



# Decisive Dividend

## — Corporation —

<b>2020</b>	Notice of Annual General and Special Meeting of Shareholders
<b>ANNUAL</b>	Information Circular
<b>GENERAL</b>	Form of Proxy and Notes Thereto
<b>MEETING</b>	Financial Statement Request Form
<b>Place:</b>	Coast Capri Hotel – Ballroom, Salon B 1171 Harvey Avenue Kelowna, British Columbia
<b>Time:</b>	1:00 p.m.
<b>Meeting Date:</b>	July 23, 2020

**June 15, 2020**



# Decisive Dividend

## — Corporation —

### CORPORATE DATA

#### **Head Office**

201 -1674 Bertram Street  
Kelowna, BC V1Y 9G4

#### **Directors and Officers**

James Paterson, Director, Chairman & Chief Executive Officer  
G. Terence Edwards, Director, Chief Operating Officer & Secretary  
M. Bruce Campbell, Director  
Michael Conway, Director  
Peter D. Jeffrey, Director  
Robert Louie, Director  
Warren Matheos, Director  
Timothy Pirie, Lead Director  
Rick Torriero, Chief Financial Officer

#### **Registrar and Transfer Agent**

Computershare Investor Services  
3<sup>rd</sup> Floor, 510 Burrard Street  
Vancouver, BC V6C 3B9

#### **Legal Counsel**

Pushor Mitchell LLP  
301 – 1665 Ellis Street  
Kelowna, BC V1Y 2B3  
MLT Aikins LLP  
30<sup>th</sup> 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)



## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the 2020 Annual General and Special Meeting (the “Meeting”) of holders of common shares (the “Shareholders”) of Decisive Dividend Corporation (“Decisive”) will be held at **Coast Capri Hotel – Ballroom, Salon B, 1171 Harvey Avenue, Kelowna, British Columbia**, on the 23<sup>rd</sup> day of July, 2020 at 1:00 p.m. (PDT) for the following purposes:

1. to receive the audited financial statements of Decisive for the fiscal year ended December 31, 2019 with comparative financial statements to the fiscal year ended December 31, 2018 (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 eight (8);
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 a resolution of the Shareholders to approve and adopt the amended and restated equity incentive plan of Decisive, as more particularly described in the accompanying information circular;
6. to consider and, if thought fit, to pass, with or without variation, a resolution of the Shareholders to approve and adopt the second amended and restated employee share purchase plan, as more particularly described in the accompanying information circular; and
7. 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 information circular, form of proxy (“Proxy”) and financial statement request form. The accompanying 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 Monday, June 15, 2020. 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 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 information circular accompanying this Notice. Please advise Decisive of any change in your mailing address.

DATED at Kelowna, British Columbia, this 15<sup>th</sup> day of June, 2020.

On behalf of the Board of Directors of  
**DECISIVE DIVIDEND CORPORATION**

*“James Paterson”* (signed) \_\_\_\_\_  
James Paterson, Chairman

**MANAGEMENT INFORMATION CIRCULAR**  
(Containing information as at June 15, 2020 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 and Special Meeting of the holders (“Shareholders”) of common shares (“Shares”) of the Company (and any adjournment thereof) to be held on Thursday, July 23, 2020 (the “Meeting”) at Coast Capri Hotel - Ballroom, Salon B, 1171 Harvey Avenue, Kelowna, British Columbia, on the 23<sup>rd</sup> day of July, 2020 at 1:00 p.m. (PDT).

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, James Paterson and G. Terence Edwards (the “Management Designees”), are directors and officers 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 them 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 their 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 mail, telephone, facsimile or via the Internet by following instructions provided in the form of proxy, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement 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, the approval of the Amended Equity Incentive Plan (as defined herein), and the approval of Amended ESPP (as defined herein), 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 11,618,482 Shares issued and outstanding. Each Share carries the right to one vote.

Only Shareholders of record holding Shares at the close of business on June 15, 2020 (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, 2019, regardless of the amount of compensation of that individual; (b) in respect of the Company and the Company’s subsidiaries, the most highly compensated executive officer, other than the Chief Executive Officer and Chief Financial Officer, who was serving as an executive officer, or acting in a similar capacity, as at December 31, 2019 and whose total compensation for the financial year ended December 31, 2019 amounted to \$150,000 or more; 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, 2019.

The Company had three NEOs during the financial year ended December 31, 2019, those being James Paterson, the Company’s Chief Executive Officer, Rick Torriero, the Company’s Chief Financial Officer, and Ron Birnie-Browne, 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 of the Company in the financial years ended December 31, 2018 and December 31, 2019, except for compensation securities.

