



**YNVISIBLE INTERACTIVE INC.  
Suite 830 – 1100 Melville Street  
Vancouver, British Columbia, V6E 4A6  
Telephone Number (604) 638-7363**

**INFORMATION CIRCULAR**  
as at May 17, 2019 (except as otherwise indicated)

**This Information Circular is furnished in connection with the solicitation of proxies by the management of YNVISIBLE INTERACTIVE INC. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on July 4, 2019 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”, “we” and “our” refer to Ynvisible Interactive Inc. “Common Shares” means Class A 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.

#### **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.

##### **Appointment of Proxyholders**

The individuals named in the accompanying form of proxy (the “Proxy”) are directors and/or officers 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 management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.**

## 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) complete, date and sign the Proxy and return 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 3<sup>rd</sup> 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 control number; or
- (c) use the internet through the website of the Company's transfer agent at [www.investorvote.com](http://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 control 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 intermediaries. 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 Shareholders - 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 deliver proxy-related materials directly to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form ("VIF") from our transfer agent, Computershare Investor Services Inc. ("Computershare"). The VIF is to be completed and returned to Computershare as set out in the instructions provided on the VIF. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These securityholder 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 has sent these materials directly to you, your name, address and information about your holdings of securities, were 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 VIF as specified in the request for voting instructions that was sent to you.

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 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, insert the name of the desired representative (which may be you) 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 or to have an alternate representative duly appointed to attend the Meeting and 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, 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.

To the knowledge of the directors and executive officers of the Company, as at May 17, 2019, the below company beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
YDreams Informatica SA	10,528,938	18.6%

Note: Information provided from information set out in SEDI insider report. Of these common shares, a total of 6,101,926 common shares are held in escrow.

#### FINANCIAL STATEMENTS

As referenced below, post the Company’s reverse takeover which closed on January 19, 2018, the Company changed its year end from November 30 to December 31. The Company filed its first completed December 31, 2018 audited year end financial statements on the Company’s corporate profile on SEDAR at [www.sedar.com](http://www.sedar.com), on April 30, 2019.

The audited consolidated financial statements of the Company for the Company’s first completed financial year ended

December 31, 2018 and December 31, 2017, the auditor report thereon and the related management's discussion and analysis will be mailed to the shareholders with the proxy documents for this Meeting and will be tabled at the Meeting and will be available at the Meeting.

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

To the best of our knowledge, except as otherwise disclosed herein, 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, and the Company's share compensation plan as set out herein.

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

On January 19, 2018, the Company (formerly Network Exploration Ltd.) completed an acquisition of 94.19% of the issued and outstanding common shares of YD Ynvisible, S.A., a corporation existing under the laws of Portugal, and certain shareholders of YD Ynvisible, S.A., which acquisition constitute a reverse takeover transaction (the "RTO") pursuant to the policies of the TSX Venture Exchange.

The RTO was completed pursuant to the terms of a share exchange agreement dated effective July 19, 2016, as amended, (the "Share Exchange Agreement") among the Company (formerly Network Exploration Ltd.), YD Ynvisible, S.A. and YD Ynvisible, S.A. Shareholders.

On closing of the RTO, YD Ynvisible, S.A. became a wholly owned subsidiary of the Company. The Company's Common Shares, which were halted since announcing the RTO on May 2, 2016, resumed trading on the TSX Venture Exchange on Tuesday, January 23, 2018 under the symbol "YNV". In connection with the RTO, on January 12, 2018, the Company also changed its name from Network Exploration Ltd. to Ynvisible Interactive Inc..

The Company also changed its year-end from November 30 to December 31 in order to better co-ordinate reporting with the financial year of YD Ynvisible, S.A.

Following completion of the RTO, the Company continued the business of YD Ynvisible, S.A.. The Company develops printed electrochromic displays (ECDs) for use in a wide range of smart products. When combined with sensors (e.g. to sense movement, touch, temperature, proximity, etc.) they bring functionality and life to smart products. ECDs act as visual indicators of product state and or respond to human interaction with the product, thereby providing an interface to the Internet of Things (IoT) applications.

The board of directors (the "Board") of the Company has fixed May 17, 2019, 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 authorized common share capital of the Company consists of an unlimited number of Class A common shares ("Common Shares"). As of May 17, 2019, there were 56,647,432 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

The Company is also authorized to issue an unlimited number of Class B non-voting convertible common shares without par value, convertible to Common Shares on a 1 for 1 basis. There were no Class B common shares issued and outstanding as at May 17, 2019.

#### **ELECTION OF DIRECTORS**

There are currently six directors of the Company. The Board has determined the number of directors at six.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) ("BCA"), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following disclosure sets out the names of management’s six nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date May 17, 2019:

Name of Nominee; Position with the Company; Province & Country of Residence	Principal Occupation	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
Jani-Mikael Kuusisto <sup>(3)</sup> Almada, Portugal Chief Executive Officer and Director	M.Sc. in Economics and Business Administration from the Helsinki School of Economics and Business Administration (now a part of Aalto University).  See “ <b>Director Biographies</b> ” below.	Since January 19, 2018	1,258,810 <sup>(7)</sup>
Duarte Mineiro <sup>(2)(3)</sup> Lisbon, Portugal Director	Partner at Armilar Venture Partners, SGFCR SA., a leading VC based out of Portugal.  See “ <b>Director Biographies</b> ” below.	Since January 19, 2018	Nil

