

VENZEE TECHNOLOGIES INC.

**422 RICHARDS ST., SUITE 170
VANCOUVER, BRITISH COLUMBIA
CANADA, V6B 2Z4**

**NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS
TO BE HELD ON JANUARY 25, 2018.**

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the shareholders of Venzee Technologies Inc. (the “**Company**”) (formerly Gold Finder Explorations Ltd.) will be held on January 25, 2018 at 10:00 a.m. (Vancouver time) at the offices of Osler, Hoskin & Harcourt LLP, 1055 West Hastings Street, Suite 1700, The Guinness Tower, Vancouver, British Columbia, V6E 2E9 for the following purposes:

1. to receive the audited financial statements of the Company for the years ended July 31, 2017 and July 31, 2016 and the auditor’s reports thereon;
2. to elect the directors of the Company to hold office until the next annual meeting of shareholders of the Company or until their successors are elected or appointed prior to such meeting;
3. to appoint the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration; and
4. to transact such further business as may properly be brought before the Meeting or any adjournment thereof.

The board of directors of the Company has fixed December 22, 2017 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Meeting and any adjournment thereof.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and execute the enclosed form of proxy and deliver it by facsimile, by hand or by mail in accordance with the instructions set out in the form of proxy and in the management information circular of the Company dated December 22, 2017.

Vancouver, British Columbia, this 22nd day of December, 2017.

BY ORDER OF THE BOARD

/s/ Marco Sylvestre

Marco Sylvestre
Director

VENZEE TECHNOLOGIES INC.

**422 RICHARDS ST., SUITE 170
VANCOUVER, BRITISH COLUMBIA
CANADA, V6B 2Z4**

INFORMATION CIRCULAR

as at December 22, 2017 (or as otherwise indicated)

This management information circular (“Information Circular”) is furnished in connection with the solicitation of proxies by the management of Venzee Technologies Inc. (the “Company”) (formerly Gold Finder Explorations Ltd.) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on January 25, 2018 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the “Company”, “Venzee”, “we” and “our” refer to Venzee Technologies Inc. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “Registered Shareholders” means shareholders who hold Common Shares in their own name.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Voting Process

Shareholders may exercise their rights by attending the Meeting or by completing a proxy form. If you are unable to be present in person at the Meeting, kindly complete, date and sign the enclosed proxy form and return it in the envelope provided for this purpose or send it by facsimile machine. Proxies must be received by the transfer agent and registrar of the Company by mail at 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, by fax within North America at 1 (866) 249-7775, outside North America at (416) 263-9524, or by hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9, in each case no later than 10:00 a.m. (Vancouver time) on January 23, 2017 or 48 hours, excluding Saturdays and holidays, preceding the resumption of the Meeting after an adjournment. See below under “Registered Shareholders” for other alternatives. If you are not a Registered Shareholder but you are a Beneficial Shareholder, please follow the instructions contained in the Information Circular.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any

matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose one of the following options to submit their proxy:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1 (866) 249-7775, outside North America at (416) 263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9;
- (b) use a touch-tone phone to transmit voting choices to a toll-free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll-free number, the holder's account number and the proxy access number; or
- (c) use the Internet through the website of the Company's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In all cases the Registered Shareholder must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or the adjournment thereof, at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker (an "**intermediary**"). In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial owners — those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for Non-Objecting Beneficial Owners).

The Company is taking advantage of the provisions of National Instrument 54-101 “*Communication with Beneficial Owners of Securities of a Reporting Issuer*” that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (“**VIF**”) from our transfer agent. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and Internet voting as described on the VIF itself which contain complete instructions at the Meeting with respect to the shares represented by the VIFs they receive.

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

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities 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 your request for voting instructions.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the Internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting, and the appointment of any shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting and to vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involve securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act* of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or to the address of the registered office of the Company at 422 Richards St., Suite 170, Vancouver, British Columbia, Canada, V6B 2Z4, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening

thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

- (b) personally attending the Meeting and voting the Registered Shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Company has fixed December 22, 2017 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Common Shares of the Company are listed for trading on the TSX Venture Exchange ("**TSXV**") under the symbol "GFN.H", which is expected to change to "VENZ". The Company is authorized to issue an unlimited number of Common Shares without par value.

As of the Record Date, there were 62,300,746 Common Shares issued and outstanding, each carrying the right to one vote. To the knowledge of management, as of the Record Date, the following persons beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to the Common Shares of the Company:

Shareholder Name	Number of Common Shares Held⁽¹⁾	Percentage of Issued Common Shares (as of December 22, 2017)
Katharine (Kate) Hiscox ⁽²⁾	13,838,544	16.5%

Note:

(1) The above information was obtained by the Company from the insider reports available at www.sedi.ca.

(2) Ms. Hiscox has agreed to limit the number of her shares voted for the election of the directors to less than 10% of the outstanding shares of the Company.

FINANCIAL STATEMENTS

The audited annual consolidated financial statements of the Company for the years ended July 31, 2017 and July 31, 2016, the reports of the auditor and related management discussion and analysis thereon will be placed before the Meeting.

ELECTION OF DIRECTORS

Management of the Company proposes to nominate the four persons whose names are set forth below to act as directors of the Company.

Unless a proxy specifies that the Common Shares it represents should be withheld from voting in respect of the election of directors or voted in accordance with the specification in the proxy, the persons named in the enclosed form of proxy intend to vote FOR the election of the director nominees listed in this Information Circular.