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 (\$)
James Paterson, NEO <sup>(1)(5)</sup> & Director	2019	20,167	Nil	Nil	Nil	Nil	20,167
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Rick Torriero NEO <sup>(2)</sup>	2019	165,000	7,500	Nil	Nil	Nil	172,500
	2018	37,500	Nil	Nil	Nil	Nil	37,500
Ron Birnie-Browne NEO <sup>(3)</sup>	2019	270,721	Nil	Nil	7,778	Nil	278,499
	2018	221,245	Nil	Nil	4,600	Nil	225,845
G. Terence Edwards Director <sup>(4)</sup>	2019	171,000	10,000	Nil	Nil	Nil	181,000
	2018	50,000	Nil	Nil	Nil	Nil	50,000
Michael Conway Director <sup>(5)</sup>	2019	19,750	Nil	Nil	Nil	Nil	19,750
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Timothy Pirie Director <sup>(5)</sup>	2019	25,000	Nil	Nil	Nil	Nil	25,000
	2018	Nil	Nil	Nil	Nil	Nil	Nil
M. Bruce Campbell Director <sup>(5)</sup>	2019	19,167	Nil	Nil	Nil	Nil	19,167
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Warren Matheos Director <sup>(5)</sup>	2019	15,083	Nil	Nil	Nil	Nil	15,083
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Robert Louie Director <sup>(5)</sup>	2019	14,583	Nil	Nil	Nil	Nil	14,583
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Peter D. Jeffrey Director <sup>(5)</sup>	2019	17,250	Nil	Nil	Nil	Nil	17,250
	2018	Nil	Nil	Nil	Nil	Nil	Nil

David Redekop, Former Director <sup>(6)</sup>	2019	171,000	30,000	Nil	Nil	Nil	201,000
	2018	147,500	29,500	Nil	Nil	Nil	177,000

NOTES:

- (1) During the financial years of the Company ended December 31, 2019 and 2018, 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 years of the Company ended December 31, 2019 and 2018, James Paterson did not receive any compensation, excluding compensation securities, for his services as a Named Executive Officer of the Company.
- (2) Rick Torriero was appointed Chief Financial Officer of the Company in late September 2018.
- (3) Ron Birnie-Browne was appointed Vice President, Sales and Engineering of Unicast Inc. in January 2018. In March 2019, he was appointed President of Unicast Inc.
- (4) During the financial years ended December 31, 2019 and 2018, G. Terence Edwards received compensation, excluding compensation securities, solely for his services as a Named Executive Officer of the Company.
- (5) Commencing January 1, 2019, the Company began paying fees to directors who do not receive compensation, excluding compensation securities, as officers of the Company. The fees include an annual retainer of \$6,000, plus an additional \$2,000 per year for serving as a Chair or Lead Director, plus an additional \$1,000 per year for serving on a committee, and \$500 per Board meeting attended over one hour in length.
- (6) During the financial years of the Company ended December 31, 2019 and December 31, 2018, David Redekop was a director and an officer of the Company. During the financial years of the Company ended December 31, 2019 and 2018, David Redekop received compensation, excluding compensation securities, solely for his services as a Named Executive Officer of the Company. In January 2020, David Redekop resigned as a director and 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, 2019:

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
James Paterson, NEO <sup>(1)</sup> & Director	RSUs	15,000	October 25, 2019	3.83	3.85	3.70	October 25, 2021
Rick Torriero NEO <sup>(2)</sup>	Stock Options	10,000	July 9, 2019	3.85	3.85	3.70	July 9, 2029
Ron Birnie-Browne NEO	Stock Options	20,000	July 9, 2019	3.85	3.85	3.70	July 9, 2029
G. Terence Edwards Director <sup>(3)</sup>	RSUs	5,000	October 25, 2019	3.83	3.85	3.70	October 25, 2021
Michael Conway Director <sup>(4)</sup>	RSUs	5,000	October 25, 2019	3.83	3.85	3.70	October 25, 2021
Timothy Pirie Director <sup>(5)</sup>	RSUs	5,000	October 25, 2019	3.83	3.85	3.70	October 25, 2021
M. Bruce Campbell Director <sup>(6)</sup>	RSUs	5,000	October 25, 2019	3.83	3.85	3.70	October 25, 2021
Warren Matheos Director <sup>(7)</sup>	RSUs	5,000	October 25, 2019	3.83	3.85	3.70	October 25, 2021

Robert Louie Director <sup>(6)</sup>	RSUs	5,000	October 25, 2019	3.83	3.85	3.70	October 25, 2021
Peter D. Jeffrey Director <sup>(6)</sup>	RSUs	5,000	October 25, 2019	3.83	3.85	3.70	October 25, 2021
David Redekop, Former Director <sup>(8)</sup>	RSUs	5,000	October 25, 2019	3.83	3.85	3.70	October 25, 2021

NOTES:

- (1) As at December 31, 2019, in addition to the RSUs granted in 2019, this NEO and director held an option to purchase an aggregate of 80,000 Shares at a price of \$3.00 per Share until June 23, 2026 and an option to purchase an aggregate of 65,000 Shares at a price of \$4.35 per Share until August 20, 2028.
- (2) As at December 31, 2019, in addition to the stock options granted in 2019, this NEO held an option to purchase an aggregate of 10,000 Shares at a price of \$4.00 per Share until December 9, 2028.
- (3) As at December 31, 2019, in addition to the RSUs granted in 2019, this director held an option to purchase an aggregate of 80,000 Shares at a price of \$3.00 per Share until June 23, 2026 and an option to purchase an aggregate of 25,000 Shares at a price of \$4.35 per Share until August 20, 2028.
- (4) As at December 31, 2019, in addition to the RSUs granted in 2019, this director held an option to purchase an aggregate of 48,000 Shares at a price of \$3.00 per Share until June 23, 2026 and an option to purchase an aggregate of 25,000 Shares at a price of \$4.35 per Share until August 20, 2028.
- (5) As at December 31, 2019, in addition to the RSUs granted in 2019, this director held an option to purchase an aggregate of 24,500 Shares at a price of \$3.00 per Share until June 23, 2026 and an option to purchase an aggregate of 25,000 Shares at a price of \$4.35 per Share until August 20, 2028.
- (6) As at December 31, 2019, in addition to the RSUs granted in 2019, these directors each held options to purchase an aggregate of 41,500 Shares at a price of \$3.00 per Share until June 23, 2026 and an option to purchase an aggregate of 25,000 Shares at a price of \$4.35 per Share until August 20, 2028.
- (7) As at December 31, 2019, in addition to the RSUs granted in 2019, this director held options to purchase an aggregate of 25,500 Shares at a price of \$3.00 per Share until June 23, 2026 and an option to purchase an aggregate of 25,000 Shares at a price of \$4.35 per Share until August 20, 2028.
- (8) As at December 31, 2019, in addition to the RSUs granted in 2019, this former director held options to purchase an aggregate of 36,000 Shares at a price of \$3.00 per Share until June 23, 2026 and an option to purchase an aggregate of 65,000 Shares at a price of \$4.35 per Share until August 20, 2028. This former director resigned effective February 17, 2020. Based on this resignation, the RSUs granted to this former director in 2019 were forfeited and the expiration date of this former director's options were extended by the Company until December 19, 2020.

### Exercise of Compensation Securities by Directors and NEO's

There were no compensation securities exercised by the NEO's or directors of the Company during the most recently completed fiscal year ended December 31, 2019.

### Employment Agreements

The Company is a party to indefinite term employment agreements with two of the NEOs (the "Employment Agreements"), which set out the particulars of their compensation as outlined in the Summary Compensation Table above. As noted above, James Paterson does not receive any compensation, excluding compensation securities, for his services as a NEO and therefore does not have an employment agreement with the Company.

Each of the Employment Agreements contain standard confidentiality provisions, as well as non-competition and non-solicitation provisions from the NEOs in favor of the Company for a period of 12 months from the date of termination of each Employment Agreement. The NEOs may terminate the Employment Agreement at any time and for any reason upon giving 60 or 90 days' written notice to the Company respectively, for Rick Torriero or Ron Birnie-Browne. The Employment Agreements provide for termination for just cause in which case the Company shall not provide the NEO any period notice or payment in lieu thereof. The Employment Agreements also provide for termination by the Company upon the giving of notice or the payment of an amount equal to the following:

- (a) Rick Torriero: Before October 1, 2020, six months of base salary. After October 1, 2020, six months of base salary plus one month of base salary for each year of service after October 1, 2020, to a maximum of twelve months.
- (b) Ron Birnie-Browne: Before March 15, 2020, nine months of base salary. After March 15, 2020, nine months of base salary plus one month of base salary for each year of service after March 15, 2020, to a maximum of twelve months.

The Employment Agreements do not provide for a payment upon a change of control of the Company.

### **Equity Incentive Plans and Other Incentive Plans**

The Company currently has the following incentive plans:

#### **Equity Incentive Plan**

The Company currently has an equity incentive plan dated July 24, 2019 (the “Current Equity Incentive Plan”), which permits the Company to grant deferred share units (“DSUs”) and restricted share units (“RSUs”) up to a maximum fixed number and permits the Company to grant stock options in an amount equal to 10% of the issued and outstanding Shares from time to time, less the number of Shares authorized to be issued under the fixed DSU / RSU component and the number of Shares issuable under the ESPP described below.

Subject to the approval of Shareholders, the Company is proposing to adopt an amended and restated equity incentive plan (the “Amended Equity Incentive Plan” and together with the Current Equity Incentive Plan, the “Equity Incentive Plan”). For more details on the Equity Incentive Plan and the Amended Equity Incentive Plan, see “Particulars of Matters to Be Acted Upon –Approval of Amended Equity Incentive Plan”.

#### **Employee Share Purchase Plan**

The Company adopted an employee share purchase plan dated February 1, 2016 (the “Original 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. On January 30, 2020, the Original ESPP which was amended pursuant to an amended and restated employee share purchase plan dated January 30, 2020 (the “Current ESPP”) to permit participants to purchase Shares through a tax deferred savings account (TFSA). 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. The ESPP provides that 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 Company does not issue Shares to the directors and officers of the Company under the ESPP.

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

The Company is proposing to further amend the ESPP pursuant to a second amended and restated ESPP (the “Amended ESPP” and, together with the Original ESPP and the Current ESPP, the “ESPP”) to provide that any further amendments to the ESPP, including an increase to the amount of Shares reserved for

issuance under the Amended ESPP may require disinterested shareholder approval at the discretion of the stock exchange upon which the Shares are listed.

For details on the ESPP, see “Particulars of Matters to Be Acted Upon – Approval of Amended ESPP”.

### **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.

### **Pension Benefits**

During the most recently completed financial year ended December 31, 2019, the Company did not provide any pension benefits to its NEOs or directors.