Name of Nominee; Position with the Company; Province & Country of Residence	Principal Occupation	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>
Alexander Helmel <sup>(4)</sup> Vancouver, BC Director	Self-employed business consultant; Bachelor of Science degree from the University of British Columbia in 1994.  See “ <b>Director Biographies</b> ” below.	Since March 1, 2006	62,173 <sup>(5)</sup>
Martin Burian <sup>(2)(4)</sup> Vancouver, BC Director	Chartered Accountant (1990) and Chartered Business Valuator (1992) designations while at KPMG and obtained his Bachelor of Commerce from the University of British Columbia in 1986.  See “ <b>Director Biographies</b> ” below.)	Since January 19, 2018	100,000 <sup>(6)</sup>
Inês Henriques <sup>(2)</sup> Oeiras, Portugal Chief Operating Officer and Director	Degree in Environmental Engineering from the New University of Lisbon, Portugal and a PhD from Virginia Tech, USA.  See “ <b>Director Biographies</b> ” below.	Since May 25, 2018	1,951,472 <sup>(8)</sup>
Benjamin LeBoe <sup>(4)(3)</sup> Vancouver, British Columbia Director	Principal, Independent Management Consultants of British Columbia since 1990; Partner of KPMG Consulting and its predecessor firms from 1978 to 1990.  See “ <b>Director Biographies</b> ” below.	Since May 25, 2018	40,000 <sup>(9)</sup>

Notes:

- (1) The information in the table above as to Common Shares beneficially owned or controlled and the following information as to principal occupation, business or employment is not necessarily within the knowledge of management of the Company and has been furnished by the respective nominees.
- (2) Member of Audit Committee.

- (3) Member of Compensation Committee.
- (4) Member of Corporate Governance Committee.
- (5) Alexander Helmelt holds 200,000 stock options to purchase 200,000 common shares at an exercise price of \$0.30, expiring on January 19, 2023 and 100,000 incentive stock options to purchase 100,000 common shares at an exercise price of \$0.37 expiring on April 29, 2024.
- (6) Martin Burian holds 100,000 incentive stock options to purchase 100,000 common shares at an exercise price of \$0.30, expiring on January 19, 2023, and 100,000 incentive stock options to purchase 100,000 common shares at an exercise price of \$0.37 expiring on April 29, 2024. Subsequent to the record date, Martin Burian subscribed for 100,000 units in the Company's private placement.
- (7) Jani-Mikael Kuusisto holds 450,000 incentive stock options to purchase 450,000 common shares at an exercise price of \$0.30, expiring on January 19, 2023, and 150,000 incentive stock options to purchase 150,000 common shares at an exercise price of \$0.37 expiring on April 29, 2024.
- (8) Inês Henriques holds 300,000 incentive stock options to purchase 300,000 common shares at an exercise price of \$0.30, expiring on January 19, 2023, and 150,000 incentive stock options to purchase 150,000 common shares at an exercise price of \$0.37 expiring on April 29, 2024.
- (9) Benjamin Leboe holds 100,000 incentive stock options to purchase 100,000 common shares at an exercise price of \$0.30, expiring on May 25, 2023, and 100,000 incentive stock options to purchase 100,000 common shares at an exercise price of \$0.37 expiring on April 29, 2024.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

A shareholder can vote for all of the above nominees, vote for some of the above nominees and withhold for other of the above nominees, or withhold for all of the above nominees. **Unless otherwise instructed, the named proxyholders will vote FOR the election of each of the proposed nominees set forth above as directors of the Company. At the Meeting the above persons will be nominated for election as director as well as any person nominated pursuant to the Advance Notice Provision (see below). Only persons nominated by management pursuant to this Information Circular or pursuant to the Advance Notice Provision will be considered valid director nominees eligible for election at the Meeting.**

## **Director Biographies**

### **Jani-Mikael Kuusisto – Director and Chief Executive Officer**

With nearly 18 years of experience in the field of Printed Electronics and Consumer Packaged Goods (“CPG”) Jani-Mikael Kuusisto brings extensive international experience of working with the Printed Electronics customer and supply value chains to his position as Chief Executive Officer of the Company. Previously, Mr. Kuusisto was YD Ynvisible S.A.’s Chief Business Development Officer, between 2011 and 2014. Prior to rejoining YD Ynvisible S.A. in August 2016, Mr. Kuusisto worked in business development for VTT Technical Research Centre of Finland, as Senior Scientist, where he consulted for numerous rapidly growing IoT companies.

Jani-Mikael has an M.Sc. in Economics and Business Administration from the Helsinki School of Economics and Business Administration (now a part of Aalto University). He graduated in 2000 with a major in International Business and minors in Finance and Multimedia.

### **Duarte Mineiro – Director**

Duarte Mineiro is a Director of Armilar Venture Partners, previously Espírito Santo Ventures. Mr. Mineiro is a Board member/observer of several Armilar portfolio companies. Prior to this, Mr. Mineiro worked for over 10 years in The Boston Consulting Group, mainly in the healthcare and financial sectors, having had the chance to work extensively in several countries (joined Lisbon/ Madrid office in 1998, Paris office in 2003 and London office in 2009).

Mr. Mineiro holds an MBA from the Tuck School of Business at Dartmouth College, and a degree in Industrial Engineering and Management from the Technical University of Lisbon.

**Alexander Helm – Director**

Alexander Helm has been a director of the Company since March 1, 2006. Mr. Helm served as the President of the Company from March 1, 2006 to January 19, 2018 and served as Chief Executive Officer of the Company from August 27, 2007 to January 19, 2018. Mr. Helm brings over 15 years of experience working with private and publicly traded companies. Mr. Helm has served as a director and/or officer for numerous private and listed Canadian Securities Exchange and TSX Venture Exchange companies.

Mr. Helm obtained his Bachelor of Science degree from the University of British Columbia in 1994 and obtained his Certified Information Systems Auditor (CISA) designation in 2006 which is not currently active.

