

**NOTICE OF SPECIAL MEETING OF THE SHAREHOLDERS OF  
INPUT CAPITAL CORP.**

**AND MANAGEMENT INFORMATION CIRCULAR**

**Input Capital Corp.**  
**Notice of Special Meeting of the Shareholders**  
**and**  
**Management Information Circular**

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## Input Capital Corp. Letter to the Shareholders

June 25, 2021

Dear Shareholder:

We are pleased to invite you to a special meeting of the shareholders of Input Capital Corp. (the “**Company**”), which will be held at 9:00 a.m. (Saskatchewan time) August 9, 2021 at McKercher LLP, 800 – 1801 Hamilton St, Regina, SK. The special meeting is an opportunity to consider matters of importance to the Company and its shareholders, particularly a name change and share consolidation.

Due to the ongoing COVID-19 pandemic, access to the meeting will be limited to essential Company personnel and registered shareholders, provided they pre-register and follow the directions and recommendations of the Public Health Agency of Canada, the Government of Saskatchewan and the Saskatchewan Public Safety Agency then in effect. The Company strongly urges and requests that shareholders vote in-advance by proxy or following the instructions provided to you by your intermediary. You are only invited to attend in person if you view it as essential and necessary.

We look forward to your participation at the meeting. You are encouraged to read the Management Information Circular in advance of voting. The Management Information Circular describes the business to be conducted at the special meeting.

The Company has elected to take advantage of the Notice-and-Access rules and provide shareholders with details on how they can access meeting materials online. All shareholders will be receiving with this letter a Notice-and-Access Notice, which explains and sets forth important information with respect to how you may access the Notice of Special Meeting and the Management Information Circular, together with either a voting instruction form or a form of proxy. The Notice of Special Meeting and the Management Information Circular outlines and explains the business to be conducted at the meeting as well as other important information about the Company.

Once again, you are encouraged to vote in advance by proxy and avoid in-person attendance unless you view it as essential and necessary. Please refer to the *How to Vote* section of the Management Information Circular for further information.

The board of directors and the management of the Company look forward to your participation in the special meeting.

Sincerely,

Doug Emsley,  
Chairman of the Board,  
President and Chief Executive Officer

**Input Capital Corp.**  
**Notice of Special Meeting of the Shareholders**

Notice is hereby given that a special meeting (the “**Meeting**”) of the shareholders of Input Capital Corp. (the “**Company**”) will be held at McKercher LLP, 800 – 1801 Hamilton St, Regina, SK, on August 9, 2021, at 9:00 a.m. (Saskatchewan time) for the following purposes:

1. to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Management Information Circular, approving the amendment to the articles of the Company to change the name of the Company to “SRG Security Services Corp.” or such other name as may be determined by the Company’s board of directors and acceptable to the TSX Venture Exchange;
2. to consider and, if thought advisable, to pass, with or without variation, a special resolution, the full text of which is set forth in the Management Information Circular, approving the amendment to the articles of the Company to effect a consolidation of the common shares of the Company on the basis of one (1) post-consolidation common share for up to ten (10) pre-consolidation common shares, as determined by the Company’s board of directors at its sole discretion; and
3. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the matters to be put before the Meeting are set forth in the Management Information Circular dated as of June 25, 2021 (the “**Circular**”).

**YOUR VOTE IS IMPORTANT.** As a shareholder, it is important that you read this material carefully and vote your shares, either in person or by proxy at the Meeting.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company’s transfer agent, TSX Trust Company, no later than 9.00 a.m. (Saskatchewan time) on August 5, 2021, or no later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment thereof is held. Please see the *How to Vote* section of the Circular for more information.

Non-registered shareholders who receive materials, either directly from the Company’s transfer agent, TSX Trust Company, or through their broker or other intermediary are requested to follow the instructions for voting provided, which may include the completion and delivery of a voting instruction form or a form of proxy. Please see the *How to Vote* section of the Circular for more information.

DATED at Regina, Saskatchewan this 25<sup>th</sup> day of June, 2021.