### **Oversight and Description of Director and Named Executive Officer Compensation**

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 and Bruce Campbell to its Governance and Compensation Committee. Timothy Pirie serves as the Chair of the Governance and Compensation Committee and Timothy Pirie and Bruce Campbell are independent as determined in accordance with the provisions of National Instrument 58-101 - Disclosure of Corporate Governance Practices (“NI 58-101”). Warren Matheos is not independent for the purposes of NI 58-101, by virtue of being an “immediate family member” (as defined under applicable securities laws) of an executive officer.

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 of the Company 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 equity grants, to align the personal interests of Senior Executives with the interests of Shareholders; and (d) any other form of compensation. The Company's CEO currently does not take any salary for his services. He was compensated solely through the issuance of compensation securities until January 1, 2019. Commencing January 1, 2019, by virtue of being a director who does not receive cash compensation as an officer of the Company, the CEO started to receive director fees as outlined in Note (6) of the Summary Compensation Table above.

The Governance and Compensation Committee takes into account the earnings before interest, taxes, depreciation and amortization (EBITDA) targets of the Company 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 surveys relating to compensation matters and, where appropriate, to engage professional consultation services from outside consultants concerning compensation matters.

## **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 in 2019 were the Equity Incentive Plan and the ESPP.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by securityholders <sup>(1)</sup>	<b>944,381<sup>(2)</sup></b>	<b>\$3.63</b>	<b>187,641<sup>(3)</sup></b>
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>944,381</b>	<b>\$3.63</b>	<b>187,641</b>

NOTES:

- (1) The Company currently has two equity compensation plans approved by securityholders, being the Company's Equity Incentive Plan and the ESPP.
- (2) As at December 31, 2019, there were 888,500 Shares underlying outstanding unexercised stock options and 55,881 underlying outstanding unexercised RSUs. Subsequent to the fiscal year end, 20,000 stock options were issued, 21,000 stock options were exercised and 10,000 stock options were forfeited. Subsequent to the fiscal year end, 22,500 RSUs and 24,500 DSUs were issued and 5,000 RSUs were forfeited. Shares are issued under the ESPP as they are earned by eligible participants.
- (3) The Current Equity Incentive Plan provides that the number of Shares issuable pursuant to the Equity Incentive Plan shall be equal to 10% of the issued and outstanding Shares from time to time, less the number of Shares issuable as DSUs or RSUs under the Equity Incentive Plan and less the number of Shares issuable under the ESPP. The Equity Incentive Plan provides that the number of Shares issuable as DSUs or RSUs or pursuant to the ESPP shall be no more than the greater of 175,000 Shares or 50,000 Shares respectively, or 10% of the issued and outstanding Shares at such time when combined with Shares issuable under other share based compensation plans. As at December 31, 2019, a maximum of 34,261 Shares remained available for future issuance under the ESPP, a maximum of 119,119 Shares remained available for future issuance as RSUs or DSUs, and a maximum of 32,261 Shares (representing 10% of the issued and outstanding Shares as at December 31, 2019, less the 34,261 Shares issuable under the ESPP, the 119,119 Shares issuable as RSUs or DSUs and the 888,500 Shares underlying outstanding unexercised options at December 31, 2019) were available for future issuance under the Equity Incentive 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, 2019 or in any proposed transaction which materially 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 owned or acquired by the Company, including any newly incorporated subsidiaries of the Company.

## **APPOINTMENT OF AUDITOR**

At the Meeting, Shareholders will be asked to consider and, if thought fit, pass a resolution re-appointing 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 re-appointment 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, 2019, 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 on the System for Electronic Document and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com) and on the Company's website located at [www.decisivedividend.com](http://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 eight (8).

**It is intended on any vote that may be called relating to fixing the number of directors of the Company at eight (8), 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 15, 2020.

<b>Name, Position, Province or State, and Country of Residence<sup>(1)</sup></b>	<b>Principal Occupation and Occupation During Past 5 Years</b>	<b>Director Since</b>	<b># of Shares Beneficially Owned or Directly or Indirectly Controlled or Directed<sup>(2)</sup></b>
James Paterson Director, Chairman & CEO Kelowna, BC Canada	Chief Executive Officer of Decisive Dividend Corporation since inception. Partner, Barrister & Solicitor of Pushor Mitchell LLP, a law firm, since January 2003	October 2, 2012	<b>176,100</b>
G. Terence Edwards <sup>(5)</sup> Director, Secretary & COO Kelowna, BC Canada	Chief Operating Officer, Decisive Dividend Corporation since December 2012. Chief Operating Officer of Pushor Mitchell LLP, a law firm, from January 2005 to September 2017.	December 6, 2012	<b>185,791</b>
Michael Conway <sup>(4)</sup> Director West Kelowna, BC Canada	President of Stratcon Ventures Inc., a management consulting firm, since July 2017. President and CEO of Financial Executives International Canada, a senior financial executive association, from September 2007 to June 2017	December 6, 2012	<b>150,150<sup>(6)</sup></b>
Timothy Pirie <sup>(3)(5)</sup> Director (Lead Director) Kelowna, BC Canada	President of Prospect Energy Services Ltd. since 2002	December 6, 2012	<b>174,530</b>
M. Bruce Campbell <sup>(3)(4)</sup> Director Kelowna, BC Canada	President and Portfolio Manager of StoneCastle Investment Management Inc., an investment fund manager, since September 2008	December 6, 2012	<b>265,222<sup>(7)</sup></b>
Warren Matheos <sup>(3)</sup> Director Calgary, AB Canada	Senior Business Development Manager - Western Canada at Temple Lifestyle Ltd., a brand developing company, from May 2017 to May 2019; Senior Key Account Manager at PepsiCo Canada from September 2016 to April 2017; Regional Director West at Heineken Canada from October 2013 to January 2016	December 6, 2012	<b>104,150</b>
Robert Louie <sup>(4)</sup> Director West Kelowna, BC Canada	Proprietor of Indigenous World Winery since 2012; Proprietor Indigenous World Distillery & Spirits since 2013; Chief of the Westbank First Nation, a self-governing First Nation, from 2002 to 2016	April 25, 2013	<b>105,650</b>
Peter D. Jeffrey <sup>(5)</sup> Director Kelowna, BC Canada	President, PDJ & Associates, a consulting business, since February 2013; President of Green Slate Solutions Ltd., since October 2018.	November 13, 2013	<b>57,333</b>

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.
- (5) Member of the Risk Committee.
- (6) Of these Shares, 123,900 Shares are owned by Mr. Conway, and a further 26,250 Shares are controlled by Mr. Conway.
- (7) Of these Shares, 133,750 Shares are controlled, 123,139 are directly owned, and 8,333 are indirectly owned by Mr. Campbell.

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.

At the Meeting, Shareholders will be asked to consider and, if thought fit, pass a resolution which elects the persons named above as directors of the Company, to hold office until the next annual meeting of Shareholders of the Company, or until their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company’s constating documents.

**It is intended that, on any vote that may be called relating to the election of the persons named above as Directors, 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.**

### **Approval of the Amended Equity Incentive Plan**

At the Meeting, Shareholders will be asked to approve a resolution approving the Amended Equity Incentive Plan (the “**Equity Incentive Plan Resolution**”). The text of the Equity Incentive Plan Resolution is set forth below.

If the Equity Incentive Plan Resolution is not passed at the Meeting, the Equity Incentive Plan will terminate at the end of the Meeting and the Amended Equity Incentive Plan will not be implemented. If the Equity Incentive Plan Resolution is passed at the Meeting by a majority of votes cast by Shareholders, the Amended Equity Incentive Plan will be implemented. However, in accordance with the terms of the Amended Equity Incentive Plan, in order for the Company to grant or issue DSUs or RSUs under the Amended Equity Incentive Plan following the Meeting, the Equity Incentive Plan Resolution must be passed by at the Meeting by a majority of votes cast by disinterested Shareholders.

A disinterested Shareholder excludes any person, or an associate of that person, who are “Insiders” (as defined by the TSXV policies) to whom share-based compensation may be granted under the Equity Incentive Plan. As of the date hereof, 1,233,390 Shares are ineligible to vote as disinterested Shareholders on the Equity Incentive Plan Resolution.

The following information is intended as a brief description of the Equity Incentive Plan and the Amended Equity Incentive Plan and is qualified in its entirety by the Equity Incentive Plan, a copy of which is available on the Company’s website located at [www.decisivedividend.com](http://www.decisivedividend.com) and the description of the amendments contained in the Amended Equity Incentive Plan described in this information circular.

### **Description of the Current Equity Incentive Plan**

The Company first adopted the Current Equity Incentive Plan following approval by the Shareholders at the meeting of Shareholders held on July 24, 2019.

The purpose of the Equity Incentive 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 DSUs, RSUs and/or stock options.

The maximum number of Shares issuable under awards subject to the Current Equity Incentive Plan is (i) with respect to DSUs and RSUs, an aggregate fixed number of 175,000 Shares, subject to increase with the approval of the TSXV and requisite approval of Shareholders in accordance with the policies of the TSXV; and (ii) with respect to stock options, that number of Shares equal to 10% of the issued and outstanding Shares from time to time, less the fixed number of Shares underlying the DSUs and RSUs, and Shares reserved for issuance under the ESPP or any other securities based compensation at such time at such time.

The Equity Incentive Plan authorizes the board of directors of the Company to grant DSUs, RSUs and/or stock options on the following terms:

- (a) Any stock options granted under the Equity Incentive Plan will have a maximum term of ten years, and will be exercisable at a price not less than 100% of the last closing price of a Share on the

TSXV (or any other stock exchange or market on which the shares are principally traded) before the date of the grant, less applicable discounts permitted by the TSXV, or such other minimum exercise price as may be required by the TSXV. Unless otherwise specified by the board of directors of the Company, stock options will vest and be exercisable immediately. Notwithstanding the foregoing, the Equity Incentive Plan provides that in the event that the term of a stock option expires during or within ten days after the last day of a “blackout period” imposed by the Company, the stock option shall expire on the date that is ten business days following the end of the blackout period, the date of which will not be subject to the discretion of the board of directors of the Company.