**Martin Burian – Director**

Mr. Burian has over 25 years of investment banking experience. Mr. Burian brings a wealth of knowledge and expertise in finance, management, administration and business planning for growth companies. Mr. Burian is currently Managing Director of Investment Banking at RCI Capital Group, was Managing Director of Investment Banking at Haywood Securities Inc. from 2010 until mid-2013, prior to which he served as President of Bolder Investment Partners and Vice-President Corporate Finance from 2005 until its merger with Haywood Securities in 2010. Prior to Bolder Mr. Burian served as Vice President of Investment Banking with Canaccord Capital and predecessor firms from 1998 to 2005. Mr. Burian is currently an officer or director of the following public companies: Assure Holdings Corp., listed on the TSX Venture Exchange in the medical services industry in the USA; Canarc Resource Corp., a resource issuer listed on the Toronto Stock Exchange; Canvass Ventures Ltd., a capital pool company listed on the TSX Venture Exchange that is conducting a qualifying transaction with a technology company; Elysee Development Corp., an investment issuer listed on the TSX Venture Exchange; and Russell Breweries Inc., a NEX Board issuer that recently completed the sale of its operating assets. Mr. Burian also serves as CFO (part time) of Heffel Fine Art Auction House, Canada's leading national firm in that sector.

Mr. Burian obtained his Chartered Accountant (1990) and Chartered Business Valuator (1992) designations while at KPMG and obtained his Bachelor of Commerce from the University of British Columbia in 1986.

**Inês Henriques –Director and Chief Operating Officer**

Inês Henriques is the Chief Operating Officer of the Company. Inês was the leader of the research initiative, which resulted in founding of YD Ynvisible S.A. in 2010, after which she acted as CEO of Ynvisible. Inês developed a competent team, with high levels of expertise in all strategic areas, and initiated senior management recruitment for Ynvisible. Inês has also been actively involved in the development of the company's core IP portfolio, and was responsible for initiating Ynvisible's first manufacturing partnership and establishing R&D partner networks to develop future interactive surfaces technologies. Inês has a degree in Environmental Engineering from the New University of Lisbon, Portugal and a PhD from Virginia Tech, USA.

**Benjamin LeBoe, B.Com., CMC, CA/CPA (Ret.) –Director**

Benjamin LeBoe currently serves as a Director of Nevada Exploration Inc. (NGE), a TSX Venture Exchange issuer, and Ynvisible Interactive Inc. (YNV) a TSX Venture Exchange issuer, where he is a member of their Audit (Chair) (NGE) and Compensation Committee (Chair) (YNV).

Mr. LeBoe was most recently Chief Financial Officer of Uranerz Energy Corporation, listed on NYSE American and the TSX, before that company merged with Energy Fuels Inc.. (EFR.TO). During his nine years at Uranerz Mr. LeBoe also held positions as Uranerz' Ethics Officer, Corporate Secretary, Principal Accounting Officer and Senior Vice President of Finance. Prior to joining Uranerz in 2006 Mr. LeBoe was a Senior Consultant, Management Consulting, of the Business Development Bank of Canada from 2005 to 2006. Previously, from 1995 to 2005 he was a Director, Chief Financial Officer, Principal Accounting Officer and Treasurer of numerous public companies in Canada and the U.S.A. From 1991 to June 1995, Mr. LeBoe served as Chief Financial Officer and Vice President of VECW Industries Ltd. Mr. LeBoe has been Principal, Independent Management Consultants of British Columbia, since 1990. Mr. LeBoe was a Partner of KPMG Consulting and its predecessor firms from 1978 to 1990.

Mr. LeBoe has been Principal, Independent Management Consultants of British Columbia, since 1990. He was a Partner of KPMG Consulting and its predecessor firms from 1978 to 1990.

Mr. LeBoe has a business degree from the University of British Columbia, is a Certified Management Consultant and retired Business Valuator/Chartered Accountant (CPA, CA).

### **Advance Notice Provision**

At the Company's annual general and special meeting held on August 20, 2013, the shareholders of the Company approved the alteration of the Company's articles for the purpose of adopting 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) 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 merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision as SEDAR filed on August 19, 2014 under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company did not receive notice of a nomination in compliance with the Advance Notice Provision, and as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

### **Corporate Cease Trade Orders**

Other than as disclosed below, to the best of the Company's knowledge, no existing or proposed director, officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Issuer is, or within the ten years prior to the date hereof has been, a director or CEO or CFO of any corporation that, while that person was acting in the capacity of director or CEO or CFO of that corporation, was the subject of a cease trade order or similar order or an order that denied the corporation access to any exemption under securities legislation for a period of more than 30 consecutive days.

#### ***Desmond Balakrishnan***

Desmond M. Balakrishnan, Corporate Secretary of the Company, was a director of Aroway Energy Inc. ("**Aroway**"), a TSX Venture Exchange listed company at the time a Cease Trade Order was issued by the British Columbia Securities Commission on January 4, 2016 for not having filed its annual financial statements for the year ended June 30, 2015 and its interim financial report for the financial period ended September 30, 2015 and its management's discussion and analysis for the periods ended June 30, 2015 and September 30, 2015. The Cease Trade Order remains in effect.

Desmond Balakrishnan was a director of Probe Resources Ltd. ("**Probe**") (now known as Rooster Energy Ltd.), a TSX Venture Exchange listed company, at the time Probe was issued a cease trade order on January 7, 2011, for failure to file its annual financial statements and management's discussion and analysis for its financial year ended August 31, 2010 in the required time. Probe announced by press release dated November 16, 2010 that the company's U.S. subsidiaries filed voluntary Chapter 11 petitions in U.S. Bankruptcy Court for the Southern District of Texas in Houston, Texas. Mr. Balakrishnan resigned upon the filing of the Chapter 11 proceeding in November 2012. Probe emerged from its Chapter 11 bankruptcy filing on April 15, 2011 and then brought its filings up to date. On February 6, 2012, the cease trade order was lifted.

### **Penalties or Sanctions**

To the best of the Company's knowledge, no existing or proposed director or officer of the Company, nor any shareholder holding sufficient securities of the Company to materially affect control of the Company has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision

### **Personal Bankruptcies**

To the Company's knowledge, no director or officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person has, within the 10 years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

### **Conflicts of Interest**

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. To the best of the Company's knowledge, and other than disclosed herein, there are no existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

**Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the Nominees.**

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT EACH SHAREHOLDER VOTE "FOR" THE ELECTION OF THE ABOVE NOMINEES AS DIRECTORS.**

### **APPOINTMENT OF AUDITOR**

Morgan & Company LLP, Chartered Professional Accountants, will be nominated at the Meeting for re-appointment as auditor of the Company.

