

Annual General Meeting

January 23, 2020

Information for Shareholders of



MANAGEMENT INFORMATION CIRCULAR

Dated: December 12, 2019

TITAN LOGIX CORP.
(the "Corporation")

**Management Information Circular dated December 12, 2019
for the Annual General Meeting to be held on January 23, 2020**

PROXIES

Solicitation of Proxies

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Titan Logix Corp. for use at the annual general meeting of shareholders (the "Meeting") to be held at 4130 – 93rd Street, Edmonton, AB at 9:00 A.M. (Edmonton time) on Thursday, January 23, 2020 and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Meeting. Unless the context otherwise requires, when this Management Information Circular refers to the Corporation, its subsidiaries are also included. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Corporation. All costs of solicitation will be borne by the Corporation.

Appointment of Proxies

The persons named in the enclosed form of proxy (the "Management Proxyholders") are officers or directors of the Corporation.

A SHAREHOLDER, HAS THE RIGHT TO APPOINT A PERSON OTHER THAN A MANAGEMENT PROXYHOLDER, WHO NEED NOT BE A SHAREHOLDER, TO REPRESENT YOU AT THE MEETING. TO EXERCISE THIS RIGHT YOU SHOULD INSERT THE NAME OF YOUR REPRESENTATIVE IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY AND STRIKE OUT THE NAMES OF THE MANAGEMENT PROXYHOLDERS OR SUBMIT ANOTHER APPROPRIATE PROXY.

A proxy will not be valid unless the completed proxy is received by Computershare, Proxy Department, 8th floor, 100 University Avenue, Toronto, ON M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment, unless the Chair of the Meeting elects to exercise his discretion to accept proxies received subsequently. Only holders of common shares (the "shareholders") of record at the close of business on December 12, 2019 or duly appointed proxyholders will be entitled to vote at the Meeting, unless that shareholder has transferred any shares subsequent to that date and the transferee shareholder, not later than 10 days before the Meeting, establishes ownership of the shares and requests that the transferee's name be included on the list of shareholders.

The form appointing a proxy must be in writing and must be executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by an authorized officer or attorney of the corporation.

Voting of Shares - Advice to Non-Registered Shareholders

The information set forth in this section is of significant importance to you if you do not hold your shares in your own name. Only shareholders whose names appear on the records as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. If shares are listed in your account statement provided by a brokerage firm through which you purchased the shares (such as a bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans) or clearing agency such as The Canadian Depository for Securities Limited (CDS & Co.), (in each case, the "Nominee"), then in almost all cases those shares will not be registered in your name. Such shares will likely be registered under the name of the Nominee. Without specific instructions, a Nominee is prohibited from voting your shares.

Applicable securities regulatory policy requires a Nominee to seek voting instructions from you in advance of the Meeting. Each Nominee has its own mailing procedures and provides its own return

instructions, which you should carefully follow in order to ensure that your shares are voted at the Meeting. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications ("Broadridge"). Broadridge mails a Voting Information Form ("VIF") instead of the form of proxy. You are asked to complete and return the VIF to them by mail or facsimile. Alternately, you can vote your shares using the telephone or internet. If you receive a VIF from Broadridge it cannot be used as a proxy to vote shares directly at the Meeting as the proxy must be returned to Broadridge in advance of the Meeting in order to have the shares voted.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the VIF or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

In addition, Canadian securities legislation now permits the Corporation to forward meeting materials directly to "non objecting beneficial owners". If the Corporation or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you; and (ii) executing your proper voting instructions.

Revocability of Proxy

You may revoke your proxy at any time prior to a vote. If you attend personally at the Meeting, you may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by an authorized officer or attorney of the corporation. To be effective the instrument in writing must be deposited either at the Corporation's head office, or with Computershare, Proxy Department, 8th floor, 100 University Avenue, Toronto, ON M5J 2Y1, at any time up to and including the last business day before the day of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used, or with the Chair of the Meeting on the day of the Meeting, or any adjournment. **Only registered shareholders have the right to revoke a proxy. Non-registered shareholders who wish to change their vote must, at least 7 days before the Meeting, arrange for their Nominees to revoke the proxy on their behalf.**

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Exercise of Discretion by Proxy

Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting 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 you do not provide instructions and you have appointed one of the Management Proxyholders as proxyholder, your shares will be voted by the Management Proxyholder in favour of the matters as set out in the form of proxy and in favour of all other matters proposed by management at the Meeting.** The persons appointed under the form of proxy are conferred with discretionary authority with respect to amendments of the matters specified and with respect to any other matters which may properly be brought before the Meeting or any adjournment. At the time of printing of this management information circular, management is not aware of any amendments.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS AND INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED UPON

Other than as described herein, management is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer at any time since the beginning of the last financial year, of any proposed nominee of management of the Corporation for election as a director, or of any associates or affiliates of any of these individuals, in any matter to be acted on at the Meeting other than the election of directors.