If prior to the Meeting, any of the nominees shall for any reason become unable or unwilling to serve as a director, it is intended that the discretionary power granted by the form of proxy shall be used to vote for any other person or persons identified by the Board to serve as directors, unless the Shareholder has specified in the form of proxy that his, her or its Common Shares are to be withheld from voting on the election of directors. The Board and management of the Company have no reason to believe that any of such nominees will be unable or unwilling to serve, for any reason, if elected to office.

The following table and the notes thereto state the names of all persons proposed to be nominated for election as directors, all other positions and offices with the Company now held by them, their principal occupations or employment, their periods of service as directors of the Company, the number of Common Shares beneficially owned or over which control or direction is exercised by each of them, and other relevant information, in each case as at December 22, 2017. Each director will hold office until the next annual meeting of Shareholders or until his successor is duly elected, unless prior thereto the director resigns or otherwise vacates office.

Name of Nominee; Current Position with Company and Country of Residence	Occupation, Business or Employment	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled
Brian Budd ⁽¹⁾ Independent Director Vancouver, British Columbia, Canada	Company director. Managing director of Live Well Exercise Clinic since September 2017. Director and President of North Country Gold Corp. from February 2014 to May 2015. Director and Chief Executive Officer of Altiplano Minerals Ltd. until July 2014.	December 21, 2017	Nil
Marco Sylvestre Director and Chief Technology Officer Mirabel, Québec, Canada	Director and Chief Technology Officer of Venzee Inc. since 2014. Management Consultant at Pyxis Technologies from 2012 to 2014.	December 21, 2017	3,324,294

Name of Nominee; Current Position with Company and Country of Residence	Occupation, Business or Employment	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled
Michael (Myke) Clark ⁽¹⁾ Independent Director Vancouver, British Columbia, Canada	Senior Manager, Strategic Communications and Public Affairs, Hunter Dickinson, Inc. since 2013. Vice-President of Corporate Development for Solar Alliance Energy Inc. prior to 2013.	December 21, 2017	Nil
Daniel (Dan) Jeffries ⁽¹⁾ Independent Director Vancouver, British Columbia, Canada	Director-Distribution Operations Canada Coca-Cola Refreshments.	December 21, 2017	Nil

Note:

(1) Member of the audit committee.

The following are brief profiles of the nominees.

Brian Budd, Independent Director

Brian Budd, 49, has served as a director of a number of public company boards and is a current director of Graphite One Resources Inc. (TSXV: GPH) and Siyata Mobile Inc. (TSXV: SIM). He is managing director of Live Well Exercise Clinic since September 2017, was Director and President of North Country Gold Corp. from February 2014 to May 2015 (formerly listed on the TSXV until its acquisition by in September 2015) and Director and Chief Executive Officer of Altiplano Minerals Ltd. (TSXV: APN) until July 2014. He has extensive management and corporate development background with several years of entrepreneurial and sales leadership experience in the high tech and resource industries. Mr. Budd served as a director of sales for the Canadian division of a multi-billion dollar software company from 2000 to 2009, assisting in the areas of penetrating new markets, hiring/developing sales teams, implementing sales techniques/strategies and building pipeline.

Marco Sylvestre, Director and Chief Technology Officer

Marco Sylvestre, 37, is a certified Scrum Master. Scrum is a methodology that allows a team to self-organize and make changes quickly, in accordance with Agile principles. Agile project management is an iterative approach to planning and guiding project processes. Prior to joining Venzee in 2014, he specialized in converting methodology for large development teams at Fortune 100 companies, from Waterfall, to Agile, including from 2012 to 2014, as a management consultant at Pyxis Technologies (which is still carrying on business). His prior experience also includes six years at Ubisoft (which is still carrying on business) in leadership positions that encompassed development and quality assurance. Marco Sylvestre has a degree in Management of Information Technology from HEC Montreal.

Michael (Myke) Clark, Independent Director

Myke Clark, 46, brings 18 years of media, public affairs and marketing experience with a variety of public and private companies. He has held senior public affairs, branding and strategic communications roles in the natural resource and project development industry. Formerly SVP Business Development for Finavera Wind Energy (now known as Solar Alliance Energy Inc.), Myke also spent more than 10 years as a journalist with the Canadian Broadcasting Corporation and other news organizations. Myke is also a director of Solar Alliance Energy Inc., an issuer listed on the TSXV. He has been Senior Manager, Strategic Communications and Public Affairs, Hunter Dickinson, Inc. since 2013 and was prior to that Vice-President of Corporate Development for Solar Alliance Energy Inc.

Dan Jeffries, Independent Director

Dan Jeffries, 54, is currently Director - Distribution Operations Canada at Coca-Cola Refreshments. Dan has worked across many functions within Coca-Cola Canada, and most recently he has led Distribution & Fleet for all Distribution Centers across the country. Prior to this role he was the V.P. of Operations for Western Canada overseeing the Warehouse, Distribution and Fleet teams. Before moving to the logistics side of the business Dan had many years in Sales & General Management including leading the Lower Mainland team for five years.

Cease Trade Orders and Bankruptcy

No proposed director is, as at the date of this Information Circular, or has been, within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company in respect of which the information circular is being prepared) that:

- (a) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade or similar order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;

No proposed director is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Company in respect of which the information circular is being prepared) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

No proposed director has, within the past ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

No proposed director of the Company has been subject to 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Advance Notice Provision

The Company's articles include advance notice provisions (the "**Advance Notice Provision**"). The Advance Notice Provision provides for advance notice to the Company in circumstances where nominations of persons for election to the Board of directors of the Company are made by shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) ("**BCA**") or (ii) a shareholder proposal made pursuant to the provisions of the *BCA*.

