



**DEEPMARKIT CORP.**

**SPECIAL MEETING  
OF SHAREHOLDERS**

**TO BE HELD AT:**

**SUITE 800, 333 7 AVENUE S.W.  
CALGARY, ALBERTA, CANADA**

**ON THURSDAY, JUNE 8, 2023 At 10:00 a.m.**

**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 SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON THURSDAY, JUNE 8, 2023.*

Dated: May 9, 2023

**DEEPMARKIT CORP.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN THAT A SPECIAL MEETING** (the "**Meeting**") of holders of common shares ("**Common Shares**") of DeepMarkit Corp. (the "**Corporation**") will be held at Suite 800, 333 7 Avenue S.W., Calgary, Alberta, T2P 2Z1, on Thursday, June 8, 2023 at 10:00 a.m. (Mountain time) for the following purposes:

- (a) to consider and, if deemed appropriate, pass a special resolution authorizing an amendment to the articles of the Corporation providing that the Corporation's issued and outstanding common shares be consolidated on the basis of one (1) post-consolidation common share for up to every forty (40) existing common shares, as more fully described in the accompanying management information circular; and
- (b) to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

**DATED** this 9<sup>th</sup> day of May, 2023.

**BY ORDER OF THE BOARD OF DIRECTORS**

Signed "*Ranjeet Sundher*"

Ranjeet Sundher

Chief Executive Officer and Director

**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.

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

"**Corporation**" means DeepMarkit Corp.

"**Exchange**" or "**TSXV**" means the TSX Venture Exchange Inc.

"**Meeting**" means the special meeting of the shareholders of the Corporation to be held on June 8, 2023 at 10:00 a.m. (Calgary time).

"**Notice of Meeting**" means the notice of the Meeting of the Corporation dated May 9, 2023, which accompanies this Management Information Circular.

"**Odyssey**" means Odyssey Trust Company, the Corporation's transfer agent.

"**Record Date**" means May 4, 2023, 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 800, 333 7 Ave S.W., Calgary, Alberta, T2P 2Z1, at 10:00 a.m. (Calgary time), on Thursday, June 8, 2023, 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

May 4, 2023 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 registrar and transfer agent, Odyssey Trust Company, at Stock Exchange

Tower, Suite 1130, 300 5<sup>th</sup> Avenue SW, Calgary, Alberta, T2P 3C4, Canada, by email at [proxy@odysseytrust.com](mailto:proxy@odysseytrust.com) or by fax at 1-800-517-4553, by fax at 1-866-249-7775, or

- (b) by using the internet through the following website <https://login.odysseytrust.com/pxlogin>. 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 Odyssey. The VIF is to be completed and returned to Odyssey as set out in the instructions provided on the VIF. Odyssey 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, 169,862,828 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>
Ranjeet Sundher	41,602,676	24.49%

### 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, 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.

### 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.

## PART II - PARTICULARS OF MATTERS TO BE ACTED UPON

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

### 1. APPROVAL OF SHARE CONSOLIDATION

At the Meeting, Shareholders will be asked to consider, and if deemed appropriate, approve, a special resolution of the Corporation authorizing an amendment to the Corporation's Articles (the "**Consolidation Resolution**") to consolidate the Common Shares on the basis of one (1) post-consolidation Common Share (each a "**Consolidated Share**") for up to every forty (40) Common Shares ("**Existing Shares**") outstanding (the "**Consolidation Ratio**"). The specific Consolidation Ratio will be determined in the discretion of the Board, subject to approval of the Exchange.

The Consolidation Resolution will authorize the Consolidation and will allow the Board to alter the Consolidation Ratio, provided that the Consolidation Ratio shall not be greater than forty (40) Existing Common Shares for one (1) Consolidated Common Share. No fractional Consolidated Shares will be issued under the Consolidation. If the Consolidation would otherwise result in a Shareholder holding a fractional Consolidated Share, the number of Consolidated Shares to be issued to such Shareholder shall be rounded up to the next higher whole number if the fraction is 0.5 or greater, and rounded down to the next lower whole number if the fraction is less than 0.5.

Pursuant to Policy 5.8 *Issuer Names, Issuer Name Changes, Share Consolidations and Splits* of the Exchange, the Corporation must apply to the Exchange for its approval to effect the Consolidation. The Corporation may also be required to obtain a new CUSIP or ISIN number.

