



**NOTICE OF ANNUAL AND SPECIAL MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
OF
YNVISIBLE INTERACTIVE INC.**

**TO BE HELD ON
SEPTEMBER 16, 2020**

DATED: JULY 29, 2020



Ynvisible Interactive Inc.
Suite 830, 1100 Melville Street
Vancouver, British Columbia
Canada V6E 4A6
Telephone: 604-638-7363

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD **SEPTEMBER 16, 2020**

NOTICE IS HEREBY GIVEN that the **Annual General and Special Meeting** (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Ynvisible Interactive Inc. (the “**Company**”) will be held at the offices of McMillan LLP, **Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada**, on **Wednesday, September 16, 2020**, at **11:00 a.m., Pacific Time**, for the following purposes:

1. To receive and consider the audited financial statements of the Company for the financial year ended December 31, 2019, together with the auditor’s report thereon and related management’s discussion and analysis;
2. To fix the number of directors for the ensuing year at seven (7) members;
3. To elect directors of the Company to hold office for the ensuing year;
4. To appoint Morgan & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor; and
5. To consider and, if deemed appropriate, to pass an ordinary resolution to ratify, confirm and approve the continuation of the Company’s 10% “rolling” share option plan, as more particularly described in the accompanying management information circular.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. No other matters are contemplated, however, any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof. Accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form.

NOTICE OF CAUTION CONCERNING COVID-19 OUTBREAK

At the date of this Notice and the accompanying Information Circular it is the intention of the Company to hold the Meeting at the location stated above in this Notice.

The Company is continuously monitoring development of the current coronavirus outbreak (“COVID-19”) and evolving public health guidelines. The Company asks that, in deciding whether to attend the Meeting in person, Shareholders consider the advice of the federal Public Health Agency of Canada (PHAC) (<https://www.canada.ca/en/public-health.html>), the Government of British Columbia (<https://www2.gov.bc.ca/gov/content/home>), the City of Vancouver (<https://vancouver.ca/default.aspx>), as well as review and follow the instructions of any regional health authorities of the Province of British Columbia, including the Vancouver Coastal Health Authority, the Fraser Health Authority and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting.

Please do not attend the Meeting in person if you are experiencing any of the described COVID-19 symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days immediately prior to the Meeting. The Company strongly encourages Shareholders to vote their Shares prior to the Meeting following the instructions set out in the form of proxy or voting instruction form received by such Shareholders

The Company may take additional precautionary measures in relation to the Meeting in response to further developments with the COVID-19 pandemic. In the event it is not possible to hold the Meeting in person, the Company will announce alternative arrangements for the Meeting as promptly as practicable, which may include holding the Meeting entirely by electronic means, telephone or other communication facilities.

The board of directors of the Company (the “**Board**”) has fixed the close of business on July 29, 2020, as the record date for the determination of the Shareholders entitled to receive notice of, and to vote at, the Meeting. Only Shareholders whose names have been entered in the register of shareholders as at the close of business on July 29, 2020, will be entitled to receive notice of, and to vote at, the Meeting. Shareholders are entitled to vote at the Meeting either in person or by proxy, as described in the Information Circular under the heading “Section 2 – Proxies and Voting Rights”. For information with respect to Shareholders who own their Shares through an intermediary, see “Section 2 – Proxies and Voting Rights - Advice to Beneficial Shareholders” in the Information Circular.

Whether or not you are able to attend the Meeting in person, you are encouraged to provide voting instructions on the enclosed form of proxy as soon as possible. For your vote to count, you must send your proxy to the Company’s transfer agent by either using the envelope provided or by mailing the proxy to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department (fax: 1-866-249-7775 within North America or +1-416-263-9524 from all other countries). You may also vote by telephone (toll-free within North America) at 1-866-732-VOTE (8683) or from outside of North America by calling +1-312-588-4290, or online by visiting www.investorvote.com and following the instructions. To vote by telephone or the Internet, you will need to enter the control number shown on your form of proxy.

The Company’s transfer agent, Computershare Investor Services Inc., must receive your proxy no later than September 14, 2020, at 11:00 a.m., Pacific Time, or, if the Meeting is adjourned or postponed, no later than 48 hours (excluding Saturdays, Sundays and holidays in the Province of British Columbia) before any adjourned or postponed Meeting.

If you are a non-registered Shareholder (for example, if you hold Shares in an account with a broker or another intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your broker or intermediary or call your broker or intermediary for information as to how you can vote your Shares. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for their clients. Therefore, each non-registered Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting. Note that the deadlines set by your broker or intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above. Shareholders should follow the instructions on the forms they receive and if they have any questions contact their intermediaries or Computershare Investor Services Inc., the Company’s transfer agent, at 1-800-564-6253 (toll free within North America) or +1-514-982-7555 from outside of North America.

DATED at Vancouver, British Columbia, this 29th day of July, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Jani-Mikael Kuusisto
Jani-Mikael Kuusisto
Chief Executive Officer



MANAGEMENT INFORMATION CIRCULAR As at July 29, 2020

SECTION 1 - INTRODUCTION

This management information circular (the “**Information Circular**”) accompanies the notice of annual and special meeting (the “**Notice**”) and is furnished to shareholders (the “**Shareholders**”, and each a “**Shareholder**”) holding Class A common shares without par value (the “**Shares**”, and each a “**Share**”) in the capital of Ynvisible Interactive Inc. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual and special meeting (the “**Meeting**”) of the Shareholders to be held at 11:00 a.m., Pacific Time, on Wednesday, September 16, 2020, at the offices of McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, or at any adjournment thereof.

DATE AND CURRENCY

The date of this Information Circular is July 29, 2020. Unless otherwise stated, all amounts herein are in Canadian dollars.

SECTION 2 - PROXIES AND VOTING RIGHTS

MANAGEMENT SOLICITATION

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals’ authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out-of-pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

APPOINTMENT OF PROXY

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of July 29, 2020 (the “**Record Date**”) on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, by mail, fax, telephone voting system or via the Internet at least two business days (excluding Saturdays, Sundays and holidays) prior to the scheduled time of the Meeting, or any adjournment(s) thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder’s attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarized certified copy thereof, must accompany the form of proxy.

