

NOTICE OF MEETING AND INFORMATION CIRCULAR FOR THE

ANNUAL GENERAL MEETING OF SHAREHOLDERS

of

DARELLE ONLINE SOLUTIONS INC.

To Be Held on January 10, 2018

All information in this Information Circular is presented as of November 24, 2017, unless otherwise stated herein.

DARELLE ONLINE SOLUTIONS INC.

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting (the "Meeting") of the shareholders ("Shareholders") of Darelle Online Solutions Inc. (the "Company") will be held at the offices of MNP LLP, located at Suite 2200, 1021 West Hastings Street, Vancouver, British Columbia, V6E 0C3 at 4:00 p.m. (local Vancouver time) on January 10, 2018 for the following purposes:

1. to receive the audited consolidated financial statements of the Company for its financial year ended August 31, 2017, the Report of the Auditor on those statements and the related Management Discussion and Analysis;
2. to appoint MNP LLP as the auditors for the ensuing year and to authorize the Directors to fix the auditor's remuneration;
3. to set the number of Directors to be elected at the Meeting at five;
4. to elect Directors to hold office until the next annual meeting;
5. to re-approve, and if deemed appropriate, pass an ordinary resolution approving the Company's stock option plan; and
6. to consider any amendment to or variation of any matter identified in this Notice and to transact such other business as may properly be brought before the Meeting.

The Directors have fixed 5:00 pm (PST) on November 24, 2017 as the record date for determining shareholders who are entitled to receive notice of the Meeting and are entitled to vote at the Meeting or any postponement(s) or adjournment(s) thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is incorporated by reference into and deemed to form part of this Notice. **Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares are voted at the Meeting are requested to complete, sign, date and return the enclosed form of Proxy or Voting Instruction Form in accordance with the instructions set forth therein. The Proxy or Voting Instruction Form must be completed in accordance with the instructions set out therein and in the Information Circular accompanying this Notice, and, to be valid, must be received by Computershare Investor Services Inc., Proxy Dept. at 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 not fewer than 48 hours before the time fixed for the Meeting.**

DATED at Vancouver, British Columbia this 24th day of November 2017.

BY ORDER OF THE BOARD
Dean Bethune, Chairman of Board of Directors

DARELLE ONLINE SOLUTIONS INC.
INFORMATION CIRCULAR
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 10, 2018

Solicitation of Proxies

This Company is providing this Information Circular and a form of Proxy about management's solicitation of proxies for use at the Annual General Meeting (the "Meeting") to be held on January 10, 2018 and at any postponement(s) or adjournment(s) thereof. Unless the context otherwise requires, when we refer to this Information Circular to the Company, any subsidiaries are also included.

The solicitation of Proxies will be primarily by mail, but Proxies may be solicited personally or by telephone by the Directors, officers and regular employees of the Company or by agents retained for that purpose. In accordance with National Instrument 54-101 (Communication with Beneficial Owners of Securities of a Reporting Issuer) of the Canadian Securities Administrators ("NI 54-101"), arrangements have been made with brokerages houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares of the Company (the "Shares") held of record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in so doing. All costs of this solicitation on behalf of management will be borne by the Company.

Appointment of Proxyholder

A shareholder entitled to vote at the Meeting may by means of a Proxy appoint a Proxyholder or one or more alternate Proxyholders, who need not be shareholders, to attend and act at the Meeting for the shareholder on the shareholder's behalf. Submitting a Proxy by mail, fax or by hand delivery are the only methods by which a shareholder may appoint a person as Proxy other than a director or officer of the Company named on the form of Proxy.

The individuals named in the accompanying form of Proxy are Directors and/or officers of the Company. **A shareholder wishing to appoint some other person (who need not be shareholders, to represent him or her at the Meeting has the right to do so, either by inserting such person's name in the blank space provided in the form of Proxy or by completing another form of Proxy.** Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as Proxy and instruct him or her on how the shareholder's Shares are to be voted. In any case, the form of Proxy should be dated and executed by the shareholder or his/her attorney authorized in writing, or if the shareholder is a corporation, under its corporate seal, or by an officer or attorney thereof duly authorized.

Proxy Instructions

Only shareholders whose names appear on the records of the Company as the registered holders of the shares or duly appointed Proxyholders are permitted to vote at the Meeting. Registered shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Completed forms of

Proxy must be deposited with the Company's transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not fewer than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) before the commencement of the Meeting or the adjournment thereof at which the Proxy is to be used, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

Revocability of Proxy

In addition to revocation in any other manner permitted by law, a shareholder who has given a Proxy may revoke it by either executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the shareholder or the shareholder's authorized attorney in writing; or, if the shareholder is a company, under its corporate seal by an officer or attorney duly authorized; and by depositing the Proxy bearing a later date with Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law. In addition, a Proxy may be revoked by the shareholder personally attending the Meeting and voting the shareholder's Shares. A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

Notice and Access

In November 2012, the Canadian Securities Administrators announced the adoption of regulatory amendments to securities laws governing the delivery of proxy-related materials by public companies. As a result, public companies are not permitted to advise their Shareholders of the availability of all proxy-related materials on an easily-accessible website, rather than mailing physical copies of the materials.

The Company has decided to deliver the Meeting Materials to its Shareholders by posting the Meeting Materials on its website at www.darelle.com. The Meeting Materials will be available on the Company's website as of **December 5, 2017**, and will remain on the website for one full year thereafter. The Meeting Materials will also be available under the Company's profile on SEDAR at www.sedar.com (Canada) as of December 5, 2017.

Shareholders who wish to receive paper copies of the Meeting Materials may request copies from Dean Bethune at the Company by calling (604) 628-2008, or by e-mail at info@darelle.com. Meeting Materials will be sent to such Shareholders at no cost to them within three business days of their request if such requests are made before the Meeting. Those Shareholders with existing instructions on their account to receive a paper copy of the Meeting Materials will receive a paper copy of the Meeting Materials.

Exercise of Discretion

On a poll, the nominees named in the accompanying form of Proxy will vote or withhold from voting the Shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If a shareholder specifies a choice with respect to any matter to be acted upon, such shareholder's Shares will be voted accordingly. **THE PROXY WILL CONFER DISCRETIONARY AUTHORITY ON THE NONIMEES NAMED THEREIN WITH RESPECT TO EACH MATTER OR GROUP OF MATTERS IDENTIFIED THEREIN FOR WHICH A CHOICE IS NOT SPECIFIED ANY AMENDMENT TO OR VARIATION OF ANY MATTER IDENTIFIED THEREIN AND ANY OTHER MATTER THAT PROPERLY COMES BEFORE THE MEETING.**

IF A SHAREHOLDER DOES NOT SPECIFY A CHOICE IN THE PROXY AND THE SHAREHOLDER HAS APPOINTED ONE OF THE MANAGEMENT NOMINEES NAMES IN THE ACCOMPANYING FORM OF PROXY, THE MANAGEMENT NOMINEE WILL VOTE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF THE MATTERS SPECIFIED IN THE NOTICE OF MEETING AND IN FAVOUR OF ALL OTHER MATTERS PROPOSED BY MANAGEMENT AT THE MEETING.

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting but, if any amendment, variation or other matter properly comes before the Meeting, each nominee in the accompanying form of Proxy intends to vote thereon in accordance with the nominee's best judgement.

Advice to Beneficial (Non-Registered) Shareholders

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders do not hold the Shares in their own name. Shareholders who do not hold shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only Proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of the Shares can be recognized and acted upon at the Meeting. If the Shares are listed in an account statement provided to a shareholder by a "intermediary" (a term used to refer to, among others, securities dealers, brokers, banks, trust companies and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans), then, in almost all cases, those the Shares will not be registered in the shareholder's name on the records of the Company. Such the Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In the United States the vast majority of such 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; and which acts as nominee for many Canadian brokerage firms). Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.

These securityholder materials are being sent to both registered and non-registered owners of the Shares. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholder's meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders to ensure that their Shares are voted at the Meeting. The form of Proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructions the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares its own proxy forms, mails those forms to the Beneficial Shareholders and requests the Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge proxy cannot use that proxy to vote Shares directly at the Meeting. That Proxy must be returned to Broadridge well in advance of the Meeting in order to have those Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered shareholder and vote the Shares in that

capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting. Alternately, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her Shares.

Under National Instrument 54-101, Beneficial Shareholders who have not objected to their nominee disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners" ("**NOBOs**"). Those Non-Registered Owners who have objected to their nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners" ("**OBOs**").

The Company is sending the Proxy-related materials for the Meeting directly to NOBOs as defined under NI 54-101. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you (instead of through a nominee), your name and address and information about your NOBO holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the nominee(s) holding on your behalf. By choosing to send these materials to you directly, the Company (and not the nominee(s) holding on your behalf has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Company does not intend to pay for nominees to deliver the Meeting materials and Form 54-101F7 (Request for Voting Instructions Made by Intermediary) to OBOs. As a result, OBOs will not receive Meeting materials unless their respective nominee assumes the costs of delivery.

Record Date and Voting Securities

The Company has set the close of business (5:00 p.m. (PST)) on November 24, 2017 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of and to vote at the Meeting. Only the registered holders of Shares, and those beneficial holders entitled to receive notice pursuant to NI 54-101 through their intermediaries, as at that date, are entitled to receive notice of and to vote at the Meeting unless after that date a shareholder of record transfers his or her Shares and the transferee, upon producing properly endorsed certificates evidencing such Shares or otherwise establishing that he or she owns such Shares, requests by contacting Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, at least 10 calendar days prior to the Meeting that the transferee's name be included in the list of shareholders entitled to vote, in which case such transferee is entitled to vote such Shares at the meeting.

The Company is authorized to issue an unlimited number of Shares without par value, of which 66,838,147 Shares are issued and outstanding as at the date hereof. The Company is also authorized to issue an unlimited number of preferred shares (the "**Preferred Shares**") without par value. No Preferred Shares are issued and outstanding as at the date hereof.

Persons who are registered shareholders of Shares at the close of business on November 24, 2017 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held.

PRINCIPAL HOLDERS OF VOTING SECURITIES

To the best of the knowledge and belief of the Directors and executive officers of the Company, as at the Record Date, no person beneficially owned, directly or indirectly, or exercised control or direction over shares carrying more than 10% of the voting rights attached to any class of voting securities of the Company except as follows.

Shareholder Name	Number of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
Dean Bethune	8,062,627	11.4
Kyle Kotapski	9,579,981	13.1

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Company.

The Compensation Committee consists of two independent Directors, John Newman (Chair), Robert Solinger, and Scott Hamilton. All members of the Compensation Committee currently hold, or have held positions in Compensation Committees with other public companies. Additional disclosure with respect to skills and experience in relation to executive compensation of the members of the Compensation Committee are outlined under Schedule “A” below.

Bonuses to senior executives are based on the Compensation Committee’s assessment of the Company’s financial and operating performance, as compared to the Company’s peers, and objectives approved by the Board. There were no bonuses paid or accrued to executives during the fiscal year ended August 31, 2017.

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. Compensation for 2017 and prior fiscal years has been based upon a negotiated salary or consulting fees, with stock options and bonus potentially being issued and paid as reward and incentive for performance. The Company annually compares its total compensation package with those companies considered as suitable benchmark companies.

Risk Considerations

Executive compensation is comprised of both short-term compensation in the form of a base salary/fee and an incentive cash bonus plan, and long-term ownership through the grant of stock options. This structure ensures that a significant portion of executive compensation (stock options) is both long-term and “at risk” and, accordingly, is directly lined to the achievement of business results and the creation of long term shareholder value.

The Board also has the ability to set out vesting periods in each stock option agreement. As the benefits of such compensation, if any, are not realized by officers and Directors until a significant period of time has passed, the ability of such persons to take inappropriate or excessive risks that are beneficial to their compensation at the expense of the Company and the shareholders is extremely limited. Furthermore, all elements of executive compensation are discretionary. As a result, it is unlikely an officer would take inappropriate or excessive risks at the expense of the Company or the shareholders that would be beneficial to his short-term compensation when his long-term compensation might be put at risk from such actions.

Due to the relatively small size of the Company and its current management group, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company is reviewed. To date, no risks have been identified arising from the Company's compensation policies and practices that are reasonable likely to have a material adverse effect on the Company.

Hedging of Economic Risks in the Company's Securities

Under the Company's insider trading policies, Directors and officers are prohibited from taking any derivative position in the Company's securities. This is to prevent the purchase of financial instruments that are designed to hedge or offset any decrease in market value of the Company's securities.

Option-based Awards

The Compensation Committee has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based awards.

The shareholders have previously approved a stock option plan pursuant to which the Board has granted stock options to executive officers. The stock option plan provides compensation to participants and an additional incentive to work toward long-term Company performance. ("See "Incentive Plan Awards")

Executive compensation is based upon the need to provide a compensation package that will allow the Company to attract and retain qualified and experienced executives, balances, with a pay-for-performance philosophy. The stock option plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSXV and any other applicable exchange and closely align the interests of the executive officers with the interests of shareholders.

Compensation Governance

The Company has a Compensation Committee, which is further described under the heading "Compensation Discussion and Analysis" above.

The Board did not retain professional executive compensation consultants in the most recently completed financial year.

Summary Compensation Table

“Named Executive Officers” or “NEOs” means the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) of the Company, or if the Company does not have a CEO or CFO, an individual who acted in a similar capacity, regardless of the amount of compensation of that individual, each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, other than the CEO and CFO, who were serving as executive officers at the end of the most recent financial year and whose total compensation was, individually, more than \$150,000, and each individual who would have satisfied these criteria but for the fact that such individual was neither an executive of the Company or its subsidiaries, nor acting in a similar capacity, at the end of the most recently completed financial year.