BY ORDER OF THE BOARD

Doug Emsley,  
Chairman of the Board,  
President and Chief Executive Officer

# Input Capital Corp. Management Information Circular

June 25, 2021

## 1. MANAGEMENT INFORMATION CIRCULAR

Input Capital Corp. (the “**Company**”) is providing this Management Information Circular (the “**Circular**”) and a form of proxy or voting instruction form in connection with management’s solicitation of proxies for use at a special meeting (the “**Meeting**”) of the shareholders (together, the “**Shareholders**” and each, a “**Shareholder**”) of the Company to be held on August 9, 2021, and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact with Shareholders. The Company will pay the cost of solicitation.

As a Shareholder, you have the right to attend the Meeting to vote your shares. You can vote in person or by proxy, however, due to the ongoing COVID-19 pandemic, access to the meeting will be limited to essential Company personnel and registered Shareholders, provided they pre-register and follow the directions and recommendations of the Public Health Agency of Canada, the Government of Saskatchewan and the Saskatchewan Public Safety Agency then in effect. The Company strongly urges and requests that Shareholders vote in-advance by proxy or following the instructions provided to you by your intermediary. You are only invited to attend the Meeting in person if you view it as essential and necessary. Please refer to the *How to Vote* section of this Circular for more information.

This Circular explains what the Meeting will cover, the voting process, and other important information you need to know, particularly amendments to the Company’s articles to complete a name change and share consolidation if and when determined by the Company’s board of directors.

Shareholders will find important disclosure and governance documents on the Company’s website at: [www.inputcapital.com](http://www.inputcapital.com), which links to the SEDAR website: [www.sedar.com](http://www.sedar.com), including quarterly and annual financial statements and notes, and management’s discussion and analysis for the fiscal year ended September 30, 2020, news releases, material change reports, the Company’s Code of Conduct and this Circular. Copies are also available free of charge from the Company by phone, fax or email:

Phone: +1 (306) 347-3006  
Fax: +1 (306) 352-4110  
Email: [investor@inputcapital.com](mailto:investor@inputcapital.com)

These and other documents are also available on SEDAR at: [www.sedar.com](http://www.sedar.com).

## 2. HOW TO VOTE

The Company intends to hold the meeting in person as held in past years, however, due to the ongoing COVID-19 pandemic, access to the meeting will be limited to essential Company personnel and registered shareholders, provided they pre-register and follow the directions and recommendations of the Public Health Agency of Canada, the Government of Saskatchewan and the Saskatchewan Public Safety Agency then in effect. The Company strongly urges and requests that Shareholders vote in-advance by returning a duly completed proxy or following the instructions provided to you by your intermediary. You are only invited to attend in person if you view it as essential and necessary.

If you plan on attending the Meeting in person, you are required to pre-register no later than August 1, 2021 by contacting Shannon Young by phone at 306-347-3023 or email at: [shannon.young@inputcapital.com](mailto:shannon.young@inputcapital.com). Due to the ongoing COVID-19 pandemic and required public health and safety measures, failure to pre-register may prevent you from attending the Meeting but efforts will be made to ensure your vote is counted.

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

The Company encourages Shareholders not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms, or have been in contact within the last 14 days with anyone known or suspected to have COVID-19. Instead, Input encourages Shareholders to date and sign the enclosed form of proxy and return it in the envelope provided, or, alternatively, to vote by telephone, or over the internet, in each case in accordance with the enclosed instructions. More information on how to vote is provided below.

The Company has elected to take advantage of the Notice-and-Access provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**Notice-and-Access**”). Notice-and-Access reduces the volume of materials that must be physically mailed to shareholders by allowing issuers to deliver meeting materials to shareholders electronically by providing shareholders with access to these materials online. Notice-and-Access will be used to deliver the meeting materials to all shareholders. **Please carefully review the NOTICE AND ACCESS section of this Circular.**

**(a) REGISTERED SHAREHOLDERS**

Only Shareholders appearing on the share register for the Company (“**Registered Shareholder**”) or the persons they appoint as their proxies are permitted to vote at the Meeting. If you hold shares through the name of a brokerage firm, bank or trust company, please refer to the NON-REGISTERED SHAREHOLDERS section of this Circular.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote on behalf of a Registered Shareholder in accordance with the instructions given by the Registered Shareholder in the proxy. The persons whose names are printed in the form of proxy delivered in connection with the Meeting are officers or directors of the Company (the “**Management Proxyholders**”).