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

National Instrument 52-110 of the Canadian Securities Administrators – *Audit Committees* ("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, as set forth in the following:

#### **The Audit Committee's Charter**

The mandate of the Audit Committee is to ensure the Company effectively maintains the necessary management systems and controls to allow for timely and accurate reporting of financial information to safeguard shareholder value, to meet all relevant regulatory requirements and to provide recommendations to the Board in the areas of management systems and controls.

The Company's audit committee charter is attached as Schedule "A" to this Information Circular.

### Composition of the Audit Committee

The current members of the Audit Committee are Duarte Mineiro (Chairman), Inês Henriques and Martin Burian. Duarte Mineiro and Martin Burian are independent members of the Audit Committee as defined under section 1.4 of NI- 52-110. Inês Henriques, Chief Operating Officer of the Company is a non-independent member of the Audit Committee. All members of the Audit Committee are financially literate as required under section 1.6 of NI 52-110. Refer to *Director Biographies* above.

### Relevant Education and Experience

The relevant education and/or experience of each of the members of the Audit Committee are described under *Director Biographies* above.

Each member of the audit committee has:

- an understanding of the accounting principles used by the issuer to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and
- an understanding of internal controls and procedures for financial reporting.

### Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Morgan & Company LLP, Chartered Professional Accountants.

### Reliance on Certain Exemptions

The Company’s auditor, Morgan & Company LLP, Chartered Professional Accountants, has not provided any material non-audit services.

### Pre-Approval Policies and Procedures

Refer to the Company’s Audit Committee Charter concerning adoption of 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 all non-audit services provided by Morgan & Company LLP to the Company to ensure auditor independence. Fees incurred with Morgan & Company LLP for audit and non-audit services for the Company’s first completed financial year ended December 31, 2018 is outlined in the following table:

Nature of Services	Fees Paid in Year Ended December 31, 2018
Audit Fees <sup>(1)</sup>	\$29,500
Audit-Related Fees <sup>(2)</sup>	\$-
Tax Fees <sup>(3)</sup>	\$1,300
All Other Fees <sup>(4)</sup>	\$1,359.90
	<b>\$32,159.90</b>

Notes:

<sup>(1)</sup> “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. 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.

<sup>(2)</sup> “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 a “venture issuer” as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

## CORPORATE GOVERNANCE

### General

Corporate governance refers to the policies and structure of the board of directors of a corporation, whose members are elected by and are accountable to the shareholders of the corporation. 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.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - Disclosure of Corporate Governance Practices prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

### Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board requires management to provide complete and accurate information with respect to the Company’s activities and to provide relevant information concerning the industry in which the Company operates in order to identify and manage risks. The Board is responsible for monitoring the Company’s officers who, in turn, are responsible for the maintenance of internal controls and management information systems.

Benjamin LeBoe, Duarte Mineiro and Martin Burian are independent directors on the Board. Jani-Mikael Kuusisto, Alexander Helmel, and Inês Henriques are not considered independent (Chief Executive Officer, former Chief Executive Officer and President, and Chief Operating Officer respectively).

### Directorships

Certain directors of the Company are currently serving on boards of the following other reporting companies (or equivalent) is as set out below:

Name of Director	Name of Reporting Issuer	Exchange Listed
Martin A. Burian	Assure Holdings Corp.	TSXV
	Canarc Resource Corp.	TSX
	Canvass Ventures Ltd.	TSXV
	Elysee Development Corp.	TSXV, Frankfurt, OTCBB
	RBI Ventures Ltd.	NEX
Alexander Helmel	Global Cannabis Applications Corp.	CSE, Frankfurt, OTCBB
	Global Vanadium Corp.	TSXV
	J55 Capital Corp.	TSXV

Name of Director	Name of Reporting Issuer	Exchange Listed
	Universal Copper Ltd. formerly Tasca Resources Ltd.)	TSXV
	Resolve Ventures Inc.	TSXV
	Block X Capital Corp.	TSXV
Benjamin LeBoe	Nevada Exploration Inc.	TSXV

### 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.

### Nomination of Directors

The Company's board of directors ("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.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

### Compensation

The Compensation Committee determines compensation and incentive awards for the directors and senior officers of the Company. The current members of the Company's Compensation Committee are Benjamin LeBoe (Chairman), Duarte Mineiro and Jani-Mikael Kuusisto. Benjamin LeBoe and Duarte Mineiro are independent members of the Compensation Committee. Jani-Mikael Kuusisto is not an independent member as Mr. Kuusisto is Chief Executive Officer. A Compensation Committee Charter was adopted by the Board on May 27, 2008 and is available for review on the Company's website at [www.ynvisible.com](http://www.ynvisible.com).

### Corporate Governance Committee

The current members of the Corporate Governance Committee are: Benjamin LeBoe (Chairman), Martin Burian and Alexander Helm. The Corporate Governance Committee oversees the drafting of the various corporate governance policies of the Company's Board. The Company adopted a charter for the Corporate Governance Committee on May 27, 2008. The charter and the corporate disclosure policy for the Corporate Governance Committee are available for review on the Company's website at [www.ynvisible.com](http://www.ynvisible.com).

### Other Board Committees

The Company has no committees other than the Audit Committee, the Compensation Committee and the Corporate Governance Committee.

## 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.

### STATEMENT OF EXECUTIVE COMPENSATION

In this section:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year.

The authorized capital of the Company consists of an unlimited number of Common Shares, each carrying the right to one vote.

Effective December 3, 2017, the Company’s common shares were consolidated at a ratio of 2 pre-consolidation common shares for one post-consolidated common share.

