



Decisive Dividend — Corporation —

2018	Notice of Annual General Meeting of Shareholders
ANNUAL	Information Circular
GENERAL	Form of Proxy and Notes Thereto
MEETING	Financial Statement Request Form
Place:	4 th Floor, 1665 Ellis Street Kelowna, British Columbia
Time:	1:00 p.m.
Date:	July 24, 2018



Decisive Dividend — Corporation —

CORPORATE DATA

Head Office

201 -1674 Bertram Street
Kelowna, BC V1Y 9G4

Directors and Officers

James Paterson, Director, Chairman & CEO
David Redekop, Director & CFO
G. Terence Edwards, Director, Secretary & COO
Michael Conway, Director
Timothy Pirie, Director
M. Bruce Campbell - Director
Warren Matheos - Director
Robert Louie - Director
Peter D. Jeffrey - Director
M. Rachel Colabella - Director

Registrar and Transfer Agent

Computershare Investor Services
3rd Floor, 510 Burrard Street
Vancouver, BC V6C 3B9

Legal Counsel

Pushor Mitchell LLP
301 – 1665 Ellis Street
Kelowna, BC V1Y 2B3

MLT Aikins LLP
30th Floor - 360 Main Street
Winnipeg, MB R3C 4G1

Auditor

PricewaterhouseCoopers LLP
250 Howe Street, Suite 1400
Vancouver, BC V6C 3S7

Listing

TSX Venture Exchange (Symbol DE)



Decisive Dividend — Corporation —

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting (the “Meeting”) of holders of common shares (the “Shareholders”) of Decisive Dividend Corporation (“Decisive”) will be held at **4th Floor, 1665 Ellis Street, Kelowna, British Columbia in the Lakeview Boardroom**, on the 24th day of July, 2018 at 1:00 p.m. (PST) for the following purposes:

1. to receive the audited financial statements of Decisive for the fiscal year ended December 31, 2017 with comparative financial statements to the fiscal year ended December 31, 2016 (the “Audited Financial Statements”), together with the external auditor’s report thereon;
2. to set the number of directors of Decisive (“Directors”) to be elected at ten (10);
3. to elect the Directors who will hold office for the ensuing year;
4. to appoint the external auditor of Decisive for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution of the Shareholders to re-approve Decisive’s rolling 10% stock option plan; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or adjournments thereof.

Accompanying this Notice are Decisive’s Management Information Circular, form of proxy (“Proxy”) and financial statement request form. The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is deemed to form a part of this Notice.

The record date for determination of Shareholders entitled to receive notice of and attend and vote at the Meeting is Thursday, June 14, 2018. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy in accordance with the procedures described in the Management Information Circular accompanying this Notice. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed Proxy in accordance with the instructions set out in the Proxy and in the Management Information Circular accompanying this Notice. Please advise Decisive of any change in your mailing address.

DATED at Kelowna, British Columbia, this 14th day of June, 2018.

On behalf of the Board of Directors of
DECISIVE DIVIDEND CORPORATION

“David Redekop” (signed)

David Redekop, Director

MANAGEMENT INFORMATION CIRCULAR
(Containing information as at June 14, 2018 unless indicated otherwise)

SOLICITATION OF PROXIES

This Management Information Circular (“Information Circular”) is furnished in connection with the solicitation of proxies by the management of Decisive Dividend Corporation (the “Company”) for use at the Annual General Meeting of the holders (“Shareholders”) of common shares (“Shares”) of the Company (and any adjournment thereof) to be held on Tuesday, July 24, 2018 (the “Meeting”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation of proxies will be primarily by mail, proxies may be solicited personally or by email by the directors, officers and employees of the Company at a nominal cost. The costs thereof will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

APPOINTMENT OF PROXY HOLDER

The individuals named in the accompanying form of proxy, David Redekop and James Paterson (the “Management Designees”), are directors of the Company and have indicated their willingness to represent, as proxies, the Shareholders who appoint them.

A Shareholder has the right to designate some other person (who need not be a Shareholder) other than the Management Designees to represent him at the Meeting. Such right may be exercised by striking out the names of the Management Designees in the accompanying form of proxy and inserting the desired person's name in the blank space provided in the form of proxy or by completing another form of proxy. Such Shareholder should notify the nominee of the appointment, obtain his consent to act as proxy and should provide instructions on how the Shareholder's Shares are to be voted. In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization where an attorney has executed the form of proxy.

A proxy will not be valid for the Meeting unless the completed form of proxy is received by the Company's registrar and transfer agent, Computershare, attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile to 866-249-7775 (toll-free within Canada and the United States) or 416-263-9524 (international), at least two (2) business days prior to the Meeting date or, if the Meeting is adjourned, with respect to any matters occurring following the recommencement of the adjourned Meeting, prior to the recommencement thereof, or by the Chairman of the Meeting prior to the commencement of the Meeting. Proxies delivered after such times will not be accepted.

REVOCAION OF PROXIES

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney duly authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered office of the Company, at 301 – 1665 Ellis Street, Kelowna, British Columbia, V1Y 2B3 (**Attention: E. Blair Forrest**) at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if

adjourned, any reconvening thereof, in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Most Shareholders of the Company are “non-registered” Shareholders (“Beneficial Shareholders”) because the Shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary (each an “Intermediary”) or in the name of a clearing agency. Beneficial Shareholders should note that only registered Shareholders may vote at the Meeting. If Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Shares will not be registered in such Shareholder’s name on the records of the Company. Such Shares will more likely be registered in the name of an Intermediary or an agent or nominee thereof. In Canada, the vast majority of such Shares are registered under the name CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which company acts as nominee for many Intermediaries). Shares held by Intermediaries (or their agents or nominees) on behalf of Beneficial Shareholders can only be voted (for or against resolutions) at the direction of the applicable Beneficial Shareholder. Without specific instructions, Intermediaries and their agents or nominees are prohibited from voting Shares on behalf of Beneficial Shareholders. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires Intermediaries to forward all proxy-related materials to and seek voting instructions from Beneficial Shareholders in advance of Shareholder meetings. The various Intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by an Intermediary is identical to the form of proxy provided by the Company to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e., the Intermediary or agent or nominee thereof) how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to non-registered shareholders and asks non-registered shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at a meeting. For the purposes hereof, a Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Shares directly at the Meeting. **The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Shares voted.**