Other than as disclosed herein, no informed person of the Corporation, no proposed nominee for election as a director, or any associate or affiliate of such persons, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

VOTING SECURITIES AND PRINCIPAL SHAREHOLDERS

The Corporation is authorized to issue unlimited common shares without par value. As at December 12, 2019 there were 28,536,132 common shares issued and outstanding. The Corporation has only one class of shares. As a shareholder, you are entitled to one vote for each share you own. A quorum for the transaction of business at the Meeting is two persons present or represented by proxy.

To the knowledge of the Corporation, as at December 12, 2019 no person or company beneficially owns, controls or directs, directly or indirectly, or shares carrying more than 10% of the voting rights attached to all shares of the Corporation, except the following:

Name	Number of Voting Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
The Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust dated 4-2-07	10,028,292	35.1%

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

ELECTION OF DIRECTORS

The Board of Director's presently consists of five directors. This includes the four directors elected at the previous Annual General Meeting and Mr. Victor Lee, whom the Board appointed as a director in November 2019. As Mr. Warren White has advised the Board that he does not wish to stand for re-election at the Meeting, Shareholder approval will be sought to fix the number of directors of the Corporation at four directors, to hold office until the next annual meeting or until successors are elected or appointed. The term of office of each of the existing directors shall expire at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies in favour of the nominees identified in the table set out below.

Majority Voting Policy

On the recommendation of the Executive Compensation and Corporate Governance Committee, the board of directors of the Corporation (the "Board") adopted a majority voting policy (the "Majority Voting Policy") in November 2011. Under this policy, a director who is elected in an uncontested election of directors with more votes withheld than cast in favour of his or her election will be required to submit an offer of resignation to the Chair of the Executive Compensation and Corporate Governance Committee. The Corporate Executive Compensation and Governance Committee will consider the resignation and

make its recommendation to the Board on whether the resignation should be accepted. The Board will determine, after considering relevant factors, whether to accept or reject a resignation offer and such decision will be disclosed to the public via press release.

Management of the Corporation proposes to nominate each of the following persons for election as a director. If elected, each such director will hold office until the next annual general meeting of the Corporation or until a successor is appointed. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name and Province/State and Country of Residence and Position	Previous Service as a Director	Principal Occupation or Employment and, if not a previously elected director, occupation during the past 5 years	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly⁴
S. Grant Reeves ^{1,2} South Carolina, USA Director	Director since June 2016	Chief Executive Officer and director of Circa Enterprises Inc. (TSXV: CTO); Senior Vice President of The InterTech Group Inc.	Nil ⁵
Helen Cornett ^{2,3} Alberta, Canada Director	Director since June 2016	Independent Management Consultant; past Chief Executive Officer and Director of Galvanic Applied Sciences Inc. (TSXV: GAV)	Nil
Victor Lee Alberta, Canada Director	Director since November 2019	Chief Executive Officer and director of CoreData; Vice-Chair of Board of Alberta IoT Association and Chief Technology Officer and Co-Founder of LevellingUp	Nil
Alvin Pyke ³ Edmonton, Canada Director	Director since April 2017	Chief Executive Officer of the Corporation since February 2018; Founder, Director and Chief Executive Officer of Helical Pier Systems Ltd.	17,181

1. Chair of the Board.
2. Member of Audit Committee
3. Member of Executive Compensation and Corporate Governance Committee
4. The information as to voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised, as at December 12, 2019, is based upon information furnished by the nominees.
5. Mr. Reeves does not beneficially own, control or direct any shares of the Corporation. However, The InterTech Group Inc., of which Mr. Reeves is Senior Vice President, performs investment related services for and on behalf of The Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust dated 4-2-07, which owns approximately 35.1% of the outstanding common shares of the Corporation.

Except as described below, to the knowledge of the Corporation no proposed director:

- (a) is, as at the date of this Management Information Circular or has been, within 10 years before the date of this Management Information Circular, a director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company (including the Corporation) that:
 - (i) was the subject, while that person was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or 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; or
 - (ii) was subject to a cease trade or similar order or 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, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, as at the date of this Management Information Circular, or has been within 10 years before the date of the Management Information Circular, a director, CEO or CFO of any company (including the Corporation) 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; or
- (c) has, within the 10 years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Mr. Alvin Pyke is also CEO and director of Helical Pier Systems Ltd., a private company. On December 4, 2019, Helical Pier Systems Ltd. sought creditor protection by filing a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act.

APPOINTMENT OF AUDITORS

At the Meeting, Shareholders will also be asked to approve the appointment of the Corporation's auditors for the ensuing fiscal year. Grant Thornton LLP, Chartered Accountants, of Edmonton, Alberta, are the auditors of the Corporation. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Grant Thornton LLP as the auditors of the Corporation to hold office until the next annual meeting at remuneration to be recommended by the Audit Committee and approved by the directors.

MANAGEMENT CONTRACTS

No management functions of the Corporation or its subsidiaries are performed to any substantial degree by a person other than the Directors or executive officers of the Corporation or its subsidiaries.

STATEMENT OF EXECUTIVE COMPENSATION

Executive Compensation Discussion and Analysis

The members of the Executive Compensation and Corporate Governance Committee consist of Helen Cornett, Warren White and Alvin Pyke, the majority of whom are considered to be independent. Alvin Pyke is not independent as he is CEO of the Corporation. Each member of the Executive Compensation and Corporate Governance Committee has experience in senior management positions and is knowledgeable in executive compensation practices for the region and industry in which the Corporation operates. The Executive Compensation and Corporate Governance Committee also encourages every member of the Board to actively participate in discussions relating to executive compensation, and full Board approval is required for the Chief Executive Officer's compensation. The Executive Compensation and Corporate Governance Committee makes recommendations regarding executive compensation to the full Board for review and approval. The Board considers the implications of the risks associated with the Corporation's compensation policies and practices when determining rewards for its officers and directors. The Committee has responsibility for reviewing the adequacy and form of the Corporation's compensation program for the executive officers and non-employee directors and the compensation plans in effect or proposed for the Corporation's employees. The Executive Compensation and Corporate Governance Committee is responsible for reviewing executive compensation and making recommendations to the Board, reviewing stock option guidelines and specific option grants and reviewing and communicating to the Board the compensation policies and principles to be applied to other executives and employees of the Corporation. If, in order to properly discharge its functions, duties and responsibilities, it is necessary, in the opinion of the Executive Compensation and Corporate Governance Committee, that the Executive Compensation and Corporate Governance Committee obtain the advice and counsel of external advisors, the Chair of the Committee shall, at the request of the Executive Compensation and Corporate Governance Committee, engage the necessary advisors. No compensation consultant or advisor has, at any time since the beginning of the Corporation's most recently completed financial year, been retained to assist in determining compensation for any of the Corporation's directors or executive officers.

The Board has adopted a written charter that sets forth the responsibilities of the Executive Compensation and Corporate Governance Committee and gives the committee the authority to retain independent legal, accounting or other relevant advisors as it may deem necessary or appropriate to allow it to discharge its responsibilities at the expense of the Corporation.

The Executive Compensation and Corporate Governance Committee annually reviews the Corporation's compensation arrangements. When reviewing the compensation, the Executive Compensation and Corporate Governance Committee considers the following objectives: (i) recruiting and retaining the executives critical to the success of the Corporation and the enhancement of shareholder value; (ii) providing fair and competitive compensation; and (iii) rewarding performance based on individual performance and with respect to the business in general. The compensation of the Executives is primarily comprised of base salary, incentive awards and stock options. The program is designed to provide goal congruence between the compensation program and the Corporation's strategic plan and budget. Base salary is determined by taking into consideration local market conditions, employment opportunities and employee performance and skill levels. The Corporation does not benchmark its executive compensation program but from time to time does review compensation practices of companies of similar size and stage of development to ensure the compensation paid is competitive within the Corporation's industry and geographic location while taking into account the financial and other resources of the Corporation.

Annually, upon the approval of the Corporation's strategic plan an incentive program is established for the executive officers. Executive officers are rewarded for the achievement of objectives benefiting the Corporation in the short and long term. The objectives of the incentive program include key performance milestones of the Corporation's strategic plan and budget. In granting incentive awards, the Executive Compensation and Corporate Governance Committee considers certain quantitative and qualitative criteria integral to the Corporation's short and long-term goals including the position of the executive officer and his/her personal performance. The payment of any incentive awards or bonuses is subject to the discretion of the Executive Compensation and Corporate Governance Committee and the

CEO who ensures particular performance criteria have been satisfied. The Corporation currently has no long-term incentive plans for executive officers other than stock options granted under the provisions of the Corporation's Stock Option Plan.

The Corporation has not adopted a formal policy prohibiting Named Executive Officers ("NEOs") or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities of the Corporation granted as compensation or held, directly or indirectly, by Named Executive Officer or director. As of the date of this Management Information Circular, the Corporation is not aware of any Named Executive Officer or director having entered into such type of transaction.

Compensation of Directors and Named Executive Officers

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Corporation to each Director and NEO for the two most recently completed financial years ended August 31, 2019 and 2018. Options and compensation securities are disclosed under the heading "Stock Options and Other Compensation Securities" of this Form.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, consulting fee, retainer, or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
S. Grant Reeves Director	2019	15,200	Nil	9,200	Nil	Nil	24,400
	2018	15,200	Nil	7,962	Nil	Nil	23,162
Warren White Director	2019	12,000	Nil	10,000	Nil	Nil	22,000
	2018	12,000	Nil	11,050	Nil	Nil	23,050
Helen Cornett Director	2019	12,000	Nil	10,000	Nil	Nil	22,000
	2018	12,000	Nil	11,050	Nil	Nil	23,050
Alvin Pyke, Chief Executive Officer and Director ¹	2019	209,917	Nil	2,267	Nil	7,333 ⁴	219,517 ¹
	2018	88,000	Nil	8,338	Nil	Nil	96,338 ¹
Angela Schultz, Chief Financial Officer	2019	154,000	Nil	Nil	Nil	7,700 ⁴	161,700
	2018	150,000	Nil	Nil	Nil	7,500 ⁴	157,500
Greg McGillis, Chief Technology Officer ²	2019	256,649	Nil	Nil	Nil	713 ⁴	257,362
	2018	171,099	Nil	Nil	Nil	8,555 ⁴	179,654
Douglas Carruthers, Chief Executive Officer and Director ³	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	77,083	Nil	Nil	Nil	Nil	77,083

- On February 22, 2018, Mr. Pyke was appointed to the position of Chief Executive Officer and was appointed to the Board in April 2017. Mr. Pyke is currently an employee of the Corporation. From February 2018 to December 2018 he was an independent contractor of the Corporation. In fiscal 2019 Mr. Pyke's total compensation includes \$146,667 in salary (2018 - \$nil), \$59,250 in consulting fees (2018 - \$76,000) for his CEO role, \$4,000 in retainer fees as a Director (2018 - \$12,000) and \$2,267 in meeting fees as a Director (2018 - \$8,338).
- On September 28, 2018 the employment agreement with Mr. McGillis was terminated. Termination benefits of \$242,390 were paid to Mr. McGillis upon termination.
- On January 31, 2018 the employment agreement between the Corporation and Mr. Carruthers with respect to his appointment as CEO expired and was not renewed. Mr. Carruthers ceased to be a director in January 2018.
- Represents the Corporation's matching of amounts contributed by the executive officer under the Corporation's Employee Share Purchase Plan at a cost of 5% of the NEO's base salary.

Pension Plan Benefits

The Corporation does not have a registered pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement. The Corporation does provide the opportunity for contributions to a group RRSP.

Stock Options and Other Compensation Securities

The Corporation does not currently have any additional share-based award plans other than those described in the Stock Option Plan. Directors and executive officers are eligible for grants of stock options under the Corporation's existing Stock Option Plan. The Corporation's Stock Option Plan is administered by the Board. The Stock Option Plan is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Corporation to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. In determining the number of options to be granted to the executive officers, the Board takes into account the executive's total compensation package, the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX-V, and closely align the interests of the executive officers with the interests of shareholders.

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Corporation to any NEO and Director of the Corporation for the financial year ended August 31, 2019, for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

Compensation Securities ¹							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Grant Reeves, Director	Options	50,000	Apr.22, 2019	0.57	0.57	0.47	Apr.22, 2024
Warren White, Director ²	Options	50,000	Apr.22, 2019	0.57	0.57	0.47	Apr.22, 2024
Helen Cornett, Director	Options	50,000	Apr.22, 2019	0.57	0.57	0.47	Apr.22, 2024
Alvin Pyke, Chief Executive Officer and Director	Options	100,000	Apr.22, 2019	0.57	0.57	0.47	Apr.22, 2024
Angela Schultz, Chief Financial Officer ³	Options	50,000	Apr.22, 2019	0.57	0.57	0.47	Apr.22, 2024

1. All options vested on granting. Options granted in the financial year ended August 31, 2019 were held by optionees at August 31, 2019 with a total market value of \$nil.
2. An additional 100,000 options with a total market value of \$nil were held by Mr. White at August 31, 2019 and vested on granting. Mr. White has decided not to stand for re-election at the meeting, therefore he shall have a period of 90 days following his termination (or until the original expiry date of the options, if earlier) to exercise his options.
3. An additional 20,000 options with a total market value of \$nil were held by Ms. Schultz at August 31, 2019 and vested on granting.

The following table provides a summary of each exercise of compensation securities by any NEO and Director of the Corporation for the financial year ended August 31, 2019.

Exercise of Compensation Securities							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
N/A	Nil	Nil		N/A	N/A	N/A	N/A

Termination of Employment Arrangements

The employment agreements for all NEOs provides for severance in the event of termination without cause.

The employment agreement for Alvin Pyke, CEO, provides for severance as follows: (i) after the completion of six months of employment but before the completion of thirteen months of employment, four months notice or pay in lieu of that notice (or a combination of both) consisting of four month's annual base salary; plus an amount equal to 15% of four month's annual base salary to compensate for loss of benefits and perquisites; (ii) after the completion of thirteen months of employment but before the completion of three years of employment, six months notice or pay in lieu of that notice (or a combination of both) consisting of six month's annual base salary; plus an amount equal to 15% of six month's annual base salary to compensate for loss of benefits and perquisites. If, as of August 31, 2019, the Corporation terminated Mr. Pyke's employment agreement, other than for just cause, Mr. Pyke would have been entitled to receive approximately \$84,333 based upon an amount equal to four month's salary, compensation for loss of benefits, in addition to amounts owed for accrued vacation.

The employment agreement for Angela Schultz, CFO, provides for severance as follows: (i) fifteen months notice or pay in lieu of that notice (or a combination of both) consisting of fifteen month's annual base salary; plus (ii) an amount equal to 15% of fifteen month's annual base salary to compensate for loss of benefits and perquisites. If, as of August 31, 2019, the Corporation terminated the employment agreement, other than for just cause, Ms. Schultz would have been entitled to receive approximately \$224,250 based upon an amount equal to fifteen month's salary, compensation for loss of benefits, in addition to amounts owed for accrued vacation.

Stock Option Plan

The Corporation's stock option plan (the "Option Plan") is its only equity compensation plan. The shareholders of the Corporation approved the adoption of the Corporation's Option Plan by resolution dated January 17, 2003. Amendments to the Option Plan were approved by shareholders of the Corporation on January 19, 2015 in order for the Option Plan to continue to be fully compliant with all the current policy provisions of the TSX Venture Exchange ("TSX-V"). The objective of the Option Plan is to provide for and encourage ownership of common shares of the Corporation by its directors, officers, key employees and consultants and those of any subsidiary companies so that such persons may increase their stake in the Corporation and benefit from increases in the value of the common shares. The Option Plan is designed to be competitive with the benefit programs of other companies in the industry. It is the view of management that the Option Plan is a significant incentive for the directors, officers, key employees and consultants to continue and to increase their efforts in the Corporation's operations to the mutual benefit of both the Corporation and such individuals.

The Option Plan is administrated by the Board, or if appointed by the Board, a special committee of directors (the "Committee"). The Committee administers the Option Plan on behalf of the Board and in accordance with such terms and conditions as the Board may prescribe. The Committee has full authority to interpret and administer the Plan, including the authority to adopt, amend, rescind such rules and regulations relating to it, as it may deem necessary in order to comply with the TSX-V requirements or the Plan. In the absence of the appointment of a Committee by the Board, the Board administers the Plan with the foregoing authority.

The Option Plan provides for a maximum of 3,000,000 common shares of the Corporation, not otherwise reserved for issuance in respect of options previously granted and outstanding to be reserved, set aside and made available for issue under and in accordance with the Option Plan. All options are granted under the Option Plan by means of an agreement and include the following terms:

- a) the number of common shares to which the option pertains;
- b) the date of grant;
- c) the term, provided that the length of the term shall in no event be greater than ten years following the date of grant, subject to an automatic extension if a blackout period applies;
- d) the option price;
- e) any vesting schedule upon which the exercise of an Option is contingent;
- f) if the optionee is an employee, consultant or management corporation employee, a representation by the Corporation and the optionee that the optionee is a bona fide employee, consultant or management corporation employee, as the case may be, of the corporation or a related corporation; and
- g) such other terms and conditions as the committee, or Board, deem advisable and are consistent with the purposes of the Option Plan.

The Board, as applicable, has complete discretion to set the terms of any vesting schedule for each option granted, including without limitation, discretion to permit partial vesting in stated percentage amounts based on the term of such option; and permit the full vesting after a stated period of time has passed from the date of grant; provided that, with respect to options issued to persons retained to provide Investor Relations Activities, such options must vest in stages over a period of more than twelve months, with no more than one quarter of the options vesting in any three month period.

Options may be granted to any eligible person. In accordance with the policies of the TSX-V in effect as of the date of establishment of the Option Plan, the grant of an option under the Plan is subject to the following limitations:

- a) disinterested shareholder approval shall be required prior to granting such number of options to Insiders, within a twelve month period, which exceeds 10% of the issued common shares;
- b) no more than 5% of the issued common shares (determined at the date of grant of an option) may be the subject of options granted to any one eligible person in a twelve month period, unless the Corporation has obtained the requisite disinterested shareholder approval;
- c) no more than 2% of the issued common shares may be granted to any one consultant in any twelve month period, calculated at the date of grant of the option;
- d) no more than 2% of the issued common shares may be granted to all persons employed to provide, or whose duties primarily consist of, investor relations activities in any twelve month period, calculated at the date of grant of the option.

Any option granted under the Option Plan may be exercised by an eligible person or, if applicable, the legal representatives of an eligible person by giving written notice to the Corporation at its principle place of business (the "Notice"). The Notice shall specify the number of common shares with respect to which the Option is being exercised. The Notice shall be accompanied by full payment (cash or cheque payable to the Corporation) of the entire option price (determined in accordance with the Stock Option Agreement) for the number of common shares specified in the Notice.

The Board may terminate, suspend or amend the terms of the Option Plan, subject to the restriction that certain amendments may not be made without the approval of the shareholders of the Corporation, (including amendments to increase the aggregate number of shares which may be issued under the Option Plan; materially modify the requirements as to eligibility for participation in the Option Plan; or materially increase the benefits accruing to participants under the Option Plan). The Board may amend

the terms of the Plan to comply with the requirements of any applicable regulatory authority, or as a result in the changes in the policies of the Exchange relating to incentive stock options, without obtaining the approval of the Corporation's shareholders.

The following table sets forth information with respect to compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year:

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders	420,000	\$0.62	2,580,000
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	420,000	\$0.62	2,580,000

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation's practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 - *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices which disclosure is set out below.

Board of Directors

The Corporation's Board of Directors currently consists of five directors, four of whom are independent based upon the tests for independence set forth in NI 52-110. Mr. Warren White has decided not to stand for re-election at the meeting, but three of the four directors proposed for election are independent. Alvin Pyke is not independent as he is CEO of the Corporation.

Participation of Directors in Other Reporting Issuers

Certain existing directors are also directors of the reporting issuers noted beneath their respective names below:

Warren White

Circa Enterprises Inc.
Supremex Inc.
Vicon Industries, Inc.
Colabor Group Inc.

S. Grant Reeves

Circa Enterprises Inc.

Chair of the Board

Grant Reeves is the Chair of the Board.

Board Mandate

The Board of Directors adopted a written mandate in order to facilitate its exercise of independent judgment in carrying out its responsibilities.

The Board of Directors Mandate contains a position description for the Chair of the Board and the Board has adopted a position description for the CEO. The Board has not adopted written position descriptions for the Chairs of its two committees, being the Audit Committee and the Executive Compensation and Corporate Governance Committee. The Board considers that the written charters of each of these committees sufficiently outline the roles and responsibilities of the Chairs of each committee.

Orientation and Continuing Education

While the Corporation does not have formal orientation and training programs, the Executive Compensation and Corporate Governance Committee has the responsibility for determining appropriate orientation and education programs for new Board members. The committee may periodically select special educational topics for presentation and discussion at Board meetings or seminars, which deal with the business and regulatory environment, new technology and other matters relating to the Corporation's business.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Corporation's operations. Board members have full access to the Corporation's records.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Corporation and to meet responsibilities to shareholders. The Board has adopted a Code of Conduct for Directors, Officers and Employees (the "Code") that has been circulated to the Corporation's directors, officers and employees and has instructed its management and employees to abide by the Code. A copy of the Code is posted on the Corporation's web site and available to any party who requests a hard copy. A copy has also been filed on SEDAR at www.sedar.com.

The Board monitors compliance with the Code. There have been no material change reports filed by the Corporation since the beginning of the Corporation's most recently completed financial year pertaining to any conduct of a director or executive officer that constitutes departure from the Code.

When considering transactions and agreements in respect of which a director or executive officer has a material interest, the director or executive officer in question must disclose in writing the nature and extent of that interest. The transaction and/or agreement will then be considered and, if appropriate, approved by the disinterested directors.

Nomination of Directors

The Executive Compensation and Corporate Governance Committee has responsibility for recommending candidates for nomination, appointment, election and re-election to the Board and its committees; assessing Board performance; and determining appropriate orientation and education programs for new Board members. The Executive Compensation and Corporate Governance Committee assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of companies in or related to the Corporation's industry may be consulted for possible candidates. During 2011, the Executive Compensation and Corporate Governance Committee recommended to the Board for approval the adoption of the Majority Voting Policy as part of its commitment to best practices for corporate governance (see page 4 of this Management Information Circular for a brief summary of the Majority Voting Policy.)

Compensation

The Executive Compensation and Corporate Governance Committee has responsibility for annually reviewing compensation paid to the directors and executives of the Corporation. The committee consists of Helen Cornett, Warren White and Alvin Pyke the majority of whom are independent directors. In reviewing compensation, the committee considers appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended while taking into account the financial and other resources of the Corporation. The committee considers local market conditions, employment opportunities, and individual performance and skills in determining compensation. The committee also reviews from time to time compensation paid for directors and CEOs of companies of similar size and stage of development. In setting compensation, the committee annually reviews the performance of the CEO in light of the Corporation's objectives and considers other factors that may have impacted the success of the Corporation in achieving its objectives.

Board Committees and Assessments

As part of the assessments, the Board or the individual committees may review their respective mandate or charter and conduct reviews of applicable corporate policies.

Executive Compensation and Corporate Governance Committee

The Executive Compensation and Corporate Governance Committee, in addition to assessing and determining compensation, also monitors developments relating to corporate governance and, if required, proposes to the Board changes to its mandate and corporate governance policy.

The Executive Compensation and Corporate Governance Committee periodically assesses and makes recommendations to the Board concerning: the contribution of the Board, its committees and individual directors; plans for succession of Directors; Board size and Board proceedings over the past year(s).

Audit Committee

AUDIT COMMITTEE CHARTER

1.0 PURPOSE

- 1.1 The Audit Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of Titan Logix Corp. ("Titan") charged with assisting the Board in fulfilling its responsibility to the shareholders and investment community. Its role is to:
- (a) serve as an independent and objective party to oversee Titan's accounting and financial reporting processes, internal control system and audits of its financial statements;
 - (b) review and appraise the audit efforts of Titan's external auditors; and
 - (c) provide an open avenue of communication among the external auditors, financial and senior management and the Board.

2.0 COMMITTEE MEMBERSHIP

- 2.1 The Board of Titan shall annually appoint a minimum of three directors to the Committee all of whom shall be directors of Titan who are independent of management and free from any material relationship that, in the opinion of the Board, would interfere with the director's exercise of independent judgement as a member of the Committee.
- 2.2 All members of the Committee must be financially literate, or if not financially literate at the time of their appointments, must become so within a reasonable period of time following their appointments. For the purposes of this Charter, the definition of "financially literate" is the ability to read and understand a balance sheet, an income statement and a cash flow

statement. The definition of “accounting or related financial management expertise” is the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with International Financial Reporting Standards.

- 2.3 Members of the Committee shall be appointed at the first meeting of the Board of Directors typically held following the Annual General Meeting of Titan.
- 2.4 A member may resign from the Committee and may be removed and replaced at anytime by the Board of Directors. A member of the Committee will automatically cease to be a member at such time as that individual ceases to be a director of Titan.

3.0 CHAIR OF THE COMMITTEE

- 3.1 The Board shall in each year appoint a Chair of the Committee from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member to act as interim Chair.
- 3.2 The Chair of the Committee has the responsibility to ensure that the Committee executes its mandate to the satisfaction of the Board.

Specific Role and Responsibilities

In cooperation with the Chief Financial Officer, the Chair of the Committee will:

- Prepare the Committee meetings' agendas to ensure that all tasks of the Committee are covered in a timely fashion and that each topic is documented in a manner that allows the making of informed recommendations to the Board.
- Ensure that follow-up matters are being addressed.
- Direct the Committee's meetings in a manner that facilitates the exchange of constructive and objective points of view and opinions, that encourages all Committee members to participate and that is conducive to good decision-making. Also ensure that there are private sessions that allow the Committee to meet with the external auditors separately from management and vice-versa.
- Ensure that the meetings' minutes properly reflect the discussions, recommendations and disagreements, if any, and that they are circulated in a timely fashion to the other members of the Committee and to the Board subsequently. The Chair is responsible for reporting to the Board the finding of the Committee.
- Maintain a close liaison with the Chair of the Board and cooperate with him/her on any issue facing the Committee or any special request he/she might have.
- Maintain a direct and personal line of communication with the external auditors in a manner to ensure their full independence with management. He/She will cooperate with the external auditors to find the best process to address any concern that they may have regarding the affairs of the Company.
- Promote the annual review of the Committee's performance including the review of his/her own performance on a planned basis and encourage ways and means to ensure that the scope of the mandate consistently reflects the requirements of the various regulators, as well as accounting and auditing profession standards.
- Ensure that communications regarding the Committee's work and duties in the information circular are accurate.

- Work with the Executive Compensation and Corporate Governance Committee in the evaluation of the performance of the CFO and the review and establishment of his/her individual objectives.

4.0 RESPONSIBILITIES

4.1 The Committee is responsible to:

Audit

- (a) make recommendations to the Board regarding the selection and compensation of the external auditor to be engaged to prepare or issue an auditor's report or perform other audit, review or attest services for Titan who shall report directly to the Committee;
- (b) obtain and review a report from the external auditor at least annually regarding:
 - (i) the external auditor's internal quality-control procedures;
 - (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the external audit firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
 - (iii) any steps taken to deal with any such issues; and
 - (iv) all relationships between the external auditor and Titan including non-audit services,
- (c) evaluate the qualifications, performance and independence of the external auditor, including considering whether the external auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and, internal auditors and to present its conclusions with respect to the external auditor to the Board;
- (d) satisfy itself of the rotation of the audit partners as required by law and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the external auditing firm on a regular basis;
- (e) meet with the external auditor and financial management of Titan to review the scope of the proposed audit for the current year and the audit procedures to be used;
- (f) oversee the work of the external auditor engaged to prepare or issue an auditor's report or perform other audit, review or attest services for Titan, including the resolution of any disagreements between management and the external auditor regarding financial reporting;
- (g) pre-approve all non-audit services to be provided to Titan or any of its subsidiaries by Titan's external auditor;
- (h) review the performance of the external auditors;
- (i) review with management and the external auditors:
 - (i) Titan's audited financial statements and footnotes, MD&A and any annual or interim earnings press releases before Titan publicly discloses this information;
 - (ii) any significant changes required in the external auditors' audit plan and any serious difficulties or disputes with management encountered during the course of the audit; and

- (iii) other matters related to the conduct of the audit that are to be communicated to the Committee under generally accepted auditing standards,
 - (j) satisfy itself that Titan's annual audited financial statements are fairly presented in accordance with applicable Canadian generally accepted accounting principles and recommend to the Board whether the annual financial statements should be approved and included in Titan's Annual Report;
 - (k) review with the external auditors and management the quality of Titan's accounting principles as applied in its financial reporting process and any proposed changes in accounting principles;
 - (l) satisfy itself that Titan has implemented appropriate systems of internal control over accounting, financial reporting and the safeguarding of the Company's assets and other "risk management" functions (including the identification of significant risks and the establishment of appropriate procedures to manage those risks and the monitoring of corporate performance in light of applicable risks) affecting Titan's assets, management and financial and business operations and that these are operating effectively;
 - (m) establish procedures for the receipt, retention and treatment of complaints received by Titan regarding accounting, internal accounting controls, or auditing matters and for the confidential, anonymous submission by Titan's employees of concerns regarding questionable accounting or auditing matters.
 - (n) review and approve Titan's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of Titan; and
 - (o) perform any other activities consistent with this Charter, the Company's Articles of Association and governing law, as the Committee or the Board deems necessary or appropriate.
- 4.2 The Committee may delegate to one or more independent members the authority to pre-approve non-audit services in satisfaction of Section 4.1(g) above, provided that the pre-approval by any member to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

5.0 MEETINGS

- 5.1 The Chair will appoint a secretary who will keep minutes of all meetings (the "Secretary"). The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
- 5.2 No business shall be transacted by the Committee unless a quorum of the Committee is present or the business is transacted by resolution in writing signed by all members of the Committee. A majority of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one half of the number of members plus one shall constitute a quorum.
- 5.3 The Committee shall meet as often as it deems necessary to carry out its responsibilities but not less frequently than quarterly.
- 5.4 The time at which, and the place where the meetings of the Committee shall be held, and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the articles of association of Titan or otherwise determined by resolution of the Board.
- 5.5 Meetings may be held in person, by teleconferencing or by videoconferencing.

5.6 Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.

5.7 Minutes of the Committee will be kept by the Secretary. The approved minutes of the Committee shall be circulated to the Board forthwith and shall be duly entered in the books of Titan.

6.0 ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS

6.1 The Committee shall have full, free and unrestricted access to management and employees and to the relevant books and records of Titan.

6.2 The Committee may invite such other persons (i.e. the CEO, CFO, Controller) to its meetings, as it deems necessary.

6.3 The Committee shall have the authority to

(a) retain independent legal, accounting or other relevant advisors as it may deem necessary or appropriate to allow it to discharge its responsibilities; and

(b) set and pay the compensation of any such advisors, at the expense of Titan.

6.4 Any advisors retained shall report directly to the Committee.

7.0 REPORTING REQUIREMENTS

7.1 The Committee shall make regular reports to the Board following meetings of the Committee.

8.0 ANNUAL REVIEW AND ASSESSMENT

8.1 The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

8.2 The performance of the Committee shall be reviewed annually by the Company's Executive Compensation and Corporate Governance Committee.

9.0 REMUNERATION

9.1 The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

10.0 CAVEATS

10.1 While the Committee has the responsibilities and authorities set forth in this Committee Charter, it is not the duty of the Committee to plan or conduct audits or to determine that Titan's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditors.

10.1 Nor is it the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditor or to assure compliance with governing laws and regulations.

Meetings of the Audit Committee

The Audit Committee met four times during the fiscal year ended August 31, 2019.

Composition of the Audit Committee

The following are the members of the Committee:

Helen Cornett	Independent ¹	Financially literate ¹
Warren White	Independent ¹	Financially literate ¹
S. Grant Reeves	Independent ¹	Financially literate ¹

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

Relevant Education and Experience

The education and experience of each audit committee member that is relevant to the performance of their responsibilities as a member of the audit committee are as follows:

Helen Cornett is a Certified Professional Accountant. She is an independent management consultant and former Chief Executive Officer and Director of Galvanic Applied Sciences Inc. Ms. Cornett has extensive financial experience attained through her professional education, her past senior executive experience and her roles on a board of directors.

Warren White is a Certified Professional Accountant and holds an MBA and Bachelor of Commerce degree. He is an independent management consultant and former Senior Vice President, Global Business Engineering of CGI Group. Mr. White has extensive financial experience attained through his professional education, his past senior executive experience and his roles on boards of directors.

Grant Reeves is a senior executive with over 20 years of corporate and financial experience in a variety of roles including his role as Senior Vice-President of The InterTech Group. He is the CEO of Circa Enterprises Inc. Mr. Reeves has attained financial experience and exposure to accounting and financial issues through his senior executive experience and his roles on boards of directors.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

The Corporation is relying on the exemption in section 6.1 of NI 52-110, which provides that the Corporation, as a venture issuer, is not required to comply with part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the audit committee charter above under the heading "Responsibilities - Audit".

External Auditor Service Fees (By Category)

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

<i>Financial Year Ending</i>	<i>Audit Fees</i>	<i>Audit Related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
August 31, 2019	\$55,000	\$ 0	\$15,930	\$796 ¹
August 31, 2018	\$56,000	\$ 0	\$15,778	\$38,153 ¹

1. These fees include fees for Canadian Public Accountability Board (CPAB) fees and Scientific Research and Experimental Development (SR&ED) consulting services.

Nomination

The Board determines new nominees to the Board, having regard to recommendations from the Executive Compensation and Corporate Governance Committee.

The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the CEO.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Shareholders may request copies of the financial statements and management's discussion and analysis ("MD & A") at 4130 – 93 Street, Edmonton, Alberta, T6E 5P5 Ph (780) 462-4085, Fx (780) 450-8369.

Financial information is provided in the Corporation's comparative financial statements and MD & A for its most recently completed financial year which are filed on SEDAR.

DATED December 12, 2019.

BY ORDER OF THE BOARD OF DIRECTORS
OF TITAN LOGIX CORP.

"Alvin Pyke"
Alvin Pyke
Chief Executive Officer

"Grant Reeves"
Grant Reeves
Director