REVOCAION OF PROXIES

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder’s attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned, any reconvening thereof, or (ii) to the Chair of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (a) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (b) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

VOTING OF SHARES AND PROXIES AND EXERCISE OF DISCRETION BY DESIGNATED PERSONS

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are “non-registered” Shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. or CDS & Co.) of which the Intermediary is a participant. In accordance with the requirements set out in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Company has distributed copies of the Notice, this Information Circular, the form of proxy, and financial statements request form (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of common shares

beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent as provided above; or

- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**proxy authorization form**”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one-page pre-printed form. Sometimes, instead of a one-page pre-printed form, the proxy authorization will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Designated Persons named in the form and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

There are two types of beneficial owners: (i) those who object to their identity being made known to the issuers of securities which they own (“**Objecting Beneficial Owners**” or “**OBOs**”), and (ii) those who do not object to their identity being made known to the issuers of securities which they own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”). Subject to the provisions of NI 54-101, issuers may deliver proxy-related materials directly to their NOBOs.

The Company is sending these Meeting Materials directly to both registered Shareholders and NOBOs. If you are a NOBO, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding Shares on your behalf.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

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

SECTION 3 - VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of (i) Class A common shares (“**Shares**”); and (ii) Class B non-voting convertible common shares without par value, convertible to Shares on a 1 for 1 basis. As at the record date, determined by the Board to be the close of business on July 29, 2020 (the “**Record Date**”), a total of 81,399,675 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting. There were no Class B common shares issued and outstanding as at July 29, 2020.

No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Shares.

Only registered Shareholders as at the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, as at July 29, 2020, the below corporation beneficially owned, directly or indirectly, or exercised control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company:

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares ⁽¹⁾
YDreams Informatica, SA	10,169,878 ⁽²⁾	12.49%

⁽¹⁾ Based on 81,399,675 Shares issued and outstanding as at July 29, 2020.

⁽²⁾ 1,525,480 Shares remain in escrow as at July 29, 2020

SECTION 4 – PARTICULARS OF MATTERS TO BE ACTED UPON

MANAGEMENT OF THE COMPANY KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING. HOWEVER, IF ANY OTHER MATTERS THAT ARE NOT KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE ON SUCH MATTERS IN ACCORDANCE WITH THEIR BEST JUDGMENT.

Additional details regarding each of the matters to be acted upon at the Meeting are set forth below.

1. FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended December 31, 2019, together with the auditor’s report thereon, and the related management’s discussion and analysis (together, the “**Financial Statements**”), will be presented to Shareholders at the Meeting.

Copies of these documents will be available at the Meeting and may also be obtained by a Shareholder upon request without charge from the Company, Suite 830, 1100 Melville Street, Vancouver, British Columbia, Canada, V6E 4A6. These documents are also available online under the Company’s profile at www.sedar.com (SEDAR – System for Electronic Document Analysis and Retrieval).

Management will review the Company’s financial results at the Meeting and Shareholders and proxyholders will be given an opportunity to discuss these results with management. **No approval or other action needs to be taken at the Meeting in respect of the Financial Statements.**

2. ELECTION OF DIRECTORS

Number of Directors

The directors of the Company are elected at each annual meeting and hold office until the next annual meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at seven (7). The number of directors will be approved if the majority of Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at seven (7).

Management recommends Shareholders vote in favour of the resolution setting the number of directors at seven (7). Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the resolution setting the number of directors at seven (7).

Advance Notice Provisions

The Articles of the Company include advance notice provisions, which require advance notice to the Company in circumstances where nominations of persons for election to the Board are made by Shareholders other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) or (ii) a shareholder proposal made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (the "**Advance Notice Provisions**").

The purpose of the Advance Notice Provisions is to foster a variety of interests of Shareholders and the Company by ensuring all Shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can, thereby, exercise their voting rights in an informed manner. Among other things, the Advance Notice Provisions fixes a deadline by which Shareholders must submit director nominations to the Company prior to any annual or special meeting of Shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form. The Advance Notice Provisions are available for viewing in the Articles of the Company posted under the Company's profile at www.sedar.com.

As at the date of this Information Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provisions and, as such, management's nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

Nominees for Election

Management of the Company proposes to nominate the persons named in the table below for election by the Shareholders as directors of the Company. Each of the nominees has agreed to stand for election and management of the Company does not contemplate that any of the nominees will be unable to serve as a director.

The following disclosure sets out the names of management's seven nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date:

Name and Province/ Country of Residence and Present Office Held	Principal Occupation, Business or Employment for Last Five Years	Periods During Which Nominee Has Served as a Director	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾
Jani-Mikael Kuusisto ⁽³⁾ Pirkanmaa, Finland Chief Executive Officer and Director	See “ Director Biographies ” below	January 19, 2018	1,258,810
Duarte Mineiro ⁽³⁾ Lisbon, Portugal Director	See “ Director Biographies ” below	January 19, 2018	Nil
Alexander Helmel ⁽²⁾⁽⁴⁾ British Columbia, Canada Director	See “ Director Biographies ” below	March 1, 2006	62,173
Benjamin Leboe ⁽³⁾⁽⁴⁾ British Columbia, Canada Director	See “ Director Biographies ” below	May 25, 2018	40,000
Leif Ljungqvist ⁽²⁾⁽⁴⁾ <u>Södermanland</u> , Sweden Director	See “ Director Biographies ” below	November 14, 2019	712,895
Michael Robinson ⁽²⁾ New York, USA Director	See “ Director Biographies ” below	November 15, 2019	Nil
Inês Henriques Lisbon, Portugal Chief Operating Officer and Director	See “ Director Biographies ” below	Proposed Director (formerly served as a director May 25, 2018 – November 21, 2019)	1,951,472

(1) The information in the table above as to Common Shares beneficially owned or controlled and the following information as to principal occupation, business or employment is not necessarily within the knowledge of management of the Company and has been furnished by the respective nominees.

