



NTG CLARITY NETWORKS INC.

**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR
FOR
THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 3, 2019**

July 30, 2019

NTG CLARITY NETWORKS INC.

2820 Fourteenth Avenue, Suite 202
Markham, Ontario
L3R 0S9

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual meeting (the “Meeting”) of holders of common shares (“Common Shares”) of NTG Clarity Networks Inc. (the “Corporation”) will be held at the offices of the Corporation located at 2820 Fourteenth Avenue, Suite 202, Markham, Ontario on the 3rd day of September, 2019 at 10:30 a.m. (Toronto time), for the following purposes:

1. To receive the consolidated audited financial statements of the Corporation for the fiscal year ended December 31, 2018 and the unaudited financial statements of the Corporation for the interim period ended March 31, 2019;
2. To elect the members of the board of directors for the ensuing year;
3. To appoint NVS Chartered Accountants Professional Corporation, of Markham, Ontario, as auditors of the Corporation, at a remuneration to be fixed by the board of directors; and
4. To transact such other business as may be properly brought before the Meeting or any adjournment or adjournments thereof.

The details of all matters proposed to be put before shareholders at the Meeting are set forth in the Information Circular accompanying this Notice of Meeting. At the Meeting, shareholders will be asked to approve each of the foregoing items.

Only shareholders of record at the close of business on July 25, 2019 are entitled to notice of and to attend the Meeting or any adjournment or adjournments thereof and to vote thereat.

DATED this 30th day of July, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Ashraf Zaghoul"

Ashraf Zaghoul

Chairman and Chief Executive Officer

IMPORTANT

It is desirable that as many Common Shares as possible be represented at the Meeting. If you do not expect to attend and would like your Common Shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. All proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Computershare Trust Company of Canada, Proxy Department, by mail to 135 West Beaver Creek, PO Box 300, Richmond Hill, ON L4B 4R5 or by hand to 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1 or by phone (1-866-732-8683) or internet (www.investorvote.com), no later than 10:30 a.m. (Toronto time) on August 29, 2019 or the second last business day (excluding Saturdays, Sundays and holidays) preceding any adjournment of the Meeting. However, the deadline for the deposit of proxies may be waived by the chairman of the Meeting at his sole discretion without notice. Shareholders who hold their shares through a bank, broker or other intermediaries should follow the voting instructions provided to them.

NTG CLARITY NETWORKS INC.
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 3, 2019

MANAGEMENT INFORMATION CIRCULAR

This Information Circular is furnished in connection with the solicitation of proxies by the management of NTG Clarity Networks Inc. (the “Corporation”) for use at the annual meeting of the holders of common shares (the “Common Shares”) of the Corporation to be held at the offices of the Corporation located at 2820 Fourteenth Avenue, Suite 202, Markham, Ontario on the 3rd day of September, 2019 at 10:30 a.m. (Toronto time) (the “Meeting”), or at any adjournment thereof, for the purpose set forth in the Notice of Meeting. The information contained herein is given as of the 25th day of July, 2019, except where otherwise indicated. There is enclosed herewith 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 in person or by proxy on matters to be considered.

APPOINTMENT AND REVOCATION OF PROXIES

Those shareholders desiring to be represented by proxy must deposit their respective forms of proxy with Computershare (“Computershare”) at Computershare Trust Company of Canada, Proxy Department, by mail to 135 West Beaver Creek, PO Box 300, Richmond Hill, ON L4B 4R5 or by hand to 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1 or by phone (1-866-732-8683) or internet (www.investorvote.com), by no later than 10:30 a.m. (Toronto time) on the second last business day (excluding Saturdays, Sundays and holidays) preceding the Meeting or any adjournment of the Meeting. A proxy must be executed by the shareholder or by his 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 valid only at the Meeting in respect of which it is given or any adjournment of the Meeting.

Shareholders may use the internet site at www.investorvote.com to transmit their voting instructions. Shareholders should have the form of proxy in hand when they access the web site and will be prompted to enter their Control Number, which is located on the form of proxy. The website may be used to appoint a proxy holder to attend and vote on a shareholder's behalf at the Meeting and to convey a shareholder's voting instructions. Please note that if a shareholder appoints a proxy holder and submits their voting instructions and subsequently wishes to change their appointment, a shareholder may resubmit their proxy and/or voting direction, prior to the deadline noted above. When resubmitting a proxy, the most recently submitted proxy will be recognized as the only valid one, and all previous proxies submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.

Each shareholder submitting a proxy has the right to appoint a person to represent him or it at the Meeting other than the persons designated in the form of proxy furnished by the Corporation. The shareholder may exercise this right by striking out the names of the persons so designated and inserting the name of the desired representative in the blank space provided, or by completing another form of proxy and in either case depositing the proxy with Computershare at the place and within the time specified above for the deposit of proxies.

An instrument of proxy may be revoked by the person giving it at any time prior to the exercise thereof. If a person who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such person may revoke the proxy and vote in person by depositing an instrument in writing executed by the shareholder or its attorney authorized in writing with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the shareholder or its attorney authorized in writing, or if the shareholder is a corporation, under its seal or by an officer or attorney

thereof duly authorized, and deposited with Computershare at the place specified above for the deposit of proxies and at any time up to and including the last business day preceding the Meeting, or any adjournment thereof. The close of business on July 25, 2019 is the record date for the determination of shareholders who are entitled to notice of, and to attend and vote at, the Meeting (the "Record Date").

NOTICE TO BENEFICIAL HOLDERS OF SHARES

Only registered holders of Common Shares or the persons they validly appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a person (a "**Non-Registered Shareholder**") are registered either (i) in the name of an intermediary (an "**Intermediary**") (including banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans) that the Non-Registered Shareholder deals with in respect of the Common Shares, or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited), of which the Intermediary is a participant.

In accordance with the requirements of the Canadian Securities Administrators, the Corporation will distribute copies of the Notice of Meeting, this Information Circular and the enclosed form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Shareholders. The Corporation does not intend to pay for Intermediaries to forward meeting materials and voting instruction request forms to those Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about them pursuant to Canadian securities legislation ("**Objecting Beneficial Owners**"). As a result, Objecting Beneficial Owners will not receive these materials unless the Intermediary assumes the cost of delivery.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Non-Registered Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Non-Registered Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Non-Registered Shareholder by its broker (or the agent of the broker) is similar to the Instrument of Proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Non-Registered Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Services, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Non-Registered Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

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 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 voting instruction form provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

NOTICE-AND-ACCESS

Under the notice-and-access regime adopted by the Canadian Securities Administrators pursuant to National Instrument 54-101–Communications with Beneficial Owners of Securities of a Reporting Issuer, reporting issuers are permitted to deliver the meeting materials by posting them on SEDAR as well as a website other than SEDAR and sending a notice package to each shareholder receiving the meeting materials under this regime. The notice package must include: (i) the relevant form of proxy or voting instruction form; (ii) basic information about the meeting and the matters to be voted on; (iii) instructions on how to obtain a paper copy of the meeting materials; and (iv) a plain-language explanation of how the new notice-and-access system operates and how the meeting materials can be accessed online. Where prior consent has been obtained, a reporting issuer can send this notice package to shareholders electronically. This notice package must be mailed to shareholders from whom consent to electronic delivery has not been received.

The Corporation has elected to send its meeting materials to beneficial shareholders using the notice-and-access regime. Accordingly, the Corporation will send the above-mentioned notice package to beneficial shareholders which includes instructions on how to access the Corporation's meeting materials online and how to request a paper copy of these materials. Distribution of the Corporation's meeting materials pursuant to the notice-and-access regime has the potential to substantially reduce printing and mailing costs.

Notwithstanding the new notice-and-access regime, the Business Corporations Act (Alberta) ("ABCA") requires the Corporation to deliver a paper copy of the meeting materials to a registered shareholder unless such shareholder provides written consent to electronic delivery. In order to ensure compliance with the ABCA, registered shareholders will be mailed a copy of the meeting materials.

EXERCISE OF DISCRETION

The Common Shares represented by the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions of the shareholder. **The persons appointed under the enclosed form of proxy are conferred with discretionary authority with respect to amendments or variations of those matters specified in the proxy and Notice of Meeting and with respect to any other matters which may properly be brought before the Meeting or any adjournment thereof. If any such matters should come before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy in accordance with their best judgment unless the shareholder has specified to the contrary or that Common Shares are to be withheld from voting.** At the time of printing this Information Circular, the management of the Corporation is not aware of any such amendment, variation, or other matter.

Unless otherwise specified, proxies in the accompanying form will be voted in favour of the election of the nominees, hereinafter set forth, as directors of the Corporation and in favour of the appointment of NVS Chartered Accountants Professional Corporation as auditors of the Corporation.

PERSONS MAKING THE SOLICITATION

This solicitation is made on behalf of the management of the Corporation. The cost incurred in the preparation and mailing of both the proxy and this Information Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone or any form of electronic communication or by directors, officers and employees of the Corporation who will not be directly compensated therefor.

In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As at July 25, 2019, the Corporation had 55,862,355 Common Shares outstanding. Each Common Share confers upon the holder thereof the right to one vote. Only those shareholders of record on the Record Date are entitled to notice of, and to attend and vote at the Meeting. Any transferee or person acquiring Common Shares after the Record Date may, on proof of ownership of Common Shares, demand of Computershare not later than 10 days before the Meeting that his name be included in the list of persons entitled to attend and vote at the Meeting.

Two or more holders of five (5%) percent of the Common Shares present in person or represented by proxy constitutes a quorum for the Meeting, irrespective of the number of persons actually present at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, as of the date hereof no person or company beneficially owns or controls or directs, directly or indirectly, more than 10% of the voting rights attached to all of the outstanding Common Shares of the Corporation other than as set forth below:

Name	No. of Common Shares	Percentage of Common Shares
Ashraf Zaghoul, Thornhill, Ontario	8,748,729 ⁽¹⁾	15.7%

Note:

(1) In addition, Mr. Zaghoul's spouse, Kristine Lewis, owns 6,226,749 Common Shares of the Corporation.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Compensation Committee is responsible for setting the overall compensation strategy of the Corporation and administering the Corporation's executive compensation program. As part of its mandate, the Compensation Committee approves the appointment and remuneration of the Corporation's executive officers, including the Named Executive Officers identified in the Summary Compensation Table. The Compensation Committee is also responsible for reviewing the Corporation's compensation policies and guidelines generally.

The Compensation Committee is comprised entirely of independent directors (being Mr. Nick Hamilton-Piercy and Mr. Saleem Siddiqi). The skills and experience of each Committee member in executive compensation that is relevant to his responsibilities and the making of decisions on the suitability of the Corporation's compensation policies and practices is as follows:

Mr. Hamilton-Piercy has over 45 years of extensive experience in the telecom sector. He worked with Rogers for over 30 years in various senior technology management positions including Chief Technology Officer (CTO) and is familiar with compensation objectives in the industry.

Saleem Siddiqi is the president and founder of Siddiqi & Company Inc., Registered Professional Accountants and Certified Management Accountants. He is an RPA and a CMA who worked at accounting firms such as Usher and Wineberg, Chartered Accountants and was Director of Finance for the Dictograph Corporation, before starting Siddiqi & Company Inc., in 1984.

The objective of the executive compensation program is to attract, motivate, reward and retain management talent that is needed to achieve the Corporation's business objectives. The compensation program is designed to ensure that compensation is competitive with other companies of similar size and is commensurate with the experience, performance and contribution of the individuals involved and the overall performance of the Corporation. In evaluating performance, the Compensation Committee gives consideration to the Corporation's long-term interests and quantitative financial objectives, as well to the qualitative aspects of the individual's performance and achievements. In addition, the Compensation Committee will receive and review recommendations of the Chief Executive Officer relating to the general compensation structure and policies and programs for the Corporation and the salary and benefit levels for the executive officers.

The executive compensation program for the most recently completed financial year was comprised of three principal components: base salaries, a bonus plan and a stock option plan which are designed to provide a combination of cash and equity-based compensation to effectively retain and motivate the executive officers to achieve the corporate goals and objectives. Each component of the executive compensation program is described below.

Base Salaries - Named Executive Officers are paid a base salary to compensate them for providing the leadership and specific skills needed to fulfill their responsibilities. The base salaries for the executive officers are reviewed annually by the Compensation Committee and are determined by considering the contributions made by the officers, how their compensation levels related to compensation packages that would be achievable by such officers from other opportunities and commercially available salary survey data. Salaries of the executive officers are not determined based on benchmarks or a specific formula. The Compensation Committee submits its recommendation to the full board of directors to determine the salary of the Chief Executive Officer. The Compensation Committee considers, and if thought appropriate, approves salaries recommended by the Chief Executive Officer for the other executive officers of the Corporation.

Bonus Plan - The Board, upon the recommendation of the Compensation Committee, approves bonus payments to reward executive officers for their contribution to the achievement of annual corporate goals and objectives. The payment of bonuses is consistent with the overall objective of the Corporation to reward performance. No bonus was awarded for 2018.

Stock Option Plan - The Corporation adopted an Incentive Stock Option Plan on March 6, 2001 which was amended on May 14, 2004 and May 12, 2006 (the "Plan") authorizing the grant of options to designated participants (being directors, officers, employees or consultants of the Corporation) to acquire up to 4,893,928 Common Shares which were reserved for issuance under the Plan. The aggregate number of options that may be granted to insiders of the Corporation may not exceed 10% of the total issued and outstanding Common Shares and the aggregate number of options that may be granted to any one individual must not exceed 5% of the total issued and outstanding Common Shares.

The purpose of the Plan is to develop the interest of officers, directors, employees and key consultants of the Corporation in the growth and development of the Corporation by providing them with the opportunity to acquire an increased proprietary interest in the Corporation. The Plan provides that the terms of the options, the option price and the vesting period shall be fixed by the directors. Options are granted based on the assessment of the Corporation's Option Committee of the optionee's past and present contribution to the Corporation's success and expected contributions of the optionee to the future success of the Corporation.

Option-Based Rewards - The process that the Corporation uses to grant option-based awards to executive officers, including the Named Executive Officers, is for the Board to approve option grants based on recommendations made by the Option Committee. In determining the number of options to be granted to the executive officers, the Option Committee considers the amount, terms and vesting levels of existing options held by the officers and also the number of options remaining available for grant by the Corporation in the future to attract and retain qualified technical and administrative staff. Generally, the number of options granted to any optionee is a function of the level of authority and responsibility of the optionee, the contribution that has been made by the optionee to the business and affairs of the Corporation, the number of options that have already been granted to the optionee and such other factors as the Option Committee may consider relevant.

Risks of Compensation Policies and Practices - The Compensation Committee reviews the compensation policy and practices on a periodic basis. As part of its review and discussion of executive compensation, the Compensation Committee assesses facts that discourage the Corporation's executives from taking unnecessary or excessive risk: i) the Corporation's operating strategy and related compensation philosophy; ii) financial controls that provide limits and authorities in areas such as capital and operating expenditures to mitigate risk taking that could affect compensation; iii) the effective balance, in each case, between cash and equity mix, near-term, and long-term focus, corporate and individual performance, and financial and non-financial performance; and iv) the Corporation's approach to performance evaluation and compensation provides greater rewards to an executive officer achieving both short-term and long-term agreed upon objectives. Based on this review, the Compensation Committee has determined that there are no policies or practices that could encourage a Named Executive Officer or individual at a principal business unit to take inappropriate or excessive risks and is of the view that the compensation policies and practices are not reasonably likely to have a material adverse effect on the Corporation.

Summary Compensation Table

The following table sets forth a summary of all compensation for services paid during the three most recently completed financial years for Ashraf Zaghoul, Chief Executive Officer, Kristine Lewis, President and Chief Financial Officer, and Adel Zaghoul, Chairman and CEO, NTG Egypt. No other executive officer received total compensation of more than \$150,000 during the most recently completed financial year.

Name and principal position	Year	Salary (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		All other compensation (\$)	Total compensation (\$)
				Annual incentive plans	Long term incentive plans		
Ashraf Zaghoul Chief Executive Officer	2018	270,000	nil	nil	nil	nil	270,000
	2017	270,000	nil	nil	nil	nil	270,000
	2016	192,167	6,000 ⁽¹⁾	nil	nil	nil	198,167
Kristine Lewis Chief Financial Officer, President	2018	175,000	nil	nil	nil	nil	175,000
	2017	175,000	nil	nil	nil	nil	175,000
	2016	118,333	6,000 ⁽¹⁾	nil	nil	nil	124,333
Adel Zaghoul Chairman & CEO NTG Egypt	2018	75,884	nil	nil	nil	nil	75,884
	2017	83,111	nil	nil	nil	nil	83,111
	2016	147,184	6,000 ⁽¹⁾	nil	nil	nil	153,184

Note:

- (1) The value of the option-based awards represents the compensation value of options granted on October 31, 2016. The option grant value is based on a share price of \$0.10 and a Black-Scholes volatility factor of 77.76%. The option grant compensation value reflects the full 3 year life of the options as well as assumptions for volatility, risk-free interest rate (0.49%) and dividend yield of zero (0).

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets forth information in respect of all option-based awards outstanding at the end of the financial year ended December 31, 2018 to the Named Executive Officers of the Corporation.

Name	Option-Based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Ashraf Zaghoul	150,000	\$0.10	Oct 31, 2019	nil
	100,000	\$0.10	May 11, 2021	nil
	100,000	\$0.10	May 11, 2021	nil
Kristine Lewis	150,000	\$0.10	Oct 31, 2019	nil
	100,000	\$0.10	May 11, 2021	nil
	50,000	\$0.10	May 11, 2021	nil
Adel Zaghoul	150,000	\$0.10	Oct 31, 2019	nil
	100,000	\$0.10	May 11, 2021	nil
	50,000	\$0.10	May 11, 2021	nil

Note:

- (1) Value is calculated based on the difference between the exercise price of the options and the closing price of the Corporation's Common Shares on the TSX Venture Exchange ("Exchange") on the last trading day of 2018 of \$0.03.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information relating to the value vested or earned during the Corporation's financial year ended December 31, 2018 in respect of option-based awards and non-equity incentive plan compensation for Named Executive Officers of the Corporation.

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Non-equity incentive plan compensation – Value earned during the year (\$)
Ashraf Zaghoul	nil	nil
Kristine Lewis	nil	nil
Adel Zaghoul	nil	nil

Note:

- (1) Value is calculated based on the difference between the exercise price of the options and the closing price of the Corporation's Common Shares on the Exchange on the vesting date.

Termination and Change of Control Benefits

Each of the Named Executive Officers has entered into an agreement with the Corporation which entitles the Named Executive Officers to certain payments and benefits in the event that the individual is terminated in connection with a change of control of the Corporation. In this event, Ms. Kristine Lewis is entitled to payment in an amount equal to three years of salary, bonus and benefits having an estimated value as at December 31, 2018 of \$564,201. Mr. Ashraf Zaghoul is entitled to payment in an amount equal to three years of salary, bonus and benefits having an estimated value as at December 31, 2018 of \$1,560,265. Mr. Adel Zaghoul is entitled to payment in an amount equal to three years of salary, bonus and benefits having an estimated value as at December 31, 2018 of \$246,873.

Director Compensation

Director Compensation Table

The following table sets forth information in respect of all amounts of compensation provided to the directors during the Corporation's financial year ended December 31, 2018.

Name	Fees earned (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	All other compensation (\$)	Total (\$)
M. Zafar Farooqui	6,000	5,000 ⁽¹⁾	nil	nil	11,000
Nick Hamilton-Piercy	4,500	5,000 ⁽¹⁾	nil	nil	9,500
M. Saleem Siddiqi	4,500	nil	nil	nil	4,500

Note:

- (1) The value of the option-based awards represents the compensation value of options granted on May 11, 2018. The option grant value is based on a share price of \$0.10 and a Black-Scholes volatility factor of 130.01%. The option grant compensation value reflects the full 3 year life of the options as well as assumptions for volatility, risk-free interest rate (1.25%) and dividend yield of zero (0).

Outstanding Option-Based Awards

The following table sets forth information in respect of all option-based awards outstanding at the end of the financial year ended December 31, 2018 to the directors of the Corporation.

Name	Option-Based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
M. Zafar Farooqui	100,000	\$0.10	Jun 1, 2019	nil
	100,000	\$0.10	Oct 31, 2019	nil
	100,000	\$0.10	May 11, 2021	nil
Nick Hamilton-Piercy	100,000	\$0.10	Oct 31, 2019	nil
	100,000	\$0.10	Nov 25, 2020	nil
	100,000	\$0.10	May 11, 2021	nil
M. Saleem Siddiqi	100,000	\$0.10	Sep 11, 2020	nil

Note:

- (1) Value is calculated based on the difference between the exercise price of the options and the closing price of the Corporation's Common Shares on the Exchange on the last trading day of 2018 of \$0.03.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information in respect of the value vested or earned during the Corporation's financial year ended December 31, 2018 of option-based awards and non-equity incentive plan compensation for directors of the Corporation.

Name	Option-based awards – Value vested during the year (\$) ⁽¹⁾	Non-equity incentive plan compensation – Value earned during the year (\$)
M. Zafar Farooqui	nil	nil
Nick Hamilton-Piercy	nil	nil
M. Saleem Siddiqi	nil	nil

Note:

- (1) Value is calculated based on the difference between the exercise price of the options and the closing price of the Corporation's Common Shares on the Exchange on the vesting date.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth information as at December 31, 2018 with respect to the Corporation's compensation plans under which equity securities of the Corporation are authorized for issuance.

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 in the first column)
Equity compensation plans approved by securityholders ⁽¹⁾	3,570,000	\$ 0.10	1,323,928
Equity compensation plans not approved by securityholders	n/a	n/a	n/a
Total	3,570,000	\$ 0.10	1,323,928

Note:

- (1) The Stock Option Plan of the Corporation reserves a total of 4,893,928 Common Shares for issuance pursuant to incentive stock options. For more information regarding the Stock Option Plan see "Executive Compensation – Compensation Discussion and Analysis."

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Under National Instrument 58-101 *Disclosure of Corporate Governance Practices* and Policy 3.1 of the TSX Venture Exchange ("Exchange"), as an issuer listed on the Exchange, the Corporation is required to include in this Management Information Circular the disclosure required under Form 58-101F2 with respect to the matters set out under National Policy 58-201 *Corporate Governance Guidelines* (the "Guidelines").

Board of Directors

The Corporation's Board of Directors (the "Board"), which is responsible for supervising the management of the business and affairs of the Corporation, is currently comprised of five directors, of which two are independent. The independent directors are Nick Hamilton-Piercy and M. Saleem Siddiqi. Note that Dr. M. Zafar Farooqui resigned from the Board of Directors as of May 24, 2019. The Chair and Chief Executive Officer of the Corporation, Ashraf Zaghoul is not independent by virtue of being an executive officer of the Corporation. Kristine Lewis is not independent as she is the President of the Corporation and Adel Zaghoul is not independent as he is Chair and Chief Executive Officer of NTG Egypt Advanced Software, a subsidiary of the Corporation.

Directorships

None of the directors of the Corporation serve as directors of other reporting issuers.

Orientation and Continuing Education

The Corporation has developed an orientation program for new directors that includes a director's manual ("Director's Manual") which contains information regarding the roles and responsibilities of the Board, each Board committee, the Board chair, the chair of each Board committee and the CEO of the Corporation. The Director's Manual contains information regarding the nature and operation of the Corporation's business, its organizational structure, governance policies including the Board Mandate and each Board committee mandate. The Director's Manual is to be updated as the Corporation's business, governance documents and policies change. The Corporation arranges for information to be disseminated to the Board to inform directors regarding corporate developments and changes in legal, regulatory and industry requirements affecting the Corporation. As well, directors are encouraged to visit the Corporation's facilities, to interact with management and employees.

Ethical Business Conduct

The Corporation has not adopted a written code of business conduct and ethics. However, the Board consults regularly with legal, accounting and auditing advisors to ensure compliance with all applicable legal, accounting and other applicable regulatory requirements.

Nomination of Directors

The Board does not have a nominating committee and responsibility for identifying new candidates to join the Board belongs to the Board as a whole. The Board is responsible for identifying qualified candidates, recommending nominees for election as directors and appointing directors to committees. The Board is requested to objectively consider the independence of candidates, financial acumen, skills and available time to devote to the duties of the Board in making their recommendations for nomination to the Board. The Board reviews the composition and size of the Board and tenure of directors in advance of annual general meetings when directors are most commonly elected by the Corporation's shareholders, as well as when individual directors indicate that their terms may end or that their status may change. The Board encourages all directors to participate in considering the need for and in identifying and recruiting new nominees for the Board. In doing so, the directors are requested by the Board to have regard to the skill sets which are deemed, from time to time, to be most desired in proposed nominees for the Board.

Compensation

The Compensation Committee annually determines the compensation to be received by the Corporation's executive officers. The Compensation Committee is comprised entirely of independent directors. Compensation is determined in the context of the Corporation's strategic plan, the Corporation's growth, shareholder returns and other achievements and considered in the context of position descriptions, goals and the performance of each individual officer.

Other Board Committees

Other than the Audit Committee and the Compensation Committee, the only other standing committees of the Board are the Corporate Governance Committee and the Options Committee. The function of the Corporate Governance Committee is to make recommendations to the Board regarding the adoption of governance policies and to ensure compliance with the governance policies of the Corporation. The function of the Options Committee is to recommend and implement the granting of share options.

Assessments

The Corporation has not previously conducted formal assessments of the Board, the committees or individual directors. The effectiveness and contribution of individual directors is informally assessed based on participation in Board and committee activities.

AUDIT COMMITTEE

Under National Instrument 52-110 *Audit Committees*, the Corporation is required to include in its information circular the disclosure required under Form 52-110F2 with respect to its audit committee, including the text of its audit committee charter, the composition of the audit committee and the fees paid to the external auditor. The disclosure required by Form 52-110F2 is set out below.

The Audit Committee's Charter

The Audit Committee Charter is attached hereto as Schedule "A".

Composition of the Audit Committee

During the period ended December 31, 2018 the Audit Committee of the Corporation was composed of the following individuals:

Kristine Lewis	Not Independent ⁽¹⁾	Financially literate ⁽²⁾
M. Zafar Farooqui	Independent ⁽¹⁾	Financially literate ⁽²⁾
M. Saleem Siddiqi	Independent ⁽¹⁾	Financially literate ⁽²⁾

Notes:

- (1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Corporation which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.
- (2) An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.
- (3) Dr. M. Zafar Farooqui resigned from the Board of Directors as of May 24, 2019. Mr. Nick Hamilton-Piercy was appointed to the Audit Committee by Board resolution on July 19, 2019.

Relevant Education and Experience

Kristine Lewis holds a B.Sc. from the University of Toronto with accounting and computer science background, and has over 20 years experience in management and operations in the IT and telecom industry. She has been managing the Finance and Administration of the Company for over 20 years.

Saleem Siddiqi is the president and founder of Siddiqi & Company Inc., Registered Professional Accountants and Certified Management Accountants. He is an RPA and a CMA who worked at accounting firms such as Usher and Wineberg, Chartered Accountants and was Director of Finance for the Dictograph Corporation, before starting Siddiqi & Company Inc., in 1984.

Mr. Hamilton-Piercy has over 45 years of extensive experience in the telecom sector. He worked with Rogers for over 30 years in various senior technology management positions including Chief Technology Officer (CTO) and is familiar with compensation objectives in the industry.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on any exemption in section 2.4 (De Minimus Non-audit Services), an exemption in section 6.1.1 (Composition of the Audit Committee) or an exemption granted under Part 8 (Exemptions) of NI 52-110

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors for the last two fiscal years are as follows:

Financial Period Ended December 31	Audit Fees ⁽¹⁾	Audit Related Fees	Tax Fees ⁽²⁾	All Other Fees
2018	\$91,700	6,489	\$1,000	\$1,000
2017	\$91,700	5,562	\$1,000	\$1,000

Notes:

- (1) The aggregate audit fees billed.
 (2) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.

Exemption

The Corporation is relying upon the exemption in section 6.1 of NI 52-110.

MATTERS TO BE CONSIDERED AT THE MEETING

1. Receipt of the Financial Statements and Auditors' Report

At the Meeting, shareholders will receive and consider the financial statements of the Corporation for the year ended December 31, 2018 and the auditors' report thereon and the unaudited financial statements of the Corporation for the interim period ending March 31, 2019, but no vote by the shareholders with respect thereto is required or proposed to be taken.

2. Election of Directors

At the Meeting, it is proposed that 6 directors be elected until the next annual meeting of shareholders or until their successors are elected or appointed. There are currently five (5) directors of the Corporation. Pursuant to the *Business Corporations Act* (Alberta), the current directors of the Corporation cease to hold office at the close of the Meeting.

The following table sets forth, in respect of each nominee, all positions currently held with the Corporation, their principal occupation (and principal occupation for the preceding five (5) years for nominees not previously elected) and the approximate number of Common Shares of the Corporation beneficially owned or controlled or directed, directly or indirectly as of July 25, 2019. The information contained herein is based upon information furnished by the respective nominees.

Name and Municipality of Residence	Date Since Served as a Director	Office or Position	Present Principal Occupation	Number of Common Shares Owned or Controlled
Ashraf Zaghoul ⁽²⁾⁽⁴⁾ Thornhill, Ontario	May 15, 2001	Chairman, Chief Executive Officer and Director	Chairman and Chief Executive Officer of the Corporation	8,748,729
Adel Zaghoul Cairo, Egypt	June 21, 2004	Director	Chairman of NTG Egypt	1,890,000
Kristine Lewis ⁽¹⁾⁽⁴⁾ Thornhill, Ontario	June 21, 2004	President and Chief Financial Officer and Director	President and Chief Financial Officer of the Corporation	6,226,749
Nick Hamilton-Piercy ⁽¹⁾⁽³⁾ Innisfil, Ontario	May 27, 2014	Director	Independent management consultant	310,714
Mohammed Saleem ⁽¹⁾⁽³⁾ Siddiqi	Aug 15, 2017	Director	Independent management consultant and president and founder of Siddiqi & Company Inc., Registered Professional Accountants and Certified Management Accountants	150,000

Note:

- (1) Member of the audit committee.
- (2) Member of the corporate governance committee.
- (3) Member of the compensation committee.
- (4) Member of the options committee.

Cease Trade Orders, Bankruptcies and Penalties or Sanctions

Except as set forth below, to the knowledge of the management of the Corporation, no proposed director of the Corporation is, or has been within ten years prior to the date hereof: (a) a director, chief executive officer or chief financial officer of any company, including the Corporation, that while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days (collectively, an “Order”), or was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or (b) a director or executive officer of any company, including the Corporation, that while 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.

To the knowledge of the management of the Corporation, no proposed director or a holding company of such proposed director, has, within the ten 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 assets of the proposed director or assets of the proposed director’s holding company.

To the knowledge of the management of the Corporation, no proposed director or a holding company of such proposed director, has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

3. Appointment of Auditors

The persons named in the enclosed form of proxy intend to have nominated and to vote for the appointment of NVS Chartered Accountants Professional Corporation of Markham, Ontario as auditors of the Corporation (the “Auditors”) at a remuneration to be fixed by the board of directors and to hold such office until the next annual meeting of the Corporation.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth below, none of the Corporation’s informed persons (as defined in NI 51-102), proposed nominees for election as directors of the Corporation or their associates and affiliates, has any material interest in any transaction with the Corporation since the commencement of the Corporation’s last financial year or in any proposed transaction which has materially affected or would materially affect the Corporation.

INTEREST OF DIRECTORS AND OFFICERS IN MATTERS TO BE ACTED UPON

No director or officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

No directors or officers of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, is or was indebted to the Corporation or any of its subsidiaries at any time since the beginning of the most recently completed financial year.

ADDITIONAL INFORMATION

Additional financial information is provided in the Corporation’s comparative consolidated financial statements and management’s discussion and analysis for the most recently completed fiscal year ended December 31, 2018. Copies of the Corporation’s financial statements and related management’s discussion and analysis can be obtained by contacting the President and Chief Financial Officer of the Corporation at 2820 Fourteenth Avenue, Suite 202, Markham, Ontario L3R 0S9, Telephone: (905) 305-1325 x112. **Additional information relating to the Corporation is available on SEDAR at www.sedar.com.**

SCHEDULE “A”

NTG CLARITY NETWORKS INC.

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

I. PURPOSE

The primary function of the Audit Committee (the “Committee”) is to assist the board in fulfilling its oversight responsibilities by reviewing:

- A. the financial information that will be provided publicly;
- B. the systems of internal controls, including controls over public reporting; and
- C. all material financial audit processes.

Primary responsibility for the financial reporting, information systems, risk management and internal controls of NTG Clarity Networks Inc. (“NTG” or the “Corporation”) is vested in management and is overseen by the board.

II. COMPOSITION AND OPERATIONS

- A. The Committee shall be composed of not fewer than three directors the majority of whom must be independent as defined in Section 1.4 of Multilateral Instrument 52-110 *Audit Committees* (“MI 52-110”) as may be amended from time to time.
- B. All Committee members shall be “financially literate” as defined in MI 52-110.
- C. NTG’s auditors shall be advised of the names of the Committee members and will receive notice of and be invited to attend meetings of the Audit Committee, and to be heard at those meetings on matters relating to the auditor’s duties.
- D. The Committee shall meet with the external auditors as it deems appropriate to consider any matter that the Committee or auditors determine should be brought to the attention of the board or shareholders.
- E. The Committee shall meet at least once (by person or by teleconference) in each fiscal quarter to review NTG’s quarterly financial statements and MD&A and related news releases for the immediately preceding fiscal quarter and to review and recommend approval by the full board of such interim financial statements for the immediately preceding fiscal year.
- F. The Committee shall meet at least once (by person or by teleconference) in each fiscal year to review NTG’s audited financial statements and MD&A and related news releases for the immediately preceding fiscal year and to review and recommend approval by the full board of such audited financial statements for the immediately preceding fiscal year.

III. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the board, the Committee will perform the following duties:

A. Financial Statements and Other Financial Information

The Committee will review and recommend for approval to the board financial information that will be made publicly available. This includes:

- 1. review and recommend approval of NTG’s annual financial statements, MD&A and related news release and recommend approval to the board of Directors before the statements are provided to the board of Directors;

2. review and approve for release NTG's quarterly financial statements, MD&A and related news release; and
3. review the Annual Information Form and any Prospectus/Private Placement Memorandums and recommend approval of related financial information to the board.

Review and discuss:

4. the appropriateness of accounting policies and financial reporting practices used by NTG;
5. any significant proposed changes in financial reporting and accounting policies and practices to be adopted by NTG; and
6. any new or pending developments in accounting and reporting standards that may affect NTG.

B. Risk Management, Internal Control and Information Systems

The Audit Committee will review and consider whether the risk management, internal control and public reporting systems are operating effectively to produce accurate, appropriate and timely management and financial information. This includes:

1. review the Corporation's risk management controls and policies;
2. consider whether the information systems are reliable and the systems of internal controls are properly designed and effectively implemented through discussions with and reports from management, and as applicable, the external auditor; and
3. review management steps to implement and maintain appropriate internal control procedures including a review of policies.

C. External Audit

The Committee will review the planning and results of external audit activities and the ongoing relationship with the external auditor. This includes:

1. review and recommend to the board, for shareholder approval, engagement of the external auditor;
2. review the annual external audit plan, including:
 - (a) engagement letter;
 - (b) objectives and scope of the external audit work;
 - (c) materiality limit;
 - (d) areas of audit risk;
 - (e) staffing;
 - (f) timetable; and
 - (g) proposed fees.
3. meet with the external auditor to discuss the Corporation's annual financial statements and the auditor's report including the appropriateness of accounting policies and underlying estimates and resolve any disagreements between management and the external auditors regarding financial reporting;
4. review and advise the board with respect to the planning, conduct and reporting of the annual audit:

- (a) any difficulties encountered, or restrictions imposed by management, during the annual audit;
 - (b) any significant accounting or financial reporting issue;
 - (c) the auditors' evaluation as applicable of NTG's system of internal controls, procedures and documentation;
 - (d) the post audit or management letter containing any findings or recommendations of the external auditor, including management's response thereto and the subsequent follow-up to any identified internal control weaknesses;
 - (e) any other matters the external auditor brings to the Committee's attention; and
 - (f) assess the performance and consider the annual appointment of external auditors for recommendation to the board.
- 5. review the auditor's reports on all material entities that the Corporation consolidates, proportionately consolidates or equity accounts;
 - 6. review and receive assurances on the independence of the external auditor;
 - 7. review and pre-approve all non-audit services to be provided by the external auditor's firm or its affiliates (including estimated fees), and consider the effect on the independence of the external audit; and
 - 8. meet periodically, and at least annually, with the external auditor without management present.

D. OTHER

The Committee will also:

- 1. review insurance coverage of significant business risks;
- 2. review material litigation and its effect on financial reporting;
- 3. review the terms of reference for the Committee annually and make recommendations to the board as required; and
- 4. establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding public reporting, accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
 - (c) review and approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation.

IV. ACCOUNTABILITY

The Committee chair has the responsibility to make periodic reports to the board, as requested, on financial matters relative to the Corporation. The Committee shall report its discussions to the board by maintaining minutes of its meetings and providing an oral report at the next board meeting.

V. RELIANCE ON EXPERTS

In contributing to the Committees' discharging of its duties under this mandate, each member shall be entitled to rely in good faith on:

1. Financial statements of the Corporation represented to the member by an officer of the Corporation, or in a written report of the external auditors, to present the financial position of the Corporation and the results of its operations in accordance with generally accepted accounting principles in all material respect; and
2. Any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

The board is of the view that monitoring of the Corporation's financial reporting and disclosure policies and procedures cannot be reasonably met unless the following activities (the "fundamental activities") are, in all material respects, conducted effectively:

1. The Corporation's accounting functions are performed in accordance with a system of internal financial controls designed to capture and record properly and accurately all of the Corporation's financial transactions;
2. The internal financial controls are regularly assessed for effectiveness and efficiency;
3. The Corporation's quarterly and annual financial statements are properly prepared by management in accordance with generally accepted accounting principles in all material respects; and
4. The Corporation's annual financial statements are reported on by an external auditor appointed by the shareholders of the Corporation.

VI. LIMITATIONS ON COMMITTEE'S DUTIES

In contributing to the Committee's discharging of its duties under these terms of reference, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in these terms of reference is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all board members are subject. The essence of the Committee's duties is monitoring and reviewing to endeavour to gain reasonable assurance (but not to ensure) that the fundamental activities are being conducted effectively and that the objectives of the Corporation's financial reporting are being met and to enable the Committee to report thereon to the board.