Effective January 19, 2018 the Company’s name was changed from “Network Exploration Ltd.” to “Ynvisible Interactive Inc.”.

The Company’s Common Shares are listed on the TSX Venture Exchange under stock symbol “YNV”. The Company is also listed on the OTCQB under stock symbol “YNVYF” and in Frankfurt under the symbol 1XNAF.

### **DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION**

#### **Director and NEO Compensation Excluding Options and Compensation Securities**

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and directors of the Company for the Company’s first completed financial years ended December 31, 2018. Options and compensation securities are disclosed under the heading “**Stock Options and Other Compensation Securities**” of this Form.

**During financial year ended December 31, 2018** based on the definition above, the NEOs of the Company were: Jani-Mikael Kuusisto, Chief Executive Officer and director, Alexander Helm, former President, Chief Executive Officer and current director, Darren Urquhart, Chief Financial Officer, Inês Henriques, Chief Operating Officer and director, Carlos Pinheiro, Chief Technology Officer and Desmond M. Balakrishnan, Corporate Secretary. Alexander Helm resigned as President and Chief Executive Officer of the Company on January 19, 2018. Jani-Mikael Kuusisto was appointed Chief Executive Officer on January 19, 2018. Inês Henriques was appointed Chief Operating Officer of the Company on January 19, 2018. Carlos Pinheiro was appointed Chief Technology Officer on January 19, 2018. Desmond M. Balakrishnan resigned as Secretary of the Company on January 19, 2018 and was re appointed Corporate Secretary of the Company on January 19, 2018. The directors of the Company were: former director, Robert Friesen and former director, Richard Vaive, Duarte Mineio and Benjamin LeBoe. Robert Friesen and Richard Vaive resigned as directors of the Company on January 19, 2018.

**Table of Compensation, Excluding Compensation Securities in Financial Year ended December 31, 2018**

The below chart indicates compensation to NEOs and two directors who were not a NEO for the financial year ended December 31, 2018 (expressed in Canadian 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 (\$)
Jani-Mikael Kuusisto CEO and director	2018	184,384	-	-	-	-	184,384
	2017	156,246	-	-	-	-	156,246
Alexander Helmel former President, CEO and current director	2018	27,500	-	-	-	-	27,500
	2017	-	-	-	-	-	-
Inês Henriques COO and director	2018	113,576	-	-	-	-	113,576
	2017	85,487	-	-	-	-	85,487
Carlos Pinheiro, Chief Technology Officer	2018	117,205	-	-	-	-	117,205
	2017	47,127	-	-	-	-	47,127
Desmond M. Balakrishnan Corporate Secretary	2018	-	-	-	-	-	-
	2017	-	-	-	-	-	-
Duarte Mineiro director	2018	-	-	-	-	-	-
	2017	-	-	-	-	-	-
Darren Urquhart Chief Financial Officer	2018	30,000	-	-	-	-	30,000
	2017	-	-	-	-	-	-
Benjamin LeBoe director	2018	7,000	-	-	-	-	7,000
	2017	-	-	-	-	-	-
Martin Burian director	2018	11,000	-	-	-	-	11,000
	2017	-	-	-	-	-	-
Robert Friesen former director	2018	-	-	-	-	-	-
	2017	-	-	-	-	-	-
Richard Vaive former director	2018	-	-	-	-	-	-
	2017	-	-	-	-	-	-

**Stock Options and Other Compensation Securities**

10% “rolling” Share Option Plan (Option-Based Awards)

The Company has in place a 10% “rolling” share option plan dated for reference April 12, 2018 (the “Share Option Plan”), wherein an aggregate of 10% of the issued and outstanding Common Shares at the time an option is granted, less any outstanding options, are available for issuance to eligible optionees. The Share Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the board of directors based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the board of directors. The Share 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 Share Option Plan is a 10% maximum rolling plan. Options granted under the Share Option Plan are not exercisable for a period longer than 10 years and the exercise price must be paid in full upon exercise of the option.

The Share Option Plan is subject to the following restrictions:

- (a) The Company must not grant an option to any one individual director, officer, employee, management company employee, consultant or company consultant (the “Service Provider”) in any 12 month period that exceeds 5% of the outstanding Common Shares, unless the Company has obtained approval to do so

by a majority of the votes cast by the shareholders of the Company eligible to vote at a shareholders' meeting, excluding votes attaching to Common Shares beneficially owned by insiders and their associates ("Disinterested Shareholder Approval");

- (b) The aggregate number of options granted to a Service Provider conducting investor relations activities in any 12 month period must not exceed 2% of the outstanding Common Shares calculated at the date of the grant, without the prior consent of the TSXV;
- (c) The Company must not grant an option to any one individual consultant in any 12 month period that exceeds 2% of the outstanding Common Shares calculated at the date of the grant of the option, without the prior consent of the TSXV;
- (d) The aggregate number of Common Shares reserved for issuance under options granted to insiders must not exceed 10% of the outstanding Common Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (e) The aggregate number of Common Shares issued for option to insiders in any 12 month period must not exceed 10% of the outstanding Common Shares (in the event that the Share Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (f) The issuance to any one Optionee within a 12 month period of a number of Common Shares must not exceed 5% of outstanding Common Shares unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) any one Person engaged in Investor Relations Activities for the Company must vest in stages over a 12 month period with no more than 1/4 of the Options vesting in any three month period; and
- (h) The exercise price of an option previously granted to an insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so.