**A Registered Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Registered Shareholder at the Meeting by striking out the names of the Management Proxyholders and inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the form of proxy delivered in connection with the Meeting. A proxyholder need not be a Shareholder.**

VOTING BY PROXY

**Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Shares represented by a properly executed proxy will be voted for or against or be withheld from voting on each matter referred to in the Notice of Special Meeting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

**If a Registered Shareholder does not specify a choice and the Registered Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Special Meeting and in favour of all other matters proposed by management at the Meeting.**

**The form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Special Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited by one of the methods below at the office of the Company's registrar and transfer agent not later than 9:00 a.m. (Saskatchewan time) on August 5, 2021, or forty-eight (48) hours, excluding Saturdays, Sundays and Statutory holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

**To vote by Internet:** Please go to [www.voteproxyonline.com](http://www.voteproxyonline.com) and enter the 12 digit control number provided on the form of proxy.

**To vote by facsimile:** Please send the form of proxy to: (416) 595-9593.

**To vote by mail:** Please send the form of proxy to:

TSX TRUST COMPANY  
Attn: Proxy Dept.  
301 – 100 Adelaide Street West  
Toronto, Ontario, M5H 4H1

### REVOCABILITY OF PROXY

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Registered Shareholder, their attorney authorized in writing, or if the Registered Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

#### **(b) NON-REGISTERED HOLDERS**

**Only Registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting.** Registered Shareholders are holders whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased shares. Non-registered shareholders are holders whose shares are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased their shares ("**Non-Registered Shareholders**"). Most Shareholders are Non-Registered Shareholders. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

There are two kinds of Non-Registered Shareholders: (i) those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners), and (ii) those who do not object (called "**NOBOs**" for Non-Objecting Beneficial Owners).

Issuers can request and obtain a list of their NOBOs from Intermediaries via their transfer agents, pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* ("**NI 54-101**") and issuers can use this NOBO list for distribution of proxy-related materials directly to NOBOs. The Company has decided to take advantage of those provisions of NI 54-101 that allow it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form from the Company's transfer agent, TSX Trust Company ("**TSX Trust**"). These voting instruction forms are to be completed and returned to TSX Trust by one of the methods described below. TSX Trust will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by voting

instruction forms they receive. By choosing to send these materials to NOBOs directly, the Company (and not your Intermediary) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

With respect to OBOs, in accordance with applicable securities law requirements, the Company will have delivered proxy-related materials to the clearing agencies and Intermediaries for distribution to such Non-Registered Shareholders. Intermediaries are required to forward the proxy-related materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward proxy-related materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive proxy-related materials will either:

- (i) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow; or
- (ii) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust, by the mail or facsimile methods described below, subject to instructions of their Intermediary, if applicable.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares they beneficially own. **Non-Registered Shareholders should carefully follow the instructions of TSX Trust or their Intermediary, as applicable to each NOBOs and OBOs as the case may be, including those regarding when and where the form of proxy or voting instruction form is to be delivered.**

If a Non-Registered Shareholder does not specify a choice and the Non-Registered Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

COMPLETION AND RETURN OF PROXY OR VOTING INSTRUCTION FORM

**Non-Registered Shareholders should carefully follow the instructions of TSX Trust or their Intermediary, as applicable to each NOBOs and OBOs as the case may be, including those regarding when and where the proxy or voting instruction form is to be delivered.**

NOBOs may vote as follows:

- |                              |   |
|------------------------------|---|
| <b>To vote by internet:</b>  | Please go to <a href="http://www.voteproxyonline.com">www.voteproxyonline.com</a> and enter the 12 digit control number provided on the form of proxy of voting instruction form. |
| <b>To vote by facsimile:</b> | Please send the form of proxy or voting instruction form to: (416) 595-9593.  |
| <b>To vote by mail:</b>      | Please send the form of proxy or voting instruction form to:<br><br>TSX TRUST COMPANY<br>Attn: Proxy Dept.<br>301 - 100 Adelaide Street West<br>Toronto, Ontario, M5H 4H1         |

OBOs should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or voting instruction form is to be delivered.

REVOCABILITY OF PROXY OR VOTING INSTRUCTION FORM

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive proxy-related materials and to vote which has been given to TSX Trust or an Intermediary at any time by written notice to TSX Trust of the Intermediary provided that TSX Trust or an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive proxy-related materials and to vote which is not received by TSX Trust or the Intermediary at least seven (7) days prior to the Meeting. Only Registered Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must, at least seven (7) days before the Meeting, arrange for either TSX Trust or their Intermediary, as applicable to NOBOs and OBOs as the case may be, to revoke the voting instructions or proxy on their behalf.

**(c) SHAREHOLDER INFORMATION**

Proxy related materials are being sent to both Registered Shareholders and Non-Registered Shareholders. If you are a Non-Registered Shareholder, and the Company has sent these proxy related materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities requirements from the Intermediary on your behalf.

**3. NOTICE AND ACCESS**

Notice-and-Access is a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website rather than delivering such materials by mail. Notice-and-Access can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the information circular at the reporting issuer's expense.

The Company has elected to use Notice-and-Access to deliver proxy-related materials to both Registered and Non-Registered Shareholders. In order for the Company to utilize Notice-and-Access to deliver proxy-related materials by posting the Circular (and certain other meeting materials) electronically on a website that is not SEDAR, the Company must send a notice ("**Notice-and-Access Notice**") to Shareholders, indicating that the Circular (and certain other proxy-related materials) have been posted and explaining how a Shareholder can access them or obtain from the Company, a paper copy of such proxy-related materials. The Notice-and-Access Notice has been delivered to Shareholders by the Company, along with either a form of proxy or voting instruction form.

In order to use Notice-and-Access, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least forty (40) days prior to the meeting in order to ensure there is sufficient time for the materials to be posted on the applicable website and other materials to be delivered to shareholders. The Company will not rely upon the use of "stratification". Stratification occurs when a reporting issuer using Notice-and-Access provides a paper copy of the management information circular with the Notice-and-Access Notice to any shareholders. No shareholder will receive a paper copy of the Circular from the Company or any Intermediary unless such Shareholder specifically requests same.

The proxy-related materials have been posted under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com), and at the following internet address: <https://docs.tsxtrust.com/2097>.

**Any Non-Registered Shareholder who wishes to receive a paper copy of the proxy-related materials must make contact with the Company's transfer agent, TSX Trust by calling 1.866.393.4891 ext. 205 or 416.361.0930 ext. 205 or by emailing Investor Services at [tmxeinvestorservices@tmx.com](mailto:tmxeinvestorservices@tmx.com).** In order to ensure that a paper copy of the proxy-related materials can be delivered to a requesting Shareholder in time for such Shareholder to review the

proxy-related materials and return a form of proxy or voting instruction form prior to the deadline, it is strongly suggested that a Shareholder ensure their request is received no later than July 28, 2021.

The proxy-related materials will be available on the TSX Trust website as of July 8, 2021 and will remain on the website for one full year thereafter. The proxy-related materials will also be available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Proxy-related materials will be sent to such Shareholders at no cost to them within three (3) business days of their request, if such requests are made before the Meeting.

### Questions?

If Shareholders have additional questions, they are encouraged to contact the Company's transfer agent:

**TSX Trust Company**  
300-5<sup>th</sup> Avenue SW, 10<sup>th</sup> Floor  
Calgary, AB T2P 3C4  
T: 1 (403) 265-0208  
F: 1 (403) 265-0232

## 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the "Shares"), of which 60,829,988 Shares are issued and outstanding as of June 24, 2021. Persons who are Registered Shareholders at the close of business on June 29, 2021, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. The Company has only one class of shares.

As at June 24, 2021, Doug Emsley owns, controls or directs, directly or indirectly, 13,706,018 Shares being 22.53% of all issued and outstanding Shares. To the knowledge of the directors and executive officers of the Company, as of the date hereof, no other person or company beneficially owns, or controls or directs, directly or indirectly, Shares of the Company carrying 10% or more of the voting rights attached to any class of voting securities of the Company other than Mr. Emsley.

## 5. PARTICULARS OF MATTERS TO BE VOTED ON

### (a) NAME CHANGE RESOLUTION

The board of directors of the Company (the "Board") believes that it is in the best interests of the Company to change its name from "Input Capital Corp." to "SRG Security Services Corp." (the "Name Change") or such other name as may be determined by the Board and acceptable to the TSX Venture Exchange (the "TSXV").

The Company has operated under its current name since completing its qualifying transaction in 2013, however, since 2019 when the Board made the decision to postpone further deployment of cash into mortgage, marketing and capital streams in favour of maximizing shareholder value from the Company's existing book of business with its existing customers, the Company has not entered into any agricultural streaming contracts.

Additionally, 2020-21 has been a transformational year for the Company. In November 2020, the Board was presented with an opportunity to purchase a security services company, SRG Security Resource Group Inc. The full details of that transaction are set out in a Material Change Report dated December 14, 2020 filed and available on SEDAR at [www.sedar.com](http://www.sedar.com). Furthermore, since acquiring SRG Security Resource Group Inc., two market factors significant to the agricultural and lending industries have occurred and are continuing: (i) interest rates declined to record lows, and more importantly (ii) agriculture commodity prices (particularly canola, the primary commodity under contract to the Company) rose to all-time highs. Combined, these factors create a very significant financial

incentive to the Company's agriculture customers to exercise their contractual buy-back rights, the result of which is that the Company's existing book of business with its existing agriculture customers is winding down at an accelerated pace. As such, the Company will soon no longer operate as an agricultural streaming company and will direct assets or operations to the Company's interest in SRG Security Resource Group Inc. and other operations in security services and other complementary industries.

Consistent with the transformational year the Board has determined that a rebranding under a new name is in the best interests of the Company and its focus on operations in security services and other complementary industries. Accordingly, at the Meeting, the Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, the Name Change Resolution, the full text of which is set forth below, approving the amendment to the articles of the Company to change the name of the Company to "SRG Security Services Corp.", subject to regulatory approval.

The Company has notified the TSXV of the proposed Name Change. Subject to Shareholder and TSXV approval of the Name Change, it is expected that the Shares will commence trading on the TSXV under the new name and under new stock symbol at the opening of business two or three days subsequent to the effecting of the Name Change by the Company, subject to the receipt by the TSX of the necessary documentation. If the Name Change is approved by the Shareholders and TSXV, a news release will be disseminated in connection with such approval if and when the Board completed the Name Change.

Notwithstanding the foregoing, even if the Name Change Resolution is approved by Shareholders at the Meeting, the Board may elect to proceed with an alternative name or may elect to not to proceed with the name change of the Company, in either case at its sole discretion.

The Board recommends that Shareholders vote **FOR** the Name Change Resolution. To be effective, the Name Change Resolution must be approved by no less than 66 2/3% of the votes cast at the Meeting. In the absence of contrary instructions, the persons named in the Form of Proxy intend to vote the Shares represented thereby in favour of the Name Change Resolution.

The full text of the Name Change Resolution is as follows:

**"BE IT RESOLVED THAT, as a special resolution:**

1. Subject to final acceptance by the TSX Venture Exchange, the articles of Input Capital Corp. (the "Corporation") be amended to change the name of the Corporation to "SRG Security Services Corp." or such other name as the directors of the Corporation may deem appropriate;
2. The Corporation deliver the articles of amendment reflecting such name change in the prescribed form to the Director appointed under *The Business Corporations Act* (Saskatchewan);
3. Any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such director or officer of the Corporation may be necessary or desirable to carry out the terms of the foregoing resolutions; and
4. Notwithstanding that these resolutions have been duly passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered, if they decide not to proceed with these resolutions, to revoke these resolutions, at their sole discretion, in whole or in part at any time prior to being given effect without further notice to, or approval of, the shareholders of the Corporation."

## **(B) SHARE CONSOLIDATION RESOLUTION**

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass, with or without variation, the Share Consolidation Resolution, the full text of which is set forth below, approving the amendment to the articles of the Company to effect a consolidation of the Shares on the basis of one (1) post-consolidation Share for up to ten (10) pre-consolidation Shares, as determined by the Board at its sole discretion (the “**Share Consolidation**”).

Although approval for the Share Consolidation is being sought at the Meeting and, if approved, such Share Consolidation would ultimately become effective at a date in the future to be determined by the Board when the Board considers it to be in the best interests of the Company to implement such a Share Consolidation. The special resolution also authorizes the Board to elect not to proceed with, and abandon, the Share Consolidation at any time if it determines, in its sole discretion to do so.

The Board recommends that Shareholders vote **FOR** the Share Consolidation Resolution. To be effective, the Share Consolidation Resolution must be approved by no less than 66 2/3% of the votes cast by the holders of Shares present in person, or represented by proxy, at the Meeting. **In the absence of contrary instructions, the persons named in the Form of Proxy intend to vote the Shares represented thereby in favour of the Share Consolidation Resolution.**

The full text of the Share Consolidation Resolution is as follows:

**“BE IT RESOLVED THAT, as a special resolution:**

1. Subject to final acceptance by the TSX Venture Exchange, the articles of Input Capital Corp. (the “Corporation”) be amended to provide that:
  - (a) the authorized share capital of the Corporation is altered by consolidating all of the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation common share for up to ten (10) pre-consolidation common shares, with such final exchange ratio to be determined by the Corporation’s board of directors at its sole discretion; and
  - (b) no fractional common shares of the Corporation shall be issued in connection with the share consolidation and, in the event that a shareholder would otherwise be entitled to receive a fractional share upon the Share Consolidation, the number of common shares of the Corporation to be received by such shareholder shall be rounded down to the next whole number of common shares;
2. The Corporation deliver the articles of amendment reflecting such share consolidation in the prescribed form to the Director appointed under *The Business Corporations Act* (Saskatchewan);
3. Any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such director or officer of the Corporation may be necessary or desirable to carry out the terms of the foregoing resolutions; and
4. Notwithstanding that these resolutions have been duly passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered, if they decide not to proceed with these resolutions, to revoke these resolutions, at their sole discretion, in whole or in part at any time prior to being given effect without further notice to, or approval of, the shareholders of the Corporation.”

**REQUIRED APPROVALS AND EFFECTIVE DATE**

The ability of the Company to effect the Share Consolidation is subject to the approval of Shareholders at the Meeting and the acceptance of the TSXV. When implemented, if at all, the Share Consolidation will take effect upon the

issuance of a Certificate and Articles of Amendment issued by the Saskatchewan Director of Corporations on a date to be coordinated with the TSXV and will be announced by press release on such effective date by the Company.

**PRINCIPAL REASONS FOR EFFECTING THE SHARE CONSOLIDATION**

As at June 24, 2021, the last trading day prior to the date of this Circular, the closing price of the Common Shares on the TSXV was \$0.88.

The Board's primary objective in seeking authority to effect the Share Consolidation is to provide the Company with a mechanism to increase: (i) the per-share trading price of the Shares; (ii) the trading liquidity of the Shares; (iii) the ability of the Company to raise additional capital through equity and debt financings; (iv) enhance the prestige of the Shares in the marketplace; and (v) a potential listing on a more senior stock exchange. The Board believes that the current market price and trading volumes of the Shares generally impairs the Company's marketability and acceptance by institutional investors and other members of the investing public. Theoretically, decreasing the number of Shares outstanding should not, by itself, affect the marketability of the Shares, the type of investor who would be interested in acquiring them, or the Company's reputation in the financial community. In practice, however, many investors and market-makers consider lower-priced shares as unduly speculative in nature and, as a matter of policy, avoid investment and trading in such shares. The presence of these negative perceptions may adversely affect not only the pricing of the Shares but also the trading liquidity. These perceptions may also affect the Company's commercial business and, in addition to certain policies of the TSXV, the Company's ability to raise additional capital through equity and debt financings.

As an added benefit, if the Company were successful in raising the per-share trading price of the Common Shares, investors could potentially incur lower transaction costs trading in the Shares. Investors tend to pay commissions based on the number of shares traded, meaning commissions on lower-priced shares generally represent a higher percentage of the share price than commissions on higher-priced shares. As a result, investors in lower-priced shares pay transaction costs which are a higher percentage of their total value. Reduced transaction costs relating to the Shares may generate additional investor interest in the Shares.

In determining whether to seek approval to effect the Share Consolidation, the Board also considered a number of other market and business factors deemed relevant by the Board, including, but not limited to potential business and strategic alternatives that may have been available to the Company as well as general stock market and economic conditions.

**PRINCIPAL EFFECTS OF THE SHARE CONSOLIDATION**

As at the date hereof, the Company has 60,829,988 Shares issued and outstanding. Upon completion of the Share Consolidation. The below table outlines the approximate issued and outstand Shares in three possible scenarios, including the minimum and maximum allowable Share Consolidations based on the proposed Share Consolidation Resolution:

<b>Share Consolidation Ratio</b>	<b>Approximate Issued and Outstand Shares (on a non-diluted basis)</b>
one (1) post-consolidation Share for two (2) pre-consolidation Shares	30,414,994 Shares
one (1) post-consolidation Share for five (5) pre-consolidation Shares	12,165,998 Shares
one (1) post-consolidation Share for ten (10) pre-consolidation Shares	6,082,999 Shares

The implementation of the Share Consolidation would not affect the total Shareholders' equity of the Company or any components of Shareholders' equity as reflected on the Company's financial statements except: (i) to change the number of issued and outstanding Shares; and (ii) to change the number of outstanding stock options, deferred share units of the Company, as well as their relative exercise prices, to reflect the Share Consolidation.

The Share Consolidation will not materially change any Shareholder's proportion of votes to total votes; however, if the Share Consolidation is effected by the Board, the total number of votes that a Shareholder may cast at any future Shareholder meeting of the Company will be reduced.

Any fractional Share resulting from the Share Consolidation will be rounded down to the nearest whole number and any such fractional interest will be cancelled without consideration.

#### RISK FACTORS

The effect of the Share Consolidation upon the market price of the Shares cannot be predicted with any certainty, and the history of share consolidations for public corporations is varied. There can be no assurance that the total market capitalization of the Shares immediately following the Share Consolidation will be equal to or greater than the total market capitalization immediately before the Share Consolidation. In addition, there can be no assurance that the per-share market price of the Shares following the Share Consolidation will remain higher than the per-share trading price immediately before the Share Consolidation or equal or exceed the direct arithmetical result of the Share Consolidation. In addition, a decline in the trading price of the Shares after the Share Consolidation may result in a greater percentage decline than would occur in the absence of the Share Consolidation. Furthermore, the liquidity of the common shares could be adversely affected by the reduced number of common shares that would be outstanding after the Share Consolidation.

Furthermore, while the Share Consolidation is expected to generally reduce transaction costs for investors, it may lead to an increase in the number of current Shareholders who will hold "odd lots" of Shares; that is, a number of Shares not evenly divisible into "board lots" (a board lot is either 100, 500 or 1,000 shares, depending on the price of the shares). As a general rule, the cost to Shareholders transferring an odd lot of Shares is somewhat higher than the cost of transferring a board lot. As a result, transaction costs associated with transferring Shares may be increased for certain Shareholders that hold an odd lot of Shares following the Share Consolidation.

There are additional risks and uncertainties related directly to the Company that could affect the value of the Shares, as well as general market conditions and other risk factors discussed in the annual management discussion and analysis of the Company filed on SEDAR at [www.sedar.com](http://www.sedar.com).

#### EFFECT ON COMMON SHARE CERTIFICATES

If the Board elects to effect the Share Consolidation, at its sole discretion, the Company shall issue a press release announcing the terms, the exchange ratio and the effective date of the Share Consolidation before the Company files an amendment to the articles with the Director of Corporations for Saskatchewan. The Company will also provide Shareholders with a letter of transmittal (the "**Letter of Transmittal**").

Following an announcement of an effective date of the Share Consolidation (if any), in order to obtain a certificate or certificates representing the post-consolidation Shares after giving effect to the Share Consolidation, each Registered Shareholder shall complete and execute the Letter of Transmittal and deliver same to TSX Trust, together with their Share certificates representing their pre-consolidation Shares in accordance with the instructions set out in the Letter of Transmittal. The certificates that are surrendered shall be exchanged for new certificates representing the number of post-consolidation Shares to which such Registered Shareholder is entitled as a result of the Share Consolidation. No delivery of a new certificate to a Registered Shareholder will be made until the Registered Shareholder has surrendered his, her or its existing certificates representing the pre-consolidation Shares.

Until surrendered, each Share certificate representing pre-consolidation Common Shares will be deemed for all purposes to represent the number of post-consolidation Shares to which the holder is entitled as a result of the Share Consolidation. In addition, after the exchange of pre-consolidation Share certificates for post-consolidation Share certificates, Shareholders will have no further interest with respect to any fractional post-consolidated Shares.

