

FINDEV INC.

**Notice of Meeting
and
Information Circular**

in respect of an

ANNUAL MEETING OF SHAREHOLDERS

to be held on August 23, 2019

INFORMATION CIRCULAR

Dated July 24, 2019

FINDEV INC.
NOTICE OF MEETING OF SHAREHOLDERS
to be held on August 23, 2019

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) in the capital of Findev Inc. (“**Findev**” or the “**Corporation**”) will be held at the offices of Findev Inc., 10 Wanless Ave, Suite 201, Toronto, ON M4N 1V6, Canada, on Friday, August 23, 2019 at noon (Toronto time), for the following purposes:

1. to receive the audited financial statements for the year ended December 31, 2018 and the report of the auditors thereon;
2. to elect the directors of Findev to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
3. to appoint the auditors of Findev for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider and, if thought advisable, pass, with or without variation an ordinary resolution to re-approve the Corporation’s 10% rolling stock option plan; and
5. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Specific details of the matters to be put before the Meeting are set forth in the proxy statement and Information Circular of Findev dated July 24, 2019 for more detailed information with respect to the matters to be considered at the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Computershare Trust Company of Canada, the registrar and transfer agent of the Corporation, at 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by facsimile, at 1-866-249-7775 (toll free) or 1-416-263-9524 (outside North America), by no later than 11:59 a.m. on August 21, 2019 or two (2) days (not including Saturdays, Sundays and statutory holidays observed in Toronto, Ontario) preceding the date of any adjournment. Late proxies may be accepted or rejected by the Chairman of the Meeting at his or her discretion, and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice. If you are unable to attend the Meeting, we encourage you to complete the enclosed form of proxy as soon as possible.

If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of Findev have fixed July 22, 2019 as the record date. Only Shareholders whose names are entered on the register of Findev at the close of business on July 22, 2019 will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the record date and the transferee of those Common Shares establishes ownership of such Common Shares and demands, not later than ten (10) days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Toronto, Ontario this 24th day of July, 2019.

BY ORDER OF THE BOARD OF DIRECTORS
Signed "*Sruli Weinreb*"

/s/ Sruli Weinreb

Sruli Weinreb
Chief Executive Officer

FINDEV INC.

INFORMATION CIRCULAR

**FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON FRIDAY, AUGUST 23, 2019**

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Findev Inc. ("Findev" or the "Corporation") for use at the annual meeting (the "Meeting") of the holders ("Shareholders") of common shares in the capital of Findev ("Common Shares"). The Meeting will be held at the offices of Findev Inc., 10 Wanless Ave, Suite 201, Toronto, ON M4N 1V6, Canada, on Friday, August 23, 2019 at noon (Toronto time), and at any adjournments thereof for the purposes set forth in the Notice of Meeting of Shareholders ("Notice of Meeting") accompanying this Information Circular. Information contained herein is given as of July 24, 2019 unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail, but may also be by telephone, facsimile or in person by directors, officers and employees of Findev who will not be additionally compensated therefor. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by Findev.

APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are directors and/or officers of Findev. **A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent such Shareholder at the Meeting other than the persons designated in the enclosed form of proxy by inserting the name of the chosen nominee in the space provided for that purpose on the form of proxy and by striking out the printed names.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing, or if the Shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. To be acted upon, the proxy must be deposited with Computershare Trust Company of Canada, the registrar and transfer agent of Findev, at 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by facsimile, at 1-866-249-7775 (toll free) or 1-416-263-9524 (outside North America), by no later than 11:59 a.m. (Toronto time) on August 21, 2019 or two days (not including Saturdays, Sundays and statutory holidays observed in Toronto, Ontario) preceding the date of any adjournment.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the registered office of Findev at any time up to and including the last day (not including Saturdays, Sundays and statutory holidays observed in Toronto, Ontario) preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many Shareholders of Findev, as a substantial number of Shareholders do not hold Common Shares in their own name.

Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of Findev 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 Common Shares will not be registered in the Shareholder’s name on the records of Findev. 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 shares are registered under the name of “CDS & Co.” (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

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 to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by Findev. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails a scanable voting instruction form in lieu of the form of proxy. The Beneficial Shareholder is requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number or visit www.proxyvote.com to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of 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.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. A Beneficial Shareholder who wishes to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own name in the blank space on the instrument of proxy provided and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting on any matter that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting then discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

At the time of printing of this Information Circular, the management of Findev knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

None of the directors or senior officers of Findev are aware of any material interest of any director or nominee for director, or senior officer or anyone who has held office as such since the beginning of Findev's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than as disclosed in this Information Circular.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The board of directors of Findev (the “**Board**” or “**Board of Directors**”) have fixed July 22, 2019 as the record date. Shareholders at the close of business on July 22, 2019 are entitled to receive notice of the Meeting and to vote at the Meeting or at any adjournments thereof on the basis of one (1) vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to July 22, 2019; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten (10) days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote his or her Common Shares at the Meeting.

Findev is authorized to issue an unlimited number of Common Shares and an unlimited number of Class B Preferred Shares, without nominal or par value. As at the date hereof, no Class B Preferred Shares were issued and outstanding and 28,647,441 Common Shares were issued and outstanding as fully paid and non-assessable shares in the capital of Findev.

The Corporation's Class B Preferred Shares may be issued in one (1) or more series, and the directors are authorized to fix the number of shares in each series, and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. The Class B Preferred Shares are entitled to a priority over the Common Shares with respect to the payment of dividends and the distribution of assets upon the liquidation of the Corporation.

The holders of Common Shares are entitled to one (1) vote per Common Share at meetings of Shareholders, to receive any dividend when declared by the Board and to receive *pro rata* upon liquidation, dissolution or winding-up of Findev, the remaining property of Findev upon dissolution.

To the knowledge of the directors and executive officers of Findev, no person, firm or corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying ten percent (10%) or more of the voting rights attached to any class of voting securities of Findev other than the following:

Name of Holder	Type of Ownership	Number of securities beneficially owned or controlled	Percentage of the class of outstanding voting securities
Plazacorp Holdings Limited	Direct	11,608,000	40.52%

The above information, not being within the knowledge of Findev, has been derived from information provided by such person or from public sources available to Findev.

As at the date of this Information Circular, the directors and officers as a group owned beneficially, including the Common Shares held by Plazacorp Holdings Limited⁽¹⁾, directly and indirectly, 12,892,738

Common Shares of Findev, representing 45.0% of the presently issued and outstanding Common Shares.

Notes:

1. Plazacorp Holdings Limited is 100% owned and controlled by Mr. Anthony Heller, a director of Findev.

INFORMATION CONCERNING FINDEV

Findev Inc. was formed by the amalgamation of TransGaming Technologies Inc. and TransGaming Inc. on May 31, 2006 pursuant to the CBCA. On January 1, 2018, Findev Inc. amalgamated with Findev 2017 Inc., a wholly owned subsidiary. The head office and registered office of Findev is located at 10 Wanless Ave., Suite 200, Toronto, Ontario, M4N 1V6. Findev is a reporting issuer in the Provinces of Alberta, British Columbia, Ontario and Quebec.

STATEMENT OF EXECUTIVE COMPENSATION

The purpose of this Statement of Executive Compensation is to provide information about Findev's executive and director compensation, and the decision-making process relating to compensation for the period ended December 31, 2018.

Securities legislation requires the disclosure of compensation received by each Named Executive Officer of the Corporation for the two (2) most recently completed financial years. "**Named Executive Officer**" or "**NEOs**" is defined by the legislation to mean (i) each of the Chief Executive Officer and the Chief Financial Officer of the Corporation, despite the amount of compensation of that individual, (ii) the most highly compensated executive officer, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds \$150,000, and (iii) any additional individual for whom disclosure would have been provided under (ii) but for the fact that the individual was not serving as an executive officer of the Corporation at the end of its most recently completed financial year.

"**Executive Officer**" is defined by the legislation to mean (i) the chair of the Corporation, (ii) a vice-chair of the Corporation, (iii) the President of the Corporation, (iv) a vice-president of the Corporation in charge of a principal business unit, division or function such as sales, finance or production, or (v) an officer of the Corporation or any of its subsidiaries or any other person who performed a policy-making function in respect of the Corporation.

During the Corporation's most recently completed financial year, the Corporation had two (2) Named Executive Officers: Mr. Sruli Weinreb, the Chief Executive Officer and Mr. Claude Ayache, the Chief Financial Officer.

NEO and Director Compensation

Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
SruLi Weinreb ⁽³⁾ Chief Executive Officer and Director	2018 ⁽¹⁾	90,000	Nil	Nil	Nil	Nil	90,000
	2017 ⁽¹⁾	90,000	Nil	Nil	Nil	Nil	90,000
	2016 ⁽²⁾	18,125 ⁽⁵⁾	Nil	Nil	Nil	Nil	18,125
Claude Ayache ⁽⁴⁾ Chief Financial Officer	2018 ⁽¹⁾	53,941	Nil	Nil	Nil	Nil	53,941
	2017 ⁽¹⁾	84,039	Nil	Nil	Nil	Nil	84,039
	2016 ⁽²⁾	19,215 ⁽⁶⁾	Nil	N/A	Nil	Nil	19,215
Anthony Heller Director	2018 ⁽¹⁾	N/A	N/A	750	N/A	N/A	750
	2017 ⁽¹⁾	N/A	N/A	750	N/A	N/A	750
	2016 ⁽²⁾	N/A	N/A	1,500	N/A	N/A	1,500
Brice Scheschuk Director	2018 ⁽¹⁾	N/A	N/A	1,000	N/A	N/A	1,000
	2017 ⁽¹⁾	N/A	N/A	1,500	N/A	N/A	1,500
	2016 ⁽²⁾	N/A	N/A	2,500	N/A	N/A	2,500
David Roff Director	2018 ⁽¹⁾	N/A	N/A	750	N/A	N/A	750
	2017 ⁽¹⁾	N/A	N/A	1,000	N/A	N/A	1,000
	2016 ⁽²⁾	N/A	N/A	1,750	N/A	N/A	1,750
Niall Finnegan Director	2018 ⁽¹⁾	N/A	N/A	750	N/A	N/A	750
	2017 ⁽¹⁾	N/A	N/A	1,000	N/A	N/A	1,000
	2016 ⁽²⁾	N/A	N/A	1,750	N/A	N/A	1,750
Devon Cranson Director	2018 ⁽¹⁾	N/A	N/A	750	N/A	N/A	750
	2017 ⁽¹⁾	N/A	N/A	750	N/A	N/A	750
	2016 ⁽²⁾	N/A	N/A	1,500	N/A	N/A	1,500

Notes:

1. Fiscal Period from January 1 to December 31, 2017 and January 1 to December 31, 2018.
2. Fiscal Period from June 1 to December 31, 2016.
3. On September 23, 2016, Mr. SruLi Weinreb was appointed as the Corporation's CEO.
4. On November 1, 2016, Mr. Claude Ayache was appointed as the Corporation's CFO.
5. This amount was paid to a company controlled by Mr. SruLi Weinreb, prior to May 1, 2018.
6. This amount was paid to a company controlled by Mr. Claude Ayache.

Stock Options and Other Compensation Securities

For fiscal year ended December 31, 2018, Findev did not issue any compensation securities to any NEO or director.

For fiscal year ended December 31, 2018, no NEO or director of Findev exercised any compensation securities

Stock Option Plans and Other Incentive Plans

The Corporation has adopted an incentive stock option plan, as amended from time to time (the “**Stock Option Plan**”) for the granting of stock options to the Corporation’s directors, officers, employees and consultants. The purpose of granting such stock options is to assist the Corporation in compensating, attracting, retaining and motivating the participants in the Stock Option Plan and to closely align the personal interests of such persons to that of the Shareholders.

The Stock Option Plan provides that the Board may from time to time, in its discretion, and in accordance with the requirements of the TSX Venture Exchange (the “**TSXV**”), grant to directors, officers, employees and consultants of the Corporation, non-transferable options to purchase Common Shares of the Corporation. The maximum number of Common Shares reserved for issuance under the Stock Option Plan is ten percent (10%) of the issued and outstanding Common Shares as at the date of the grant of an option under the Stock Option Plan. In connection with the foregoing, the number of the Common Shares reserved for issuance to: (a) any individual director, officer or employee will not exceed five percent (5%) of the issued and outstanding Common Shares; and (b) all consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised no later than ninety (90) days following cessation of the optionee’s position with the Corporation, provided that if the cessation of office, directorship or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one (1) year after such death, subject to the expiry date of such option. Under the TSXV policies, a rolling stock option plan must be approved and ratified by Shareholders on an annual basis.

As of the date hereof, there are 1,464,000 options that have been granted by the Corporation, exercisable at prices ranging from \$0.60 per share to \$6.125 per share, all of which are still outstanding.

The price per share at which shares may be purchased under the Stock Option Plan is determined by the Board. The minimum price cannot be lower than the Discounted Market Price (as defined in the Stock Option Plan) of the shares at the date of the grant of the option.

If an optionee ceases to be an Eligible Person (as defined in the Stock Option Plan) for any reason, other than as a result of termination for cause or death or disability, the optionee may exercise all options granted to the optionee which have vested and are exercisable on the date the optionee ceases to be an Eligible Person (the “**Termination Date**”), until the earlier of the Expiry Date and the date that is ninety (90) days after the Termination Date or thirty days after the Termination Date if the Eligible Person is an Investor Relations Person as defined in the Stock Option Plan (such period, the “**Expiry Period**”). Any unvested options granted to the optionee which vest after the Termination Date but prior to the end of the Expiry Period are exercisable by the optionee until the end of the Expiry Period.

If an optionee ceases to be an Eligible Person as a result of termination for cause, the optionee has no right to exercise any options granted to the optionee, whether vested or unvested, and all such optionee’s options shall terminate as at the date of termination of employment and shall be void and of no further force or effect.

The Shareholders have approved the Stock Option Plan and are being asked to re-approve the same at the upcoming Annual Meeting of the Shareholders.

Employment, Consulting and Management Agreements

Other than as described herein, Named Executive Officers do have any contractual or non-contractual arrangements that might cause the amounts disclosed herein to be misleading if used as an indicator of expected compensation levels in future periods.

Mr. Sruli Weinreb is entitled to a monthly salary equal to \$7,500 which is paid to a company which he controls. Mr. Weinreb does not have any contractual entitlements for payments in connection with a change of control, severance, termination or constructive dismissal.

Mr. Claude Ayache is compensated based on the time spent to meet the needs of the Corporation in discharging his responsibilities as the Chief Financial Officer. Mr. Ayache's compensation is paid to a company which he controls. Mr. Ayache does not have any contractual entitlements for payments in connection with a change of control, severance, termination or constructive dismissal.

Furthermore, for the sake of clarity, the Named Executive Officers do not have any specified contractual arrangements for the payment of bonuses or the allocation of stock options or similar incentive compensation. The Board, on a discretionary basis, following a review and recommendation by the Governance, Nomination and Compensation Committee, determines all incentive compensation.

Oversight and Description of NEO and Director Compensation

The Board as a whole makes the determination as to the appropriate level of remuneration for the directors and NEOs of the Corporation. Remuneration is assessed and determined by taking into account such factors as the size of the Corporation and the level of compensation earned by directors and officers of companies of comparable size and industry. The Corporation performs an assessment of compensation for directors and officers of comparable companies from time-to-time and the results of this assessment coupled with the background, experience and judgment of the members of the Board serve as the basis for determination of compensation of the Corporation's directors and officers.

Other than as described herein, the Corporation did not pay any additional compensation to the Named Executive Officers, Executive Officers or directors (including personal benefits and securities or properties paid or distributed, which compensation was not offered on the same terms to all full-time employees) during the last completed financial year.

The Corporation uses a mix of base salary, discretionary bonuses and stock options to meet its objectives of compensating, attracting, retaining and motivating officers and directors. The process used by the Board is based on discussion with management and collectively establishing certain metrics, objectives, and the meeting of internal and board approved budgets. To date, the Corporation has not engaged any third-party consultants to assist it with this process. The Corporation believes that the most effective compensation program is one that is competitive in the marketplace, rewards both individual achievement as well as the overall performance of the Corporation and attempts to align the interests of executives with those of the Corporation's Shareholders. However, the Board recognizes that these factors need to be balanced against the stage of the Corporation's development and its available resources.

Mr. Sruli Weinreb is paid a monthly salary and Mr. Claude Ayache is compensated based on an hourly rate. There were no significant changes to the Corporation's compensation policies in the most recently completed financial year.

Pension Plan Benefits and Deferred Compensation Plans

The Corporation did not provide compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as a Named Executive Officer, in connection with or related to the retirement, termination or resignation of such person and the Corporation has provided no compensation to such persons as a result of change in control of the Corporation, its subsidiaries or affiliates.

SECURITIES ISSUABLE UNDER EQUITY COMPENSATION PLANS

The following table sets forth, as at December 31, 2018, the number of Common Shares to be issued upon the exercise of outstanding options, warrants and rights issued pursuant to equity compensation plans, the weighted average exercise price of such outstanding options, warrants and rights, and the number of Common Shares remaining available for future issuance under equity compensation plans of the Corporation including the Stock Option Plan.

Plan Category	Number of Shares to be issued upon exercise of outstanding options, warrants and rights outstanding	Weighted-average exercise price of outstanding options, warrants and rights	Number of Shares remaining available for future issuance under equity compensation plans (excluding shares reflected in the first column)
Equity compensation plans approved by Shareholders	1,464,000	\$0.63	1,400,744
Equity compensation plans not approved by Shareholders	Nil	Nil	Nil
Total	1,464,000	\$0.63	1,400,744

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Except as disclosed herein, none of the directors or officers of Findev, nominees for election as a director of Findev, or associates of such persons have been indebted to Findev or any of its subsidiaries at any time since the beginning of the most recently completed fiscal year. No such person has been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by Findev or any of its subsidiaries in respect of the purchase of securities or otherwise. In the normal course of business, Findev has advanced \$10,805,000 to Plazacorp Investments Limited, as it is owned and controlled by a director.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director or officer of Findev, proposed nominee for election as a director of Findev, Shareholder who beneficially owns more than ten percent (10%) of the Common Shares of Findev, or any associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction since the commencement of Findev's last financial year except as otherwise disclosed in this Information Circular. None of the foregoing persons have any interest in any proposed transaction which has materially affected or would materially affect Findev except as otherwise described in this Information Circular.

CORPORATE GOVERNANCE

On June 30, 2005, the Canadian Securities Administrators enacted National Policy 58-201 Corporate Governance Guidelines (the **Policy**) and National Instrument 58-101 Disclosure of Corporate Governance Practices (**NI 58-101**). The Policy provides guidelines on corporate governance practices while NI 58-101 requires Canadian venture issuers to disclose their corporate governance practices in accordance with the disclosure items set out in Form 58-101F2.

The Corporation's practices comply generally with the guidelines, however, the current directors of the Corporation consider that some of the guidelines are not suitable for the Corporation at its current state of development and therefore the Corporation's governance practices do not reflect these particular guidelines. Given that the Corporation is a relatively small venture issuer in terms of both activities and market capitalization, the directors of the Corporation believe that the current governance structure is cost-effective and appropriate for the needs of the Corporation's shareholders. Set out below is a description of the Corporation's corporate governance practices as required to be disclosed by NI 58-101.

Board of Directors

The Board is responsible for overseeing the management of the Corporation and the conduct of the Corporation's affairs generally. The majority of the Board's members are independent. The Board composition for the period ended December 31, 2018 was six (6) members, four (4) of whom, Mr. Brice Scheschuk, Mr. David Roff, Mr. Niall Finnegan, and Mr. Devon Cranson were independent. Mr. Anthony Heller and Mr. Sruli Weinreb are the only directors that were not "independent", as defined by National

Instrument 52-110 Audit Committees (**NI 52-110**).

Directors are expected to attend board meetings and meetings of the committees on which they serve and to spend the time needed to properly discharge their responsibilities. In the fiscal year ended December 31, 2018, the Board held a total of 2 formal board meetings and 1 formal audit committee meeting. The remaining decisions throughout the year were passed by written resolution following informal discussions amongst the directors and management of the Corporation.

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is comprised of a majority of independent directors.

Other Reporting Issuer Experience

The following table sets out the directors proposed for re-election, officers and promoters of the Corporation that are, or have been within the last five (5) years, directors, officers or promoters of other reporting issuers:

Name	Name and Jurisdiction of Reporting Issuer	Name of Trading Market	Position	From	To
Claude Ayache	Agau Resources Inc. (CBCA – Ontario)	Trading Halt	Director CFO	August 2018 August 2018	Present Present
	Hinterland Metals Inc. (CBCA – Ontario)	Trading Halt	Director CFO	March 2019 January 2019	Present Present
Brice Schedchuk	Globalive Technology Inc. (OBCA – Ontario)	TSX Venture	CFO	November 2018	Present
Anthony Heller	Firm Capital Mortgage Investment Corporation (CBCA – Ontario)	Toronto Stock Exchange	Director	1999	Present
David Roff	Deep Well Oil & Gas Inc. (US SEC)	OTCBB	Director	April 2019	Present
Sruli Wienreb	Adent Capital Corp. (CBCA – Ontario)	TSX Venture	Director	May 2017	Present
	AGAU Resources Inc. (BCAA – Alberta)	TSX Venture	Director	March 2018	Present
	Capicorn Business Acquisition (CBCA – Ontario)	TSX Venture	Director	March 2017	Present

Orientation and Continuing Education

The Corporation does not have a formal orientation or continuing education program for directors. All of the current directors are intimately familiar with the Corporation's business and activities. New directors are provided with access to recent, publicly filed documents of the Corporation and all Board minutes and corporate governance materials. New directors are encouraged to ask questions and communicate with management and employees to keep themselves current with industry trends and changes in corporate legislation.

Ethical Business Conduct

The Board monitors the ethical conduct of the Corporation and its management and ensures that it complies with applicable legal and regulatory requirements. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law

have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

The written Code of Ethics adopted by the Board was attached as Schedule "C" to the September 18, 2006 Information Circular and is incorporated by reference. There have been no changes to the Code of Ethics since it was adopted.

Governance, Nomination and Compensation Committee

There have been no changes in the mandate of the Governance, Nomination and Compensation Committee, whose written mandate was attached to the September 18, 2006 Information Circular as Schedule "D" and is incorporated by reference.

From time to time it reviews and considers the size of the Board in relation to the needs of the Corporation, with a view of facilitating effective decision-making and identifying and selecting individuals qualified to become new Board members and submits recommendations to the Board for its consideration and decision. Further, in consultation with the Chair of the Board it periodically, (i) assesses the competencies, skills and personal qualities required of directors in light of the Corporation's circumstances, business strategies and applicable regulatory requirements; (ii) reviews the competencies, skills and personal qualities of, and contributions made by, each existing director; and (iii) in light of the foregoing, makes recommendations for changes to the composition of the Board.

Compensation

The Governance, Nomination and Compensation Committee is responsible for reviewing and determining the adequacy of and form of compensation paid to the Corporation's executives and directors. The committee members evaluate the performance of the executives based on discussion with management and collectively establishing certain metrics, objectives, and the meeting of internal and board approved budgets. The Board, on a discretionary basis, following a review and recommendation by the committee, determines all compensation.

Assessments

The Board does not make regular formal assessments of the Board, its committees or its members. Given its relatively small size, the Board satisfies itself on an informal basis as described above, from time to time, that its members and its committees are performing effectively.

Other Committees

Aside from the Audit Committee described below and the Governance, Nomination and Compensation Committee described above, the Board also has an Investment Committee. The Investment Committee supervises, reviews and approves investments on behalf of the Board with respect to the implementation of the Corporation's investment policies, objectives, strategies, procedures and compliance.

Audit Committee

The Corporation's Audit Committee Charter is annexed hereto as Exhibit "A" and the composition of the Audit Committee for the year ended December 31, 2018 was as follows:

Name	Independent/Non-Independent Status ⁽¹⁾	Financially Literate/Not Financially Literate ⁽¹⁾	Relevant Education and Experience
Brice Scheschuk	Independent	Financially Literate	Mr. Brice Scheschuk, CPA, CA is the CEO of Globalive Capital, CFO of Pragmatic Solutions and past CFO of WIND Mobile
Niall Finnegan	Independent	Financially Literate	Mr. Niall Finnegan has over thirty-three (33) years of experience in the Canadian construction industry, including the role of President of Cost Consulting with Altus Group Limited, Canada's largest construction cost consulting and real estate development management company
David Roff	Independent	Financially Literate	Mr. David Roff, CPA, CA is a Partner at Globalive Capital and CFO of Brock View Rentals. He manages Globalive's real estate development and real estate investments

Notes:

- As defined by National Instrument 52-110 ("**NI 52-110**").

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemption).

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the attached Audit Committee Charter under the heading "B. Independent External Auditor (Section IV B.)".

External Auditor Service Fees (By Category)

The approximate aggregate fees incurred by the Corporation to the external auditors of the Corporation in the periods ending as follows are described below:

Fiscal Year Ending	Audit Fees	Audit-related Fees	Tax Services Fees	All other Fees
December 31, 2018	\$ 23,381	\$ Nil	\$ Nil	\$ Nil
December 31, 2017	\$ 88,224	\$ Nil	\$ 19,821	\$ Nil

Fiscal Year Ending	Audit Fees	Audit-related Fees	Tax Services Fees	All other Fees
December 31, 2016	\$ 60,000	\$ Nil	\$ Nil	\$ Nil

Other

The Corporation is relying on the exemption provided in Section 6.1 of NI 52-110.

ANNUAL MEETING BUSINESS

FINANCIAL STATEMENTS AND AUDITORS' REPORT

Audited financial statements for the fiscal period ended December 31, 2018 and the report of the auditors thereon will be mailed to Shareholders together with these Meeting materials and are also available on www.sedar.com. The presentation of such audited financial statements to the Shareholders at the Meeting will not constitute a request for approval or disapproval.

ELECTION OF DIRECTORS

The Corporation currently has six (6) directors. The number of directors to be elected at the Meeting has been set at six (6). The following table sets forth certain information pertaining to each proposed nominee for election as a director. Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated.

Each of the nominees has agreed to stand for election, and Findev is not aware of any intention of any of them not to do so. If, however, one (1) or more of them should become unable to stand for election, it is likely that one (1) or more other persons would be nominated at the Meeting for election, and in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

Findev's management recommends that Shareholders vote in favour of the election of each of the proposed nominees as directors of Findev for the ensuing year. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of each of the nominees named in this Information Circular.

Nominee Name, Position and Place of Residence	Principal Occupation for the Past Five Years	Shares Beneficially Owned Directly or Indirectly ^{(1), (2)}	Director Since
Anthony Heller ⁽⁶⁾ Toronto (Ontario), Canada	President, Plazacorp Investments Limited	11,608,000 ⁽³⁾	September 16, 2016
Sruli Weinreb ⁽⁶⁾ Toronto (Ontario), Canada	Chief Executive Officer, Findev Inc., Managing Partner, Plaza Capital Limited	862,000 ⁽⁴⁾	September 16, 2016
Brice Scheschuk, CA ^{(5), (6)} Toronto (Ontario), Canada Director	Chief Executive Officer, Globalive Capital CFO, Pragmatic Solutions Past CFO, WIND Mobile	170,238	September 13, 2013

Nominee Name, Position and Place of Residence	Principal Occupation for the Past Five Years	Shares Beneficially Owned Directly or Indirectly ^{(1), (2)}	Director Since
David Roff ⁽⁵⁾ Toronto (Ontario), Canada	Partner, Globalive Capital, CFO Brock View Rentals and Co-President of Brave Investment Corporation	166,666	September 16, 2016
Niall Finnegan ⁽⁵⁾ Toronto (Ontario), Canada	President, Finnegan Marshall Inc.	Nil	September 16, 2016
Devon Cranson Toronto (Ontario), Canada	President, Cranson Capital	68,334	September 16, 2016

Notes:

- The information as to shares beneficially owned, directly or indirectly, or over which control or direction is exercised, is based upon information furnished to the Corporation by the above individuals.
- The additional number of Common Shares subject to options held by each nominee is as follows:

Name	Options Held
Anthony Heller	150,000
Sruli Weinreb	300,000
Brice Scheschuk	200,000
David Roff	150,000
Niall Finnegan	150,000
Devon Cranson	150,000

- These Common shares are held by Plazacorp Holdings Limited, which is 100% owned and controlled by Mr. Anthony Heller. These Common shares represent approximately 40.52% of the 28,647,441 issued and outstanding Common shares of the Corporation. In addition, Plazacorp Holdings Limited holds warrants to purchase an additional 9,274,998 Common Shares.
- These Common shares are held via 2532369 Ontario Inc., which is 100% owned and controlled by Mr. Sruli Wienreb. These Common shares represent approximately 3.01% of the 28,647,441 issued and outstanding Common shares of the Corporation.
- Messrs. Scheschuk, Roff, and Finnegan comprise the Audit Committee, as well as the Compensation, Governance and Nominating Committee.
- Messrs. Heller, Scheschuk, and Weinreb comprise the Investment Committee.

Biographies of Directors

The following is a brief description of the directors that are being nominated.

Anthony Heller– Director. Age 67

Mr. Anthony Heller is the President of Plazacorp Investments Limited (“**Plazacorp Investments**”) which he founded in 1981 with the vision of developing retail commercial real estate. Plazacorp Investments developed shopping centers during the 1980s, including several mixed-use commercial-residential projects. In the early 1990s, its focus shifted to the development of residential condominiums. He has thirty-six (36) years of experience in real estate developments and has initiated and completed approximately \$2.1 billion of development projects. Mr. Anthony Heller has been involved in venture capital financings and has consulted with both privately held and publicly traded companies in which he has invested. He has been an independent director of Firm Capital Mortgage Investment Corporation (TSE: FCU) since 1999. He has invested in and provided guidance to many successful early-stage technology companies including YAK Communications, which was founded in 1998 and sold to Globalive for \$80 million in 2006.

Sruli Weinreb – Director and CEO. Age 39

Mr. Sruli Weinreb is the founder and managing partner of Plaza Capital Limited (“**Plaza Capital**”). Plaza Capital supports many North American early stage growth companies with strategic debt placements and equity investments. He is also the Chief Executive Officer of Lake Central Air Services Inc., the world’s

leading modification and integration partner for the airborne geophysical survey industry. Before founding Plaza Capital in 2013, Mr. Sruli Weinreb was the CEO of eMobile Inc. a telecom arbitrage company with a specialization in international roaming which he co-founded in 2008. His entry into tech investments and finance was preceded by an extended period of academic immersion with a concentration in Judaic Theology. He received his doctorate ordination in Jerusalem at The Jerusalem Kollel in 2005 and worked in community outreach in Houston, TX between 2005 and 2008.

Brice Scheschuk – Director. Age 48

Brice Scheschuk, CPA, CA is the Chief Financial Officer of Globalive Technology and Managing Partner of Globalive Capital. He was a co-founder and CFO of WIND Mobile as well as CEO of Globalive Communications. Mr. Scheschuk has twenty-five years' experience building and operating companies at Globalive, WIND Mobile, Leitch Technology and PricewaterhouseCoopers. He obtained his CA designation at PricewaterhouseCoopers and B.Comm (Hon.) Finance from Dalhousie University. Selected current and past board and advisory positions include Cranson Capital, Creative Destruction Labs – Atlantic and Toronto, Espresso Capital, Finaeo, Findev (CVE:FDI), Flexiti Financial, Founder Institute, Globalive Communications, iLOOKABOUT (CVE:ILA), Level Jump Financial Group, Loran Scholars Foundation, OutsiderIQ, Partsroom, Plaza Land Fund, Plaza Ventures, PitchPoint Solutions, Pragmatic Solutions, Ryerson Futures, Samba Days/Rewards, SceneDoc, Shamba Foundation, Techstars Toronto, Varicent Software, Web Host Industry Review, White Crane Capital, WIND Mobile, World of Angus and Zoocasa. Mr. Scheschuk is a frequent speaker on scale-up entrepreneurship and innovation.

David Roff – Director. Age 48

Mr. David Roff, CPA, CA is a Partner at Globalive Capital and CFO of Brock View Rentals. He manages Globalive's real estate development and real estate investments. He also works with Globalive's non-telecommunications private venture fund and micro-cap public investments. He has over twenty (20) years' experience as an angel investor, CFO and director of both private and public companies. He obtained his CA designation at Coopers & Lybrand (now PricewaterhouseCoopers). His current and past board and advisory positions include Arkson Nutraceuticals (OTC-BB: AKSN), Brock View Rentals, Deep Well Oil & Gas (OTC-BB: DWOG), Samba Days/Rewards, Scene Doc and Vet Success.

Niall Finnegan – Director. Age 59

Mr. Niall Finnegan has over thirty-four (34) years of experience in the Canadian construction industry. He has held several senior leadership positions in the business. He was a Senior Partner at Helyar from 1986-2005. Many of his contributions during this time can be attributed to the successful creation of Altus Group Limited, Canada's largest construction cost consulting and real estate development management company, where he held the role of President of Cost Consulting until 2011.

Mr. Niall Finnegan has a trusted history of successfully working for real estate lenders, developers and building owners. He has developed a solid understanding of lenders' perspectives on real estate financing due to his extensive involvement with major lending institutions both in Canada and abroad. His experience spans all types of buildings and projects, including high-rise residential, office, hotel, retail, hospital, industrial, seniors housing and long-term care, casinos, roads and infrastructure. In 2011, he founded Finnegan Inc., a real estate development consulting firm and in 2014, he co-founded Finnegan Marshall Inc. He has developed a solid reputation built on knowledge, experience and trust. He is a member of the Royal Institution of Chartered Surveyors, and the Canadian Institute of Quantity Surveyors.

Mr. Niall Finnegan has presented extensively for the past twenty-five (25) years at seminars for BILD, Insight, Urbanation, RICS and all major Canadian project lenders. He has also sat on various volunteer boards including Bishop Strachan School, Canadian Harmony Movement and the Georgian Peaks Club.

Devon Cranson – Director. Age 39

Mr. Devon Cranson is the founder and president of Cranson Capital, a boutique investment banking firm founded in 2006. He has deep expertise in all aspects of commercial financing, M&A and securities. He is a Certified Management Accountant (CMA), Chartered Public Accountant (CPA) and a licensed

Mortgage Agent. He is a member of the Society of Management Accountants, the Association for Corporate Growth (ACG), the Private Capital Markets Association (PCMA) and the National Exempt Market Association (NEMA).

Mr. Devon Cranson is President of both Cranson Capital Solutions Inc., a corporate finance and M&A advisory firm, and Cranson Capital Securities Inc., an Exempt Market Dealer. Under his leadership, Cranson Capital is a 5-time winner of the Private Capital Markets Association's Deal of the Year Award and recently ranked 49th on the Profit 500 fastest growing companies in Canada. He is on the Board of Directors of Points West Living LP, a seniors housing business in Alberta. He acts as the General Partner for three Toronto condo developments, a board observer to a high growth technology company and a Trustee of the Central Condominium REIT.

Prior to establishing of Cranson Capital, he worked for a top tier Canadian chartered bank in their commercial lending division in Toronto. Prior to commercial banking, he founded and operated a sports business. He graduated from the John Molson School of Business at Concordia University, B.Comm Finance.

Penalties or Sanctions

No director of Findev proposed for re-election has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority. Nor has any proposed director ever entered into a settlement agreement with a securities regulatory authority.

Corporate Cease Trade Orders

No director of Findev proposed for re-election has, within the ten (10) years prior to the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation for a period of more than thirty (30) consecutive days.

Bankruptcies

No director of Findev proposed for re-election has, within the ten (10) years prior to the date of this Information Circular, been a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

No director of Findev proposed for re-election has, within the ten (10) years preceding 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

APPOINTMENT OF AUDITORS

Findev recommends that Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants ("**DMCL**") be re-appointed as auditors of Findev, to hold office until the next annual meeting of Findev at such remuneration as may be fixed by the Board of Directors. DMCL was first appointed on March 12, 2019.

The persons designated in the enclosed form of proxy, unless instructed otherwise, intends to vote FOR the re-appointment of DMCL, as auditors of Findev.

RE-APPROVAL OF STOCK OPTION PLAN

The Corporation is asking Shareholders to re-approve the Stock Option Plan, authorizing the issuance of incentive stock options to directors, officers, employees and consultants of up to 10% of the issued and outstanding shares of the Corporation, from time to time.

The Stock Option Plan is a “rolling” stock option plan. Pursuant to the policies of the TSXV, such “rolling” plans must receive shareholder approval annually. Accordingly, Shareholders are being asked to approve the Stock Option Plan in accordance with Policy 4.4 of the TSXV. The material terms of the Stock Option Plan are more fully described in this Circular under the heading “*Stock Option Plans and Other Incentive Plans*” above. The full text of the Stock Option Plan is annexed hereto as Exhibit “B”.

The text of the ordinary resolution to be considered at the Meeting re-approving the Stock Option Plan is set forth below. The resolution re-approving the Stock Option Plan requires the approval of a majority of the votes cast by Shareholders who vote in respect of the resolution.

“BE IT RESOLVED THAT:

1. the Stock Option Plan, pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Corporation and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, subject to adjustment as set forth in the Stock Option Plan, and further subject to the applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the TSX Venture Exchange, is approved, confirmed and ratified; and
2. any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer be necessary or desirable to carry out the foregoing resolution.”

The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote in favour of the resolution re-approving the Stock Option Plan.

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting of Shareholders. If any other business properly comes before the Meeting, it is the intention of the persons named in the instrument of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Financial information relating to Findev is provided in Findev's financial statements and management's discussion and analysis for the fiscal period ended December 31, 2018, attached hereto.

Additional information concerning this management information circular, the annual financial statements and any interim financial statements of Findev subsequent to the annual financial statements may be obtained without charge by requesting a copy from Findev Inc., 10 Wanless Ave., Suite 200, Toronto, Ontario, M4N 1V6, Canada. Additional information relating to Findev is available on SEDAR at www.sedar.com.

EXHIBIT "A"

FINDEV INC.

AUDIT COMMITTEE CHARTER

I. Establishment and Purpose

The Audit Committee (the "**Committee**") is a committee of, and appointed by, the Board of Directors (the "**Board**") to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of Findev Inc. (the "**Company**").

In fulfilling its responsibilities, the Committee shall have the specific duties set out in Part IV of this Charter.

II. Composition

The Audit Committee of the Board shall consist of not less than three (3) directors.

- Each member of the Committee must meet the independence and financial literacy requirements applicable to the Company, as in effect from time to time, including any requirements of applicable securities legislation or stock exchange on which the Company's securities are traded, or any governmental or regulatory body exercising authority over the Company.
- The term "**independent**" refers to the absence of any direct or indirect material relationship with the Company. A "**material relationship**" means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment as a member of the Committee.
- All members of the Committee should be unrelated directors. An "**unrelated director**" is a director who is independent of management and is free from any relationship that could, or could reasonably be perceived to, in the opinion of the Board, interfere with the exercise of independent judgment as a member of the Committee.
- In accordance with Canadian securities administrators, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- Members of the Committee shall be appointed from time to time and shall hold office at the pleasure of the Board.

III. Committee Meetings and Procedures

- The Chairman of the Committee shall be appointed by the Board for a one-year term and may serve any number of consecutive terms. The Chairman shall appoint a secretary who will keep minutes of all meetings (the "**Secretary**").
- The Committee will meet as many times as is necessary to carry out its responsibilities, but the Committee shall meet at least four times per fiscal year, at least once in each fiscal quarter. A schedule of regular meetings shall be provided to the Committee Members at the start of each fiscal year. In addition, the Committee shall meet with the independent auditors

and management at least quarterly to review the Company's financial statements and the related press releases.

- The Audit Committee shall meet with the Company's external auditors as it deems appropriate to consider any matter that the Audit Committee or the external auditors determine should be brought to the attention of the Board of the shareholders of the Company.
- No business may be transacted by the Committee except at a meeting at which a quorum of the Committee is present or by a resolution in writing signed by all members of the Committee. A majority of the members of the Committee shall constitute a quorum.
- The Chairman shall, in consultation with management, establish an agenda for the meetings and ensure that the agenda and properly prepared agenda materials are circulated to the Committee Members and the auditor with sufficient time for study prior to the meeting. Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting.
- The Committee shall report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next Board meeting.
- The Committee may invite to, or require the attendance at, any meeting of the Committee such officers and employees of the Company, legal counsel or other persons as it deems necessary in order to perform its duties and responsibilities. The internal and external auditors should also be requested or required to attend meetings of the Committee and make presentations to the Committee as appropriate.

IV. Duties and Responsibilities of the Committee

To fulfill its responsibilities and duties the Committee shall:

A. Documents Review/Financial Reporting Processes

- review and recommend to the Board for approval the Company's annual financial statements and the corresponding Management, Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") and report to the Board before such financial statements and corresponding MD&A are approved by the Board.
- review and approve for release the Company's interim quarterly financial statements, the corresponding interim MD&A for such quarter and the related press releases, if any.
- review and recommend to the Board for approval the financial content of the annual report and any reports required by applicable governmental or regulatory authorities.
- review, to the extent applicable, the annual information form and any prospectus, information or offering memorandum and any other similar public disclosure documents of the Company.
- review any management report that accompanies published financial statements (to the extent such a report discusses the financial position or operating results of the Company) for consistency of disclosure with the financial statements themselves.
- review and discuss the appropriateness of accounting policies and financial reporting practices used by the Company.

- review and discuss any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the Company.
- review and discuss any new or pending developments in accounting and reporting standards that may affect the Company.
- review and discuss management's key estimates and judgments that may be material to financial reporting of the Company.
- have the right, for the purpose of performing their duties: (i) to inspect all the books and records of the Company and its subsidiaries; (ii) to discuss such accounts and records and any matters relating to the financial position of the Company with the officers and auditors of the Company and its subsidiaries; (iii) to commission reports or supplemental information relating thereto; and any member of the Committee may require the auditors to attend any or every meeting of the Committee; and (iv) to engage such independent counsel and other advisors as are necessary in the Committee's determination.

B. Independent External Auditor

The Audit Committee shall be directly and solely responsible for the appointment, retention, termination, compensation, evaluation and oversight of the work of the Company's auditors. The Audit Committee will review the planning and results of external audit activities and the ongoing relationship with the external auditor of the Company.

The Committee shall:

- pre-approve all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor and consider the impact on the independence of the external audit. The Committee may delegate to one of its members the approval of such services, in which case the items approved will be reported to the Committee at its next scheduled meeting following such pre-approval.
- review and recommend to the Board, for shareholder approval, engagement of the external auditor.
- review the annual external audit plan, including but not limited to the following:
 - engagement letter;
 - objectives and scope of the external audit work;
 - procedures for quarterly review of financial statements;
 - materiality limitations;
 - areas of audit risk;
 - staffing;
 - timetable; and
 - proposed fees.
- meet with the external auditor to discuss the Company's quarterly, if reviewed by the auditor, and annual financial statements and the auditor's report, including the appropriateness of accounting policies and the quality of accounting principles and underlying estimates.

- review and advise the Board with respect to the planning, conduct and reporting of the annual audit, including but not limited to:
 - any difficulties encountered, or restriction imposed, by management during the annual audit;
 - any significant accounting or financial reporting issue;
 - the auditors' evaluation of the Company's system of internal controls, procedures and documentation;
 - the post audit or management letter containing any findings or recommendation of the external auditor, including management's response thereto and the subsequent follow-up to any identified internal control weaknesses;
 - any other matters the external auditor brings to the Committee's attention; and
 - discuss with management the assessment of the auditor's performance.
- review the auditor's report on all material subsidiaries.
- meet periodically, and at least annually, with the external auditor without management present and ensure that the external auditor is accountable to the Board and the Audit Committee as representatives of the shareholders of the Company.
- review and discuss with the external auditors all significant relationships that the external auditors and their affiliates have with the Company and its affiliates in order to determine the external auditors' independence, including, without limitation: (i) requesting, receiving and reviewing, on a periodic basis, a formal written statement from the external auditors delineating all relationships that may reasonable be thought to bear on the independence of the external auditors with respect to the Company; (ii) discussing with the external auditors any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors; (iii) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company; and (iv) recommending that the Board take appropriate action in response to the external auditors' report to satisfy itself of the external auditors' independence.

C. Risk Management, Internal Control and Information Systems

The Audit Committee will review and obtain reasonable assurance that the risk management, internal controls and information systems of the Company are operating effectively to produce accurate, appropriate and timely management and financial information. This includes:

- review of the Company's risk management controls and policies.
- obtaining reasonable assurance that the information systems are reliable and the systems of internal controls are properly designed and effectively implemented through discussions with and reports from management, to the extent applicable, the external auditor of the Company.
- review of management steps to implement and maintain appropriate internal control procedures, including a review of policies.
- review of the adequacy of security of information, information systems and recovery plans.

- monitoring compliance with applicable statutory and regulatory obligations.
- review of the appointment of the Chief Financial Officer.
- review of the adequacy of accounting and finance resources.

D. Complaints/Legal and Regulatory Compliance/ Budgets

The Audit Committee will:

- establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; (ii) the confidential, anonymous submission by employees of the Company of concerns regarding accounting or auditing matters; and (iii) any other matter as outlined in the Company's Whistleblower Policy.
- satisfy itself that all material statutory deductions have been withheld by the Company and remitted to the appropriate authorities.
- review with management, the external auditors and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company; and the manner in which these matters may be, or have been, disclosed in the financial statements.
- assist the Board of Directors, as requested, in the review and approval of any business plans and operating and capital budgets of the Company.
- review and approve the Company's investment and treasury policies.

E. Other

The Audit Committee shall:

- review insurance coverage of significant business risks and uncertainties.
- review policies and procedures for the review and approval of officers' expenses and perquisites.
- review all related party transactions, contractual arrangements and fees entered into by the Company.
- review all third-party transactions, contractual arrangements and fees entered in by the Company that are material and/or outside the normal course of business.
- prepare annually a report from the Committee to shareholders or others, concerning the Committee's activities in the discharge of its responsibilities, when and as required by applicable laws or regulations.
- perform a self-evaluation, at least annually, (to be verbally assessed and reported) to determine the Committee's effectiveness and performance and evaluate succession plans related to Committee members.

Disclosure and Review of Charter

The Charter shall be published in the Company's annual report, information circular or annual information form of the Company as required by law. The Committee should review and reassess, at

least annually, the adequacy of this Charter as required by the applicable rules of the TSXV or the Canadian Regulators and make recommendations to the Board, as conditions dictate, to update this Charter.

While the Committee has the duties and responsibilities set forth in this charter, the Committee is not responsible for planning or conducting the audit or for determining whether the Company's consolidated financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Similarly, it is not the responsibility of the Committee to ensure that the Company complies with all laws and regulations.

EXHIBIT "B"

FINDEV INC.

STOCK OPTION PLAN

**2016 Stock Option Plan
TransGaming Inc.**

1 PURPOSE

- 1.1 The purpose of the Plan is to authorize the grant of Options to Eligible Persons in order to enable the Corporation to attract, retain and motivate Eligible Persons by providing them with the opportunity to acquire a proprietary interest in the Corporation, and to closely align their interests with the interests of the Corporation.

2 INTERPRETATION

- 2.1 "**Board**" means the board of directors of the Corporation or, if established and duly authorized to act, another committee appointed for such purpose by the board of directors of the Corporation;

- 2.2 "**Corporation**" means TransGaming Inc.;

- 2.3 "**Consultant**" means a person or company, other than a Director or an Employee, who:

- (a) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Corporation or an affiliated entity of the Corporation, under a written contract with the Corporation or an affiliated entity of the Corporation, other than services provided in relation to a distribution;
- (b) spends or will spend a significant amount of time and attention on the business and affairs of the Corporation or an affiliated entity of the Corporation; and
- (c) has a relationship with the Corporation or an affiliated entity of the Corporation that enables the individual to be knowledgeable about the business and affairs of the Corporation or an affiliated entity of the Corporation,

and, for any Consultant that is an individual, includes a company of which the individual is an employee or shareholder, and a partnership of which the individual is an employee or partner;

- 2.4 "**Director**" means a senior officer or director of the Corporation or an affiliated entity of the Corporation;

- 2.5 "**Discounted Market Price**" means the Market Price less the following maximum discounts based on closing price (and subject, notwithstanding the application of any such maximum discount, to a minimum price per share of \$0.05):

Closing Price	Discount
up to \$0.50	25%
\$0.51 to \$2.00	20%
Above \$2.00	15%

- 2.6 "**Eligible Entity**" shall have the meaning ascribed to it at Section 5.1;

- 2.7 **“Eligible Person”** means any Employee, Director or Consultant of the Corporation;
- 2.8 **“Employee”** means either:
- (a) an individual who is considered an employee of the Corporation or an affiliated entity of the Corporation under the *Income Tax Act* (Canada) (i.e., for whom income tax, employment insurance and CPP deductions must be made at source);
 - (b) an individual who works full-time for the Corporation or an affiliated entity of the Corporation providing services normally provided by an employee and who is subject to the same control and direction by the Corporation or an affiliated entity of the Corporation over the details and methods of work as an employee of the Corporation or an affiliated entity of the Corporation, but for whom income tax deductions are not made at source; or
 - (c) an individual who works for the Corporation or an affiliated entity of the Corporation on a continuing and regular basis for a minimum amount of time per week (the number of hours should be disclosed in the submission) providing services normally provided by an employee and who is subject to the same control and direction by the Corporation or an affiliated entity of the Corporation over the details and methods of work as an employee of the Corporation or an affiliated entity of the Corporation, but for whom income tax deductions are not made at source;
- 2.9 **“Expiry Date”** has the meaning ascribed to it in Section 11.1;
- 2.10 **“Expiry Period”** has the meaning ascribed to it in Section 12.1;
- 2.11 **“Investor Relations Activities”** means any activities or oral or written communications, by or on behalf of the Corporation or a shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:
- (a) the dissemination of information provided, or records prepared, in the ordinary course of business of the Corporation:
 - (i) to promote the sale of products or services of the Corporation;
 - (ii) to raise public awareness of the Corporation; orthat cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;
 - (b) activities or communications necessary to comply with the requirements of:
 - (i) applicable securities laws, policies or regulations;
 - (ii) the rules, and regulations of the TSX Venture Exchange (“**TSX-V**”) or the by-laws, rules or other regulatory instruments of any other self-regulatory body or exchange having jurisdiction over the Corporation;
 - (c) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
 - (i) the communication is only through the newspaper, magazine or publication; and

- (ii) the publisher or writer received no commission or other consideration other than for acting in the capacity of publisher or writer; or
 - (d) activities or communications that may be otherwise specified by the TSX-V.
- 2.12 **“Investor Relations Person”** means a Person that is a registrant or provides services that include Investor Relations Activities;
- 2.13 **“Listed Share”** means a share or other security that is listed on the TSX-V;
- 2.14 **“Market Price”** means the last closing price of the Corporation’s Listed Shares before either the issuance of the news release or the filing of the TSX-V’s Price Reservation Form (Form 4A) required to fix the price at which the securities are to be issued or deemed to be issued (the **“Notice of the Transaction”**), except under the following circumstances, where applicable:
- (a) **“Consolidation Exception”** The Market Price is to be adjusted for any share consolidation or split. If the Notice of the Transaction is within five (5) days following a consolidation of the Corporation’s share capital, the minimum price per share will be the greater of the Market Price, adjusted for any share consolidation or split, or \$0.05;
 - (b) **“Material Information Exception”** If the Corporation announces Material Information regarding the affairs of the Corporation after providing Notice of the Transaction and if the TSX-V determines that a party to the transaction should reasonably have been aware of that pending Material Information, then the Market Price will be at least equal to the closing price of the Listed Shares on the Trading Day after the day on which that Material Information was announced;
 - (c) **“Price Interference Exception”** If the TSX-V determines that the closing price is not a fair reflection of the market for the Listed Shares and the Listed Shares appear to have been high-closed or low-closed, then the TSX-V will determine the Market Price to be used;
 - (d) **“Suspension Exception”** If the Corporation is suspended from trading or has for any reason not traded for an extended period of time, the TSX-V may determine the deemed Market Price to be used; and
 - (e) **“Minimum Price Exception”** The TSX-V will not generally permit Listed Shares to be issued from treasury at a price less than \$0.05 nor will the TSX-V generally permit any securities convertible into Listed Shares including incentive stock options and warrants to be issued with an effective conversion price of less than \$0.05 per Listed Share;
- 2.15 **“Material Information”** means a Material Fact and/or Material Change as defined by applicable securities laws and the policies of the TSX-V;
- 2.16 **“Option”** means an option to purchase Shares granted under the Plan;
- 2.17 **“Optioned Shares”** has the meaning ascribed to it in Section 8.1;
- 2.18 **“Person”** means an individual, a corporation, a partnership, an unincorporated association or organization, a trust, a government or department or agency thereof and the heir, executors, administrators or other legal representatives of an individual and an associate or affiliate of any thereof as such terms are defined in the *Canada Business Corporations Act*;
- 2.19 **“Plan”** means the TransGaming Inc. stock option plan, as the same may be amended or varied from time to time;

- 2.20 “**Shares**” means the common shares of the Corporation or, in the event of an adjustment contemplated by Section 15, such other shares or securities to which any optionee may be entitled upon the exercise of an Option as a result of such adjustment;
- 2.21 “**Termination Date**” has the meaning ascribed to it in Section 12.1; and
- 2.22 “**Trading Day**” means a day when trading occurs through the facilities of the TSX-V.

3 ADMINISTRATION

- 3.1 The Plan shall be administered by the Board. The Board shall have full power and authority to interpret the Plan and to establish such rules and regulations and make such other determinations as it deems necessary or desirable for the administration of the Plan. All actions taken, and decisions made by the Board shall be final and binding upon all parties concerned. Subject to approval of the granting of Options by the Board, the Corporation shall grant Options under the Plan in accordance with and subject to the terms and conditions of the Plan.

4 SHARES SUBJECT TO PLAN

- 4.1 Subject to adjustment under the provisions of Section 15 hereof, the aggregate maximum number of Shares reserved for issuance under the Plan and all of the Corporation’s other security based compensation arrangements at any given time is equal to 10% of the issued and outstanding Shares as at the date of grant of an Option under the Plan. The Plan is an “evergreen” plan. Any Shares subject to an Option which has been granted under the Plan, and which has been cancelled, expired or terminated in accordance with the terms of the Plan, without having been exercised, will again be available under the Plan. Any increase in the issued and outstanding Shares will result in an increase in the available number of Shares issuable under the Plan, and any exercises of Options will make new grants available under the Plan, effectively resulting in a re-loading of the number of Options available to grant under the Plan.
- 4.2 The Corporation shall not, upon the exercise of any Option, be required to issue or deliver any Shares prior to (a) the admission of such Shares to listing on any stock exchange on which the Corporation’s shares may then be listed, and (b) obtaining the approvals of such governmental or regulatory authorities as the Corporation shall determine to be necessary or advisable. The Corporation shall not be required to issue any Shares to an optionee pursuant to the exercise of Options if such issuance would violate the securities laws of any jurisdiction. If any Shares cannot be issued to any optionee for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any Option exercise price paid to the Corporation shall be returned to the optionee.

5 ELIGIBILITY

- 5.1 Options shall be granted only to an Eligible Person or to a registered retirement savings plan established by an Eligible Person or to a corporation wholly-owned by an Eligible Person (such registered retirement savings plan or corporation, an “**Eligible Entity**”).
- 5.2 An optionee that is an Eligible Entity shall be deemed to cease to be an Eligible Person for the purposes of Section 12 and Section 13 hereof if the Eligible Person that established or owns the Eligible Entity, as the case may be, would cease to be an Eligible Person under such sections if the Eligible Person was the optionee in lieu of the Eligible Entity.
- 5.3 For Option grants to Employees, Directors and Consultants, the Corporation must represent that the optionee is a bona fide Employee, Director or Consultant, as the case may be. All Option grants, including grants to Eligible Persons who are Investor Relations Persons, are subject to and shall be made in accordance with applicable securities laws, including Multilateral Instrument 45-105 – Trades to Employees, Senior Officers, Directors and Consultants, and any successor

thereto. The terms “affiliated entity”, “distribution”, “Insider”, “controlled”, “registrant” and “subsidiary” shall have the meanings ascribed thereto in the *Securities Act* (Ontario) from time to time.

- 5.4 Subject to the foregoing, the Board shall have full and final authority to determine the Persons who are to be granted Options under the Plan and the number of Shares subject to each Option.

6 LIMITATIONS ON GRANTS TO CERTAIN PERSONS

- 6.1 The maximum aggregate number of Shares which may be reserved for issuance pursuant to Options granted under the Plan to any one Person (and, where permitted by the TSX-V, any companies owned by that individual) within a 12-month period shall not exceed 5% of the issued and outstanding Shares (calculated at the date of grant of the Option) unless the Corporation has obtained the requisite disinterested shareholder approval.

- 6.2 The maximum aggregate number of Shares which may be reserved for issuance pursuant to Options granted under the Plan to any one Consultant within a 12-month period shall not exceed 2% of the issued and outstanding Shares (calculated at the date of grant of the Option).

- 6.3 The maximum aggregate number of Shares which may be reserved for issuance pursuant to Options granted under the Plan to Eligible Persons who are Investor Relations Persons within a 12-month period shall not exceed 2% of the issued and outstanding Shares (calculated at the date of grant of the Option).

- 6.4 The maximum aggregate number of Shares which may be reserved for issuance under Options granted to Insiders (as a group) at any point in time shall not exceed 10% of the issued and outstanding Shares (calculated at the date of grant of the Option). The Corporation shall not grant to Insiders (as a group), within a 12-month period, an aggregate number of Options exceeding 10% of the issued and outstanding Shares (calculated at the date of grant of the Option).

7 PRICE

- 7.1 The price per Share at which Shares may be purchased under an Option (the “**Price**”) shall be determined by the Board.

- 7.2 The minimum Price shall in no circumstances be lower than the Discounted Market Price of the Shares at the date of the grant of the Option.

8 GRANTS OF OPTIONS

- 8.1 Subject to approval of the granting of Options by the Board, the Corporation shall grant Options under the Plan to Eligible Persons. Subject to the provisions of the Plan, Options may be granted on such terms and subject to such conditions as the Board shall approve. Options shall not be granted for a term exceeding five (5) years if the Corporation is a Tier 2 Issuer or ten (10) years if the Corporation is a Tier 1 Issuer at the time of the grant and Options shall be exercisable in whole or in part, and from time to time, during the currency thereof. The Price payable in respect of shares issued pursuant to the exercise of any Option (the “**Optioned Shares**”) shall be paid for in full at the time of such exercise. Each Option granted under the Plan shall be embodied in a written agreement between the Corporation and the optionee which shall give effect to the provisions of the Plan.

9 EXERCISE OF OPTION

- 9.1 Subject to the provisions of the Plan and the particular Option, an Option may be exercised from time to time by delivering to the Corporation at its head office a written notice of exercise

specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in cash or certified cheque for the full amount of the Price of the Shares then being purchased.

- 9.2 Upon receipt of a certificate of an authorized officer or officers directing the issue of Shares purchased under the Plan, the transfer agent is authorized and directed to issue and countersign share certificates for the Optioned Shares in the name of such optionee or the optionee's legal personal representative or as may be directed in writing by the optionee's legal personal representative.

10 VESTING RESTRICTIONS

- 10.1 Options issued under the Plan may vest at the discretion of the Board, provided that if required by any stock exchange on which the Shares trade, Options issued to Persons who are Investor Relations Persons must vest in stages over not less than twelve (12) months with no more than one-quarter (1/4) of the Options vesting in any three (3) month period.

11 EXPIRY OF OPTION

- 11.1 Unless otherwise terminated prior thereto in accordance with the Plan, on the expiry date of any Option granted under the Plan (the "**Expiry Date**"), such Option shall expire and terminate as at such date and thereafter shall be of no further force or effect whatsoever as to the Optioned Shares in respect of which the Option has not been exercised.

12 CESSATION OF EMPLOYMENT OR PROVISION OF SERVICES

- 12.1 If an optionee ceases to be an Eligible Person for any reason, other than as a result of termination for cause or death or disability, the optionee may exercise all Options granted to the optionee which have vested and are exercisable on the date the optionee ceases to be an Eligible Person (the "**Termination Date**"), until the earlier of the Expiry Date and the date that is ninety (90) days after the Termination Date or thirty days after the Termination Date if the Eligible Person is an Investor Relations Person (such period, the "**Expiry Period**"). Any unvested Options granted to the optionee which vest after the Termination Date but prior to the end of the Expiry Period shall be exercisable by the optionee until the end of the Expiry Period.
- 12.2 If an optionee ceases to be an Eligible Person as a result of termination for cause, the optionee shall have no right to exercise any Options granted to the optionee, whether vested or unvested, and all such optionee's Options shall terminate as at the date of termination of employment and shall be void and of no further force or effect.

13 DEATH OR DISABILITY OF OPTIONEE

- 13.1 If an optionee ceases to be an Eligible Person as a result of death or disability, all of the optionee's Options shall vest immediately and shall be exercisable on the date of death or the date that employment ceased due to disability, as the case may be (such date, also the "**Termination Date**") by the optionee or the optionee's legal heirs, administrators, personal representatives or guardians, as the case may be, until the earlier of the Expiry Date and the date that is one year after the Termination Date (such period, also the "**Expiry Period**"). Any unvested Options granted to the optionee which vest after the Termination Date but prior to the end of the Expiry Period shall be exercisable in accordance with this Section 13.1 until the end of the Expiry Period. In the event of the death of an optionee after the optionee has ceased to be an Eligible Person as a result of disability but prior to the end of the Expiry Period, the Expiry Period shall be extended to the earlier of the Expiry Date and the date that is one year after the date of the optionee's death.

14 NON-ASSIGNABILITY AND NON-TRANSFERABILITY OF OPTIONS

- 14.1 An Option granted under the Plan shall be non-assignable and non-transferable by an optionee otherwise than by will or by the laws of descent and distribution, and such Option shall be exercisable, during an optionee's lifetime, only by the optionee and, in the event of the death of the optionee, only by the optionee's heirs or administrators.

15 ADJUSTMENTS IN SHARES SUBJECT TO PLAN

- 15.1 The aggregate number and kind of Shares available under the Plan shall be appropriately adjusted in the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares of the Corporation. The Options granted under the Plan may contain such provisions as the Board may determine with respect to adjustments to be made in the number and kind of shares covered by such Options and in the Option price in the event of any such change.
- 15.2 If there is a reduction in the Price of the Options held by an Insider of the Corporation, the Corporation will be required to obtain approval from disinterested shareholders.

16 AMENDMENT AND TERMINATION OF THE PLAN

- 16.1 The Board may at any time amend or terminate the Plan, but where amended, such amendment shall be subject to obtaining all necessary regulatory and shareholder approvals.
- 16.2 In accordance with the policies of the TSX-V, the approval of disinterested shareholders shall be required for any reduction to the Price of an Option held by an Insider of the Corporation.

17 RIGHTS PRIOR TO EXERCISE

- 17.1 An optionee shall have no rights whatsoever as a shareholder in respect of any of the Optioned Shares (including any right to vote or receive dividends or other distributions therefrom or thereon) other than Optioned Shares in respect of which the optionee shall have exercised the Option to purchase hereunder and which the optionee shall have actually taken up and paid for.

18 PARTICIPATION VOLUNTARY

- 18.1 The participation of any Eligible Person in the Plan is entirely voluntary and not obligatory and shall not be interpreted as conferring any rights or privileges, other than those rights and privileges expressly provided in the Plan. In particular, participation in the Plan does not constitute a condition of employment, appointment or engagement to provide services, or constitute a commitment on the part of the Corporation or an affiliated entity of the Corporation to continued employment, appointment or engagement to provide services, and neither the Plan nor any grant of Options under the Plan shall be construed as granting an optionee a right to be retained as an Employee, Director or a Consultant or a claim or right to any future grant of Options under the Plan. Neither the Plan nor any action taken hereunder shall interfere with the right of the Corporation or an affiliated entity of the Corporation to terminate the employment, appointment or provision of services of such optionee at any time. The payment of any sum of money in cash in lieu of notice of termination of employment, appointment or provision of services shall not be considered as extending the period of employment, appointment or the provision of services for the purposes of the Plan.

19 GOVERNING LAW

- 19.1 This Plan shall be construed in accordance with and be governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein and shall be deemed to have been made in said Province and shall be in accordance with all applicable securities laws.

20 **EFFECTIVE DATE OF THE PLAN**

- 20.1 The Plan originally became effective on the date that the TSX-V issued a “Final Exchange Bulletin” in respect of the Corporation’s “Qualifying Transaction” with TransGaming Technologies Inc. (as such terms are defined in Policy 2.4 – Capital Pool Companies of the TSX-V).
- 20.2 The Plan was amended at the 2010 Annual General Meeting of Shareholders held on September 29, 2010 and the changes became effective on the date of acceptance by the TSX-V.
- 20.3 The Plan was further amended at the 2015 Annual and Special Meeting of Shareholders held on September 24, 2015 and the changes became effective on the date of acceptance by the TSX-V.
- 20.4 The Plan was further amended at a Special Meeting of Shareholders held on September 16, 2016 and the changes became effective on the date that the TSX-V issued a “Final Exchange Bulletin” in respect of the Corporation’s “Change of Business” (as such terms are defined in Policy 5.2 – Changes of Business and Reverse Takeovers of the TSX-V) and the change of name to Findev Inc.

Effective Date: July 2005, amended September 2010, September 2015 and further amended September 2016