There are two kinds of non-registered shareholders, (a) those who object to their identity being known to the issuers of securities which they own (“Objecting Beneficial Owners”, or “OBOs”) and (b) those who do not object to their identity being made known to the issuers of securities which they own (“Non-Objecting Beneficial Owners”, or “NOBOs”). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) issuers may deliver proxy-related materials directly to their NOBOs.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the

Intermediary holding Shares on your behalf. By choosing to send these materials to its NOBOs directly, the Company (and not the Intermediaries holding Shares on their behalf) has assumed responsibility for (a) delivering these materials to its NOBOs, and (b) executing their proper voting instructions. As a result, if you are a NOBO of the Company, you can expect to receive a scannable voting instruction form from the transfer agent. Please complete and return the voting instruction form to the transfer agent in the envelope provided. In addition, internet voting information can be found in the voting instruction form. The transfer agent will tabulate the results of the voting instruction forms received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by the voting instruction forms it receives. This Information Circular and all accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders.

The Company's OBOs can expect to be contacted by Broadridge or their Intermediaries or an agent or nominee thereof as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of an Intermediary or an agent or nominee thereof, a Beneficial Shareholder may attend the Meeting as proxy holder for the registered Shareholder and vote its Shares in that capacity. Should a Beneficial Shareholder wish to attend the Meeting and indirectly vote its Shares as proxy holder for an applicable registered Shareholder, such Beneficial Shareholder should enter its own name in the blank space on the voting instruction form provided to such Beneficial Shareholder and return same in accordance with the instructions provided thereon.

All references to Shareholders in this Information Circular and the accompanying form of proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

VOTING OF PROXIES

The Shares represented by a properly executed proxy in favour of persons designated as proxy holders in the enclosed form of proxy will: (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxy holder on any ballot that may be called for; and (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy. **On a poll, such Shares will be voted in favour of each matter for which no choice has been specified or where both choices have been specified by the Shareholder.**

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy holder thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the Management Designees to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter that may be presented at the Meeting.

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

Other than the election of directors and re-approval of the Company's Stock Option Plan, no person who has been a director or executive officer of the Company, nor any proposed nominee for election as a director of the Company, nor any associates or affiliates of any of the foregoing, have a material interest,

directly or indirectly, by way of beneficial ownership of securities or otherwise, in the matters to be acted upon at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Shares without par value. As at the Record Date (as defined below), the Company had 6,509,164 Shares issued of which 219,999 Shares are subject to certain escrow provisions, may be voted despite those escrow provisions but are not considered to be outstanding for accounting purposes as a result of those escrow provisions. Each Share carries the right to one vote.

Only Shareholders of record holding Shares at the close of business on June 14, 2018 (the “Record Date”) who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their Shares voted at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders, or who is holding a valid proxy on behalf of a Shareholder who is not present at the Meeting, will have one vote, and on a poll every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders, or who is represented by a valid proxy, will have one vote, for each Share registered in that Shareholder's name on the list of Shareholders, which is available for inspection during normal business hours at Computershare and will be available at the Meeting. Shareholders represented by proxy holders are not entitled to vote on a show of hands.

To the knowledge of the directors and senior officers of the Company, no persons or companies beneficially own, directly or indirectly, or exercise control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares.

STATEMENT OF EXECUTIVE COMPENSATION

In this section:

“Named Executive Officer” or “NEO” means: (a) each individual who served as the Chief Executive Officer or the Chief Financial Officer of the Company, or an individual who acted in a similar capacity during the financial year ended December 31, 2017, regardless of the amount of compensation of that individual; (b) each of the Company's or the Company's subsidiaries' most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers, or acting in a similar capacity, as at December 31, 2017 and whose total compensation, individually, amounted to \$150,000 or more for the financial year ended December 31, 2017; and (c) any additional individual who would have been included under (b) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, as at December 31, 2017.

The Company had four NEOs during the financial year ended December 31, 2017, those being James Paterson, the Company's Chief Executive Officer, David Redekop, the Company's Chief Financial Officer, Alan Murphy, the President of Valley Comfort Systems Inc. and Gerry L'Esperance, the President of Unicast Inc.

Summary Compensation Table

The following table is a summary of compensation paid, payable, awarded or granted to each director and NEO in the financial years of the Company ended December 31, 2016 and December 31, 2017.

Table of Compensation Excluding Compensation Securities							
Name & position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Alan Murphy NEO	2017	200,000	17,865	Nil	Nil	Nil	217,865
	2016	200,000	113,500	Nil	Nil	Nil	313,500
Gerry L'Esperance NEO ⁽¹⁾	2017	230,000	40,021	Nil	Nil	Nil	270,021
	2016	590,160	Nil	Nil	Nil	Nil	590,160
James Paterson, NEO ⁽²⁾ & Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
David Redekop, NEO ⁽³⁾ & Director	2017	135,000	25,000	Nil	Nil	Nil	160,000
	2016	120,000	25,000	Nil	Nil	Nil	145,000
G. Terence Edwards Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Michael Conway Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Timothy Pirie Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
M. Bruce Campbell Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Warren Matheos Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Robert Louie Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Peter D. Jeffrey	2017	Nil	Nil	Nil	Nil	Nil	Nil

Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
M. Rachel Colabella Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	N/A	N/A	N/A	N/A	N/A	N/A

NOTES:

(1) During the financial year ended December 31, 2016 Gerry L'Esperance received salary of \$188,904 as well as consulting fees in his wholly owned holding company Deadwood Holdings Inc. of \$401,256. Of these fees, \$471,315 was paid prior to the acquisition of Unicast Inc. by the Company.

(2) During the financial years of the Company ended December 31, 2016 and December 31, 2017, James Paterson was also a director of the Company. The Summary Compensation Table sets out the compensation he received for his services as both a director and Named Executive Officer of the Company. During the financial year of the Company ended December 31, 2017, James Paterson did not receive any compensation for his services as a director or as a Named Executive Officer of the Company.

