

DEEPMARKIT CORP.

**ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS**

TO BE HELD ON TUESDAY, JULY 17, 2018

**NOTICE OF MEETING
AND MANAGEMENT PROXY AND INFORMATION CIRCULAR**

THIS NOTICE OF MEETING AND MANAGEMENT PROXY AND INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF DEEPMARKIT CORP. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, JULY 17, 2018.

TO BE HELD AT:

**SUITE 100, 750 11TH STREET S.W.
CALGARY, ALBERTA, CANADA**

At 10:00 a.m.

Dated: June 12, 2018

DEEPMARKIT CORP.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL AND SPECIAL MEETING (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of DeepMarkit Corp. (the “**Corporation**”) will be held at Suite 100, 750 11th Street S.W., Calgary, Alberta, T2P 3N7, on Tuesday, July 17, 2018 at 10:00 a.m. for the following purposes:

- (a) to receive and consider the audited, consolidated financial statements of the Corporation for the fiscal year ended December 31, 2017;
- (b) to fix the number of directors of the Corporation at four (4) directors;
- (c) to elect Ranjeet Sundher, Darold H. Parken, J. Garry Clark and Paul McKenzie as directors of the Corporation for the ensuing year, as more particularly set forth in the accompanying management proxy and information circular dated June 12, 2018, prepared for the purpose of the Meeting (the “**Management Information Circular**”);
- (d) to appoint the auditors of the Corporation for the ensuing year and to authorize the Audit Committee of the Board of Directors of the Corporation to fix the auditors' remuneration, as more particularly set forth in the accompanying Management Information Circular;
- (e) to consider and, if thought appropriate, to pass, with or without variation, an ordinary resolution re-approving and ratifying the Stock Option Plan of the Corporation, as more particularly set forth in the accompanying Management Information Circular; and
- (f) to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

DATED this 12th day of June, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

Signed “*Darold H. Parken*”
Darold H. Parken
President & CEO

NOTE:

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular of the Corporation. It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it in accordance with the instructions contained therein. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Management Information Circular includes certain statements and information that constitute “forward-looking statements”, and “forward-looking information” under applicable securities laws (“forward-looking statements” and “forward-looking information” are collectively referred to herein as “forward-looking statements”, unless otherwise stated). Forward-looking statements appear in a number of places in this Management Information Circular and include statements and information regarding the intent, beliefs or current expectations of the Corporation’s officers and directors. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Corporation’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this Management Information Circular, words such as “believe”, “anticipate”, “estimate”, “project”, “intend”, “expect”, “may”, “will”, “plan”, “should”, “would”, “contemplate”, “possible”, “attempts”, “seeks” and similar expressions, are intended to identify these forward-looking statements. Forward-looking statements may relate to the Corporation’s future outlook, future growth, and anticipated events or results and may include statements regarding the Corporation’s future business strategy, plans and objectives. The Corporation has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements were derived utilizing various assumptions, and while the Corporation considers these assumptions to be reasonable, based on information currently available, such assumptions may prove to be incorrect. Accordingly, you are cautioned to not put undue reliance on these forward-looking statements. Forward-looking statements should not be read as a guarantee of future events or results. Please see the Corporation’s annual Management’s Discussion and Analysis for further information regarding assumptions and risk factors that may affect the Corporation’s future performance.

Forward-looking statements speak only as of the date such statements are made. Except as required by applicable laws, the Corporation assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. If the Corporation updates any one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. You should not place undue importance on forward-looking statements and should not rely upon these statements as of any other date. All forward-looking statements contained in this Management Information Circular are expressly qualified in their entirety by this cautionary statement.

GLOSSARY OF DEFINED TERMS

The following is a glossary of certain terms used in this Circular including the Summary and schedules attached hereto. Terms and abbreviations used in the Summary and schedules to this Circular may be defined separately and any subsequent definitions and abbreviations shall supersede the following definitions and abbreviations for the purposes of the Summary and schedules they are subsequently defined in.

"**ABCA**" means the *Business Corporations Act* (Alberta), as may be amended or replaced from time to time;

"**Board**" or "Board of Directors" means the board of directors of the Corporation.

"**CEO**" means Chief Executive Officer.

"**CFO**" means Chief Financial Officer.

"**Common Shares**" means the common shares in the capital of the Corporation.

"**Computershare**" means Computershare Trust Company of Canada, the Corporation's transfer agent.

"**Corporation**" means DeepMarkit Corp. "**Exchange**" or "**TSXV**" means the TSX Venture Exchange Inc.

"**Meeting**" means the annual general and special meeting of the shareholders of the Corporation to be held on July 17, 2018 at 10:00 a.m. (Calgary time).

"**Notice of Meeting**" means the notice of the Meeting of the Corporation dated June 12, 2018, which accompanies this Management Information Circular.

"**Record Date**" means June 12, 2018, being the date set for determining which shareholders of the Corporation are entitled to receive notice of and vote at the Meeting.

"**Stock Option Plan**" means the stock option plan of the Corporation, as constituted as of the date hereof.

"**Stock Options**" means options to purchase Common Shares, granted under the Stock Option Plan. Words importing the singular include the plurals and vice versa and words importing any gender include all genders. All references in this Circular to "dollars" or "\$" are to Canadian dollars.

PART I - PROXY RELATED INFORMATION

Solicitation of Proxies

This Management Information Circular is provided in connection with the solicitation by management and the Board of the Corporation of proxies from the holders of Common Shares for the Meeting to be held at Suite 100, 750 11th Street S.W., Calgary, Alberta, at 10:00 a.m. (Calgary time), on Tuesday, July 17, 2018, for the purposes set forth in the accompanying Notice of Meeting or at any adjournment thereof for the purposes set out in the accompanying Notice of Meeting.

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

Record Date

June 12, 2018 is the record date (the "**Record Date**") for the Meeting. Only holders of Common Shares of record at the close of business on the Record Date are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that, (a) a registered holder has transferred the ownership of any Common Shares subsequent to the Record Date, and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he owns the Common Shares, and demands not later than seven (7) days before the day of the Meeting that his name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his Common Shares at the Meeting.

Appointment and Revocation of Proxies

The persons named (the "Management Designees") in the enclosed instrument of proxy ("Instrument of Proxy") have been selected by the directors of the Corporation and have indicated their willingness to represent as proxy the shareholder who appoints them. A shareholder has the right to designate a person (whom need not be a shareholder) other than the Management Designees to represent him or her at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by deleting therefrom the names of the Management Designees, or by completing another proper Instrument of Proxy and delivering the same to the transfer agent of the Corporation. Such shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should provide instructions on how the shareholder's shares are to be voted. The nominee should bring personal identification with him or her to the Meeting. In any case, the Instrument of Proxy should be dated and executed by the shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form). In addition, a proxy may be revoked by a shareholder personally attending at the Meeting and voting his or her shares.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed Instrument of Proxy and returning it to the Corporation's transfer agent, Computershare Trust Company of Canada, by fax at 1-866-249-7775, by mail at 8th Floor, 100 University Avenue, Toronto Ontario M5J 2Y1, Attention:

Proxy Department, or by telephone: 1-866-732-8683 (North America) or 1-312-588-4290 (Outside of North America); or

- (b) by using the internet through the following website www.investorvote.com. Note: To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed on your proxy form.