(2) Member of Audit Committee

(3) Member of Compensation Committee

(4) Member of Corporate Governance Committee

Director Biographies

Jani-Mikael Kuusisto – Director and Chief Executive Officer

With nearly 20 years of experience in the field of Printed Electronics and Consumer Packaged Goods (“CPG”) Jani-Mikael Kuusisto has extensive international experience working with the Printed Electronics customer and supply value chains. Previously he was YD Ynvisible S.A.’s Chief Business Development Officer between 2011 and 2014, and rejoined YD Ynvisible S.A. in August 2016. During the interim, Mr. Kuusisto worked in business development for VTT Technical Research Centre of Finland, as Senior Scientist, where he consulted for numerous rapidly growing IoT companies. Mr. Kuusisto has an M.Sc. in Economics and Business Administration from the Helsinki School of

Economics and Business Administration (now a part of Aalto University). He graduated with a major in International Business and minors in Finance and Multimedia.

Duarte Mineiro – Director

Duarte Mineiro is a Director of Armilar Venture Partners, previously Espírito Santo Ventures, and he serves as a Board member/observer of several Armilar portfolio companies. Prior to this, Mr. Mineiro worked for over 10 years in The Boston Consulting Group, mainly in the healthcare and financial sectors, working in several countries (joined Lisbon/ Madrid office in 1998, Paris office in 2003 and London office in 2009). He holds an MBA from the Tuck School of Business at Dartmouth College, and a degree in Industrial Engineering and Management from the Technical University of Lisbon.

Alexander Helmel – Director

Alexander Helmel has been a director of the Company since March 1, 2006, and served as President of the Company from March 1, 2006, to January 19, 2018, and as Chief Executive Officer of the Company from August 27, 2007, to January 19, 2018. Mr. Helmel has over 15 years' experience working with private as well as publicly traded companies. He has served as a director and/or officer of numerous companies listed on the Canadian Securities Exchange and TSX Venture Exchange. He holds a Bachelor of Science degree from the University of British Columbia and obtained a Certified Information Systems Auditor (CISA) designation (not currently active).

Benjamin Leboe, B.Com., CMC, CA/CPA (Ret.) – Director

Benjamin Leboe also serves as a Director of Nevada Exploration Inc. (NGE), a TSX Venture Exchange issuer. Previously he served as Chief Financial Officer of Uranerz Energy Corporation, listed on NYSE American and the TSX, before that company merged with Energy Fuels Inc. (EFR.TO). During his nine years at Uranerz Mr. Leboe also held such positions as Ethics Officer, Corporate Secretary, Principal Accounting Officer and Senior Vice President of Finance. Prior to joining Uranerz Mr. Leboe was a Senior Consultant, Management Consulting, of the Business Development Bank of Canada. He has served as a director, Chief Financial Officer, Principal Accounting Officer and Treasurer of numerous public companies in Canada and the United States. Since 1990, Mr. LeBoe has been Principal, Independent Management Consultants of British Columbia. Prior to that time, he was a Partner of KPMG Consulting and its predecessor firms. He holds a business degree from the University of British Columbia, is a Certified Management Consultant and retired Business Valuator/Chartered Accountant (CPA, CA).

Leif Ljungqvist - Director

Mr. Ljungqvist has extensive executive and senior management leadership experience, as well as governance and executive compensation expertise. He has particular expertise in strategy and operations in printed electronics. Prior to the acquisition of Consensum Production AB (“Consensum”) by the Company in August 2019, Mr. Ljungqvist served as Chair of the board of directors of Consensum. He currently serves as Chair of the Board of the Company. Previously, Mr. Ljungqvist served as Chief Executive Officer of Acreo Swedish ICT AB, which is now part of RISE (Research Institute of Sweden), one of Europe’s top applied research institutes, and was also the manager of the ICT division at RISE with approximately 500 employees. He currently also serves as a board member of Ligna Energy AB and he has held several other executive and board positions in both start-ups and large organizations, including, but not limited to, Manager for the distribution of Schwarzkopf Sweden, Photonic Sweden, Strand Interconnect, and DP Patterning. He has more than 20 years’ experience in electronics hardware design, manufacture, and sales and marketing and has built organizations for profitable growth.

Michael Robinson – Director

Mr. Robinson is currently Director of Open Innovation & Business Development for Packaging Innovation at L'Oréal USA. His role at L'Oréal centres on technology scouting and strategy, business development, and integrating business and design best practices to accelerate and launch new packaging, products, and experiences. An Industrial Designer by training, he has developed packaging for new business channels at Hasbro Toys; has helped build, lead and evolve a Packaging and Beauty Tool team at Bliss World LLC; and has guided category Industrial Design, User Experience & Innovation within the Global Design & Packaging team at Colgate-Palmolive. Mr. Robinson graduated from Rochester Institute of Technology and holds multiple US and EU patents. He is a board member of Camp Brooklyn Fund, and serves as a human insights consultant to Fritz Water Vest LLC, a non-profit developing flexible packaging-based solutions to address water and food scarcity. To support the Company's growth, Mr. Robinson has experience in Luxury and FMCG markets, skill integrating business and design processes and know-how bringing innovation to market.

Inês Henriques – Director and Chief Operating Officer

Ms. Henriques is the Chief Operating Officer of the Company and a former director. She was the leader of the research initiative, which resulted in founding of YD Ynvisible S.A. in 2010, after which she acted as Chief Executive Officer. She developed a competent team, with high levels of expertise in all strategic areas, and initiated senior management recruitment. Ms. Henriques has also been actively involved in the development of the Company's core IP portfolio, and was responsible for initiating the Company's first manufacturing partnership and establishing R&D partner networks to develop future interactive surfaces technologies. She has a degree in Environmental Engineering from the New University of Lisbon, Portugal and a PhD from Virginia Tech, USA.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

A Shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. Management recommends Shareholders vote in favour of the election of each of the nominees listed above for election as directors of the Company for the ensuing year. Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the nominees.

