control over financial reporting conducted by the external auditor, together with management's response;
 - 12) pre-approve (or delegate such pre-approval to one or more of its independent members) in accordance with a pre-approval policy, all engagements for non-audit services to be provided to the Company or its subsidiary entities by the external auditor, together with all non-audit services fees, and consider the impact of such engagements and fees on the independence of the external auditor;
 - 13) review and approve the Company's hiring policy regarding partners, employees and former partners and employees of the present and former external auditor;
 - 14) in the event of a change of auditor, review and approve the Company's disclosure relating thereto.

Risk Oversight

In performing its duties and exercising its powers, the Committee shall consider and address:

- 1) the risks related to the establishment, maintenance and implementation of disclosure controls and procedures and internal control over financial reporting in relation to disclosure by the Company in accordance with applicable law; and
- 2) an Enterprise Risk Management system of which identifies any other risks that would reasonably be expected to have a material effect on the Company's ongoing business, affairs and/or reputation.

Financial Complaints Handling Procedures

The Committee shall establish procedures for:

- 1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- 2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Chief Executive Officer's Expense Reports

The Chairman of the Committee shall review on an annual basis, the expense reports of the Chief Executive Officer. Following this review, the Chairman shall report to the Committee. The Chairman shall have the authority to approve all expense claims prior to such expense claims being submitted for payment.

Subsidiaries

- 1) With respect to any Material Operating Subsidiary in the corporate ownership chain between the Company and any Direct Subsidiary, the Committee shall review the financial statements of that Material Operating Subsidiary.
- 2) With respect to any Direct Subsidiary:
 - a) the Committee shall rely on the review and approval of the financial statements of the Direct Subsidiary by the audit committee and the board of directors of the Direct Subsidiary, and on reports or opinions of the external auditor on those financial statements;
 - b) the Committee shall receive a copy of the charter of the Direct Subsidiary's audit committee, together with a memorandum summarizing its meeting processes and structure ("Process Memorandum"); and
 - c) at each meeting of the Committee, the secretary of the Committee shall table a report from the secretary of the Direct Subsidiary's audit committee confirming that the processes mandated by its charter and Process Memorandum have been followed.

For these purposes:

- i) “Material Operating Subsidiary” means an operating subsidiary whose net income represents 10% or more of the net income of the Company; and
- ii) “Direct Subsidiary” means the first Material Operating Subsidiary entity below the Company in a corporate ownership chain that has an audit committee which is comprised of a majority of independent directors.

PROCEDURAL MATTERS

In connection with the discharge of its duties and responsibilities, the Committee shall observe the following procedures:

- (1) Meetings - The Committee shall meet at least four times every year, and more often if necessary, to discharge its duties and responsibilities hereunder.
- (2) Quorum - A quorum at any meeting of the Committee shall be two Committee members.
- (3) Secretary - The Chairman, or any person appointed by the Chairman, shall act as secretary of meetings of the Committee.
- (4) Calling of Meetings - A meeting of the Committee may be called by the Chairman of the Committee, by the Chairman of the Board, by the external auditor of the Company, or by any member of the Committee. When a meeting of the Committee is called by anyone other than the Chairman of the Board, the Chairman of the Committee shall so inform the Chairman of the Board forthwith.

Auditor's attendance at meetings

The external auditor shall be entitled to receive notice of every meeting of the Committee and, at the expense of the Company, to attend and be heard at any meeting of the Committee. If so requested by a member of the Committee, the external auditor shall attend every meeting of the Committee held during the term of office of the external auditor, in addition to the Annual General Meeting of Shareholders.

Access to information

The Committee shall have access to any information, documents and records that are necessary in the performance of its duties and the discharge of its responsibilities under this Charter.

Review of Charter

The Committee shall not less than annually review this Charter and recommend any changes to the Board as it may deem appropriate.

Reporting

The Chairman of the Committee shall report to the Board, at meetings of the Board, and/or as otherwise required pursuant to NI 52 - 110, and shall promptly inform the Chairman of the Board of any significant issues raised during the performance of the functions as set out herein, by the external auditor or any Committee member, and shall provide the Chairman of the Board copies of any written reports or letters provided by the external auditor to the Committee.

In Camera Sessions

The Committee shall periodically meet in camera alone, and meet separately with each of the external auditor and management, all as the Committee deems appropriate.