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to many shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "**intermediary**"). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners ("**OBOs**") who object to their name being disclosed to the issuers of securities they own; or Non-Objecting Beneficial Owners ("**NOBOs**") who do not object to the issuers of the securities they own knowing who they are.

The Corporation is taking advantage of NI 54-101 provisions permitting it to deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("**VIF**") from Computershare. The VIF is to be completed and returned to Computershare as set out in the instructions provided on the VIF. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

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

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and in the United States. Broadridge mails a VIF in lieu of the Instrument of Proxy provided by The Corporation. The VIF will name the same persons as the Corporation's Instrument of Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of your desired representative (which may be you) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of the Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted, or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

Voting of Proxies

Each shareholder may instruct his proxy how to vote his Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote IN FAVOUR of the matters set out therein. In the absence of any specification as to voting on any other instrument of proxy, the Common Shares represented by such instrument of proxy will be voted in favor of the matters set out therein.**

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.

Quorum

The by-laws of the Corporation provide that a quorum of shareholders is present at a meeting of shareholders of the Corporation if at least two holders of not less than five (5%) percent of the outstanding voting securities of the Corporation entitled to vote at such meeting are present in person or by proxy.

Voting Shares and Principal Holders Thereof

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares, issuable in series. As of the date hereof, 118,827,733 Common Shares are issued and outstanding as fully paid and non-assessable. No other shares are issued or outstanding.

To the knowledge of the directors and the executive officers of the Corporation, as at the date hereof, no person or company beneficially owns, directly or indirectly, or controls or directs, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation except as follows:

<u>Name</u>	<u>Number of Common Shares Owned or Controlled at the date hereof</u>	<u>Percent of Outstanding Common Shares</u>
Allstate Enterprise Management Consulting Limited	12,500,000	10.52%

PART II - EXECUTIVE COMPENSATION AND CORPORATE GOVERNANCE DISCLOSURE

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following discussion describes the Corporation's compensation scheme for each person who acted as CEO, CFO, and the three most highly compensated executive officers (or three most highly compensated individuals acting in a similar capacity), other than the CEO and the CFO, whose compensation was more than \$150,000 during the financial year ended December 31, 2017 (each a "Named Executive Officer" or "NEO" and collectively the "Named Executive Officers" or "NEOs"). There were three (3) NEO's during the financial year ended December 31, 2017, being: (1) Mr. Darold H. Parken, President & CEO of the Corporation; (2) Ms. Sandra Généreux, CFO of the Corporation; and (3) Mr. Ranjeet Sundher, Director of Corporate Development of the Corporation. None of these individuals received compensation of more than \$150,000. This discussion will also address the Corporation's executive compensation philosophy and objectives and provide a review of the process the Board of Directors intends to undertake in the future, in deciding how to compensate the Corporation's Named Executive Officers.

All information relating to the most recently completed fiscal year is for the fiscal year ended December 31, 2017.

Objective and Purpose

The compensation program of the Corporation is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Corporation's corporate objectives and increase shareholder value. The main objective of the compensation program is to recognize the contribution of the executive officers to the overall success and strategic growth of the Corporation. The compensation program is designed to reward management performance by aligning a component of the compensation with the Corporation's business performance and share value. The philosophy of the Corporation is to pay the management a total compensation amount that is competitive with other executives in the technology industry and an amount that is consistent with the experience and responsibility level of the individual. The purpose of executive compensation is to reward the executives for their contributions to the achievements of the Corporation on both an annual and long-term basis.

The CGCC Committee

The Corporation has established a Corporate Governance, Compensation and Compliance Committee (the "CGCC Committee"). The objective of the CGCC Committee is to determine the compensation for the Named Executive Officers based on their performance. The entire Board of Directors is currently responsible for reviewing all compensation strategy, objectives and policies; annually reviewing and assessing the performance of the executive officers; determining the compensation of executive officers and reviewing executive appointments based on the recommendations of the CGCC Committee.

The CGCC Committee did not formally hold any physical meetings during the financial year ended December 31, 2017 (informal meetings were simply held as part of the informal Board of Directors meetings as all members of the Committee are also directors). The CGCC Committee annually reviews the compensation of the Named Executive Officers, in the context of comparable entities, to determine the

competitiveness of the target compensation. The CGCC Committee also assesses performance, considering both financial and non-financial objectives of the annual incentive plan.

The CGCC Committee will continue to review with management the approach to executive compensation and, if it becomes appropriate, will consider alternative or supplemental compensation arrangements.

Compensation Plan and Policies

The Corporation's compensation policies are designed to recognize and reward individual performance as well as to provide a competitive level of compensation. The Corporation has not adopted a formal policy barring any NEOs or directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in Market Value of equity securities held, directly or indirectly by NEOs or directors. However, all NEOs and directors must abide by the Corporation's Code of Conduct and follow the Corporation's corporate governance policies and practices.

The Corporation's current compensation plan consists of the following elements:

- base salaries; and
- option-based awards.

A description of each element and its purpose is described below.

Base Salaries

The purpose of the base salary is to attract and retain executives by providing a competitive base compensation. The level of base salary for each Named Executive Officer is determined by the level of responsibility and the importance of the position to the Corporation, within competitive industry ranges. The CGCC Committee makes recommendations to the Board of Directors regarding base salaries of the Named Executive Officers where appropriate.

Option-Based Awards

Option-Based Awards are designed to align executive and shareholder interests, focus executives on long term value creation and also to support the retention of key executives. Named Executive Officers may be issued Stock Options to purchase Common Shares as recommended by the CGCC Committee and authorized by the Board of Directors. Named Executive Officers are excluded from the decision-making process regarding option-based compensation to be awarded to them. Previous grants of option-based awards are taken into account when considering new grants to the Named Executive Officers.

The Corporation currently has in place the Stock Option Plan under which awards have been made to executive officers in amounts relative to positions, performance, and what is considered competitive in the industry.

See "*Part III - Particulars of Matters to be Acted Upon - Re-Approval of Stock Option Plan*" below for further information regarding the terms of the Stock Option Plan.

Summary of Compensation of Named Executive Officer

The following table sets forth, for the year ended December 31, 2017, information concerning the total compensation paid to the Corporation's NEOs.

Name and Principal Occupation	Year	Salary (\$)	Share-Based Awards ⁽¹⁾ (\$)	Option-Based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽³⁾ (\$)		Pension Value (\$)	All other Compensation ⁽⁴⁾ (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Darold H. Parken, ⁽⁵⁾ <i>President and CEO</i>	2017	100,000	Nil	Nil	Nil	Nil	Nil	Nil	100,000
	2016	100,500	Nil	Nil	Nil	Nil	Nil	Nil	100,500
	2015	92,167	Nil	500,000	Nil	Nil	Nil	Nil	92,167
Sandra G�n�reux, ⁽⁶⁾ <i>CFO</i>	2017	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
	2016	30,300	Nil	Nil	Nil	Nil	Nil	Nil	30,300
	2015	6,250	Nil	Nil	Nil	Nil	Nil	Nil	6,250
Ranjeet Sundher, <i>Director</i>	2017	104,025	Nil	Nil	Nil	Nil	Nil	Nil	104,025
	2016	75,476	Nil	Nil	Nil	Nil	Nil	Nil	75,476
	2015	60,500	Nil	500,000	Nil	Nil	Nil	Nil	60,500

Notes:

- (1) "Share-Based Award" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) "Option-Based Award" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features.
- (3) The Corporation does not currently award any long-term non-equity compensation.
- (4) The value of perquisites received by each of the Named Executive Officers, including property or other personal benefits provided to the Named Executive Officers that are not generally available to all employees, were not in the aggregate greater than \$50,000 or 10% of the Named Executive Officer's total salary for the financial year.
- (5) Mr. Parken was appointed CEO of the Corporation on October 23, 2015. His annual compensation from the time of his appointment to the date hereof is \$100,000 per annum.
- (6) Ms. G n reux was appointed CFO of the Corporation on October 23, 2015. Her annual compensation from the time of her appointment to the date hereof is \$30,000 per annum.

Stock Options

The following table outlines for the NEOs all share-based or option-based awards outstanding for the year ended December 31, 2017.

Name	Option-Based Awards			Share-Based Awards		
	Number of Voting Shares Underlying Unexercised Stock Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Stock Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Darold H. Parken <i>President and CEO</i>	500,000	0.20	June 11, 2020	Nil	Nil	Nil
Sandra G�n�reux <i>CFO</i>	Nil	n/a	n/a	Nil	Nil	Nil
Ranjeet Sundher <i>Director</i>	500,000	0.20	June 11, 2020	Nil	Nil	Nil

Notes:

- (1) Based on the last trading price of the Corporation's Common Shares on the TSXV as at December 31, 2017 being \$0.05, multiplied by the number of Stock Options exercisable into Common Shares held by the NEO.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the value of option-based awards which vested or were earned during the financial year ended December 31, 2017, for each Named Executive Officer.

Name	Option Based Awards - Value Vested or Earned During the Year
Darold H. Parken President & CEO	Nil
Sandra Généreux CFO	Nil
Ranjeet Sundher Director	Nil

Retirement Plans

The Corporation has no formal pension, retirement compensation or other long-term incentive plans in place for its directors or officers. The Corporation presently has no employees.

Termination and Change of Control Benefits

The Corporation is not a party to any contract, agreement, plan or arrangement that provides for payments to any of the NEOs following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation, its subsidiaries or affiliates or a change in their responsibilities.

Director Compensation

The Corporation currently has four (4) directors, two (2) of whom, Darold H. Parken (President and CEO), and Ranjeet Sundher (Director of Corporate Development), are NEOs.

For a description of the compensation paid to the Named Executive Officers of the Corporation who also act as directors of the Corporation, see "*Executive Compensation*" section above.

During the most recently completed financial year, the Corporation paid no cash compensation to the NEOs who were also directors for services rendered purely in their capacity as directors. Other than incentive stock option grants, there is presently no formal compensation plan in place for directors who are not also executive officers.

No compensation was provided to directors who were not also Named Executive Officers of the Corporation for the financial year ended December 31, 2017.

Incentive Plan Awards

The following table sets forth details of all awards outstanding for each director of the Corporation who was not also a Named Executive Officer as of the financial year ended December 31, 2017, including awards granted before the most recently completed financial year.

Name	Option-Based Awards			Share-Based Awards		
	Number of Voting Shares Underlying Unexercised Stock Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Stock Options (\$) ⁽¹⁾	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Paul McKenzie	100,000	0.20	June 11, 2020	\$Nil	Nil	Nil
Paul McKenzie	500,000	0.15	January 19, 2022	\$Nil	Nil	Nil
J. Garry Clark	100,000	0.20	June 11, 2020	\$Nil	Nil	Nil

Note:

- (1) Based on the last trading price of the Corporation's Common Shares on the TSXV as at December 31, 2017, being \$0.05, multiplied by the number of Stock Options granted during the year held by the applicable director.

Securities Authorized for Issuance Under Security Compensation Plans

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the financial year ended December 31, 2017.

Plan Category	Number of Securities to be issued upon exercise of outstanding Stock Options	Weighted-average exercise price of outstanding Stock Options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	5,900,000	\$0.16	2,977,773
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	5,900,000	N/A	2,977,773

Note:

- (1) The aggregate number of Common Shares that may be reserved for issuance under the Plan shall not exceed 10% of the Corporation's issued and outstanding Common Shares. As of December 31, 2017, the number of issued and outstanding common shares was 88,777,733.

Management Contracts

During the most recently completed financial year, no management functions of the Corporation were to any degree performed by a person or company other than the directors or executive officers (or the companies controlled by them, either directly or indirectly) of the Corporation.

Indebtedness of Directors, Executive Officers and Senior Officers

No director, executive officer, or former director, or executive officer of the Corporation nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation nor has any such person been indebted to any other entity where such

indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation.

Interests of Informed Persons in Material Transactions

Other than as disclosed elsewhere in this Management Information Circular, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, proposed nominee for election as a director or any shareholder holding more than 10% of the voting rights attached to the Common Shares or any associate or affiliate of any of the foregoing in any material transaction in the preceding financial year or any proposed or ongoing material transaction of the Corporation which has or will materially affect the Corporation.

On July 15, 2016, the Corporation completed a secured Participating Debenture financing with various investors, including two directors of the Corporation. Under this financing the debentureholders have advanced \$2,000,000 in long-term debt capital. The aggregate \$2,000,000 was made up of the conversion of \$700,000 in principal amount of the February, 2016 bridge loan financing (provided by a director of the Corporation) into Participating Debentures and \$1,300,000 in new debt capital. One director of the Corporation now controls the majority of the outstanding Participating Debentures.

The Participating Debentures bear both basic and participating interest. Basic interest ("Basic Interest") on the Participating Debentures will accrue and be paid at the rate of twelve percent (12%) per annum calculated and paid quarterly. Participation interest ("Participation Interest") will be calculated on the basis of twelve percent (12%) of gross DeepMarkit campaign sales, if any, and will be paid quarterly, one quarter in arrears. The Participating Debentures have a term of four (4) years.

The Participating Debentures are secured by a fixed and floating first charge on all of the assets of the Company. As additional security, debentureholders have been granted a nonexclusive, unrestricted license to use the DeepMarkit Platform software in the event of a default in payment of any amounts due under the Participating Debentures or in the event that the Company ceases, for any reason, to diligently pursue the commercial sale of DeepMarkit campaigns. The license will terminate on payment of all amounts owing under the Participating Debentures, in accordance with the provisions thereof.

Interest of Certain Persons in Matters to be Acted Upon

Except as otherwise set out herein, no director or executive officer of the Corporation or any proposed nominee of management of the Corporation for election as a director of the Corporation, 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 matters to be acted upon at the Meeting except for the interest of such persons in matters related to the approval of the Stock Option Plan.

AUDIT COMMITTEE

Under National Instrument 52-110 Audit Committees ("**NI 52-110**"), the Corporation is required to include in its information circular the disclosure required under Form 52-110F2. The disclosure required by Form 52-110F2 is set out below.

Audit Committee Charter and Terms of Reference

Purpose and Mandate

The primary function of the audit committee (the "**Audit Committee**") is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing:

- (a) the financial information that will be provided to the shareholders and others;

- (b) the systems of internal controls and accounting policies that management and the Board of Directors have established; and
- (c) all audit processes.

The primary responsibility for the financial reporting, information systems, risk management and internal controls of the Corporation is vested in management and is overseen by the Board of Directors.

Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels.

The Audit Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting process and the system of internal controls.
- Monitor the independence and performance of the Corporation's external auditors.
- Provide an open avenue of communication among the auditors, management and the Board of Directors.

Composition and Process

- (a) The Audit Committee shall be composed of a minimum of three directors, a majority of whom shall be "independent" as that term is defined in NI 52-110.
- (b) Members shall be appointed by the Board of Directors on an annual basis, shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience.
- (c) The chair of the Audit Committee (the "**Audit Committee Chair**") shall be appointed by the Board of Directors for a one-year term and may serve any number of consecutive terms.
- (d) All members of the Audit Committee shall be financially literate and at least one member of the Audit Committee shall be a "financial expert". Financial literacy is the ability to read and understand a balance sheet, income statement and cash flow statement 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 Corporation's financial statements.
- (e) The Audit Committee Chair shall, in consultation with management and the external auditor and internal auditor (if any), establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting. The external auditor will also receive notice of all meetings of the Audit Committee. The Audit Committee may employ a list of prepared questions and considerations as a portion of its review and assessment process.
- (f) The Audit Committee shall meet as required. A quorum at meetings of the Audit Committee shall be a majority of its members. The Audit Committee may hold its meetings, and members of the Audit Committee may attend meetings, by telephone conference if this is deemed appropriate or make written resolutions which must be signed by all members of the Audit Committee.

- (g) The Audit Committee Chair shall appoint a secretary to keep all minutes of Audit Committee meetings, which secretary does not have to be a member of the Audit Committee or a director.
- (h) The minutes of the Audit Committee meetings shall accurately record the decisions reached and shall be distributed to Audit Committee members with copies to the Board of Directors, the President, CEO and CFO, and the external auditor.
- (i) The Audit Committee reviews, prior to their presentation to the Board of Directors and their release, all material financial information required by securities regulations.
- (j) The Audit Committee enquires about potential claims, assessments and other contingent liabilities.
- (k) The Audit Committee periodically reviews with management, depreciation and amortization policies, loss provisions and other accounting policies for appropriateness and consistency.

Authority

- (a) The Audit Committee is appointed by the Board of Directors pursuant to provisions of the ABCA and the bylaws of the Corporation.
- (b) The primary responsibility for the Corporation's financial reporting, accounting systems and internal controls is vested in senior management and is overseen by the Board of Directors. The Audit Committee is a standing Audit Committee of the Board of Directors established to assist it in fulfilling its responsibilities in this regard. The Audit Committee shall have responsibility for overseeing management reporting on internal controls. While it is management's responsibility to design and implement an effective system of internal control, it is the responsibility of the Audit Committee to ensure that management has done so.
- (c) The Audit Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.
- (d) The Audit Committee shall have direct communication channels with the internal auditors (if any) and the external auditors to discuss and review specific issues as appropriate.
- (e) The Audit Committee shall have the sole authority to retain (or terminate) independent counsel, advisors or consultants as it determines necessary to assist the Audit Committee in discharging its functions hereunder. The Audit Committee shall be provided with the necessary funding to compensate the independent counsel, advisors or consultants retained by the Audit Committee.

Relationship with External Auditors

- (a) An external auditor must report directly to the Audit Committee.
- (b) The Audit Committee is directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the issuer, including the resolution of disagreements between management and the external auditor regarding financial reporting.

- (c) The Audit Committee shall implement structures and procedures to ensure that it meets with the external auditor at least once annually in the absence of management.

Accounting Systems, Internal Controls and Procedures

- (a) The Audit Committee shall obtain reasonable assurance from discussions with and/or reports from management, and reports from external auditors that accounting systems are reliable and that the prescribed internal controls are operating effectively for the Corporation and its subsidiaries and affiliates.
- (b) The Audit Committee shall review to ensure to its satisfaction that adequate procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements and will periodically assess the adequacy of those procedures.
- (c) The Audit Committee shall review with the external auditor the quality and not just the acceptability of the Corporation's accounting principles and direct the external auditor's examinations to particular areas.
- (d) The Audit Committee will review control weaknesses identified by the external auditors, together with management's response and review with external auditors their view of the qualifications and performance of the key financial and accounting executives.
- (e) In order to preserve the independence of the external auditor, the Audit Committee will:
 - (i) recommend to the Board of Directors 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;
 - (ii) recommend to the Board of Directors the compensation of the external auditor's engagement; and
 - (iii) review and pre-approve any engagements for non-audit services to be provided by the external auditors, together with estimated fees, and consider the impact, if any, on the independence of the external auditor.
- (f) The Audit Committee will review with management and with the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting.
- (g) The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- (h) The Audit Committee shall establish a periodic review procedure to ensure that the external auditor complies with the Canadian Public Accountability Regime under National Instrument 52- 108 *Auditor Oversight*.
- (i) The Audit Committee shall 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.

Statutory and Regulatory Responsibilities

- (a) Annual Financial Information - review the annual audited financial statements, annual management's discussion and analysis (“**MD&A**”) and related press releases and recommend their approval to the Board of Directors, after discussing matters such as the selection of accounting policies (and changes thereto), major accounting judgments, accruals and estimates with management and the external auditor.
- (b) Interim Financial Statements - review the quarterly interim financial statements, interim MD&A and recommend their approval to the Board of Directors.
- (c) Earnings Guidance/Forecasts - review any forecasted financial information and forward looking statements regarding forecasted financial information, if any.
- (d) In addition, the Audit Committee must review the Corporation's press releases pertaining to the financial statements, MD&A and earnings updates, if any, before the Corporation publicly discloses this information.

Reporting

- (a) The Audit Committee will report, through the Audit Committee Chair, to the Board of Directors following each meeting on the major discussions and decisions made by the Audit Committee, and report annually to the Board of Directors on the Audit Committee's responsibilities and how it has discharged them.
- (b) In addition, the Audit Committee will review and reassess their charter annually and recommended any proposed changes to the Board of Directors.

Other Responsibilities

- (a) Investigating fraud, illegal acts or conflicts of interest.
- (b) Discussing selected issues with counsel or the outside auditor or management.

Audit Committee Composition

The following are the members of the Audit Committee, as at the date hereof:

Darold H. Parken	Non independent ⁽¹⁾	Financially literate ⁽¹⁾
J. Garry Clark	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Paul McKenzie	Independent ⁽¹⁾	Financially literate ⁽¹⁾

Note:

(1) As defined by NI 52-110.

The independent directors of the Corporation do not frequently hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance but have held informal meetings where such persons have not been present and have held various other formal meetings. To facilitate open and candid discussion among the independent directors, the independent directors may hold *in camera* sessions at future Board meetings. The independent directors may in future also consider holding regularly scheduled meetings at which non-independent directors and members of management are not in attendance, as the Corporation's business grows.

Currently, the Board of Directors is satisfied that it exercises its responsibilities for independent oversight of management, in light of the Corporation's present size and operations. The ability to establish ad hoc committees comprised of a majority of independent directors provides the Board of Directors with the ability

to meet independently of management whenever deemed necessary or appropriate and the chair of each such ad hoc committee provides leadership for such committee.

Audit Committee Oversight

At no time since the commencement of the Corporation'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 of Directors.

Relevant Education and Experience

All of the members of the Audit Committee have been either directly involved in the preparation of the financial statements, filing of the quarterly and annual financial statements, dealing with the auditors, or as a member of the audit committee. All members have the ability to read, analyze, and understand the complexities surrounding the issuance of financial statements. The following sets out the education and experience of each member of the Audit Committee relevant to the performance of his duties as a member of the Audit Committee.

Mr. Darold H. Parken holds a Bachelor of Laws degree and a Bachelor of Arts degree (Economics) from the University of Calgary. Mr. Parken has practiced corporate and securities law for over 25 years and has completed the Canadian Securities Course. Mr. Parken had also served as a director and officer of a number of other TSX and TSXV companies. See "*Corporate Governance*" section below.

Mr. J. Garry Clark graduated with an HSc (Geology) from Lakehead University, Thunder Bay, Ontario. Mr. Clark is a Professional Geologist registered with the Association of Professional Geoscientists of Ontario. After University he held various exploration Geological positions with Major and Junior explorers. In the late 1980's Mr. Clark began his consulting career. He continues to consult with projects across Canada and overseas. Mr. Clark serves on various committees and boards that support mineral explorers. Mr. Clark presently is a Director or advisor five listed junior explorers operating in Canada and United States and is a member of various audit and compensation committees.

Mr. Paul McKenzie is the President and Chief Business Officer of Nexoptic, a publicly traded technology company since July, 2016. Prior to this, Mr. McKenzie was President and CEO of Elissa Resources Ltd. from August 2010 to present, prior thereto, Director and Public Relations Representative of International Enenco Limited since March, 2000. He has acted in the capacity as Director, President and/or CEO and CFO of several public companies and has been hands on in raising in excess of US\$70,000,000 for his publicly-traded companies. Mr. McKenzie's experiences with public companies spans more than 20 years and includes acquiring, selling, financing and developing projects in North America, and Asia and includes overseeing transactions with companies whose market capitalizations have exceeded US\$8 billion.

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.

Pre-Approval Policies and Procedures

The Audit Committee has adopted policies and procedures for the engagement of non-audit services as described above under the heading "*Audit Committee Terms of Reference - External Auditors*".

External Auditor Service Fees

The aggregate fees billed by the Corporation's external auditors in the last two (2) financial years for audit and other fees are as follows:

Financial Year		Audit Related		
Ending	Audit Fees	Fees⁽¹⁾	Tax Fees⁽¹⁾	All Other Fees
2017	\$21,000	Nil	\$1,000	Nil
2016	\$20,000	Nil	\$1,000	Nil

Note:

- (1) Audit related fees pertain to the review of the interim financial statements. Tax Fees pertain to the preparation and filing of the Corporation's Canadian tax returns.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board of Directors, 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 of Directors and who are charged with the day to day management of the Corporation. The Board of Directors is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), the Corporation is required to disclose its corporate governance practices as summarized below in Form 58-101F2.

Board of Directors

The Board of Directors is currently comprised of four (4) members. Paul McKenzie and J. Garry Clark are presently considered to be independent directors of the Corporation.

Darold H. Parken, the President and CEO, and Ranjeet Sundher, Director of Corporate Development, are members of senior management and, as a result, are not considered to be independent directors.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the board of directors, reasonably interfere with the exercise of a director's independent judgment. As disclosed above, the Board of Directors is comprised of four independent directors. The independent judgment of the Board of Directors in carrying out its responsibilities is the responsibility of all directors. The Board of Directors of the Corporation facilitates independent supervision of management through meetings of the Board of Directors and through frequent informal discussions among independent members of the Board of Directors and management. In addition, the Board of Directors has free access to the Corporation's external auditors, external legal counsel and to any of the Corporation's officers. The Board of Directors has also appointed the Corporate Governance, Compensation and Compliance Committee (previously defined as the "**CGCC Committee**"), comprised of a majority of independent directors.

Directorships

The following directors of the Corporation are also presently directors of other reporting issuers:

Name	Name of Reporting Issuer
Paul McKenzie	NexOptic Technology Corp. Spectrum Optics Inc.
Ranjeet Sundher	Doxa Energy Inc. Pacific Rim Cobalt Ltd.

Name	Name of Reporting Issuer
J. Garry Clark	US Cobalt Inc. Mineral Mountain Resources Ltd. Kapusking Gold Corp. Superior Canadian Resources Inc. Pacific Rim Cobalt Ltd.

Orientation and Continuing Education

The Corporation provides directors with opportunities to increase their knowledge and understanding of the Corporation's business. In addition, the Board will be briefed on a regular basis on corporate governance developments and emerging best practices in corporate governance.

Ethical Business Conduct

The Board of Directors has adopted a written Code of Conduct to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions. The Code of Conduct is intended to act as a flexible framework within which the Board may conduct its business and is not intended as a complete set of legally binding obligations. A copy of the Code of Conduct can be found under the Corporation's profile at SEDAR on www.sedar.com.

The Audit Committee has approved a Whistle Blower Policy, which establishes an anonymous complaint procedure for concerns about any aspect of the Corporation's activities and operations.

The Board of Directors has found that the fiduciary duties placed on individual directors by the Corporation'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 of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Corporation.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as the directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the ABCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

Nomination of Directors

The Board of Directors is responsible for identifying new candidates for nomination as directors. When a vacancy occurs on the Board of Directors, the Board of Directors will, in consultation with the President and CEO, identify candidates who satisfy the skills and characteristics criteria and the long-term plan for the Board of Directors composition. It was by this procedure that previous changes and additions have been made to the Board of Directors since incorporation.

Compensation

The CGCC Committee currently consists of Darold H. Parken and Paul McKenzie. The CGCC Committee is responsible for compensation matters pertaining to the Corporation.

Other Board Committees

The Corporation has no other standing committees at this time, other than the Audit Committee and the CGCC Committee as discussed above, and the Disclosure Committee, which reviews non-financial news releases. The members of the Disclosure Committee are Darold H. Parken, Paul McKenzie and Ranjeet Sundher.

Assessments

The Board of Directors has not yet implemented a process for assessing its effectiveness. As a result of the Corporation's size and its early stages of development, the Board of Directors considers a formal assessment process to be inappropriate at this time. The Board of Directors plans to continue evaluating its own effectiveness, informally, on an ad hoc basis.

The Board of Directors does not presently formally assess the performance or contribution of individual directors or committee members but may consider doing so in the future as the Corporation's business and operations expand.

PART III - PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board of Directors of the Corporation, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. AUDIT REPORT AND FINANCIAL STATEMENTS

The Board of Directors of the Corporation has approved all of the information in the audited, consolidated financial statements of the Corporation for the years ended December 31, 2017 and December 31, 2016 and the report of the auditor thereon, copies of which are delivered herewith.

2. FIXING THE NUMBER OF DIRECTORS

The term of office of each of the present directors expires at the Meeting. At the Meeting, shareholders will be asked to consider passing an ordinary resolution fixing the number of directors of the Corporation to be elected at four (4) members. In order for the resolution to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote proxies in the accompanying form in favour of setting the number of directors to be elected at the Meeting at four (4).**

3. ELECTION OF DIRECTORS

The shareholders will be asked to consider a resolution electing the directors of the Corporation to hold office until the next annual meeting of shareholders. The persons nominated are, in the opinion of management, qualified to direct the activities of the Corporation until the next annual meeting of the shareholders of the Corporation. All nominees have indicated their willingness to stand for election. Each director elected will hold office until the next annual meeting of the shareholders of the Corporation or until his successor is duly elected or appointed, unless his office be earlier vacated in accordance with the Corporation's articles or by-laws.

The Corporation does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies held by Management Designees will be voted for another nominee in their discretion unless the shareholder has specified in his or her Instrument of Proxy that his or her Common Shares are to be withheld from voting in the election of directors. Each director elected will hold office until the next annual meeting of shareholders or until his successor is duly elected or appointed, all as the case may be, unless

his office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the ABCA to which the Corporation is subject or to the ABCA to which the Corporation becomes subject.

The following sets forth the name of each of the persons proposed to be nominated for election, all positions and offices in the Corporation presently held by such nominees, the nominees' municipality and province or country of residence, principal occupation at the present time and during the preceding five years, the period during which the respective nominees have served as directors, and the number and percentage of Common Shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised, as of the date hereof. All of the individuals, with the exception of Mr. J. Garry Clark have been directors of the Corporation since November 20, 2007. Mr. J. Garry Clark was appointed as a director of the Corporation on November 26, 2009, upon completion of the Corporation's Qualifying Transaction.

Name, Municipality of Residence and Office	Principal Occupation and Positions Held During the Last Five Years	Common Shares and Percentage Held⁽¹⁾
Ranjeet Sundher Jakarta, Indonesia <i>Director and Director of Corporate Development</i>	President of Pacific Rim Cobalt Ltd. since October, 2017, Director of Corporate Development of the Corporation since October, 2015, prior thereto President of the Corporation since 2007, prior thereto, President of Planet Exploration Inc., a mining company listed on the TSXV from 1996 to 2010.	6,984,745 (5.88%)
Darold H. Parken Calgary, Alberta <i>President, CEO and Director</i>	President & CEO of the Corporation since October, 2015, prior thereto CFO of the Corporation since 2011. Previously President and CEO of Chartwell Technology Inc., a software development company listed on the TSX from 1998 to 2011.	7,022,000 (5.91%)
J. Garry Clark Thunder Bay, Ontario <i>Director</i>	Professional Geologist providing geological consulting services through his private company.	118,600 (0.10%)
Paul McKenzie Vancouver, British Columbia <i>Director</i>	President and Chief Business Officer of NexOptic Technology Corp since July 2016, prior thereto, President and CEO of Elissa Resources Ltd. from August 2010 to present, prior thereto, Director and Public Relations Representative of International Enenco Limited since March, 2000.	887,200 (0.75%)
TOTAL		15,012,545 (12.63%)

Note:

- (1) Based on 118,827,733 Common Shares issued and outstanding as of the date hereof and does not include Stock Options or warrants held.

In order for the resolution appointing the aforementioned individuals to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of the directors as set forth above as a single slate of directors.**

Corporate Cease Trade Orders, Penalties or Bankruptcies

Other than as disclosed below, no proposed director:

- (a) is, as at the date hereof, or has been, within 10 years before the date hereof, a director, CEO or CFO of any company that,
 - (i) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or

- (ii) was subject to a cease trade or similar order that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO, or
- (b) is, as at the date hereof, or has been within 10 years before the date of this Management Information Circular, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director 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 hereof, 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.

4. APPOINTMENT OF AUDITORS

Crowe MacKay LLP, Chartered Accountants, are the current auditors of the Corporation. Management of the Corporation proposes that Crowe MacKay LLP, Chartered Accountants, be re-appointed as auditors of the Corporation to hold office until the earlier of the next annual meeting of shareholders or their removal by the Corporation, at a remuneration to be fixed by the Audit Committee of the Board of Directors of the Corporation. Approval of the re-appointment of the auditors will require a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting. **Unless otherwise directed, it is the intention of the Management Designees to vote the proxies in favour of an ordinary resolution to appoint the firm of Crowe MacKay LLP, Chartered Accountants, as the auditors of the Corporation and to authorize the Audit Committee of the Board of Directors to fix the remuneration of Crowe MacKay LLP, Chartered Accountants.**

5. RE-APPROVAL OF STOCK OPTION PLAN

To comply with the policies of the TSXV, the Corporation is proposing to re-approve and ratify the Stock Option Plan in the same form as was last approved by shareholders of the Corporation on March 13, 2017 (previously defined as the “**Stock Option Plan**”). The Stock Option Plan is required to be re-approved by shareholders on an annual basis in accordance with the policies of the TSXV.

The Stock Option Plan has been established to advance the interests of the Corporation or any of its subsidiaries and affiliates by encouraging the directors, officers, employees and consultants of the Corporation or any of its subsidiaries or affiliates to acquire shares in the Corporation thereby increasing their proprietary interest in the Corporation, encouraging them to remain with the Corporation or its subsidiaries or affiliates and providing them with additional incentive in the conduct of their affairs for and on behalf of the Corporation, its subsidiaries and affiliates. Below is a summary of the terms of the Stock Option Plan, which is only a summary and is qualified in its entirety by the Stock Option Plan, a copy of which will be tabled at the Meeting. Shareholders may obtain a copy of the Stock Option Plan by contacting the Corporation at: Suite 202, 615-15th Avenue S.W, Calgary, Alberta, T2R 0R4 Telephone: 403-537-0067.

Terms of the Plan

Directors, officers, consultants and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services or investor relations services to the Corporation or its subsidiaries may participate in the Stock Option Plan. The purpose of the Stock Option Plan is to provide the participants with an opportunity to purchase Common Shares and to benefit from the appreciation thereof. This will provide an increased incentive for the participants to contribute to the future

success and prosperity of the Corporation, thus enhancing the value of the Common Shares for the benefit of all the shareholders and increasing the ability of the Corporation and its subsidiaries to attract and retain individuals of exceptional skill.

Under the Stock Option Plan, Stock Options to purchase Common Shares (previously defined as “**Stock Options**”) may be granted in such numbers and with such vesting provisions as the Board may determine.

The price per share at which Common Shares may be purchased under an Option shall be fixed by the Board when the Option is granted, provided that such price shall not be less than the price permitted by the TSXV. Once the exercise price has been determined by the Board, accepted by the TSXV and the option has been granted, the exercise price of an option may only be reduced, in the case of Stock Options held by insiders of the Corporation if disinterested shareholder approval is obtained at a meeting of the shareholders.

The Stock Option Plan also provides that the Stock Options granted under the Plan together with all of the Corporation's other previously established Stock Option Plans or grants, shall not result at any time in:

- (a) the number of outstanding Stock Options exceeding 10% of the issued and outstanding Common Shares at any time; and
- (b) the grant to any one (1) Optionee within a twelve-month period, of a number of Stock Options exceeding 5% of the issued and outstanding Common Shares (or 2% of the issued and outstanding Common Shares in the case of an Optionee who is a Consultant or an Employee conducting Investor Relations Activities (as such terms are defined in TSXV policies)).

In the event of the death of a participant on or prior to the expiry time of an Option, such Option may be exercised as to such of the Common Shares in respect of which such Option has not previously been exercised (including in respect of the right to purchase Shares not otherwise vested at such time), by the legal personal representatives of the participant at any time up to and including (but not after) a date one (1) year following the date of death of the participant or the expiry time of such Option, whichever occurs first.

Pursuant to the Stock Option Plan, the Corporation can, at any time, have a number of Stock Options outstanding equal to up to 10% of the then issued and outstanding number of Common Shares. In the event of the exercise or cancellation of any Stock Options, the Corporation could make a further grant of Stock Options, provided that the 10% maximum is not exceeded. In that regard, the Stock Option Plan is a “rolling” Stock Option Plan.

Policy 4.4 *Incentive Stock Options* of the TSXV requires that rolling Stock Option Plans must receive shareholder approval yearly, at an issuer's annual meeting. In accordance with Policy 4.4, shareholders will be asked to consider and if thought fit, approve an ordinary resolution approving, adopting and ratifying the amended Plan as the Corporation's Stock Option Plan. In order for the resolution approving and adopting the Plan to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting.

The Resolution

The complete text of the ordinary resolution which management intends to place before the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

“BE IT HEREBY RESOLVED as an ordinary resolution of the Corporation that the Stock Option Plan, dated for reference November 2, 2015, (the “Stock Option Plan”) of the Corporation be and is hereby approved, ratified and confirmed, subject to applicable regulatory approval.”

Unless otherwise directed, it is the intention of the Management Designees to vote the proxies in favour of the resolution re-approving the Stock Option Plan.

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder. The enclosed Instrument of Proxy confers discretionary authority upon the persons authorized to act thereunder to vote on any modifications or amendments concerning the businesses mentioned in the Notice of Meeting or any other business in accordance with his best judgment.

GENERAL

Unless otherwise directed, it is management's intention to vote proxies in favor of all of the ordinary resolutions set forth herein. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting in person or by proxy by the holders of Common Shares. All approvals by disinterested shareholders require the approval of the shareholders not affected by, or interested in, the matter to be approved. There are no matters to be brought before the Meeting which require approval by disinterested shareholders.

PART IV INFORMATION REGARDING THE CORPORATION

CORPORATE STRUCTURE

Name and Incorporation

The Corporation was incorporated under the ABCA on November 20, 2007. The registered and records office of the Corporation is located at 202, 615 15th Avenue S.W., Calgary, Alberta, T2R 0R4 and the head office of the Corporation is located at Suite 202, 615 15th Avenue S.W., Calgary, Alberta, T2R 0R4.

The Corporation changed its name from Challenger Deep Resources Corp. to DeepMarket Corp. on November 2, 2015.

Inter-Corporate Relationships

The Corporation has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

History

The Corporation completed its initial public offering as a CPC and began trading on the TSXV effective June 20, 2008. On November 26, 2009, the Corporation completed its Qualifying Transaction and began trading under the symbol "CDE" as a tier 2 mining issuer on the TSXV on December 15, 2009.

From 2009 through fiscal 2015 the business of the Corporation was mining exploration, specifically the coal mining industry in Indonesia. The Corporation disposed of all its coal mining related assets and ceased all related operations during 2014 following which it focused on a transition to the technology industry and the digital marketing and promotions platform development which is described below.

The Corporation's change of business was approved by the shareholders and accepted by the Exchange at the end of October, 2015 and the Corporation became a technology issuer as categorized by the TSXV. The Corporation began trading under the symbol "MKT" on November 2, 2015.

Overview of the Business

The Corporation's business is the development and operation of a digital marketing/promotions platform for retailers and other businesses. The platform is called the DeepMarket Platform.

The DeepMarket Platform offers a range of promotion products and services providing an additional marketing and advertising opportunity to consumer-facing businesses. The promotion products and services offered by DeepMarket focus on providing game driven experiences, supporting various promotion models including sweepstakes, giveaways, and contests. The Corporation offers both instant-win and post-completion win models for promotion campaigns.

The Corporation proposes to generate revenue by charging a service fee for each promotional campaign utilized by the customers of the Corporation or through a monthly subscription service. The Corporation has no history of revenues or sales.

Selected Financial Information of the Corporation

The following table sets forth certain selected audited financial information of the Corporation for the financial years ended December 31, 2017 and December 31, 2016 and the nine-month period ended September 30, 2017. This information should be read in conjunction with the Corporation's financial statements which are attached as Schedule "A" to this Management Information Circular. The financial results are not necessarily indicative of the results that may be expected for any other interim period or a full year. These financial statements are presented in Canadian dollars and are prepared in accordance with IFRS.

	Three Months Ended March 31, 2018 (\$)	Financial Year Ended December 31, 2017 (\$)	Financial Year Ended December 31, 2016 (\$)
Current Assets	1,424,243	572,574	355,880
Total Assets	1,447,195	600,335	391,055
Current Liabilities	2,075,785	2,086,189	2,068,087
Share Capital	13,499,261	12,245,804	9,788,090
Deficit	(15,909,450)	(15,355,738)	(12,939,549)
Expenses	553,712	2,416,189	2,003,025
Net Comprehensive Loss	553,712	2,416,189	2,003,025

Management's Discussion and Analysis

The Corporation's management's discussion and analysis for the financial year ended December 31, 2017 is attached as Schedule "B" to this Management Information Circular.

Description of Share Capital

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares issuable in series. As at the date hereof, 118,827,733 Common Shares are issued and outstanding as fully paid and non-assessable shares, 9,300,000 Common Shares are reserved for issuance pursuant to the Stock Option Plan and 30,000,000 Common Shares are reserved for issuance pursuant to the exercise of all outstanding warrants. No Preferred Shares have been issued.

Common Shares

The holders of the Common Shares are entitled to dividends, if, as and when declared by the Board, to one vote per share at meetings of the shareholders of the Corporation and, upon dissolution, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares.

Preferred Shares

The Corporation is authorized to issue an unlimited number of Preferred Shares. The holders of the Preferred Shares are entitled to preference over the holders of Common Shares with respect to the payment of dividends, dissolution or winding-up or any other return of capital or distribution of assets for the purpose of winding-up the Corporation's affairs. As at the date hereof, there are no Preferred Shares issued and outstanding.

Stock Option Plan

The Corporation has adopted an incentive stock option plan (previously defined as the “**Stock Option Plan**”), as described in “*Part IV - Business of the Meeting - 5. Approval of the Stock Option Plan*”.

As of the date hereof, the Corporation has reserved an aggregate of 5,200,000 Common Shares for the issuance upon exercise of the Stock Options granted to eligible participants under the Stock Option Plan.

Stock Exchange Price

The Common Shares are listed and posted for trading on the TSXV under the symbol “MKT”. The following table sets out the high and low trading closing prices of Common Shares and aggregate volume traded on the TSXV for the following periods:

Period	High (\$)	Low (\$)	Volume
2015			
Q1	0.12	0.065	5,839,317
Q2	0.20	0.08	2,684,942
Q3	0.22	0.135	3,576,557
Q4	0.28	0.18	2,584,347
2016			
Q1	0.22	0.13	2,563,719
Q2	0.18	0.11	3,988,101
Q3	0.18	0.105	2,760,640
Q4	0.155	0.065	5,809,148
2017			
Q1	0.185	0.105	6,169,770
Q2	0.16	0.10	4,149,295
Q3	0.14	0.07	1,994,320
Q4	0.09	0.04	8,153,104
2018			
Q1	0.165	0.045	114,838,459
April	0.075	0.05	7,967,772
May	0.07	0.05	4,202,302

Executive Compensation

See “*Part II - Executive Compensation and Corporate Governance Disclosure – Executive Compensation*”.

Arm's Length Transaction

The Corporation has not been party to any related party transactions other than as disclosed in Note 9 to the audited financial statements for the financial year ended December 31, 2017, which are included as Schedule A.

Financial Assistance to Employees

In connection with the Company's March 2, 2018 private placement financing, the Company made loans to four employees to allow them to participate in the financing. Each of the four employees, Jason Saelhof, Nolan Mack, Laura Parken and Ryan Ritten, were loaned \$50,000 to allow them to each purchase 1 million units (each \$0.05 unit consisted of one common share and one warrant to purchase a common share at \$0.10 for a one year term). The loans are payable on demand and do not bear interest. All units purchased by the employees were pledged as security for repayment of the loans.

Legal Proceedings

Management knows of no legal proceedings, contemplated or actual, involving the Corporation or which could materially affect the Corporation.

Auditor, Transfer Agent and Registrar

The auditor of the Corporation is Crowe MacKay LLP, Chartered Accountants, at Elveden House, 1700, 717 - 7th Avenue SW, Calgary, Alberta, T2P 0Z3.

Computershare, at its Calgary office located at Suite 600, 530 – 8th Avenue SW, Calgary, AB, is the transfer agent and registrar for the Corporation's Common Shares.

Material Contracts

The Corporation has not entered into any material contracts that are still in effect as at the date of the date hereof.

OTHER MATERIAL FACTS

To management of the Corporation's knowledge, there are no other material facts that are not otherwise disclosed in this Circular or are necessary for the Circular to contain full, true and plain disclosure of all material facts.

BOARD APPROVAL

The contents and the sending of this Management Information Circular have been approved by the Board of Directors of the Corporation.

CERTIFICATE OF DEEPMARKIT CORP.

DATED: June 12, 2018

The foregoing and the Appendices which are attached to and form part of this Management Information Circular, as it relates to DeepMarket Corp., constitutes full, true and plain disclosure of all material facts relating to the securities of DeepMarket Corp.

Signed "*Sandra Généreux*"

Sandra Généreux
Chief Financial Officer

Signed "*Darold H. Parken*"

Darold H. Parken
President & Chief Executive Officer

ON BEHALF OF THE BOARD OF DIRECTORS

Signed "*Ranjeet Sundher*"

Ranjeet Sundher
Director

Signed "*Paul McKenzie*"

Paul McKenzie
Director

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com and on the Corporation's website at www.deepmarket.com.

Financial information of the Corporation's most recently completed financial year is provided in the Corporation's financial statements and management discussion and analysis which are available on SEDAR. A shareholder may contact the Corporation by mail at: Suite 202, 615 –15th Avenue S.W. Calgary, Alberta, T2R 0R4 Attention: Chief Financial Officer, to obtain a copy of the Corporation's most recent financial statements and management discussion and analysis.