Registered Shareholders who do not deliver their Share certificates representing pre-consolidation Shares and all other required documents to TSX Trust on or before the sixth anniversary of the effective date of the Share Consolidation will lose their rights to receive post-consolidation Shares in exchange for their existing pre-consolidation Common Shares.

Only Registered Shareholders or the persons they appoint as their proxies are required to complete, sign and submit the appropriate Letter of Transmittal as described above. Non-Registered Shareholders are not required to submit a Letter of Transmittal. The Intermediary or clearing agency, through whom the Non-Registered Shareholder holds the pre-consolidation Shares will take the appropriate steps to ensure the holder's accounts are adjusted to reflect the exchange ratio, as applicable. If you hold your Shares with an Intermediary and you have questions in this regard, you are encouraged to contact your intermediary.

#### NO DISSENT RIGHTS

Under *The Business Corporations Act* (Saskatchewan), Shareholders do not have any dissent and appraisal rights with respect to the proposed Share Consolidation. If the Company implements the Share Consolidation, the Company will not independently make such rights available to Shareholders.

#### **6. INTEREST OF CERTAIN PERSONS IN MATTERS TO BE VOTED ON**

No person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, nor any associate or affiliate of such person, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

#### **7. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as set forth in this Circular and except for the fact that certain directors and officers are Shareholders of the Company, no informed person (as defined in National Instrument 51-102 - *Continuous Disclosure Obligations*) and no associate or affiliate of such persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or any of its subsidiaries.

On February 1, 2021, the Company completed an acquisition of and all of the common shareholders of SRG Security Resource Group Inc. ("**SRG**"). Doug Emsley is Chairman of the Board, President and Chief Executive Officer of Company and a Control Person (as defined by applicable securities laws) of the Company. Prior to completion of the acquisition, Mr. Emsley was also the chairman of the board and chief executive officer of SRG and a shareholder of SRG holding approximately 19.3% of the SRG common shares (on a fully diluted basis). Mr. Emsley's interests in both the Company and SRG gave rise to a conflict of interest, which had a material effect on the Company. Accordingly, the Company formed a special committee of independent directors (the "**Independent Committee**") consisting of David Brown, C.M., Q.C., David Laidley, FCPA, FCA, and Dr. Lorne Hepworth, to consider and oversee the acquisition and make a recommendation to the board of directors of Company whether the proposed acquisition of the SRG would be in the best interests of the Company and its shareholders. The Independent Committee retained Davies Ward Phillips & Vineberg LLP as its independent legal advisor and MNP LLP as its independent financial advisor. Throughout the process, Mr. Emsley declared his interest and abstained from voting on the proposed acquisition at all Board meetings. Additional information relating to the acquisition, including the acquisition agreement, a material change report and various press releases, is on SEDAR at [www.sedar.com](http://www.sedar.com).

## 8. MANAGEMENT CONTRACTS

Except for the executive management services of Doug Emsley, Brad Farquhar and Gord Nystuen, each providing management services through individual corporations controlled by each, respectively, no management functions of the Company or any of its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or its subsidiaries.

## 9. ADDITIONAL INFORMATION

Shareholders will find important disclosure and governance documents on the Company's website at: [www.inputcapital.com](http://www.inputcapital.com), which links to the SEDAR website: [www.sedar.com](http://www.sedar.com), including quarterly and annual financial statements and notes, and management's discussion and analysis for the fiscal year ended September 30, 2020, news releases, the Company's Code of Conduct and this Circular. Copies are also available free of charge from the Company by phone, fax or email:

Phone: +1 (306) 347-3006  
Fax: +1 (306) 352-4110  
Email: [investor@inputcapital.com](mailto:investor@inputcapital.com)

These and other documents are also available on SEDAR at: [www.sedar.com](http://www.sedar.com).

## 10. OTHER MATTERS

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

## 11. DIRECTORS' APPROVAL

The contents of this Circular and the sending thereof to the Shareholders of the Company have been approved by the Board.

DATED this 25<sup>th</sup> day of June, 2021.

### APPROVED BY THE BOARD OF DIRECTORS

*"Doug Emsley"*

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*(Signed) Doug Emsley*

Chairman of the Board, President and Chief Executive Officer