

NOBELIUM TECH CORP.

Notice of Special Meeting of Shareholders Management Information Circular

Meeting Date: Monday, October 30, 2017 at 11:00 am (AST)
Purdy's Wharf Tower 2, Suite 2108, 1969 Upper Water Street
Halifax, Nova Scotia

September 28, 2017

This management information circular and the accompanying materials require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please consult your financial, legal, tax or other professional advisor.

NOBELIUM TECH CORP.

Purdy's Wharf Tower 2, Suite 2108, 1969 Upper Water Street, Halifax, Nova Scotia

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT:

The Special Meeting (“**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of NOBELIUM TECH CORP. (“**Corporation**”) will be held at the Purdy's Wharf Tower 2, Suite 2108, 1969 Upper Water Street, Suite 2108, Halifax, Nova Scotia, B3J 3R7 on Monday, October 30, 2017 at 11:00 am (AST) for the following purposes:

- (a) to elect an additional director to the board of directors of the Corporation (the “**Board**”) to serve until the close of the next annual meeting of Shareholders or until their successor is duly elected or appointed;
- (b) to consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the accompanying management information circular (the “**Circular**”) prepared for the purpose of the Meeting, authorizing the change of the name of the Corporation to “NextBlock Global Limited” or such other name as the Board, in their sole discretion and subject to the approval of the TSX Venture Exchange, determines to be appropriate;
- (c) to consider, and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving an amendment to the articles of incorporation of the Corporation to consolidate the issued and outstanding Common Shares on the basis of one post-consolidation Common Share for up to a maximum of every ten pre-consolidation Common Shares;
- (d) to consider and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the Circular, approving the continuance (the “**Continuance**”) of the Corporation under the *Business Corporations Act* (Ontario) (the “**OBCA**”) from under the *Canada Business Corporations Act* (the “**CBCA**”) and to authorize the Board to adopt articles that comply with the terms of the OBCA;
- (e) to consider and, if thought advisable, to pass with or without variation, an ordinary resolution adopting the Amended and Restated By-Law of the Corporation which, among other things, will contain advance notice provisions; and
- (f) to transact such further and other business as may properly come before the Meeting or any adjournment or postponement thereof.

Only Shareholders of record as of the close of business on October 2, 2017 are entitled to receive notice of the Meeting and to vote at the Meeting.

If you are unable to attend the Meeting in person we request that you date, sign and return the enclosed form of proxy the Corporation's transfer agent, Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, North Tower, Toronto, Ontario M5J 2Y1, Attention: Proxy Department in the enclosed self-addressed envelope not later than 11:00 a.m. (AST) on October 26, 2017, or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment of the Meeting.

If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting. If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Circular carefully before submitting the proxy form. The CBCA expressly provides Registered Shareholders with the right to dissent to the Continuance. Strict compliance with the provisions of section 190 of the CBCA is required in order to exercise the right to dissent. If the Continuance is approved, any registered Shareholder who dissents to the

Continuance will be entitled to be paid by the Corporation the fair value of the Common Shares held on behalf of any one beneficial owner and registered in such Shareholder's name, in accordance with section 190 of the CBCA.

DATED at Halifax, in the Halifax Regional Municipality, Nova Scotia, as of the 28th day of September, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Erroll Treslan"
President and Chief Executive Officer

**NOBELIUM TECH CORP.
SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON OCTOBER 30, 2017
MANAGEMENT INFORMATION CIRCULAR**

INFORMATION REGARDING ORGANIZATION AND CONDUCT OF MEETING

THIS MANAGEMENT INFORMATION CIRCULAR (“CIRCULAR”) IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY OR ON BEHALF OF THE MANAGEMENT OF NOBELIUM TECH CORP. (the “**Corporation**”) for use at the Special Meeting of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) of the Corporation to be held at the Purdy’s Wharf Tower 2, Suite 2108, 1969 Upper Water Street, Halifax, Nova Scotia, on Monday, October 30, 2017 at 11:00 am (AST) (the “**Meeting**”), or at any adjournment or postponement thereof, for the purposes set forth in the accompanying notice of meeting (“**Notice of Meeting**”).

The information contained herein is given as of September 28, 2017, except where otherwise indicated. Enclosed herewith is a form of proxy for use at the Meeting. Each Shareholder who is entitled to attend at meetings of Shareholders is encouraged to participate in the Meeting and Shareholders are urged to vote on matters to be considered in person or by proxy.

PROXY RELATED INFORMATION

Solicitation of Proxies

Solicitation of proxies will be primarily by mail, but may also be by telephone or other means of communication by the directors, officers, employees or agents of the Corporation. All costs of solicitation will be paid by the Corporation. Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to certain beneficial owners of the shares.

Appointment and Revocation of Proxies

Shareholders of the Corporation may be “Registered Shareholders” or “Non-Registered Shareholders”. If Common Shares are registered in the Shareholder’s name, they are said to be owned by a “**Registered Shareholder**”. If Common Shares are registered in the name of an intermediary and not registered in the Shareholder’s name, they are said to be owned by a “**Non-Registered Shareholder**”. An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set forth the different procedures for voting Common Shares at the Meeting to be followed by Registered Shareholders and Non-Registered Shareholders.

If any Shareholder receives more than one (1) proxy or voting instruction form, it is because that Shareholder’s shares are registered in more than one form. In such cases, Shareholders should sign and submit all proxies or voting instruction forms received by them in accordance with the instructions provided.

Registered Shareholders

Registered Shareholders have two methods by which they can vote their Common Shares at the Meeting, namely in person or by proxy. To assure representation at the Meeting, Registered Shareholders are encouraged to return the proxy included with this Circular. Sending in a proxy will not prevent a Registered Shareholder from voting in person at the Meeting. The vote will be taken and counted at the Meeting. Registered Shareholders who do not plan to attend the Meeting or who do not wish to vote in person can vote by proxy.

Those Shareholders desiring to be represented at the Meeting by proxy must deposit their form of proxy to the Corporation’s transfer agent (the “**Transfer Agent**”), Computershare Trust Company of Canada, 8th Floor, 100 University Avenue, North Tower, Toronto, Ontario M5J 2Y1, Attention: Proxy Department in the enclosed self-addressed envelope not later than 11:00 a.m. (AST) on October 26, 2017 or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment of the Meeting. A proxy must be executed by the Shareholder or by his duly appointed attorney authorized in writing, or if the Shareholder is a Corporation, under its seal or by an officer or attorney thereof duly authorized. A proxy is only valid at the Meeting in respect of which it is given or any adjournment or postponement of the Meeting.

Registered shareholders may use the internet (www.voteproxyonline.com) to vote their Common Shares. Shareholders will be prompted to enter the control number which is located on the form of proxy when voting by the internet. Votes by internet must be received not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment or

postponement thereof. The internet may also be used to appoint a proxyholder to attend and vote at the Meeting on the Shareholder's behalf and to convey a Shareholder's voting instructions.

The Corporation may refuse to recognize any instrument of proxy deposited in writing or by the internet received later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment or postponement thereof.

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation and each is a management designee (collectively, the "Management Designees"). Each Shareholder submitting a proxy has the right to appoint a person, who need not be a Shareholder, to represent him/her or it at the Meeting other than the Management Designees. A Shareholder may exercise this right by inserting the name of the desired representative in the blank space provided in the form of proxy or by completing another form of proxy and, in either case, depositing the completed proxy to the Transfer Agent, at the place and within the time specified above for the deposit of proxies.

A Shareholder who has given a proxy has the power to revoke it at any time prior to the exercise thereof. To exercise the right to revoke a proxy, in addition to any other manner permitted by law, a Shareholder who has given a proxy may revoke it by instrument in writing, executed by the Shareholder or his or her attorney authorized in writing, or if the Shareholder is a corporation, by a duly authorized officer or attorney thereof, and deposited: (i) at the registered office of the Corporation, Suite 2108, 1969 Upper Water Street, Halifax, Nova Scotia, at any time up to and including the last business day preceding the Meeting at which the proxy is to be used, or at any adjournment thereof, or (ii) with the chairman of the Meeting on the date of the Meeting, or at any adjournment thereof, and upon either of such deposits the proxy is revoked.

All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting, by ballot or otherwise, in accordance with the indicated instructions. In the absence of any such direction, such shares will be voted IN FAVOUR of the matters set forth in the Notice of Meeting and in this Information Circular.

The enclosed form of proxy confers discretionary authority on the persons named therein with respect to any amendments or variations of those matters specified in the form of proxy and Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting or any adjournment or postponement thereof. If any amendment or variation to matters identified in the Notice of Meeting or proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment of postponement thereof, it is the intention of the persons named in the enclosed form of proxy to vote such proxies in accordance with their best judgment. Unless otherwise stated, the Common Shares represented by the enclosed proxy will be voted in favour of the election of nominees set forth in this Information Circular. As of the date of this Information Circular, management of the Corporation is not aware of any amendments, variations or other matters to come before the Meeting.

Non-Registered Shareholders

Non-Registered Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "NOBOs". Non-Registered Shareholders who have objected to their intermediary disclosing the ownership information about themselves to the Corporation are referred to as "OBOs".

In accordance with the requirements of NI 54-101, the Corporation is sending the Notice of Meeting, this Circular and either the voting instructions form ("VIF") or the form of proxy, as applicable (collectively, the "Meeting Materials"), directly to the NOBOs and indirectly, through intermediaries, to the OBOs. The Corporation has not paid and does not intend to pay the fees and costs of intermediaries for their services in delivering Meeting Materials to OBOs, therefore OBOs will not receive the Meeting Materials unless the OBO's intermediary assumes the cost of delivery.

Meeting Materials Received by OBOs from Intermediaries

The Corporation has distributed copies of the Meeting Materials to intermediaries for distribution to OBOs. Intermediaries are required to deliver these materials to all OBOs of the Corporation who have not waived their rights to receive these materials, and to seek instructions as to how to vote the Common Shares. Often, intermediaries will use a service company (such as Broadridge Financial Solutions, Inc.) to forward the Meeting Materials to OBOs.

OBOs who receive Meeting Materials will typically be given the ability to provide voting instructions in one of two ways:

- (a) Usually, an OBO will be given a VIF which must be completed and signed by the OBO in accordance with the instructions provided by the intermediary. In this case, the mechanisms described above for Registered Shareholders cannot be used and the instructions provided by the intermediary must be followed.

- (b) Occasionally, an OBO may be given a proxy that has already been signed by the intermediary. This form of proxy is restricted to the number of Common Shares owned by the OBO but is otherwise not completed. This form of proxy does not need to be signed by the OBO but must be completed by the OBO and returned to Computershare Investor Services Inc. in the manner described above for Registered Shareholders.

The purpose of these procedures is to allow OBOs to direct the proxy voting of the Common Shares that they own but that are not registered in their name. Should an OBO who receives either a form of proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on his or her behalf), the OBO should strike out the persons named in the form of proxy as the proxy holder and insert the OBO's (or such other person's) name in the blank space provided or, in the case of a VIF, follow the instructions provided by the intermediary. In either case, OBOs who received Meeting Materials from their intermediary should carefully follow the instructions provided by the intermediary.

To exercise the right to revoke a proxy, an OBO who has completed a proxy (or a VIF, as applicable) should carefully follow the instructions provided by the intermediary.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the OBO with respect to the voting of certain shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Common Shares represented by such "non-votes" will, however, be counted in determining whether there is a quorum.

Meeting Materials Received by NOBOs from the Corporation

As permitted under NI 54-101, the Corporation has used a NOBO list to send the Meeting Materials directly to the NOBOs whose names appear on that list. If you are a NOBO and the Corporation's transfer agent, Computershare, has sent these materials directly to you, your name and address and information about your holdings of Common Shares of the Corporation have been obtained from the intermediary holding such shares on your behalf in accordance with applicable securities regulatory requirements.

As a result, any NOBO of the Corporation can expect to receive a scannable VIF from Computershare. Please complete and return the VIF to Computershare in the envelope provided. Computershare will tabulate the results of the VIFs received from the Corporation's NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIF's received by Computershare.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for: (i) delivering these materials to you, and (ii) executing your proper voting instructions. The intermediary holding Common Shares on your behalf has appointed you as the proxyholder of such Common Shares, and therefore you can provide your voting instructions by completing the proxy included with this Circular in the same way as a Registered Shareholder. Please refer to the information under the heading "*Registered Shareholders*" for a description of the procedure to return a proxy, your right to appoint another person or company as your proxy to attend the Meeting, and your right to revoke the proxy.

Although a Non-Registered Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker, a Non-Registered Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.