The purpose of the Advance Notice Provision is to foster a variety of interests of the shareholders and the Company by ensuring that all shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. Among other things, the Advance Notice Provision fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The Advance Notice Provision also requires all proposed director nominees to deliver a written representation and agreement that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider

trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director.

The foregoing is a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision which is available under the Company's profile on SEDAR at www.sedar.com.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

The Board is comprised of four directors. Pursuant to National Instrument 52-110 – *Audit Committees* (“NI 52-110”), an “independent” director is one who is free from any direct or indirect relationship with the Company which could, in the view of the Board of Directors, be reasonably expected to interfere with a director's exercise of independent judgment. Brian Budd, Michael Clark and Dan Jeffries are independent directors under these standards. Marco Sylvestre is not independent under these standards as he is part of management.

The Board has taken steps to ensure that adequate structures and processes are in place to permit the Board of Directors to function independently of management. The Board is of the opinion that the size of the Board is adequate and facilitates the efficiency of its deliberations, while ensuring a diversity of opinion and experience. It believes that each and every proposed director is eager to fulfil his obligations and assume his responsibilities in our best interests and the best interests of the Company's shareholders. The independent directors of the Board shall, if determined appropriate, meet independently of management after board meetings on an as-needed basis during the year.

The Board provides leadership for its independent directors through formal Board meetings, by encouraging independent directors to bring forth agenda items, and by providing independent directors with access to senior management, outside advisors, and unfettered access to information regarding our activities. The relatively small size of the Board facilitates this process.

Certain directors also serve on the boards of other reporting issuers. The following table lists the involvement of the directors with other reporting issuers:

<u>Name of Director</u>	<u>Name of Reporting Issuer and Exchange</u>
Brian Budd	Siyata Mobile Inc. (Director) (TSXV) – since 2015 Graphite One Resources Inc. – since 2012
Michael Clark	Solar Alliance Energy Inc. (Director and Chief Marketing Officer) (TSXV) – since 2015

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

The Company has also adopted a written code of business conduct (the "**Code**") for the Company's directors, officers and employees. The Code constitutes written standards that are designed to deter wrongdoing and promote, among other things: (i) honest and ethical conduct, including the handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) avoidance of conflicts of interest, including disclosure to a director or officer of the Company of any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest; (iii) safeguarding of the Company's confidential information and integrity and protection of business information; (iv) maintenance of a healthy and safe work environment that is free of discrimination and harassment; (v) protection of employee privacy and personal information; (vi) dealing responsibly with persons outside the Company, including compliance with anti-corruption laws and lobbying legislation; (vii) compliance with other applicable governmental laws, rules and regulations; (viii) the prompt reporting to a director or officer of violations of the Code; and (ix) accountability and responsibility by all directors, officers and employees for adherence to the Code.

The Company monitors compliance with the Code and recommends disclosures as and when appropriate and required in accordance therewith. In addition, the Company reviews the Code with a view of complying with all applicable rules and regulations, receiving regular reports from management with respect to compliance with the Code, and satisfying itself that management has established a system to disclose the Code (and any amendments thereto) to the extent required.

A director is required to disclose to the other directors information regarding any transaction or agreement in respect of which such director has an interest and to abstain from voting on any matter in respect of such transaction or agreement. The director shall excuse himself or herself from the portion of any meeting at which such transaction or agreement is discussed. The Board regularly assesses compliance with the Code by its queries to management at Board meetings and has the right to audit compliance with the Code.

The Board of Directors also adopted a disclosure policy and an insider trading policy.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board as a whole determines compensation for the directors and its named executive officers.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

Insider Trading Policy

The Company's insider trading policy (the "**Insider Trading Policy**") formalizes the Company's policy on trading in its securities by directors, senior executives and employees and other insiders in accordance with securities laws and regulations. Under the policy, material non-public information may not be disclosed except in the "necessary course of business" and if disclosure is in the necessary course of business, the person receiving such information

may be required to enter into a confidentiality agreement. The Insider Trading Policy prohibits all trades by a person “in a special relationship with the Company” when in possession of material non-public information until such information is generally disclosed for a minimum period of time. The policy also imposes restrictions on trading during prescribed blackout periods and no trade periods implemented at the end of each quarter. The Company’s directors, officers and employees are also prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of our securities, including securities granted as or underlying securities-based compensation.

Corporate Disclosure Policy

The Board of Directors adopted a corporate disclosure policy (the “**Disclosure Policy**”) that provides guidance to ensure that (a) all material information is disclosed publicly on a timely basis; (b) reasonable investigation occurs to reduce the risk of material misrepresentations; (c) reasonable investigation occurs to reduce the risk of material undisclosed information; and (d) prompt corrected disclosure is made if material information is undisclosed or if material misrepresentations are known to have been made publicly. The Disclosure Policy extends to all employees, directors, officers of the Company, as well as any experts working on behalf of the Company. In addition, the Board has established a disclosure committee (the “**Disclosure Committee**”) which is comprised of the Chief Executive Officer, Chief Financial Officer and Corporate Secretary. The Disclosure Committee is responsible for reviewing and approving the public disclosure of the Company.

