

***dyna*CERT INC.**

NOTICE OF ANNUAL AND SPECIAL MEETING
OF
SHAREHOLDERS

To be held on Friday, September 20, 2019

at 11:00 a.m. (Toronto time)

at Alliance Banquet Hall,

501 Alliance Avenue, Toronto, Ontario, Canada M6N 2J1

MANAGEMENT INFORMATION CIRCULAR
AND
PROXY STATEMENT

August 12, 2019

dynaCERT INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS

TAKE NOTICE THAT an Annual and Special Meeting (the "Meeting") of the shareholders of *dynaCERT INC.* (the "Corporation") will be held at Alliance Banquet Hall, 501 Alliance Avenue, Toronto, Ontario, Canada M6N 2J1 on Friday, September 20, 2019 at 11:00 a.m. (Toronto time) for the following purposes:

1. to receive the financial statements of the Corporation as at and for the year ended December 31, 2018, together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation to be elected at the Meeting at seven (7);
3. to elect the board of directors of the Corporation to serve until the next annual meeting of the shareholders or until their successors are duly elected or appointed;
4. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors;
5. to consider and, if deemed advisable, to pass an ordinary resolution, the full text of which is set forth in the accompanying Management Information Circular and Proxy Statement (the "Management Proxy Circular"), approving the stock option plan of the Corporation in the form set out in Schedule "C" to the Management Proxy Circular; and
6. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Proxy Circular.

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Management Proxy Circular and Instrument of Proxy. An Instrument of Proxy will not be valid unless it is received by TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time of the Meeting, or any adjournment thereof. A person appointed as proxy holder need not be a shareholder of the Corporation.

Only shareholders of record as at the close of business on August 12, 2019 (the "Record Date") are entitled to receive notice of the Meeting.

SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.

DATED at Toronto, Ontario as of the 12th day of August, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Wayne Hoffman*"

Wayne Hoffman
Chairman of the Board and a Director

dynaCERT INC.

MANAGEMENT PROXY CIRCULAR

(Unless otherwise stated, information contained herein is given as of August 12, 2019)

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

This Management Proxy Circular is furnished in connection with the solicitation of proxies by the management of *dynaCERT Inc.* (the "Corporation") for use at the Annual and Special Meeting of the holders (the "Shareholders") of common shares ("Common Shares") of the Corporation to be held at Alliance Banquet Hall, 501 Alliance Avenue, Toronto, Ontario, Canada M6N 2J1 on Friday, September 20, 2019 at 11:00 a.m. (Toronto time) (the "Meeting"), for the purposes set forth in the Notice of Annual and Special Meeting (the "Notice") accompanying this Management Proxy Circular. Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, facsimile or oral communication by the directors, officers and regular employees of the Corporation, at no additional compensation. Costs associated with the solicitation of proxies will be borne by the Corporation.

Appointment of Proxyholders

Accompanying this Management Proxy Circular is an instrument of proxy for use at the Meeting. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are required to date and sign the enclosed instrument of proxy and return it in the enclosed return envelope. **All properly executed instruments of proxy for Shareholders must be mailed to reach or be deposited at the offices TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) (i.e. 11:00 am on Wednesday, September 18, 2019, Toronto time) prior to the time set for the Meeting or any adjournment thereof.**

The persons designated in the instrument of proxy are officers and/or directors of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons designated in the accompanying instrument of proxy, to attend at and represent the Shareholder at the Meeting.** To exercise this right, a Shareholder should insert the name of the designated representative in the blank space provided on the instrument of proxy and strike out the names of management's nominees. Alternatively, a Shareholder may complete another appropriate instrument of proxy.

Signing of Proxy

The instrument of proxy must be signed by the Shareholder or the Shareholder's duly appointed attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney of the Corporation. An instrument of proxy signed by a person acting as attorney or in some other representative capacity (including a representative of a corporate Shareholder) should indicate that person's capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously been filed with the Corporation).

Revocability of Proxies

A Shareholder who has submitted an instrument of proxy may revoke it at any time prior to the exercise thereof. In addition to any manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his or her duly authorized attorney or, if the Shareholder is a corporation, under its corporate seal or executed by a duly authorized officer or attorney of the corporation and deposited either: (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournments thereof, at which the instrument of proxy is to be used; or (ii) with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof. In addition, an instrument of proxy may be revoked: (i) by the Shareholder personally attending the Meeting and voting the securities represented thereby or, if the Shareholder is a corporation, by a duly authorized representative of the corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law.

Voting of Proxies and Exercise of Discretion by Proxyholders

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the instrument of proxy will be voted in accordance with such instructions. The management designees named in the accompanying instrument of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing him or her on any ballot that may be called for at the Meeting. **In the absence of such direction, such Common Shares will be voted "FOR" the proposed resolutions at the Meeting. The accompanying instrument of proxy confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the accompanying Notice and with respect to other matters that may properly be brought before the Meeting.** In the event that amendments or variations to matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the management designees to vote in accordance with their best judgment on such matters or business. At the time of printing this Management Proxy Circular, the management of the Corporation knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice.

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

Except as disclosed in this Management Proxy Circular, none of the directors or executive officers of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted on, other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting Shares and Record Date

The authorized share capital of the Corporation consists of an unlimited number of Common Shares. The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting August 12, 2019 (the "Record Date"). As at the Record Date, there were 293,025,936 Common Shares issued and outstanding as fully paid and non-assessable.

Common Shares

The holders of Common Shares are entitled to notice of and to vote at all annual and special meetings of shareholders and are entitled to one vote per Common Share. The holders of Common Shares are entitled, upon dissolution, to receive the remaining property of the Corporation.

Voting of Common Shares – General

Only Shareholders whose names are entered in the Corporation's register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

Voting of Common Shares – Advice to Non-Registered Holders

Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a "Non-Registered Holder") are registered either:

- a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs and similar plans; or
- b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or "CDS").

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice, this Management Proxy Circular and the instrument of proxy

(collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, Intermediaries will use a service company (such as Broadridge Investor Communication Solutions ("Broadridge")) to forward Meeting Materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will:

- a) have received as part of the Meeting Materials a voting instruction form which must be completed, signed and delivered by the Non-Registered Holder in accordance with the directions on the voting instruction form; voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the Internet at www.proxyvotecanada.com; or
- b) less typically, be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it TSX Trust Company at the address referred to above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.**

Only registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set forth above.

Principal Holders of Common Shares

To the knowledge of the directors and executive officers of the Corporation, as at the Record Date, no single shareholder beneficially owns, directly or indirectly, or exercises control or direction over 10% or more of the votes attached to the shares of the Corporation.

STATEMENT OF EXECUTIVE COMPENSATION

GENERAL

The following information, dated as of August 12, 2019 is provided in accordance with Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* (the "Form"), in such term as defined by National Instrument 51-102.

For the purposes of this Form, a "Named Executive Officer", or "NEO", means each of the following individuals:

- (a) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer ("CEO"), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer ("CFO"), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000;

- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

Based on the foregoing definitions, the Corporation's NEO's in respect of the year ended December 31, 2018 were James Payne, President and CEO, Terrence MacDonald, Chief Financial Officer (from March 10, 2017 to January 11, 2019), Carmelo Marrelli, Chief Financial Officer (from January 11, 2019 onwards); and Robert Maier, Chief Operating Officer (from May 2, 2017 onwards).

DIRECTOR AND NEO COMPENSATION

Director and NEO compensation, excluding stock options and other compensation securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Corporation, or a subsidiary of the Corporation thereof to each director and each NEO of the Corporation, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Corporation, for each of the Corporation's two (2) most recently completed financial years:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, Consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
James Payne <i>President, CEO and Director</i>	Dec. 31/2018	217,420	Nil	12,000	Nil	Nil	229,420
	Dec. 31/2017	229,235	50,000	Nil	Nil	Nil	279,235
Carmelo Marrelli <i>Chief Financial Officer</i> ⁽¹⁾	Dec. 31/2018	Nil	Nil	Nil	Nil	Nil	Nil
	Dec. 31/2017	Nil	Nil	Nil	Nil	Nil	Nil
Terrence MacDonald <i>Chief Financial Officer</i> ⁽¹⁾	Dec. 31/2018	99,250 ⁽³⁾	Nil	Nil	Nil	Nil	99,250
	Dec. 31/2017	63,500 ⁽³⁾	Nil	Nil	Nil	Nil	63,500
Robert Maier <i>Director and Chief Operating Officer</i>	Dec. 31/2018	175,913 ⁽³⁾	Nil	12,000	Nil	Nil	187,913
	Dec. 31/2017	142,500 ⁽³⁾	Nil	12,000	Nil	Nil	154,500
Wayne Hoffman <i>Chairman and Director</i>	Dec. 31/2018	Nil	Nil	24,900	Nil	Nil	24,900
	Dec. 31/2017	Nil	Nil	22,800	Nil	Nil	22,800
Richard Lu <i>Director</i>	Dec. 31/2018	Nil	Nil	12,000	Nil	Nil	12,000
	Dec. 31/2017	Nil	Nil	12,000	Nil	Nil	12,000
Elliot Strashin <i>Director</i>	Dec. 31/2018	Nil	Nil	14,400	Nil	Nil	14,400
	Dec. 31/2017	Nil	Nil	12,000	Nil	Nil	12,000
Ronald Perry <i>Director</i>	Dec. 31/2018	81,000 ⁽³⁾	Nil	21,600	Nil	Nil	102,600
	Dec. 31/2017	117,000 ⁽³⁾	Nil	21,600	Nil	Nil	138,600
Jean-Pierre Colin <i>Director and Corporate Secretary</i> ⁽²⁾	Dec. 31/2018	70,000	Nil	22,800	Nil	Nil	92,800
	Dec. 31/2017	12,500	Nil	12,000	Nil	Nil	24,500
Amir Farahi <i>Director</i> ⁽⁴⁾	Dec. 31/2018	Nil	Nil	Nil	Nil	Nil	Nil
	Dec. 31/2017	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. MacDonald served as Chief Financial Officer and Corporate Secretary from March 10, 2017 until January 10, 2019 and Mr. Carmelo Marrelli served as Chief Financial Officer from January 11, 2019 onwards.
- (2) Mr. Colin was appointed as a director of the Corporation on December 16, 2016 and as Corporate Secretary on January 11, 2019.
- (3) Payments under consulting arrangements with private companies. See "Employment, consulting and management agreements" below.
- (4) Mr. Farahi was appointed as a director on March 7, 2019.

External Management Companies

Each of the NEOs except Terrence MacDonald is an employee of the Corporation. None of the NEOs provide executive management services through external management companies, except for Mr. Robert Maier who provides services through Puma Systems Inc. (a private corporation that is 100% owned and controlled by Mr. Maier) and Mr. Terrence MacDonald who provided services through T.L. MacDonald Ltd. (a private corporation that is owned or controlled by Mr. MacDonald).

Stock options and other compensation securities

The following table sets forth details for all stock options outstanding for each of the NEO's and directors as at December 31, 2018.

Compensation Securities						
Name and Position	Number of stock options	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of stock option on date of grant (\$)	Closing price of stock option at Dec. 31, 2018 (\$)	Expiry date
James Payne <i>President, Chief Executive Officer and Director</i>	600,000	Jan. 31, 2018	0.50	0.40	0.19	Jan. 31, 2023
	600,000	Dec. 16, 2016	0.80	0.78	0.19	Dec. 16, 2021
	1,000,000	Dec. 1, 2015	0.10	0.075	0.19	Dec. 1, 2020
	600,000	Feb. 26, 2015	0.15	0.13	0.19	Feb. 26, 2020
	600,000	July 15, 2014	0.10	0.09	0.19	July 15, 2019
Terrence MacDonald <i>Chief Financial Officer⁽¹⁾</i>	200,000	Jan. 31, 2018	0.50	0.40	0.19	Jan. 31, 2023
	300,000	Mar. 13, 2017	0.94	0.71	0.19	Mar. 13, 2022
Robert Maier <i>Director and Chief Operating Officer</i>	475,000	Jan. 31, 2018	0.50	0.40	0.19	Jan. 31, 2023
	125,000	Dec. 16, 2016	0.80	0.78	0.19	Dec. 16, 2021
	250,000	Dec. 1, 2015	0.10	0.075	0.19	Dec. 1, 2020
	250,000	Feb. 26, 2015	0.15	0.13	0.19	Feb. 26, 2020
Wayne Hoffman <i>Chairman and Director</i>	250,000	Jan. 31, 2018	0.50	0.40	0.19	Jan. 31, 2023
	300,000	Dec. 16, 2016	0.80	0.78	0.19	Dec. 16, 2021
	325,000	Dec. 1, 2015	0.10	0.075	0.19	Dec. 1, 2020
	325,000	Feb. 26, 2015	0.15	0.13	0.19	Feb. 26, 2020
	400,000	July 15, 2014	0.10	0.09	0.19	July 15, 2019
Richard Lu <i>Director</i>	175,000	Jan. 31, 2018	0.50	0.40	0.19	Jan. 31, 2023
	175,000	Dec. 16, 2016	0.80	0.78	0.19	Dec. 16, 2021
	250,000	Dec. 1, 2015	0.10	0.075	0.19	Dec. 1, 2020
	175,000	Feb. 26, 2015	0.15	0.13	0.19	Feb. 26, 2020
	300,000	July 15, 2014	0.10	0.09	0.19	July 15, 2019
Elliot Strashin <i>Director</i>	375,000	Jan. 31, 2018	0.50	0.40	0.19	Jan. 31, 2023
	175,000	Dec. 16, 2016	0.80	0.78	0.19	Dec. 16, 2021
	325,000	Dec. 1, 2015	0.10	0.075	0.19	Dec. 1, 2020
	275,000	Feb. 26, 2015	0.15	0.13	0.19	Feb. 26, 2020
	250,000	July 15, 2014	0.10	0.09	0.19	July 15, 2019
Ronald Perry <i>Director</i>	300,000	Jan. 31, 2018	0.50	0.40	0.19	Jan. 31, 2023
	350,000	Dec. 16, 2016	0.80	0.78	0.19	Dec. 16, 2021
	1,500,000	Dec. 1, 2015	0.10	0.075	0.19	Dec. 1, 2020
	650,000	Feb. 26, 2015	0.15	0.13	0.19	Feb. 26, 2020
	325,000	July 15, 2014	0.10	0.09	0.19	July 15, 2019
Jean-Pierre Colin ⁽²⁾ <i>Director & Corporate Secretary</i>	300,000	Jan. 31, 2018	0.50	0.40	0.19	Jan. 31, 2023
	425,000	Dec. 16, 2016	0.80	0.78	0.19	Dec. 16, 2021

Compensation Securities						
Name and Position	Number of stock options	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of stock option on date of grant (\$)	Closing price of stock option at Dec. 31, 2018 (\$)	Expiry date
Yalon Farhi <i>Director</i> ⁽³⁾	250,000	Jan. 31, 2018	0.50	0.40	0.19	Jan. 31, 2023

Notes:

- (1) Mr. MacDonald served as Chief Financial Officer from March 10, 2017 until January 10, 2019. Mr. Marrelli was appointed Chief Financial Officer on January 11, 2019.
- (2) Mr. Colin was appointed as a director of the Corporation on December 16, 2016 and as Corporate Secretary on January 11, 2019.
- (3) Mr. Farhi resigned in July of 2018.

The following table sets forth details for all exercises of stock options by each of the NEOs and directors during the year ended December 31, 2018.

Exercises of Compensation Securities by Directors and NEOs						
Name and Position	Number of stock options	Exercise price (\$)	Date of exercise	Closing price per Common Share on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
James Payne <i>President, Chief Executive Officer and Director</i>	250,000	0.12	Jan. 04, 2018	0.38	0.26	65,000
	375,000	0.12	Mar.01, 2018	0.35	0.23	86,250
	600,000	0.10	Jul.12, 2018	0.24	0.14	84,000
	600,000	0.15	Jul.12, 2018	0.24	0.09	54,000
Robert Maier <i>Director and Chief Operating Officer</i>	250,000	0.15	Feb. 23, 2018	0.36	0.21	17,850
	250,000	0.10	Feb. 23, 2018	0.36	0.26	65,000
Wayne Hoffman <i>Chairman and Director</i>	75,000	0.12	Feb.14, 2018	0.32	0.20	15,000
Ronald Perry <i>Director</i>	300,000	0.12	Mar.02, 2018	0.34	0.22	66,000

Stock option plans and other incentive plans

The Corporation has no other incentive plans other than its stock option plan (the "Plan"). The Plan provides that the board of directors may from time to time, in its discretion grant to directors, officers and employees of the Corporation and to consultants retained by the Corporation, non-transferable options to purchase common shares ("Common Shares"), or such other shares as may be substituted therefore, in the capital of the Corporation for a period of up to five years from the date of the grant provided that the number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares of the Corporation at the date of the grant.

The purpose of this Plan is to advance the interests of the Corporation by encouraging the directors, officers and employees of the Corporation and consultants retained by the Corporation to acquire Common Shares, thereby: (i) increasing the proprietary interests of such persons in the Corporation; (ii) aligning the interests of such persons with the interests of the Corporation's shareholders generally; (iii) encouraging such persons to remain associated with the Corporation and (iv) furnishing such persons with an additional incentive in their efforts on behalf of the Corporation.

The following is a summary of the material terms of the Plan and is qualified in its entirety by the full text of the Plan, which is attached hereto as Schedule "C":

- The number of Common Shares to be reserved and authorized for issuance pursuant to options granted under the Plan shall not exceed ten percent (10%) of the total number of issued and outstanding shares in the Corporation.

- Under the Plan, the aggregate number of optioned Common Shares granted to any one optionee in a 12 month period must not exceed 5% of the Corporation's issued and outstanding shares. The number of optioned Common Shares granted to any one consultant in a 12 month period must not exceed 2% of the Corporation's issued and outstanding shares. The aggregate number of optioned Common Shares granted to an optionee who is employed to provide investor relations' services must not exceed 2% of the Corporation's issued and outstanding Common Shares in any 12 month period.
- The exercise price for options granted under the Plan will not be less than the market price of the Corporation's Common Shares at the time of the grant, less applicable discounts permitted by the policies of the TSX Venture Exchange ("TSX-V").
- Options will be exercisable for a term of up to five years, subject to earlier termination in the event of the optionee's death or the cessation of the optionee's services to the Corporation.
- Options granted under the Plan are non-assignable, except by will or by the laws of descent and distribution.

The Corporation's Plan was approved by the directors on August 12, 2019. The Plan will be subject for approval at the Corporation's next Annual Meeting of the Shareholders.

Employment, consulting and management agreements

The Corporation does not have written agreements for termination or change of control with any of its NEOs. The Company has arrangements with Messrs. Ronald Perry and Jean-Pierre Colin to pay fees on a monthly basis for certain services performed as consultants to the Company.

Oversight and description of directors and NEO compensation

The Corporation has a Compensation Committee, which is comprised of Mr. Elliot Strashin, Mr. Richard Lu and Mr. Jean-Pierre Colin, Chair of the Compensation Committee. The Compensation Committee makes recommendations to the Board of Directors, which then determines the compensation of the Corporation's directors, NEOs and senior officers that the Board of Directors (having regard to the recommendations of the Compensation Committee) determines is suitable, primarily by comparison of the remuneration paid by other companies that are similar to the business and size of the Corporation.

Market comparisons as well as evaluation of similar positions in the same industry and in the same geography are among the criteria used in determining compensation levels. Following a review of such criteria and the recommendations of the Compensation Committee, the Board of Directors determines compensation amounts and methods as it sees fit and reasonable.

The objective of the Board of Directors in setting compensation levels is to attract and retain individuals of very high calibre to serve as officers of the Corporation, to motivate their performance in order to achieve the Corporation's important strategic objectives and to align the interests of executive officers with both the short-term and the long-term interests of the shareholders, while at the same time preserving cash flows. These objectives are designed to ensure that the Corporation continues to grow as well as to grow cash flow and earnings for Shareholders. The Board of Directors sets the compensation received by NEOs so as to be generally competitive with the compensation received by persons with similar qualifications and responsibilities who are engaged by other companies of corresponding size, stage of development, having similar assets, number of employees, market capitalizations and profit margin. In setting such levels, the Board of Directors relies on their own long-term experience and knowledge of the Canadian capital markets and Canadian business in general.

Pension disclosure

The Corporation does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement for the Directors and NEOs.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as at the end of the Corporation's most recently completed financial year with respect to 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, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	23,023,096	\$0.39	3,657,398
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	23,023,096	\$0.39	3,657,398

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors and officers of the Corporation, any proposed management nominee for election as a director of the Corporation or any associate of any director, officer or proposed management nominee is or has been indebted to the Corporation at any time during the last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Management Proxy Circular, none of the informed persons of the Corporation (as defined in National Instrument 51-102), nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which, in either case, has or will materially affect the Corporation and none of such persons has any material interest in any transaction proposed to be undertaken by the Corporation that will materially affect the Corporation.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation that 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

Please see the attached Schedule "A" for information on the Corporation's Corporate Governance (Form 58-101F2).

AUDIT COMMITTEE

Audit Committee Charter

The Charter of the Corporation's Audit Committee is attached to this Management Proxy Circular as Schedule "B".

Composition of the Audit Committee

The following are the current and proposed members of the Audit Committee:

Richard Lu ⁽¹⁾ ⁽²⁾	independent	Financially Literate
Wayne Hoffman ⁽¹⁾ ⁽²⁾	independent	Financially Literate
Jean Pierre Colin (Chair) ⁽²⁾	non-independent	Financially Literate

Note:

- (1) Mr. Lu is independent as defined under Multilateral Instrument 52-110 ("MI 52-110"). Mr. Hoffman is independent and is non-executive Chair of the Board of Directors of the Corporation, is retired and acts as such on a part-time basis.
- (2) Neither of Messrs., Lu Hoffman and Colin, are officers, employees or control persons of the Corporation except for Mr. Colin who is the Corporate Secretary of the Corporation since January 11, 2019 and, as such, is also, since then, an officer of the Corporation. Under Section 6.1 of Part 6 of MI 52-110, the audit committee is exempt from the requirement of

independence as defined in such Instrument and, as required, the Corporation is disclosing that it is relying upon such exemption (see “Exemption” below).

Education and Experience

Mr. Lu is an experienced CEO with a demonstrated history of working in the renewables and environment industry. His skills include business planning, wind and solar energy, smart grid and manufacturing. Mr. Lu graduated from University of Toronto and holds a Master of Business Administration (MBA) and a Master of Health Science (MHSc). He has been President & CEO of Abundant Solar Energy Inc. since 2013 and prior to that was President & Managing Director of Sky Solar (Canada) Ltd., VP Business Development of ARISE Technologies Corporation, VP EHS and Chief Conservation Officer of Toronto Hydro Corporation, and Manager, Environment Health & Safety of Enbridge Gas Distribution.

Mr. Hoffman, a Chartered Professional Account (CPA, CA), was appointed as the Chairman of the Board of Directors of the Corporation on March 24, 2014 and as member of the Audit Committee on May 29, 2014. He possesses a strong financial and corporate governance background, having served as Vice-President, Finance at John Deere Limited for 25 years and President of John Deere Credit for over 8 years. Mr. Hoffman has been a member of the Corporation's Business Advisory Committee from October 2007 until 2010 and served as President of the Corporation from 2009 to 2010.

Mr. Colin was appointed to the Board of Directors of the Corporation on December 16, 2016 and Corporate Secretary of the Corporation on January 11, 2019. He is Chair of the Audit Committee and the Compensation Committee and the Corporate Governance Committee of the Corporation. Mr. Colin is a corporate strategy consultant to outlier high-growth publicly-listed companies. He was a recognized senior securities industry executive and effective investment banking professional providing financing and mergers and acquisitions services to numerous prosperous issuers in Canada since May 1980. As a result of his extensive financial background throughout his career, and as a senior investment banker, he has been called to lead teams of corporate finance professionals at national securities dealers, such as Richardson Greenshields of Canada Limited, JP Colin Securities Inc., Deacon Capital Corporation, Octagon Capital Corporation and he was a senior officer and investment banker of Desjardins Securities Inc. Mr. Colin holds an MBA degree from the University of Western Ontario and a Law Degree from the University of Ottawa as well as a DCS from McGill University and a Certificate in Comparative Law from the University of Manitoba and has served on boards and audit committees of reporting issuers and public companies throughout his career.

Audit Committee Oversight

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

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 MI 52-110 (*De Minimis Non-Audit Services*), or an exemption from MI 52-110, in whole or in part, granted under Part 8 of Multilateral Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee of the Corporation has adopted a specific provision in its policy and procedures for the engagement of non-audit services. The Audit Committee is mandated to pre-approve any non-audit service, if any, to be provided to the issuer or its subsidiary entities by the issuer's external auditor. The Audit Committee of the Corporation reviews the engagement of all audit and non-audit services if warranted or as required.

External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees	Tax Fees
2018	\$95,000	\$Nil	\$5,000
2017	\$60,000	\$Nil	\$3,500

Note: (1) Represents fees paid for professional services rendered by the auditors, Ernst & Young LLP, for the audit of the Corporation's annual financial statements and services provided in connection with statutory and regulatory filings in respect of the 2017 and 2018 financial years. Ernst & Young LLP, Chartered Accountants was appointed as auditor of the Corporation on November 29, 2017.

Exemption

The Corporation is relying on the exemption provided in Section 6.1 of MI 52-110 and, as such, the Corporation is exempt from Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of MI 52-110.

MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

The financial statements of the Corporation for the year ended December 31, 2018 and the auditors' report thereon accompanying this Management Proxy Circular will be placed before the Shareholders at the Meeting. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed notice to TSX Trust Company. The financial statements of the Corporation for the year ended December 31, 2018 are filed on SEDAR.

Election of Directors

The term of office of each of the present directors expires at the Meeting. At the Meeting, the Shareholders will be asked to fix the number of directors of the Corporation to be elected at seven (7) members. Management of the Corporation proposes to nominate the persons named below for election as directors of the Corporation at the Meeting, each to serve until the next annual meeting of the Shareholders of the Corporation, unless his office is earlier vacated.

Approval of the election of each director will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. Shareholders can vote for all of the proposed directors set forth herein, vote for some of them and withhold for others, or withhold for all of them. **Unless otherwise instructed, the named proxyholders intend to vote "FOR" the election of each of the proposed nominees set forth below as Directors of the Corporation.** If, prior to the Meeting, any vacancies occur in the list of proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Corporation and FOR the remaining proposed nominees. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The following information concerning the proposed nominees has been furnished by each of them:

Name, Province and Country of Residence and Present Office Held	Principal Occupation or Employment	Director Since	Number of Common Shares Beneficially Owned or Controlled⁽¹⁾ and % of total issued and outstanding
JAMES PAYNE Ontario, Canada <i>Director, President, Chief Executive Officer and Director</i>	President and CEO of the Corporation. Also, President and CEO of V2R Group Inc., a project management company in the City of Toronto. Director of Lindsey Villages for families with Autism. Member of the Advisory Board of Sparta Capital Ltd.	October 2008	10,232,786 ⁽⁵⁾ (3.84 %)
ROBERT MAIER Ontario, Canada <i>Director and Chief Operating Officer</i>	Chief Operating Officer of the Corporation, Director of Business Development of SPS North America.	February 2015	319,819 (0.12%)
WAYNE HOFFMAN ⁽²⁾⁽⁴⁾⁽⁸⁾ Ontario, Canada <i>Director, Chairman of the Board</i>	Retired. Serving as Treasurer of Christians For Israel, Canada.	March 2014	7,422,200 (2.69 %)
RICHARD LU ⁽²⁾⁽³⁾ Ontario, Canada <i>Director</i>	Independent Consultant in the renewable energy and energy efficiency industry.	January 2014	504,750 (0.19%)
ELLIOT STRASHIN ⁽³⁾⁽⁴⁾ Ontario, Canada <i>Director</i>	President of Strashin and Sons Limited, a real estate development company that specializes in certified, green building.	January 2014	10,005,834 ⁽⁶⁾ (3.75%)
JEAN-PIERRE COLIN ⁽²⁾⁽³⁾⁽⁴⁾ Ontario, Canada <i>Director and Corporate Secretary</i>	Corporate Strategy Consultant to outlier high-growth public companies and their shareholders.	December 2016	23,810 (0.00%)
AMIR FARAH ⁽⁷⁾ Ontario, Canada <i>Director</i>	Government Relations and public affairs consultant at Blackridge Strategy Inc., an important government relations firm in Southwestern Ontario working with all three levels of government in Canada, federal, provincial and municipal.	January 2019	100,000 (0.0%)

Notes:

- (1) The information regarding the number of Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective nominees. These figures do not include any securities that are exercisable for Common Shares.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.
- (4) Member of the Corporate Governance Committee.
- (5) Such shares are held in Mr. Payne's personal name, as well as in a private corporation that he directly or indirectly owns or controls.
- (6) Such shares are held in Mr. Strashin's personal name and the names of immediate family members, as well as in various private corporations that he directly or indirectly owns or controls.
- (7) Mr. Farahi was appointed as a director of the Corporation on March 7, 2019.
- (8) Mr. Hoffman served as President of the Corporation from 2009 to 2010.

Corporate Cease Trade Orders

No director or proposed director of the Corporation is, or has been within the past ten years, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, while such person was acting in that capacity:

- (i) was the subject of a cease trade or similar order or an order that denied the company access to any exemptions under securities legislation, that was in effect for a period of more than 30 consecutive days; or
- (ii) was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemptions under securities legislation, that was issued after that individual ceased to be a director or chief executive officer or chief financial officer and which resulted from an event that occurred while such person was acting in a capacity as a director, chief executive or financial officer;

except that during the months of April 2015 and May 2015, the then Chief Financial Officer of the Corporation, Ms. Yumey Fernandez, and the then Chief Executive Officer, Mr. James Payne, were under a management cease trade order as a result of the late release of the audited annual financial statements for the year ended December 31, 2014.

Corporate Bankruptcies

No proposed director of the Corporation is, or has been within the past ten years, a director or executive officer of any company (including the Corporation) that, while such person was acting in that capacity, or within a year of that individual 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.

Individual Bankruptcies

No proposed director of the Corporation is or 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 the assets of that individual.

Appointment of Auditors

Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote in favour of the appointment of BDO Canada LLP, Chartered Accountants, as auditors of the Corporation, to hold office until the close of the next annual meeting, at a remuneration to be determined by the board of directors of the Corporation. BDO Canada LLP was first appointed on August 12, 2019. Approval of the appointment of the auditors will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting.

Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote "FOR" the resolution.

Ernst & Young LLP, the current auditor of the Corporation, was first appointed as auditor effective November 29, 2017. On August 12, 2019, the Board of Directors of the Corporation determined that it would not propose that Ernst & Young LLP stand for re-appointment as auditor of the Corporation upon expiry of its current term at the Meeting. This decision was also considered and recommended by the Audit Committee of the Corporation. The report of Ernst & Young LLP on the consolidated financial statements of the Corporation for the two most recently completed fiscal years ended December 31, 2018 or the period thereafter up to August 12, 2019 for which a report was delivered does not contain any reservations and no "reportable event" within the meaning of National Instrument 51-102 - Continuous Disclosure Obligations of the Canadian securities regulatory authorities has occurred involving the Corporation and Ernst & Young LLP.

Ratification and Approval of Stock Option Plan

In accordance with the TSX Venture Exchange Policy 4.4 providing for the regulation of stock options, all issuers that have a rolling stock option plan reserving a maximum of 10% of the issued and outstanding shares of the Corporation must receive yearly shareholder approval of the stock option plan. The Board of Directors of the Corporation

unanimously approved the Plan on August 12, 2019 in the form attached hereto as Schedule "C". The TSX Venture Exchange requires the Plan to be approved by the Shareholders of the Corporation.

Management of the Corporation will place before the Meeting the following resolution relating to the approval of the Plan:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The Corporation's 2019 Stock Option Plan be and is hereby ratified, confirmed and approved in substantially the form attached as Schedule "C" to the Information Circular prepared for the purposes of this Meeting, subject to acceptance by the TSX Venture Exchange;
2. The Corporation be authorized to grant stock options for up to 10% of the Common Shares of the Corporation outstanding from time to time pursuant and subject to the terms and conditions of the 2019 Stock Option Plan;
3. The previous existing stock options granted to directors, officers, employees and others be ratified, confirmed and approved; and that all existing stock options becoming subject to the provisions of the 2019 Stock Option Plan upon adoption by the Corporation;
4. The Board of Directors be authorized on behalf of the Corporation to make any amendments to the 2019 Stock Option Plan as may be required by any regulatory authorities or stock exchanges, without further approval of the shareholders of the Corporation, in order to ensure adoption of its Stock Option Plan;
5. Notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, without further resolution of shareholders, approval is hereby given to the Board of Directors of the Corporation, in their sole discretion, to revoke this resolution at any time and to refrain from implementing the 2019 Stock Option Plan; and
6. Any one director or officer of the Corporation be and he is hereby authorized and directed to do all such acts and things and to execute and deliver under the corporate seal or otherwise all such deeds, documents, instruments and assurances as in such director's opinion may be necessary or desirable to give effect to this resolution."

The approval by Shareholders requires a favourable vote of a majority of the Common Shares voted in respect thereof at the Meeting. The TSX Venture Exchange requires such approval before it will allow the adoption of the Plan. Options to purchase Common Shares that were previously granted to directors, officers and employees of the Corporation will be deemed to be granted under the Plan. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote "FOR" the foregoing resolution.**

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at www.sedar.com.

SCHEDULE "A"

dynaCERT INC.

CORPORATE GOVERNANCE POLICY

CORPORATE GOVERNANCE DISCLOSURE (FORM 58-101F2)

- 1. Board of Directors** — Disclose how the board of directors (the "Board") facilitates its exercise of independent supervision over management, including

- (i) the identity of directors that are independent,

Messrs. Wayne Hoffman, Richard Lu, Elliot Strashin and Amir Farahi are independent.

and

- (ii) the identity of directors who are not independent, and the basis for that determination.

Messrs. James Payne, Robert Maier and Jean-Pierre Colin are not independent as defined under MI 52-110 as they are senior officers of the Corporation. Mr. Wayne Hoffman is non-executive Chair of the Corporation, retired and, as such, acts as Chair of the Corporation on a part-time basis. Mr. Ronald Perry is not independent as defined under MI 52-110 as he provides services to the Corporation under a consulting agreement and is not a proposed director at the Meeting. Accordingly, as required, the Corporation which is a TSX Venture Issuer is relying on the exemption provisions of Section 6.1 of MI 52-110. In determining whether a director is independent with respect to any particular decision of the Board, the Corporation always considers whether the director has a material relationship which could (or could be perceived to) interfere with the director's exercise of independent judgment.

- 2. Directorships** — If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The following current and proposed directors of the Corporation presently serve as directors of other reporting issuers (all of which are in Canada) as follows:

Director	Reporting Issuer
Ronald Perry (current)	Latin American Minerals Inc. (TSX-V: LAT) Manitex Capital Inc. (TSX-V: MNX)
Elliot Strashin (current & proposed)	White Metal Resources Corp. (TSX-V: WHM)
Jean-Pierre Colin (current & proposed)	Sego Resources Inc. (TSX-V: SGZ) White Metal Resources Corp. (TSX-V: WHM)

- 3. Orientation and Continuing Education** — Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the Board takes to provide continuing education for directors.

The directors individually and as a group are encouraged to read and discuss the wide range of articles and papers on the evolving issues of corporate governance and securities regulatory matters. From time to time, the CEO and the Corporate Secretary may circulate matters of such relevance to the Board. As it relates specifically to the Corporation's business, certain directors have attended trucking trade shows while others

stay current with the hydrogen industry by reading publications and conduct numerous discussions with scientific experts involved in various aspects of the Corporation's business. New directors are educated on the process, the technology and the market, while existing directors are kept up to date in this area. To provide orientation to new directors regarding the role of the Board and its audit committee, the Board provides copies of the audit committee charter and the charter of other committees and the Corporation's Policies and Procedures and discusses the role of management in the Corporation's operations. To orient new directors on the nature and operation of the Corporation's business, the Board provides new directors with copies of the most recent public filings of the Corporation. From time to time, the Chief Executive Officer meets with individual directors to update them on issues relating to the business and, in between Board meetings, the Chief Executive Officer also provides updates to the directors regarding the Corporation's business to ensure that the directors maintain the knowledge regarding the Corporation and its industry necessary for them to meet their obligations as directors. Directors are individually responsible for updating their skills necessary to meet their obligations as directors.

4. Ethical Business Conduct — Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.

The Board is responsible for promoting an ethical business culture and fostering an environment that emphasises compliance. To that end, the Board has approved a "Code of Business Ethics" and has also developed a Whistleblower Policy. To facilitate and promote proper business ethics, the Corporation encourages company personnel to adhere to the Corporation's Code of Business Ethics and to promptly report any problems or concerns to their supervisor, or if that is not possible or does not resolve the matter, up the chain of management in accordance with the Whistleblower Policy. To ensure that an ethical business culture is maintained and promoted, directors are encouraged to exercise their independent judgement. If a director has a material interest in any transaction that the Corporation proposes to enter into, that director is expected to disclose such interest to the Board in compliance with the applicable laws, rules and policies which govern conflicts of interest in connection with such transaction or any agreement related thereto.

5. Nomination of Directors — Disclose what steps, if any, are taken to identify new candidates for Board nomination, including:

- (i) who identifies new candidates, and
- (ii) the process of identifying new candidates.

The Board is responsible for the identification and assessment of potential directors. While an informal nomination procedure is in place to identify new candidates, whereby directors suggest and discuss among themselves new potential candidates when warranted, the Board does review extensively the experience and performance of nominees for the election to the Board, and in particular, any appointments to the audit committee, the compensation committee and the corporate governance committee. When required, the Board meets to consider any vacancies on the Board or the desirability of additional members of the Board. Members of the Board are canvassed with respect to the qualifications of all potential candidates and each candidate is evaluated with respect to his or her experience and expertise, with particular attention paid to those areas of expertise that complement and enhance current management and the Board considers recommendations from shareholders from time to time. The Board also assesses all board qualifications and experience, any potential conflicts, independence or time commitment concerns the candidate may present.

6. Compensation — Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including:

- (i) who determines compensation; and

Mr. Ronald Perry, Mr. Richard Lu and Mr. Jean-Pierre Colin are members of the Compensation Committee of the Board of Directors of the Corporation. The Compensation Committee makes recommendations to the Board of Directors concerning the compensation for directors and senior executives and the CEO and the Board of Directors adjudicates on such matters.

- (ii) the process of determining compensation.

Market comparisons as well as evaluation of similar positions in different industries in the same geography and industry as well as past performance, outstanding and exceptional personal qualification, implementation of corporate achievements, experience and duties are the criteria used in determining compensation for officers as well as the Corporation's resources and working capital.

Compensation of the directors is determined by the Board of Directors, considering the relative responsibilities of the directors in serving on the Board and its important committees.

- 7. Other Board Committees** — If the Board has standing committees other than the audit and compensation identify the committees and describe their function.

In addition to the audit committee and the compensation committee, the Corporation created a Corporate Governance Committee in January 2017 to oversee disclosure and compliance matters and certain other matters related to corporate governance. The Board of Directors of the Corporation remains open to establishing such other committees as may be necessary or applicable as the Corporation continues to expand in the future.

- 8. Assessments** — Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

At present, the Board of Directors is responsible for assessing the effectiveness of the audit committee, the compensation committee, the corporate governance committee and individual directors and the Board itself. Generally, agendas are discussed, minutes of meetings are taken and approved at subsequent meetings and attendance, participation and board matters, responsibilities and duties requiring follow-up are recorded. Directors communicate and discuss with each other usually weekly, but often more frequently, and have input on all such matters on a regular basis and also informally assess the performance of the Corporation throughout the year.

SCHEDULE "B"

dynaCERT INC.

AUDIT COMMITTEE CHARTER

MANDATE OF THE AUDIT COMMITTEE

1. Purpose

The Audit Committee (the "Committee") is appointed by the Board of Directors (the "Board") of dynaCERT Inc. (the "**Corporation**") to assist the Board in fulfilling its obligations relating to the integrity of the internal financial controls and financial reporting of the Corporation.

2. Composition

- a) The Committee shall be composed of three or more directors as designated by the Board from time to time.
- b) The Chair of the Committee shall be designated by the Board from among the members of the Committee.
- c) The members of the Committee shall meet all applicable securities laws, instruments, rules and policies and regulatory requirements and their respective applicable exemptions (collectively "Applicable Laws"), including those relating to independence and financial literacy subject to applicable exemptions under Applicable Laws. Accordingly, each member shall be independent and financially literate within the meaning of Applicable Laws, subject to applicable exemptions.
- d) Each member of the Committee shall be appointed by, and serve at the pleasure of, the Board. The Board may fill vacancies in the Committee by appointment from among the Board.

3. Meetings

- a) The Committee shall meet at least quarterly in each financial year of the Corporation. The Committee shall meet otherwise at the discretion of the Chair or a majority of the members or as may be required by Applicable Laws.
- b) A majority of the members of the Committee shall constitute a quorum.
- c) The Committee shall hold an in-camera session, without any senior officers present at such session, at each meeting where a review of the interim and annual financial statements of the Corporation is discussed or when requested by a member of the Committee on an ad hoc basis.
- d) The time and place at which meetings of the Committee are to be held, and the procedures at such meetings, will be determined from time to time by the Chair. A meeting of the Committee may be called by notice, which may be given by written notice, telephone, facsimile, email or other communication equipment, given at least 48 hours prior to the time of the meeting, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent waive notice or otherwise signify their consent to the holding of such meeting.
- e) Members may participate in a meeting of the Committee by means of conference telephone or other communication equipment and, if so, such members are deemed to be in attendance of the Meeting.
- f) The Committee shall keep minutes of all meetings which shall be available for review by the Board.
- g) The Committee may appoint any individual, who need not be a member, to act as the secretary at any meeting.
- h) The Committee may invite such directors, senior officers and other employees of the Corporation and such other advisors and persons as is considered advisable to attend any meeting of the Committee.
- i) Any matter to be determined by the Committee shall be decided by a majority of the votes cast from those Members in attendance at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all of the members of the Committee (including in counterparts) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose.

j) The Committee shall report at once its determinations and recommendations to the Board.

4. Resources and Authority

The Committee has the authority to:

- a) engage, at the expense of the Corporation, independent counsel and other experts or advisors as is considered advisable;
- b) determine and pay the compensation for any independent counsel and other experts and advisors retained by the Committee;
- c) communicate directly with the independent auditor of the Corporation (the "Independent Auditor");
- d) conduct any appropriate investigation;
- e) request the Independent Auditor, any senior officer or other employee, or outside counsel for the Corporation, to attend any meeting of the Committee or to meet with any members of, or independent counsel or other experts or advisors to, the Committee; and
- f) have unrestricted access to the books and records of the Corporation.

5. Responsibilities

Financial Accounting, Internal Controls and Reporting Process

The Committee is responsible for:

- (a) reviewing management's report on, and assessing the integrity of, the internal controls over the financial reporting of the Corporation and monitoring the proper implementation of such controls;
- (b) reviewing and recommending for approval by the Board the quarterly unaudited financial statements, management's discussion and analysis ("MD&A") thereon and the other financial disclosure related thereto required to be reviewed by the Committee by Applicable Laws;
- (c) reviewing and reporting to the Board on the annual audited financial statements, the MD&A thereon and the other financial disclosure related thereto required to be reviewed by the Committee by Applicable Laws;
- (d) monitoring the conduct of the audit function;
- (e) discussing and meeting with, when considered advisable to do so and in any event no less frequently than annually, the Independent Auditor, the Chief Financial Officer (the "CFO") and any other senior officer or other employee which the Committee wishes to meet with, to review accounting principles, practices, judgments of management, internal controls and such other matters as the Committee considers appropriate; and
- (f) reviewing any post-audit or management letter containing the recommendations of the Independent Auditor and management's response thereto and monitoring any subsequent follow-up to any identified financial reporting or audit related weaknesses.
- (g) pre-approve all non-audit services to be provided to the issuer or its subsidiary entities by the issuer's external auditor or Independent Auditor.

Public Disclosure

The Committee shall:

- (a) review the quarterly and annual financial statements, the related MD&A, quarterly and annual earnings press releases, if any, and any other public disclosure documents that are required to be reviewed by the Committee under Applicable Laws; and
- (b) review the procedures which are in place for the review of the public disclosure by the Corporation of financial information extracted or derived from the financial statements of the Corporation and periodically assess the adequacy of such procedures.

Risk Management

- (a) The Committee should inquire of the senior officers and the Independent Auditor as to the significant risks or exposures, both internal and external, to which the Corporation is subject, and review the actions which the senior officers have taken to address such risks. In conjunction with the Corporate Governance Committee of the Board, the Committee should annually review the Directors' and Officers' Third-Party Liability Insurance of the Corporation.

Corporate Conduct

The Committee should ensure that there is an appropriate standard of corporate conduct relating to the internal controls and financial reporting of the Corporation.

The Committee should establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls and auditing matters; and
- (b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Independent Auditor

- (a) The Committee shall recommend to the Board, for appointment by shareholders, a firm of external auditors to act as the Independent Auditor and shall monitor the independence and performance of the Independent Auditor. The Committee shall arrange and attend, as considered appropriate and at least annually, a private meeting with the Independent Auditor and shall review and recommend to the Board the remuneration of Independent Auditor.
- (b) The Committee should resolve any otherwise unresolved disagreements between the senior officers and the Independent Auditor regarding the internal controls or financial reporting of the Corporation.
- (c) The Committee should pre-approve all audit and non-audit services that are not prohibited by law (including Applicable Laws) to be provided by the Independent Auditor. The Committee may, and is authorized to, pre-approve non-audit services provided by the Independent Auditor up to a maximum cost of \$25,000 per engagement.
- (d) The Committee should review the audit plan of the Independent Auditor, including the scope, procedures and timing of the audit.
- (e) The Committee should review the results of the annual audit with the Independent Auditor, including matters related to the conduct of the audit.
- (f) The Committee should obtain timely reports from the Independent Auditor describing critical accounting policies and practices applicable to the Corporation, the alternative treatment of information within GAAP and IFRS that were discussed with the CFO, the ramifications thereof, and the Independent Auditor's preferred treatment and should review any material written communications between the Corporation and the Independent Auditor.
- (g) The Committee should review the fees paid by the Corporation to the Independent Auditor and any other professionals in respect of audit and non-audit services on an annual basis.
- (h) The Committee should review and approve the Corporation's hiring policy regarding partners, employees and former partners and employees of the present and any former Independent Auditor.
- (i) The Committee should monitor and assess the relationship between the senior officers and the Independent Auditor and monitor the independence and objectivity of the Independent Auditor.

Other Responsibilities

- (a) The Committee should review and assess the adequacy of this mandate (of the Audit Committee) from time to time and at least annually and submit any proposed amendments to the Board for consideration.
- (b) The Committee should perform any other activities consistent with this mandate and Applicable Laws as the Committee or the Board considers advisable.

6. Chair

The Chair of the Committee should:

- (a) provide leadership to the Committee and oversee the function of the Committee;
- (b) chair meetings of the Committee, unless not present, including in-camera sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;
- (c) ensure that the Committee meets at least quarterly per financial year of the Corporation and otherwise as is considered advisable;
- (d) in consultation with the Chairman of the Board and the members, establish dates for holding meetings of the Committee;
- (e) set the agenda for each meeting of the Committee with input from other members, the Chairman of the Board, the Lead Director, if any, and any other appropriate individuals;
- (f) ensure that Committee materials are available to any director upon request;
- (g) act as liaison and maintain communication with the Chairman of the Board, the Lead Director, if any, and the Board to co-ordinate input from the Board and to optimize the effectiveness of the Committee;
- (h) report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the effectiveness of the Board;
- (i) assist the members of the Committee to understand and comply with the responsibilities contained in this mandate;
- (j) foster ethical and responsible decision making by the Committee;
- (k) together with the Corporate Governance and the Nominating Committee (if any), oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
- (l) ensure appropriate information is provided to the Committee by the senior officers to enable the Committee to function effectively and comply with this mandate;
- (m) ensure that appropriate resources and expertise are available to the Committee;
- (n) ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with Applicable Laws and exemptions thereto;
- (o) facilitate effective communication between the members of the Committee and the senior officers and encourage an open and frank relationship between the Committee and the Independent Auditor;
- (p) attend, or arrange for another member of the Committee to attend, each meeting of the shareholders of the Corporation to respond to any questions from shareholders that may be asked of the Committee; and
- (q) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

SCHEDULE "C"

dynaCERT INC.

STOCK OPTION PLAN

1. The Plan

A stock option plan (the "Plan"), pursuant to which options to purchase common shares, or such other shares as may be substituted therefor ("Shares"), in the capital of *dynaCERT Inc.* (the "Corporation") may be granted to the directors, officers and employees of the Corporation and to consultants retained by the Corporation, is hereby established on the terms and conditions set forth herein.

2. Purpose

The purpose of this Plan is to advance the interests of the Corporation by encouraging the directors, officers and employees of the Corporation and consultants retained by the Corporation to acquire Shares, thereby: (i) increasing the proprietary interests of such persons in the Corporation; (ii) aligning the interests of such persons with the interests of the Corporation's shareholders generally; (iii) encouraging such persons to remain associated with the Corporation; and (iv) furnishing such persons with an additional incentive in their efforts on behalf of the Corporation.

3. Administration

- (a) This Plan shall be administered by the board of directors of the Corporation (the "Board").
- (b) Subject to the terms and conditions set forth herein, the Board is authorized to provide for the granting, exercise and method of exercise of Options (as defined in paragraph 3(d) below), all on such terms (which may vary between Options granted from time to time) as it shall determine. In addition, the Board shall have the authority to: (i) construe and interpret this Plan and all option agreements entered into hereunder; (ii) prescribe, amend and rescind rules and regulations relating to this Plan and (iii) make all other determinations necessary or advisable for the administration of this Plan. All determinations and interpretations made by the Board shall be binding on all Participants (as hereinafter defined) and on their legal, personal representatives and beneficiaries.
- (c) Notwithstanding the foregoing or any other provision contained herein, the Board shall have the right to delegate the administration and operation of this Plan, in whole or in part, to a committee of the Board or to the President or any other officer of the Corporation, including the Corporate Secretary. Whenever used herein, the term "Board" shall be deemed to include any committee or officer to which the Board has, fully or partially, delegated responsibility and/or authority relating to the Plan or the administration and operation of this Plan pursuant to this Section 3.
- (d) Options to purchase the Shares granted hereunder ("Options") shall be evidenced by (i) an agreement, signed on behalf of the Corporation and by the person to whom an Option is granted, which agreement shall be in such form as the Board shall approve, or (ii) a written notice or other instrument, signed by the Corporation, setting forth the material attributes of the Options.

4. Shares Subject to Plan

- (a) Subject to Section 15 below, the securities that may be acquired by Participants upon the exercise of Options shall be deemed to be fully authorized and issued Shares of the Corporation. Whenever used herein, the term "Shares" shall be deemed to include any other securities that may be acquired by a Participant upon the exercise of an Option the terms of which have been modified in accordance with Section 15 below.
- (b) The aggregate number of Shares reserved for issuance under this Plan, or any other plan of the Corporation, shall not, at the time of the stock option grant, exceed ten percent (10%) of the total number of issued and outstanding Shares (calculated on a non-diluted basis) unless the Corporation receives the permission of the principal stock exchange or exchanges on which the Shares are then listed to exceed such threshold.

- (c) If any Option granted under this Plan shall expire or terminate for any reason without having been exercised in full, any un-purchased Shares to which such Option relates shall be available for the purposes of the granting of Options under this Plan.

5. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of this Plan ensure that the number of Shares it is authorized to issue shall be sufficient to satisfy the Corporation's obligations under all outstanding Options granted pursuant to this Plan.

6. Eligibility and Participation

- (a) The Board may, in its discretion, select any of the following persons to participate in this Plan:
 - (i) directors of the Corporation;
 - (ii) officers of the Corporation;
 - (iii) employees of the Corporation; and
 - (iv) consultants retained by the Corporation, provided such consultants have performed and/or continue to perform services for the Corporation on an ongoing basis or are expected to provide a service of value to the Corporation;

(any such person having been selected for participation in this Plan by the Board is herein referred to as a "Participant").

- (b) The Board may from time to time, in its discretion, grant an Option to any Participant, upon such terms, conditions and limitations as the Board may determine, including the terms, conditions and limitations set forth herein, provided that Options granted to any Participant shall be approved by the shareholders of the Corporation if the rules of any principal stock exchange on which the Shares are listed require such approval.
- (c) The Corporation represents that, for any Options granted to an officer, employee or consultant of the Corporation, such Participant is a *bona fide* officer, employee or consultant of the Corporation.

7. Exercise Price

The Board shall, at the time an Option is granted under this Plan, fix the exercise price at which Shares may be acquired upon the exercise of such Option provided that such exercise price shall not be less than that from time to time permitted under the rules of any principal stock exchange or exchanges on which the Shares are then listed. In addition, the exercise price of an Option must be paid in cash. Disinterested shareholder approval shall be obtained by the Corporation prior to any reduction to the exercise price if the affected Participant is an insider (as defined in the *Securities Act* (Ontario)) of the Corporation at the time of the proposed amendment.

8. Number of Optioned Shares

The number of Shares that may be acquired under an Option granted to a Participant shall be determined by the Board as at the time the Option is granted, provided that the aggregate number of Shares reserved for issuance to any one Participant under this Plan or any other plan of the Corporation, shall not exceed five percent of the total number of issued and outstanding Shares (calculated on a non-diluted basis) in any 12 month period unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are listed to exceed such threshold and provided further that the number of Options granted to any one consultant in a 12 month period shall not exceed 2% of the total number of issued and outstanding Shares and the aggregate number of Options granted to persons employed to provide investor relations activities shall not exceed 2% of the total number of issued and outstanding Shares in any 12 month period. The Corporation shall obtain shareholder approval for grants of Options to insiders (as defined in the *Securities Act* (Ontario)), of a number of Options exceeding 10% of the issued Shares, within any 12 month period.

9. Term

The period during which an Option may be exercised (the "Option Period") shall be determined by the Board at the time that the Option is granted, subject to any vesting limitations which may be imposed by the Board

in its sole unfettered discretion at the time that such Option is granted and Sections 11, 12 and 16 below, provided that:

- (a) no Option shall be exercisable for a period exceeding ten (10) years from the date that the Option is granted unless the Corporation receives the permission of the stock exchange or exchanges on which the Shares are then listed and as specifically provided by the Board and as permitted under the rules of any stock exchange or exchanges on which the Shares are then listed, and in any event, no Option shall be exercisable for a period exceeding ten (10) years from the date the Option is granted;
- (b) no Option in respect of which shareholder approval is required under the rules of any principal stock exchange or exchanges on which the Shares are then listed shall be exercisable until such time as the Option has been approved by the shareholders of the Corporation;
- (c) the Board may, subject to the receipt of any necessary regulatory approvals, in its sole discretion, accelerate the time at which any Option may be exercised, in whole or in part; and
- (d) any Options granted to any Participant must expire within 90 days after the Participant ceases to be a Participant, and within 30 days for any Participant engaged in investor relation activities after such Participant ceases to be employed to provide investor relation activities.

10. Method of Exercise of Option

- (a) Except as set forth in Sections 11 and 12 below or as otherwise determined by the Board, no Option may be exercised unless the holder of such Option is, at the time the Option is exercised, a director, officer, employee or consultant of the Corporation.
- (b) Options that are otherwise exercisable in accordance with the terms thereof may be exercised in whole or in part from time to time.
- (c) Any Participant (or his or her legal, personal representative) wishing to exercise an Option shall deliver to the Corporation, at its principal office in the City of Toronto, Ontario:
 - (i) a written notice expressing the intention of such Participant (or his or her legal, personal representative) to exercise his or her Option and specifying the number of Shares in respect of which the Option is exercised; and,
 - (ii) a cash payment, certified cheque or bank draft, representing the full purchase price of the Shares in respect of which the Option is exercised.
- (d) Upon the exercise of an Option as aforesaid, the Corporation shall use reasonable efforts to forthwith deliver, or cause the registrar and transfer agent of the Shares to deliver, to the relevant Participant (or his or her legal, personal representative) or to the order thereof, a certificate representing the aggregate number of fully paid and non-assessable Shares in respect of which the Option has been duly exercised.

11. Ceasing to be a Director, Officer, Employee or Consultant

If any Participant shall cease to hold the position or positions of director, officer, consultant or employee of the Corporation (as the case may be) for any reason other than death, his or her Option will terminate at 4:00 p.m. (Toronto time) on the earlier of the date of the expiration of the Option Period and 90 days after the date such Participant ceases to hold the position or positions of director, officer, employee or consultant of the Corporation as the case may be, and ceases to actively perform services for the Corporation. Notwithstanding the foregoing, an Option granted to a Participant who performs investor relations services on behalf of the Corporation shall terminate on the date that is 30 days after the termination of the employment or cessation of services being provided and shall be subject to Exchange policies and procedures for the termination of Options for investor relations services. For greater certainty, the termination of any Options held by the Participant, and the period during which the Participant may exercise any Options, shall be without regard to any notice period arising from the Participant's ceasing to hold the position or positions of director, officer, employee or consultant of the Corporation (as the case may be).

Neither the selection of any person as a Participant nor the granting of an Option to any Participant under this Plan shall: (i) confer upon such Participant any right to continue as a director, officer, employee or

consultant of the Corporation, as the case may be; or (ii) be construed as a guarantee that the Participant will continue as a director, officer, employee or consultant of the Corporation, as the case may be.

12. Death of a Participant

In the event of the death of a Participant, any Option previously granted to him shall be exercisable until the end of the Option Period or until the expiration of 12 months after the date of death of such Participant, whichever is earlier, and then, in the event of death, only:

- (a) by the person or persons to whom the Participant's rights under the Option shall pass by the Participant's will or applicable law; and
- (b) to the extent that he or she was entitled to exercise the Option as at the date of his or her death.

13. Rights of Participants

No person entitled to exercise any Option granted under this Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such Option until such Shares have been paid for in full and issued to such person.

14. Proceeds from Exercise of Options

The proceeds from any sale of Shares issued upon the exercise of Options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine and direct.

15. Adjustments

- (a) The number of Shares subject to the Plan shall be increased or decreased proportionately in the event of the subdivision or consolidation of the outstanding Shares of the Corporation, and in any such event a corresponding adjustment shall be made to the number of Shares deliverable upon the exercise of any Option granted prior to such event without any change in the total price applicable to the unexercised portion of the Option, but with a corresponding adjustment in the price for each Share that may be acquired upon the exercise of the Option. In case the Corporation is reorganized or merged or consolidated or amalgamated with another corporation, appropriate provisions shall be made for the continuance of the Options outstanding under this Plan and to prevent any dilution or enlargement of the same.
- (b) Adjustments under this Section 15 shall be made by the Board, whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Shares shall be issued upon the exercise of an Option following the making of any such adjustment.

16. Change of Control

Notwithstanding the provisions of section 11 or any vesting restrictions otherwise applicable to the relevant Options, in the event of a sale by the Corporation of all or substantially all of its assets or in the event of a change of control of the Corporation, each Participant shall be entitled to exercise, in whole or in part, the Options granted to such Participant hereunder, either during the term of the Option or within 90 days after the date of the sale or change of control, whichever first occurs.

For the purpose of this Plan, "change of control of the Corporation" means and shall be deemed to have occurred upon:

- (a) the acceptance by the holders of Shares of the Corporation, representing in the aggregate, more than 50 percent of all issued Shares of the Corporation, of any offer, whether by way of a takeover bid or otherwise, for all or any of the outstanding Shares of the Corporation; or
- (b) the acquisition, by whatever means, by a person (or two or more persons who, in such acquisition, have acted jointly or in concert or intend to exercise jointly or in concert any voting rights attaching to the Shares acquired), directly or indirectly, of beneficial ownership of such number of Shares or rights to Shares of the Corporation, which together with such person's then owned Shares and rights to Shares, if any, represent (assuming the full exercise of such rights to voting securities) more than fifty percent (50%) of the combined voting rights of the Corporation's then outstanding Shares; or

- (c) the entering into of any agreement by the Corporation to merge, consolidate, amalgamate, initiate an arrangement or be absorbed by or into another corporation; or
- (d) the passing of a resolution by the Board or shareholders of the Corporation to substantially liquidate the assets or wind-up the Corporation's business or significantly rearrange its affairs in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding-up or re-arrangement (except where such re-arrangement is part of a bona fide reorganization of the Corporation in circumstances where the business of the Corporation is continued and where the shareholdings remain substantially the same following the re-arrangement); or
- (e) individuals who were members of the Board of the Corporation immediately prior to a meeting of the shareholders of the Corporation involving a contest for or an item of business relating to the election of directors, not constituting a majority of the Board following such election.

17. Transferability

All benefits, rights and Options accruing to any Participant in accordance with the terms and conditions of this Plan shall be non-transferrable and non-assignable unless specifically provided herein. During the lifetime of a Participant, any Options granted hereunder may only be exercised by the Participant and in the event of the death of a Participant, by the person or persons to whom the Participant's rights under the Option pass by the Participant's will or applicable law.

18. Amendment and Termination of Plan

- a) The Board may, at any time and from time to time, amend, suspend or terminate the Plan or an Option without shareholder approval, provided that no such amendment, suspension or termination may be made without obtaining any required approval of any regulatory authority or stock exchange or the consent or deemed consent of a Participant where such amendment, suspension or termination materially prejudices the rights of the Participant.
- b) Notwithstanding the provisions of Section 18(a), the Board may not, without the approval of the security holders of the Corporation (or, as may be required by the policies and procedures of the Exchange, the approval of the disinterested security holders of the Corporation), make amendments to the Plan or any Option for any of the following purposes:
 - i. to increase the maximum number of Shares that may be issued pursuant to Options granted under the Plan as set out in Section 8;
 - ii. to reduce the exercise price of Options for the benefit of an Insider;
 - iii. to extend the term of an Option beyond the Option Period for the benefit of an Insider; and
 - iv. to amend the provisions of this Section 18.
- c) In addition to the changes made pursuant to Section 3, the Board may, at any time and from time to time, without the approval of the security holders of the Corporation amend any term of any outstanding Option (including, without limitation, the exercise price, vesting and expiry of the Option), provided that:
 - i. any required approval of any regulator authority or stock exchange is obtained;
 - ii. if the amendments would reduce the exercise price or extend the expiry date of the Options granted to Insiders, approval of the security holders of the Corporation must be obtained;
 - iii. the Board would have had the authority to initially grant the Option under the terms so amended; and
 - iv. the consent or deemed consent of the Participant is obtained if the amendment would materially prejudice the rights of the Participant under the Option.

19. Necessary Approvals

The obligation of the Corporation to issue and deliver Shares in accordance with this Plan and Options granted hereunder is subject to applicable securities legislation and to the receipt of any approvals that may be required from any regulatory authority or principal stock exchange having jurisdiction over the securities of the Corporation. If Shares cannot be issued to a Participant upon the exercise of an Option for any reason

whatsoever, the obligation of the Corporation to issue such Shares shall terminate and any funds paid to the Corporation in connection with the exercise of such Option will be returned to the relevant Participant as soon as practicable.

20. Stock Exchange Rules

This Plan and any option agreements entered into hereunder shall comply with the requirements from time to time of the principal stock exchange on which the Shares are listed.

21. Right to Issue Other Shares

The Corporation shall not by virtue of this Plan be in any way restricted from declaring and paying stock dividends, issuing further Shares, varying or amending its share capital or corporate structure or conducting its business in any way whatsoever.

22. Notice

Any notice required to be given by this Plan shall be in writing and shall be given by registered mail, postage prepaid or delivered by courier or by facsimile transmission addressed, if to the Corporation, at its principal address in Toronto, Ontario (Attention: The Chairman); or if to a Participant, to such Participant at his or her address as it appears on the books of the Corporation or in the event of the address of any such Participant not so appearing then to the last known address of such Participant; or if to any other person, to the last known address of such person.

23. Gender

Whenever used herein words importing the masculine gender shall include the feminine and neuter genders and vice versa.

24. Interpretation

This Plan will be governed by and construed in accordance with the laws of the Province of Ontario. As used herein, the terms “principal stock exchange or exchanges” and “Exchange” shall mean the TSX Venture Exchange or the Toronto Stock Exchange if the Shares are listed for trading on any such exchange.