- (b) An RSU is a contractual promise to issue Shares at a specified future date. Any RSUs under the Equity Incentive Plan will have a maximum term of ten years. Initially, RSUs will vest on and after the second anniversary of the date of grant, subject to the right of the board of directors of the Company to determine at the time of grant that a particular RSU will vest and be exercisable in whole or in part on a different date (including earlier or later dates) and to determine at any time after the time of grant that a particular RSU will be exercisable in whole or in part on an earlier date for any reason. In addition, vesting of RSUs may be subject to performance tests at the discretion of the board of directors of the Company. An award of RSUs shall be settled in Shares.
- (c) A DSU is a contractual promise to issue Shares at a specified future date. DSUs will vest on the date of grant, subject to the right of the board of directors of the Company to determine at the time of grant that a particular DSU will be exercisable in whole or in part on a different date.

The following restrictions apply to awards under the Current Equity Incentive Plan:

- (a) The aggregate number of awards granted to one person (and corporations wholly owned by that person) in a 12-month period must not exceed 5% of the issued and outstanding Shares of the Company at the time of the grant (unless the Company has obtained the requisite approval from disinterested Shareholders);
- (b) The number of Shares underlying RSUs granted to any one person (and corporations wholly owned by that person) in a 12-month period must not exceed 1% of the issued and outstanding Shares of the Company at the time of the grant;
- (c) The number of Shares underlying DSUs granted to any person (and corporations wholly owned by that person) must not exceed 1% of the issued and outstanding Shares of the Company at the time of the grant;
- (d) The aggregate number of awards granted to one service provider (including without limitation those service providers engaged in investor relations activities) in a 12-month period must not exceed 2% of the issued and outstanding Shares of the Company at the time of the grant. Any award granted to a service provider shall vest in stages over 12 months with not more than 25% of the Shares subject to the award vesting in any 3 month period;
- (e) The number of stock options granted to insiders (as a group), within a 12-month period, together with any other awards granted in such 12-month period (unless the Company has obtained the requisite approval from disinterested Shareholders), at any time, pursuant to the Equity Incentive Plan and any other security-based compensation arrangement adopted by the Company cannot exceed 10% of the issued and outstanding Shares;

- (f) The aggregate number of Shares issuable under the DSUs granted to insiders (as a group), within a 12-month period must not exceed 2% of the issued and outstanding Shares of the Company at the time of the grant (unless the Company has obtained the requisite approval from disinterested Shareholders); and
- (g) The aggregate number of Shares issuable under the RSUs granted to insiders (as a group), within a 12-month period must not exceed 2% of the issued and outstanding Shares of the Company at the time of the grant (unless the Company has obtained the requisite approval from disinterested Shareholders).

In the event of any recapitalization, reorganization, arrangement, amalgamation, split or combination, distribution or other similar event or transaction, substitutions or adjustments will be made by the board of directors of the Company in its discretion to: (i) the aggregate number, class and/or issuer of the securities reserved for issuance under the Equity Incentive Plan; (ii) the number, class and/or issuer of securities subject to outstanding awards; and (iii) the exercise price of outstanding stock options, in each case in a manner that reflects equitably the effects of such event or transaction. In addition, the appropriate adjustments in the number of Shares under an award and the other terms and conditions thereunder, may be made by the board of directors of the Company in its discretion to give effect to the adjustments in the number of Shares resulting from the implementation and operation of any shareholder rights plan of the Company, if any.

The foregoing is only a summary of the salient features of the Equity Incentive Plan, and is qualified in its entirety by reference to the actual terms and conditions of the Equity Incentive Plan.

Notice of awards granted under the Equity Incentive Plan must be given to the TSXV on a monthly basis. Any amendments to the Equity Incentive Plan must also be approved by the TSXV and, if necessary, by the Shareholders prior to becoming effective.

As of the date hereof, there are 877,500 stock options, 76,328 RSUs and 25,234 DSUs issued and outstanding under the Equity Incentive Plan.

### **Summary of Proposed Amendments to the Equity Incentive Plan**

The Amended Equity Incentive Plan provides for the following amendments to the Current Equity Incentive Plan:

- (a) to clarify that awards may only be granted to *bona fide* directors, officers, employees and services providers of the Company and its subsidiaries (and of and service providers);
- (b) to clarify that DSUs and RSUs cannot be issued to persons who provide investor relations services;
- (c) to provide that, if required by the TSXV, DSUs and RSUs can only be issued if the Amended Equity Incentive Plan is approved by the a majority of votes cast by disinterested Shareholders at a meeting of Shareholders; and
- (d) to increase the maximum number of Shares issuable under awards (i) with respect to DSUs and RSUs, to an aggregate fixed number of 200,000 Shares, subject to increase with the approval of the TSXV and requisite approval of Shareholders in accordance with the policies of the TSXV; and (ii) with respect to stock options, that number of Shares equal to 10% of the issued and outstanding Shares from time to time; and

- (e) the number of stock options granted to insiders (as a group), within a 12-month period, at any time, pursuant to the Equity Incentive Plan cannot exceed 10% of the issued and outstanding Shares.

The amendments in paragraphs (a) through (c) above are required by the TSXV as a condition of its approval of the Amended Equity Incentive Plan.

### **Equity Incentive Plan Resolution**

At the Meeting, the Shareholders will be asked to approve the Equity Incentive Plan Resolution set forth below:

"BE IT RESOLVED that:

1. the amended and restated equity incentive plan of the Company (the "Amended Equity Incentive Plan"), as more particularly described in the management information circular of the Company dated effective June 15, 2020, be hereby approved;
2. the directors of the Company are hereby authorized to reserve for issuance from time to time such number of shares as may be issued pursuant to the terms of the Amended Equity Incentive Plan;
3. the Company be and is hereby authorized to continue issuing awards under the Equity Incentive Plan until the Company's annual meeting of shareholders held in 2021; and
4. any one director or officer of the Company be and is hereby authorized to execute, deliver and file such documents, and do all such other things, as such person considers necessary or advisable to give effect to the foregoing resolutions."

The form of the Equity Incentive Plan Resolution is set forth above is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the Equity Incentive Plan Resolution.

### **Approval of the Amended ESPP**

At the Meeting, Shareholders will be asked to approve a resolution approving the Amended ESPP (the "**ESPP Resolution**"). The text of the ESPP Resolution is set forth below.

If the ESPP Resolution is not passed at the Meeting, the ESPP will terminate at the end of the Meeting and no new Shares will be issued from treasury under the ESPP. If the ESPP Resolution is passed at the Meeting the Amended ESPP will be implemented immediately following the Meeting.

The following information is intended as a brief description of the ESPP and the Amended ESPP and is qualified in its entirety by the full text thereof, copies of which are available the Company's website at [www.decisivedividend.com](http://www.decisivedividend.com).

### **Description of the ESPP**

The Amended ESPP amended the Current ESPP to permit eligible participants to purchase Shares in tax-free savings accounts (in addition to other registered retirement savings plans).

The purpose of the ESPP is to advance the interests of the Company and its subsidiaries by facilitating and encouraging employees of the Company and its subsidiaries to purchase Shares and accordingly, have a direct interest in the Company's success.

The material terms under which employees may purchase Shares under the ESPP are as follows:

- (a) only persons who are permanent full-time employees of the Company or its affiliates who have completed six full calendar months of service and who reside in Canada are eligible to participate in the ESPP. For greater clarity, Consultants and Investor Relations Consultants (as those terms are defined by the TSXV) are not eligible to participate in the ESPP;
- (b) the Company will issue the Shares to those employees who are participating in the ESPP once a year (the "**Purchase Date**") at a price per Share determined by calculating the weighted average trading price of the Shares on the TSXV for the five days immediately preceding the Purchase Date;
- (c) the maximum number of Shares issuable under the ESPP is 50,000 Shares (subject to adjustment in the event of changes affecting the Company's capital structure), provided that in the aggregate, the Company is restricted from offering Shares pursuant to both its Equity Incentive Plan and the ESPP, which will result in the issuance of Shares exceeding 10% of the Company's issued Shares from time to time;
- (d) no one employee may acquire Shares pursuant to the ESPP which exceed more than 1% of the issued and outstanding Shares in any 12-month period and the insiders of the Company, as a group, may not acquire Shares pursuant to the ESPP which exceed, collectively and in the aggregate, more than 2% of the issued and outstanding Shares in any 12-month period;
- (e) employees may only designate up to 5% of their salary (in increments of 1%), on an annual basis, to contribute to the ESPP;
- (f) subject to an 18-month vesting period calculated from the Purchase Date, an employee participating in the ESPP will receive the right to receive additional Shares consisting of 33 1/3% of the number of Shares purchased by such employee on the Purchase Date (the "**Additional Shares**") and, at the irrevocable election of such participating employee designated at the time of enrollment in the ESPP, either (i) the aggregate value of the dividends that would have been payable on such Additional Shares had they been issued on the Purchase Date (the "**Phantom Dividends**"); or (ii) that number of Shares that can be purchased with the value of the Phantom Dividends, which such Shares being purchased in the open market through the facilities of the TSXV within 60 days after expiry of the vesting period by an administrative agent appointed under the ESPP, with all incidental fees and expenses being paid by the Company;
- (g) the Shares purchased pursuant to the ESPP may be paid for in cash or by way of a loan facility provided by the Company for such purpose, to be repaid by payroll deductions and supported by a promissory note; and
- (h) the rights granted to employees who elect to participate in the ESPP are not transferrable and no right or interest in any Shares which are subject to the vesting provisions of the ESPP may be transferred without the consent of the ESPP administrators.

### **Summary of Proposed Amendments to the ESPP**

The Amended ESPP provides for the following amendments to the Current ESPP:

- (a) to add a provision which provides that any further amendments to the ESPP, including an increase in the number of Shares reserved for issuance thereunder, may be subject to approval of disinterested Shareholders if required by the TSXV or other stock exchange; and
- (b) to increase the maximum number of Shares issuable under the ESPP on the Purchase Date in 2021 to 100,000 Shares (plus an aggregate maximum of 75,000 Shares issued from treasury as Additional Shares and phantom dividend Shares following the vesting date of such Shares) (subject to adjustment in the event of changes affecting the Company's capital structure).

The foregoing amendment is required by the TSXV as a condition of its approval of the Amended ESPP.