***Material Terms to the Share Option Plan***

The following is a summary of the material terms of the Share Option Plan:

- (a) 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 Share Option Plan;
- (b) options granted under the Share Option Plan are non-assignable and non-transferable and are issuable for a period of up to ten (10) years;
- (c) 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;
- (d) if there is a takeover bid for all or any of the issued and outstanding Common Shares, then all outstanding Options, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on exercise, shall become exercisable in full to enable the Optioned Shares to be issued and tendered to such bid, subject to prior written approval of the TSXV;
- (e) an 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;
- (f) 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;
- (g) 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;
- (h) the exercise price of each option will be set by the Board at the time such Option is allocated under the Share Option Plan, and cannot be less than the Discounted Market Price (as defined in the Share Option

Plan);

- (i) vesting of Options shall be 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;
- (j) the Share Option Plan contains a black-out provision restricting all or any of the Company's Service Providers to refrain from trading in the Company's securities until the restriction has been lifted by the Company;
- (k) no vesting requirements will apply to options granted under the Share Option Plan other than as required by TSXV policies; however, a four month hold period will apply to all Common Shares from the date of grant for all Options granted to:
  - (i) insiders of the Company; or
  - (ii) where Options are granted to any Service Provider, including Insiders, where the exercise price is at a discount to the Market Price; and
- (l) the Board reserves the right in its absolute discretion to amend, modify or terminate the Share Option Plan with respect to all Common Shares in respect of options which have not yet been granted under the Share Option Plan. Any amendment to any provision of the Share Option Plan will be subject to any necessary Regulatory approvals unless the effect of such amendment is intended to reduce (but not to increase) the benefits of the Share Option Plan to Service Providers.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Share Option Plan may be made by the Board without further shareholder approval.

Accordingly, the Share Option Plan also provides that the Board may, without shareholder approval:

- (i) amend the Share Option Plan to make amendments which are of a typographical, grammatical or clerical nature only;
- (ii) amendments of a housekeeping nature;
- (ii) change the vesting provisions of an option granted under the Share Option Plan, subject to prior written approval of the TSX Venture, if applicable;
- (iii) change the termination provision of an Option granted under the Share Option Plan if it does not entail an extension beyond the lesser of the original expiry date of such Option, or 12 months from termination;
- (iv) make such amendments to the Share Option Plan as are necessary or desirable to reflect changes in securities laws applicable to the Company or any requested changes by the TSX Venture;
- (v) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSX Venture, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (vi) amend the Share Option Plan to reduce, and not to increase, the benefits of this Share Option Plan to Service Providers.

## Stock Options and Other Compensation Securities

### Outstanding Options

The following table sets forth incentive stock options (option-based award) pursuant to the Company's 10% "rolling" share option plan that were outstanding to an NEO and a director who was not an NEO during financial year ended December 31, 2018. There were no share-based awards granted during financial year ended December 31, 2018.

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 M/D/Y	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 M/D/Y
Jani-Mikael Kuusisto CEO and director	Options	450,000 10.6%	01/19/2018	\$0.30	\$0.30	\$0.235	01/19/2023
Alexander Helmel, former President, CEO and current director	Options	200,000 4.5%	01/19/2018	\$0.30	\$0.30	\$0.235	01/19/2023
Inês Henriques COO and director	Options	300,000 7.1%	01/19/2018	\$0.30	\$0.30	\$0.235	01/19/2023
Carlos Pinheiro, Chief Technology Officer	Options	375,000 8.8%	01/19/2018	\$0.30	\$0.30	\$0.235	01/19/2023
Desmond M. Balakrishnan Corporate Secretary	Options	100,000 2.3%	01/19/2018	\$0.30	\$0.30	\$0.235	01/19/2023
Darren Urquhart CFO	Options	100,000 2.3%	01/19/2018	\$0.30	\$0.30	\$0.235	01/19/2023
Duarte Mineiro director	Options	Nil	-	-	-	-	-
Benjamin LeBoe director	Options	100,000 2.3%	05/25/2018	\$0.30	\$0.30	\$0.235	01/19/2023
Robert Friesen former director	Options	Nil	-	-	-	-	-
Richard Vaiive former director	Options	Nil	-	-	-	-	-

Notes:

- (1) Percentage of class represents % of compensation securities granted over the total number of compensation securities of the Company outstanding as of December 31, 2018.
- (2) Closing price of the Issuer's common shares as at December 31, 2018.

### Exercise of Compensation Securities by NEOs and Directors

There were no stock options or share-based awards exercised by an NEO or a director of the Company during financial year ended December 31, 2018.

**Employment, Consulting and Management Agreements**

At year ended December 31, 2018, below is a description of the employment agreements entered into with the Company and its operating subsidiaries:

(i) YD Ynvisible, S.A., a subsidiary of the Company, entered into an employment agreement with Jani-Mikael Kuusisto dated August 12, 2016 whereby Jani-Mikael Kuusisto agreed to act as General Manager (as of January 19, 2018 Chief Executive Officer) of the Company in return for a gross annual salary of 106,846€ (one hundred and six thousand eight hundred and forty six Euros) (Cdn\$166,680), with six months severance pay upon termination by the Company; and

(ii) YD Ynvisible, S.A., a subsidiary of the Company, entered into an employment agreement with Inês Henriques dated October 1, 2010 (first signed by YDreams on March 6, 2007 and then transferred to YD Ynvisible, S.A. on October 1, 2010) whereby Inês Henriques agreed to act as Chief Executive Officer (as of January 19, 2018 Chief Operating Officer) of the Company in return for a gross annual salary of 65,896€ (sixty five thousand eight hundred and ninety six Euros) (Cdn.\$102,798), with the termination clauses established by Portuguese Labour Law; and

(iii) Ynvisible GmbH, a subsidiary of the Company, entered into an employment agreement with Carlos Pinheiro dated July 1, 2018 whereby Carlos Pinheiro agreed to act as Chief Technology Officer of the Company in return for a gross annual salary of 65,896€ (sixty five thousand eight hundred and ninety six Euros) (Cdn. \$102,798), with 8 months severance pay upon termination by the Company.