VOTING SECURITIES AND PRINCAL HOLDERS OF VOTING SECURITIES

Voting Shares

The authorized capital of the Corporation consists of an unlimited number of Common Shares, of which 12,775,000 are issued and outstanding as of the date hereof.

The board of directors of the Corporation (the "**Board**" or "**Board of Directors**") has fixed the record date for the Meeting as October 2, 2017 (the "**Record Date**"). Only Shareholders of record as of the close of business on the Record Date will be entitled to vote at the Meeting. Shareholders entitled to vote shall have one (1) vote each on a show of hands and one (1) vote per Common Share on a poll.

Quorum

Under the by-laws of the Corporation, two persons present in person or by proxy holding at least 10% of the outstanding Common Shares of the Corporation and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of Shareholders.

Principal Shareholders

To the knowledge of the directors and executive officers of the Corporation, no one shareholder owns, directly or indirectly, or exercises control or direction over, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Corporation.

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

Other than as disclosed in this Circular, none of the directors or executive officers of the Corporation, nor any nominee for election as a director, nor any associate or affiliate of any of the foregoing, has any material interest, direct or indirect, by way of beneficial ownership of securities of the Corporation or otherwise, in any matters to be acted upon at the Meeting other than the election of directors.

INFORMATION CONCERNING THE QUALIFYING TRANSACTION

As announced in its August 24, 2017 news release, a copy of which is available on the Corporation's SEDAR profile, the Corporation has entered into a non-binding letter of intent (the "**Letter of Intent**") dated August 22, 2017 with NextBlock Global Limited ("**NextBlock**") in respect of a proposed business combination with NextBlock (the "**Qualifying Transaction**"). It is currently contemplated that the Qualifying Transaction will be completed by way of a "three-cornered" amalgamation, pursuant to which NextBlock, and a to be incorporated wholly owned subsidiary of the Corporation ("**Subco**"), will amalgamate and the resulting entity ("**Amalco**") will become a wholly-owned subsidiary of the Corporation. If completed, the Qualifying Transaction is intended to constitute the "Qualifying Transaction" of the Corporation under Policy 2.4 - *Capital Pool Companies* (the "**CPC Policy**") of the TSX Venture Exchange. All references herein to "**Resulting Issuer**" refer to the Corporation after completion of the Qualifying Transaction.

SHAREHOLDER APPROVAL IS NOT NEEDED IN ORDER FOR THE CORPORATION TO COMPLETE THE QUALIFYING TRANSACTION. However, the Qualifying Transaction is very important to the Corporation and certain matters to be considered at the Meeting are necessary in order to prepare the Corporation to complete the Qualifying Transaction. Full details regarding NextBlock and the Qualifying Transaction will be disclosed by the Corporation in a filing statement (the "**Filing Statement**") to be prepared and filed in accordance with the CPC Policy. The Filing Statement will be posted on SEDAR at www.sedar.com prior to completion of the Qualifying Transaction. Management of the Corporation will endeavor to post the Filing Statement on SEDAR as quickly as possible; however, the posting thereof may not occur until on or about the date of the Meeting or thereafter. Shareholders are urged to review the press release issued by the Corporation on August 24, 2017 announcing the entering into of the Letter of Intent, and the Filing Statement of the Corporation if, as and when filed on SEDAR, as it will contain important disclosure regarding the Resulting Issuer and the Qualifying Transaction.

Subject to receipt of all approvals, the Qualifying Transaction is currently scheduled to close in the fourth quarter of 2017. Certain of the resolutions sought to be passed by the Shareholders at the Meeting will be conditions to the completion of the Qualifying Transaction. Failure to pass these resolutions could impede or prevent the completion of the Qualifying Transaction.

BUSINESS TO BE TRANSACTED AT THE MEETING

1. Election of Additional Director

The Board currently consists of three members being Erroll Treslan, John Varghese and Glen Lavigne. At the Meeting, Shareholders will be asked to elect Michael Anaka as a director of the Corporation to hold office until the next annual meeting of Shareholders or until his successor is duly elect or appointed. Management of the Corporation believes that this additional director election, if approved by Shareholders, will help the Corporation complete the Qualifying Transaction and will reduce the expenses incurred by the Corporation when completing the Qualifying Transaction.

The following table sets forth a brief description of Michael Anaka, the proposed additional director, and the current directors whose term of office as a director will continue after the Meeting, including their name and province or state and country of residence, their principal occupation during the last five years and the number of Common Shares they each beneficially owned,

or controlled or directed, directly or indirectly, as of the date of this Circular. The information contained herein is based upon information furnished by the respective individuals.

PROPOSED DIRECTOR				
Name, Province and Country of Residence	Principal Occupation	Director Since	Position(s) with the Corporation	Common Shares of the Corporation Owned, Controlled or Directed ⁽¹⁾
Michael T. Anaka Nova Scotia, Canada	Chartered Financial Accountant	N/A	CFO	1,000,000
CURRENT DIRECTORS				
Name, Province and Country of Residence	Principal Occupation	Director Since	Position(s) with the Corporation	Common Shares of the Corporation Owned, Controlled or Directed ⁽¹⁾
Erroll Treslan Ontario, Canada ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	Lawyer, The Alliance Lawyers Robinson Treslan Professional Corporation	February, 2015	Director, President, CEO & Chairman	1,000,000
John Varghese Ontario, Canada ⁽³⁾⁽⁵⁾	Chairman of Francium Corp	February, 2015	Director	1,000,000
Glen Lavigne Nova Scotia, Canada ⁽³⁾⁽⁴⁾⁽⁵⁾	CEO and President, SolutionInc Technologies Inc.	February, 2015	Director	1,000,000

Notes:

- (1) The information as to shareholdings was provided by the current directors as of June 28, 2017 and by the nominee director as of September 28, 2017.
- (2) Chair of the Board.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.
- (5) Member of Corporate Governance Committee.

It is the intention of the Management Designees, if designated as proxyholder, to vote proxies in FOR the election Michael Anaka as a director of the Corporation. In order to be effective, the ordinary resolution in respect of the election of Michael Anaka as a director of the Corporation must be passed by a majority of the votes cast by Shareholders who vote at the Meeting either in person or by proxy.

Mr. Michael T. Anaka, ICD.D – Director – Mr. Anaka is a Chartered Professional Accountant based in Dartmouth, Nova Scotia. He recently retired from PricewaterhouseCoopers LLP where his roles have included regional office representative on the Canadian Leadership Group and Atlantic Region Managing Partner. Mike has extensive experience in the areas of accounting and financial disclosure, corporate finance, operating efficiencies and effectiveness and financial structuring. He has served public and private companies ranging from start-ups to multi-national enterprises. He is currently Chief Financial Officer of the Corporation.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the current or proposed directors of the Corporation is, or has been within the ten (10) years prior to the date hereof, a director, chief executive officer or chief financial officer of any corporation (including the Corporation) that: (i) while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, which such order was in effect for a period of more than thirty (30) consecutive days, (ii) while such person was acting in that capacity, was subject to an event that resulted, after the director or

officer ceased to be a director, chief executive officer or chief financial officer, in the corporation being the subject of a cease trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, which such order was in effect for a period of more than thirty (30) consecutive days, or (iii) while such 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 proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

None of the current or proposed directors of the Corporation have, within the ten (10) years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

There have been no penalties or sanctions imposed against any current or proposed director by a court relating to securities legislation or a securities regulatory authority or any other penalties or sanctions imposed against any proposed director by a court or regulatory body that would likely be considered important to a reasonable shareholder in making a decision with respect to voting for any proposed director. There have been no settlement agreements that any current or proposed director has entered into with a securities regulatory authority.

2. Change of the Name of the Corporation

Upon completion of the Qualifying Transaction, it is intended that the business of NextBlock as currently contemplated to be constituted, will be the business of the Corporation. In connection therewith, the Corporation desires to change its name to "NextBlock Global Limited", or such other name as the TSX Venture Exchange (the "TSXV") and the Board, in its sole discretion, determine is appropriate (the "Name Change").

As outlined in the resolution below, the new name of the Corporation will be determined by the Board. Even if approved by Shareholders, the Board may determine not to proceed with the Name Change, or to change the name of the Corporation to some other name as the Board may in its sole discretion determine.

The complete text of the special resolution which management intends to place before the Meeting approving the Name Change is as follows:

"BE IT HEREBY RESOLVED as a special resolution of the shareholders of the Corporation that:

- (1) the change of the name of the Corporation to "NextBlock Global Limited" or such other name acceptable to the TSX Venture Exchange and as the directors of the Corporation in their sole discretion determine is appropriate, is authorized and approved;
- (2) any officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation, whether under corporate seal or otherwise, to execute, deliver and file all such documents and to take all such other actions as may be necessary or desirable for the implementation of this special resolution and any matters contemplated thereby; and
- (3) the directors of the Corporation are hereby authorized and granted with absolute discretion to abandon the change of the name of the Corporation at any time without further approval, ratification or confirmation by the shareholders of the Corporation."

The requisite regulatory approvals for the Name Change, including the approvals of the TSXV, will not be sought by the Corporation until after the Board decides to implement the Name Change resolution. There can be no assurance that the applicable TSXV approvals will be obtained.

It is the intention of the Management Designees, if designated as proxyholder, to vote proxies in IN FAVOUR if the special resolution approving the Name Change. In order to be effective, the special resolution in respect of the Name Change must be passed by not less than two-thirds (2/3) of the votes cast by Shareholders who vote at the Meeting either in person or by proxy.

3. Consolidation of Common Shares

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to approve, without or without variation, a special resolution approving a consolidation of the outstanding Common Shares on the basis of one post-consolidation Common

share for up to a maximum of every ten pre-consolidation Common Shares (the “**Consolidation**”) outstanding immediately prior to the effective date of the Consolidation.

Even if approved by the Shareholders, the Board may determine not to proceed with the Consolidation at its discretion.

The complete text of the special resolution which management intends to place before the Meeting authorizing the Consolidation is as follows:

“**BE IT HEREBY RESOLVED** as a special resolution of the shareholders of the Corporation that:

- (1) the Corporation be and is hereby authorized to consolidate the issued and outstanding common shares in the share capital of the Corporation (“**Common Shares**”) on the basis of one Common Share, for up to a maximum of every ten issued and outstanding Common Shares in the capital of the Corporation, the final ratio to be determined by the board of directors of the Corporation in its sole discretion (the “**Consolidation**”). Such Consolidation may be affected at any time until the next annual meeting of shareholders of the Corporation;
- (2) no fractional Common Shares shall be issued in connection with the Consolidation. Where the Consolidation would otherwise result in a shareholder of the Corporation being entitled to a fractional Common Share, the number of post-Consolidation Common Shares issued to such Shareholder shall be rounded up to the next greater whole number of Commons Shares if the fractional entitlement is equal to or greater than 0.5 and shall be rounded down to the next lesser whole number of Common Shares if the fractional entitlement is less than 0.5. In calculating such fractional interests, all Common Shares held by a beneficial holder shall be aggregated;
- (3) any officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute, deliver and file all such documents and to take all such other action(s) as may be deemed necessary or desirable for the implementation of this resolution and any matters contemplated thereby; and
- (4) the directors of the Corporation are hereby authorized and granted with absolute discretion and without further approval of the shareholders, to revoke and rescind the foregoing resolution before it is acted upon.”

The requisite regulatory approvals for the Consolidation, including the approvals of the TSXV, will not be sought by the Corporation until after the Board decides to implement the Consolidation resolution. There can be no assurance that the applicable TSXV approvals will be obtained.

It is the intention of the Management Designees, if designated as proxyholder, to vote proxies in IN FAVOUR if the special resolution approving the Consolidation. In order to be effective, the special resolution in respect of the Consolidation must be passed by not less than two-thirds (2/3) of the votes cast by Shareholders who vote at the Meeting either in person or by proxy.

Reasons for Consolidation

In connection with the Qualifying Transaction, the Corporation intends to issue Common Shares as consideration to the shareholders of NextBlock. In order to align the value of the Common Shares to the price per Common Share at which the Qualifying Transaction will be completed, the Corporation proposes that, subject to obtaining all required regulatory approvals and prior to the completion of the Qualifying Transaction, the Corporation’s articles be amended to reflect that the issued and outstanding share capital be consolidated on the basis of one post-consolidation Common Share for up to a maximum of every ten pre-consolidation Common Shares. The final ratio will be determined by the Board. The Consolidation is required in order to complete the Qualifying Transaction and if approved will be given effect prior to completion of the Qualifying Transaction. If Shareholders do not approve the special resolution, the Qualifying Transaction may not proceed.

Effect of Consolidation

The Consolidation will not materially affect any Shareholders’ pre-Qualifying Transaction percentage ownership in the Corporation, although such ownership will be represented by a smaller number of post-Consolidation Common Shares. If approved and implemented, the Consolidation will occur prior to the completion of the Qualifying Transaction. The

Consolidation will lead to an increase in the number of Shareholders who will hold “odd lots”; that is, a number of shares not evenly divisible into board lots (a board lot is 100, 500, or 1,000 shares, depending on the price of the shares). As a general rule, the cost to Shareholders transferring an odd lot of Common Shares is somewhat higher than the cost of transferring a board lot. Nonetheless, the Board believes the Consolidation is in the best interests of all Shareholders despite the potential increased cost to shareholders in transferring odd lots of post-Consolidation Common Shares.

Fraction Shares

If the Consolidation is implemented, fractional post-Consolidation Common Shares will not be issued to Shareholders. Where the Consolidation would otherwise result in a Shareholder being entitled to a fractional Common Share, the number of post-Consolidation Common Shares issued to such holder of Common Shares shall be rounded up to the next greater whole number of Common Share if the fractional entitlement is equal to or greater than 0.5 and shall be rounded down to the next lesser whole number of Common Shares if the fractional entitlement is less than 0.5. In calculating such fractional interests, all Common Shares held by a beneficial holder shall be aggregated.

Implementation of Consolidation

It is anticipated that the Consolidation, if approved, will not be implemented until the Corporation obtains approval of the TSXV. The Consolidation resolution authorizes the Board not to proceed with the Consolidation, without further approval of the Shareholders, at any time.

As soon as practicable after the Consolidation becomes effective, Shareholders will be notified that the Consolidation has been effected. The Corporation expects that the Transfer Agent will act as exchange agent for purposes of implementing the exchange of share certificates, as may be necessary.

Following the filing by the Corporation of articles of amendment implementing the Name Change and Consolidation (assuming that the special resolutions approving the Name Change and Consolidation are passed at the Meeting), all Common Shares held by Shareholders will be consolidated without any further action required by Shareholders. Upon completion of the Name Change and Consolidation, the number of Common Shares outstanding will be so adjusted on the Corporation’s register of Common Shares maintained by the Transfer Agent, and registered Shareholders will receive a share certificate or a statement prepared by the Transfer Agent pursuant to its direct registration system (a “**DRS Advice Statement**”) evidencing the post-Consolidation Common Shares to which such Shareholder is entitled to. Beneficial Shareholders holding their Common Shares through an intermediary should note that such banks, brokers or other nominees may have various procedures for processing the Name Change and Consolidation. Beneficial Shareholders will not receive a share certificate or DRS Advice Statement from the Transfer Agent upon completion from the Name Change and Consolidation. If a Beneficial Shareholder has any questions in this regard, the Beneficial Shareholder is encouraged to contact its nominee.

4. The Continuance under the Business Corporations Act (Ontario)

The Corporation is currently governed by the CBCA. In connection with the Qualifying Transaction, it may be desirable for the Corporation to apply for the discontinuance of the Corporation from the federal laws of Canada and to continue the Corporation under the OBCA (the “**Continuance**”). At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to pass, with or without variation, a special resolution, the text of which is set out below, authorizing the Board, in its sole discretion, to file the continuance application with the Director appointed under the OBCA as required in connection with the Continuance and a form of Articles of Continuance of the Corporation which comply with the provisions of the OBCA (the “**Continuance Resolution**”). The Continuance, if approved, will change the legal domicile of the Corporation and will affect certain of the rights of Shareholders as they currently exist under the CBCA. Accordingly, Shareholders should consult their own independent legal advisors regarding the implications of the Continuance which may be of particular importance to them.

The text of the special resolution which management intends to place before the Meeting to approve the Continuance is as follows:

“**BE IT HERBY RESOLVED** as a special resolution of the shareholders of the Corporation that:

- (1) the Continuance, as more fully described and set forth in the Management Information Circular of the Corporation dated September 28, 2017 (the “**Circular**”), is hereby authorized and approved and the Corporation is hereby authorized to apply under section 188(1) of the Canada Business Corporations Act (the “**CBCA**”) to the Director appointed under the CBCA for authorization to continue under the *Business Corporations Act* (Ontario) (the “**OBCA**”);

- (2) following receipt of authorization to continue under the CBCA from the Director appointed under the CBCA, the Corporation is hereby authorized to apply under section 180 of the OBCA to the Director appointed under the OBCA requesting that the Corporation be continued under the OBCA by filing articles of continuance and supporting documents;
- (3) effective as of the date of the Continuance, and without affecting the validity and existence of the Corporation or of any act by or under its articles, as amended, the Corporation shall adopt articles of continuance, substantially in the form attached as Schedule "B" to the Circular (the "**Articles of Continuance**") and such Articles of Continuance be and are hereby approved;
- (4) pursuant to section 125(3) of the OBCA, the directors of the Corporation is hereby empowered to determine from time to time the number of directors of the Corporation and the number of directors to be elected at each annual meeting of Shareholders;
- (5) the directors of the Corporation are authorized and empowered, without further approval of the shareholders of the Corporation, to abandon, revoke or terminate this resolution if the directors of the Corporation decide to not proceed with the Continuance; and
- (6) any one director or officer of the Corporation be authorized for and on behalf of the Corporation to make all such arrangements, to do all acts and things and to sign and execute all documents and instruments in writing, whether under the corporate seal of the Corporation or otherwise, as may be considered necessary or advisable to give full force and effect to the foregoing."

It is the intention of the Management Designees, if designated as proxyholder, to vote proxies in IN FAVOUR if the special resolution approving the Continuance, unless otherwise directed. In order to be effective, the special resolution in respect of the Continuance must be passed by not less than two-thirds (2/3) of the votes cast by Shareholders who vote at the Meeting either in person or by proxy.

The Board has unanimously approved the Continuance and recommends that the Shareholders vote FOR the Continuance Resolution.

Procedure to Effect the Continuance

In order to effect the Continuance, the following steps must be taken:

- (a) the Shareholders must approve the Continuance by special resolution at the Meeting;
- (b) the Corporation must send a written request to the Director appointed under the CBCA in order to obtain a letter of satisfaction from the Director appointed under the CBCA, which will be issued if, among other things, the Director appointed under the CBCA is satisfied that the Continuance will not adversely affect creditors of the Corporation or the Shareholders;
- (c) the Corporation must apply to the Director appointed under the OBCA for a Certificate of Continuance by submitting articles of continuance and the letter of satisfaction issued by the Director appointed under the CBCA; and
- (d) the Corporation must send the Certificate of Continuance to the Director appointed under the CBCA, who will then issue a Certificate of Discontinuance.

Effect of the Continuance

The Continuance, if approved, will effect a change in the legal domicile of the Corporation on the effective date thereof to the Province of Ontario, but the Corporation will not change its business or operations as a result of the Continuance. As of the effective date of the Continuance, the election, duties, resignation and removal of the Corporation's directors and officers shall be governed by the OBCA. By operation of law applicable under the laws of the Province of Ontario, as of the effective date of the Continuance:

- (a) the property of the Corporation prior to the Continuance will continue to be the property of the Corporation;

- (b) the liabilities of the Corporation prior to the Continuance will continue to be the liabilities of the Corporation;
- (c) a conviction against, or ruling, order or judgement in favour or against the Corporation prior to the Continuance may continue to be enforced against the Corporation; and
- (d) an existing cause of action, claim, or liability to prosecution will be unaffected.

Upon the completion of the Continuance, the Corporation will have unlimited authorized capital consisting of the Common Shares, which is the same as the capitalization that the Corporation currently has under the CBCA.

If the Shareholders approve the Continuance, the articles must conform to the requirements of the OBCA. Therefore, as part of the Continuance Resolution, Shareholders will be asked to authorize the Board to amend the Corporation's articles of incorporation, to adopt new articles of the Corporation which comply with the requirements of the OBCA. The full text of the proposed OBCA articles is set out in Schedule "B" attached hereto. The proposed OBCA articles contain a provision whereby directors of the Corporation may appoint additional directors between annual meetings of Shareholders so long as after such appointment the total number of directors is not greater than one and one-third times the number of directors required to have been elected at the last annual meeting of Shareholders. It is anticipated that the by-laws of the Corporation in effect immediately prior to the Continuance will continue to be the by-laws of the Corporation following the Continuance.

Certain Corporate Differences between the CBCA and the OBCA

The following is a summary of material differences between the CBCA and the OBCA that pertain to the rights of Shareholders.

In approving the Continuance, Shareholders will be approving the adoption of the continuance application and all matters collateral thereto, including the articles of continuance, and the Shareholders will be agreeing to hold securities in a corporation governed by the OBCA.

Notwithstanding the alteration of Shareholders' rights and obligations under the OBCA resulting from the proposed Continuance, the Corporation will still be bound by the rules and policies of the TSXV, the British Columbia Securities Commission, the Alberta Securities Commission, the Ontario Securities Commission and the Nova Scotia Securities Commission.

This summary is not an exhaustive review and reference should be made to the full text of the CBCA, the OBCA and the regulations thereunder for particulars of any differences between the CBCA and the OBCA. Nothing that follows should be construed as legal advice to any particular Shareholder. Shareholders should consult their own independent legal or other professional advisors with regard to the implications of the Continuance which may be of importance to them.

Independent Directors

Under the CBCA, the requirement is that at least two of the directors of a corporation not be officers or employees of a corporation or its affiliates. Under the OBCA, at least one-third of the members of the board of directors cannot be officers or employees of a corporation or its affiliates.

Quorum – Directors' Meetings

Both the CBCA and the OBCA state that quorum of directors' meetings consists of a majority of directors or the minimum number of directors required by the articles. The OBCA also states that a quorum may not be less than two-fifths of the number of directors or the minimum number of directors. Further, the CBCA requires that 25% of the directors present at the meeting (or at least one if less than four directors are appointed) be resident Canadians.

Place of Shareholders' Meetings

Under the CBCA, a shareholders' meeting may be held any place in Canada provided in the by-laws or, in the absence of such provision, at a place in Canada that the directors determine, or it may be held at a place outside Canada if such place is specified in the articles of the company or all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place. Under the OBCA, a shareholders' meeting may be held in or outside Ontario as the directors determine or, in the absence of such a determination, at the place where the registered office of a corporation is located.

Notice of Shareholders' Meetings

Under the CBCA, the notice of shareholders' meetings must be provided not less than 21 days and not more than 60 days before the meeting. Under the OBCA, a public corporation must give notice not less than 21 days and not more than 50 days before the meeting. Public companies are also subject to the requirements of National Instrument 54-101 – *Proxy Solicitation* of the

Canadian Securities Administrators which provides for minimum notice periods of greater than the minimum 21 day period in either statute.

Shareholder Proposals

Under the CBCA, shareholder proposals may be submitted by both registered and beneficial owners of shares entitled to be voted at an annual meeting of shareholders, provided that (a) the shareholder was a registered or beneficial owner, for at least six months prior to the submission of the proposal, of voting shares at least equal to 1% of the total number of outstanding voting shares of the company or whose fair market value is at least \$2,000; or (b) the proposal has the support of persons who in the aggregate have owned, of record or beneficially, at least 1% of the total number of outstanding voting shares of the company or voting shares whose fair market value is at least \$2,000, for at least six months prior to the submission of the proposal. Under the OBCA, a registered shareholder or a beneficial shareholder entitled to vote at a meeting of shareholders may submit a notice of a proposal to the corporation and discuss at the meeting any matter in respect of which the shareholder would have been entitled to submit a proposal.

Solicitation of Proxies

Under the CBCA, proxies may be solicited other than by or on behalf of management of the company without the sending of a dissident's proxy circular if:

- (a) proxies are solicited from 15 or fewer shareholders; or
- (b) the solicitation is conveyed by public broadcast, speech or publication containing certain of the information that would be required to be included in a dissident's proxy circular.

Furthermore, under the CBCA, the definition of "solicit" and "solicitation" specifically excludes communications for the purpose of obtaining the number of shares required for a shareholder proposal.

Under the OBCA, a person who solicits proxies, other than by or on behalf of management of the company, must send a dissident information circular in prescribed form to each shareholder whose proxy is solicited and to certain other recipients, subject to certain exceptions, including where the total number of shareholders whose proxies are solicited is 15 or fewer or where the solicitation is conveyed by public broadcast in certain prescribed circumstances.

Telephonic or Electronic Meetings

Under the CBCA, meetings of shareholders may be held by telephonic or electronic means and shareholders may participate in and vote at the meeting by such means, only if permitted by the by-laws of the company. The CBCA also requires a corporation to provide shareholders with a means of communication that permits all participants to communicate adequately with each other during the meeting. Under the OBCA, unless the articles or by-laws state otherwise, meetings of shareholders may be held entirely by telephonic or electronic means and shareholders may participate in and vote at the meeting by such means.

Registered Office

Under the CBCA, the registered office must be in the Canadian province specified in the articles and may be relocated within that province by directors' approval. Under the OBCA, the registered office must be in Ontario and may be relocated to a different municipality with shareholder approval by special resolution.

Corporate Records

The CBCA permits corporate and accounting records to be kept outside of Canada, subject to requirements to keep them within Canada under the Tax Act and other statutes administered by the Minister of National Revenue (such as the Excise Tax Act). Companies are also required to provide access to records kept outside Canada at a location in Canada, by computer terminal or other technology. The OBCA and related Ontario statutes require records to be kept at a corporation's registered office or such other place in Ontario designated by the directors.

Short Selling

Under the CBCA, insiders of a corporation are prohibited from short selling any securities of a corporation if the insider selling the security does not own or has not fully paid for the security being sold. The OBCA contains no such prohibition.

Notice of a Derivative Action

Under the CBCA, a condition precedent to a complainant bringing a derivative action is that the complainant has given at least 14 days' notice to the directors of a corporation of the complainant's intention to make an application to the court to bring such a derivative action. Under the OBCA, a complainant is not required to give notice to the directors of a corporation of the complainant's intention to make an application to the court to bring a derivative action if all of the directors of a corporation or its subsidiaries are defendants in the action.

Oppression Remedy

The CBCA allows a court to grant relief where a prejudicial effect to a shareholder actually exists (that is, it must be more than merely threatened). The OBCA allows a court to grant relief where a prejudicial effect to a shareholder is merely threatened.

Dissent Rights

The OBCA provides shareholders with similar rights available under the CBCA, however, the CBCA also expressly provides shareholders with dissent rights with respect to a going-private transaction or a squeeze-out transaction, whereas the OBCA does not.

Rights of Dissent to the Continuance

The CBCA expressly provides Registered Shareholders with the right to dissent to the Continuance (the "**CBCA Dissent Rights**"). Strict compliance with the provisions of section 190 is required in order to exercise the right to dissent. If the Continuance Resolution is approved, any Registered Shareholder who dissents to the Continuance will be entitled to be paid by the Corporation the fair value of the Common Shares held on behalf of any one beneficial owner and registered in such Shareholder's name, in accordance with section 190 of the CBCA. The fair value of Shareholders' Common Shares will be determined as of the close of business on the business day before the approval of the Continuance Resolution. **Persons who are beneficial owners of Common Shares registered in the name of an intermediary who wish to dissent should be aware that only the registered holders of such Common Shares are entitled to dissent.**

Accordingly, a beneficial owner of Common Shares desiring to exercise his, her or its right to dissent must make arrangements for the Common Shares beneficially owned by such person to be registered in his, her or its name, or, alternatively, make arrangements for the registered holder of his, her or its Common Shares to dissent on his, her or its behalf. See Schedule "A" to this Circular for the full text of section 190.

In order to be effective, a written notice of objection to the Continuance Resolution must be received by the President of the Corporation, at Purdy's Wharf Tower 2, Suite 2108, 1969 Upper Water Street, Suite 2108, Halifax, Nova Scotia, B3J 3R7, prior to the commencement of the Meeting, or at the Meeting. The foregoing summary does not purport to be a comprehensive description of the procedures to be followed by a Shareholder seeking to exercise its CBCA Dissent Rights with respect to the Continuance Resolution and is qualified in its entirety by reference to section 190 of the CBCA, which is set out in Schedule "A" to this Circular.

The Board may elect not to proceed with the Continuance if any notices of dissent are received.

5. Approval of Adoption of Amended and Restated By-Laws of the Corporation

The Board has reviewed the Corporation's by-laws, which were adopted by the Board and the Shareholders on January 12, 2016, and determined that they should be updated to, among other things, reflect certain corporate governance best practices. Accordingly, on September 27, 2017, the board adopted amended and restated by-laws of the Corporation (the "**Amended and Restated By-Laws**"), subject to approval by the Shareholders and conditional upon the Corporation completing the Continuance. The Amended and Restated By-laws are attached to this Circular as Schedule "C".

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to approve, without or without variation, an ordinary resolution approving the adoption of the Amended and Restated By-laws, the full text of which is as follows:

"BE IT HEREBY RESOLVED as an ordinary resolution of the shareholders of the Corporation that:

- (1) the Amended and Restated By-Laws (the "**Amended and Restated By-Laws**") attached as Schedule "C" to the management information circular of the Corporation dated September 28, 2017 (the "**Circular**") are hereby approved, adopted, ratified and confirmed as By-Law No. 1 of the Corporation and shall be effective as of the date the Corporation completes the Continuance, as more fully described in the Circular. All

previous by-laws of the Corporation are hereby confirmed repealed as of the coming into force of the Amended and Restated By-Laws;

- (2) any director or officer of the Corporation be and is hereby authorized for, on behalf of, and in the name of the Corporation, and as a corporate act of the Corporation, to sign and deliver all such other agreements, instruments, certificates, directions, notices, acknowledgements, receipts and other documents and to perform and to do all other acts and things as such director or officer in his discretion may consider necessary, advisable or useful for the purpose of giving effect to these resolutions, execution as aforesaid to be conclusive evidence of this and such director's or officer's approval."

It is the intention of the Management Designees, if designated as proxyholder, to vote proxies in IN FAVOUR of the ordinary resolution adopting the Amended and Restated By-laws unless otherwise directed. In order to be effective, the ordinary resolution in adopting the Amended and Restated By-laws must be passed by a majority of the votes cast by Shareholders who vote at the Meeting either in person or by proxy.

Description of Material Differences between the Previous By-Laws and the Amended and Restated By-laws

The following table summarizes the material differences between the current by-laws and the Amended and Restated By-Laws and is qualified in its entirety by the text of the provisions of the Amended and Restated By-Laws, which are attached to this Circular as Schedule "C".

Topic Affected by Proposed Change	Current By-Laws	Amended and Restated By-Laws
Nomination of Directors	The current By-laws are silent in respect of the process by which Directors are nominated.	The Amended and Restated By-Laws contain Advance Notice Provisions (as defined below).
Fidelity Bonds	The current By-laws provide that the Directors may require officers, employees and agents of the Corporation to furnish bonds for the faithful discharge of their duties	The Amended and Restated By-Laws are silent in respect of fidelity bonds.
Notice of Meetings	The current By-laws provide that notice of a shareholder meeting must be give not less than 21 days nor more than 60 days before the day on which the meeting is to be held.	The Amended and Restated By-Laws provide that notice of a shareholder meeting must be give not less than 21 days nor more than 50 days before the day on which the meeting is to be held.
Quorum	The current By-laws provide that quorum of shareholders is present at a meeting if two persons are present in person or by proxy holding in the aggregate at least 10% of the outstanding voting shares.	The Amended and Restated By-Laws provide that quorum of shareholders is present at a meeting if at least two individuals are present in person who hold or represent by proxy in the aggregate at least 55 of the total number of shares entitled to vote at the meeting.
Adjournment	The current By-Laws provide that the Chairman of a meeting of shareholders may, with the consent of the meeting, adjourn the meeting.	The Amended and Restated By-Laws allow the Chairman of a meeting of shareholders to adjourn the meeting.

Advance Notice Provisions

The Amended and Restated By-Laws incorporate a provision that requires advance notice to the Corporation in circumstances where nominations of persons for election to the Board are made by Shareholders other than pursuant to: (i) a requisition to call a shareholders' meeting made pursuant to the provisions of the OBCA, or (ii) a shareholder proposal made pursuant to the provisions of the OBCA (the "**Advance Notice Provision**").

Among other things, the Advance Notice Provision fixes a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a Shareholder must include in the notice to the Corporation for the notice to be in proper written form.

In the case of an annual meeting of Shareholders, notice to the Corporation must be made not less than 30 and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting of Shareholders is called for a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of Shareholders (which is not also an annual meeting) called for the purpose of electing directors (whether or not called for other purposes), notice to the Corporation must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of Shareholders was made.

The Advance Notice Provision provides a clear process for Shareholders to follow to nominate directors and sets out a reasonable time frame for nominee submissions along with a requirement for accompanying information. The purpose of the Advance Notice Provision is to treat all Shareholders fairly by ensuring that all Shareholders, including those participating in a meeting by proxy rather than in person, receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. In addition, the Advance Notice Provision should assist in facilitating an orderly and efficient meeting process.

6. **Other Business**

Management is not aware of any other matters to come before the Meeting, other than those set out in the Notice of Meeting. **If other matters come before the Meeting, it is the intention of the Management Designees, if designated as proxyholder, to vote in respect of the same in accordance with their best judgement in such matters.**

EXECUTIVE COMPENSATION

Director and Named Executive Officer Compensation, Excluding Securities

The Corporation is currently a capital pool company and pursuant to Policy 2.4 of the TSXV, and until the Corporation completes a Qualifying Transaction, no compensation of any kind may be provided to the Corporation's directors or officers, directly or indirectly, by any means, including payment of salary, other than compensation that may be provided by way of options to purchase Common Shares in the Corporation pursuant to the Corporation's Option Plan. None of the Corporation's Named Executive Officers or Directors received compensation from the Corporation during the two most recently completed financial years.

Stock Options and Other Compensation Securities

Applicable securities regulations with respect to issuers reporting executive compensation information in the form below require that the Corporation give details of the compensation paid to the Corporation's "named executive officers" who are defined as follows:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing the functions similar to a chief executive officer;
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing the functions similar to a chief financial officer;
- (c) in respect of the Corporation, the most highly compensated executive officer, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

During the most recently completed financial year of the Corporation, the Corporation had two named executive officers; namely, the president and chief executive officer ("CEO") and the chief financial officer ("CFO") (collectively, the "Named Executives").

During the fiscal year ended January 31, 2017 no stock options were granted by the Corporation.

On April 13, 2016 the Corporation granted 511,000 stock options to the Named Executives with an exercise price of \$0.10 per share and an expiry date of April 12, 2026. All stock options vested on the date of grant.

Perquisites

The Corporation provides of limited number of perquisites to its employees and executives, including to its Named Executives, which do not account for a material portion of their overall compensation. No perquisites were granted during the fiscal year ended January 31, 2017.

Compensation Committee

The Corporation has established a Compensation Committee, which is responsible for determining the compensation of the executive officers. See “*Corporate Governance – Compensation Committee*” for more information on the composition and role of the Compensation Committee. Each member of the Compensation Committee has direct experience relevant to his responsibilities in relation to executive compensation, including experience resulting from compensation committee involvement or executive experience with other companies. See “*Business to be Transacted at the Meeting – Election of Directors*” for a summary of the skills and experience of the members of the Compensation Committee.

Use of Financial Instruments

The Corporation does not have in place policies which restrict the ability of directors or Named Executives to purchase financial instruments, such as 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 a director or Named Executive. Any such purchases would be subject to applicable insider reporting requirements.

Risk Assessment

The Compensation Committee has reviewed the Corporation’s compensation policies and practices and has considered whether there are any potential risks associated with those policies and practices. As a result of such review, the Compensation Committee has determined that the Corporation’s compensation policies and practices do not give rise to any risks that are reasonably likely to have a material adverse effect on the Corporation. The Compensation Committee will continue to monitor the Corporation’s compensation policies and practices on a regular basis to ensure that potential risks associated therewith are identified and that the appropriate steps are taken to properly manage and mitigate such risks.

Summary Compensation Table

The following table sets forth information regarding compensation paid to the Named Executives for the Corporation’s three (3) most recently completed financial years in accordance with Form 51-102F6V – *Statement of Executive Compensation*.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Erroll Treslan President & CEO	2016	N/A	N/A	\$22,900	N/A	N/A	N/A	-	22,900
Erroll Treslan President & CEO	2017	N/A	N/A	N/A	N/A	N/A	N/a	-	N/A
Michael Anaka, CFO	2016	N/A	N/A	\$22,900	N/A	N/A	N/A	-	22,900
Michael Anaka, CFO	2017	N/A	N/A	N/A	N/A	N/A	N/a	-	N/A
John Varghese, President & CEO	2016	N/A	N/A	\$22,900	N/A	N/A	N/A		22,900
John Varghese (resigned as an officer April 10, 2017)	2017	N/A	N/A	N/A	N/A	N/A	N/a	-	N/A

Notes:

- (1) All options vested on the date of grant. For more information on the significant terms of these options, see “*Incentive Plan Awards – Outstanding Option-Based Awards and Share-Based Awards*” below. The fair value of option-based awards is determined by the Black-Scholes Option Pricing Model with the following assumptions for the three most recently completed financial years:

2016

Risk-free interest rate:	1.5%
Expected volatility:	100%
Expected dividend yield:	-
Expected option life in years:	10

Incentive Plan Awards***Outstanding Option-Based Awards and Share-Based Awards***

The following table presents details of all outstanding option-based awards and share-based awards to the Named Executives as at January 31, 2017. The value of unexercised in-the-money options at financial year end is the difference between the fair market value of the Common Shares on January 31, 2017, which was \$0.05 per Common Share, and the exercise price of the options.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options(\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not	Market or payout value of vested share-based awards not paid out or distributed (\$)
Erroll Treslan President & CEO	255,500	\$0.10	April 12, 2026	\$-	N/A	N/A	N/A
Michael Anaka CFO	255,500	\$0.10	April 12, 2026	\$-	N/A	N/A	N/A
John Varghese (resigned as an officer April 10, 2017)	255,500	\$0.10	April 12, 2026	\$-	N/A	N/A	N/A

Notes:

- (1) The value of unexercised in-the-money options at financial year end is the difference between the market value of the underlying Common Shares on January 31, 2017 which was \$0.05 per Common Share and the exercise price of the options.

Incentive Plan Awards – Value Vested or Earned During 2017

Name	Option-Based Awards – Value Vested during 2017 (\$)	Share-Based Awards – Value Vested during 2017 (\$)	Non-equity Incentive Plan Compensation – Value earned during 2017 (\$)
Erroll Treslan President & CEO	N/A	N/A	N/A
Michael Anaka CFO	N/A	N/A	N/A
John Varghese	N/A	N/A	N/A

For more information on the Plan, see “*Securities Authorized for Issuance under Equity Compensation Plans*”.

Employment Contracts

The Corporation is a CPC and has not entered into any employment contracts.

Board Compensation

The following table sets forth amounts of compensation provided to members of the Board, other than Named Executives, during the financial year ended January 31, 2017:

Name	Fees Earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Glen Lavigne	N/A	N/A	N/A	N/A	N/A	N/A	N/A

The Corporation does not pay fees to directors for services in that role, but provides its directors with stock options pursuant to the Plan. Directors are entitled to be reimbursed for travel and other out-of-pocket expenses incurred for attendance at directors’ meetings but are not compensated for travel time in connection with attendance at the board meetings.

The following table presents details of all outstanding option-based awards and share-based awards to members of the Board, other than Named Executives, as at January 31, 2017. The value of the unexercised in-the-money options as at January 31, 2017 has been determined based on the excess of the market price of the common shares as of January 31, 2017, being \$0.05, over the exercise price of such options.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price Cdn(\$)	Option expiration date	Value of unexercised in-the-money options Cdn(\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested Cdn(\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Glen Lavigne	255,500	\$0.10	April 12, 2026	\$-	N/A	N/A	N/A

Notes:

- (1) The value of unexercised in-the-money options at financial year end is the difference between the market value of the underlying Common Shares on January 31, 2017, which was \$0.05, and the exercise price of the options.

The following table presents details of the value vested or earned during the financial year ended January 31, 2017 in respect of all incentive plan awards to members of the Board, other than Named Executives.

Name	Option-Based Awards – Value Vested during 2017 (\$)	Share-Based Awards – Value Vested during 2017 (\$)	Non-equity Incentive Plan Compensation – Value earned during 2017 (\$)
Glen Lavigne	N/A	N/A	N/A

For more information on the Plan, see “*Securities Authorized for Issuance under Equity Compensation Plans*”.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Plan is the sole equity compensation plan adopted by the Corporation. The following table sets out information as of January 31, 2017 with regard to outstanding options exercisable into Common Shares under the Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected herein)
Stock Option Plan (as of January 31, 2017) (approved securityholders)	1,277,500	\$0.10	0
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	1,277,500	\$0.10	0

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No current or former directors, executive officers or employees of the Corporation, or associates or affiliates of any of these persons, have been indebted to the Corporation or its subsidiaries at any time since its incorporation on February 26, 2015, other than “Routine Indebtedness” as that term is defined in applicable securities legislation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, none of the directors, executive officers or principal shareholders of the Corporation, or associates or affiliates of any of these persons, had any material interest, direct or indirect, in any transaction since its incorporation on February 26, 2015, or in any proposed transaction which, in either case, has materially affected or would materially affect the Corporation or its subsidiaries.

MANAGEMENT CONTRACTS

No management functions of the Corporation are to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

CORPORATE GOVERNANCE DISCLOSURE

The Corporation is required to include disclosure of its corporate governance practices in this Circular in accordance with National Instrument 58-101- *Disclosure of Corporate Governance Practices* (“NI 58-101”). NI 58-101 has been adopted by the securities commissions or similar regulatory authorities across Canada (“**Canadian Securities Administrators**”).

The Board endorses the efforts of the Canadian Securities Administrators in continuing the evolution of good corporate governance practices. The Board is committed to adhering to the highest standards in all aspects of its activities.

The corporate governance practices described below are subject to change as the Corporation evolves. Some of its practices are representative of its junior size; however, the Corporation has undertaken to periodically monitor and refine such practices as the size and scope of its operations increase. The Board shall remain sensitive to corporate governance issues and shall continuously seek to set up the necessary measures, control mechanisms and structures to ensure an effective discharge of its responsibilities without creating additional undue overhead costs and reducing the return on shareholders' equity.

Board of Directors

The Board is currently comprised of three (3) directors, two (2) of whom are "independent" within the meaning of National Instrument 52-110 - *Audit Committees* ("NI 52-110"). The independent directors are Glen Lavigne and John Varghese. Erroll Treslan is not considered independent within the meaning of NI 52-110 by virtue of being an officer of the Corporation.

Directorships

The following current directors of the Corporation are presently serving as directors of other reporting issuers:

Director	Name of Other Reporting Issuer	Exchange	Director Since	Position(s) with Reporting Issuer
Glen Lavigne	SolutionInc Technologies Inc.	TSXV	2002	President, Chief Executive Officer

Orientation and Continuing Education

Given the size of the Board of Directors, there is no formal program for the orientation and education of new members of the Board of Directors. Board meetings may also include presentations or briefings by the Corporation's management and employees to give the directors additional insight into the Corporation's business activities. In addition, the Board of Directors believes that the past and continuing experiences of each director resulting from their past experience and current positions as detailed in this Circular ensure they have the skills and knowledge necessary to serve the Corporation as a member of the Board of Directors on an ongoing basis.

Ethical Business Conduct

The Board supports ethical business practices. To date, the Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and, in particular, the restrictions placed by applicable corporate legislation on an individual Director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

In addition, the Board of Directors believes that the Corporation's size facilitates informal review of discussions with its officers and employees to promote ethical business conduct. Furthermore, the Board has established a Whistle Blower Policy, which is Addendum "A" to the Audit Committee Charter, and establishes the compliant procedure for concerns about any aspect of the Corporation's activities and operations.

Nomination of Directors

The Board has not appointed a nominating committee and does not have a formal process for identifying new candidates for Board nomination. When required, the Board will collaborate with management to identify potential candidates and to consider their appropriateness for membership on the Board.

Compensation

The members of the Compensation Committee are Glen Lavigne, John Varghese and Erroll Treslan, of whom Mr. Varghese and Mr. Lavigne are considered independent. The Compensation Committee is responsible to recommend to the Board the compensation levels of the Corporation's chief executive officer and the chief financial officer. The Compensation Committee also administers the Corporation's Plan, including any stock option grants to the directors and the executive officers. In determining the compensation of the executive officers, the Compensation Committee evaluates their performance in light of the corporate goals and objectives established on an annual basis. Based upon this evaluation, the Compensation Committee makes recommendations to the Board with respect to each executive's compensation including, as appropriate, salary, bonus, incentive compensation and benefit plans. In addition, the Compensation Committee conducts an informal survey of comparable data in the technology industry, taking into account the size as well as the level of activity of the Corporation.

Other Board Committees

The Board does not currently have any standing committees other than the Audit Committee, the Compensation Committee and the Corporate Governance Committee.

The Board may, from time to time, create new committees or establish ad hoc committees to address special business issues.

Assessments

The responsibility for assessing directors on an ongoing basis is assumed in full by the Board and every director is entitled to bring the matter to the Board of Directors. The Board does not perform regular assessments; however, the Board believes that the size of the Corporation facilitates informal discussion and evaluation of the Board, its committees and its members.

AUDIT COMMITTEE

The following information is provided in accordance with Form 52-110F2 under NI 52-110.

Audit Committee

Audit Committee Charter

The charter of the Corporation's Audit Committee is attached to this Circular as Schedule "D".

Composition of Audit Committee

The members of the Audit Committee are Glen Lavigne, John Varghese and Erroll Treslan. All members are financially literate within the meaning of NI 52-110. Glen Lavigne and John Varghese are considered independent of the Corporation within the meaning of NI 52-110.

Relevant Education and Experience

Erroll Treslan - Erroll G. Treslan is a practicing lawyer based in Owen Sound, Ontario, practicing with The Alliance Lawyers Robinson Treslan Professional Corporation since 2002. Erroll is a graduate of Dalhousie Law School and was called to the bar in Newfoundland & Labrador (1993), Nova Scotia (1996) and Ontario (1999). Erroll is a member of the Law Society of Upper Canada.

John Varghese, ICD.D – Mr. Varghese is a senior professional with extensive experience having served on over 20 Board of Directors of public and private companies, industry associations and not for profit organizations. Mr. Varghese has a BA, UWO, CA, CPA, ICD.D. Currently, he is Chairman of Francium Corp., Advisor to ThinkData Works Inc., and a member of the Advisory Board of Wellington Financial LP. He was Executive Chairman of Sprott Power Corp. ("[SPZ.TO](#)") and Chairman at: Ventus Energy Inc., Orion Securities Inc. (formerly Yorkton Securities) and MCCI Communications Inc. Previously, Mr. Varghese was CEO and co-owner of VentureLink Innovation Fund Inc. ("VL"), a reporting issuer. VL made equity and debt investments in technology, clean technology and financial service sectors in Canada. Prior to that, Mr. Varghese was a Partner and Vice President at eLab Technologies Ventures. As a Director of the Internet and Communications Fund within Royal Bank Ventures Inc. (RBVI), Mr. Varghese was a senior partner responsible for making investments in and managing portfolio companies in Ontario and Quebec. His career has included senior management roles within multi-national corporations including CI Financial Corp., Royal Bank Capital Corporation, Midland Walwyn Capital Inc. (Merrill Lynch Canada), Dell Computer Corporation and Jim Pattison Industries Ltd. Industry association roles include Executive Committee Member and the Board of Directors of the Canadian Venture Capital and Private Equity Association and Chairman of the Retail Venture Capital Association. Mr. Varghese is also a past member of University of Toronto's Business Board of Directors and a past Board Member of the University of Toronto Asset Management Corporation. He also served on the board of Nano Ontario, was a member of the Alberta Innovates Nano Works Steering Committee, and was on the executive committee of the Canadian Innovation Exchange.

Glen Lavigne - Glen Lavigne is the Chief Executive Officer and President of SolutionInc Technologies Ltd. Mr. Lavigne has a Computer Programming diploma from George Brown College. Mr. Lavigne is a Business Development Professional with 30 years of international business experience. He has a broad knowledge of the telecom industry and a history of building partnerships to drive successful execution of marketing and sales plans. Mr. Lavigne was a Founding Member of the Visitor Based Networking Division of 3COM Corporation providing guidance to worldwide business partners, customers and staff. Prior to that position, he served as Regional Sales Manager for Eastern Canada from 1997 to 1999. He has been a Director of SolutionInc Technologies Ltd. since May 31, 2003. He served as a Director of New Business Ventures at 3COM Corporation from 1999 to 2002, and was past Director of TARA.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation's external auditor not been adopted by the Board.

No Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in section 2.4 of NI-52-110, an exemption contained in subsection 6.1.1 of NI 52-110, 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

Pursuant to NI 52-110, the Audit Committee must approve in advance all non-audit services to be provided to the Corporation by the external auditor. The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The fees charged to the Corporation by its external auditor for the fiscal year ended January 31, 2017 are as follows:

	Fiscal Year Ended January 31, 2016	Fiscal Year Ended January 31, 2017
Audit Fees	\$10,000	\$5,000
Audit-Related Fees	N/A	N/A
Tax Fees	N/A	N/A
All Other Fees	N/A	N/A

Exemption

The Corporation is relying on the exemption set forth in Section 6.1 of NI 52-110.

Corporate Governance Committee

The members of the Corporate Governance Committee are Glen Lavigne, John Varghese and Erroll Treslan. All members are financially literate within the meaning of NI 52-110. The education and experience of each Corporate Governance Committee member is described in this Circular under the section entitled "*Business to be Transacted at the Meeting - Election of Directors*".

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative annual financial statements and management discussion & analysis ("**MD&A**") for its most recently completed financial year. To request copies of the Corporation's financial statements and MD&A, Shareholders should contact Mr. John Varghese, President and CEO, NOBELIUM TECH CORP., Purdy's Wharf Tower 2, Suite 2108, 1969 Upper Water Street, Halifax, Nova Scotia B3J 3R7, Telephone 902-446-2000, Fax 902-446-2001. The financial statements and MD&A are also available on SEDAR at www.sedar.com.

SCHEDULE "A"

CBCA SECTION 190

Right to dissent

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- (1) Subject to sections 191 and 241, a holder of shares of any class of a corporation may dissent if the corporation is subject to an order under paragraph 192(4)(d) that affects the holder or if the corporation resolves to
- (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of that class;
 - (b) amend its articles under section 173 to add, change or remove any restriction on the business or businesses that the corporation may carry on;
 - (c) amalgamate otherwise than under section 184;
 - (d) be continued under section 188;
 - (e) sell, lease or exchange all or substantially all its property under subsection 189(3); or
 - (f) carry out a going-private transaction or a squeeze-out transaction.

Further right

- (2) A holder of shares of any class or series of shares entitled to vote under section 176 may dissent if the corporation resolves to amend its articles in a manner described in that section.

If one class of shares

- (2.1) The right to dissent described in subsection (2) applies even if there is only one class of shares.

Payment for shares

- (3) In addition to any other right the shareholder may have, but subject to subsection (26), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents or an order made under subsection 192(4) becomes effective, to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted or the order was made.

No partial dissent

- (4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.

Objection

- (5) A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting and of their right to dissent.

Notice of resolution

- (6) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (5) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn their objection.

Demand for payment

- (7) A dissenting shareholder shall, within twenty days after receiving a notice under subsection (6) or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing
- (a) the shareholder's name and address;
 - (b) the number and class of shares in respect of which the shareholder dissents; and
 - (c) a demand for payment of the fair value of such shares.

Share certificate

- (8) A dissenting shareholder shall, within thirty days after sending a notice under subsection (7), send the certificates representing the shares in respect of which the shareholder dissents to the corporation or its transfer agent.

Forfeiture

- (9) A dissenting shareholder who fails to comply with subsection (8) has no right to make a claim under this section.

Endorsing certificate

- (10) A corporation or its transfer agent shall endorse on any share certificate received under subsection (8) a notice that the holder is a dissenting shareholder under this section and shall forthwith return the share certificates to the dissenting shareholder.

Suspension of rights

- (11) On sending a notice under subsection (7), a dissenting shareholder ceases to have any rights as a shareholder other than to be paid the fair value of their shares as determined under this section except where
- (a) the shareholder withdraws that notice before the corporation makes an offer under subsection (12),
 - (b) the corporation fails to make an offer in accordance with subsection (12) and the shareholder withdraws the notice, or
 - (c) the directors revoke a resolution to amend the articles under subsection 173(2) or 174(5), terminate an amalgamation agreement under subsection 183(6) or an application for continuance under subsection 188(6), or abandon a sale, lease or exchange under subsection 189(9),
- in which case the shareholder's rights are reinstated as of the date the notice was sent.

Offer to pay

- (12) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (7), send to each dissenting shareholder who has sent such notice
- (a) a written offer to pay for their shares in an amount considered by the directors of the corporation to be the fair value, accompanied by a statement showing how the fair value was determined; or
 - (b) if subsection (26) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares.

Same terms

- (13) Every offer made under subsection (12) for shares of the same class or series shall be on the same terms.

Payment

- (14) Subject to subsection (26), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (12) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made.

Corporation may apply to court

- (15) Where a corporation fails to make an offer under subsection (12), or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as a court may allow, apply to a court to fix a fair value for the shares of any dissenting shareholder.

Shareholder application to court

- (16) If a corporation fails to apply to a court under subsection (15), a dissenting shareholder may apply to a court for the same purpose within a further period of twenty days or within such further period as a court may allow.

Venue

- (17) An application under subsection (15) or (16) shall be made to a court having jurisdiction in the place where the corporation has its registered office or in the province where the dissenting shareholder resides if the corporation carries on business in that province.

No security for costs

- (18) A dissenting shareholder is not required to give security for costs in an application made under subsection (15) or (16).

Parties

- (19) On an application to a court under subsection (15) or (16),
- (a) all dissenting shareholders whose shares have not been purchased by the corporation shall be joined as parties and are bound by the decision of the court; and
 - (b) the corporation shall notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to appear and be heard in person or by counsel.

Powers of court

- (20) On an application to a court under subsection (15) or (16), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall then fix a fair value for the shares of all dissenting shareholders.

Appraisers

- (21) A court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders.

Final order

- (22) The final order of a court shall be rendered against the corporation in favour of each dissenting shareholder and for the amount of the shares as fixed by the court.

Interest

- (23) A court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment.

Notice that subsection (26) applies

- (24) If subsection (26) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (22), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.

Effect where subsection (26) applies

- (25) If subsection (26) applies, a dissenting shareholder, by written notice delivered to the corporation within thirty days after receiving a notice under subsection (24), may
- (a) withdraw their notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to their full rights as a shareholder; or
 - (b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.

Limitation

- (26) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that
- (a) the corporation is or would after the payment be unable to pay its liabilities as they become due; or
 - (b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities.

SCHEDULE "B"

PROPOSED ARTICLES UNDER THE OBCA

(please see attached)

6. Number of directors is/are: Fixed number OR minimum and maximum 3 10
 Nombre d'administrateurs : Nombre fixe OU minimum et maximum 3 10

7. The director(s) is/are: / Administrateur(s) First name, middle names and sur-name Prénom, autres prénoms et nom de famille	Address for service, giving Street & No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal	Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non
Erroll Treslan	295 2nd Avenue East, Owen Sound, ON N4K 2E8	Yes
John Varghese	19 Colin Avenue, Toronto, ON M5P 2B6	Yes
Glen Lavigne	18 Lakefield Drive, Mount Uniacke, NS B0N 1Z0	Yes
Fourth director TBD		

8. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.
 Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.

None

9. The classes and any maximum number of shares that the corporation is authorized to issue:
Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The corporation is authorized to issue an unlimited number of common shares.

10. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:
Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Common Shares

Voting: The holders of the Common Shares shall be entitled to one vote in respect of each Common Share held at any meeting of the shareholders of the corporation except meetings at which only holders of a specified class or series of shares are entitled to vote.

Dividends: The holders of the Common Shares shall be entitled to receive dividends as and when declared by the directors in their discretion from time to time out of moneys of the corporation properly applicable to the payment of dividends.

Winding-Up: In the event of the liquidation, dissolution or winding-up of the corporation or other distribution of the assets of the corporation among its shareholders, the holders of the Common Shares shall be entitled to share pro rata in the distribution of the balance of the assets of the corporation.

11. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:
L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

None

12. Other provisions, (if any):
Autres dispositions s'il y a lieu :

None

13. The corporation has complied with subsection 180(3) of the *Business Corporations Act*.
La société s'est conformée au paragraphe 180(3) de la *Loi sur les sociétés par actions*.

14. The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction in which the corporation was incorporated/amalgamated or previously continued on
Le maintien de la société en vertu des lois de la province de l'Ontario a été dûment autorisé en vertu des lois de l'autorité législative sous le régime de laquelle la société a été constituée ou fusionnée ou antérieurement maintenue le

Year, Month, Day
année, mois, jour

15. The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated thereunder.
Le maintien de la société en vertu de la *Loi sur les sociétés par actions* a le même effet que si la société avait été constituée en vertu de cette loi.

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

NOBELIUM TECH CORP.

Name of Corporation / Dénomination sociale de la société

By / Par

Signature / Signature

Print name of signatory / Nom du signataire en lettres moulées

Description of Office / Fonction

These articles **must** be signed by a director or officer of the corporation (e.g. president, secretary)
Ces statuts doivent être signés par un administrateur ou un dirigeant de la société (p. ex. : président, secrétaire).

SCHEDULE "C"

**AMENDED AND RESTATED
BY-LAW NO. 1**

BY-LAW NO. 1 (Amended [●], 2017)
A BY-LAW RELATING GENERALLY TO THE TRANSACTION
OF THE BUSINESS AND AFFAIRS OF
NOBELIUM TECH CORP.

BE IT ENACTED and it is hereby enacted as a by-law of **NOBELIUM TECH CORP.** (herein called the "Corporation") as follows:

GENERAL BUSINESS

REGISTERED OFFICE

1. The directors may from time to time by resolution fix the location of the registered office of the Corporation within the place in Canada designated as such by the articles of the Corporation.

SEAL

2. The Corporation may have a seal which shall be adopted and may be changed by resolution of the directors.

FINANCIAL YEAR

3. The first financial year of the Corporation shall terminate on a date to be determined by the directors of the Corporation and thereafter on the anniversary date thereof in each year, until changed by resolution of the directors of the Corporation.

BANKING ARRANGEMENTS

4. The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, without restricting the generality of the foregoing, the operation of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving or receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

EXECUTION OF INSTRUMENTS

5. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Corporation may be signed on behalf of the Corporation by any two directors or officers of the Corporation and the corporate seal shall be fixed to such instruments as may be required by any person so authorized to sign on behalf of the Corporation.

Notwithstanding any provisions of the contrary contained in the by-laws of the Corporation, the directors may at any time and from time to time by resolution direct the manner in which, and the person or persons by whom any particular deed, transfer, contract, obligation or other instrument in writing or any class of deeds, transfers, contracts, obligations or other instruments in writing requiring signature by the Corporation may or shall be signed.

Any articles notice, resolution, requisition, statement or other document require or permitted to be executed in several documents of like form each of which is executed by all persons required or permitted, as the case may be, to do so, shall be deemed to constitute one document and to bear date as of the date of execution thereof by the last person.

DIRECTORS

6. The directors shall manage the business and affairs of the Corporation.
7. Subject to the articles of the Corporation, the number of directors of the Corporation shall be that number of directors appointed by the incorporators or elected by the shareholders from time to time within the minimum and maximum as permitted by the articles of the Corporation. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board of directors so long as the quorum of the board of directors remains in office.

QUALIFICATIONS

8. Each director shall be Eighteen (18) or more years of age and no person who is not an individual, who has the status of a bankrupt or who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere shall be a director. If a director acquires the status of a bankrupt or is found to be incapable of managing property under the Substitute Decisions Act, 1992 or under the Mental Health Act or who has been found to be incapable by a court in Canada or elsewhere, he shall thereupon cease to be a director.

RESIDENT CANADIANS

9. Not less than Twenty-five percent (25%) of the directors shall be resident Canadians but where the Corporation has less than four directors, at least one director shall be a resident Canadian.

ELECTION AND TERM

10. The directors shall be elected yearly to hold office until the next annual meeting of the shareholders of the Corporation or until their successors shall have been duly elected. At each annual meeting all the directors then in office shall retire, but, if qualified, are eligible for re-election. The election may be by a show of hands or by a resolution of the shareholders unless a ballot be demanded by any shareholder. The Directors may fill a vacancy among the directors in accordance with the Act.

NOMINATION OF DIRECTORS

11. (1) Subject only to the Act and the articles of the Corporation, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

- (a) by or at the direction of the board or an authorized officer of the Corporation, including pursuant to a notice of meeting;
 - (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act; or
 - (c) by any person (a “**Nominating Shareholder**”): (i) who, at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below in this paragraph 11 and at the close of business on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (ii) who complies with the notice procedures set forth below in this paragraph 11.
- (2) In addition to any other applicable requirements, for a nomination to be made only by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation at the principal executive offices of the Corporation in accordance with this paragraph 11.
- (3) To be timely, a Nominating Shareholder’s notice to the secretary of the Corporation must be made:
- (a) in the case of an annual meeting of shareholders, not less than thirty (30) nor more than sixty-five (65) days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than fifty (50) days after the date (in this paragraph 11, the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
 - (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this paragraph. In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder’s notice as described above.

- (4) To be in proper written form, a Nominating Shareholder’s notice to the Secretary of the Corporation must set forth:
- (a) to each person whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residence address of the person; (ii) the principal occupation or employment of the person; (iii) the citizenship of such person; (iv) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (v) any other information relating to the person that would be required to be disclosed in a dissident’s proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and

- (b) as to the Nominating Shareholder giving the notice, full particulars of any proxy, contract, arrangement, agreement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Corporation and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

The Corporation may require any proposed nominee to furnish such other information, including a written consent to act, as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence, or lack thereof, of such proposed nominee.

(5) No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this paragraph 11; provided, however, that nothing in this paragraph 11 shall be deemed to preclude discussion by a shareholder (as distinct from nominating directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairperson of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

(6) For the purposes of this paragraph 11:

- (a) “**public announcement**” shall mean disclosure in a release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and
- (b) “**Applicable Securities Laws**” means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notice of the securities commission and similar regulatory authority of each province and territory of Canada.

(7) Notwithstanding any other provision of the by-laws, notice given to the secretary of the Corporation pursuant to this paragraph 11 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5 p.m. (Calgary time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

REMOVAL OF DIRECTORS

12. The shareholders may by resolution passed by a majority of votes cast at a special meeting, of which notice specifying the intention to pass such resolution has been given, remove any director or directors from office before the expiration of his term of office, and may by a majority of votes cast at that meeting elect any person in his stead for the remainder of his term.

CALLING MEETINGS

13. Meetings of the board of directors shall be held from time to time at such place, at such time and on such day as the President or a Vice-President who is a director or any Two (2) directors may determine, and the Secretary shall call meetings when directed or authorized by the President or by a Vice-President who is a director or by any Two (2) directors. Notice of every meeting so called shall be given to each director not less than Forty-Eight hours before the time when the meeting is to be held and such notice shall specify the general nature of any business to be transacted, save that no notice of a meeting shall be necessary if all the directors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

REGULAR MEETINGS

14. The board of directors may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board of directors fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

FIRST MEETING OF NEW BOARD

15. Each newly elected board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of the shareholders at which such board was elected, provided a quorum of directors be present.

PLACE OF MEETING

16. Meetings of the board may be held at the registered office of the Corporation or at any other place within or outside of Canada.

RULES APPLICABLE TO MEETINGS OF DIRECTORS

17. Subject always to the requirements in the Act from time to time relating to participation of resident Canadian directors in the transaction of business at meetings of Directors: 1) A quorum for meetings of the Directors of the Corporation shall consist of a majority of the Directors; and 2) A director may participate in a meeting of the Directors of the Corporation in the manner specified in subsection (13) of section 126 of the Act.
18. A meeting of the board or a committee of the board may be held by such means of telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed for the purposes of the Act to be present at that meeting.

VOTES TO GOVERN

19. At all meetings of the board of directors every question shall be decided by a majority of the votes cast on the question.

REMUNERATION OF DIRECTORS

20. The directors of the Corporation shall be paid such remuneration as may be determined by the board of directors. Any remuneration so payable to a director who is also an officer or any employee of the Corporation or who is counsel or solicitor to the Corporation or otherwise serves it in a professional

capacity shall be, in addition to his salary as such officer, or his professional fees as the case may be. The directors shall also be paid such sums in respect of their out-of-pocket expenses incurred in attending board, committee or shareholders meetings or otherwise in respect of the performance by them of their duties as the board of directors may from time to time determine.

TRANSACTION OF BUSINESS BY SIGNATURE

21. A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors duly called, constituted and held for that purpose.

ONE DIRECTOR

22. Where the Corporation has only one director, the business and affairs of the Corporation shall be managed by such director and all business which may be transacted at a meeting of the board of directors shall be transacted by such director in the manner provided for in paragraph 20 hereof.

DECLARATION OF INTEREST

23. Every director or officer of the Corporation who is a party to a material contract or a proposed material contract for the Corporation or who is the director or an officer of or has a material interest in any person who is a party to a material contract, or a proposed material contract with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of directors, the nature and extent of his interest. All such disclosures shall be made at the time required by the applicable provisions of the Act and directors shall refrain from voting in respect of the material contract or proposed material contract if and when prohibited by the Act.

AVOIDANCE STANDARDS

24. A material contract between the Corporation and one or more of its directors or officers or between the Corporation and another person of which a director or officer of the Corporation is a director or officer or in which he has a material interest is neither void nor voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors that authorized the contract, if the director disclosed his interest in accordance with paragraph 22 hereof and the contract was approved by the directors or the shareholders and it was reasonable and fair to the Corporation at the time it was approved.

PROTECTION OF DIRECTORS AND OFFICERS

25. No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the order of the board of directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by the error of judgment or oversight on his part or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless in or as a result of any action, suit or proceeding he is adjudged to be in breach of any duty or responsibility imposed on him under the Act or under any other statute.

INDEMNITY OF DIRECTORS AND OFFICERS

26. The Corporation shall indemnify the directors or officers of the Corporation, former directors or officers of the Corporation or any person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor and his heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been a director or officer of such Corporation or body corporate if:
- (a) he acted honestly and in good faith with a view to the best interest of the Corporation or the body corporate, as the case may be; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Corporation shall also indemnify such directors or officers who have been substantially successful in the defense of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him in respect of such action or proceeding.

INSURANCE FOR DIRECTORS AND OFFICERS

27. The Corporation may purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

OFFICERS

28. The board may from time to time appoint a president, chief executive officer, chief financial officer, one or more vice-presidents, a secretary, a treasurer and such other officers as the board may determine, including one or more assistances to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to the provisions of this by-law, an officer may but need not be a director and one person may hold more than one office.

TERM OF OFFICE AND REMUNERATION

29. In absence of a written agreement to the contrary, the board of directors may remove at its pleasure any officer of the Corporation. The terms of employment and remuneration of the officers appointed by it shall be settled from time to time by the board of directors.

AGENTS AND ATTORNEYS

30. The board of directors shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SHARES CERTIFICATES

31. Every shareholder shall be entitled, at the shareholder's option, to a share certificate, or to a non-transferable written acknowledgment of such shareholder's right to obtain a share certificate, stating the number and class of shares held by such shareholder as shown on the share register of the Corporation. Share certificates and acknowledgments of a shareholder's right to a share certificate shall be in such form or forms as the board of directors shall from time to time approve. Any share certificate shall be signed in accordance with paragraph 5 hereof and need not be under the corporate seal; provided that, unless the board otherwise determines, certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers, may be printed or mechanically reproduced in facsimile or other electronic form on share certificates and every such facsimile or electronic signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding on the Corporation.

REPLACEMENT OF SHARE CERTIFICATES

32. The board of directors may by resolution prescribe, either generally or in a particular case, reasonable conditions upon which a new share certificate may be issued in lieu of and upon cancellation of the share certificate which has become mutilated or in substitution for a certificate which has been lost, stolen or destroyed.

CENTRAL AND BRANCH REGISTERS

33. The Corporation shall maintain a central securities register and may from time to time maintain one or more branch securities registers. The board of directors may from time to time by resolution appoint a registrar to keep the register of security holders and a transfer agent to keep the register of transfers and may also appoint one or more branch registrars to keep branch registers of security holders and one or more branch transfer agents to keep branch registers of transfers. A registrar and transfer agent may but need not be the same individual or corporation.

TRANSFER OF SECURITIES

34. Transfers of securities of the Corporation shall be registerable on the register of transfers or on one of the branch registers of transfers (if any) kept by or for the Corporation in respect thereof upon surrender of the security properly endorsed together with such additional assurance as the Corporation shall require and subject to the provisions of the Act and the restrictions on transfer set forth in the articles of the Corporation.

DEALINGS WITH REGISTERED HOLDER

35. The Corporation may, subject to the Act, treat as absolute owner of the security the person in whose name the security is registered in a securities register as if that person had full legal capacity and authority to exercise all rights of ownership irrespective of any knowledge or notice to the contrary or any description in its records or on the security certificate indicating a pledge, a representative or fiduciary relationship, a reference to any other instrument or the rights of any other person.

JOINT HOLDERS

36. If two or more persons are registered as joint holders of any security, any one of such persons may give effectual receipts for the certificate in respect thereof and for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such security.

RECORD DATE

37. The directors may fix in advance a date preceding by not more than Sixty (60) days or by less than Twenty-One (21) days a record date for the determination of persons entitled to receive notice of a meeting of shareholders and notice thereof shall be given in accordance with the provisions of the Act. The directors may also fix in advance a date as the record date for determination of shareholder entitled to receive payment of a dividend, entitled to participate in a liquidation distribution, or for any other purpose except the right to receive notice of to vote at a meeting which such record date shall not precede by more than Sixty (60) days, the date on which such particular action is to be taken.

DECEASED SECURITY HOLDERS

38. In the event of the death of a holder, or of one of the joint holders, of any security, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except on production of all such documents as may be required by law and on compliance with the reasonable requirements of the Corporation and its transfer agents.

SHAREHOLDERS**ANNUAL MEETINGS**

39. The annual meeting of shareholders shall be held subject to the provisions of paragraph 50 hereof, at such place within Canada as the directors may determine at such time and on such day in each year as the directors may from time to time by resolution determine.

SPECIAL MEETING

40. The board of directors or the President or a Vice-President shall have the power at any time to call a special meeting of the shareholders of the Corporation to be held at such time and at such place within Canada as the directors may determine. The phrase "meeting of shareholders" where ever it occurs in this by-law shall mean and include the annual meeting of shareholders and a special meeting of shareholders and shall also include a meeting of any class or classes of shareholders.

NOTICES

41. No public notice or advertisement of any meeting of shareholders shall be required, but notice of the time and place of each such meeting shall be given not less than Twenty-One (21) days nor more than Fifty (50) days before the day on which the meeting is to be held, to the auditor, if any, the directors and to each shareholder of record entitled to vote at the meeting. Notice of a special meeting of shareholders shall state the nature of the business to be transacted in sufficient detail to permit the shareholder to form a reasoned judgment thereon together with the text of any special resolution to be submitted to the meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner and at any time waive notice of a meeting of shareholders, and attendance of any such person at a meeting of shareholders is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

REPORTS TO SHAREHOLDERS

42. Subject to the provisions of the Act, a copy of the financial statements and a copy of the auditor's report, if any, shall be sent to each shareholder not less than Twenty-One (21) days before each annual meeting of shareholders or before the transaction of the annual business of the Corporation pursuant to paragraph 65 hereof.

PERSONS ENTITLED TO BE PRESENT

43. Persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat, the auditor, if any, of the Corporation and others who although not entitled to vote are entitled or required under the provisions of the Act or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

QUORUM

44. A quorum of shareholders is present at a meeting of shareholders if at least two individuals are present in person who hold or represent by proxy in the aggregate at least 5% of the total number of shares entitled to vote at the meeting. If any share entitled to be voted at a meeting of shareholders is held by two or more persons jointly, the persons or those of them who attend the meeting of shareholders constitute only one individual for the purpose of determining whether a quorum of shareholders is present.

REPRESENTATIVES

45. An executor, administrator, committee of a mentally incompetent person, guardian or trustee and where a Corporation is such executor, administrator, committee, guardian or trustee of a testator, intestate, mentally incompetent person, ward of cestui que trust, any person duly appointed a proxy for such corporation, upon filing with the Secretary of the meeting sufficient proof of his appointment, shall represent the shares in his or its hands at all meetings of the shareholders of the Corporation and may vote accordingly as a shareholder in the same manner and to the same extent as the shareholder of record. If there be more than one executor, administrator, committee, guardian or trustee, the provisions of paragraph 57 shall apply.

PROXIES

46. Every shareholder, including a corporate shareholder, entitled to vote at meetings of shareholders may by instrument in writing appoint a proxy, who need not be a shareholder, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the shareholder were present at the meeting in the manner, to the extent and with the power conferred by the proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney, authorized in writing, or if the appointer is a corporation, under the corporate seal or under the hand of an officer or attorney, authorized in writing, and shall cease to be valid after the expiration of one year from the date thereof. The instrument appointing a proxy may be in such form as the directors may from time to time prescribe or in such other form as the chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is cast under its authority, or at such earlier time and in such manner as the board of directors may prescribe in accordance with the Act.

SCRUTINEERS

47. At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the Chairman with the consent of the meeting to serve at the meeting. Such scrutineers need not be shareholders of the Corporation.

SHOW OF HANDS

48. Voting at a meeting of shareholders shall be by show of hands, except where a ballot is demanded by a shareholder or proxyholder entitled to vote at the meeting or the Chairman of the meeting.

POLLS

49. If a poll be required by the Chairman of the meeting or be duly demanded by any shareholder and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting shall direct. Upon a poll each shareholder who is present in person or represented by proxy shall be entitled to one vote for each share in respect of which he is entitled to vote at the meeting and the result of the poll shall be the decision of the Corporation in annual or special meeting, as the case may be, upon the question.

CASTING VOTE

50. In case of an equality of votes at any meeting of shareholders, either upon a show of hands or upon a poll, the Chairman of the meeting shall not be entitled to a second or casting vote.

ADJOURNMENT

51. The Chairman of a meeting of shareholders may adjourn the meeting from time to time and from place to place.

TRANSACTION OF BUSINESS BY SIGNATURE

52. Subject to the provisions of the Act a resolution in writing signed by all the shareholders or their attorney authorized in writing entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders and a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of shareholders, and signed by all the shareholders or their attorney authorized in writing entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of shareholders.

ONE SHAREHOLDER

53. Where the Corporation has only one shareholder, all business which the Corporation may transact at an annual or special meeting of shareholders shall be transacted in the manner provided for in paragraph 65 hereof.

DIVIDENDS

54. The board of directors may from time to time declare dividends payable to the shareholders according to their respective rights and interests in the Corporation. A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class in respect of which it has been declared and mailed by ordinary mail, postage prepaid, to such registered holder at his last address appearing on the books of the Corporation. In the case of joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to

the order of all of such joint holders and if more than one address appears on the books of the Corporation in respect of such joint holding the cheque shall be mailed to the first address so appearing. The mailing of such cheque as aforesaid shall satisfy and discharge all liability for the dividend to the extent of the sum represented thereby, unless such cheque be not paid at par on due presentation. In the event of non-receipt of any cheques for dividends by the person to whom it is so sent as aforesaid, the Corporation on proof of such non-receipt and upon satisfactory indemnity being given to it, shall issue to such person a replacement cheque for a like amount. Subject to the terms of issue of any shares in the capital stock of the Corporation, any dividend which remains unclaimed after a period of Three (3) months after the date on which it has been declared payable shall be forfeited and revert to the Corporation.

NOTICES

METHOD OF GIVING

55. Any notice, communication or other document to be given by the Corporation to a shareholder, director, officer, or auditor of the Corporation under any provision of the articles or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepared ordinary or air mail in a sealed envelope addressed to him at his last address as recorded in the books of the Corporation or if sent by facsimile, email or other electronic transmission. The Secretary may change the address on the books of the Corporation of any shareholder in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any electronic means shall be deemed to have been given when sent.

OMISSIONS AND ERRORS

56. The accidental omission to give any notice to any shareholder, director, officer or auditor or any error in any notice not effecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

NOTICE TO JOINT SHAREHOLDERS

57. All notices with respect to any shares registered in more than one name may if more than one address appears on the books of the Corporation in respect of such joint holding, be given to such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such shares.

PERSONS ENTITLED BY DEATH OR OPERATION OF LAW

58. Every person who by operation of law, transfer, death of a shareholder or by any means whatsoever, shall become entitled to any share or shares, shall be bound by every notice in respect of such share or shares which shall have been duly given to the person from whom he derives his title to such share or shares, previously to his name and address being entered on the books of the Corporation (whether it be before or after the happening of the event upon which he became entitled).

INTERPRETATION

59. In this by-law of the Corporation, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number or

aggregate of persons; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by the Act; "articles" shall include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of dissolution, articles of revival and any amendments thereto; "the Act" shall mean the Business Corporations Act (Ontario) as amended from time to time or any act that may hereafter be substituted therefore.

EFFECTIVE DATE

- 60. This by-law shall be effective on and from [●].
- 61. This by-law was confirmed at a special meeting of shareholders on the Corporation held on October 30, 2017.

Chairman

Secretary

SCHEDULE "D"

NOBELIUM TECH CORP.

AUDIT COMMITTEE CHARTER

1.0 PURPOSE

- 1.1 The Audit Committee (the "Committee") is a standing committee of the board of directors (the "Board") of NOBELIUM TECH CORP. ("NOBELIUM TECH CORP." or the "Corporation") charged with assisting the Board in fulfilling its responsibility to its shareholders and to the investment community. Its role is to serve as an independent and objective party to oversee NOBELIUM TECH CORP.'s accounting and financial reporting processes, internal control system and external audits of its financial statements.

2.0 COMMITTEE MEMBERSHIP

- 2.1 The Board shall annually appoint a minimum of three directors to the Committee the majority of whom shall be directors of NOBELIUM TECH CORP. who are independent of management and free from any material relationship that, in the opinion of the Board, would interfere with the director's exercise of independent judgment as a member of the Committee.
- 2.2 Each member of the Committee must be financially literate, or if not financially literate at the time of his appointment, must become so within a reasonable period of time following his appointment.
- 2.3 Members of the Committee shall typically be appointed at the first meeting of the Board held following each annual meeting of the shareholders of NOBELIUM TECH CORP.
- 2.4 A member may resign or be removed from the Committee at any time and thereafter shall be replaced by the Board. A member of the Committee will automatically cease to be a member at such time as that individual ceases to be a director of NOBELIUM TECH CORP.

3.0 CHAIR OF THE COMMITTEE

- 3.1 The Board shall in each year appoint a chair of the committee ("Chair") from among the members of the Committee. In the Chair's absence, or if the position is vacant, the Committee may select another member to act as interim Chair.
- 3.2 The Chair shall be responsible to ensure the Committee meets regularly and performs its duties as set out herein, and to report to the Board of Directors on the activities of the Committee.

4.0 AUDIT RESPONSIBILITIES

- 4.1 The Committee is responsible to:

Financial Statement and Disclosure Matters

- (a) review the interim unaudited financial statements and the annual audited financial statements, and shall report thereon to the Board;
- (b) satisfy itself that NOBELIUM TECH CORP.'s annual audited financial statements are fairly presented in accordance with applicable Canadian generally accepted accounting principles and recommend to the Board whether the annual financial statements should be approved and included in NOBELIUM TECH CORP.'s Annual Report;
- (c) satisfy itself that the information contained in the Corporation's quarterly financial statements, MD&A and any other financial publication or disclosure of financial information extracted or derived from the Corporation's financial statements, does not include any untrue statement of any material fact or omit to state a material fact that is required or necessary to make a statement not misleading in light of the circumstances under which it was made;
- (d) review NOBELIUM TECH CORP.'s financial statements, MD&A and, if applicable, annual and interim earnings press releases referring to financial information before the information is publicly disclosed, and ensure that adequate procedures are in place for the review of any other public disclosure derived from NOBELIUM TECH CORP.'s financial statements;
- (e) discuss with management and the external auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies;

- (f) review and discuss quarterly reports from the external auditor on:
- (g) all critical accounting policies and practices to be used;
- (h) all alternative treatments of financial information within applicable Canadian generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditor; and
- (i) other material written communications between the external auditor and management, such as any management letter or schedule of unadjusted differences;

Oversight of the Corporation's External Auditors

- (j) make recommendations to the Board regarding the selection and compensation of the external auditor to be put forth for appointment at each annual meeting of the Corporation;
- (k) satisfy itself that the external auditor reports directly to the Committee;
- (l) oversee the work of the external auditor engaged to prepare or issue an auditor's report or perform other audit, review or attest services for NOBELIUM TECH CORP., including the resolution of any disagreements between management and the external auditor regarding financial reporting;
- (m) obtain and review a report from the external auditor at least annually regarding:
 - (i) the external auditor's internal quality-control procedures;
 - (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the external audit firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm;
 - (iii) any steps taken to deal with any such issues; and
 - (iv) all relationships between the external auditor and NOBELIUM TECH CORP., including non-audit services;
- (n) evaluate the qualifications, performance and independence of the external auditor, including considering whether the external auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management, and to present its conclusions with respect to the external auditor to the Board;
- (o) satisfy itself of the rotation of the audit partners and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the external auditing firm on a regular basis;
- (p) meet with the external auditor and financial management of NOBELIUM TECH CORP. to review the scope of the proposed audit for the current year and the audit procedures to be used;
- (q) satisfy itself that the audit function has been effectively carried out and that any matter which the external auditor wishes to bring to the attention of the Board has been addressed and that there are no unresolved differences between management and the external auditor;
- (r) pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by its external auditor, subject to the de minimis exceptions for non-audit services described in Multilateral Instrument 52-110, section 2.4, which are approved by the Committee prior to the completion of the audit. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting;
- (s) review and approve NOBELIUM TECH CORP.'s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation;

Financial Reporting and Risk Management

- (t) review the audit plan of the external auditor for the current year, and review advice from the external auditors relating to management and internal controls and the Corporation's responses to the suggestions made therein;
- (u) discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies;
- (v) satisfy itself that the Corporation has implemented appropriate systems of internal control over financial reporting, the safeguarding of the Corporation's assets and other "risk management" functions affecting the Corporation's assets, management and financial and business operations, and that these systems are operating effectively;

Compliance Oversight Responsibilities

- (w) establish procedures for the receipt, retention and treatment of complaints received by NOBELIUM TECH CORP. regarding accounting, internal accounting controls, or auditing matters;
- (x) establish procedures for the confidential, anonymous submission by employees of NOBELIUM TECH CORP. of concerns regarding questionable accounting or auditing matters;
- (y) discuss with management and the external auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Corporation's financial statements or accounting policies;
- (z) discuss with the Corporation's general counsel or outside counsel, as appropriate, legal matters that may have a material impact on the financial statements, or the Corporation's compliance policies; and
- (aa) satisfy itself that all regulatory compliance issues have been identified and addressed and identifying those that require further work.

4.2 While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles applicable rules and regulations. These are the responsibilities of management and the external auditor.

5.0 GENERAL RESPONSIBILITIES

5.1 The Committee shall:

- (a) make regular reports to the Board;
- (b) have the right, for the purpose of performing their duties:
 - (i) to inspect all the books and records of the Corporation and its subsidiaries;
 - (ii) to discuss such accounts and records and any matters relating to the financial position of the Corporation with the officers and auditor of the Corporation and its subsidiaries; and
 - (iii) to commission reports or supplemental information relating thereto;
- (c) permit the Board to refer to the Committee such matters and questions relating to the financial position of the Corporation and its affiliates or the reporting related thereto as the Board may from time to time see fit; and
- (d) perform any other activities consistent with this Charter, the Corporation's Articles and governing law, as the Committee or the Board deems necessary or appropriate.

6.0 MEETINGS

6.1 The Chairman will appoint a secretary who will keep minutes of all meetings (the "Secretary"). The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.

6.2 No business shall be transacted by the Committee unless a quorum of the Committee is present or the business is transacted by resolution in writing signed by all members of the Committee. A majority of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one half of the number of members plus one shall constitute a quorum.

6.3 The Committee shall meet often as it deems necessary to carry out its responsibilities but not less frequently than quarterly.

6.4 The time at which, and the place where the meetings of the Committee shall be held, and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of NOBELIUM TECH CORP. or otherwise determined by resolution of the Board.

6.5 Meetings may be held in person, by teleconferencing or by videoconferencing.

6.6 Any decision made by the Committee shall be determined by a majority vote of the members of the Committee present. A member will be deemed to have consented to any resolution passed or action taken at a meeting of the Committee unless the member dissents.

6.7 Minutes of the Committee will be kept by the Secretary. The approved minutes of the Committee shall be circulated to the Board forthwith and shall be duly entered in the books of NOBELIUM TECH CORP.

7.0 ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS

7.1 The Committee shall have full, free and unrestricted access to management and employees and to the relevant books and records of NOBELIUM TECH CORP.

7.2 The Committee may invite such other persons (eg. the CEO, CFO, Controller) to its meetings, as it deems necessary.

7.3 The Committee shall have the authority to:

- (a) retain independent legal, accounting or other relevant advisors as it may deem necessary or appropriate to allow it to discharge its responsibilities;
- (b) set and pay the compensation of any such advisors, at the expense of NOBELIUM TECH CORP.; and
- (c) to communicate directly with the internal and external auditor.

7.4 Any advisors retained shall report directly to the Committee.

8.0 REPORTING REQUIREMENTS

8.1 The Committee shall make regular reports to the Board, through the Chair, following meetings of the Committee.

9.0 ANNUAL REVIEW AND ASSESSMENT

9.1 The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

9.2 The Committee shall review its own performance annually and report to the Board.

10.0 REMUNERATION

10.1 The members of the Committee shall be entitled to receive such remuneration for acting as a member of the Committee as the Board may from time to time determine.