Cease Trade Orders

No proposed director of the Company is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

All such representations are made upon the reliance of information provided by such individuals and the Company has not conducted any independent searches to verify such information.

Bankruptcies

No proposed director of the Company is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the 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.

No proposed director of the Company has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

All such representations are made upon the reliance of information provided by such individuals and the Company has not conducted any independent searches to verify such information.

Penalties and Sanctions

No proposed director of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

All such representations are made upon the reliance of information provided by such individuals and the Company has not conducted any independent searches to verify such information.

3. APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to vote for the appointment of Morgan & Company LLP, Chartered Professional Accountants, as auditor of the Company to hold office until the next annual meeting of Shareholders, or until a successor is appointed, and to authorize the directors of the Company to fix the auditor's remuneration.

Management recommends Shareholders vote in favour of the appointment of Morgan & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the Board to fix the auditor's remuneration. Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the appointment of Morgan & LLP, Chartered Professional Accountants, as the Company's auditor until the close of its next annual meeting and to authorize the Board to fix the remuneration to be paid to the auditor.

4. SHARE OPTION PLAN

TSX Venture Exchange (the "Exchange") policies respecting the granting of stock options requires that all companies listed on the Exchange implement a share option plan and that any "rolling" share option

plan must receive Shareholder approval on an annual basis. Shareholders last approved the Company's 10% rolling share option plan dated for reference April 12, 2018 (the "**Share Option Plan**"), at its Annual General Meeting held July 4, 2019. At the date of this Information Circular, there were options outstanding to purchase an aggregate of 5,210,000 Common Shares under the Company's Share Option Plan.

A full copy of the Share Option Plan will be available at the Meeting for review by Shareholders. Shareholders may also obtain copies of the Share Option Plan from the Company prior to the Meeting on written request. See also "*Section 8 – Other Information - Securities Authorized for Issuance Under Equity Compensation Plans.*"

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution to ratify, confirm and approve the Share Option Plan, with or without variation, as follow:

"BE IT RESOLVED, as an ordinary resolution, that the Share Option Plan be and is hereby ratified, confirmed, and approved, and that any director or officer of the Company be and is hereby authorized and directed to perform such acts and deeds and things, including amending the Share Option Plan should such amendments be required by applicable regulatory authorities, including but not limited to the TSX Venture Exchange, and execute all such documents, agreements and other writings as may be required to give effect to this resolution."

An ordinary resolution is a resolution passed by the Shareholders of the Company at the Meeting by a simple majority of the votes cast in person or by proxy.

Management of the Company has reviewed the proposed resolution, concluded that it is fair and reasonable to the Shareholders and in the best interest of the Company, and recommends Shareholders vote in favour of the ratification, confirmation, and approval of the Share Option Plan. Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the Share Option Plan.

SECTION 5 – STATEMENT OF EXECUTIVE COMPENSATION

Objective: The objective of this disclosure is to communicate the compensation the Company paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to compensation. This disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Company and will help investors understand how decisions about executive compensation are made.

Definitions:

For the purpose of this Statement of Executive Compensation, in this form:

- (a) "**Company**" means Ynvisible Interactive Inc.;
- (b) "**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;
- (c) "**compensation securities**" includes stock options, convertible securities, exchangeable securities

and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries;

- (d) **“named executive officer”** or **“NEO”** means each of the following individuals:
- (i) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (**“CEO”**), including an individual performing functions similar to a CEO;
 - (ii) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (**“CFO”**), including an individual performing functions similar to a CFO;
 - (iii) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year;
 - (iv) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;
- (e) **“plan”** includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and
- (f) **“underlying securities”** means any securities issuable on conversion, exchange or exercise of compensation securities.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and named executive officer compensation, excluding options and compensation securities

The following table sets forth all compensation, excluding options and compensation securities, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, for the two most recently completed financial years, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company.

Table of compensation excluding compensation securities							
Name And position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Jani-Mikael Kuusisto ⁽²⁾ CEO and Director	2019	158,731 ⁽³⁾	Nil	Nil	Nil	Nil	158,731 ⁽³⁾
	2018	184,384	Nil	Nil	Nil	Nil	184,384
Darren Urquhart ⁽⁴⁾ CFO	2019	30,000	Nil	Nil	Nil	Nil	30,000
	2018	30,000	Nil	Nil	Nil	Nil	30,000
Inês Henriques ⁽⁵⁾ COO and former Director	2019	97,896 ⁽³⁾	Nil	Nil	Nil	Nil	97,896 ⁽³⁾
	2018	113,576	Nil	Nil	Nil	Nil	113,576
Alexander Helmel ⁽⁶⁾ former President , former CEO and current Director	2019	30,000	Nil	Nil	Nil	Nil	30,000
	2018	27,500	Nil	Nil	Nil	Nil	27,500
Benjamin LeBoe ⁽⁷⁾ Director	2019	12,000	Nil	Nil	Nil	Nil	12,000
	2018	7,000	Nil	Nil	Nil	Nil	7,000
Duarte Mineiro ⁽⁸⁾ Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Leif Ljungqvist ⁽⁹⁾ Director	2019	34,624 ⁽¹⁰⁾	Nil	Nil	Nil	Nil	34,624 ⁽¹⁰⁾
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Michael Robinson ⁽¹¹⁾ Director	2019	1,500	Nil	Nil	Nil	Nil	1,500
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Martin Burian ⁽¹²⁾ former Director	2019	10,500	Nil	Nil	Nil	Nil	10,500
	2018	11,000	Nil	Nil	Nil	Nil	11,000
Robert Friesen ⁽¹³⁾ former Director	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Richard Vaive ⁽¹⁴⁾ former Director	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	Nil	Nil	Nil	Nil	Nil	Nil

(1) Year ended December 31st

(2) Jani-Mikael Kuusisto was appointed Chief Executive Officer and a director of the Company on January 19, 2018.