Jani-Mikael Kuusisto, Inês Henriques, and Carlos Pinheiro will be awarded bonus compensation based on the delivery of certain performance milestones. Payment will be paid in the month following the completion of the milestone and will be paid as a one-time payment as a certain percentage of annual salary. Milestones and related bonus will be paid as outlined in the following table:

<b>Milestone</b>	<b>% Bonus (as percentage of annual salary)</b>
Bring production capacity to 250K ECDs/month	2
Bring production capacity to 1M ECDs/month	3
Sign 2 meaningful contracts with companies/consultants with access to clients	2
Sign 2 meaningful contracts with companies with complementing supply and possible end client relationships	2
Achieve CDN\$400K cumulative revenue	2
Achieve CDN\$800K cumulative revenue	3
Achieve CDN\$1.2M cumulative revenue	3
Sign and announce jointly funded research project	3
Sign and announce 2nd jointly funded research project	4
File 2 new patent applications	2
File a further 2 new patent applications (4 total)	2
File a further 2 new patent applications (6 total)	2
Have a patent granted	1
Have a second patent granted	1

<b>Milestone</b>	<b>% Bonus (as percentage of annual salary)</b>
Make 2 invited speeches at industry conferences	2
Make a further 3 invited speeches at industry conferences	3
Achieve 10 meaningful mentions in the media	3
<b>Total Achievable:</b>	<b>40%</b>

### **Oversight and Description of Director and NEO Compensation**

Executive compensation is set to attract and retain the best available talent while efficiently utilizing available resources. The Company compensates executive management with a package typically including a base salary (“**Base Salary**”), an incentive compensation plan (“**Incentive Compensation**”) and equity compensation (the “**Equity Compensation**”) designed to be competitive with comparable employers. In considering executive management’s compensation, the Board takes into consideration the financial condition of the Company. The Base Salary is set in comparison to the comparable positions in the market and in the industry, the Incentive Compensation is used as a short-term incentive to achieve Company objectives, and the Equity Compensation is designed to allow the participants to enjoy the benefits of any increase in company valuation and share price, should such an increase occur. Executive compensation is designed to reward activities and achievements that are aligned with the long-term interests of the Company’s shareholders.

The Base Salary, Incentive Compensation and Equity Compensation for the Company’s NEOs, including the CEO and the CFO is determined by the Company’s Compensation Committee. The Company’s Compensation Committee determines compensation and incentive awards for the directors and senior officers of the Company. The Compensation Committee also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company’s senior management. The Board reviews the compensation of senior management on a semi-annual basis taking into account compensation paid by other issuers of similar size and activity.

#### Philosophy and Objectives

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

- (a) attracting and retaining qualified 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, bonus compensation and equity participation through its Option Plan. Recommendations for senior management compensation are presented to the Ynvisible Board for review.

The Company currently does not have in place any formal policies to prevent a director or NEO 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 such director or NEO.

#### Elements of Compensation

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

#### Base Salary or Consulting Fees

In the Board’s view, paying base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates is a first step to attracting and retaining qualified and effective executives.

Financial year ended December 31, 2018

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Key Management Compensation

		<b>December 31, 2018</b>		<b>December 31, 2017</b>
Consulting and management fees – cash	\$	490,665	\$	288,860
Share-based compensation		565,623		---
	\$	1,056,288	\$	288,860

As at December 31, 2018, accounts payable and accrued liabilities include \$122,252 (2017 - \$284,750) due to officers and directors. The breakdown due to officers and directors at December 31, 2018 is as follows: Jani-Mikael Kuusisto \$10,223, Inês Henriques \$72,216, Alexander Helmel \$7,875, Martin Burian \$3,150, Carlos Pinheiro Baptista \$17,913, Benjamin LeBoe \$3,000, Darren Urquhart \$7,875. Trade and other amounts due to related parties are unsecured and have no specified terms of repayment.

Equity Participation

Share 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 Compensation Committee.

Bonus Incentive Compensation

The Company’s objective is to achieve certain strategic objectives and milestones. The Board will consider executive bonus compensation dependent upon the Company meeting those strategic objectives and milestones and sufficient cash resources being available for the granting of bonuses. The Board approves executive bonus compensation dependent upon compensation levels based on recommendations of the CEO. Such recommendations are generally based on information provided by issuers that are similar in size and scope to the Company’s operations.

**Risks Associated with the Company’s Compensation Practices**

At the time of preparation of this Information Circular, the Company’s directors had not considered the implications of any risks to the Company associated with decisions regarding the Company’s compensation program. The Company intends to formalize its compensation policies and practices and will take into consideration the implications of the risks associated with the Company’s compensation program and how it might mitigate those risks.

Benefits and Perquisites

The Company does not, as of the date of this Information Circular, offer any benefits or perquisites to its NEOs other than potential grants of incentive share options as otherwise disclosed and discussed herein.

Hedging by Named Executive Officers or Directors

The Company has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Information Circular, entitlement to grants of incentive share options under the Company’s share option plan is the only equity security element awarded by the Company to its executive officers and directors (see heading “*Continuation of Share Option Plan*” below for a description of the Company’s share option plan).

**Pension Disclosure**

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

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

*Equity Compensation Plan Information*

The Company has a 10% rolling share option plan in place dated for reference April 12, 2018. The following tables set out equity compensation plan information as at the end of the financial year ended December 31, 2018:

	<b>Number of securities to be issued upon exercise of outstanding options</b>	<b>Weighted-average exercise price of outstanding options</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
<b>Plan Category</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity compensation plans approved by securityholders (“Share Option Plan”)	4,250,000	\$0.34	1,064,168
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	4,250,000		1,064,168

Note: The issued and outstanding Common Shares of the Company on December 31, 2018 was 53,141,679.

**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**

Except as disclosed in this Information Circular, to the knowledge of management of the Company, no informed person of the Company, proposed director of the Company, or any associate or affiliate of any informed person or proposed director of the Company has any material interest, direct or indirect, in any transaction since the commencement of the Company’s three financial years ended December 30, 2018, November 30, 2017, and November 30, 2016 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

“**Informed Person**” means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

### Closing of RTO

On the closing of the Company's RTO described above, the following Company insiders were issued common shares and subject to a Tier 2 Value Security Escrow Agreement to be released over a 36 month period:

Y Dreams – Informatica , S.A. – 10,169,878 common shares

Jani-Mikael Kuusisto – 1,258,810 common shares

Inês Henriques – 1,951,472 common shares

Carlos Pinheiro – 1,545,174 common shares

The following common shares remain in escrow at record date, May 17, 2019:

Y Dreams – Informatica, S/A. – 6,101,926 common shares

Jani-Mikael Kuusisto – 755,285 common shares

Inês Henriques – 1,170,883 common shares

Carlos Pinheiro – 927,105 common shares

### **MANAGEMENT CONTRACTS**

Other than set out in this Information Circular, 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.

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

#### **Ratification 10% “rolling” Share Option Plan**

TSX Venture Exchange (“TSXV”) policy requires all of its listed companies to have a share option plan if the company intends to grant options. Shareholders approved the adoption of the Company's 10% rolling share option plan dated for reference April 12, 2018 at its Annual General Meeting held on May 25, 2018 (the “Plan”).

At the date of this Information Circular, there were options outstanding to purchase an aggregate of 1,274,743 Common Shares under the Company's Plan.

#### ***Shareholder Approval***

At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution to ratify and confirm the Plan, with or without variation, as follows:

“**RESOLVED** that the Company's Share Option Plan dated for reference April 12, 2018, be and is hereby ratified and confirmed until the next annual meeting of the Company.”

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

**A copy of the Plan will be available for inspection at the Meeting.**

**The Board recommends that shareholders vote in favor of the Company's 10% “rolling” Share Option Plan.**

### **ADDITIONAL INFORMATION**

Financial information is provided in the audited financial statements of the Company for the Company's first completed financial year ended December 31, 2018, the auditor's report thereon, and the related management discussion and analysis as filed on [www.sedar.com](http://www.sedar.com).

Additional information relating to the Company is filed on [www.sedar.com](http://www.sedar.com) and upon request from the Company at Suite 830, 1100 Melville Street, Vancouver BC V6E 4A6 at telephone no.: (604) 638-7363. Copies of documents will be provided free of charge to securityholders of the Company. The Company may require the payment of a reasonable charge

from any person or company who is not a securityholder 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 of the Company.

**DATED** at Vancouver, British Columbia, June 4, 2019.

**BY ORDER OF THE BOARD**

*s/Jani-Mikael Kuusisto*

---

**Jani-Mikael Kuusisto**  
**Chief Executive Officer**

## Schedule "A"

### YNVISIBLE INTERACTIVE INC.

#### CHARTER OF THE AUDIT COMMITTEE

#### 1. Mandate

The audit committee will assist the board of directors (the "Board") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the Corporation's business, operations and risks.

#### 2. Composition

The Board will appoint from among their membership an audit committee after each annual meeting of the shareholders of the Corporation. The audit committee will consist of a minimum of three directors.

##### 2.1 Independence

A majority of the members of the audit committee must be "independent" (as defined in Sec. 1.4 of National Instrument 52-110 (Audit Committees)) ("NI 52-110").

##### 2.2 Expertise of Committee Members

A majority of the members of the audit committee must be "financially literate" (as defined in Sec. 1.6 of NI 52-110) or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise.

#### 3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Corporation's Chief Financial Officer and external auditors in separate executive sessions.

#### 4. Roles and Responsibilities

The audit committee shall fulfil the following roles and discharge the following responsibilities:

##### 4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, or performing other audit, review or attest services, including the resolution of disagreements between management and the external auditors regarding financial reporting. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;

- (d) review and recommend to the Board the compensation to be paid to the external auditors;
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards; and
- (f) an audit committee must review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

#### 4.2 *Internal Control*

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Corporation. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Corporation; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

#### 4.3 *Financial Reporting*

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

##### *General*

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

##### *Annual Financial Statements*

- (a) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (c) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

##### *Interim Financial Statements*

- (a) review and approve the interim financial statements prior to their release to the public; and
- (b) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

##### *Release of Financial Information*

- (a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public. An audit committee must be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and must periodically assess the adequacy of those

procedures.

#### 4.4 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Corporation or any subsidiary of the Corporation shall be subject to the prior approval of the audit committee.

##### *Delegation of Authority*

(a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

##### *De-Minimis Non-Audit Services*

(a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

(i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Corporation and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

(ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

##### *Pre-Approval Policies and Procedures*

(a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

(i) the pre-approval policies and procedures are detailed as to the particular service;

(ii) the audit committee is informed of each non-audit service; and

(iii) the procedures do not include delegation of the audit committee's responsibilities to management.

#### 4.5 *Other Responsibilities*

The audit committee shall:

(a) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;

(b) establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;

(c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;

(d) review the policies and procedures in effect for considering officers' expenses and perquisites;

(e) perform other oversight functions as requested by the Board; and

(f) review and update this Charter and receive approval of changes to this Charter from the Board.

#### 4.6 *Reporting Responsibilities*

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

### 5. **Resources and Authority of the Audit Committee**

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

### 6. **Guidance – Roles & Responsibilities**

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfillment of their roles and responsibilities on the committee:

#### 6.1 *Internal Control*

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

#### 6.2 *Financial Reporting*

##### *General*

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Corporation's adoption of them.

##### *Annual Financial Statements*

- (a) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Corporation reports or trades its shares;
- (b) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (c) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;

- (d) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (e) ensure that the external auditors communicate all required matters to the committee.

*Interim Financial Statements*

- (a) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (b) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (c) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
  - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
  - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financials statements are consistent with changes in the Corporation's operations and financing practices;
  - (iii) generally accepted accounting principles have been consistently applied;
  - (iv) there are any actual or proposed changes in accounting or financial reporting practices;
  - (v) there are any significant or unusual events or transactions;
  - (vi) the Corporation's financial and operating controls are functioning effectively;
  - (vii) the Corporation has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
  - (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

- (a) review, with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements.