



KILLI LTD.

NOTICE OF MEETING

and

MANAGEMENT INFORMATION CIRCULAR

for the Special Meeting of Shareholders

to be held virtually as a result of COVID-19 on

November 1, 2021

at 10:00 a.m. (Toronto time)

DATED: September 14, 2021

KILLI LTD.

1306-80 John Street Toronto, ON M5V 3X4

Notice of Special Meeting of Shareholders of Killi Ltd.

to be held virtually on November 1, 2021 at 10:00 a.m. (Toronto time)

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of holders of Class A common shares (“**Shareholders**”) of Killi Ltd. (the “**Corporation**” or “**Killi**”) will be held virtually (further details provided below) on November 1, 2021 at 10:00 a.m. (Toronto time) for the following purposes:

1. To consider and, if deemed advisable, to pass, with or without variation, a special resolution authorizing and approving an amendment to the Corporation's articles to effect a name change of the Corporation to "Reclaim Ltd." or such other name as is authorized by the Board (as defined herein), and acceptable to the TSX Venture Exchange and applicable regulatory authorities, as more particularly described in the Circular. See “Name Change” in the Circular.
2. To transact such other business as may properly be brought before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular, a copy of which is available at <https://investors.killi.io/corporate-governance/investor-materials/> and on the Corporation's SEDAR profile at www.sedar.com. **The Board recommends that Shareholders vote in FAVOUR of the resolution approving the above action.**

The Board has fixed the close of business on September 14, 2021 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and any adjournments or postponements thereof. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

The Corporation has elected to use the notice-and-access ("**Notice-and-Access**") provisions under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 *Continuous Disclosure Obligations* to distribute Meeting materials to shareholders. Notice-and-Access is a set of rules that allow issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies to shareholders. Shareholders have the right to request hard copies of any proxy-related materials posted online by the Corporation under Notice-and-Access. Meeting materials, including the Circular, will be available under the Corporation's profile at www.sedar.com and also at <https://investors.killi.io/corporate-governance/investor-materials/> by September 28, 2021. In order to allow reasonable time for requesting shareholders to receive and review a paper copy of the Circular or other document prior to the proxy deadline (as specified below), any shareholder who wishes to receive paper copies of any of the Meeting materials should contact Computershare by October 25, 2021 by calling toll-free within North America at 1-866-962-0498 or direct, from outside North America, at (514) 982-8716 and entering in your control number as indicated on your voting instruction form or form of proxy. Shareholders are reminded to review the Circular prior to the voting.

After taking into account recent Provincial and Federal guidance regarding public gatherings and social distancing due to the COVID-19 pandemic, the Corporation has elected to hold the Meeting virtually, allowing Shareholders to attend and participate at the Meeting by dialing into or clicking the link below to a live webcast. This serves to proactively protect the health and wellbeing of the Corporation's shareholders, management, directors and service partners, while permitting and encouraging shareholder participation at the Meeting. In order to streamline the Meeting process, the Corporation encourages Shareholders to vote in advance of the Meeting using the voting instruction form or the form of proxy mailed to them with the Meeting materials and submitting them by no later than **10:00 a.m. (Toronto time) on Thursday October 28, 2021**, the cut-off time for deposit of proxies prior to the Meeting. Shareholders wishing to attend the Meeting are encouraged to do so by logging into the webcast or calling the number below, and instructions will be provided as to how Shareholders entitled to vote at the Meeting may participate and vote.

Details of the Meeting

Date: November 1, 2021

Time: 10:00 a.m. (Toronto time)

Telephone Access:

Canada:

1-855-703-8985 Canada Toll Free

1-647-374-4685 Canada Local

US:

1-888-475-4499 US Toll Free

1-877-853-5257 US Toll Free

Meeting ID: 818 4278 7517

Passcode: 503446

To Register in Advance: https://us02web.zoom.us/meeting/register/tZUlc-uvpjwvG9Pl04_mftsEhhN9BosoewAd

To Access the Virtual Meeting:

The URL for the Virtual Meeting will be provided to Shareholders who register using the link provided above.

Registered Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed form of proxy and send it in the enclosed envelope or otherwise to the Corporation's transfer agent, Computershare, in accordance with the instructions set forth in the Circular and in the enclosed form of proxy. Electronic voting is also available for this Meeting through www.investorvote.com and telephone voting is available. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. Further details on the electronic voting process are provided in the form of proxy. Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the voting instruction form in accordance with the instructions provided by their broker or intermediary. To be effective, a proxy must be received by Computershare not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or any adjournment thereof. Late proxies may be accepted or rejected by the Chairperson of the Meeting in his discretion, and the Chairperson is under no obligation to accept or reject any particular late proxy.

Dated the 28th day of September, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS OF
KILLI LTD.**

"Neil Sweeney"

Neil Sweeney, Chief Executive Officer, Director and
Chairperson

KILLI LTD.

**Management Information Circular
for the
Special Meeting of Shareholders
to be held on
November 1, 2021**

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1. GENERAL INFORMATION FOR THE MEETING

1.1 General

This management information circular (the “**Circular**”) is furnished in connection with the solicitation, by or on behalf of the management (“**Management**”) of Killi Ltd. (the “**Corporation**” or “**Killi**”), of proxies for use at the Corporation’s special meeting (the “**Meeting**”) of the holders (collectively, the “**Shareholders**”, or individually, a “**Shareholder**”) of Class A common shares (the “**Common Shares**”) of the Corporation to be held virtually (further details provided below) on November 1, 2021 and for the purposes set forth below or at any adjournment thereof for the purposes set out in the accompanying notice of meeting (the “**Notice**”).

Except to the extent otherwise stated herein, all information set forth herein is given as of September 14, 2021. Unless otherwise specified, all dollar amounts set forth herein are stated in Canadian dollars. Information set forth herein as to shareholdings is based upon information supplied by the respective persons holding such Common Shares.

1.2 Virtual Meeting

After taking into account recent Provincial and Federal guidance regarding public gatherings and social distancing due to the COVID-19 pandemic, the Corporation has elected to hold the Meeting virtually, allowing Shareholders to attend and participate at the Meeting by dialing into or clicking the link below to a live webcast. This serves to proactively protect the health and wellbeing of the Corporation's shareholders, management, directors and service partners, while permitting and encouraging shareholder participation at the Meeting.

In order to streamline the Meeting process, the Corporation encourages Shareholders to vote in advance of the Meeting using the voting instruction form or the form of proxy mailed to them with the Meeting materials and submitting them by no later than **10:00 a.m. (Toronto time) on Thursday October 28, 2021**, the cut-off time for deposit of proxies prior to the Meeting. Shareholders wishing to attend the Meeting are encouraged to do so by logging into the webcast or calling the number below, and instructions will be provided as to how Shareholders entitled to vote at the Meeting may participate and vote.

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To Register in Advance: https://us02web.zoom.us/meeting/register/tZUlc-uvpjwvG9Pl04_mftsEhhN9BosoewAd

To Access the Virtual Meeting:

The URL for the Virtual Meeting will be provided to Shareholders who register using the link provided above.

1.3 Solicitation of Proxies

The enclosed proxy is being solicited by Management for use at the Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of communication by the officers, directors and employees of the Corporation, none of whom will be specifically remunerated therefor. The cost of any such solicitation will be borne by the Corporation.

There is enclosed with this Circular a proxy form for use at the Meeting. Each registered Shareholder (“**Registered Shareholder**”) of record at the close of business on September 14, 2021 is entitled to attend the Meeting and vote either in person or by proxy.

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with intermediaries (collectively, the “**Intermediaries**”, or individually, an “**Intermediary**”) or their nominees (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered Registered Retirement Savings Plans, Registered Retirement Income Funds, Registered Education Savings Plans and similar plans) to forward proxy-related materials to the Objecting Beneficial Shareholders (as defined below) whose Common Shares are held by or in custody of such Intermediaries. Such Intermediaries are required to forward such documents to Objecting Beneficial Shareholders unless an Objecting Beneficial Shareholder has waived the right to receive them. The Corporation does not intend to pay for Intermediaries to forward proxy-related materials to Objecting Beneficial Shareholders and, therefore, Objecting Beneficial Shareholders will not receive these materials unless the Objecting Beneficial Shareholder’s Intermediary assumes the cost of delivery. The Corporation is sending the proxy-related materials directly to Non-Objecting Beneficial Shareholders (as defined below), through the services of its transfer agent and registrar, Computershare Investor Services Inc. (“**Computershare**”).