(3) Compensation paid in European euro (Average exchange rate over period of 1.4856 Canadian dollar per 1 European euro reflected above)

(4) Darren Urquhart was appointed Chief Financial Officer of the Company on April 26, 2013.

(5) Inês Henriques was appointed Chief Operating Officer of the Company January 19, 2018, and she served as a director from May 25, 2018, to November 21, 2019.

(6) Alexander Helmel served as President of the Company from March 1, 2006, to January 29, 2018, and as CEO of the Company from August 27, 2027, to January 19, 2019. He has served as a director since March 1, 2006.

(7) Benjamin LeBoe was elected a director of the Company on May 25, 2018.

(8) Duarte Mineiro was appointed a director of the Company on January 19, 2018.

(9) Leif Ljungqvist was appointed a director of the Company on November 14, 2019.

(10) Compensation includes board fees and consulting fees (exchange rate reflected above is as at December 31, 2019: 0.1394 Canadian dollar per 1 Swedish krona)

(11) Michael Robinson was appointed a director of the Company on November 18, 2019.

(12) Martin Burian served as a director of the Company from January 19, 2018, to November 21, 2019.

(13) Robert Friesen resigned as a director of the Company on January 19, 2018.

(14) Richard Vaive resigned as a director of the Company on January 19, 2018.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each NEO and director by the Company or one of its subsidiaries during the financial year ended December 31, 2019, for services provided or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and position	Type of compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage of class ⁽²⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end ⁽³⁾ (\$)	Expiry Date
Jani-Mikael Kuusisto ⁽⁴⁾ CEO and Director	Options	150,000 2.77%	May 1, 2019	\$0.37	\$0.37	\$0.245	May 1, 2024
Darren Urquhart ⁽⁵⁾ CFO	Options	50,000 0.92%	May 1, 2019	\$0.37	\$0.37	\$0.245	May 1, 2024
Inês Henriques ⁽⁶⁾ COO and former Director	Options	150,000 2.77%	May 1, 2019	\$0.37	\$0.37	\$0.245	May 1, 2024
Alexander Helmel ⁽⁷⁾ former President and CEO and current Director	Options	100,000 1.85%	May 1, 2019	\$0.37	\$0.37	\$0.245	May 1, 2024
Benjamin LeBoe ⁽⁸⁾ Director	Options	100,000 1.85%	May 1, 2019	\$0.37	\$0.37	\$0.245	May 1, 2024
Leif Ljungqvist ⁽⁹⁾ Director	Options	100,000 1.85%	October 2, 2019	\$0.30	\$0.29	\$0.245	October 2, 2024
Michael Robinson ⁽¹⁰⁾ Director	Options	100,000 1.85%	December 18, 2019	\$0.20	\$0.20	\$0.245	December 18, 2024
Martin Burian former Director	Options	100,000 1.85%	May 1, 2019	\$0.37	\$0.37	\$0.245	May 1, 2024

(1) All options vest 1/3 at four months, eight months, and 12 months from date of grant.

(2) Percentage of class represents percentage of compensation securities granted over the total number of compensation securities of the Company outstanding as of December 31, 2019.

(3) Closing price of the Company's common shares as at December 31, 2019

(4) As at December 31, 2019, in addition to the options noted in the table above, Jani-Mikael Kuusisto held 450,000 options exercisable at \$0.30 until January 19, 2023, as granted January 19, 2018.

(5) As at December 31, 2019, in addition to the options noted in the table above, Darren Urquhart held 100,000 options exercisable at \$0.30 until January 19, 2023, as granted January 19, 2018.

(6) As at December 31, 2019, in addition to the options noted in the table above, Inês Henriques held 300,000 options exercisable at \$0.30 until January 19, 2023, as granted January 19, 2018.

(7) As at December 31, 2019, in addition to the options noted in the table above, Alexander Helmel held 200,000 options exercisable at \$0.30 until January 19, 2023, as granted January 19, 2018.

(8) As at December 31, 2019, in addition to the options noted in the table above, Benjamin LeBoe held 100,000 options exercisable at \$0.30 until May 25, 2023, as granted May 25, 2018.

(9) As at December 31, 2019, Leif Ljungqvist held no other options than those noted in the table above.

(10) As at December 31, 2019, Michael Robinson held no other options than those noted in the table above.

(11) As at December 31, 2019, in addition to the options noted in the table above, Martin Burian held 100,000 options exercisable at \$0.30 until January 19, 2023, as granted January 19, 2018.

Exercise of Compensation Securities by NEOs and Directors

There were no compensation securities exercised by a director or NEO of the Company during the financial year ended December 31, 2019.

Stock Option Plans and Other Incentive Plans

10% “rolling” Share Option Plan (Option-Based Awards)

The Company has in place a 10% “rolling” share option plan dated for reference April 12, 2018 (the “**Share Option Plan**”), and last approved by shareholders of the Company on July 4, 2019, wherein an

aggregate of 10% of the issued and outstanding Shares at the time an option is granted, less any outstanding options, are available for issuance to eligible optionees. The Share Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The Share Option Plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

The Share Option Plan is a 10% maximum rolling plan. Options granted under the Share Option Plan are not exercisable for a period longer than 10 years and the exercise price must be paid in full upon exercise of the option.

The Share Option Plan is subject to the following restrictions:

- (a) The Company must not grant an option to any one individual director, officer, employee, management company employee, consultant or company consultant (the “**Service Provider**”) in any 12-month period that exceeds 5% of the outstanding Shares, unless the Company has obtained approval to do so by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders’ meeting, excluding votes attaching to Common Shares beneficially owned by insiders and their associates (“**Disinterested Shareholder Approval**”);
- (b) The aggregate number of options granted to a Service Provider conducting investor relations activities in any 12-month period must not exceed 2% of the outstanding Shares calculated at the date of the grant, without the prior consent of the Exchange;
- (c) The Company must not grant an option to any one individual consultant in any 12-month period that exceeds 2% of the outstanding Shares calculated at the date of the grant of the option, without the prior consent of the Exchange;
- (d) The aggregate number of Shares reserved for issuance under options granted to insiders must not exceed 10% of the outstanding Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (e) The aggregate number of Shares issued for option to insiders in any 12-month period must not exceed 10% of the outstanding Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (f) The issuance to any one optionee within a 12-month period of a number of Shares must not exceed 5% of outstanding Shares unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) Any one Person engaged in Investor Relations Activities for the Company must vest in stages over a 12-month period with no more than 1/4 of the options vesting in any three-month period; and
- (h) The exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

Material Terms to the Share Option Plan

The following is a summary of the material terms of the Share Option Plan:

- (a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Share Option Plan;
- (b) Options granted under the Share Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;
- (c) For options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) If there is a takeover bid for all or any of the issued and outstanding Shares, then all outstanding options, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall become exercisable in full to enable the optioned shares to be issued and tendered to such bid, subject to prior written approval of the Exchange;
- (e) An option granted to any Service Provider will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the optionee at any time prior to expiry of the option), after the date the optionee ceases to be employed by or provide services to the Company, and only to the extent that such option was vested at the date the optionee ceased to be so employed by or to provide services to the Company;
- (f) If an optionee dies, any vested option held by him at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option;
- (g) In the case of an optionee being dismissed from employment or service for cause, such optionee's options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same;
- (h) The exercise price of each option will be set by the Board at the time such option is allocated under the Share Option Plan, and cannot be less than the Discounted Market Price (as defined in the Share Option Plan);
- (i) Vesting of options shall be at the discretion of the Board, and will generally be subject to:
 - (i) The Service Provider remaining employed by or continuing to provide services to the Company or any of its affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its affiliates during the vesting period; or
 - (ii) The Service Provider remaining as a Director of the Company or any of its affiliates during the vesting period;

- (j) The Share Option Plan contains a black-out provision restricting all or any of the Company's Service Providers to refrain from trading in the Company's securities until the restriction has been lifted by the Company;
- (k) No vesting requirements will apply to options granted under the Share Option Plan other than as required by TSXV policies; however, a four month hold period will apply to all Common Shares from the date of grant for all options granted to:
 - (i) Insiders of the Company; or
 - (ii) Where options are granted to any Service Provider, including Insiders, where the exercise price is at a discount to the Market Price; and
- (l) The Board reserves the right in its absolute discretion to amend, modify or terminate the Share Option Plan with respect to all Common Shares in respect of options which have not yet been granted under the Share Option Plan. Any amendment to any provision of the Share Option Plan will be subject to any necessary Regulatory approvals unless the effect of such amendment is intended to reduce (but not to increase) the benefits of the Share Option Plan to Service Providers.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Share Option Plan may be made by the Board without further shareholder approval.

Accordingly, the Share Option Plan also provides that the Board may, without shareholder approval:

- (i) amend the Share Option Plan to make amendments which are of a typographical, grammatical or clerical nature only;
- (ii) amendments of a housekeeping nature;
- (iii) change the vesting provisions of an option granted under the Share Option Plan, subject to prior written approval of the TSX Venture, if applicable;
- (iv) change the termination provision of an option granted under the Share Option Plan if it does not entail an extension beyond the lesser of the original expiry date of such option, or 12 months from termination;
- (v) make such amendments to the Share Option Plan as are necessary or desirable to reflect changes in securities laws applicable to the Company or any requested changes by the TSX Venture;
- (vi) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSX Venture, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (vii) amend the Share Option Plan to reduce, and not to increase, the benefits of this Share Option Plan to Service Providers.

Employment, Consulting and Management Agreements

At year ended December 31, 2019, below is a description of the employment agreements entered into with the Company and its operating subsidiaries:

- (i) YD Ynvisible, S.A., a subsidiary of the Company, entered into an employment agreement with Jani-Mikael Kuusisto dated August 12, 2016, whereby Jani-Mikael Kuusisto agreed to act as General Manager (as of January 19, 2018, Chief Executive Officer) of the Company in return for a gross annual salary of 106,846€ (one hundred and six thousand eight hundred and forty six Euros) (equivalent to \$158,731 using average exchange rate over period of 1.4856 Canadian dollar per 1 Euro), with six months severance pay upon termination by the Company; and
- (ii) YD Ynvisible, S.A., a subsidiary of the Company, entered into an employment agreement with Inês Henriques dated October 1, 2010 (first signed by YDreams on March 6, 2007 and then transferred to YD Ynvisible, S.A. on October 1, 2010) whereby Inês Henriques agreed to act as Chief Executive Officer (as of January 19, 2018, Chief Operating Officer) of the Company in return for a gross annual salary of 65,896€ (sixty five thousand eight hundred and ninety six Euros) (equivalent to \$97,896 using average exchange rate over period of 1.4856 Canadian dollar per 1 European euro), with the termination clauses established by Portuguese Labour Law.

Jani-Mikael Kuusisto and Inês Henriques will be awarded bonus compensation based on the delivery of certain performance milestones, previously approved by the Board. Payment will be paid at the end of the year, as a one-time payment as a certain percentage of the annual salary.

Oversight and Description of Director and NEO Compensation

Executive compensation is set to attract and retain the best available talent while efficiently utilizing available resources. The Company compensates executive management with a package typically including a base salary (“Base Salary”), an incentive compensation plan (“Incentive Compensation”) and equity compensation (the “Equity Compensation”) designed to be competitive with comparable employers. In considering executive management’s compensation, the Board takes into consideration the financial condition of the Company. The Base Salary is set in comparison to the comparable positions in the market and in the industry, the Incentive Compensation is used as a short-term incentive to achieve Company objectives, and the Equity Compensation is designed to allow the participants to enjoy the benefits of any increase in company valuation and share price, should such an increase occur. Executive compensation is designed to reward activities and achievements that are aligned with the long-term interests of the Company’s shareholders.

The Base Salary, Incentive Compensation and Equity Compensation for the Company’s NEOs, including the CEO and the CFO is determined by the Company’s Compensation Committee. The Company’s Compensation Committee determines compensation and incentive awards for the directors and senior officers of the Company. The Compensation Committee also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company’s senior management. The Board reviews the compensation of senior management on a semi-annual basis taking into account compensation paid by other issuers of similar size and activity.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed with a view that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining qualified executives;
- (b) motivating the short and long-term performance of these executives; and

- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary, bonus compensation and equity participation through its Share Option Plan. Recommendations for senior management compensation are presented to the Ynvisible Board for review.

The Company currently does not have in place any formal policies to prevent a director or NEO from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by such director or NEO.

Elements of Compensation

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its Share Option Plan. Recommendations for senior management compensation are presented to the Board for review.

Base Salary or Consulting Fees

In the Board's view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Equity Participation

Share options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Compensation Committee.

Bonus Incentive Compensation

The Company's objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company's operations.

Benefits and Perquisites

The Company does not, as of the date of this Statement of Executive Compensation, offer any benefits or perquisites to its NEOs other than potential grants of incentive share options as otherwise disclosed and discussed herein.

Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

SECTION 6 – AUDIT COMMITTEE

National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

AUDIT COMMITTEE CHARTER

The mandate of the Audit Committee is to ensure the Company effectively maintains the necessary management systems and controls to allow for timely and accurate reporting of financial information to safeguard shareholder value, to meet all relevant regulatory requirements and to provide recommendations to the Board in the areas of management systems and controls.

The text of the Audit Committee Charter of the Company is attached as Schedule “A” to this Information Circular.

COMPOSITION OF AUDIT COMMITTEE

The Company’s Audit Committee is currently comprised of three directors, namely Alexander Helm, Leif Ljungqvist and Michael Robinson. NI 52-110 provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of the member’s independent judgment. As the Company is a venture issuer, the Company is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent. Although none of the members of the Audit Committee of the Company are executive officers, employees or control persons of the Company or of an affiliate of the Company, Alexander Helm is not currently considered to be independent as he served as an executive officer of the Company within the last three years. He will regain independent status on January 19, 2021.

All of the Audit Committee members are financially literate, as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as an understanding of internal controls and procedures necessary for financial reporting. NI 52-110 provides that 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.

The Audit Committee is responsible for review of interim and annual financial statements of the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

RELEVANT EDUCATION AND EXPERIENCE

Each member of the Company’s present Audit Committee has adequate education and experience that is relevant to his or her performance as an Audit Committee member and, in particular the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Alexander Helmel

See "Section 4 – Particulars of Matters to be Acted Upon – 2. Election of Directors – Director Biographies."

Leif Ljungqvist

See "Section 4 – Particulars of Matters to be Acted Upon – 2. Election of Directors – Director Biographies."

Michael Robinson

See "Section 4 – Particulars of Matters to be Acted Upon – 2. Election of Directors – Director Biographies."

AUDIT COMMITTEE OVERSIGHT

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

RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Company's most recently completed financial year ended December 31, 2019, has the Company relied on the exemption in section 2.4 of National Instrument 52-110 - *Audit Committees (De Minimis Non-audit Services)*, the exemption in section 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption, in whole or in part, granted under Part 8 of National Instrument 52-110.

PRE-APPROVAL POLICIES AND PROCEDURES

Refer to the Company's Audit Committee Charter concerning adoption of specific policies and procedures for the engagement of non-audit services.

EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees billed by the Company's external auditor in each of the last two financial years with respect to the Company, by category, are as follows:

Financial Year Ended December 31	Audit Fees⁽¹⁾ (\$)	Audit-Related Fees⁽²⁾ (\$)	Tax Fees⁽³⁾ (\$)	All Other Fees⁽⁴⁾ (\$)
2019	49,500	Nil	2,800	Nil
2018	29,500	Nil	1,300	1,359.90

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

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

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

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

EXEMPTION

As the Company is a “Venture Issuer” pursuant to relevant securities legislation, the Company is relying on the exemption in section 6.1 of National Instrument 52-110 - *Audit Committees*, from the requirement of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of National Instrument 52-110.

SECTION 7 - CORPORATE GOVERNANCE

GENERAL

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

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Company is required to disclose its corporate governance practices. Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company.

National Policy 58-201 - *Corporate Governance Guidelines* (“**NP 58-201**”) establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices and believes the Company’s corporate governance practices are appropriate and effective for the Company given its current size.

BOARD OF DIRECTORS

The mandate of the board of directors of the Company, as prescribed by the *Business Corporations Act* (British Columbia), is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the

management of the Company's affairs directly and through its committee(s). The Board facilitates its exercise of independent supervision over management through frequent meetings of the Board. The Board is currently composed of six directors, four of whom are not or were not executive officers of the Company and are, therefore, considered to be independent, as that term is defined in applicable securities legislation. Messrs. Leboe, Mineiro, Ljungqvist and Robinson are considered to be independent. Messrs. Kuusisto and Helmel are not considered independent as Mr. Kuusisto also serves as an executive officer of the Company and Mr. Helmel held an executive officer position in the Company within the past three-year period. In determining whether a director is independent, the Board chiefly considers whether the director has a relationship which could or could be perceived to interfere with the director's ability to objectively assess the performance of management.

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

DIRECTORSHIPS

Certain of the Company's directors are also directors of other reporting issuers (or the equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other Reporting Issuer (or the equivalent)	Exchange Listed
Alexander Helmel	Global Vanadium Corp.	TSX Venture Exchange
	Global Cannabis Applications Corp.	Canadian Securities Exchange
	Gratomic Inc.	TSX Venture Exchange
	Resolve Ventures Inc.	TSX Venture Exchange
	Silver Sands Resources Corp.	Canadian Securities Exchange
	Universal Copper Ltd.	TSX Venture Exchange
Benjamin Leboe	Nevada Exploration Inc.	TSX Venture Exchange

ORIENTATION AND CONTINUING EDUCATION

The Company has not developed an official orientation or training program for new directors. When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

ETHICAL BUSINESS CONDUCT

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

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the Shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

NOMINATION OF DIRECTORS

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

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board is responsible for identifying individuals qualified to become new Board members and considering new director nominees. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

COMPENSATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

The Compensation Committee determines compensation and incentive awards for the directors and senior officers of the Company. The current members of the Company's Compensation Committee are Benjamin Leboe (Chair), Duarte Mineiro and Jani-Mikael Kuusisto. Benjamin LeBoe and Duarte Mineiro are independent members of the Compensation Committee. Jani-Mikael Kuusisto is not an independent member as Mr. Kuusisto is Chief Executive Officer. A Compensation Committee Charter was adopted by the Board on May 27, 2008, and is available for review on the Company's website at www.ynvisible.com.

CORPORATE GOVERNANCE COMMITTEE

The current members of the Corporate Governance Committee are: Benjamin Leboe (Chair), Leif Ljungqvist and Alexander Helm. The Corporate Governance Committee oversees the drafting of the various corporate governance policies of the Board. The Company adopted a charter for the Corporate Governance Committee on May 27, 2008. The charter and the corporate disclosure policy of the Corporate Governance Committee are available for review on the Company's website at www.ynvisible.com.

BOARD COMMITTEES

The Board has a no committees other than the Audit Committee. See “*Section 6 - Audit Committee*”, the Compensation Committee and the Corporate Governance Committee.

ASSESSMENTS

The Board, as a whole, assesses its performance, the performance of its committee(s) and the contribution of individual directors on an ongoing basis. It also monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committee(s).

SECTION 8 - OTHER INFORMATION

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has a 10% rolling share option plan in place dated for reference April 12, 2018. The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as at December 31, 2019.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾	5,125,000		2,207,840
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total:	5,125,000	\$0.32	2,207,840

(1) Represents the Share Option Plan of the Company. As at December 31, 2019, the Equity Incentive Plan reserved shares equal to a maximum of 10% of the issued and outstanding Shares. As at December 31, 2019, the Company had 73,328,400 Shares issued and outstanding.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than "routine indebtedness" as defined in applicable securities legislation, since the beginning of the financial year ended December 31, 2019, none of:

- (a) the executive officers, directors, employees and former executive officers, directors and employees of the Company or any of its subsidiaries;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associates of the foregoing persons;

is or has been indebted to the Company or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, and which was not entirely repaid on or before the date of this Information Circular.

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

Except as disclosed herein, none of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein or in the Company's financial statements, no informed person of the Company, or proposed director of the Company, or any associate or affiliate of any informed person or proposed director, had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year, or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

An "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

MANAGEMENT CONTRACTS

Since the beginning of the Company's most recently completed financial year ended December 31, 2019, management functions of the Company are not, and have not been, to any substantial degree performed by any person other than the executive officers and directors of the Company.

OTHER MATTERS

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Financial information about the Company is included in the Company's comparative annual financial statements and Management's Discussion and Analysis for the financial year ended December 31, 2019, which have been electronically filed with regulators and are available online under the Company's profile at www.sedar.com (SEDAR - System for Electronic Document Analysis and Retrieval). Copies may be obtained without charge upon request to the Company at P.O. Box 43, Suite 830, 1100 Melville Street, Vancouver, British Columbia, Canada, V6E 4A6 - telephone 778-683-4324. You may also access the Company's other public disclosure documents online under the Company's profile at www.sedar.com.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 – Continuous Disclosure Obligations sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statement, you may use the enclosed form or provide instructions in any other written format.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the board of directors of the Company.

DATED at Vancouver, British Columbia, this 29th day of July, 2020.

BY ORDER OF THE BOARD

YNVISIBLE INTERACTIVE INC.

/s/ Jani-Mikael Kuusisto
Jani-Mikael Kuusisto
Chief Executive Officer

SCHEDULE "A"

YNVISIBLE INTERACTIVE INC.

CHARTER OF THE AUDIT COMMITTEE

1. **Mandate**

The audit committee will assist the board of directors (the "**Board**") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the Corporation's business, operations and risks.

2. **Composition**

The Board will appoint from among their membership an audit committee after each annual meeting of the shareholders of the Corporation. The audit committee will consist of a minimum of three directors.

2.1 *Independence*

A majority of the members of the audit committee must be "independent" (as defined in Sec. 1.4 of National Instrument 52-110 (Audit Committees)) ("**NI 52-110**").

2.2 *Expertise of Committee Members*

A majority of the members of the audit committee must be "financially literate" (as defined in Sec. 1.6 of NI 52-110) or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise.

3. **Meetings**

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Corporation's Chief Financial Officer and external auditors in separate executive sessions.

4. **Roles and Responsibilities**

The audit committee shall fulfil the following roles and discharge the following responsibilities:

4.1 *External Audit*

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, or performing other audit, review or attest services, including the resolution of disagreements between management and the external auditors regarding financial reporting. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;

- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors;
- (d) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards; and
- (e) an audit committee must review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

4.2 *Internal Control*

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Corporation. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Corporation; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 *Financial Reporting*

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (a) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (c) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (a) review and approve the interim financial statements prior to their release to the public; and
- (b) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public. An audit committee must be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and must periodically assess the adequacy of those procedures

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Corporation or any subsidiary of the Corporation shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Corporation and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
 - (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;

- (ii) the audit committee is informed of each non-audit service; and
- (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 *Other Responsibilities*

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board; and
- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 *Reporting Responsibilities*

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfillment of their roles and responsibilities on the committee:

6.1 *Internal Control*

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;

- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 *Financial Reporting*

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Corporation's adoption of them.

Annual Financial Statements

- (a) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Corporation reports or trades its shares;
- (b) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (c) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (d) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (e) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (a) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (b) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (c) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financials statements are consistent with changes

in the Corporation's operations and financing practices;

- (iii) generally accepted accounting principles have been consistently applied;
- (iv) there are any actual or proposed changes in accounting or financial reporting practices;
- (v) there are any significant or unusual events or transactions;
- (vi) the Corporation's financial and operating controls are functioning effectively;
- (vii) the Corporation has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
- (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

- (a) review, with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements.