

## HANK PAYMENTS CORP.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 18, 2022

**NOTICE IS HEREBY GIVEN** that the annual and special meeting of the Shareholders (the “**Meeting**”) of Hank Payments Corp. (the “**Corporation**”) will be held at the Cobourg Best Western Inn & Convention Centre, located at 930 Burnham Street, Cobourg, Ontario, K9A 2X9 at the hour of 8:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the fiscal year ended June 30, 2022 together with the report of the auditor thereon;
2. to consider, and if deemed appropriate, pass a resolution fixing the number of directors of the Corporation within the minimum and maximum permitted by its Articles of Incorporation at four (4);
3. to consider, and if deemed appropriate, pass a resolution electing four (4) directors of the Corporation for the ensuing year;
4. to consider, and if deemed appropriate, pass a resolution re-appointing McGovern Hurley LLP, Chartered Accountants, as auditors of the Corporation for the current year and authorizing the directors to fix the remuneration of the auditors;
5. to consider, and if deemed appropriate, pass an ordinary resolution of disinterested shareholders re-approving the Corporation’s omnibus equity incentive plan (the “**Compensation Plan**”) with certain amendments;
6. to consider and, if deemed appropriate, to approve a special resolution authorizing and approving the continuance of the Corporation from the *Canada Business Corporations Act* to the provincial jurisdiction of Ontario under the *Business Corporations Act* (Ontario) on the basis set forth in the management information circular (“**Information Circular**”) which accompanies this notice; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice of Meeting. SHAREHOLDERS WHO ARE UNABLE TO ATTEND THE MEETING IN PERSON SHOULD COMPLETE, DATE AND SIGN THE ENCLOSED INSTRUMENT OF PROXY, AND RETURN IT IN THE ENVELOPE PROVIDED FOR THAT PURPOSE. Proxies to be used at the Meeting must be deposited with Computershare Investor Services Inc., 8th Floor, 100 University Ave Toronto, Ontario M5J 2Y1, before 8:00 a.m. (local time) on November 16, 2022.

ALL SHAREHOLDERS OF RECORD AS OF OCTOBER 14, 2022 ARE ENTITLED TO VOTE THEIR SHARES OF THE CORPORATION AT THE MEETING, OR AT ANY ADJOURNMENT THEREOF, EITHER IN PERSON OR BY PROXY, HOWEVER, TO FACILITATE AN ORDERLY MEETING THE BOARD OF DIRECTORS IS REQUESTING THAT ALL SHAREHOLDERS VOTE THEIR SHARES BY PROXY BEFORE THE MEETING.

#### **SPECIAL MEASURES IN RESPONSE TO COVID-19 (CORONAVIRUS)**

While as of the date of this Notice, the Corporation intends to hold the Meeting in physical in-person format, it is continuously monitoring the COVID-19 outbreak. In light of the constantly changing news and guidelines related to COVID-19, the Corporation asks that, in considering whether to attend the Meeting in person, shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. Shareholders should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if they or someone with whom they have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. All shareholders are strongly encouraged to vote prior to the Meeting by any

of the means described in the Information Circular. The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if considered necessary or advisable, providing a virtual webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication, placing restrictions on in-person attendance, or postponing or adjourning the Meeting. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release.

DATED at Toronto, Ontario, this 14<sup>th</sup> day of October, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

*“Michael Hilmer”*

Michael Hilmer  
Chief Executive Officer

**HANK PAYMENTS CORP.**

**MANAGEMENT INFORMATION CIRCULAR**

**SOLICITATION OF PROXIES**

**THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF HANK PAYMENTS CORP.** (the “**Corporation**”) for use at an annual general and special meeting of shareholders (“**Shareholders**”) of the Corporation (the “**Meeting**”) to be held at the Cobourg Best Western Inn & Convention Centre, located at 930 Burnham Street, Cobourg, Ontario, K9A 2X9 on Friday, November 18, 2022 at the hour of 8:00 a.m. (Toronto time) and at any adjournments thereof, for the purposes set out in the accompanying Notice of Meeting. The cost of solicitation of proxies will be borne by the Corporation. The information contained in this management information circular (the “**Information Circular**”) is given as at October 14, 2022, unless indicated otherwise.

**SPECIAL MEASURES IN RESPONSE TO COVID-19 (CORONAVIRUS)**

While as of the date of this Information Circular, the Corporation intends to hold the Meeting in physical in-person format, it is continuously monitoring the COVID-19 outbreak. In light of the constantly changing news and guidelines related to COVID-19, the Corporation asks that, in considering whether to attend the Meeting in person, Shareholders follow, among other things, the instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local instructions. Shareholders should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if they or someone with whom they have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described in the Information Circular. The Corporation reserves the right to take any additional precautionary measures it deems appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 outbreak including, if considered necessary or advisable, providing a virtual webcast version of the Meeting and/or hosting the Meeting solely by means of remote communication, placing restrictions on in-person attendance, or postponing or adjourning the Meeting. Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release.

**APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the enclosed form of proxy are directors or representatives of the Corporation. **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT THEM AT THE MEETING MAY DO SO** by inserting such other person’s name in the blank space provided in the form of proxy and depositing the completed proxy with the Corporation’s transfer agent, Computershare Investor Services Inc., as instructed below. A proxy can be executed by the Shareholder or his attorney duly authorized in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized.

A proxy will not be valid unless it is deposited with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 8:00 am (Eastern Standard Time) on November 16, 2022 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

In addition to any other manner permitted by law, a proxy may be revoked before it is exercised by instrument in writing executed and delivered in the same manner as the proxy at any time up to and including the last business day preceding the day of the Meeting or any adjournment at which the proxy is to be used or delivered to the Chair of the Meeting (the “**Chair**”) on the day of the Meeting or any adjournment prior to the time of voting and upon either such occurrence, the proxy is revoked.

### DEPOSIT OF PROXY

By resolution of the Directors, duly passed, ALL PROXIES TO BE USED AT THE MEETING MUST BE DEPOSITED NOT LATER THAN 48 HOURS PRECEDING THE DAY OF THE MEETING, EXCLUDING SATURDAYS, SUNDAYS AND STATUTORY HOLIDAYS (NOVEMBER 16, 2022 AT 8:00 A.M.), OR ANY ADJOURNMENT, WITH THE CORPORATION’S TRANSFER AGENT, provided that a proxy may be delivered to the Chair of the Meeting on the day of the Meeting or any adjournment prior to the time of voting and it is up to the Chair of the Meeting to accept or reject the proxy so delivered at the Chair’s sole discretion. A return envelope has been included with this material.

A proxy will not be valid unless it is deposited with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 8:00 am (Eastern Standard Time) on November 16, 2022 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

### NON-REGISTERED SHAREHOLDERS

Only Shareholders of record at the close of business on October 14, 2022, or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either:

- i. in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the shares of the Corporation (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or
- ii. in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101, (“**NI 54-101**”) the Corporation will have distributed copies of the Notice of Meeting, this Information Circular and the form of proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the meeting material to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- i. be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the form of proxy and submit it to the Corporation or the Corporation’s transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Ave Toronto, Ontario M5J 2Y1; or

- ii. more typically, be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the Non-Registered Holder will be given a page of instructions that contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares of the Corporation they beneficially own. Should a Non-Registered Holder who receives either form of proxy wish to 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 person named in the proxy and insert the Non-Registered Holder or such other person’s name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

A Non-Registered Holder may revoke a proxy authorization form (voting instructions) or a waiver of the right to receive meeting materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a proxy authorization form (voting instructions) or of a waiver of the right to receive meeting materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

These security holder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send these materials to you directly, the issuer (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

#### **EXERCISE OF DISCRETION OF PROXIES**

The persons named in the accompanying form of proxy for use at the Meeting will vote the common shares (the “Shares”) in respect of which they are appointed in accordance with the directions of the Shareholders appointing them.

#### **IN THE ABSENCE OF SUCH DIRECTIONS, SUCH SHARES SHALL BE VOTED “FOR”:**

1. fixing the number of directors of the Corporation within the minimum and maximum permitted by its Articles of Incorporation at four (4);
2. the election of directors as nominated by Management;
3. the re-appointment of McGovern Hurley LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. a resolution re-approving the Corporation’s Compensation Plan with certain amendments;
5. a special resolution authorizing and approving the continuance of the Corporation from the *Canada Business Corporations Act* to the provincial jurisdiction of Ontario under the *Business Corporations Act* (Ontario); and

6. such further and other business as may be properly brought before the Meeting or any adjournment thereof.

Each of items 1, 2, 3 and 4 require approval by a simple majority (50.1%) of all votes cast at the Meeting, either in person or by proxy. Item 5 requires the approval of a special majority (66 2/3%) of all votes cast at the Meeting either in person or by proxy.

The enclosed form of proxy confers discretionary authority upon the person named with respect to any amendment, variation or other matter to come before the Meeting, other than the matters referred to in the Notice of Meeting. HOWEVER, IF ANY SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS, WHICH ARE NOT NOW KNOWN TO THE MANAGEMENT, SHOULD PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXIES WILL BE VOTED IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSON OR PERSONS VOTING SUCH PROXIES, EXCEPT IN THE CASE OF THE ELECTION OF DIRECTORS AS THE SHARES REPRESENTED BY PROXY WILL BE VOTED FOR MANAGEMENT NOMINESS ONLY AND REGARDLESS OF ANY AMENDMENT OR VARIATION.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS**

The authorized capital of the Corporation consists of an unlimited number of Shares of which 73,048,651 Shares are issued and outstanding as fully paid and non-assessable as at October 14, 2022.

The record date for the Meeting is October 14, 2022. Each holder of Shares of record will be entitled to one vote for each Share held at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, no person beneficially owns, directly or indirectly, or exercises control or direction over, more than 10% of the issued and outstanding Shares of the Corporation other than Uptempo Inc. which owns 22,761,416 Shares representing 31.2% of the Shares of the Corporation.

### **INTERESTS OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON**

Except as discussed below, no one who has held the position of director or executive officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, during the financial year ended June 30, 2022, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

At the Meeting, Shareholders will be asked to consider and, if thought fit, to confirm, ratify and re-approve the Compensation Plan. Each director and officer of the Corporation is an eligible participant under the Compensation Plan and, accordingly, could be considered to have a material interest in the ratification of the Compensation Plan.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

#### **1. Receipt of Financial Statements**

The directors will place before the Meeting the audited consolidated financial statements of the Corporation for the year ended June 30, 2022 together with the auditors' reports thereon. The audited consolidated financial statements have been sent to the Shareholders of the Corporation with this Information Circular.

#### **2. Fixing Number of Directors**

Management has nominated four (4) individuals for election to the board of directors. Accordingly, Shareholders are being asked at the Meeting to pass an ordinary resolution fixing the number of directors at four (4) within the minimum and maximum permitted by the Corporation's articles of incorporation.

### ***Board Resolution***

Shareholders will be asked to consider and, if deemed appropriate, to pass the following ordinary resolution (the “**Board Resolution**”):

“**BE IT RESOLVED THAT:**

the number of directors to be elected at the Meeting to hold office for the ensuing year or otherwise as authorized by the Shareholders of the Corporation be and is hereby fixed at four (4).”

**Management recommends that Shareholders vote in favour of the Board Resolution set out above. In the absence of a contrary instruction, the persons named in the enclosed proxy intend to vote FOR the Board Resolution.**

### **3. Election of Directors**

The Board of Directors currently consists of four (4) members. If the first resolution is passed the Board size will remain at four (4). At the Meeting, Shareholders will be asked to elect four (4) directors. Each director elected at the Meeting will hold office until the next annual meeting of Shareholders or until his or her successor is elected or appointed, unless his or her office is earlier vacated according to the provisions of the by-laws of the Corporation or the *Canada Business Corporations Act*.

Management has nominated each of the persons set forth in the table below, to stand for election as directors of the Corporation. All nominees for election as directors are currently directors of the Corporation. Voting for the election of the proposed directors will be conducted on an individual not slate, basis. Shareholders have the option to vote for or against each of the proposed nominees listed in the table below.

**Unless otherwise instructed, proxies and voting instructions given pursuant to this solicitation by the management of the Corporation will be voted FOR the election of each of the proposed nominees set forth in the table below.**

Management has no reason to believe that any of the nominees will be unable to serve as a director. **However, if any proposed nominee is unable to serve as a director, the individuals named in the proxy will be voted in favour of the remaining nominees, and may be voted in favour of a substitute nominee unless the Shareholder has specified in the proxy that the Shares represented thereby are to be against the particular director.**

The following table states the names of the nominees, their principal occupation and employment for the previous five years and the number of shares of the Corporation beneficially owned, directly, or indirectly, or over which control or direction is exercised, by each of them as of October 14, 2022. The respective nominees have furnished the information as to shares beneficially owned.

<b>Name and Director Since</b>	<b>Province and Country of Residence</b>	<b>Principal Occupation</b>	<b>Number of Shares Beneficially Owned or Controlled<sup>(1)</sup></b>
Michael Hilmer 2021	Ontario, Canada	Chairman & CEO Hank Payments Corp.	2,375,082
Jason Ewart <sup>(2)(3)</sup> 2021	Ontario, Canada	EVP Capital Markets Hank Payments Corp.	3,201,351
Timothy Farley <sup>(2)(3)</sup> 2021	Idaho, USA	CEO North Columbia Holdings	Nil
Jennifer Fallon <sup>(2)(3)</sup> 2022	Boston, MA	Chief Financial Officer, Tour 24, Inc.	Nil

**Notes:**

1. Shares beneficially owned directly or indirectly, or over which control or direction is exercised, as at October 14, 2022, based upon information furnished to the Corporation by the individuals in the table above.
2. Member of the Audit Committee.
3. Member of the Nominating, Compensation and Governance Committee.

#### *Michael Hilmer*

As Vice-Chairman and Chief Executive Officer, Michael brings 30 years of banking, technology, fintech and lending experience to the Corporation. Having raised over \$1 B for recent ventures that became dominant market players within 2 years of launch, Mr. Hilmer understands the governance, discipline and relationships that come together in a rapidly scaling environment. An innovative thought leader in the financial technology space, Mr. Hilmer's open banking vision is underpinned by the fundamental belief that new regulations create more opportunity for innovation around the customer experience. The value of data collected through the experience will be returned back to the consumer for the first time in their historical banking history, and the benefits of their transactional data history will result in lower consumer banking and borrowing costs over time. Partnering with banks to increase their deposits and fees, while taking responsibility for the consumer experience through innovative and valuable toolsets, provides for unique consumer experiences the market has never seen before.

#### *Jason Ewart*

Mr. Ewart is a corporate director who was the co-founder and the former Chief Executive Officer and Chief Operating Officer of Fountain Asset Corporation from 2003 until October 2017. Previously, he was a market analyst with A&E Capital Funding Inc. and Bradstone Equity Partners Inc. between 1998 and 2002 and Vice President of Quest Investment Corporation between 2002 and 2003. He has experience with bridge financing, financial analysis, quantitative modeling, equities trading and mergers and acquisitions. Mr. Ewart holds an economics degree from McGill University. Mr. Ewart is a former member of the Institute of Corporate Directors (ICD) in Canada and a current Vice Chair for the non-profit Northumberland Community Futures Development Corporation, which provides financing and strategic guidance to entrepreneurs. He is currently a member of the Board of Directors of Marathon Mortgage Corp., Brane Inc., and Attorneys Title Guaranty Fund, Inc. As EVP Capital Markets for Hank, Mr. Ewart leads the transaction/deal team working with management to evaluate strategic opportunities and acquisitions.

#### *Timothy Farley*

Timothy Farley is a venture investor and a serial entrepreneur. He is currently the CEO of North Columbia Holdings, a multi-strategy development platform servicing the rapid growth cannabis industry. He has been CEO of Shasta Gold Corp since April 2016 and a member of its Board of Directors since 2010. Mr. Farley actively invests across multiple industries, including technology, hospitality and renewable energy. He is a co-founder of a leading corporate security group with marquis clients such as Waste Management and The National Football League. The venture-backed companies in his investment portfolio have secured financing from leading VC firms such as Accel, NEA and Lerer Ventures and have created a combined equity value in excess of \$400 million. Mr. Farley began his career with a stint on the Chicago Mercantile Exchange, where he pioneered role in creating and perfecting new securities and trading strategies. He is an independent film producer with three Sundance films to his credit and holds a Bachelor of Science Degree in Finance from Providence College.

#### *Jennifer Fallon*

Jennifer Fallon, CPA, is the Chief Financial Officer at Tour24, Inc., the leader in self-guided touring in the multi-family industry. With more than 20 years of finance and accounting experience, she a serial entrepreneur with a strong background in start-up business, sales & marketing and financial analysis. She has participated in SEED and Series A fundraising, as well as several M&A transactions. Jennifer was formerly the Founder and President of The Festive Home, a manufacturer and distributor in the home décor sector. She was also the Co-Founder and CFO of Diggity Kids, a manufacturer and distributor of children's travel accessories. Prior to these ventures, Jennifer held the Controllershship position at Color Kinetics, a revolutionary LED lighting company subsequently acquired by Philips, and the Manager of Financial Reporting at Ardent Software, a data management/warehousing software company subsequently acquired by IBM Informix. Jennifer began her career at Deloitte where she focused on high-tech and manufacturing clients. Jennifer received her BS in Accounting from Providence College.

### ***Corporate Cease Trade Orders***

None of the proposed directors are, as at the date hereof, or has been, within ten (10) years prior to the date hereof, a director, chief executive officer or chief financial officer of any Corporation (including the Corporation) that,

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

### ***Corporate Bankruptcies***

None of the proposed directors of the Corporation is, as at the date hereof, or has been within ten years before the date hereof, a director or executive officer of any company (including the Corporation) that, while such proposed director was acting in such capacity, or within a year of such proposed director ceasing to act in such 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.

### ***Personal Bankruptcies***

None of the proposed directors of the Corporation or any personal holding company of such person has, during 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 such proposed director or personal holding company of such person.

### ***Penalties or Sanctions***

During the ten (10) years prior to the date hereof, none of the proposed director of the Corporation or any personal holding company of such person has been subject to:

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

## **4. Appointment of Auditors**

McGovern Hurley LLP, Chartered Accountants are the independent, registered certified auditors of the Corporation. McGovern Hurley LLP has been the Corporation's auditors since October 13, 2021. At the meeting the Shareholders will be asked to consider and, if thought appropriate, pass, with or without variation, a resolution re-appointing McGovern Hurley LLP, Chartered Accountants as auditors of the Corporation to hold office until the close of the next annual Meeting and authorizing the directors of the Corporation to fix the remuneration of the auditors. To be effective, this resolution must be passed by a majority of the votes cast in respect of this resolution.

**Management recommends that Shareholders vote FOR the adoption of the ordinary resolution approving the appointment of the auditors of the Corporation.**

**Proxies received in favour of management will be voted FOR the approval of the above ordinary resolution unless a Shareholder has specified in the proxy that the Shares are to be withheld from such ordinary resolution.**

## **5. Re-Approval of the Corporation's Compensation Plan**

The TSX Venture Exchange ("TSXV") requires all listed companies with a ten percent (10%) rolling stock compensation plan to obtain annual shareholder approval of such plan. Shareholders will be asked at the Meeting to vote on an ordinary resolution of disinterested shareholders to re-approve, for the ensuing year, the omnibus incentive compensation plan (the "**Compensation Plan**").

The Corporation is also asking Shareholders to approve certain amendments to the Compensation Plan. The first change Shareholders are being asked to approve is an increase to the number of restricted share units ("**RSUs**") that the company can grant under the Compensation Plan. The number is currently fixed at 7,001,956 Shares, which is equal to 10% of the issued and outstanding Shares at the time of implementation of the Compensation Plan. The number of issued and outstanding Shares has increased since that time and the Corporation would like to increase the number of RSUs to equal 10% of the 73,048,651 issued and outstanding Shares as of the date hereof.

The second amendment the Corporation is asking Shareholders to approve is amendments to permit the option holder, if they so choose, to exercise their stock options ("**Options**") by way of cashless exercise, which includes "exercise funded by loan" and "net exercise" methods. Other minor amendments have also been made to the Compensation Plan to ensure it complies with TSXV Policy 4.4 – *Security Based Compensation*, which was amended as of November 24, 2021 and removal of references to the predecessor company and option plan.

Exercise funded by loan permits the option holder to purchase Shares awarded under the Compensation Plan using money loaned to them from a brokerage firm rather than funding the exercise with their own personal funds. Payment and delivery of Shares under the exercise funded by loan option would be as follows: (i) a brokerage firm loans the aggregate exercise price to the option holder (the "**Loan**"); (ii) the Corporation issues the Shares then being purchased pursuant to the exercise of the Option and deposits the Shares with the brokerage firm; (iii) the brokerage firm then sells a sufficient number of those Shares on behalf of the option holder to generate net cash sale proceeds to repay the Loan; and (iv) the net cash sale proceeds are applied in full repayment of the Loan to the brokerage firm and the option holder is entitled to receive any remaining balance of the net cash sale proceeds and the balance of the Shares.

Net exercise permits the option holder to surrender or terminate their right to purchase a certain number of Shares pursuant to their Options in order to satisfy the payment required by exercising their Options. Without paying any cash, upon exercise, the option holder will receive Shares with a total aggregate value equal to the difference between the exercise price of their Options and the volume weighted average price of the Shares. Option holders will be able to select their desired method of exercise by checking the appropriate box on their exercise notice.

The following is a summary of the Compensation Plan, which is qualified in its entirety by the full text of the Compensation Plan. The Compensation Plan is a 10% rolling plan in respect of Options and a 10% fixed plan in respect of restricted share units.

The purpose of the Compensation Plan is to advance the interests of the Corporation by (i) providing optionee directors, officers, employees and consultants with additional performance incentives; (ii) encouraging share ownership by optionees and recipients; (iii) increasing the proprietary interest of the optionees in the success of the Corporation; (iv) encouraging the optionees to remain with the Corporation; and (v) attracting new directors, officers, employees and consultants.

- (a) *Number of Shares reserved.* The number of Shares available to be reserved for issuance under the Compensation Plan is equal to 10% of the issued and outstanding at any point in time in respect of

Options and 7,001,956 (7,304,863 proposed for approval at this Meeting) shares in respect of RSUs, less any Shares reserved pursuant to the Corporation's other share compensation arrangements, if any, at the time of reservation.

- (b) *Administration.* The Compensation Plan is to be administered by the Board, or any duly authorized committee thereof.
- (c) *Eligible Persons.* Options and RSUs under the Compensation Plan may only be issued to: directors, officers, employees and consultants of the Corporation and its affiliated entities (“**Eligible Persons**”);
- (d) *Award Types:* Options and RSUs (collectively, “**Awards**”)
- (e) *Terms of Options and RSUs.* The Compensation Plan provides that the exercise price, vesting provisions, the extent to which such Option is exercisable, acceleration of vesting in connection with a take-over bid or other specified event, and other terms and conditions relating to such Options and RSUs shall be determined by the Board or applicable committee thereof, as applicable, and subject to compliance with the policies of the TSXV.
- (f) *Maximum Term of Options.* Options granted under the Compensation Plan will be for a term not exceeding 10 years from the date of grant.
- (g) *Limitations on Grants to Certain Persons.* The number of Shares reserved for issuance to any one consultant, and to all service providers conducting investor relations activities, pursuant to Options and under any other share compensation arrangement, during any 12-month period, may not exceed 2% of the outstanding Shares at the time of grant. RSUs may not be granted to consultants performing investor relations activities. The number of Shares reserved for issuance to any one person and his or her Nominees, other than a consultant or service provider conducting investor relations activities, pursuant to Options granted under the Compensation Plan, together with all other share compensation arrangements of the Corporation, during any 12-month period may not exceed 5% of the outstanding Shares at the time of grant, unless disinterested shareholder approval is obtained.
- (h) *Effect of Termination on Awards*
  - a. *Voluntary Resignation:* All unvested Awards are immediately forfeited on the termination date and any vested Options remain exercisable until the earlier of up to 12 months following the termination date and the expiry date of the option.
  - b. *Termination for Cause:* All vested and unvested Options immediately terminate and all unvested RSUs are immediately forfeited on the termination date.
  - c. *Termination not for Cause:* All unvested Options immediately terminate and any vested Options remain exercisable until the earlier of up to 12 months following the termination date and the expiry date of the option. All RSUs as of such date remain outstanding and in effect pursuant to the terms of the applicable RSU Agreement, which may be cancelled or accelerated by the Board in its discretion.
  - d. *Termination Due to Disability or Retirement:* The RSUs continue to vest as provided for in (c) above. Any vested Options remain exercisable until the earlier of up to 12 months following the vesting date of the option and the expiry date of the Option.

- e. *Termination Due to Death:* The RSUs continue to vest in accordance with (c) above. Any vested Options remain exercisable by the optionee's beneficiary until the earlier of twelve months following the termination date and the expiry date of the Option.
- f. *Termination in Connection with a Change of Control:* If, after a Change of Control (as defined in the Compensation Plan), a participant who was also an officer or employee of, or a consultant to, the Corporation prior to the Change of Control, has their position, employment or consulting agreement terminated, or the participant is constructively dismissed, on or during the 12-month period immediately following a change in control, then all of the participant's unvested Awards are immediately vested and any vested Options remain exercisable until the earlier of twelve months following the termination date and the expiry date of the Option.
- (i) *Conditions of exercise of Options.* The Corporation will not issue Shares pursuant to the exercise of Options unless and until the Shares have been fully paid for, all applicable regulatory approvals have been received, and any applicable withholding tax obligations have been satisfied.
- (j) *Method for determining the exercise price of Options.* The exercise price for Shares that are the subject of any Option shall be determined and approved by the Board when such Option is granted but shall not be less than the Market Value of such Shares at the time of the grant.
- (k) *Reduction of exercise price.* Subject to any required regulatory and shareholder approvals and the consent of the optionee affected thereby, the Board may amend or modify any outstanding Option in any manner, including to change the vesting provisions, expiry date, or exercise price, provided that the consent of the optionee shall not be required where the rights of the optionee are not adversely affected. A decrease in the exercise price or extension of the term of Options granted to Insiders may not be effected without disinterested shareholder approval.
- (l) *Vesting of Options.* The Board shall determine any vesting provisions for Options. However, Options granted to any person retained to provide Investor Relations Activities must vest in a period of not less than 12-months from the date of grant and with no more than 25% of the Options vesting in any three-month period.
- (m) *Vesting of RSUs.* RSUs may not vest before the date that is one year following the date they are granted, except in the case of an acceleration for a participant who dies or who ceases to be an eligible participant in connection with a change of control, take-over bid, reverse takeover or other similar transaction. Except as set forth herein, the Board shall have sole discretion to determine if any performance criteria and/or other vesting conditions with respect to a RSU have been met. The Board shall determine the period during which a vested RSU may be redeemed by either the Corporation or the participant, and may determine the maximum period, during which any vested RSU may remain outstanding prior to settlement, but in all cases shall end no later than three (3) years after the performance period.
- (n) *Acceleration of Vesting.* The Board has the right to accelerate the date upon which any Award becomes exercisable notwithstanding the vesting schedule set forth for such Award, regardless of any adverse or potentially adverse tax consequence resulting from such acceleration. There is no accelerated vesting allowed for persons completing Investor Relations Activities without prior TSXV approval.
- (o) *Dividends for RSUs.* Dividend equivalents may, as determined by the Board in its sole discretion, be awarded in respect of unvested RSUs in a participant's account on the same basis as cash dividends declared and paid on Shares as if the participant was a shareholder of record of Shares on the relevant record date. Dividend equivalents, if any, will be credited to the participant's account in additional RSUs, the number of which shall be equal to a fraction where the numerator is the product of (i) the number of

RSUs in such participant's account on the date that dividends are paid multiplied by (ii) the dividend paid per Share and the denominator of which is the Market Value of one Share calculated on the date that dividends are paid. Any additional RSUs credited to a participant's account as a dividend equivalent shall be subject to the same terms and conditions (including vesting and restriction periods) as the RSUs in respect of which such additional RSUs are credited. Any RSUs credited to a participant's account pursuant to dividend equivalents are also subject to the limits set forth in Sections 2.4 and 2.5 of the Compensation Plan.

- (p) *No assignment.* Options may not be assigned or transferred.
- (q) *Amendments.* Generally, the Board may amend the Compensation Plan, subject to any necessary regulatory approval.
- (r) *Termination of Compensation Plan.* The Compensation Plan may be discontinued by the Board, provided that such termination will not alter the terms or conditions of any Award or impair any right of any optionee pursuant to any Award granted prior to the date of such termination, which will continue to be governed by the provisions of the Compensation Plan.

As at the date hereof, there are 4,640,000 Options outstanding and 5,128,417 RSUs outstanding and there are 664,865 additional Shares remaining available for grant pursuant to Options and 1,409,865 additional Shares remaining available for grant pursuant to RSUs under the Compensation Plan.

The full text of the Compensation Plan will be available for review at the Meeting and will be supplied free of charge to shareholders upon written request made directly to the Corporation at its registered head office.

#### *Shareholder Approval of the Amended Compensation Plan*

The Board believing it to be in the best interests of the Corporation, recommend that the Shareholders confirm and re-approve the Compensation Plan for the ensuing year with the amendments described above. At the Meeting, the Shareholders will be asked to pass an ordinary resolution of disinterested shareholders to confirm, ratify and re-approve the amended Compensation Plan. The following is the text of the resolution to be considered by the Shareholders at the meeting:

**“BE IT RESOLVED THAT:**

The amended Compensation Plan of Hank Payments Corp. as described in the Information Circular of the Corporation dated October 14, 2022, be and hereby is confirmed, ratified, approved and authorized.

**The foregoing resolution must be approved by a majority of the Corporation's disinterested Shareholders that are present in person or by proxy at the Meeting. The persons named in the form of proxy provided to you intend to vote the Shares represented by such proxy FOR the resolution to confirm, ratify and approve the amended Compensation Plan.**

#### **6. Continuance of the Corporation under the laws of Ontario**

The Corporation is currently a corporation existing under the federal laws of Canada and is subject to the provisions of the *Canada Business Corporations Act* (the “CBCA”). At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass the Continuance Resolution, which authorizes the Board to apply to discontinue the Corporation from the federal jurisdiction of Canada under the CBCA and to continue the Corporation to the provincial jurisdiction of the Province of Ontario under the *Business Corporations Act* (Ontario) (the “OBCA”) (the “Continuance”).

The OBCA permits corporations incorporated outside of their jurisdiction to be continued into their jurisdiction. On the Continuance, the CBCA will cease to apply to the Corporation and the OBCA will start to apply to the Corporation as if the Corporation had been originally incorporated under that statute. If the Continuance Resolution is approved by the Shareholders at the Meeting, the Board will decide whether to continue into Ontario.

The Continuance will affect certain of the rights of Shareholders as they currently exist under the CBCA. Shareholders should consult their legal advisors regarding the implications of the Continuance that may be of particular importance to them.

### ***Reason for Continuance***

The current Board and management are principally located in Ontario and the registered office is in Ontario. The Corporation needs to attract and appoint directors with a broad range of skills and experience relevant to its business. Upon the recent amendments becoming effective, the OBCA does not contain any residency requirements for directors. As a result, the Corporation can continue under the OBCA, and with the recent elimination of the OBCA residency requirement, the Corporation will have greater flexibility to attract directors from a global talent pool with the expertise and skills required by the Corporation's global business operations. Management believes that the OBCA is consistent with the corporate legislation of other Canadian jurisdictions and will provide Shareholders with substantially the same rights as those that are available to Shareholders under the CBCA.

### ***Continuance Process***

In order to implement the Continuance into Ontario, the Corporation must take the following steps:

- (a) apply to the Director under the CBCA for consent to continue the Corporation under the OBCA (the "**CBCA Consent to Continuance**"), such application to establish to the satisfaction of the Director that the Continuance will not adversely affect the Corporation's creditors or Shareholders;
- (b) after the CBCA Consent to Continuance has been obtained, apply to the Director under the OBCA for a Certificate of Continuance (the "**OBCA Certificate of Continuance**"); and
- (c) after the OBCA Certificate of Continuation has been obtained, file a copy of the OBCA Certificate of Continuation with the Director under the CBCA and receive a Certificate of Discontinuance under the CBCA.

### ***Effect of Continuance***

Upon completion of the Continuance, the CBCA will cease to apply to the Corporation and the OBCA will start to apply to the Corporation as if the Corporation had been originally incorporated as an Ontario corporation. In addition, the Corporation's existing articles and by-laws (the "**Current Articles & By-Laws**") under the CBCA will be replaced with articles of continuance under the OBCA (the "**New Ontario Articles**") and new bylaws (the "**New Ontario By-Laws**"). The New Ontario Articles and New Ontario By-Laws will be substantially in the form attached as Schedule "A" to the Information Circular. The New Ontario Articles and New Ontario By-Laws are substantially the same as the Current Articles & By-Laws. The Continuance will not create a new legal entity, affect the continuity of the Corporation, result in a change in the business of the Corporation or affect the authorized or issued share capital of the Corporation. The current directors of the Corporation will continue to constitute the Board and the Corporation will remain subject to the requirements of all applicable securities legislation. The OBCA provides Shareholders with substantively the same rights as the CBCA, including rights of dissent and appraisal and rights to bring derivative actions and oppression actions, and is consistent with the corporate legislation of most other Canadian jurisdictions. There are, however, important differences.

**Schedule “B” sets out a summary comparison of certain differences between the CBCA and the OBCA. This summary is not intended to be exhaustive and Shareholders should consult their legal advisers regarding all of the implications of the Continuance.**

### ***Continuance Resolution***

The following is the continuance resolution (the “**Continuance Resolution**”):

#### **“BE IT RESOLVED THAT:**

- (a) the Corporation is authorized to undertake and complete, pursuant to Section 188 of the *Canada Business Corporations Act* (“**CBCA**”) and Section 180 of the *Business Corporations Act (Ontario)* (“**OBCA**”), the continuance of the Corporation from the federal jurisdiction of Canada under the CBCA to the provincial jurisdiction of Ontario under the OBCA (“**Continuance**”);
- (b) the Corporation apply to the Director under the CBCA for all approvals necessary to permit and carry out the Continuance;
- (c) the Corporation apply to the Director under the OBCA pursuant to Section 180 of the OBCA for all approvals necessary to permit and carry out the Continuance into Ontario;
- (d) effective on the Continuance into Ontario, the Corporation adopt articles of continuance and by-laws substantially in the form of the New Ontario Articles and the New Ontario By-Laws in substitution, respectively, for the Current Articles and By-Laws;
- (e) notwithstanding the approval of this special resolution by the Shareholders, the board of directors of the Corporation, in its sole discretion and without further notice to or approval of the Shareholders, may decide not to proceed with the Continuance or otherwise give effect to this special resolution, at any time before the Continuance becomes effective; and
- (f) any one officer or director of the Corporation, acting alone, is authorized, for and on behalf of the Corporation, to execute and deliver such documents and instruments and to take such other actions as such officer or director may determine to be necessary or advisable to implement this special resolution and the matters authorized hereby including, without limitation, the execution and filing of the documents and forms prescribed by or contemplated under the CBCA and OBCA.

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

The Continuance Resolution confers discretionary authority on the Board to revoke the Continuance Resolution before the Continuance occurs. The Board may exercise its discretion and elect not to proceed with the Continuance, notwithstanding Shareholder approval, for any number of reasons, including, for example, the number of registered Shareholders that dissent in respect of the Continuance Resolution.

### ***Rights of Dissent in Respect of the Continuance Resolution***

Under Section 190 of the CBCA, a Shareholder is entitled to dissent and be paid the fair value of the Shareholder’s Shares, if the Shareholder objects to the Continuance Resolution and the Continuance becomes effective. A Shareholder is not, however, entitled to dissent with respect to any of the Shareholder’s Shares, in the event that the Continuance Resolution is approved and the Continuance becomes effective, if the Shareholder has voted any Shares beneficially owned by the Shareholder in favour of the Continuance Resolution.

To exercise this right of dissent, a Shareholder must provide notice of this dissent to the Corporation by delivering a written objection to the Continuance Resolution (a) on or before the date of the Meeting, to the Corporation's registered office at 66 Wellington Street West, Suite 4100, Toronto, ON M5K 1B7, or (b) at the Meeting or any adjournment thereof, to the chairman of the Meeting. A dissenting Shareholder may only claim with respect to all of the Shares held by the dissenting Shareholder or on behalf of any one beneficial owner and registered in the name of the dissenting Shareholder.

A Shareholder who complies with the dissenting Shareholder provisions of the CBCA is entitled to be paid by the Corporation the fair value of the Shareholder's Shares in respect of which the Shareholder dissents, determined as of the close of business on the last business day before the day on which the resolution from which the Shareholder dissents was adopted. If a dissenting Shareholder and the Corporation are unable to agree on the fair value of the dissenting Shareholder's Shares, either of them may apply to the applicable court to fix the fair value.

The complete text of the dissent procedures of Section 190 of the CBCA is attached to this Circular as Schedule "C". **Failure to adhere strictly to the requirements of these Dissent Proceedings of the CBCA may result in the loss or unavailability of the right of dissent.**

## STATEMENT OF EXECUTIVE COMPENSATION

The Corporation's Statement of Executive Compensation, in accordance with the requirements of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, is set forth below, which contains information about the compensation paid to, or earned by, the Corporation's Chief Executive Officer, Chief Financial Officer and the next most highly compensated executive officer of the Corporation earning more than C\$150,000.00 in total compensation during June 30, 2022 (the "**Named Executive Officers**" or "**NEOs**"). Based on the foregoing, Michael Hilmer, Chief Executive Officer and Director, Ashish Kapoor, Chief Financial Officer and Corporate Secretary, and Jason Ewart, Senior Vice President Capital Markets are the Corporation's only Named Executive Officers as at June 30, 2022.

### Compensation Discussion and Analysis

The Corporation's nominating, compensation and corporate governance committee (the "**Compensation and Corporate Governance Committee**") exercises general responsibility regarding overall employee and executive compensation. It also determines the total compensation of the Chief Executive Officer, subject to approval by the board of directors. The Compensation and Corporate Governance Committee meets at least annually with the Chief Executive Officer to review other employees' salaries, and those salaries are also reviewed with the board of directors as part of the annual budget review.

The Compensation and Corporate Governance Committee consists of three members, Messrs. Ewart, Farley and Jennifer Fallon. Timothy Farley and Jennifer Fallon are independent members. Ms. Fallon replaces Tamara Paton on the Compensation and Corporate Governance Committee, who was also an independent member. The Compensation and Corporate Governance Committee reviews compensation paid to directors and officers of companies of similar business, size and stage of development and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Corporation. No specific benchmarking policy is in place for determining compensation or any element of compensation. In performing its duties, the Compensation and Corporate Governance Committee has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

The Corporation does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

The Corporation's compensation policies are founded on the principle that executive and employee compensation should be consistent with shareholders' interests and therefore the compensation strategy is significantly weighted towards a share ownership compensation strategy. The objectives of the Corporation's compensation program are to attract and retain a high-quality management and employee team and to motivate performance by tying a significant portion of the compensation to enhancement in common share value and to encourage all employees to become significant shareholders. Any director, who is also an executive officer, is excused from the Compensation and Corporate Governance Committee and directors' meetings during any discussion on his compensation. The Corporation pays salaries at or slightly below the median of our industry peers. In assessing comparability, the Compensation and Corporate Governance Committee reviewed total revenue and the number of employees of various other organizations relative to the Corporation. The Corporation does not have a pension plan or other form of formal retirement compensation. The Corporation's compensation plan consists of base salary, bonuses, stock options and restricted share units.

The compensation of employees, including executive officers, is consistent with the above policies.

#### *Compensation Risk*

The Corporation has not adopted a formal policy on compensation risk management, nor has it engaged an independent compensation consultant. The Corporation recognizes that there may be risks in its current processes but given the size and number of executives dedicated on a full-time basis, the Corporation does not believe the risks to be significant.

The Corporation has a Compensation and Corporate Governance Committee, consisting of two independent members of the board of directors, to assist the board of directors in discharging its duties relating to compensation of the Corporation's directors and senior officers. The board of directors believe that the executive compensation program of the Corporation should not raise its overall risk profile. Accordingly, the Corporation's executive compensation programs include safeguards designed to mitigate compensation risks. The following measures impose appropriate limits to avoid excessive or inappropriate risk taking or payments:

- discretionary bonus payments are recommended to the board of directors by the Compensation and Corporate Governance Committee based on annual performance reviews;
- stock option vesting and option terms of up to ten (10) years discourages excessive risk-taking to achieve short-term goals; and
- implementation of trading blackouts limits the ability of directors and senior officers to trade in securities of the Corporation.

Inappropriate and excessive risks by executives are also mitigated by regular meetings of the board of directors, at which, activity by the executives must be approved by the board of directors if such activity is outside previously board-approved actions and/or as set out in a board-reviewed budget. Given the current composition of the Corporation's executive management team, the board of directors and the Compensation and Corporate Governance Committee are able to closely monitor and consider any risks which may be associated with the Corporation's compensation practices. Risks, if any, may be identified and mitigated through regular board of directors' meetings during which financial and other information of the Corporation are reviewed, including executive compensation.

#### *Base Salaries*

To date, the Corporation's policy is that salaries for the Corporation's executive officers shall be below the median of salaries paid among industry peer companies, using such criteria as revenue, assets, cash flow and number of employees. The salary of the Corporation's Chief Executive Officer and Chief Financial Officer has been set below the salary levels paid among industry peers in recognition of the start-up phase of the Corporation. For the remainder of the Corporation's employees, salaries are competitive within our industry and generally set at the median salary

level among companies our size. Salaries of the Corporation's executive officers, including that of the Chief Executive Officer, are reviewed annually.

*Short-Term Incentive Plan Compensation – Bonuses*

The Short-Term Incentive Plan Compensation consists of an annual cash bonus based on a mix of corporate and individual objectives. The purpose of including performance-based incentive compensation, in the form of annual cash bonuses, as part of the total compensation paid to the Corporation's executive officers is to create a link between pay and performance to encourage and reward those individuals' contributions in producing strong results and to focus its senior management to work as a team on overall corporate results and strategic initiatives. The maximum annual performance bonus an executive officer will be eligible to receive will be expressed as a percentage of their annual base salary.

*Long Term Incentive Compensation – Stock Options and RSUs*

Long-term incentives under the Corporation's Compensation Plan are intended to align the interests of the Corporation's executive officers and employees with those of the shareholders by linking a portion of compensation to the performance of the Corporation's shares and to assist in employee retention through time-based vesting provisions.

*Compensation Plan*

Details of the Corporation's Compensation Plan are described above under *Particulars of Matters To Be Acted Upon – Re-Approval of the Corporation's Compensation Plan*.

**Director Compensation**

The aggregate cash compensation paid to the directors of the Company for services rendered in their capacities as directors, since the date of incorporation, was nil. Directors who are not officers are entitled to receive compensation (to the extent that they provide services to the Company) at rates that would be charged by such directors for such services to arm's length parties. Directors who are not officers are paid an annual fee of \$22,500 CAD for their services and the following fees per meeting:

Position	Meeting Fee (CAD)
Chair	\$4000
Audit Chair	\$3000
Governance / HR Chair	\$3000
Director	\$1500

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of executive Compensation – Venture Issuers*) sets forth all annual and long-term compensation for services paid to or earned by each NEO and director for the two (2) most recently financial years ended June 30, 2021 and 2022. Unless otherwise noted, salaries for the Named Executive Officers are paid in U.S. dollars.

**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 (\$)
Michael Hilmer <sup>(2)</sup> Chief Executive Officer and a Director	2022	\$177,083	Nil	Nil	\$13,333	Nil	\$190,416

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 (\$)
<b>Ashish Kapoor</b> <sup>(1)(2)</sup> Chief Financial Officer and Corporate Secretary	2022	\$140,833	Nil	Nil	\$8,000	Nil	\$148,833
<b>Shawn Carden</b> <sup>(1)(2)(3)</sup> Chief Compliance Officer	2022	\$138,462	Nil	Nil	Nil	\$37,149	\$175,611
<b>Jason Ewart</b> <sup>(1)(2)</sup> Senior Vice President Capital Markets and a Director	2022	\$114,750	Nil	Nil	\$7,200	Nil	\$121,950
<b>Timothy Farley</b> <sup>(2)</sup> Director	2022	\$22,500 CAD	Nil	\$12,000 CAD	Nil	Nil	\$34,500 CAD
<b>Tamara Paton</b> <sup>(2)(4)</sup> Director	2022	\$22,500 CAD	Nil	\$12,000 CAD	Nil	Nil	\$34,500 CAD
<b>Erroll Treslan</b> <sup>(5)</sup> Former President, CEO, Secretary and Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
<b>Mike Anaka</b> <sup>(5)</sup> Former CFO and Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
<b>Robert Lavigne</b> <sup>(5)</sup> Former Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
<b>Glenn Jessome</b> <sup>(5)</sup> Former Director	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

Notes:

- (1) All numbers reflect amounts earned since the completion of the Corporation's qualifying transaction on October 13, 2021 to June 30, 2022 in USD.
- (2) Appointed effective October 13, 2021.
- (3) Resigned September 2, 2022.
- (4) Resigned June 9, 2022.
- (5) Resigned on completion of the Corporation's qualifying transaction on October 13, 2021.

### Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each NEO and directors by the Corporation in the financial year ended June 30, 2022 for services provided directly or indirectly to the Corporation.

#### Compensation Securities

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class (#)	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
<b>Michael Hilmer</b> <sup>(1)</sup> Chief Executive Officer and a Director	Options RSUs	250,000 1,500,000	October 13, 2021 October 13, 2021	\$1.00 N/A	\$1.00 \$1.00	\$0.10 \$0.10	Cancelled October 12, 2026

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class (#)	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
<b>Ashish Kapoor</b> <sup>(1)</sup> Chief Financial Officer and Corporate Secretary	Options	250,000	October 13, 2021	\$1.00	\$1.00	\$0.10	October 12, 2031
	RSUs	750,000	October 13, 2021	N/A	\$1.00	\$0.10	October 12, 2026
	Warrants <sup>(4)</sup>	2,000,000	May 1, 2021	\$0.47	N/A	\$0.10	December 31, 2023
<b>Shawn Carden</b> <sup>(1)(2)</sup> Chief Compliance Officer	Options	250,000	October 13, 2021	\$1.00	\$1.00	\$0.10	October 12, 2031
	RSUs	250,000	October 13, 2021	N/A	\$1.00	\$0.10	October 12, 2026
<b>Jason Ewart</b> <sup>(1)</sup> Senior Vice President Capital Markets and a Director	Options	250,000	October 13, 2021	\$1.00	\$1.00	\$0.10	Cancelled October 12, 2026
	RSUs	750,000	October 13, 2021	N/A	\$1.00	\$0.10	
<b>Timothy Farley</b> <sup>(1)</sup> Director	Options	150,000	October 13, 2021	\$1.00	\$1.00	\$0.10	October 12, 2031
<b>Tamara Paton</b> <sup>(1)(3)</sup> Director	Options	150,000	October 13, 2021	\$1.00	\$1.00	\$0.10	October 12, 2031
<b>Erroll Treslan</b> <sup>(4)</sup> Former President, CEO, Secretary and Director	N/A	Nil					
<b>Mike Anaka</b> <sup>(4)</sup> Former CFO and Director	N/A	Nil					
<b>Robert Lavigne</b> <sup>(4)</sup> Former Director	N/A	Nil					
<b>Glenn Jessome</b> <sup>(4)</sup> Former Director	N/A	Nil					

Notes:

- (1) Appointed effective October 13, 2021.
- (2) Resigned September 2, 2022.
- (3) Resigned June 9, 2022.
- (4) Resigned on completion of the Corporation's qualifying transaction on October 13, 2021.

These options were granted as a replacement of existing performance warrants of the private company which were outstanding prior to listing.

#### Exercise of Compensation Securities by Directors and NEOs

The following table discloses each exercise by a director or NEO of compensation securities during the financial year ended June 30, 2022 in Canadian dollars.

Name and Position	Type of compensation security	Number of underlying securities exercised (#)	Exercise price per security (\$)	Date of Exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
<b>Michael Hilmer</b> <sup>(1)</sup> Chief Executive Officer and a Director	N/A						
<b>Ashish Kapoor</b> <sup>(1)</sup> Chief Financial Officer and Corporate Secretary	RSU	250,000	N/A	May 20, 2022	\$0.11	N/A	\$27,500
<b>Shawn Carden</b> <sup>(1)(2)</sup> Chief Compliance Officer	RSU	83,250	N/A	May 13, 2022	\$0.11	N/A	\$9,157
<b>Jason Ewart</b> <sup>(1)</sup> Senior Vice President Capital Markets and a Director	RSU	250,000	N/A	May 20, 2022	\$0.11	N/A	\$27,500
<b>Timothy Farley</b> <sup>(1)</sup> Director	N/A						
<b>Tamara Paton</b> <sup>(1)(3)</sup> Director	N/A						
<b>Erroll Treslan</b> <sup>(4)</sup> Former President, CEO, Secretary and Director	N/A						
<b>Mike Anaka</b> <sup>(4)</sup> Former CFO and Director	N/A						
<b>Robert Lavigne</b> <sup>(4)</sup> Former Director	N/A						
<b>Glenn Jessome</b> <sup>(4)</sup> Former Director	N/A						

Notes:

- (1) Appointed effective October 13, 2021.
- (2) Resigned September 2, 2022.
- (3) Resigned June 9, 2022.
- (4) Resigned on completion of the Corporation's qualifying transaction on October 13, 2021.

### Employment Agreements, Termination and Change of Control Benefits

#### Michael Hilmer, Chief Executive Officer

The Chief Executive Officer's base salary is US\$250,000. In the event that the executive's employment is terminated for just cause, the Corporation shall pay the executive's base salary, accrued incentives, accrued vacation and outstanding expenses to the termination date plus a lump sum payment equal to 50% of the executive's base salary plus perquisite plan value, at the time of termination. Other entitlements under the equity plans shall be vested immediately. All outstanding stock options will be cancelled 12 months from termination. For termination without

cause the executive will be entitled to receive a cash payment equal to two (2) times the executive's base compensation and will continue to participate in the Corporation's benefits plan for a period of 1 year from the termination date.

**Ashish Kapoor**, Chief Financial Officer

The Chief Financial Officer's base salary is US\$200,000 per annum. In the event that the CFO's employment is terminated for just cause, the Corporation shall pay the executive's base salary, accrued incentives, accrued vacation and outstanding expenses to the termination date plus a lump sum payment equal to 25% of the CFO's base salary plus perquisite plan value, at the time of termination. Other entitlements under the equity plans shall be vested immediately. All outstanding stock options will be cancelled 12 months from termination. For termination without cause the executive will be entitled to receive a cash payment equal to one (1) time the executive's base compensation and will continue to participate in the Corporation's benefits plan for a period of 1 year from the termination date.

**Jason Ewart**, Senior Vice President Capital Markets

The Senior Vice President Capital Markets base salary is US\$162,000 per annum. In the event that the executive's employment is terminated for just cause, the Corporation shall pay the executive's base salary, and outstanding expenses to the termination date plus a lump sum payment equal to 50% of the executive's base salary plus perquisite plan value, at the time of termination. Other entitlements under the equity plans shall be vested immediately. All outstanding stock options will be cancelled 12 months from termination. For termination without cause the executive will be entitled to receive a cash payment equal to two (2) times the executive's base compensation and will continue to participate in the Corporation's benefits plan for a period of 1 year from the termination date.

**Pension Plan Benefits**

No pension or retirement benefits plans have been instituted and none are proposed at this time.

**SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table provides a summary of securities issued and issuable under all equity compensation plans of the Corporation as at June 30, 2022.

**Equity Compensation Plan Information**

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	11,768,417	\$0.44	2,074,730
Equity compensation plans not approved by security holders	Nil	N/A	Nil
<b>Total</b>	11,768,417	\$0.44	2,074,730

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation as of the end of the most recently completed financial year or as at the date hereof.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as set forth above in the Related Party Transactions section, to the knowledge of management of the Corporation, no informed person (a director, officer or holder of 10% or more of the Shares) or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any

interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended June 30, 2022, or has any interest in any material transaction in the current year.

#### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

Multilateral Instrument 52-110 of the Canadian Securities Administrators (“**MI 52-110**”) requires the Corporation, as a venture issuer, to disclose annually in the Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following.

The Audit Committee is responsible for the integrity of the Corporation’s internal accounting and control systems. The Audit Committee receives and reviews the financial statements of the Corporation and makes recommendations thereon to the Board prior to their approval by the full Board. The Audit Committee communicates directly with the Corporation’s external auditors in order to discuss audit and related matters whenever appropriate.

An audit committee charter, the text of which is attached as Schedule “D” to this Information Circular, governs the Corporation’s audit committee.

The Corporation’s audit committee was composed of three (3) directors, being Jason Ewart, Timothy Farley and Tamara Paton during the past year. Ms. Paton resigned from the Corporation on June 9, 2022 and was replaced by Michael Hilmer. It is proposed that Jennifer Fallon be appointed to the Audit Committee following the Meeting. Timothy Farley, Tamara Patton and Jennifer Fallon are “independent” within the meaning of MI 52-110. Mr. Hilmer, Chief Executive Officer and Mr. Ewart, Executive Vice President of the Corporation are not independent.

##### *Jason Ewart*

Mr. Ewart is a corporate director who was the co-founder and the former Chief Executive Officer and Chief Operating Officer of Fountain Asset Corporation from 2003 until October 2017. Previously, he was a market analyst with A&E Capital Funding Inc. and Bradstone Equity Partners Inc. between 1998 and 2002 and Vice President of Quest Investment Corporation between 2002 and 2003. He has experience with bridge financing, financial analysis, quantitative modeling, equities trading and mergers and acquisitions. Mr. Ewart holds an economics degree from McGill University. Mr. Ewart is a former member of the Institute of Corporate Directors (ICD) in Canada and current Vice Chair for the non-profit Northumberland Community Futures Development Corporation, which provides financing and strategic guidance to entrepreneurs. He is currently a member of the Board of Directors of Marathon Mortgage Corp., Brane Inc., and Attorneys Title Guaranty Fund, Inc. As EVP Capital Markets for Hank, Mr. Ewart leads the transaction/deal team working with management to evaluate strategic opportunities and acquisitions. Jason will work full-time for the Corporation.

##### *Timothy Farley*

Timothy Farley is a venture investor and a serial entrepreneur. He is currently the CEO of North Columbia Holdings, a multi-strategy development platform servicing the rapid growth cannabis industry. He has been CEO of Shasta Gold Corp since April 2016 and a member of its Board of Directors since 2010. Mr. Farley actively invests across multiple industries, including technology, hospitality and renewable energy. He is a co-founder of a leading corporate security group with marquis clients such as Waste Management and The National Football League. The venture-backed companies in his investment portfolio have secured financing from leading VC firms such as Accel, NEA and Lerer Ventures and have created a combined equity value in excess of \$400 million. Mr. Farley began his career with a stint on the Chicago Mercantile Exchange, where he pioneered role in creating and perfecting new securities and trading strategies. He is an independent film producer with three Sundance films to his credit and holds a Bachelor of Science Degree in Finance from Providence College.

##### *Jennifer Fallon*

Jennifer Fallon, CPA, is the Chief Financial Officer at Tour24, Inc., the leader in self-guided touring in the multi-family industry. With more than 20 years of finance and accounting experience, she a serial entrepreneur with a strong background in start-up business, sales & marketing and financial analysis. She has participated in SEED and Series A fundraising, as well as several M&A transactions. Jennifer was formerly the Founder and President of The Festive Home, a manufacturer and distributor in the home décor sector. She was also the Co-Founder and CFO of Diggity Kids, a manufacturer and distributor of children’s travel accessories. Prior to these ventures, Jennifer held the Controllershship position at Color Kinetics, a revolutionary LED lighting company subsequently acquired by Philips,

and the Manager of Financial Reporting at Ardent Software, a data management/warehousing software company subsequently acquired by IBM Informix. Jennifer began her career at Deloitte where she focused on high-tech and manufacturing clients. Jennifer received her BS in Accounting from Providence College.

Since the commencement of the Corporation’s most recently completed financial year, the Corporation’s Board of Directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on the exemptions contained in Section 2.4 (*De Minimis Non-Audit Services*) of National Instrument 52-110 ("**NI 52-110**"). The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of MI 52-110, the engagement of non-audit services is considered by the Corporation’s Board of Directors, and where applicable the audit committee, on a case-by-case basis.

In the following table, “audit fees” are fees billed by the Corporation’s external auditor for services provided in auditing the Corporation’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Corporation to its auditors in each of the last two fiscal years, by category, are as follows:

<u>Financial Year Ending</u>	<u>Audit Fees</u>	<u>Audit Related Fees</u>	<u>Tax Fees</u>	<u>All Other Fees</u>
June 30, 2021	\$103,758	Nil	Nil	Nil
June 30, 2022	\$65,000	Nil	Nil	Nil

The Corporation is relying on the exemption provided by section 6.1 of MI 52-110 that provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of MI 52-110.

## STATEMENT OF CORPORATE GOVERNANCE

National Policy 58-201 - *Corporate Governance Guidelines* and National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation’s required annual disclosure of its corporate governance practices.

1. **Board of Directors.** The Board considers that Mr. Farley and Ms. Fallon are independent according to the definition of “independence” set out in MI 52-110 as it applies to the Board. The Board considers that Michael Hilmer and Jason Ewart are not independent in that they are executive officers of the Corporation. The Board facilitates its exercise of independent supervision over management primarily by having a majority of the Board members consist of individuals who are independent of the Corporation.
2. **Directorships.** None of the directors currently hold directorships with other reporting issuers.
3. **Orientation and Continuing Education.** The Board has not adopted a formal policy on the orientation and continuing education of new and current directors. When a new director is appointed, the Board delegates individual directors the responsibility for providing an orientation and education program for any new director. This may be delivered through informal meetings between the new directors and the Board and senior management, complemented by presentations on the main areas of the Corporation’s business. When required the Board may arrange for topical seminars to be provided to members of the Board or committees of the Board. Such seminars may be provided by one or more members of the Board and management or by external professionals.

4. **Ethical Business Conduct.** The directors are required to abide by all relevant regulatory rules and regulations. The Board monitors compliance by requiring directors and officers to declare any conflicts of interest or any other situation that could represent a potential violation of any applicable rules and regulations. When applicable, the Board will receive reports from management regarding any allegations of unethical conduct.

5. **Nomination of Directors.** The Board has not adopted any formal policy for the nomination of new directors. The Board relies on each director to identify new candidates for Board nomination based on the needs of the Board.

6. **Other Board Committees.** The Corporation also has an Audit Committee and a Nominating, Compensation and Governance Committee.

7. **Assessments** - The Board does not have any formal policies to evaluate the effectiveness of the Board, the Audit Committee and the individual directors. The Board may appoint a special committee of directors to evaluate the Board and its committees, assess the contribution of its individual directors, and recommend any modifications to the functioning and governance of the Board and its committees. To date, the Board has not appointed any such special committee of directors to perform such analysis.

#### ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS

The financial statements of the Corporation for the fiscal year ended June 30, 2022, together with the report of the auditors thereon will be submitted at the Meeting. Receipt at such Meeting of the auditors' report and the Corporation's financial statements for the last completed fiscal year will not constitute approval or disapproval of any matters referred to therein.

#### OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management knows of no other matters to come before the Meeting other those as set forth in this Information Circular. **HOWEVER, IF OTHER MATTERS THAT ARE NOT KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE PROXY.**

#### AVAILABILITY OF CERTAIN DOCUMENTS

Under NI 54-101, a person or company who wishes to receive interim financial statements from the Corporation must deliver a written request for such material to the Corporation, together with a signed statement that the person or company is the owner of securities (other than debt instruments) of the Corporation. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed return card, together with the completed form of proxy, in the addressed envelope provided to the Corporation's transfer agent, Computershare Investor Services Inc., 8th Floor, 100 University Ave Toronto, Ontario M5J 2Y1. The Corporation will maintain a supplemental mailing list of persons and companies wishing to receive interim financial statements.

Additional information relating to the Corporation is available under the Corporation's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Corporation to request copies of the financial statements and MD&A by: (i) mail to Hank Payments Corp., 66 Wellington Street, Suite 4100, Toronto, Ontario M5K 1B7.

The undersigned hereby certifies that the directors of the Corporation have approved the contents and the sending of this Information Circular. The foregoing constitutes full, true and plain disclosure of all material facts relating to the particular matters to be acted upon by the Shareholders of Hank Payments Corp.

DATED this 14<sup>th</sup> day of October, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

*"Michael Hilmer"*

Michael Hilmer  
Chief Executive Officer

**SCHEDULE "A"**

**NEW ONTARIO ARTICLES AND NEW ONTARIO BY-LAWS**

**BY-LAW NO. 1**

A by-law relating generally to the transaction of the business and affairs of

**HANK PAYMENTS CORP.**

hereinafter called the "**Corporation**"

**CONTENTS**

1. Interpretation
2. Business of the Corporation
3. Directors
4. Committees
5. Officers
6. Protection of Directors, Officers and Others
7. Shares
8. Dividends and Rights
9. Meetings of Shareholders
10. Information Available to Shareholders
11. Divisions and Departments
12. Notices
13. Borrowing Powers of the Directors
14. Effective Date

**BE IT ENACTED** as a by-law of the Corporation as follows:

**ARTICLE I  
INTERPRETATION**

1.1 Definitions

In the by-laws of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Business Corporations Act* (Ontario) and the regulations made pursuant thereto, as from time to time amended, and every statute that may be substituted therefor and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "**appoint**" includes "**elect**" and vice versa;
- (c) "**board**" means the board of directors of the Corporation;
- (d) "**by-laws**" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

- (e) "**meeting of shareholders**" includes an annual meeting of shareholders and a special meeting of shareholders; "**special meeting of shareholders**" includes a meeting of any class or classes of shareholders and a special meeting of all shareholders entitled to vote at an annual meeting of shareholders;
- (f) "**non-business day**" means Saturday, Sunday and any other day that is a holiday as defined in the *Legislation Act* (Ontario);
- (g) "**recorded address**" means in the case of a shareholder, his address as recorded in the securities register; and in the case of joint shareholders, the address appearing in the securities register in respect of such joint holding or the first address so appearing if there is more than one; and in the case of a director, officer, auditor or member of a committee of the board, his latest address as recorded in the records of the Corporation;
- (h) "**signing officer**" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by paragraph 2.4 or by a resolution passed pursuant thereto;
- (i) all terms contained in the by-laws and which are defined in the Act shall have the meanings given to such terms in the Act; and
- (j) the singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine and neuter genders; and the word "**person**" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, unincorporated organizations and any number or aggregate of persons.

## ARTICLE II BUSINESS OF THE CORPORATION

### 2.1 Registered Office

The registered office of the Corporation shall be in the municipality or geographic township located in Ontario as specified in its Articles, and at such place therein as the directors of the Corporation may from time to time by resolution determine.

### 2.2 Corporate Seal

The corporate seal of the Corporation, if any, shall be such seal as the directors of the Corporation may from time to time by resolution adopt.

### 2.3 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such chartered banks, trust companies or other financial institutions as the board may by resolution from time to time determine.

Cheques on the bank accounts, drafts drawn or accepted by the Corporation, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the board may by resolution from time to time name for that purpose.

Cheques, promissory notes, bills of exchange, orders for the payment of money and other negotiable paper may be endorsed for deposit to the credit of the Corporation's bank account by such officer or officers, person or persons, as the board may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the Corporation's name.

## 2.4 Execution of Instruments

Any instruments in writing may be signed in the name of and on behalf of the Corporation by two persons, one of whom holds the office of Chairman of the Board, Chief Executive Officer, President, Vice-President or director and the other of whom holds one of the said offices or the office of Secretary, Chief Financial Officer or Treasurer or any one of the foregoing officers together with any one director of the Corporation and/or any other officer or officers, person or persons appointed as aforesaid by resolution of the board, and any instrument in writing so signed shall be binding upon the Corporation without any further authorization or formality. In the event that the Corporation has only one officer and director, that person alone may sign any instruments in writing in the name of and on behalf of the Corporation. The board shall have power from time to time by resolution to appoint any one officer or director or any other officer or officers or any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing. The corporate seal, if any, may be affixed to any instruments in writing on the authority of any of the persons named in this section.

The signature or signatures of any of the aforesaid person or persons may, if specifically authorized by resolution of the directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon any contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation executed or issued by or on behalf of the Corporation and all contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation on which the signature or signatures of any of the foregoing officers or directors or persons authorized as aforesaid shall be so reproduced pursuant to special authorization by resolution of the board, shall be deemed to have been manually signed by such officers or directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers or directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or bonds, debentures, notes or other securities of the Corporation.

The term "**instruments in writing**" as used herein shall, without limiting the generality thereof, include contracts, documents, deeds, mortgages, hypothecs, charges, security interests, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, proxies, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

## 2.5 Investments

In particular, without limiting the generality of the foregoing, execution as provided in paragraph 2.4 hereof shall be adequate to sell, assign, transfer, exchange, convert or convey any securities, rights and warrants.

## 2.6 Voting Securities in Other Companies

All securities carrying voting rights in any other body corporate held from time to time by the Corporation may be voted at all meetings of holders of such securities in such manner and by such person or persons as the board of the Corporation from time to time determines. In the absence of action by the board, the proper signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation instruments of proxy and arrange for the issuance of voting certificates and other evidence of the right to vote in such names as they may determine.

## 2.7 Solicitors

Any one of the Chief Executive Officer, President or Chief Financial Officer shall have power from time to time to instruct solicitors to institute or defend actions or other legal proceedings for the Corporation without any specific resolution or retainer or instructions from the board; provided, however, that the board may give instructions superseding or varying such instructions.

## 2.8 Custody of Securities

The directors may from time to time by resolution provide for the deposit and custody of securities of the Corporation.

All share certificates, bonds, debentures, debenture stock certificates, notes or other obligations or securities belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the name of more than one nominee shall be held in the names of the nominees jointly with right of survivorship) and may be endorsed in blank with endorsement guaranteed in order to enable transfers to be completed and registration to be effected.

## 2.9 Charging Assets

The board may from time to time charge, hypothecate, mortgage or pledge any or all of the assets of the Corporation not only by means of bonds and debentures by way of fixed charge or charges or by way of floating charge or charges, but also by any other instrument or instruments for the purposes of securing any past or existing or new or future liability direct or indirect of the Corporation or for the purpose of securing any bonds, debentures or other securities or liabilities of the Corporation or of any other body corporate.

## 2.10 Invalidity of Any Provisions of this By-Law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## 2.11 Fiscal Year

The fiscal year of the Corporation shall terminate on such day in each year as is from time to time established by the board.

# **ARTICLE III DIRECTORS**

## 3.1 Number of Directors and Quorum

The number of directors of the Corporation shall be the number of directors as specified in the articles or, where a minimum and maximum number of directors is provided for in the articles, the number of directors of the Corporation shall be the number of directors determined from time to time by special resolution or, if a special resolution empowers the directors to determine the number, the number of directors determined by resolution of the board. Notwithstanding the above, the Corporation shall not have fewer than three directors, one-third of which may not be officers or employees of the Corporation. The quorum for the transaction of business at any meeting of the board shall be a majority of the number of directors or minimum number of directors required by the articles, but in no case shall a quorum be less than two-fifths of the number of directors or minimum number of directors, as the case may be.

## 3.2 Qualification

No person shall be qualified for election as a director if he is less than 18 years of age; if he is of unsound mind or incapable of managing property and has been so found by a court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt. A director need not be a shareholder.

## 3.3 Election and Term

The election of directors shall take place at the first meeting of shareholders and at each succeeding annual meeting of shareholders and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors as specified in the articles

or, if a minimum and maximum number of directors is provided for in the articles, the number of directors determined by special resolution or, if the special resolution empowers the directors to determine the number, the number of directors determined by resolution of the board. The voting on the election shall be by show of hands unless a ballot is demanded by any shareholder. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

#### 3.4 Removal of Directors

Subject to the provisions of the Act, the shareholders may by ordinary resolution passed at a meeting specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by a quorum of the directors.

#### 3.5 Vacancy of Office

A director ceases to hold office when: (i) he dies; (ii) he is removed from office by the shareholders; (iii) he ceases to be qualified for election as a director; or (iv) his written resignation is received by the Corporation provided that, if a time subsequent to its date of receipt by the Corporation is specified in such written resignation, the resignation shall become effective at the time so specified.

#### 3.6 Vacancies

Subject to the Act, a quorum of the board may fill a vacancy in the board, except a vacancy resulting from an increase in the number or maximum number of directors or from a failure of the shareholders to elect the number of directors required to be elected at any meeting of shareholders. In the absence of a quorum of the board, or if the vacancy has arisen from a failure of the shareholders to elect the number of directors required to be elected at any meeting of shareholders, the directors then in office shall forthwith call a special meeting of shareholders to fill the vacancy. If the directors then in office fail to call such meeting, or if there are no directors then in office, any shareholder may call the meeting.

#### 3.7 Action by the Board

The board shall manage or supervise the management of the business and affairs of the Corporation. The powers of the board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

#### 3.8 Meeting by Telephone

If all the directors of the Corporation present or participating in the meeting consent, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

#### 3.9 Place of Meetings

Meetings of the board may be held at any place within or outside Ontario.

#### 3.10 Calling of Meetings

Subject to the Act, meetings of the board shall be held from time to time on such day and at such time and at such place as the board, the Chairman of the Board (if any), the Chief Executive Officer, the President, the Chief Financial Officer or any two directors may determine and the Secretary, when directed by the board, the Chairman of

the Board (if any), the Chief Executive Officer, the President, the Chief Financial Officer or any two directors shall convene a meeting of the board.

### 3.11 Notice of Meeting

Notice of the date, time and place of each meeting of the board shall be given in the manner provided in paragraph 12.1 to each director not less than 48 hours (exclusive of any part of a non-business day) before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified.

A director may in any manner waive notice of or otherwise consent to a meeting of the board. Attendance of a director at such a meeting is a waiver of notice of meeting except where the attendance is for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

### 3.12 First Meeting of New Board

Provided a quorum of directors is present, each newly elected board may, without notice, hold its first meeting immediately following the meeting of shareholders at which such board is elected.

### 3.13 Adjourned Meeting

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

### 3.14 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

### 3.15 Chairman

The chairman of any meeting of the board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: the Chairman of the Board, the President or a Vice-President. If no such officer is present, the directors present shall choose one of their number to be chairman.

### 3.16 Votes to Govern

At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

### 3.17 Conflict of Interest

A director or officer of the Corporation who is a party to, is a director or officer of, or has a material interest in, another person who is a party to a material contract or transaction (in either case a "**Conflict of Interest Transaction**"), whether proposed or made, with the Corporation shall, in accordance with the Act, disclose in writing to the Corporation or request to have entered in the minutes of meetings of the directors or of meetings of committees of directors, the nature and extent of his interest in the Conflict of Interest Transaction. Except as permitted by the Act, a director so interested shall not attend any part of a meeting during which a Conflict of Interest Transaction is discussed, nor vote on any motion to approve the Conflict of Interest Transaction. A general notice to the directors by a director or officer of the Corporation declaring that he is a director or officer of, or has a material interest in, a person and is to be regarded as interested in any contract made or transaction entered into with that person is a sufficient disclosure of interest in relation to any Conflict of Interest Transaction with that person.

### 3.18 Effect of Disclosure

Where the Corporation enters into a Conflict of Interest Transaction, a director or officer is not accountable to the Corporation or the shareholders of the Corporation for any profit or gain realized from the Conflict of Interest Transaction and the Conflict of Interest Transaction is neither void nor voidable, by reason only of that relationship (or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the Conflict of Interest Transaction), if the director or officer disclosed his interest therein in the manner prescribed by the Act, the directors approved the Conflict of Interest Transaction and the Conflict of Interest Transaction was reasonable and fair to the Corporation at the time it was approved. Notwithstanding the foregoing, a director or officer of the Corporation, acting honestly and in good faith, is not accountable to the Corporation or to the shareholders of the Corporation for any profit or gain realized from any Conflict of Interest Transaction and the Conflict of Interest Transaction is not void or voidable by reason only of the interest of the director or officer of the Corporation therein, if (a) the Conflict of Interest Transaction was approved or confirmed by special resolution at a meeting of the shareholders of the Corporation, (b) disclosure of the interest of the director or officer of the Corporation in the Conflict of Interest Transaction was made to the shareholders of the Corporation in a manner sufficient to indicate its nature before the Conflict of Interest Transaction was approved or confirmed, and (c) the Conflict of Interest Transaction was reasonable and fair to the Corporation at the time it was approved or confirmed. Nothing in this paragraph 3.18 shall be construed as an affirmative statement that, in any particular situation or situations, a director or officer of the Corporation shall be accountable to the Corporation or the shareholders of the Corporation for any profit or gain realized from a Conflict of Interest Transaction or that a Conflict of Interest Transaction is void or voidable due to a failure of the officer or director to comply with the procedures set forth in this paragraph.

### 3.19 Remuneration and Expenses

The directors shall be paid such remuneration for their services as the board may from time to time determine. The directors shall also be entitled to be reimbursed for traveling and other expenses properly incurred by them in attending meetings of the shareholders or of the board or any committee thereof or otherwise in the performance of their duties. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

## **ARTICLE IV COMMITTEES**

### 4.1 Committee of Directors

The board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the board except those which pertain to items which, under the Act, a committee of directors has no authority to exercise.

### 4.2 Transaction of Business

The powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place within or outside Ontario.

### 4.3 Audit Committee

The board shall elect annually from among its number an audit committee to be composed of not fewer than three directors of whom a majority shall not be officers or employees of the Corporation or its affiliates, subject to the restrictions imposed by applicable legislation. The audit committee shall have the powers and duties provided in the Act, and such other applicable legislation.

#### 4.4 Advisory Committees

The board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.

#### 4.5 Procedure

Unless otherwise determined by the board, each committee shall have power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

### **ARTICLE V OFFICERS**

#### 5.1 Appointment

The Chairman of the Board may, but need not be, an officer of the Corporation. The board may from time to time appoint a Chairman of the Board, a Chief Executive Officer, a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Chief Financial Officer, a Treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. The board may specify the duties of and, in accordance with this by-law and subject to the provisions of the Act, delegate to such officers' powers to manage the business and affairs of the Corporation. An officer may but need not be a director and one person may hold more than one office. All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures. In the case of the absence or inability to act of any officer or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

#### 5.2 Chairman of the Board

The Chairman of the Board, if appointed, shall be a director and shall, when present, preside at all meetings of the board and committees of the board. The Chairman of the Board shall be vested with and may exercise such powers and shall perform such other duties as may from time to time be assigned to him by the board. During the absence or disability of the Chairman of the Board, his duties shall be performed and his powers exercised by the Chief Executive Officer. The board of directors may determine that the Chairman of the Board shall not be an officer of the Corporation and shall act solely in a non-executive capacity. A non-executive Chairman of the Board shall possess and exercise such authority and powers and perform such duties as may be determined by the by-laws and by the board.

#### 5.3 President

The President shall be, unless and until the board designates any other officer of the Corporation, to be the Chief Executive Officer of the Corporation, shall be the Chief Executive Officer and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation and such other powers and duties as the board may specify. The President shall be vested with and may exercise all the powers and shall perform all the duties of the Chairman of the Board if none be appointed or if the Chairman of the Board is absent or unable or refuses to act.

#### 5.4 Vice-President

Each Vice-President shall have such powers and duties as the board or the President may specify. The Vice-President or, if more than one, the Vice-President designated from time to time by the board or by the President, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President, provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of the board and that a Vice-President who is not a director and shareholder shall not preside as chairman at any meeting of shareholders.

## 5.5 Secretary

The Secretary shall give, or cause to be given as and when instructed, all notices to shareholders, directors, officers, auditors and members of committees of the board; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and he shall have such other powers and duties as the board may specify.

## 5.6 Chief Financial Officer

The Chief Financial Officer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board whenever required an account of all his transactions as Chief Financial Officer and of the financial position of the Corporation; and he shall have such other powers and duties as the board may specify.

## 5.7 Powers and Duties of Other Officers

The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

## 5.8 Variation of Powers and Duties

The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

## 5.9 Term of Office

The board, in its discretion, may remove any officer of the Corporation, with or without cause, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the board shall hold office until his successor is appointed or until the earlier of his resignation or death.

## 5.10 Terms of Employment and Remuneration

The terms of employment and the remuneration of an officer appointed by the board shall be settled by it from time to time. The fact that any officer or employee is a director or shareholder of the Corporation shall not disqualify him from receiving such remuneration as may be so determined.

## 5.11 Conflict of Interest

An officer shall disclose his interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with paragraph 3.17.

## 5.12 Agents and Attorneys

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

## 5.13 Fidelity Bonds

The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the board may from time to time determine, but no director shall be liable for failure to require any such bond or for the

insufficiency of any such bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

## **ARTICLE VI PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **6.1 Submission of Contracts or Transactions to Shareholders for Approval**

The board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any meeting of the shareholders called for the purpose of considering the same and any contract, act or transaction that shall be approved, ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's articles or any other by-law) shall be as valid and as binding upon the Corporation and upon all the shareholders as though it had been approved, ratified or confirmed by every shareholder of the Corporation.

### **6.2 For the Protection of Directors and Officers**

In supplement of and not by way of limitation upon any rights conferred upon directors by the provisions of the Act, it is declared that no director shall be disqualified by his office from, or vacate his office by reason of, holding any office or place of profit under the Corporation or under any body corporate in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which he is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its shareholders or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its shareholders or creditors for any profit realized by or from any such contract or arrangement by reason of the fiduciary relationship existing or established thereby. Subject to the provisions of the Act and to paragraph 3.17, no director shall be obliged to make any declaration of interest or refrain from voting in respect of a contract or proposed contract with the Corporation in which such director is in any way directly or indirectly interested.

### **6.3 Limitation of Liability**

Except as otherwise provided in the Act, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any persons, firm or corporation including any person, firm or corporation with whom or in which any moneys, securities or effects shall be lodged or deposited for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith and in the best interests of the Corporation and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

#### 6.4 Indemnity

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

#### 6.5 Insurance

The Corporation may purchase and maintain insurance for the benefit of any person referred to in paragraph 6.4 against such liabilities and in such amounts as the board may from time to time determine and are permitted by the Act.

### **ARTICLE VII SHARES**

#### 7.1 Allotment

The board may from time to time allot or grant options to purchase the whole or any part of the authorized and unissued shares of the Corporation at such times and to such persons and for such consideration as the board shall determine, provided that no share shall be issued until it is fully paid as provided by the Act.

#### 7.2 Commissions

The board may from time to time authorize the Corporation to pay a reasonable commission to any person in consideration of his purchasing or agreeing to purchase shares of the Corporation, whether from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares.

#### 7.3 Registration of Transfers

Subject to the provisions of the Act, no transfer of shares shall be registered in a securities register except upon presentation of the certificate representing such shares with an endorsement which complies with the Act made thereon or delivered therewith duly executed by an appropriate person as provided by the Act, together with such reasonable assurance that the endorsement is genuine and effective as the board may from time to time prescribe, upon payment of all applicable taxes and any fees prescribed by the board, upon compliance with such restrictions on transfer as are authorized by the articles.

#### 7.4 Transfer Agents and Registrars

The board may from time to time appoint one or more agents to maintain, in respect of each class of securities of the Corporation issued by it in registered form, a securities register and one or more branch securities registers. An agent may be designated as transfer agent or registrar according to their functions and one agent may be designated both registrar and transfer agent. The board may at any time terminate such appointment.

#### 7.5 Non-recognition of Trusts

Subject to the provisions of the Act, the Corporation may treat as absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

## 7.6 Share Certificates

Every holder of one or more shares of the Corporation shall be entitled, at his option, to a share certificate, or to a non-transferable written acknowledgement of his right to obtain a share certificate, stating the number and class or series of shares held by him as shown on the securities register. Share certificates and acknowledgements of a shareholder's right to a share certificate, respectively, shall be in such form as the board shall from time to time approve, including the issuance of book-based securities, DRS advice and/or DRS statements delivered by mail, email, or other means by the Corporation's transfer agent. Any share certificate shall be signed in accordance with paragraph 2.4 and need not be under the corporate seal; provided that, unless the board otherwise determines, certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both signing officers, may be printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. A share certificate executed as aforesaid shall be valid notwithstanding that one or both of the officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.

## 7.7 Replacement of Share Certificates

The board or any officer or agent designated by the board may in its or his discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such fee, not exceeding \$5.00, and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the board or any duly appointed transfer agent may from time to time prescribe, whether generally or in any particular case.

## 7.8 Joint Shareholders

If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such shares.

## 7.9 Deceased Shareholders

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

# **ARTICLE VIII DIVIDENDS AND RIGHTS**

## 8.1 Dividends

Subject to the provisions of the Act, the board may from time to time declare dividends payable to the shareholders according to their respective rights and interest in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation.

## 8.2 Dividend Cheques

A dividend payable in cash shall be paid by cheque drawn on the Corporation's bankers or one of them to the order of each registered holder of shares of the class or series in respect of which it has been declared and mailed by prepaid ordinary mail to such registered holder at his recorded address, unless such holder otherwise directs. In the case of all joint holders the cheque shall, unless such joint holders otherwise direct, be made payable to the order of

all such joint holders and mailed to them at their recorded address. The mailing of such cheque as aforesaid, unless the same is not paid on due presentation, shall satisfy and discharge the liability for the dividend to the extent of the sum represented thereby plus the amount of any tax which the Corporation is required to and does withhold.

### 8.3 Non-receipt of Payment

In the event of non-receipt of any dividend cheque by the person to whom it is sent as aforesaid, the Corporation shall issue to such person a replacement cheque for a like amount on such terms as to indemnity, reimbursement of expenses and evidence of non-receipt and of title as the board may from time to time prescribe, whether generally or in any particular case.

### 8.4 Record Date for Dividends and Rights

The board may fix in advance a date, preceding by not more than 50 days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of the right to subscribe for securities of the Corporation, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such securities, and notice of any such record date shall be given not less than seven days before such record date in the manner provided by the Act. If no record date is so fixed, the record date for the determination of the persons entitled to receive payment of any dividend or to exercise the right to subscribe for securities of the Corporation shall be at the close of business on the day on which the resolution relating to such dividend or right to subscribe is passed by the board.

### 8.5 Unclaimed Dividends

Any dividend unclaimed after a period of six years from the date on which the same has been declared to be payable shall be forfeited and shall revert to the Corporation.

## **ARTICLE IX MEETINGS OF SHAREHOLDERS**

### 9.1 Annual Meetings

The annual meeting of shareholders shall be held at such time in each year as the board, the Chairman of the Board (if any), the Chief Executive Officer, or the President may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing an auditor and for the transaction of such other business as may properly be brought before the meeting.

### 9.2 Special Meetings

The board, the Chairman of the Board (if any) or the President shall have power to call a special meeting of shareholders at any time.

### 9.3 Place of Meetings

Meetings of shareholders shall be held at such place in or outside Ontario as the board shall so determine.

### 9.4 Notice of Meetings

Notice of the time and place of each meeting of shareholders shall be given in the manner provided in paragraph 12.1 not less than 21 days nor more than 50 days before the date of the meeting or as otherwise prescribed by applicable laws, to each director, to the auditor and to each shareholder who at the close of business on the record date for notice is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state or be accompanied by a statement

of the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and the text of any special resolution or by-law to be submitted to the meeting. A shareholder and any other person entitled to attend a meeting of shareholders may in any manner waive notice of or otherwise consent to a meeting of shareholders.

#### 9.5 Nomination of Directors

Subject only to the Act, only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors, (a) by or at the direction of the board or an authorized officer of the Corporation, including pursuant to a notice of meeting, (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the Act or a requisition of the shareholders made in accordance with the provisions of the Act or (c) by any person (a "**Nominating Shareholder**") (i) who, at the close of business on the date of the giving of the notice provided for below in this paragraph 9.5 and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and (ii) who complies with the notice procedures set forth below in this paragraph 9.5.

- (a) In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, such person must have given timely notice thereof in proper written form to the Secretary of the Corporation at the principal executive offices of the Corporation in accordance with this paragraph 9.5.
- (b) To be timely, a Nominating Shareholder's notice to the Secretary of the Corporation must be made (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is called for a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made. Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this paragraph (b). In no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.
- (c) To be in proper written form, a Nominating Shareholder's notice to the Secretary of the Corporation must set forth (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director (i) the name, age, business address and residence address of the person; (ii) the principal occupation or employment of the person; (iii) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; and (iv) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below in paragraph 9.5(e)); and (b) as to the Nominating Shareholder giving the notice, any information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.
- (d) No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this paragraph 9.5; provided, however, that nothing in this paragraph 9.5 shall be deemed to preclude discussion by a shareholder (as distinct from nominating

directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

- (e) For purposes of this paragraph 9.5, (i) "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System for Electronic Document Analysis and Retrieval at [www.sedar.com](http://www.sedar.com); and (ii) "**Applicable Securities Laws**" means the *Securities Act* (Ontario) and the equivalent legislation in the other provinces and in the territories of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commissions and similar regulatory authorities of each of the provinces and territories of Canada.
- (f) Notwithstanding paragraphs 12.1 and 12.7, notice given to the Secretary of the Corporation pursuant to this paragraph 9.5 may only be given by personal delivery, facsimile transmission or by email (at such email address as stipulated from time to time by the Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) to the Secretary at the address of the principal executive offices of the Corporation; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Toronto time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

#### 9.6 List of Shareholders Entitled to Notice

For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares held by each shareholder entitled to vote at the meeting. If a record date for the meeting is fixed pursuant to paragraph 9.7, the shareholders listed shall be those registered at the close of business on such record date. If no record date is fixed, the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the central securities register is maintained and at the meeting for which the list was prepared.

#### 9.7 Record Date for Notice

The board may fix in advance a date, preceding the date of any meeting of shareholders by not more than 50 days and not less than 30 days, or as otherwise prescribed by applicable laws, as a record date for the determination of the shareholders entitled to notice of the meeting, provided that notice of any such record date shall be given not less than seven days before such record date by newspaper advertisement in the manner provided in the Act and by written notice to each stock exchange on which its shares are traded. If no record date is so fixed, the record date for the determination of the shareholders entitled to notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the day on which the meeting is held.

#### 9.8 Meetings without Notice

A meeting of shareholders may be held without notice at any time and place permitted by the Act:

- (i) if all the shareholders entitled to vote thereat are present in person or represented by proxy waive notice of or otherwise consent to such meeting being held; and
- (ii) if the auditor and the directors are present or waive notice of or otherwise consent to such meeting being held, so long as such shareholders, auditor and directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such a meeting any business may be transacted which the Corporation at a meeting of shareholders may transact. If the meeting is held at a place outside Canada, shareholders not present or represented by proxy, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

#### 9.9 Chairman, Secretary and Scrutineers

The chairman of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: the Chief Executive Officer, the President or a Vice-President who is a director and a shareholder. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the Secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the chairman with the consent of the meeting.

#### 9.10 Persons Entitled to be Present

The only persons entitled to be present at a meeting of shareholders shall be those entitled to vote thereat, the directors and the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or the by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

#### 9.11 Quorum

A quorum for the transaction of business at any meeting of shareholders shall be 2 persons present in person, each being a shareholder entitled to vote thereat, or a duly appointed proxy or proxyholder for an absent shareholder so entitled, holding or representing in the aggregate not less than 10% of the issued shares of the Corporation enjoying voting rights at such meeting.

#### 9.12 Right to Vote

Subject to the provisions of the Act as to authorized representatives of any other body corporate or association, at any meeting of shareholders for which the Corporation has prepared the list referred to in paragraph 9.6, every person who is named in such list shall be entitled to vote the shares shown opposite his name. At any meeting of shareholders for which the Corporation has not prepared the list referred to in paragraph 9.6, every person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

#### 9.13 Proxies

Shareholders of the Corporation shall be entitled to vote in person or, if the shareholder is a body corporate, association or other unincorporated entity, by a representative authorized by a resolution of the directors of such body corporate, association or other unincorporated entity, entitled to vote at a meeting of shareholders, may by means of a proxy, appoint a proxyholder or alternate proxyholder, who need not be a shareholder of the Corporation, as the nominee thereof to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. Signatures on instruments of proxy need not be witnessed and may be in writing or by electronic signature by the shareholder or by an attorney who is authorized by a document that is signed in writing or by electronic signature. The chairman of any meeting of shareholders shall determine the

authenticity of all signatures on instruments of proxy, which determination shall be final and conclusive. The chairman of any meeting of shareholders, including any adjournment thereof, may also in his discretion, unless otherwise determined by resolution of the directors, accept any telecopied, telegraphed, telexed, cabled or emailed proxy or other communication as to the authority of anyone claiming to vote on behalf of, or to represent, a shareholder of the Corporation notwithstanding that no instrument of proxy conferring such authority has been lodged with the Corporation and any votes cast in accordance with such telecopied, telegraphed, telexed, cabled or emailed proxy or other communication accepted by the chairman shall be valid and any votes cast in accordance therewith shall be counted. An instrument of proxy may be signed and delivered in blank and filled in afterwards by the Chairman of the Board, the President, the Secretary or any Assistant-Secretary of the Corporation or by any other person designated by the directors. It shall not be necessary for an instrument of proxy to be dated or to have inserted therein the number of shares of the Corporation owned by the appointor thereunder. The directors may, at the expense of the Corporation, send out an instrument of proxy in which certain directors or officers of the Corporation or other persons are named, which may be accompanied by stamped envelopes for the return of such instruments of proxy, even if the directors so named vote the proxies in favour of their own election as directors. The directors may specify in the notice calling a meeting of the shareholders of the Corporation a time, not exceeding 48 hours (excluding Saturdays and holidays) preceding the time fixed for the meeting or any adjournment thereof, before which proxies must be deposited with the Corporation or an agent thereof. Unless otherwise determined by the chairman of the meeting, an instrument of proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, where no such time is specified in such notice, if it has been received by the Secretary or another officer of the Corporation or the chairman of the meeting or any adjournment thereof before the time of voting on the particular matter. An instrument of proxy shall cease to be valid one year from the date thereof.

#### 9.14 Revocation of Proxies

In addition to revocation in any other manner permitted by law, an instrument of proxy may be revoked by an instrument in writing signed in the same manner as an instrument of proxy may be signed and deposited either at the registered office of the Corporation at any time up to and including the last day (excluding Saturdays and holidays) preceding the date of the meeting of shareholders or any adjournment thereof at which the instrument of proxy is to be used or with the chairman of such meeting or any adjournment thereof before the time of voting on the particular matter.

#### 9.15 Time for Deposit of Proxies

The board may by resolution specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting or an adjournment thereof by not more than 48 hours exclusive of any part of a non-business day, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, only if it has been received by the Secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

#### 9.16 Joint Shareholders

If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other or others, vote the shares; but if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one the shares jointly held by them.

#### 9.17 Votes to Govern

At any meeting of shareholders every question shall, unless otherwise required by the articles or by-laws or by-law, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairman of the meeting shall not be entitled to a second or casting vote.

#### 9.18 Show of Hands

Subject to the provisions of the Act, any question at a meeting of shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the shareholders upon the said question.

#### 9.19 Ballots

On any question proposed for consideration at a meeting of shareholders, and whether or not a vote by show of hands has been taken thereon, any shareholder or proxyholder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the shareholders upon the said question.

#### 9.20 Termination, Adjournment and Postponement

The chairman of a meeting of shareholders may terminate the meeting following the conclusion of all business which may properly come before the meeting. A meeting of shareholders may be adjourned only upon the affirmative vote of a majority of the votes cast in respect of the shares present or represented in person or by proxy at the meeting. Any business may be brought before or dealt with at any adjourned meeting which may have been brought up or dealt with at the original meeting. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary to give notice of the resumption of the meeting if the time and place for resuming the meeting are announced at the meeting which is adjourned. The directors may postpone any meeting of shareholders previously called by the directors. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the resumption of the meeting shall be given in accordance with the Act.

#### 9.21 Procedure at Meetings

The chairman of any meeting of shareholders shall determine the procedure thereat in all respects and his decision on all matters or things, including, but without in any way limiting the generality of the foregoing, any question regarding the validity or invalidity of any instrument of proxy or ballot, shall be conclusive and binding upon all of the shareholders of the Corporation, except as otherwise specifically provided in the by-laws of the Corporation.

#### 9.22 One-Shareholder Meeting

Where all of the outstanding shares of any class or series of shares of the Corporation are held by one shareholder, that shareholder present in person or by proxyholder or by authorized representative shall constitute a meeting of the holders of that class or series of shares of the Corporation.

#### 9.23 Meetings by Telephonic, Electronic or Other Communication Facility

Meetings of shareholders may be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if so, determined by the directors or by the shareholders who called the particular meeting of shareholders. Any person entitled to attend a meeting of shareholders may participate in such a meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other if the Corporation makes available such a communication facility and any person participating in a meeting by such means shall be

deemed to be present at the meeting. Any vote at such a meeting may, but is not required to, be held entirely by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

#### 9.24 Resolution in Writing

A resolution in writing signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders is as valid as if it had been passed at a meeting of the shareholders unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the Act.

### **ARTICLE X INFORMATION AVAILABLE TO SHAREHOLDERS**

#### 10.1 Information Available to Shareholders

Except as provided by the Act, no shareholder shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which in the opinion of the directors it would be inexpedient in the interests of the Corporation to communicate to the public.

#### 10.2 Directors' Determination

The directors may from time to time, subject to the rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Corporation or any of them shall be open to the inspection of shareholders and no shareholder shall have any right to inspect any document or book or register or accounting record of the Corporation except as conferred by statute or authorized by the board or by a resolution of the shareholders in a general meeting.

### **ARTICLE XI DIVISIONS AND DEPARTMENTS**

#### 11.1 Creation and Consolidation of Divisions

The board may cause the business and operations of the Corporation or any part thereof to be divided or to be segregated into one or more divisions upon such basis, including, without limitation, character or type of operation, geographical territory, product manufactured or service rendered, as the board may consider appropriate in each case. The board may also cause the business and operations of any such division to be further divided into sub-units and the business and operations or any such divisions or sub-units to be consolidated upon such basis as the board may consider appropriate in each case.

#### 11.2 Name of Division

Any division or its sub-units may be designated by such name as the board may from time to time determine and may transact business under such name, provided that the Corporation shall set out its name in legible characters in all contracts, invoices, negotiable instruments and orders for goods or services issued or made by or on behalf of the Corporation.

#### 11.3 Officers of Division

From time to time the board or, if authorized by the board, the Chief Executive Officer, may appoint one or more officers for any division, prescribe their powers and duties and settle their terms of employment and remuneration. The board or, if authorized by the board, the Chief Executive Officer, may remove at its or his pleasure any officer so appointed, without prejudice to such officer's rights under any employment contract. Officers of divisions or their sub-units shall not, as such, be officers of the Corporation.

## ARTICLE XII NOTICES

### 12.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid mail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box and shall be deemed to have been received on the fifth (5<sup>th</sup>) day after so depositing; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. Notwithstanding the foregoing, a notice or document required or permitted by the Act, the articles, the by-laws or otherwise may be sent by electronic means in accordance with the *Electronic Commerce Act, 2000* (Ontario). The Secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor or member of a committee of the board in accordance with any information believed by him to be reliable.

### 12.2 Signature to Notices

The signature of any director or officer of the Corporation on any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

### 12.3 Proof of Service

A certificate of the Chairman of the Board (if any), the President, a Vice- President, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate or of a transfer officer of any transfer agent or branch transfer agent of shares of any class of the Corporation as to the facts in relation to the mailing or delivery of any notice or other document to any shareholder, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation as the case may be.

### 12.4 Notice to Joint Shareholders

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

### 12.5 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, both the date of giving the notice and the date of the meeting or other event shall be excluded.

## 12.6 Undelivered Notices

If any notice given to a shareholder pursuant to paragraph 12.1 is returned on three consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such shareholder until he informs the Corporation in writing of his new address.

## 12.7 Omissions and Errors

The accidental omission to give any notice to any shareholder, director, officer, auditor or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise found thereon.

## 12.8 Deceased Shareholders

Any notice or other document delivered or sent by post or left at the address of any shareholder as the same appears in the records of the Corporation shall, notwithstanding that such shareholder be then deceased, and whether or not the Corporation has notice of his decease, be deemed to have been duly served in respect of the shares held by such shareholder (whether held solely or with any person or persons) until some other person be entered in his stead in the records of the Corporation as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or document on his heirs, executors or administrators and on all persons, if any, interested with him in such shares.

## 12.9 Persons Entitled by Death or Operation of Law

Every person who, by operation of law, transfer, death of a shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the shareholder from whom he derives his title to such share prior to his name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which he became so entitled) and prior to his furnishing to the Corporation the proof of authority or evidence of his entitlement prescribed by the Act.

## 12.10 Waiver of Notice

Any shareholder (or his duly appointed proxyholder), director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the board or of a committee of the board which may be given in any manner.

## **ARTICLE XIII BORROWING POWERS OF THE DIRECTORS**

### 13.1 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the provisions of the Act, the board may from time to time, without authorization of the shareholders:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give guarantees on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any obligation of the Corporation.

The directors may from time to time authorize any director or directors, officer or officers, employee or employees of the Corporation or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional debt obligations for any monies borrowed or remaining due by the Corporation as the directors of the Corporation may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

The directors may from time to time authorize any director or directors, officer or officers, employee or employees of the Corporation or other person or persons, whether connected with the Corporation or not, to sign, execute and give on behalf of the Corporation all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Corporation.

The words "**debt obligations**" as used in this paragraph 13 mean bonds, debentures, notes or other similar obligations or guarantees of such an obligation, whether secured or unsecured.

#### **ARTICLE XIV EFFECTIVE DATE**

##### 14.1 Effective Date

This by-law shall come into force on [\*\*\*\*] and shall remain in force in accordance with the provisions of the Act.

##### 14.2 Prior Acts

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operations of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the shareholders or the directors or a committee of the directors with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

DRAFT NEW ONTARIO ARTICLES

For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (\*) are mandatory.

### 1. Corporation Information

Corporation Name \*  
HANK PAYMENTS CORP.

Has the corporation been assigned an Ontario Corporation Number (OCN) ? \*  Yes  No

Please confirm the statement below \*

I confirm that the corporation has never been assigned an Ontario Corporation Number

### 2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *	Middle Name	Last Name *
Michael		Dolphin

Telephone Country Code	Telephone Number *	Extension
1	416-947-5005	

Email Address \*  
mdolphin@weirfoulds.com

### 3. Jurisdiction

Please provide the name of the jurisdiction where the corporation is currently incorporated or continued and the original date of incorporation or amalgamation of the corporation.

Current Corporation Name \*  
HANK PAYMENTS CORP.

Governing Jurisdiction \*  
Canada

Province \*  
Federal

Original Date of Incorporation/Amalgamation \*  
February 26, 2015

The following supporting documents are required. Please attach these documents with your application:

- Incorporating documents and all amendments, and a copy of continuation documents and amendments if applicable, certified by an officer of the appropriate jurisdiction \*
- Letter of Satisfaction/Authorization to Continue issued by the proper officer of the jurisdiction the corporation is leaving \*

### 4. Corporation Name

Every corporation must have a name. You can either propose a name for the corporation or request a number name. If you propose a name for the corporation, you need a Nuans report for the proposed name.

Will this corporation have a number name ? \*  Yes  No

The corporation will have: \*

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

## Nuans Report

New Corporation Name (Proposed) \*  
Hank Payments Corp.

Nuans Report Reference Number \*  
121718742

Nuans Report Date \*  
October 14, 2022

Select this if you have a Legal Opinion for an identical name

## 5. General Details

Requested Date for Continuance \*  
November 18, 2022

Primary Activity Code \*  
522320

Official Email Address \*  
mdolphin@weirfoulds.com

An official email address is required for administrative purposes and must be kept current. All official documents or notices and correspondence to the corporation will be sent to this email address.

## 6. Address

Every corporation is required to have a registered office address in Ontario. This address must be set out in full. A post office box alone is not an acceptable address.

### Registered Office Address \*

Standard Address  Lot/Concession Address

Street Number \* | Street Name \* | Unit Number  
66 | Wellington Street West | 4100

City/Town \* | Province | Postal Code \*  
Toronto | Ontario | M5K 1B7

Country  
Canada

## 7. Director(s)

Please specify the number of directors for your Corporation \*

Fixed Number  Minimum/Maximum

Minimum Number of Directors \*  
1

Maximum Number of Directors \*  
10

### Director 1

First Name \* | Middle Name | Last Name \*  
Michael | | Hilmer

Email Address  
mhilmer@hankpayments.com

Is this director a Resident Canadian? \*  Yes  No

Address for Service \*  Canada  U.S.A.  International

Street Number *	Street Name *	Unit Number
City/Town *	Province *	Postal Code *
Country		

**Director 2**

First Name \* **Jason** Middle Name Last Name \* **Ewart**

Email Address **jewart@hankpayments.com**

Is this director a Resident Canadian? \*  Yes  No

Address for Service \*  Canada  U.S.A.  International

Street Number *	Street Name *	Unit Number
City/Town *	Province *	Postal Code *
Country		

**Director 3**

First Name \* **Timothy** Middle Name Last Name \* **Farley**

Email Address

Is this director a Resident Canadian? \*  Yes  No

Address for Service \*  Canada  U.S.A.  International

Street Number *	Street Name *	Unit Number
City/Town *	State *	Zip Code *
Country		

**Director 4**

First Name \* **Jennifer** Middle Name Last Name \* **Fallon**

Email Address

Is this director a Resident Canadian? \*  Yes  No

Address for Service \*  Canada  U.S.A.  International

Street Number *	Street Name *	Unit Number
City/Town *	Province *	Postal Code *

Country

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## 8. Shares and Provisions (Maximum limit is 100,000 characters per text box)

---

Every corporation must be authorized to issue at least one class of shares. You must describe the classes of shares of the corporation and the maximum number of shares the corporation is authorized to issue for each class. If the corporation has more than one class of shares, you must specify the rights, privileges and conditions for each class.

### Description of Classes of Shares

The classes and any maximum number of shares that the corporation is authorized to issue:

Enter the Text \*

The Corporation is authorized to issue an unlimited number of common shares

---

### Rights, Privileges, Restrictions and Conditions

Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors' authority with respect to any class of shares which may be issued in series. If there is only one class of shares, enter "Not Applicable":

Enter the Text \*

None.

---

### Restrictions on Share Transfers

The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows. If none, enter "None":

Enter the Text \*

None.

---

### Restrictions on Business or Powers

Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise. If none, enter "None":

Enter the Text \*

None.

---

### Other Provisions, if any

Enter other provisions, or if no other provisions enter "None":

Enter the Text \*

None.

---

## 9. Required Statements

### Required Statements

- The corporation is to be continued under the *Business Corporations Act* to the same extent as if it had been incorporated under this Act. \*
- The corporation has complied with subsection 180(3) of the *Business Corporations Act*. \*

### Authorization Date

- The continuation of the corporation under the laws of the Province of Ontario has been properly authorized under the laws of the jurisdiction currently governing the corporation, on the following date: \*

Authorization Date \* [November 18, 2022](#)

## 10. Authorization

\* I, Michael Dolphin

confirm that this form has been signed by the required person.

**Caution** - The Act sets out penalties, including fines, for submitting false or misleading information.

### Required Signature

Name	Position	Signature
<a href="#">Michael Hilmer</a>	<a href="#">Chief Executive Officer</a>	

## SCHEDULE “B”

### COMPARISON OF RIGHTS UNDER THE OBCA AND THE CBCA

**The following is a summary comparison of certain provisions of the CBCA and the OBCA that pertain to rights of the shareholders. This summary is not intended to be exhaustive and shareholders should consult their legal advisers regarding the implications of the Continuance that may be of particular importance to them.**

#### *Charter Documents*

The charter documents of a corporation (ie, its articles and by-laws) are similar under both the CBCA and the OBCA.

#### *Amendments to Charter Documents*

There are no significant differences between the CBCA and the OBCA with respect to the requirements for amending the charter documents of a corporation. Under both the CBCA and the OBCA substantive changes to the charter documents of a corporation require (a) a resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the changes and (b) where certain specified rights of the holders of a class or series of shares are affected differently by the changes than the rights of the holders of other classes or series of shares, (1) a resolution passed by not less than two-thirds of the votes cast by the holders of all of the shares of a corporation, whether or not they carry the right to vote and (2) a special resolution of each class or series, as the case may be, even if such class or series is not otherwise entitled to vote.

#### *Registered Office*

Under the CBCA, the registered office of a corporation must be in the province specified in the articles and may be relocated to a different province by special resolution of the shareholders or relocated within the same province by resolution of the directors. Under the OBCA, the registered office of a corporation must be in Ontario and may be relocated to a different municipality within Ontario by special resolution of the shareholders or relocated within the same municipality by resolution of the directors.

#### *Corporate Records*

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

#### *Directors*

Both the CBCA and the OBCA provide that a public corporation must have at least three directors. The CBCA requires that at least 25% of the directors of a corporation must be ‘resident Canadians’, which the OBCA does not have this residency requirement.

Under the OBCA, at least one-third of the directors cannot be officers or employees of the corporation or its affiliates. Under the CBCA, at least two of the directors cannot be officers or employees of the corporation or its affiliates.

Both the CBCA and the OBCA provide that, subject to the articles and by-laws, the quorum at meetings of directors of a corporation consists of a majority of directors or the minimum number of directors required by the articles, although the OBCA provides that a quorum may not be less than two-fifths of the directors or the minimum number of directors and the CBCA requires that 25% of the directors present at the meeting (or at least one if there are less than four directors) be resident Canadians.

#### *Sale of Undertaking*

There are no significant differences between the CBCA and the OBCA with respect to the sale of a corporation's undertaking. Under both the CBCA and the OBCA, a sale, lease or exchange of all or substantially all of the property of a corporation requires shareholder approval by a resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution. Each share of the corporation carries the right to vote in respect of the sale, lease or exchange whether or not it otherwise carries the right to vote. Holders of shares of a class or series can vote separately only if that class or series is affected by the sale, lease or exchange in a manner different from the shares of another class or series.

#### *Rights of Dissent and Appraisal*

There are no significant differences between the CBCA and the OBCA with respect to dissent rights of shareholders of a corporation. Under both the CBCA and the OBCA, shareholders, including beneficial holders, who dissent from certain actions being taken by a corporation, may exercise a right of dissent and require the corporation to purchase their shares at the fair value of those shares. The dissent right is applicable where, among other things, the corporation proposes to:

- (a) amend its articles to alter the restrictions on the issue, transfer or ownership of shares;
- (b) amend its articles to alter restrictions on the powers of the corporation or on the business that it is permitted to carry on;
- (c) amalgamate with another corporation;
- (d) authorize or ratify the sale, lease or other disposition of all or substantially all of the corporation's undertaking; and
- (e) authorize the continuation of the corporation into another jurisdiction.

Under the CBCA, however, there is no right of dissent in respect of an amalgamation between a corporation and its wholly-owned subsidiary, or between wholly-owned subsidiaries of the same corporation. The CBCA also provides for dissent rights with respect to a going-private transaction or a squeeze-out transaction.

#### *Oppression Remedies*

There are no significant differences between the CBCA and the OBCA with respect to oppression remedies of shareholders of a corporation. Under both the CBCA and the OBCA, a shareholder, beneficial shareholder, former shareholder or beneficial shareholder, director, former director, officer or former officer of a corporation or any of its affiliates or any other person who, in the discretion of a court, is a proper person may seek an oppression remedy.

In the case of an offering corporation under the OBCA, the Ontario Securities Commission, may apply to a court for an order to rectify the matters complained of where, in respect of the corporation or any of its affiliates, any act or omission of the corporation or its affiliates effects a result, or the business or affairs of the corporation or its affiliates are or have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interest of, any security holder, creditor, director or officer. In the case of a corporation under the CBCA, a similar remedy is available to the Director appointed under Section 260 of the CBCA.

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

#### *Shareholder Derivative Actions*

Both the CBCA and the OBCA give broad rights to bring a derivative action to shareholders, directors and officers, and former shareholders, directors or officers, of a corporation or its affiliates, and any person who, in the discretion of the court, is a proper person to make an application to the court to bring a derivative action. In addition, both the CBCA and the OBCA permit derivative actions to be commenced in the name and on behalf of a corporation or any of its subsidiaries.

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

#### *Place of Shareholder Meetings*

Under the CBCA, meetings of shareholders of a corporation may be held at any place in Canada determined by the directors or at the place(s) outside of Canada provided for in the articles. Under the OBCA, subject to the articles, meetings of shareholders of a corporation may be held at any place in or outside Ontario (including outside Canada) determined by the directors or, in the absence of such a determination, at the place where the registered office of the corporation is located.

#### *Notice of Shareholder Meetings*

Under the CBCA, a public corporation must give notice not less than 21 days and not more than 60 days before a shareholder meeting. Under the OBCA, a public corporation must give notice not less than 21 days and not more than 50 days before a shareholder meeting.

#### *Requisition of Shareholder Meetings*

There are no significant differences between the CBCA and the OBCA with respect to the requisition of meetings of shareholders. Under both the CBCA and the OBCA, the holders of not less than 5% of the issued shares that carry the right to vote at a meeting sought to be held may require the directors to call and hold a meeting of shareholders of a corporation for the purposes stated in the requisition. If the directors do not call a meeting within 21 days after receiving the requisition, any shareholder who signed the requisition may call the meeting.

### *Solicitation of Proxies*

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

### *Telephonic or Electronic Meetings*

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

### *Shareholder Proposals*

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

### *Short Selling*

Under the CBCA, insiders of a corporation are prohibited from short selling any securities of the corporation unless the insider selling the securities owns or has fully paid for the securities being sold. The OBCA does not contain a similar prohibition.

## **SCHEDULE “C”**

### **DISSENT RIGHTS**

### **DISSENT RIGHTS**

#### **SECTION 190 OF THE CANADA BUSINESS CORPORATIONS ACT**

- (1) Subject to sections 191 and 241, a holder of shares of any class of a corporation may dissent if the corporation is subject to an order under paragraph 192(4)(d) that affects the holder or if the corporation resolves to
  - (a) amend its articles under section 173 or 174 to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of that class;
  - (b) amend its articles under section 173 to add, change or remove any restriction on the business or businesses that the corporation may carry on;
  - (c) amalgamate otherwise than under section 184;
  - (d) be continued under section 188;
  - (e) sell, lease or exchange all or substantially all its property under subsection 189(3); or
  - (f) carry out a going-private transaction or a squeeze-out transaction
- (2) A holder of shares of any class or series of shares entitled to vote under section 176 may dissent if the corporation resolves to amend its articles in a manner described in that section.
  - (2.1) The right to dissent described in subsection (2) applies even if there is only one class of shares.
- (3) In addition to any other right the shareholder may have, but subject to subsection (26), a shareholder who complies with this section is entitled, when the action approved by the resolution from which the shareholder dissents or an order made under subsection 192(4) becomes effective, to be paid by the corporation the fair value of the shares in respect of which the shareholder dissents, determined as of the close of business on the day before the resolution was adopted or the order was made.
- (4) A dissenting shareholder may only claim under this section with respect to all the shares of a class held on behalf of any one beneficial owner and registered in the name of the dissenting shareholder.
- (5) A dissenting shareholder shall send to the corporation, at or before any meeting of shareholders at which a resolution referred to in subsection (1) or (2) is to be voted on, a written objection to the resolution, unless the corporation did not give notice to the shareholder of the purpose of the meeting and of their right to dissent.
- (6) The corporation shall, within ten days after the shareholders adopt the resolution, send to each shareholder who has filed the objection referred to in subsection (5) notice that the resolution has been adopted, but such notice is not required to be sent to any shareholder who voted for the resolution or who has withdrawn their objection.
- (7) A dissenting shareholder shall, within twenty days after receiving a notice under subsection (6) or, if the shareholder does not receive such notice, within twenty days after learning that the resolution has been adopted, send to the corporation a written notice containing
  - (a) the shareholder’s name and address;

- (b) the number and class of shares in respect of which the shareholder dissents; and
- (c) a demand for payment of the fair value of such shares.

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

- (8) A dissenting shareholder who fails to comply with subsection (8) has no right to make a claim under this section.
- (9) A corporation or its transfer agent shall endorse on any share certificate received under subsection (8) a notice that the holder is a dissenting shareholder under this section and shall forthwith return the share certificates to the dissenting shareholder.
- (10) On sending a notice under subsection (7), a dissenting shareholder ceases to have any rights as a shareholder other than to be paid the fair value of their shares as determined under this section except where
  - (a) the shareholder withdraws that notice before the corporation makes an offer under subsection (12),
  - (b) the corporation fails to make an offer in accordance with subsection (12) and the shareholder withdraws the notice, or
  - (c) the directors revoke a resolution to amend the articles under subsection 173(2) or 174(5), terminate an amalgamation agreement under subsection 183(6) or an application for continuance under subsection 188(6), or abandon a sale, lease or exchange under subsection 189(9), in which case the shareholder's rights are reinstated as of the date the notice was sent.
- (11) A corporation shall, not later than seven days after the later of the day on which the action approved by the resolution is effective or the day the corporation received the notice referred to in subsection (7), send to each dissenting shareholder who has sent such notice
  - (a) a written offer to pay for their shares in an amount considered by the directors of the corporation to be the fair value, accompanied by a statement showing how the fair value was determined; or
  - (b) if subsection (26) applies, a notification that it is unable lawfully to pay dissenting shareholders for their shares.
- (12) Every offer made under subsection (12) for shares of the same class or series shall be on the same terms.
- (13) Subject to subsection (26), a corporation shall pay for the shares of a dissenting shareholder within ten days after an offer made under subsection (12) has been accepted, but any such offer lapses if the corporation does not receive an acceptance thereof within thirty days after the offer has been made.
- (14) Where a corporation fails to make an offer under subsection (12), or if a dissenting shareholder fails to accept an offer, the corporation may, within fifty days after the action approved by the resolution is effective or within such further period as a court may allow, apply to a court to fix a fair value for the shares of any dissenting shareholder.
- (15) If a corporation fails to apply to a court under subsection (15), a dissenting shareholder may apply to a court for the same purpose within a further period of twenty days or within such further period as a court may allow.
- (16) An application under subsection (15) or (16) shall be made to a court having jurisdiction in the place where the corporation has its registered office or in the province where the dissenting shareholder resides if the corporation carries on business in that province.

- (17) A dissenting shareholder is not required to give security for costs in an application made under subsection (15) or (16).
- (18) On an application to a court under subsection (15) or (16),
- (a) all dissenting shareholders whose shares have not been purchased by the corporation shall be joined as parties and are bound by the decision of the court; and
  - (b) the corporation shall notify each affected dissenting shareholder of the date, place and consequences of the application and of their right to appear and be heard in person or by counsel.
- (19) On an application to a court under subsection (15) or (16), the court may determine whether any other person is a dissenting shareholder who should be joined as a party, and the court shall then fix a fair value for the shares of all dissenting shareholders.
- (20) A court may in its discretion appoint one or more appraisers to assist the court to fix a fair value for the shares of the dissenting shareholders.
- (21) The final order of a court shall be rendered against the corporation in favour of each dissenting shareholder and for the amount of the shares as fixed by the court.
- (22) A court may in its discretion allow a reasonable rate of interest on the amount payable to each dissenting shareholder from the date the action approved by the resolution is effective until the date of payment.
- (23) If subsection (26) applies, the corporation shall, within ten days after the pronouncement of an order under subsection (22), notify each dissenting shareholder that it is unable lawfully to pay dissenting shareholders for their shares.
- (24) If subsection (26) applies, a dissenting shareholder, by written notice delivered to the corporation within thirty days after receiving a notice under subsection (24), may
- (a) withdraw their notice of dissent, in which case the corporation is deemed to consent to the withdrawal and the shareholder is reinstated to their full rights as a shareholder; or
  - (b) retain a status as a claimant against the corporation, to be paid as soon as the corporation is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the corporation but in priority to its shareholders.
- (25) A corporation shall not make a payment to a dissenting shareholder under this section if there are reasonable grounds for believing that
- (a) the corporation is or would after the payment be unable to pay its liabilities as they become due; or
  - (b) the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities.

## SCHEDULE “D”

### CHARTER OF THE AUDIT COMMITTEE AUDIT COMMITTEE CHARTER

#### I. CONSTITUTION AND PURPOSE

The Audit Committee (the “**Committee**”) has been established by resolution of the board of directors (the “**Board**”) of Hank Payments Corp. (the “**Company**”) for the purpose of assisting the Board in fulfilling its oversight responsibilities in relation to the accounting and financial reporting processes of the Company, audits of the financial statements of the Company, review of the Company’s systems of internal controls and in relation to risk management matters including:

- (a) the review of the annual and interim financial statements of the Company;
- (b) the integrity and quality of the Company’s financial reporting and systems of internal control, and financial risk management;
- (c) the Company’s compliance with legal and regulatory requirements;
- (d) the qualifications, independence, engagement, compensation and performance of the Company’s external auditors (the “**Company’s Auditors**”); and
- (e) the exercise of the responsibilities and duties set out in this charter (the “**Charter**”).

#### II. COMPOSITION

The members of the Committee shall be appointed by the Board from amongst the directors of the Company (the “**Directors**”) and shall be comprised of not less than three members. A majority of the members of the Committee shall be “independent”, as that term is defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

All members of the Committee shall be “financially literate”, as such term is defined in NI 52-110 or shall acquire within a reasonable time following appointment to the Committee, the ability to read and understand a set of financial statements that present the breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed or ceases to be a member of the Board. The Board shall fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all its powers so long as a quorum remains in office. The Board shall appoint a chair for the Committee from its members (the “**Chair**”). If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

No Director who serves as board member of any other company shall be eligible to serve as a member of the Committee unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be made by the corporate governance committee of the Board. No member of the Committee shall receive from the Company or any of its affiliates any compensation other than the fees to which he or she is entitled as a Director of the Company or a member of a committee of the Board. Such fees may be paid in cash and/or shares, options or other in-kind consideration ordinarily available to Directors.

### III. MEETING PROTOCOLS

The Committee shall meet at least once every quarter and shall meet at such other times during each year as the Chair of the Committee deems appropriate. The Chair of the Committee, any member of the Committee, the Company's Auditors, the Chairman of the Board, the Chief Executive Officer ("CEO") or the Chief Financial Officer ("CFO") may call a meeting of the Committee by notifying the Company's corporate secretary, who will notify the members of the Committee. A majority of members of the Committee shall constitute a quorum.

At least five days' notice of any meeting of the Committee shall be given in writing to each member of the Committee by any means of transmitted or recorded communication that produces a written copy, including by email. Notice may be waived or shortened with the consent of all the members of the Committee. Attendance by a member at a meeting notwithstanding any failure to give notice in accordance with this Charter shall be deemed to constitute waiver of notice of such meeting by such member. Notice of each meeting of the Committee shall also be given to the Chairman of the Board, the CEO, and CFO of the Company, and the Company's Auditors.

The Chairman of the Board, the CEO and CFO of the Company, if invited by the Chair of the Committee, may attend and speak at meetings of the Committee. Other Board members shall also, if invited by the Chair of the Committee, have the right of attendance. A representative of the Company's Auditors shall have the right to attend and speak at any meeting of the Committee and may attend if invited by the Chair of the Committee, in either case at the expense of the Company.

The Committee may also invite any other officers or employees of the Company, legal counsel, the Company's financial advisors and any other persons to attend meetings and give presentations with respect to their area of responsibility, as considered necessary by the Committee.

At least quarterly, representatives of the Company's Auditors shall meet the Committee without any of the executive Directors or other members of management in attendance, except by invitation of the Committee.

The Committee shall at each meeting appoint one of its members or any other attendee to be the secretary of the Committee.

Every question at a Committee meeting shall, if necessary, be decided by a majority of the votes cast.

Subject to any statutory or regulatory requirements or the articles and by-laws of the Company, the Committee shall fix its own procedures at meetings, maintain minutes or other records of its proceedings in sufficient detail to convey the substance of all discussions held and report to the Board at the next meeting of the Board. The minutes of the Committee's meetings shall be tabled at the next meeting of the Board.

The Committee shall prepare a report to shareholders or others, concerning the Committee's activities in the discharge of its responsibilities, when and as required by the by-laws of the Company or applicable laws or regulations.

The Chair of the Committee shall be available at the annual general meeting of the Company to respond to any shareholder questions on the activities and responsibilities of the Committee.

### IV. AUTHORITY

The Committee is authorized by the Board to:

- (a) investigate any matter within its Charter;
- (b) have direct communication with the Company's Auditors;

- (c) seek any information it requires from any employee of the Company; and
- (d) retain, at its discretion, outside legal, accounting or other advisors, at the expense of the Company, to obtain advice and assistance in respect of any matters relating to its duties, responsibilities and powers as provided for or imposed by this Charter or otherwise by law or the by-laws of the Company.

## V. ROLES & RESPONSIBILITIES

The Committee shall have the roles and responsibilities set out below, as well as any other functions that are specifically delegated to the Committee by the Board and that the Board is authorized to delegate by applicable laws and regulations. In addition to these roles and responsibilities, the Committee shall perform the duties required of an audit committee by any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company.

### A. Review of Accounting and Financial Reporting Matters

1. Review the Company's interim and annual financial statements and management's discussion & analysis of operations (the "MD&A"); annual information forms and earnings press releases prior to their public disclosure and Board approval, where required, and ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.
2. Following such review with management and the Company's Auditors, recommend to the Board whether to approve the annual or interim financial statements and MD&A and any other filings with the securities commissions.
3. Monitor in discussion with the Company's Auditors the integrity of the financial statements of the Company before submission to the Board, focusing particularly on:
  - (a) significant accounting policies and practices and any changes in such accounting policies and practices;
  - (b) major judgment areas including significant estimates and key assumptions;
  - (c) significant adjustments resulting from the audit;
  - (d) the going concern assumption;
  - (e) compliance with accounting standards including the effects on the financial statements of alternative methods within generally accepted accounting principles;
  - (f) the Company's Auditors' judgment about the quality, not just the acceptability, of the accounting principles applied in the Company's financial reporting;
  - (g) compliance with stock exchange and legal requirements;
  - (h) the extent to which the financial statements are affected by any unusual transactions;
  - (i) significant off-balance sheet and contingent asset and liabilities and the related disclosures;
  - (j) significant interim review audit findings during the year, including the status of previous audit recommendations; and

- (k) all related party transactions with the required disclosures in the financial statements.
  - 4. On at least an annual basis, review with the Company's legal counsel and management, all legal and regulatory matters and litigation, claims or contingencies, including tax assessments, that could have a material effect upon the financial position of the Company, and the manner in which these matters may be, or have been, disclosed in the financial statements.
- B. Relationship with the Company's Auditors
- 1. Consider and make recommendations to the Board, for it to put to the shareholders for their approval in a general or special meeting, in relation to the appointment, re-appointment and removal of the Company's Auditors and to approve the compensation and terms of engagement of the Company's Auditors for the annual audit, interim reviews and any other audit related services.
  - 2. Require the Company's Auditors to report directly to the Committee.
  - 3. Discuss with the Company's Auditors, before an audit commences, the nature and scope of the audit, and other relevant matters.
  - 4. Review and monitor the independence, objectivity and performance of the Company's Auditors and the effectiveness of the audit process taking into consideration relevant professional and regulatory requirements.
  - 5. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Company.
  - 6. Discuss problems and reservations arising from an audit, and any matters the Company's Auditors may wish to discuss (in the absence of management where necessary).
  - 7. Review the Company's Auditors' management letter and management's response.
  - 8. Develop and implement a pre-approval policy on the engagement of the Company's Auditors to supply non-audit services to the Company and its subsidiaries, taking into account relevant ethical guidance regarding the provision of non-audit services by the Company's Auditors and the preservation of their independence.
  - 9. Consider the major findings of the Company's Auditors and management's response, including the resolution of disagreements between management and the Company's Auditors regarding financial reporting.
- C. Review of Disclosure Controls & Procedures ("DC&P") and Internal Controls Over Financial Reporting ("ICFR")
- 1. Monitor and review the Company's disclosure policy on an annual basis.
  - 2. In conjunction with each fiscal year end, review management's assessment of the design and effectiveness of Company's DC&P including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.
  - 3. In conjunction with each fiscal year end, review management's assessment of the design and effectiveness of the Company's ICFR including any control deficiencies identified and the related remediation plans for any significant or material deficiencies.
  - 4. Review and discuss any fraud or alleged fraud involving management or other employees who have a role in the Company's ICFR and the related corrective and disciplinary action to be taken.

5. Discuss with management any significant changes in the ICFR that are disclosed, or considered for disclosure, in the MD&A, on a quarterly basis.
  6. Review and discuss with the CEO and the CFO the procedures undertaken in connection with CEO and CFO certifications for the annual and interim filings with the securities commissions.
  7. Review the adequacy of internal controls and procedures related to any corporate transactions in which directors or officers of the Company have a personal interest, including the expense accounts of senior officers of the Company and officers' use of corporate assets.
- D. Review of the Company's Financing and Insurance
1. Review the adequacy of the Company's insurance policies.
  2. Review all major financings of the Company and its subsidiaries and annually review the Company's financing plans and strategies.
- E. Financial Risk Management
1. Review with the CEO and CFO and the Company's Auditors their assessment of the significant financial risks and exposures of the Company and discuss with management the steps which the Company has taken to monitor and control such exposures.
  2. Review current and expected future compliance with covenants under any financing agreements.
  3. Review any other significant financial exposures including such things as tax audits, government audits or any other activities that expose the Company to the risk of a material financial loss.
  4. Report the results of such reviews to the Board for the purpose of assisting the Board in identifying the principal business risks associated with the businesses of the Company.
- F. Establishment of Procedures for the Receipt and Treatment of Complaints regarding Accounting, Internal Accounting Controls, or Auditing Matters
1. Establish procedures for:
    - a. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;
    - b. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
    - c. the investigation of such matters with appropriate follow-up action.
- G. Corporate Governance
1. The Committee may, if requested:
    - a. review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to insurance, accounting, management reporting and risk management; and
    - b. review with management and the external auditor their assessment of the significant financial risks and exposures of the Company and discuss with management the steps which the Company has taken to monitor and control such exposures.
- H. Complaints and Employee Submissions
1. The Committee shall establish procedures for:

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

## **VI. COMMITTEE EFFECTIVENESS PROCEDURES**

The Committee shall review its Charter on an annual basis, or more often as required, to ensure that they remain adequate and relevant, and incorporate any material changes in statutory and regulatory requirements and the Company's business environment.

The procedures outlined in this Charter are meant to serve as guidelines, and the Committee may adopt such different or additional procedures as it deems necessary from time to time.

In setting the agenda for a meeting, the Chair of the Committee shall encourage the Committee members, management, the Company's Auditors and other members of the Board to provide input in order to address emerging issues.

Prior to the beginning of a fiscal year, the Committee shall submit an annual planner for the meetings to be held during the upcoming fiscal year, for review and approval by the Board to ensure compliance with the requirements of the Committee's Charter.

Any written material provided to the Committee shall be appropriately balanced (i.e., relevant and concise) and shall be distributed at least five business days in advance of the respective meeting to allow Committee members sufficient time to review and understand the information.

The Committee shall conduct an annual self-assessment of its performance and this charter, and shall make recommendations to the Board with respect thereto.

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of auditing, accounting, regulatory and industry issues applicable to the Company.

New Committee members shall be provided with an orientation program to educate them on the Company, their responsibilities and the Company's financial reporting and accounting practices.

## **VII. ADOPTION AND EFFECTIVENESS**

This Charter was adopted effective October 13, 2021.