Other Board Committees

Other than the Audit Committee and the Disclosure Committee, the Board has no other committees.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to approve a resolution to appoint Davidson & Company LLP to hold office as the Company’s auditor until the close of the next annual meeting of the Shareholders or its successor is appointed, and to authorize the directors to fix its remuneration. As disclosed in the filing statement of the Company dated December 12, 2017, Davidson & Company LLP audited the financial statements of Venzee Inc. for the fiscal years ended December 31, 2016 and 2015, and is now serving as auditor of the Company since the completion of the reverse takeover involving Venzee Inc. (the “**RTO**”). Davidson & Company has advised the Company that it is independent within the rules of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The Board recommends that Shareholders vote in favour of the appointment of Davidson & Company LLP as auditor of the Company, to hold office until the close of the next annual meeting of the Shareholders or its successor is appointed, and authorization of the directors of the Company to fix its remuneration. The appointment of Davidson & Company LLP must be approved by a majority of the votes cast on the matter at the Meeting.

Unless a proxy specifies that the Common Shares it represents should be withheld from voting in respect of the appointment of auditor or voted in accordance with the specification in the proxy, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Davidson & Company LLP as auditor of the Company and the authorization of the directors of the Company to fix its remuneration.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

NI 52-110 requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor. Such disclosure is set forth below:

The Audit Committee's Charter

The Company has adopted an Audit Committee Charter. The Audit Committee Charter is attached as Schedule "A".

Composition of the Audit Committee

The current members of the Audit Committee are Brian Budd, Michael Clark and Dan Jeffries, all of whom are independent.

Relevant Education and Experience

Each member of the Company's Audit Committee has a general understanding of the accounting principles used by the Company to prepare its financing statements and will seek clarification from the Company's auditors, where required. Each of the members of the Audit Committee also have direct experience in understanding accounting principles for private and reporting companies and experience in preparing, auditing, analyzing or evaluating financial statements similar to those of the Company.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor.

Reliance on Certain Exemptions

The Company's auditor prior to the completion of the RTO, MNP LLP, have not provided any material non-audited services.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by the auditors prior to the RTO, MNP LLP. Fees incurred with MNP LLP, for audit and non-audit services in the last three fiscal years for audit fees are outlined in the following table.

	Fees Paid in Fiscal Year Ended July 31, 2015	Fees Paid in Fiscal Year Ended July 31, 2016	Fees Paid in Fiscal Year Ended July 31, 2017
Audit Fees ⁽¹⁾	\$17,655	\$10,673.25	\$12,075.00
Audit-related Fees ⁽²⁾	Nil	Nil	Nil
Tax Fees ⁽³⁾	\$4,815	\$2,561.58	Nil
All Other Fees ⁽⁴⁾	Nil	Nil	Nil
Total	\$22,470	\$13,234.83	\$12,075.00

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit of the Company's consolidated financial statements and also fees incurred in relation to the performance of quarterly reviews. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

Exemption

The Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 Reporting Obligations of NI 52-110.

DIRECTOR AND EXECUTIVE COMPENSATION

Statement of Executive Compensation

The following information regarding executive compensation is presented in accordance with National Instrument Form 51-102F6V – Statement of Executive Compensation, and sets forth compensation for each of Neil Linder, former President, Chief Executive Officer and Director of the Company, William (Bill) Green, Kevin Earle Burns and Peter Chen, all former Chief Financial Officers of the Company (together, the "NEOs"), and each of the following former directors of the Company: Howard Baral, Jack Lennen, Michael Evans, Mark Bloom and Lawrence Segerstrom.

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each NEO and Director, in any capacity, for the following completed financial years:

Name and position	Year ⁽¹⁾	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites	Pension value (\$)	Value of all other compensation (\$) ⁽⁴⁾	Total compensation (\$)
Neil Linder ⁽²⁾ Director, President and CEO	2017	\$35,000	Nil	Nil	Nil	Nil	Nil	\$35,000
	2016	\$60,000	Nil	Nil	Nil	Nil	Nil	\$60,000
	2015	\$60,000	Nil	Nil	Nil	Nil	Nil	\$60,000
William (Bill) Green ⁽³⁾ Former CFO	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	\$18,000	Nil	Nil	Nil	Nil	Nil	\$18,000
	2015	\$19,500	Nil	Nil	Nil	Nil	Nil	\$19,500
Howard Baral ⁽⁴⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jack Lennon ⁽⁵⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Evans ⁽⁶⁾ Former Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark Bloom ⁽⁷⁾ Former Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Lawrence Segerstrom ⁽⁸⁾ Former Director	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kevin Earle Burns, Former CFO ⁽⁹⁾	2017	\$5,000	Nil	Nil	Nil	Nil	Nil	\$5,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Peter Chen ⁽¹⁰⁾ CFO	2017	\$5,000	Nil	Nil	Nil	Nil	Nil	\$5,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Financial year ended July 31 of the applicable year.
- (2) Mr. Linder was appointed as a director on June 10, 2011; Interim CEO on July 13, 2011; CEO on March 5, 2012; and President on April 11, 2012. He resigned as a director and officer on December 21, 2017.
- (3) Mr. Green was appointed CFO on September 11, 2013 and resigned as CFO on July 31, 2016.
- (4) Mr. Baral was appointed as a director on December 15, 2014 and resigned on December 21, 2017.
- (5) Mr. Lennon was appointed as a director on March 23, 2015 and resigned on December 21, 2017.
- (6) Mr. Evans was appointed as a director on December 15, 2014 and resigned as director on March 23, 2015.
- (7) Mr. Bloom was appointed as a director on March 28, 2011 and resigned as director on December 15, 2014.
- (8) Mr. Segerstrom was appointed as a director on November 9, 2010 and resigned as director on November 17, 2014.
- (9) Mr. Burns was appointed CFO on September 12, 2016 and resigned as CFO on January 31, 2017.
- (10) Mr. Chen was appointed CFO on January 31, 2017 and resigned on December 21, 2017.

Stock Options and Other Compensation Securities and Instruments

No NEO or Director of the Company received or exercised any incentive stock options or compensation securities during the financial years ended July 31, 2017 and 2016.

Stock Option Plans and Other Incentive Plans

The Company has established a stock option plan (the “**Stock Option Plan**”) to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management of the Company proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. The Stock Option Plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

The Stock Option Plan was a 10% “rolling plan”, which under the rules of the TSXV must be approved at each annual meeting of the Shareholders by ordinary resolution. The Stock Option Plan is now a 10% fixed plan.

Under the Stock Option Plan, the maximum number of shares reserved for issuance is a fixed 10% limit and grants to any one optionee may not exceed 5% of the issued shares on a yearly basis. The exercise price of each option granted under the Stock Option Plan (an “**Option**”) shall not be less than the market price of the Company’s stock at the date of grant. The Options have expiry dates of no later than 10 years after the grant date. The vesting of Options are determined by the Board at the time of grant. As at the date of this Information Circular, an aggregate of 3,434,083 Options are outstanding. The following is a summary of the material terms of the Stock Option Plan.

Persons who are service providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of Options under the Stock Option Plan. Options granted under the Stock Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years. For Options granted to service providers, the Company must ensure that the proposed optionee is a bona fide service provider of the Company or its affiliates.

A Option granted to any service provider will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the optionee at any time prior to expiry of the Option), after the date the optionee ceases to be employed by or provide services to the Company, and only to the extent that such Option was vested at the date the optionee ceased to be so employed by or to provide services to the Company. If an optionee dies, any vested option held by him at the date of death will become exercisable by the optionee’s lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option.

In the case of an optionee being dismissed from employment or service for cause, such optionee’s options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same. The exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Stock Option Plan).

Vesting of Options is at the discretion of the Board, and will generally be subject to: (i) the service provider remaining employed by or continuing to provide services to the Company or any of its affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its affiliates during the vesting period, or (ii) the service provider remaining as a director of the Company or any of its affiliates during the vesting period.

The Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Stock Option Plan with respect to all Stock Option Plan shares in respect of options which have not yet been granted under the Stock Option Plan. Any amendment to any provision of the Stock Option Plan will be subject to any necessary TSXV approvals unless the effect of such amendment is intended to reduce (but not to increase) the benefits of the Stock Option Plan to service providers.

The Stock Option Plan also provides that the Board may, without shareholder approval: (a) amend the Stock Option Plan to correct typographical, grammatical or clerical errors; (b) change the vesting provisions of an option granted under the Stock Option Plan, subject to prior written approval of the TSXV, if applicable; (c) change the termination provision of an option granted under the Stock Option Plan if it does not entail an extension beyond the original expiry date of such option; (d) make such amendments to the Stock Option Plan as are necessary or desirable to reflect changes to securities laws applicable to the Company; (e) make such amendments as may otherwise be permitted by the TSXV Policies, if applicable; (f) if the Company becomes listed or quoted on a stock exchange or stock market, make such amendments as may be required by the policies of such stock exchange or stock market; and (g) amend the Stock Option Plan to reduce the benefits that may be granted to service providers.

The Stock Option Plan contains a black-out provision restricting all or any of the Company’s directors, officers, employees, insiders or persons in a special relationship to refrain from trading in the Company’s securities until the restriction has been lifted by the Company.

Employment, Consulting and Management Agreements

Except as disclosed herein, the Company is not a party to a management contract with any directors of the Company or NEO. For the year ended July 31, 2017:

- (a) Management fees of \$35,000 was paid to Strategic Equity Investment Corp., a private company controlled by Neil Linder, the President, Chief Executive Officer and director of the Company.
- (b) Management fees of \$5,000 was paid to Kevin Earle Burns, the former Chief Financial Officer of the Company; and
- (c) Management fees of \$5,000 was paid to Peter Chen, the Chief Financial Officer of the Company.

For the year ended July 31, 2016:

- (a) Management fees of \$30,000 was paid to Strategic Equity Investment Corp., a private company controlled by Neil Linder, the President, Chief Executive Officer and director of the Company.
- (b) Management fees of \$17,000 was paid to Cypress Drive Consulting Inc., a private company controlled by William (Bill) Green, the former Chief Financial Officer of the Company.

Termination and Change of Control Benefits

The Company does not have any plans or arrangements in place with any officers that provide for payment following or in connection with any termination, resignation, retirement, or change of control of the Company other than as follows:

The management services agreement entered into between the Company and Katharine (Kate) Hiscox, President of the Company, as contractor, provides that in the event of a “Change of Control”, the Company will pay to the contractor a lump-sum payment equal to twenty-four (24) months’ of base fees of US\$6,250 per month (in this paragraph, the “**Change of Control Payment**”), without any requirement for termination of the services. For the purposes of the management services agreement, a “Change of Control” means the occurrence of any of the following events: (a) the acquisition directly or indirectly, by any person of shares of common stock of the Company which, together with all other shares of common stock of the Company held by such person, constitute, in the aggregate, 50% or more of all outstanding stock of the Company; (b) an amalgamation, arrangement, merger or other form of business combination of the Company with another person which results in the holders of shares of common stock of that other person holding, directly or indirectly, in the aggregate, 50% or more of all outstanding stock of the combined entity resulting from the business combination; (c) the sale, lease or exchange of all or substantially all of the assets of the Company to another person, other than a subsidiary of the Company. In addition, the management services agreement provides that in the event that the Company terminates the agreement, the contractor will be entitled to a lump sum payment equal to the base monthly fee of US\$6,250 and additional monthly fee of US\$2,333.

The management services agreement entered into between the Company and Marco Sylvestre, Chief Technology Officer of the Company, includes provisions that are equivalent to the provisions contained in the management services agreement entered into with Katharine (Kate) Hiscox described in the paragraph above. Marco Sylvestre’s base monthly fee is also US\$6,250, and his additional monthly fee is US\$1,833.

The agreement entered into between the Company and Joshua Lebovic, Chief Financial Officer of the Company, provides that if the Company terminates his employment with the Company without cause or if he resigns from such employment for good reason, and such termination occurs within the period beginning three (3) months before and ending twelve (12) months after a change of control, he will be entitled to receive the following payments: (i) all accrued but unpaid vacation, expense reimbursements, wages, any earned (but yet unpaid) bonus or commission, and other benefits due to him under any company-provided plans, policies, and arrangements, (ii) a lump sum payment of severance, equal to the sum of (x) 50% of his annual base salary as in effect immediately prior to his termination date or (if greater) at the level in effect immediately prior to the change of control and (y) the portion of his annual target bonus prorated monthly based on the number of months of completed service for the fiscal year which his employment terminates.

Oversight and Description of Director and NEO Compensation

The Board has assessed the Company’s compensation plans and programs for its executive officers to ensure alignment with the Company’s business plan and to evaluate the potential risks associated with those plans and

programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors have purchased such financial instruments.

Compensation Review Process

The Board has not appointed a compensation committee so the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation program, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Board receives independent competitive market information on compensation levels for executives.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary, and equity participation through its stock option plan. Recommendations for senior management compensation are presented to the Board for review.

Base Salary

In Board's view, paying base salaries that are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies within the industry is compiled from a variety of sources.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Stock Option Plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the Chief Executive Officer of the Company. Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As of July 31, 2017, no equity securities were authorized for issuance under any compensation plan. The following table sets out information with respect to all compensation plans under which equity securities are authorized for issuance as of December 22, 2017:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders (the Stock Option Plan)	Nil	-	N/A
Equity compensation plans not approved by security holders	3,434,083	\$0.25	58,866,663 ⁽¹⁾
Total	Nil		58,866,663

Note:

(1) Subject to final approval of the TSXV in connection with the reverse takeover of the Company completed on December 21, 2017.

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 Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

This Information Circular briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the company or any of its subsidiaries.

MANAGEMENT CONTRACTS

Other than set out herein, there are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company during financial years ended July 31, 2017 and July 31, 2016, and the related management discussion and analysis, filed on SEDAR at www.sedar.com. The consolidated audited financial statements, the reports of the auditor and management's discussion and analysis will be placed before the Meeting.

Additional information relating to the Company is filed on SEDAR at www.sedar.com, including in the filing statement of the Company dated December 12, 2017, and upon request from the Company's Corporate Secretary at from the Company at 422 Richards St., Suite 170, Vancouver, British Columbia, Canada, V6B 2Z4, Tel: +1 (888) 359-9299 Ext. 521. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, December 22, 2017.

BY ORDER OF THE BOARD

/s/ Marco Sylvestre

Marco Sylvestre, Director

SCHEDULE "A"
AUDIT COMMITTEE CHARTER

(attached)

VENZEE TECHNOLOGIES INC.

AUDIT COMMITTEE CHARTER

I. INTRODUCTION

The Audit Committee (the “**Committee**”) is a standing committee appointed by the board of directors (the “**Board**”) of Venzee Technologies Inc. (the “**Corporation**”). The Committee is established to fulfill applicable securities law obligations respecting audit committees and to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting, including to:

- (a) oversee the integrity of the Corporation’s financial statements and financial reporting process, including the audit process and the Corporation’s internal accounting controls and procedures and compliance with related legal and regulatory requirements;
- (b) oversee the qualifications and independence of the external auditors;
- (c) oversee the work of the Corporation’s financial management and external auditors in these areas; and
- (d) provide an open avenue of communication between the external auditors, the Board and management of the Corporation.

The function of the Committee is oversight. It is not the duty or responsibility of the Committee or its members: (i) to plan or conduct audits, (ii) to determine that the Corporation’s financial statements are complete and accurate and are in accordance with International Financial Reporting Standards, or (iii) to conduct other types of auditing or accounting reviews or similar procedures or investigations. The Committee, its chair and its audit committee financial expert members are members of the Board, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Corporation, and are specifically not accountable or responsible for the day to day operation or performance of such activities. In particular, the member or members identified as audit committee financial experts shall not be accountable for giving professional opinions on the internal or external audit of the Corporation’s financial information.

Management is responsible for the preparation, presentation and integrity of the Corporation’s financial statements. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies and systems of risk assessment and internal controls and procedures designed to provide reasonable assurance that assets are safeguarded and transactions are properly authorized, recorded and reported and to assure the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with accounting standards and applicable laws and regulations. The chief financial officer is responsible for monitoring and reporting on the adequacy and effectiveness of the system of internal controls. The external auditors are responsible for planning and carrying out an audit of the Corporation’s annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that, among other things, such financial statements are in accordance with International Financial Reporting Standards.

II. PROCEDURES, POWERS AND DUTIES

The Committee shall have the following procedures, powers and duties:

1. *Composition* – The Committee shall consist of at least three members, all of whom shall be independent within the meaning of National Instrument 52-110 –*Audit Committees*. All members of the Committee must be or, within a reasonable period following appointment, become financially literate, meaning that each has the ability to read and understand a set of financial statements that present a 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 Corporation's financial statements.

Should at any time the Committee not meet the composition requirements because of death, resignation, bankruptcy, adjudicated incompetence, removal or change in circumstances of one or more of the members who were on the Committee, these requirements shall not be applicable for a period of 180 days during which time the remaining members shall appoint additional members, as necessary, who qualify to sit on the Committee and whose appointment(s) will result in the Committee meeting the composition requirements.

2. *Separate Executive Meetings* – The Committee shall meet periodically with management (including the chief financial officer) and the external auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately and such persons shall have access to the Committee to bring forward matters requiring its attention. However, the Committee shall also meet periodically without management present.
3. *Professional Assistance* – The Committee may require the external auditors to perform such supplemental reviews or audits as the Committee may deem desirable. In addition, the Committee may retain such special legal, accounting, financial or other consultants as the Committee may determine to be necessary to carry out the Committee's duties at the Corporation's expense.
4. *Reliance* – Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on: (i) the integrity of those persons or organizations within and outside the Corporation from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations, and (iii) representations made by management and the external auditors as to any information technology, internal audit and other non-audit services provided by the external auditors to the Corporation and its subsidiaries.
5. *Reporting to the Board* – The Committee will report through the chair of the Committee to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.
6. *Procedure* – The Committee meetings shall be conducted as follows: (i) questions arising at any meeting shall be decided by a majority of the votes cast, (ii) decisions may be taken by written consent signed by all members of the Committee, and (iii) meetings may be called by the external auditors of the Corporation or any member of the Committee upon not less than 48 hours notice, unless such notice requirement is waived by the Committee members. The external auditors of the Corporation are entitled to receive notice of every meeting of the Committee and, at the expense of the Corporation, to attend and be heard thereat and, if so requested by a member of the Committee, shall attend any meeting of the Committee held during the term of office of the external auditors.
7. *Access* – The Committee is entitled to full access to all books, records, facilities and personnel of the Corporation and its subsidiaries. The Committee may require such officers, directors and employees of the Corporation and its subsidiaries and others as it may see fit from time to time to provide any information about the Corporation and its subsidiaries it may deem appropriate and to attend and assist at meetings of the Committee.

III. AUDIT RESPONSIBILITIES OF THE COMMITTEE

A. Selection and Oversight of the External Auditors

1. The external auditors are ultimately accountable to the Committee and the Board as the representatives of the shareholders of the Corporation and shall report to the Committee and the Committee shall so instruct the external auditors. The Committee shall evaluate the performance of the external auditors and make recommendations to the Board on the reappointment or appointment of the external auditors of the Corporation to be proposed in the Corporation's management information circular for approval of the shareholders of the Corporation and the compensation to be paid by the Corporation to the external auditors. If a change in external auditors is proposed, the Committee shall review the reasons for the change and any other significant issues related to the change, including the response of the incumbent auditors, and enquire on the qualifications of the proposed auditors before making its recommendation to the Board.
2. The Committee shall approve in advance the terms of engagement of the external auditors with respect to the conduct of the annual audit. The Committee may approve policies and procedures for the pre-approval of services to be rendered by the external auditors, including *de minimis* exceptions, which policies and procedures shall include reasonable detail with respect to the services covered. All non-audit services to be provided to the Corporation or any of its subsidiaries by the external auditors or any of their affiliates which are not covered by pre-approval policies and procedures approved by the Committee shall be subject to pre-approval by the Committee. The Committee will review disclosure respecting fees paid to the external auditors for audit and non-audit services. Any services under pre-approval will be reported at the following meeting.
3. The Committee shall review the independence of the external auditors and shall make recommendations to the Board on appropriate actions to be taken which the Committee deems necessary to protect and enhance the independence of the external auditors. In connection with such review, the Committee shall:
 - (a) actively engage in a dialogue with the external auditors about all relationships or services that may impact the objectivity and independence of the external auditors;
 - (b) require that the external auditors submit to it on a periodic basis, and at least annually, a formal written statement delineating all relationships between the Corporation and its subsidiaries, on the one hand, and the external auditors and their affiliates on the other hand;
 - (c) consider the auditor independence standards promulgated by applicable auditing regulatory and professional bodies; and
 - (d) ensure periodic rotation of lead audit partner.
4. The Committee shall establish and monitor clear policies for the hiring by the Corporation of employees or former employees of the external auditors.
5. The Committee shall require the external auditors to provide to the Committee, and the Committee shall review and discuss with the external auditors, all reports which the external auditors are required to provide to the Committee or the Board under rules, policies or practices

of professional or regulatory bodies applicable to the external auditors, and any other reports which the Committee may require.

6. The Committee is responsible for resolving disagreements between management and the external auditors regarding financial reporting and the application of any accounting principles or practices. The Committee shall discuss with the external auditors any difficulties that arose with management during the course of the audit and the adequacy of management's responses in correcting audit-related deficiencies.

B. Oversight and Monitoring of Audits

1. The Committee shall review with the external auditors and management the audit function generally, the objectives, staffing, locations, co-ordination, reliance upon management and internal audit and general audit approach and scope of proposed audits of the financial statements of the Corporation and its subsidiaries, the overall audit plans, the responsibilities of management and the external auditors, the audit procedures to be used and the timing and estimated budgets of the audits.
2. The Committee shall meet periodically with management (including meetings with the Board in absence of management) to discuss the progress of their activities and any significant findings stemming from internal audits and any difficulties or disputes that arise with management and the adequacy of management's responses in correcting audit-related deficiencies.
3. The Committee shall review with management the results of internal and external audits.
4. The Committee shall take such other reasonable steps as it may deem necessary to satisfy itself that the audit was conducted in a manner consistent with all applicable legal requirements and auditing standards of applicable professional or regulatory bodies.

C. Oversight and Review of Accounting Principles and Practices

1. The Committee shall, as it deems necessary, oversee, review and discuss with management and the external auditors:
 - (a) the quality, appropriateness and acceptability of the Corporation's accounting principles and practices used in its financial reporting, changes in the Corporation's accounting principles or practices and the application of particular accounting principles and disclosure practices by management to new transactions or events;
 - (b) all significant financial reporting issues and judgments made in connection with the financial statements, including the effect of any alternative treatment within International Financial Reporting Standards;
 - (c) any material change to the Corporation's auditing and accounting principles and practices as recommended by management or the external auditors or which may result from proposed changes to applicable International Financial Reporting Standards;
 - (d) the effect of regulatory or accounting limitations on the Corporation's financial reporting;
 - (e) any reserves, accruals, provisions, estimates or Corporation programs and policies, including factors that affect asset and liability carrying values and the timing of revenue

and expense recognition, that may have a material effect upon the financial statements of the Corporation;

- (f) any legal matter, claim or contingency that could have a significant impact on the financial statements and any material reports, inquiries or correspondence from regulators or governmental authorities regarding compliance with applicable requirements and any analysis respecting disclosure with regard to any such legal matter, claim or contingency in the financial statements;
- (g) the treatment for financial reporting purposes of any significant transactions which are not a normal part of the Corporation's operations;
- (h) the use of any "pro-forma" or "adjusted" information not in accordance with International Financial Reporting Standards; and
- (i) management's determination of goodwill impairment, if any, as required by applicable accounting standards.

D. Oversight and Monitoring of Internal Controls

- 1. The Committee shall, as it deems necessary, exercise oversight of, review and discuss with management and the external auditors:
 - (a) the adequacy and effectiveness of the Corporation's internal accounting and financial controls and the recommendations of management and the external auditors for the improvement of accounting practices and internal controls;
 - (b) any material weaknesses in the internal control environment, including with respect to computerized information system controls and security; and
 - (c) management's compliance with the Corporation's processes, procedures and internal controls.

E. Communications with Others

- 1. The Committee shall establish and monitor procedures for the receipt and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or audit matters and the anonymous submission by employees of concerns regarding questionable accounting or auditing matters and review periodically with management these procedures and any significant complaints received.

F. Oversight and Monitoring of the Corporation's Financial Disclosures

- 1. The Committee shall:
 - (a) review with the external auditors and management and recommend to the Board for approval the audited annual financial statements and the notes and management's discussion and analysis accompanying such financial statements, and the Corporation's annual report;

- (b) review with the external auditors and management each set of interim financial statements and the notes and management's discussion and analysis accompanying such financial statements; and
 - (c) review with the external auditors and management any financial statements included or to be included in a prospectus, any financial information of the Corporation contained in any management information circular of the Corporation, and any other disclosure documents or regulatory filings of the Corporation containing or accompanying financial information of the Corporation.
2. Such reviews shall be conducted prior to the release of any summary of the financial results or the filing of such reports with applicable regulators.
 3. Prior to their distribution, the Committee shall discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies, it being understood that such discussions may, in the discretion of the Committee, be done generally (i.e., by discussing the types of information to be disclosed and the type of presentation to be made) and that the Committee need not discuss in advance each earnings release or each instance in which the Corporation gives earning guidance.
 4. The Committee shall review with management the assessment of the Corporation's disclosure controls and procedures and material changes in their design.

G. Oversight of Finance Matters

1. Appointments of the key financial executives involved in the financial reporting process of the Corporation, including the chief financial officer, shall require the prior review of the Committee.
2. The Committee shall receive and review:
 - (a) periodic reports on compliance with requirements regarding statutory deductions and remittances, the nature and extent of any non-compliance together with the reasons therefor and the management's plan and timetable to correct any deficiencies;
 - (b) material policies and practices of the Corporation respecting cash management and material financing strategies or policies or proposed financing arrangements and objectives of the Corporation; and
 - (c) material tax policies and tax planning initiatives, tax payments and reporting and any pending tax audits or assessments.
3. The Committee shall meet periodically with management to review and discuss the Corporation's major financial risk exposures and the policy steps management has taken to monitor and control such exposures, including the use of financial derivatives and hedging activities.
4. The Committee shall meet with management to review the process and systems in place for ensuring the reliability of public disclosure documents that contain audited and unaudited financial information and their effectiveness.

H. Business and Ethical Conduct

1. The Committee shall:
 - (a) periodically review and approve any changes to the “Code of Business Conduct and Ethics” for any directors, officers and employees of the Corporation and its subsidiaries and be responsible for granting any waivers from the application of such code; and
 - (b) review management’s monitoring of compliance with such code.

I. Additional Responsibilities

1. The Committee shall review any significant or material transactions outside the Corporation’s ordinary activities.
2. The Committee shall review and make recommendations to the Board concerning the financial condition of the Corporation and its subsidiaries, including with respect to annual budgets, corporate borrowings, investments, capital expenditures, long term commitments and the issuance and/or repurchase of securities.
3. The Committee shall review and/or approve any other matter specifically delegated to the Committee by the Board and undertake on behalf of the Board such other activities as may be necessary or desirable to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting.

IV. AUDIT COMMITTEE CHARTER

1. The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. The performance of the Committee shall be evaluated with reference to this Charter annually.
2. The Committee shall ensure that this Charter or a summary of it which has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements in the annual management information circular or annual information form of the Corporation.

Last updated: December 21, 2017.