If the Consolidation Resolution is approved, the Board will determine if and when the Consolidation Amendment giving effect to the Consolidation would be filed, and shall determine the Consolidation Ratio. No further action on the part of Shareholders would be required in order for the Board to implement the Consolidation. Notwithstanding approval of the proposed Consolidation by the Shareholders of the Corporation, the Board, in its sole discretion, may delay implementation of the

Consolidation or revoke the Consolidation Resolution and abandon the Consolidation without further approval or action by or prior notice to the Shareholders.

If the Board does not implement the Consolidation prior to the next annual meeting of Shareholders, the authority granted by the special resolution to implement the Consolidation on these terms shall lapse and be of no further force or effect.

### **Reasons for the Share Consolidation**

The Board is seeking authority to implement the Consolidation for the following reasons:

*Potential for Increased and More Attractive Share Price* – the Company believes that it is desirable for its Common Shares to trade at a higher price per share. An increase in trading price of the Common Shares that may result from the Consolidation could heighten the interest of the financial community in the Company and potentially broaden the pool of investors that may consider investing or may be able to invest in the Company, potentially increasing the trading volume and liquidity of the Common Shares. The Consolidation could also help to attract institutional investors, investment funds and others who have internal policies that prohibit them from purchasing stocks below a certain minimum price and, in respect of institutional investors, tend to discourage individual brokers from recommending such stocks to their customers.

*Improved Trading Liquidity* – the increased interest from institutional investors, investment funds and others could ultimately improve the trading liquidity of the Common Shares.

*Maintenance of OTCQB Minimum Bid Closing Bid Price* – the Corporation has received notice from the OTC Markets Group that the bid price for the Corporation's Common Shares has closed below USD\$0.01 for a period of more than 30 consecutive calendar days and no longer meets the Standards for Continued Eligibility for OTCQB as per the OTCQB Standards, Section 3.2(2). In accordance with the OTCQB Standards, the Corporation has been granted a cure period during which the closing bid price for the Corporation's stock must be USD\$0.01 or greater for ten consecutive trading days. If the Corporation cannot comply with this requirement before July 12, 2023, the Corporation's Common Shares will be removed from the OTCQB marketplace. The Consolidation, if implemented within the timelines anticipated, is expected to allow the Corporation to meet the minimum closing bid requirements of the OTCQB. The Corporation has determined that maintaining the OTCQB listing is in the best interests of the Corporation as it having the listing improves liquidity of the Common Shares and may allow the Corporation to better attract investment from investors who reside in the United States.

### **Share Certificates**

No delivery of a certificate evidencing a Consolidated Share will be made to a Shareholder until the Shareholder has surrendered the issued certificates representing its Existing Shares to Odyssey. Until surrendered, each certificate formerly representing Existing Shares shall be deemed for all purposes to represent the number of Consolidated Shares to which the holder is entitled as a result of the Consolidation.

Beneficial Shareholders, holding their Existing Shares through a bank, broker, intermediary or other nominee should note that such banks, brokers, intermediaries or other nominees may have various procedures for processing the Consolidation. If a Beneficial Shareholder holds Existing Shares with such a bank, broker, intermediary or other nominee and has any questions in this regard, the Beneficial Shareholder is encouraged to contact its nominee.

## **Risk Factors Associated with the Share Consolidation**

### *Decline in Market Capitalization*

There are numerous factors and contingencies that could affect the prices of Existing Shares and Consolidated Shares, including the Corporation's reported financial results in future periods, the Corporation's general business results, and general economic, geopolitical, stock market and industry conditions. Accordingly, the market price of the Consolidated Shares may not be sustainable at the direct arithmetic result of the Consolidation and may be lower. If the market price of the Consolidated Shares is lower than it was before the Consolidation on an arithmetic equivalent basis, the Corporation's total market capitalization (the aggregate value of all Consolidated Shares at the then market price) after the Consolidation may be lower than before the Consolidation.

### *Potential for Adverse Effect on the Liquidity of the Consolidated Shares*

If the Consolidation is implemented and the market price of the Consolidated Shares declines, the percentage decline may be greater than would occur in the absence of the Consolidation. The market price of the Consolidated Shares will, however, also be based on the Corporation's performance and other factors, which are unrelated to the number of Shares outstanding. Furthermore, the liquidity of the Consolidated Shares could be adversely affected by the reduced number of Consolidated Shares that would be outstanding after the Consolidation.