### **ESPP Resolution**

At the Meeting, Shareholders will be asked to approve the ESPP Resolution set forth below:

"BE IT RESOLVED that:

1. the amended and restated employee share purchase plan of the Company (the "Amended ESPP"), as more particularly described in the management information circular of the Company dated effective June 15, 2020, be hereby approved;
2. the directors of the Company are hereby authorized to reserve for issuance from time to time such number of shares as may be issued pursuant to the terms of the Amended ESPP;
3. the Company be and is hereby authorized to continue issuing shares under the Amended ESPP until the Company's annual meeting of shareholders held in 2021; and
4. any one director or officer of the Company be and is hereby authorized to execute, deliver and file such documents, and do all such other things, as such person considers necessary or advisable to give effect to the foregoing resolutions."

The form of the ESPP Resolution is set forth above is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the ESPP 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 and Robert Louie, 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 and a director 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.

Robert Louie obtained a Business Administration diploma from Okanagan University College, a Bachelor of Law Degree from the University of Victoria, and received an Honorary Doctorate of Law from the Justice Institute of British Columbia. In addition to owning several successful enterprises over the past 25 years, he has also acted on numerous boards and committees, and was Chief of Westbank First Nation Council for 25 years. Mr. Louie is currently Chair of the Board for Peace Hills Trust and Chair of their Audit Committee.

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 <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
December 31, 2019	\$225,555	\$23,100	\$25,725	\$25,959
December 31, 2018	\$195,868	\$52,500	\$8,400	\$40,462

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". The fees paid in 2019 under this column relate to the review of the Company's Q2 2019 and Q3 2019 interim financial statements. The fees paid in 2018 under this column relate to the review of the Company's Q1 2018 and 2017 interim financial statements and procedures related to the Company's prospectus filed in June 2018.
- (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" and relate primarily to tax due diligence performed in connection with acquisitions completed by the Company in 2019 and 2018.

## 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 Independent Directors hold regularly scheduled in-camera meetings without management and the non-Independent Directors. 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 eight directors, five of whom (M. Bruce Campbell, Michael Conway, Peter D. Jeffrey, Robert Louie and Timothy Pirie) are considered to be independent directors as defined in NI 58-101. James Paterson, Warren Matheos, 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.

The Board receives regular presentations from the senior management of the Company's subsidiaries and, each year, schedules site visits where some or all of the directors visit the operations of certain subsidiaries of the Company. During 2019, members of the Board were part of a visit to the facilities of Valley Comfort Systems Inc. and Slimline Manufacturing Ltd., both in Penticton, British Columbia, Canada.

The Company is a member of the Institute of Corporate Directors and all directors of the Company have access to the education programs and regular updates provided by this organization.

## **Ethical Business Conduct**

The Board has adopted a Code of Business Conduct and Ethics, a Disclosure Policy, a Trading and Blackout Policy, a Whistle Blower Policy, an Anti-Bribery and Anti-Corruption Policy, and a Social Media Policy which apply 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. Every director, officer and employee of the Company and its subsidiaries receives a copy of these documents upon commencement of employment with the Company or a subsidiary.

The Board has also adopted an Audit Committee Charter, Governance and Compensation Committee Charter, and a Risk Committee Charter.

## **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**

Other than the Audit Committee and the Governance and Compensation Committee, the only other committee of the Board is the Risk Committee.

The purpose of the Risk Committee is to assist the Board in fulfilling its responsibilities in relation to risk identification and management. The Board has appointed Peter D. Jeffrey, Timothy Pirie and G. Terence Edwards to its Risk Committee. Peter D. Jeffrey serves as the Chair of the Risk Committee and Peter D. Jeffrey and Timothy Pirie are independent as determined in accordance with the provisions of NI 58-101. G. Terence Edwards is not independent for the purposes of NI 58-101, by virtue of being an executive officer.

The Company has adopted a charter for the Risk Committee which sets out the responsibilities, duties, principles and procedures of the Risk Committee. The Risk Committee meets at least twice per year to fulfill its mandate.

### **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](http://www.sedar.com), "Company Profiles – Decisive Dividend Corporation" and on the Company's website at [www.decisivedividend.com](http://www.decisivedividend.com). 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 Rick Torriero, Chief Financial Officer, by telephone at 250-870-9146, or by e-mail at [rick@decisivedividend.com](mailto:rick@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 15<sup>th</sup> day of June, 2020.

On behalf of the Board of Directors of

**DECISIVE DIVIDEND CORPORATION**

*“James Paterson” (signed)*

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James Patterson, Chairman

## 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;
- (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, all material risks to the Company, including Financial and Accounting Related Risk (as defined below) (after the consideration of any reports of the Risk Committee), 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) unless reviewed by the full Board, review all financial information included in annual information forms, press releases announcing annual or quarterly results, 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) consult with the Risk Committee Chair to review and discuss material risks that primarily relate to the Company's financial and accounting risk, including without limitation financing, liquidity, market, price or credit risk ("Financial and Accounting Related Risks"), with a view to:
  - a. achieving accurate and appropriate disclosure of Financial and Accounting Related Risks in the Company's management discussion and analysis and other disclosure documents; and
  - b. enabling the Risk Committee to carry out its mandate with respect to the design and effectiveness of the Risk Management Policies and Procedures (as defined in the Risk Committee Charter) in accordance with the Risk Committee Charter;
- (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.