(3) During the financial years of the Company ended December 31, 2016 and December 31, 2017, David Redekop was also a director of the Company. The Summary Compensation Table sets out the compensation he received for his services as both a director and Named Executive Officer of the Company. During the financial year of the Company ended December 31, 2017, David Redekop received compensation solely for his services as a Named Executive Officer of the Company.

Stock Options and Other Compensation Securities Table

The following table provides information disclosing the compensation securities granted or issued to each NEO and director during the most recently completed financial year ending December 31, 2017:

Compensation Securities							
Name and position	Type of compensation security	# of compensation securities, # of underlying securities & % of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Alan Murphy NEO	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Gerry L'Esperance NEO	N/A	Nil	N/A	N/A	N/A	N/A	N/A
James Paterson, NEO ⁽¹⁾ & Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
David Redekop, NEO ⁽²⁾ & Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
G. Terence Edwards Director ⁽³⁾	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Michael Conway Director ⁽⁴⁾	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Timothy Pirie Director ⁽⁵⁾	N/A	Nil	N/A	N/A	N/A	N/A	N/A
M. Bruce Campbell Director ⁽⁵⁾	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Warren Matheos Director ⁽⁶⁾	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Robert Louie Director ⁽⁶⁾	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Peter D. Jeffrey Director ⁽⁷⁾	N/A	Nil	N/A	N/A	N/A	N/A	N/A
M. Rachel Colabella	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

⁽¹⁾ As at December 31, 2017, this NEO and director held an option to purchase an aggregate of 80,000 common shares at a price of \$3.00 per share until June 23, 2026.

⁽²⁾ As at December 31, 2017, this NEO and director held options to purchase an aggregate of 12,500 common shares at a price of \$2.00 per share until April 1, 2020 and an aggregate 48,000 common shares at a price of \$3.00 per share until June 23, 2026.

⁽³⁾ As at December 31, 2017, this director held an option to purchase an aggregate of 80,000 common shares at a price of \$3.00 per share until June 23, 2026.

⁽⁴⁾ As at December 31, 2017, this director held an option to purchase an aggregate of 48,000 common shares at a price of \$3.00 per share until June 23, 2026.

⁽⁵⁾ As at December 31, 2017, these directors each held an option to purchase an aggregate of 41,500 common shares at a price of \$3.00 per share until June 23, 2026.

⁽⁶⁾ As at December 31, 2017, these directors each held options to purchase an aggregate of 6,000 common shares at a price of \$2.00 per share until April 1, 2020 and 41,500 common shares at a price of \$3.00 per share until June 23, 2026.

⁽⁷⁾ As at December 31, 2017, this director held options to purchase an aggregate of 20,000 common shares at a price of \$2.00 per share until April 1, 2020 and 41,500 common shares at a price of \$3.00 per share until June 23, 2026.

Exercise of Compensation Securities by Directors and NEO's

The following table discloses information about the NEO's and directors of the Company who have exercised a compensation security during the most recently completed fiscal year ended December 31, 2017:

Exercise of Compensation Securities by Directors and NEO's							
Name and position	Type of compensation security	# of underlying securities exercised	Exercise Price per security (\$)	Date of Exercise (mm/dd/yyyy)	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Alan Murphy NEO	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Gerry L'Esperance NEO	N/A	Nil	N/A	N/A	N/A	N/A	N/A
James Paterson, NEO & Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
David Redekop, NEO & Director	Stock Option	12,500	2.00	02/02/2017	3.21	1.21	15,125
G. Terence Edwards Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Michael Conway Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Timothy Pirie Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
M. Bruce Campbell Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Warren Matheos Director	Stock Option	6,000	2.00	02/27/2017	3.60	1.60	9,600
Robert Louie Director	Stock Option	6,000	2.00	02/15/2017	3.33	1.33	7,980
Peter D. Jeffrey Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
M. Rachel Colabella	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Stock Option Plans and Other Incentive Plans

The Company currently has the following stock option and incentive plans:

Stock Option Plan

The Company currently issues stock options pursuant to a TSXV and shareholder approved, rolling 10% stock option plan (the “Plan”) which is being presented for re-approval at this year’s shareholder meeting. The stock options issued to the NEO’s and directors of the Company were issued pursuant to the Plan. Please see “Particulars of Matters to Be Acted Upon” “Re-approval of Stock Option Plan” for specific details concerning the Plan.

Employee Share Purchase Plan

The Company currently has a TSXV and shareholder approved employee share purchase plan (the “ESPP”) in which permanent full-time employees of the Company or its affiliates who have completed six full calendar months of service and who reside in Canada may voluntarily choose to participate. The maximum amount that an employee may choose to invest in the ESPP is 5% of their salary on an annual basis and the maximum number of Shares that they may acquire cannot exceed 1% of the Company’s issued and outstanding share capital during any 12-month period. Insiders of the Company, as a group, may not acquire Shares pursuant to the ESPP which would exceed, collectively, 2% of the Company’s issued and outstanding share capital during any 12-month period.

The maximum number of Shares issuable pursuant to the ESPP is 50,000 Shares provided that such issuance does not exceed, when combined with the Shares issuable pursuant to the Plan, 10% of the Company’s issued and outstanding share capital at the time of issuance.

Employment, Consulting and Management Agreements

The determination of director and NEO compensation and how and when such compensation is to be determined is subject to the consideration of the board of directors (the “Board”) and the Company’s appointed governance and compensation committee (the “Governance and Compensation Committee”),

as disclosed in more detail below under “Corporate Governance Disclosure Pursuant to National Instrument 58-101”.

During the most recently completed financial year ended December 31, 2017, the Company provided the following compensation to its NEOs:

Salary - the CFO currently earns a base salary of \$150,000 per year, the CEO currently earns a base salary of \$nil, Mr. Murphy currently earns a base salary of \$200,000 per year and Mr. L’Esperance will be paid \$57,500 for services rendered to June 30, 2018.

The salary of the NEO’s was determined using salary survey’s and market data gathered from peer groups including the Robert Half Finance Salary Guide, the CPA Profession Compensation Study Report and the Western Compensation & Benefits Consultants Compensation Survey. These surveys were considered to be appropriate as they provide detailed information regarding compensation payable to certain skill sets, experience, areas of employment and incorporates the results of both private and public companies.

Pension Benefits

During the most recently completed financial year ended December 31, 2017, the Company did not provide any pension benefits to its NEOs or directors.