### *No Fractional Shares to be Issued*

No fractional Consolidated Shares will be issued in connection with the Consolidation and, in the event that a Shareholder would otherwise be entitled to receive a fractional Consolidated Share upon the Consolidation, such fraction will be rounded up or down to the nearest whole number. The Consolidation may result in some Shareholders owning "odd lots" of less than a board lot of one hundred (100) Consolidated Shares on a post-consolidation basis. "Odd lots" may be more difficult to sell or require greater transaction costs per Consolidated Share to sell, than Consolidated Shares held in "board lots" of even multiples of one hundred (100) Consolidated Shares.

## **Effects of the Share Consolidation**

The Consolidation Ratio will be the same for all Shares. Except for any variances attributable to the rounding up and down of fractional shares, the change in the number of issued and outstanding Shares will not materially affect any Shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Consolidated Shares. In addition, the Consolidation will not materially affect any Shareholder's proportionate voting rights. Each Consolidated Share outstanding after the Consolidation will have the same rights and privileges as the Existing Shares.

The principal effect of the Consolidation will be that the number of Shares issued and outstanding will be reduced from 169,862,828 Existing Shares as of October 4, 2022, to approximately 4,246,571 Consolidated Shares (assuming that the Consolidation Ratio of forty (40) to one (1) is implemented by the Board). The implementation of the Consolidation would not affect the total Shareholders' equity of the Corporation or any components of Shareholders' equity as reflected on the Corporation's financial statements except to change the number of issued and outstanding Shares to reflect the Consolidation

## **Procedure for Implementing the Share Consolidation**

If the Consolidation Resolution is approved by Shareholders and the Board decides to implement the Consolidation, the Corporation will file the Consolidation Amendment with the Director under the ABCA in the form prescribed by the ABCA to amend the Corporation's Articles. The Consolidation

will become effective as specified in the Consolidated Amendment and the certificate of amendment issued by the ABA.

### **No Dissent Rights**

Under the Act, Shareholders do not have dissent and appraisal rights with respect to the proposed Consolidation.

**All shareholders should seek advice from their professional tax advisers.**

### **Share Consolidation Resolution**

The text of the Consolidation Resolution which will be submitted to the Shareholders at the Meeting is set forth below. Pursuant to the ABCA, to be effective, the Consolidation must be approved by not less than two-thirds of the votes cast by Shareholders present in person or represented by proxy and entitled to vote at the Meeting. **Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, FOR the Share Consolidation Resolution.**

#### **"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. Pursuant to section 173(1)(f) of the *Business Corporations Act* (Alberta) (the "**Act**"), the number of issued and outstanding Common Shares of the Corporation be changed by consolidating the issued and outstanding Common Shares of the Corporation on the basis that up to every forty (40) Common Shares outstanding before the consolidation shall be consolidated into one (1) Common Share after the consolidation (the "**Consolidation Ratio**"); provided that, if as a result of such consolidation, a holder of Common Shares of the Corporation is entitled to receive a fraction of a Common Share, then in respect of such fraction, the holder shall be entitled to receive that number of Common Shares equal to the nearest whole number of Common Shares to be issued, with a fraction of one-half rounded up.
2. The directors of the Corporation may, in their sole discretion, decide to amend the Consolidation Ratio such that the consolidation is completed on the basis of any number of Common Shares outstanding before the consolidation, up to a maximum of forty (40), shall be consolidated into one (1) Common Share after the Consolidation.
3. The directors of the Corporation may, in accordance with section 173(2) of the Act, revoke this special resolution before it is acted on without further approval of the shareholders of the Corporation.
4. Any one (1) director or officer of the Corporation be authorized for and on behalf of the Corporation to make all such arrangements, to do all acts and things and to sign and execute all documents and instruments in writing, whether under the corporate seal of the Corporation or otherwise, as may be considered necessary or advisable to give full force and effect to the foregoing.
5. This resolution may be executed in separate counterparts and all executed counterparts when taken together shall constitute one (1) resolution. The Corporation shall be entitled to rely on delivery by facsimile transmission or other electronic transmission of a scanned copy of the executed resolution and such facsimile or scanned copy shall be legally effective to create a valid and binding resolution."

## **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 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.

## **BOARD APPROVAL**

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

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Corporation's website at [www.deepmarket.com](http://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.