All references to Shareholders in this Circular, the accompanying instrument of proxy and the Notice are to Registered Shareholders unless specifically noted otherwise.

1.4 Appointment and Revocation of Proxies

The individuals named as proxyholders in the instrument of proxy accompanying this Circular are directors and/or officers of the Corporation. **A Shareholder who wishes to appoint another person (who need not be a Shareholder) as his or her representative at the Meeting may do so by either (a) crossing out the names of the designated proxyholders and printing the other person’s name in the blank space provided; or (b) completing another valid instrument of proxy.** In either case, the completed instrument of proxy must be delivered to Computershare at the place and within the time limits specified herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the designated proxyholders should notify the designated proxyholder(s), obtain his or her consent to act as proxy, and provide instructions on how the Shareholder’s Common Shares are to be voted. The nominee should bring personal identification to the Meeting. In all cases, the instrument of proxy should be dated and executed by a Shareholder or an attorney duly authorized in writing (with proof of such authorization attached, in the case where an appointed attorney has executed the instrument of proxy).

An instrument of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the Corporation, c/o Computershare Investor Services Inc., by fax within North America at 1-866-249-7774, outside North America at 1-416-263-9524, or by mail or hand delivery to either 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not less than 48 hours before the time for holding the Meeting or any adjournment thereof, excluding Saturdays, Sundays and other holidays. Electronic voting is also available for this Meeting through www.investorvote.com and telephone

voting is available. Votes cast electronically or by telephone are in all respects equivalent to, and will be treated in the exact same manner as, votes cast via a paper form of proxy. Further details on telephone and electronic voting are provided in the enclosed form of proxy.

In addition to revocation in any other manner permitted by law, a Shareholder who has given a proxy may revoke it, any time before it is exercised, by (i) delivering another properly executed form of proxy bearing a later date and depositing it with Computershare not less than 48 hours before the time for holding the Meeting or any adjournment thereof, excluding Saturdays, Sundays and other holidays, or (ii) delivering an instrument in writing revoking the proxy executed by such Shareholder or by his or her attorney authorized in writing and deposited either at the registered office of the Corporation or at the offices of Computershare at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairperson of the Meeting on the day of the Meeting or any adjournment thereof.

1.5 Voting of Proxies

The persons named in the enclosed form of proxy have been selected by the directors of the Corporation and have indicated their willingness to represent Shareholders that appoint them as proxy. Each Shareholder may instruct his or her proxy how to vote his or her Common Shares by completing the blanks on the proxy form.

Common Shares represented by properly executed proxy forms in favour of the person designated on the enclosed proxy form will be voted or withheld from voting in accordance with the instructions given on the proxy forms and if a Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. In the absence of such instructions, such Common Shares **WILL BE VOTED FOR THE APPROVAL OF THE RESOLUTIONS IN THIS CIRCULAR.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments and variations to matters identified in the Notice and with respect to any other matters which may properly come before the Meeting. As of the date hereof, to the knowledge of the board of directors of the Corporation (the “Board”) and Management, the only matters to be brought before the Meeting are those set out in the accompanying Notice and more particularly detailed below. However, if other matters, which are not known to Management, should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

1.6 Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to Shareholders who do not hold their Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (“Beneficial Shareholders”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in such Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities), which acts as a nominee for many Canadian brokerage firms, and in the United States, under the name of Cede & Co., as a nominee for the Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks). Common Shares held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers/nominees are prohibited from voting Common Shares for their clients.

The directors and officers of the Corporation do not know for whose benefit the Common Shares registered in the name of CDS & Co. or Cede & Co. are held.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every Intermediary has its own mailing procedures and provides its own return

instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided by the Corporation to the Intermediaries. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails the voting instruction forms (“**VIFs**”) or proxy forms to the Beneficial Shareholders and asks the Beneficial Shareholders to return the VIFs or proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder receiving a VIF from Broadridge cannot use that proxy to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other Intermediary, please contact the broker or other Intermediary for assistance.

1.7 Note to Non-Objecting Beneficial Shareholders

Beneficial Shareholders fall into two categories – those who object to their identity being made known to the issuers of securities which they own (the “**Objecting Beneficial Shareholders**”) and those who do not object to their identity being made known to the issuers of the securities they own (the “**Non-Objecting Beneficial Shareholders**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their Non-Objecting Beneficial Shareholders from Intermediaries via their transfer agent in order to distribute proxy-related materials directly to such Non-Objecting Beneficial Shareholders. The Corporation is taking advantage of those provisions of NI 54-101, which permit the Corporation to deliver proxy related materials directly to Non-Objecting Beneficial Shareholders.

If you are a Non-Objecting Beneficial Shareholder, and the Corporation or its agent has sent the Meeting materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

By choosing to send the Meeting materials to you directly, the Corporation (and not the Intermediary holding the Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified therein.

A Beneficial Shareholder may revoke a VIF or a waiver of the right to receive materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive materials and to vote, which is not received by the Intermediary at least seven days prior to the Meeting.

1.8 Interest of Certain Persons or Companies in Matters to be Acted Upon

No (a) director or executive officer of the Corporation; or (b) associate or affiliate of a person in (a) has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

1.9 Voting Securities and Principal Holders Thereof

The Corporation has fixed the close of business on September 14, 2021 as the record date (the “**Record Date**”) for the purposes of determining Shareholders entitled to receive the Notice and vote at the Meeting. Shareholders of record at the close of business on the Record Date will be entitled to vote in person or by proxy at the Meeting or at any adjournment or postponement thereof (subject, in the case of voting by proxy, to the timely deposit of a properly completed, signed and dated proxy with Computershare as specified herein and in the Notice).

The authorized capital of the Corporation consists of an unlimited number of Common Shares, of which 67,377,894 Common Shares are issued as at the Record Date. Each Common Share carries the right to one vote per Common Share. No other voting securities are issued and outstanding as of the Record Date.

The by-laws of the Corporation provide that a quorum of shareholders is present at a meeting of Shareholders of the Corporation if at least two (2) persons are present at the meeting, each being a Shareholder entitled to vote thereat or a duly appointed proxyholder or representative for a Shareholder so entitled. **Pursuant to the Corporation’s by-laws and Section 94(2) of the Business Corporations Act (Ontario) (the “OBCA”), the Corporation is permitted to hold the Meeting through electronic means, in which case, a shareholder who participates through electronic means will be deemed to be present at the Meeting. In light of the conditions caused by the spread of COVID-19 and after careful consideration, the Corporation has decided to hold the Meeting virtually in order to best protect its shareholders and to provide shareholders with a forum to communicate with Management at the Meeting.**

All holders of Common Shares of record at the close of business on the Record Date are entitled to vote the Common Shares registered in such Shareholder’s name at that date on each matter to be acted upon at the Meeting. The failure of any Shareholder to receive a copy of the Notice does not deprive a Shareholder of the right to vote at the Meeting.

To the knowledge of Management and the directors of the Corporation, as at the Record Date, no person beneficially owns, or controls or directs, directly or indirectly, more than ten percent (10%) of the issued and outstanding Common Shares, other than:

<u>Name</u>	<u>Number of Common Shares⁽¹⁾ Held</u>	<u>Percentage of Common Shares issued and Outstanding</u>
<u>Neil Sweeney</u>	28,849,469 ⁽²⁾	43%

⁽¹⁾ The information as to Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, not being within the knowledge of the Corporation, is based on filings made by the shareholder through the System for Electronic Disclosure by Insiders, also known as “SEDI”.

⁽²⁾ Mr. Sweeney, directly and indirectly, is the beneficial owner of: (i) 20,000,000 Common Shares (registered to 2393304 Ontario Inc.); (ii) 8,849,469 Common Shares (registered to Sweeney Data Equity Holdco Inc.); and (iii) 110,000 options to purchase Common

1.10 Shares (registered to Mr. Sweeney).Statement Regarding Forward-Looking Information

Certain statements and information contained herein are not based on historical facts and constitute forward-looking information and forward-looking statements, within the meaning of Canadian securities laws, that are based on expectations, estimates and projections as at the date of this Circular. Forward-looking information is often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” or similar expressions; statements relating to the business and future activities of, and developments related, to the Corporation after the date of this Circular; expectations for other economic, business, regulatory and/or competitive factors related to the Corporation generally, including but not limited to the effects caused by COVID-19; and other events or conditions that may occur in the future.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflect Management’s expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of Management considered reasonable at the date the statements are made. Although the Corporation believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Corporation. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information are the following: changes in general economic, business and political conditions, including changes in the financial, foreign exchange and commodity markets caused by the spread of COVID-19; changes in applicable laws; compliance with extensive government regulation, including obtaining government approvals; and the diversion of Management’s time on the name change described herein.

Readers should not place undue reliance on forward-looking information. This forward-looking information is made as of the date of this Circular. The Corporation does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

2. NAME CHANGE

Management is proposing to change the name of the Corporation to align its brand more directly with its mission of allowing consumers to reclaim their data from those who have been using it without their consent. Accordingly, at the Meeting, Shareholders will be asked to consider, and, if deemed advisable, to approve the special resolution attached hereto as **Appendix "A"** to change the name of the Corporation from "Killi Ltd." to "Reclaim Ltd." (the "**Name Change Resolution**") and approve an amendment to the Corporation's articles to reflect the name change. The form of the resolution set out in **Appendix "A"** is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the resolution.

In order to be adopted, the Name Change Resolution must be passed by the affirmative vote of at least two thirds (66.6%) of the votes cast by Shareholders at the Meeting, whether in person or by proxy and subject to receipt of all regulatory approvals, including approval from the TSX Venture Exchange (the "**TSXV**"). If these approvals are received the name change is expected to be effective on or about November 1, 2021 and the Corporation will file articles of amendment to amend its articles. **Unless otherwise directed in a properly completed form of proxy, it is the intention of the individuals named in the enclosed form of proxy to vote FOR the Name Change Resolution. If you do not specify how you want your Common Shares voted at the Meeting, the persons named as proxyholders in the enclosed form of proxy will cast the votes represented by your proxy at the Meeting FOR the Name Change Resolution.**

The Board recommends that Shareholders vote FOR the Name Change Resolution.

3. OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the Shareholders at the Meeting, it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.

4. GENERAL

Except where otherwise indicated, information contained herein is given as of the 14th day of September, 2021.

5. ADDITIONAL INFORMATION

Additional information relating to the Corporation is available under the Corporation's profile on SEDAR at www.sedar.com. Financial information is provided in the Corporation's annual audited financial statements and related management's discussion and analysis for the fiscal year ended December 31, 2020, will also be available under the Corporation's profile on SEDAR at www.sedar.com. Shareholders may also contact the Corporation at its principal office address at 1306-80 John Street, Toronto, Ontario M5V 3X4, to request copies of the Corporation's most recent annual and interim financial statements and related management's discussion and analysis.

6. APPROVAL

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

ON BEHALF OF THE BOARD OF DIRECTORS

"Neil Sweeney"

Neil Sweeney, Chief Executive Officer, Director, and Chairperson

APPENDIX "A"

NAME CHANGE RESOLUTION

RESOLVED that as a special resolution that:

1. the change of name of the Corporation to "Reclaim Ltd." or such other name as the directors of the Corporation may deem appropriate is hereby approved;
2. any one or more directors are hereby authorized to prepare, execute and file articles of amendment in the prescribed form in order to give effect to this special resolution, and to execute and deliver all such other deeds, documents and other writings and perform such other acts as may be necessary or desirable to give effect to this special resolution; and
3. notwithstanding approval of the shareholders of the Corporation as herein provided, the directors of the Corporation may, in its sole discretion, abandon the name change and any or all of the actions authorized by this special resolution at any time prior to completion thereof in the sole discretion of the directors of the Corporation without further approval of the shareholders.