Corporate Governance Disclosure Pursuant to National Instrument 58-101

The objectives of the Company’s compensation policies and practices are to attract and retain highly qualified individuals, align the interests of its directors and officers with those of Shareholders and ensure all compensation paid is both in line with the Company’s fiscal resources and competitive with companies at a similar stage of development.

The Board has the ultimate responsibility for the Company’s compensation policies and practices, but has established the Governance and Compensation Committee to assist it in fulfilling this responsibility. The Board has appointed Timothy Pirie, Warren Matheos, G. Terence Edwards, Robert Louie and James Paterson to its Governance and Compensation Committee. Timothy Pirie serves as the Chair of the Governance and Compensation Committee and Timothy Pirie and Robert Louie are independent as determined in accordance with the provisions of National Instrument 58-101 - Disclosure of Corporate Governance Practices (“NI 58-101”). James Paterson, Warren Matheos and G. Terence Edwards are not independent for the purposes of NI 58-101, because they are executive officers of the Company, or immediate family of executive officers.

The purpose of the Governance and Compensation Committee is to assist the Board in fulfilling its responsibilities in relation to setting the compensation of directors, the Chief Executive Officer and the officers that report directly to the Chief Executive Officer (the “Senior Executives”) and overseeing the plans for:

- compensation, development and retention of employees;
- succession planning for the Chief Executive Officer and the Senior Executives; and
- general compensation and human resource policies and issues.

The Company has adopted a charter for the Governance and Compensation Committee which sets out the compensation of the Governance and Compensation Committee as well as its responsibilities, duties, principles and procedures.

Following review of available data and discussion by members of the Governance and Compensation Committee, recommendations are made by the Governance and Compensation Committee to the Board for their consideration and approval. The Governance and Compensation Committee meets at least twice per year to fulfill its mandate.

The Governance and Compensation Committee considers the time, commitment, risks and responsibilities of the Directors and senior management and takes into account the types of compensation and the amounts paid to the directors and senior management of comparable publicly traded Canadian venture issuers.

In reviewing, determining and making its recommendation to the Board of the amount and type of compensation to be paid to the Company's directors and Senior Executives annually, the Governance and Compensation Committee considers the skill and level of responsibility involved in the individual's position, the contribution of the individual to the Company's success and completion of milestones, the individual's experience and qualifications, the Company's resources, industry practice and the existing stage of the Company's development. At the Governance and Compensation Committee's discretion, recommended director and/or Senior Executive compensation may consist of (a) base salary; (b) annual incentives; (c) long-term incentives, such as stock options, to align the personal interests of Senior Executives with the interests of Shareholders; and (d) any other form of compensation. Notwithstanding the foregoing, the Company's CFO, David Redekop and Alan Murphy are the only NEO's who are paid a salary, as disclosed above. The Company's CEO currently does not take any salary for his services and is currently compensated solely through the issuance of stock options.

Due to the current stage of the Company's development, the Governance and Compensation Committee does not currently take into account any performance goals or similar conditions that are based on objective, identified measures such as Share price or earnings per Share when determining compensation for Senior Executives, including NEOs.

Due to the current stage of the Company's development, the Governance and Compensation Committee has not performed a formal evaluation of the implications of the risks associated with the Company's compensation policies and practices. However, the Governance and Compensation Committee does not believe that the Company's current compensation policies and practices will result in unnecessary or inappropriate risk taking, including risks that are likely to have a material adverse effect on the Company.

The Company's NEOs and directors are not permitted to purchase 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 granted as compensation or held, directly or indirectly, by the NEOs or directors.

The Governance and Compensation Committee members all bring experience from their current and past business activities in a variety of industries, in addition to their direct experience regarding compensation matters for various sized organizations. All members, being directors of the Company, have an adequate understanding of the objectives of the Governance and Compensation Committee and the direction of the Company. The Company intends to participate in various industry discussion groups and surveys relating to compensation matters and, where appropriate, to engage professional consultation services from outside consultants concerning compensation matters.

During the Company's most recently completed financial year, the Company engaged the services of AON Hewitt to complete two reviews: a management compensation competitive market review, and a Board of Directors compensation market review.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth, as of the end of the Company's most recently completed financial year, certain information regarding equity compensation plans under which securities of the Company are authorized for issuance. The only equity compensation plans of the Company currently, are its stock option plan and employee share purchase plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders ⁽¹⁾	506,000 ⁽²⁾	\$2.92	135,437 ⁽³⁾
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	506,000		135,437

NOTES:

- (1) The Company currently has two equity compensation plans that have been approved by its securityholders, its rolling 10% stock option plan and its employee share purchase plan.
- (2) Subsequent to the fiscal year end, 24,000 options were exercised.
- (3) The Company's stock option plan provides that the number of Shares issuable pursuant to the Company's stock option plan shall be equal to 10% of the issued and outstanding Shares at such time and the Company's employee share purchase plan provides that the number of Shares issuable pursuant to the Company's employee share purchase plan shall be no more than the greater of 50,000 Shares or 10% of the issued and outstanding Shares at such time when combined with the issued options.

At the Meeting, Shareholders will be asked to re-approve the Company's stock option plan. For a summary of the Company's stock option plan, please see "Particulars of Matters to be Acted Upon – Re-Approval of Stock Option Plan".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the Company's last completed financial year was any director, executive officer, employee, proposed management nominee for election as a director of the Company or any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries indebted to the Company or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as noted below, no informed person (within the meaning of applicable securities laws) of the Company and no proposed nominee for election as a director of the Company, or any of their respective associates or affiliates has any material interest, direct or indirect, in any transaction involving the Company during the year ended December 31, 2017 or in any proposed transaction which affected or would materially affect the Company or any of its subsidiaries.

James Paterson, the Chief Executive Officer of the Company is also a partner of Pushor Mitchell LLP, which is the corporate law firm of the Company. Pushor Mitchell LLP also acts and will continue to act as corporate legal counsel to all corporations which are acquired by the Company, including Unicast Inc.,

Blaze King Industries Canada Ltd. and Valley Comfort Systems Inc., Slimline Manufacturing Ltd. and to any newly incorporated subsidiaries of the Company.

MANAGEMENT CONTRACTS

There are no management functions of the Company or any of its subsidiaries which are to any substantial degree performed by a person other than the directors or executive officers of the Company or its subsidiaries.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to consider and, if thought fit, pass a resolution which reappoints Pricewaterhouse Coopers LLP of Suite 700, 250 Howe Street, Vancouver, BC, V6C 3S7, as the external auditor of the Company for the ensuing year. Pricewaterhouse Coopers LLP was first appointed as auditor of the Company by the Shareholders on July 25, 2017.

It is intended that, on any vote that may be called relating to the reappointment of the external auditor of the Company, the Shares represented by proxies in favour of Management Designees will be voted for such resolution, unless a Shareholder has specified in the proxy that the Shares are to be withheld from voting on such resolution.

PARTICULARS OF MATTERS TO BE ACTED UPON

Receiving the Audited Financial Statements

The Company's audited financial statements for the year ended December 31, 2017, together with the auditor's report thereon, will be presented to Shareholders at the Meeting. A copy of such financial statements and auditor's report are also available on the Company's profile at www.sedar.com and on the Company's website at www.decisivedividend.com.

Fix Number of Directors

At the Meeting, Shareholders will be asked to consider and, if thought fit, pass a resolution which provides that the number of directors of the Company be set at ten (10).

It is intended on any vote that may be called relating to fixing the number of directors of the Company at ten (10), that the Shares represented by proxies in favour of Management Designees will be voted for such resolution, unless a Shareholder has specified in the proxy that the Shares are to be voted against such resolution.

Election of Directors

The term of office of each of the present directors of the Company expires at the Meeting. All of management's nominees have consented to act as a director of the Company, and management does not contemplate that any of such nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

The following table and notes thereto set out the name of each person proposed to be nominated by management for election as a director, the province or state and country in which he/she is ordinarily

resident, all offices of the Company now held by him/her, his/her principal occupation, the period of time for which he/she has been a director of the Company, and the number of Shares beneficially owned or directly or indirectly controlled or directed by him/her, as at June 14, 2018.

Name, Position, Province or State, and Country of Residence⁽¹⁾	Principal Occupation and Occupation During Past 5 Years	Director Since	# of Shares Beneficially Owned or Directly or Indirectly Controlled or Directed⁽²⁾
James Paterson ⁽³⁾ Director, Chairman & CEO Kelowna, BC Canada	Partner, Barrister & Solicitor of Pushor Mitchell LLP, a law firm, since January 2003	October 2, 2012	152,200
David Redekop Director & CFO West Kelowna, BC Canada	Chief Financial Officer of Decisive Dividend Corporation since December 2012;	December 6, 2012	156,400
G. Terence Edwards ⁽³⁾ Director, Secretary & COO Kelowna, BC Canada	Chief Operating Officer of Pushor Mitchell LLP, a law firm, from January 2005 to September 30, 2017. Chief Operating Officer, Decisive Dividend Corporation since December 2012,	December 6, 2012	147,300
Michael Conway ⁽⁴⁾ Director West Kelowna, BC Canada	President & Co-Founder, SightQuest Technology Inc. since July 1, 2017. President and CEO of Financial Executives International Canada, a senior financial executive association, from September 2007 to June 30, 2017	December 6, 2012	143,900 ⁽⁶⁾
Timothy Pirie ⁽³⁾ Director Kelowna, BC Canada	President of Prospect Energy Services Ltd. since 2002;	December 6, 2012	147,900
M. Bruce Campbell ⁽⁴⁾ Director Kelowna, BC Canada	President and Portfolio Manager of StoneCastle Investment Management Inc., an investment fund manager, since September 2008;	December 6, 2012	219,232 ⁽⁵⁾
Warren Matheos ⁽³⁾ Director Calgary, AB Canada	Senior Business Development Manager - Western Canada at Temple Lifestyle Ltd., a brand developing company, since May 2017; Senior Key Account Manager at PepsiCo Canada from Sept. 2016 to April 2017; Regional Director West at Heineken Canada from Oct. 2013 to Jan. 2016; Western Regional Sales Manager at Sun-Rype Products Ltd. from May 2010 to Sept. 2013	December 6, 2012	102,150
Robert Louie ⁽³⁾ Director West Kelowna, BC Canada	Proprietor of Indigenous World Winery since 2016; Chief of the Westbank First Nation, a self-governing First Nation, from 2002 to 2016	April 25, 2013	104,400

Peter D. Jeffrey ⁽⁴⁾ Director Kelowna, BC Canada	President, PDJ & Associates, a consulting business, since February 2013	November 13, 2013	52,333
Rachel Colabella ⁽⁴⁾ Director White Rock, B.C. Canada	Senior Governance Advisor, Watson Inc., since February 2018; Senior Legal Counsel, Simplex Legal, since October 2016 to February 2018; Chief Legal Officer and Corporate Secretary of Alaris Royalty Corp. from Sept. 2008 to Oct. 2016	July 25, 2017	nil

NOTES:

- (1) The information as to the province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by each respective director individually.
- (2) The information as to Shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by each respective director individually.
- (3) Member of the Governance and Compensation Committee.
- (4) Member of the audit committee of the Board (the "Audit Committee").
- (5) Of these Shares, 106,666 Shares are controlled by Mr. Campbell, 82,333 are directly owned, and 30,233 are indirectly owned by Mr. Campbell.
- (6) Of these Shares, 118,900 Shares are owned by Mr. Conway, and a further 25,000 Shares are controlled by Mr. Conway.

For the purposes of this section, "Order" means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation;

that was in effect for more than 30 consecutive days.

No proposed director of the Company is, as of the date of this Information Circular, or has been, within ten years before the date of this Information Circular a director or executive officer of any company that:

- (a) was subject to an Order that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer;
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer; or
- (c) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceeding, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

None of the proposed directors has, within the ten years prior to the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceeding, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

None of the proposed directors has been subject to:

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

It is intended that, on any vote that may be called relating to the election of the persons named above as directors of the Company, the Shares represented by proxies in favour of Management Designees will be voted for such resolution, unless a Shareholder has specified in the proxy that the Shares are to be withheld from voting on such resolution.

Re-Approval of Stock Option Plan

At the Meeting, Shareholders will be asked to consider and, if thought fit, pass a resolution to re-approve the Company's stock option plan (for the purposes of this section, the "Plan").

Pursuant to Policy 4.4 – Incentive Stock Options of the TSXV ("Policy 4.4"), all TSXV listed companies are required to adopt a stock option plan prior to granting incentive stock options. On December 18, 2012, the Board enacted the Plan. The purpose of the Plan is to attract and motivate directors, senior officers, employees, management company employees, consultants and others providing services to the Company and its subsidiaries, and thereby advance the Company's interests, by affording such persons with an opportunity to acquire an equity interest in the Company, through the issuance of stock options.

The Plan is a "rolling" stock option plan permitting the grant of incentive stock options to purchase up to the number of Shares that is equal to 10% of the issued Shares at the time of the stock option grant. The Plan was accepted for filing by the TSXV in connection with the Company's initial public offering. As a "rolling" stock option plan, the Plan is required to be re-approved by the Shareholders each year at the Company's annual general meeting and filed with the TSXV. Accordingly, in compliance with TSXV policy, the Plan will be re-submitted to the Shareholders for re-approval at the Meeting.

Policy 4.4 and the terms of the Plan authorize the Board to grant stock options to optionees on the following terms:

1. The aggregate number of Shares which may be issued pursuant to options granted under the Plan, unless otherwise approved by Shareholders, may not exceed that number which is equal to 10% of the Shares issued and outstanding at the time of the grant.
2. The number of Shares subject to each option will be determined by the Board, provided that the aggregate number of Shares reserved for issuance pursuant to options granted to:
 - (a) insiders may not exceed 10% of the issued Shares;
 - (b) any one individual may not exceed 5% of the issued Shares (unless the Company has obtained disinterested Shareholder approval);
 - (c) any one consultant during any 12 month period may not exceed 2% of the issued Shares; and

- (d) all persons employed to provide investor relations activities (as a group) may not exceed 2% of the issued Shares during any 12 month period;

in each case calculated as at the date of grant of the option, including all other Shares under options to such person at that time.

3. The exercise price of an option may not be set at less than the minimum price permitted by the TSXV (which contemplates up to a prescribed discount to the market price at the time of grant).
4. Options may be exercisable for a period of up to ten years from the date of grant.
5. The options are non-assignable and non-transferable. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Plan or within a period of not more than 90 days after ceasing to be an eligible optionee (30 days in the case of a person engaged in investor relations activities) or, if the optionee dies, within one year from the date of the optionee's death.
6. Options granted to consultants engaged to perform investor relations activities must be subject to a vesting requirement, whereby such options will vest over a period of not less than 12 months, with a maximum of 25% vesting in any 3 month period.
7. On the occurrence of a takeover bid, issuer bid or going private transaction, the Board will have the right to accelerate the date on which any option becomes exercisable.

The foregoing is only a summary of the salient features of the Plan, and is qualified in its entirety by reference to the actual terms and conditions of the Plan. A copy of the Plan may be inspected at the registered office of the Company, 301 – 1665 Ellis Street, Kelowna, British Columbia, V1Y 2B3, Canada, during normal business hours and at the Meeting. In addition, a copy of the Plan will be mailed, free of charge, to any holder of Shares who requests a copy, in writing, from the Secretary of the Company. Any such requests should be mailed to the Company's registered office, to the attention of the Secretary.

There are currently 482,000 options outstanding under the Plan, and an additional 168,912 options may be granted (based on the current issued capital of 6,509,120 Shares). Notice of options granted under the Plan must be given to the TSXV on a monthly basis. Any amendments to the Plan must also be approved by the TSXV and, if necessary, by the Shareholders of the Company prior to becoming effective. Existing incentive stock options are not affected by the vote at the Meeting with respect to the re-approval of the Plan.

Accordingly, Shareholders will be asked to pass an ordinary resolution, in substantially the following form, to re-approve the Plan:

"BE IT RESOLVED, as an ordinary resolution, that:

1. the Plan, as described in this Information Circular dated June 14, 2018, and as available for review at the Meeting, be and is hereby ratified and approved;
2. the number of Shares reserved for issuance under the Plan shall be no more than 10% of the Company's issued and outstanding share capital as at the time of any stock option grant; and
3. the Board be authorized to make any changes to the Plan if required by the TSXV."

It is intended on any vote that may be called relating to the re-approval of the Company's stock option plan, that the Shares represented by proxies in favour of Management Designees will be voted for such resolution, unless a Shareholder has specified in the proxy that the Shares are to be voted against such resolution.

Any Other Matters

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the Management Designees to vote on such matters in accordance with their best judgment of such matters.

AUDIT COMMITTEE

Audit Committee Charter

The text of the charter of the Audit Committee is attached hereto as Schedule "A".

Composition of the Audit Committee

The Audit Committee is currently comprised of Michael Conway, M. Bruce Campbell, Rachel Colabella and Peter D. Jeffrey, each of whom is financially literate as determined in accordance with NI 52-110 and independent as determined in accordance with NI 52-110. Michael Conway serves as the Chair of the Audit Committee.

Relevant Education and Experience

Michael Conway, who has served as a senior financial executive with both publicly-listed and private corporations graduated from McGill University with a Bachelor of Commerce, was awarded the Fellow Chartered Accountant (FCA) by the Order of Chartered Professional Accountants of Québec, and is an Institute Certified Director (ICD.D).

M. Bruce Campbell graduated from the University of Alberta with a Bachelor of Commerce and has earned multiple specialized designations in alternative investment management including Chartered Alternative Investment Analyst and Chartered Financial Analyst.

Rachel Colabella graduated from the University of Calgary with a Bachelor of Commerce and obtained her Bachelor of Laws from the University of Alberta. She was called to the Alberta Bar in 1997. Rachel is an Institute Certified Director (ICD.D) and has served as a Chief Legal Officer and Corporate Secretary with a public company.

Peter D. Jeffrey has acted a President and Vice-President of various companies and received the designation of Associate Chartered Accountant and Fellow Chartered Accountant from the Institute of Chartered Accountants in England and Wales.

As a result of their education and experience, each member of the Audit Committee has familiarity with, an understanding of, and experience in:

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

- (b) reviewing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company 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 is required to review the performance of the Company's external auditor and to approve in advance the provision of services other than auditing. The Audit Committee is also required to consider the independence of the external auditor, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Chair of the Audit Committee is authorized to approve any non-audit services or additional work that the Chair of the Audit Committee deems as necessary. In such a case, the Chair of the Audit Committee is to notify the other members of the Audit Committee of such non-audit or additional work.

External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
December 31, 2017	\$165,453	Nil	\$4,775	Nil
December 31, 2016	\$93,409	Nil	\$15,945	\$31,865

NOTES:

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not included under the heading "Audit Fees".
- (3) The aggregate fees billed for professional services rendered for tax compliance and preparation of corporate income tax returns.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through meetings of the Board and, both directly and indirectly, its committees and independent members. The Board believes that adequate structures and processes are in place to facilitate the functioning of the Board with a level of independence from the Company's management.

The Board currently consists of ten directors, six of whom (M. Bruce Campbell, Michael Conway, Peter D. Jeffrey, Robert Louie, Timothy Pirie and M. Rachel Colabella) are considered to be independent directors as defined in NI 58-101. James Paterson, Warren Matheos, David Redekop and G. Terence Edwards are not considered to be independent directors pursuant to NI 58-101 by virtue of being the executive officers of the Company, or immediate family of executive officers.

Directorships

No current or proposed director of the Company is a director of any other issuer that is a reporting issuer (or equivalent) in a jurisdiction of Canada or a foreign jurisdiction.

Orientation and Continuing Education

The Governance and Compensation Committee is responsible for annually reviewing and recommending to the Board an orientation process for new members of the Board and continuing education and development for incumbent members of the Board, including specific education for members of each committee, if necessary. In addition, the Governance and Compensation Committee is responsible for arranging for members of the Board to annually participate in a continuing education event addressing current developments and best practices in corporate governance.

Ethical Business Conduct

The Board has adopted a written Code of Business Conduct and Ethics, which applies to all employees, officers, directors and outside advisors of the Company and its affiliates. The Code of Business Conduct and Ethics strives to create a culture in the Company and its affiliates that values high ethical standards, honesty and compliance with laws, rules and regulations. Amongst others, the Code of Business Conduct and Ethics contains prohibitions on discrimination and harassment as well as provisions that require the directors, officers and other employees of the Company and its affiliates to avoid situations where their personal interests conflict, or appear to conflict, with the interests of the Company and/or its affiliates.

The Board has also adopted an Audit Committee Charter, Governance and Compensation Committee Charter, Disclosure Policy and Trading and Blackout Policy.

Nomination of Directors

The Governance and Compensation Committee is responsible for annually identifying and recommending to the Board an annual slate of nominees for membership on the Board. In recommending the annual slate of nominees, the Governance and Compensation Committee takes into account the number of directors required to carry out the Board's duties effectively and to maintain a diversity of views and experience and identifies and screens individuals to determine potential candidates.

Compensation

The Governance and Compensation Committee annually reviews and recommends to the Board the amount and type of compensation to be paid to the Company's executive officers, including base salary, annual incentives, long-term incentives, and other forms of compensation. In reviewing and recommending an individual's compensation, the Governance and Compensation Committee considers the skill and level of responsibility involved in the individual's position, the individual's experience and qualifications, the Company's resources, industry practice and the existing stage of the Company's development. The Governance and Compensation Committee also annually reviews and provides recommendations with respect to the remuneration of directors of the Company.

Other Board Committees

The Board has no other committees other than the Audit Committee and the Governance and Compensation Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and process of the Board, Audit Committee and Governance and Compensation Committee. During the year end audit, both the Board and the Audit Committee review the information contained within the financial statements, express any opinions which they may have and make self-assessments regarding whether the information is accurate and representative of clear communications between the Board and management of the Company.

ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the SEDAR website located at www.sedar.com, "Company Profiles – Decisive Dividend Corporation" and on the Company's website at www.decisivedividend.ca. The Company's financial information is provided in the Company's audited consolidated financial statements and related management discussion and analysis for its most recently completed financial year which may be viewed on the SEDAR website. Shareholders may request copies of the Company's audited financial statements and related management discussion and analysis by contacting David Redekop, Chief Financial Officer, by telephone at 250-870-9146, or by e-mail at dave@decisivedividend.com, or by sending a written request to the Chief Financial Officer of the Company at the head office of the Company, 201 – 1674 Bertram Street, Kelowna, British Columbia, V1Y 9G4, Canada.

BOARD APPROVAL

The directors of the Company have approved the contents of this Information Circular and the distribution of this Information Circular to Shareholders.

DATED at Kelowna, British Columbia, this 14th day of June, 2018.

On behalf of the Board of Directors of

DECISIVE DIVIDEND CORPORATION

“David Redekop” (signed)
David Redekop, Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

The Audit Committee (for the purposes of this section, the “Committee”) of the Board will carry out the procedures, responsibilities and duties set out below, with an aim of maintaining financial controls in strict adherence to applicable regulatory standards.

Responsibilities and Duties

1. The duties and responsibilities of the Committee shall include the following:

- (i) assist the Board in the discharge of their fiduciary responsibilities relating to the Company’s accounting policies, reporting practices and internal controls, as well as to its risk management policies and practices, both financial and operational;
- (ii) maintain direct lines of communications with the Chief Financial Officer and with the external auditor;
- (iii) monitor the scope and costs of the activity of the external auditor, and assess their performance;
- (iv) formally consider the continuation of or a change in the external auditor and review all issues related to a change of external auditor, including any differences between the Company and the auditor that relate to the auditor's opinion or a qualification thereof or an auditor comment;
- (v) recommend to the Board a firm of external auditors for approval by the shareholders of the Company; review and approve the terms of their engagement; review and approve the fee, scope and timing of the audit, and be apprised of and approve in advance any audit related services and any non-audit services (which are not prohibited non-audit services) to be provided by the external auditors and the costs thereof and consider any impact of the provision of such services on the maintenance of their independence and review and the Company’s hiring policies regarding present and former employees of the external auditor;
- (vi) review and recommend approval by the Board of the audited annual financial statements, management discussion and analysis and strategic overview of the Company;
- (vii) review before publication the Company’s unaudited quarterly financial statements, reports of quarterly earnings, and management discussion and analysis with particular attention to the presentation of unusual or sensitive matters such as disclosure of related party transactions, significant non-recurring events, significant risks, changes in accounting principles and estimates of reserves, all significant variances between comparative reporting periods and approve the publication of the Company’s unaudited quarterly financial statements and reports of quarterly earnings;
- (viii) review all financial information included in annual information forms, press releases, prospectuses, other offering memoranda or other documents requiring approval by the Board;
- (ix) review the Statement of Management's Responsibility for the Financial Statements as signed by senior management and included in any published document and review and approve the

Statement regarding the role of the Committee as signed by the Chairperson of the Committee and included in any published documents;

- (x) review any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position or operating results of the Company and monitor disclosure thereof in documents reviewed by the Committee;
- (xi) review the appropriateness and quality of the accounting policies used in the preparation of the Company's financial statements, and consider any proposed changes to such policies;
- (xii) review with the external auditor the contents of the annual audit report and review any significant recommendations made by the external auditor to strengthen the internal controls of the Company;
- (xiii) review the results of the external audit, any significant problems encountered in performing the audit and the contents of any Management Letter issued by the external auditor to the Company, and management's response thereto;
- (xiv) annually review a report on the audit function with respect to the terms of reference, organization, staffing, independence, performance and effectiveness of the audit services, receive and approve the annual audit plan and obtain assurances in respect of conformity with CICA professional standards and the regulatory standards of other applicable bodies;
- (xv) oversee management's responsibility for designing, installing and maintaining an effective control environment; approve in advance any internal control-related services performed by the external auditor; and receive regular reports on the Company's internal control policies and procedures, with particular emphasis on accounting and financial controls, and recommend changes where appropriate;
- (xvi) review any unresolved significant issues between management and the external auditor that could affect the financial reporting or internal controls of the Company;
- (xvii) review and make recommendations to the Board concerning the following:
 - a. the Company's policies regarding hedging, investments, credit and risk management;
and
 - b. the Company's risk identification, analysis and management procedures;
- (xviii) review, prior to each annual shareholders' meeting, the policies and practices concerning the regular examination of officers expenses and prerequisites, including the use of Company assets;
and
- (xix) report annually to the full Board, on the state of completion of the annual agenda items of the Audit Committee, with appropriate recommendations.

Organization and Procedures

2. The Committee shall meet regularly, not less than four times per year, and at such other times as may be requested by the Chair of the Committee. The Chief Executive Officer, the Chief Financial Officer, the external auditor or any member of the Committee may also request a meeting of the Committee.
3. The Chair of the Committee, in consultation with the Chief Financial Officer, shall set the agenda for each meeting which shall then be circulated among the Committee members.
4. The Chief Executive Officer and the Chief Financial Officer shall have direct access to the Committee and shall receive notice of and attend all meetings of the Committee except private sessions.
5. The external auditor shall ultimately report to the Board and the Committee and shall at any time have direct access to the Committee and shall receive notice of and be invited to attend all meetings of the Committee except private sessions.
6. The external auditor, and one or more representatives of senior management, shall each meet separately with the Committee, in private sessions, at least once annually.
7. The Committee will establish procedures for the receipt, retention and treatment of complaints regarding accounting controls or auditing matters.
8. The Committee will periodically review its own Charter, and make recommendations to the Board as required.

Membership

9. The Committee shall consist of between three and five directors, all of whom are independent directors. The Chair of the Board shall be an *ex-officio* member of the Committee.
10. The Board will annually appoint the members of the Committee.
11. The members of the Committee will serve at the pleasure of the Board and may be removed or replaced at any time, with or without cause, by a majority vote of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by appointment of the Board as soon as is reasonably possible following the vacancy.

Meetings

Timing

12. The Committee shall review and prepare a calendar detailing the dates, times and locations of Committee meetings for the following twelve calendar months (the “Scheduled Meetings”).
13. In the event of any revisions to the Scheduled Meetings, or Committee meetings called in addition thereto, notice must be given orally, in writing or by facsimile to each member of the Committee at least 48 hours prior to the time fixed for such Scheduled Meeting unless all Committee members waive this right.
14. The Chair of the Committee shall prepare an agenda for each Committee meeting and forward such agenda to the Committee at a time reasonably in advance of such meeting.

Attendance

15. The Chair of the Committee shall preside at the Committee meetings. In the absence of the Chair, an alternate may be elected by the Committee to preside at a meeting.

16. The Chair of the Committee or a person delegated by the Chair will be responsible for recording the Minutes of each Committee meeting. Copies of the Minutes will be forwarded to all Committee members in a timely manner, and the originals will be organized and maintained at the Company's head office.

17. The Committee may invite to its meetings other members of the Board, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Procedure

18. All Committee meetings shall be conducted in accordance with the Articles of the Company. No business of the Committee may be transacted except at a meeting of the members at which a quorum of the Committee is present (in person or by means of telephone conference) or by a resolution in writing signed by all of the Committee members. A majority of the members of the Committee constitutes a quorum.

Authority

19. This charter gives the Committee the authority to carry out the responsibilities described in this charter, and any other responsibilities that the Committee deems necessary to fulfill its obligations and assist the Board in meeting its responsibilities and obligations in respect of matters addressed in this charter.

20. As appropriate, the Committee may retain independent advisors to help it carry out its responsibilities, including fixing such advisors' fees and retention terms, subject to advising the Board Chair.

Reports

21. The Chair of the Committee shall report to the Board regularly regarding its deliberations. The Committee shall make such recommendations to the Board as it may deem appropriate and has such decision-making authority as the Board may determine from time to time.

Miscellaneous

22. The Committee shall conduct an annual review and assessment of its performance, including a review of its compliance with this charter. In conducting its review, the Committee shall take into account all applicable legislative and regulatory requirements, and any guidelines recommended by regulators or stock exchanges with which the Company has a reporting relationship. The Committee may approve revisions to this charter, with guidance from the Chair of the Governance and Compensation Committee when appropriate.

23. Nothing contained in this charter is intended to assign to the Committee the Board's responsibility to ensure the Company's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the Audit Committee.