The following table (presented in accordance with National Instrument Form 51-102F6, sets forth all annual and long-term compensation for services in all capacities to the Company for the three most recently completed financial years of the Company in respect of each Named Executive Officer.

Summary Compensation Table

Name and Principal Position	Year Ended Aug.31	Salary (\$)	Share-based Awards (\$)(5)	Option-based Awards (\$)(2)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)(6)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Dean Bethune, President and CEO Former CFO ⁽³⁾⁽⁴⁾	2017	108,034	Nil	Nil	Nil	Nil	Nil	Nil	108,034
	2016	94,318	Nil	1,673	Nil	Nil	Nil	Nil	95,991
	2015	77,500	Nil	Nil	Nil	Nil	Nil	Nil	77,500
Scott Hamilton CFO ⁽³⁾	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	2,500	Nil	3,346	Nil	Nil	Nil	Nil	5,846
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kyle Kotapski President DMI ⁽¹⁾	2017	121,500	Nil	Nil	Nil	Nil	Nil	Nil	121,500
	2016	120,000	Nil	1,673	Nil	Nil	Nil	Nil	121,673
	2015	70,000	Nil	13,235	Nil	Nil	Nil	Nil	83,235

(1) Kyle Kotapski was appointed President of a wholly owned subsidiary (Darelle Media Inc.) on February 6, 2015. Consulting fees paid to 1047356 B.C. Ltd., a private company controlled by Mr. Kotapski.

(2) Value of stock option grants during the year. Option-based awards are valued at the date of the grant using the Black-Scholes option pricing mode which the Company has chosen because it is one of the most common methodologies used. The weighted average grant date fair value of the option-based awards was \$0.05 per option using the following weighted average assumptions: a risk-free interest rate of .45% to .72%, an expected life of 5.0 years, an expected volatility of 144% - 292%, and no expectation for the payments of dividends.

(3) Mr. Hamilton was appointed as CFO on June 23, 2014.

(4) Consulting and accounting fees paid to Wescap Capital Inc., a private company controlled by Mr. Bethune.

(5) The Company does not have a share-based compensation plan.

(6) The Company does not have a retirement plan.

The Company did not grant to any Named Executive Officer in the form of share-based awards, non-equity incentive plan compensation or under any pension plan during the three most recently completed financial years.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The Company does not currently have an equity award plan that provides compensation based on achievement of certain performance goals or similar conditions within a specified period, or a share-based award plan under which equity-based instruments that do not have option-like features, can be issued.

The following table sets forth the share based and option based awards outstanding to the Named Executive Officers to purchase or acquire of the Company for the fiscal year ended August 31, 2017.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout of share-based awards that have not yet vested ⁽¹⁾ (\$)	Market or payout of vested share-based awards not paid out or distributed ⁽¹⁾ (\$)
Dean Bethune, President & CEO	100,000	0.05	Feb. 8, 2021	Nil	N/A	N/A	N/A
	500,000	0.05	June 22, 2019	Nil	N/A	N/A	N/A
Scott Hamilton, CFO	200,000	0.05	Feb. 8, 2021	Nil	N/A	N/A	N/A
	150,000	0.05	June 22, 2019	Nil	N/A	N/A	N/A
Kyle Kotapski President of DMI ⁽²⁾	100,000	0.05	Feb. 8, 2021	Nil	N/A	N/A	N/A
	500,000	0.05	Feb. 9, 2020	Nil	N/A	N/A	N/A

Note:

- Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options at exercise or financial year-end, respectively, and the exercise of base price of the options. The closing price for the Company's shares on August 31, 2017 was \$0.035.
- Darelle Media Inc. ("DMI") is a wholly owned subsidiary of the Company.

There were no repricings of stock options under the Plan or otherwise during the Company's completed financial year ended August 31, 2017.

Incentive Plan Awards – Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year of option-based awards granted to Named Executive Officers are as follows.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Dean Bethune, President & CEO	N/A	N/A	N/A
Scott Hamilton, CFO	N/A	N/A	N/A
Kyle Kotapski, President of DMI	N/A	N/A	N/A

Note:

- (1) Option-based awards represent the portion of total compensation that was granted as options. Option-based awards are valued at the date of the grant using the Black-Scholes option pricing mode which the Company has chosen because it is one of the most common methodologies used. The weighted average grant date fair value of the option-based awards was \$0.05 per option using the following weighted average assumptions: a risk-free interest rate of 0.72%, an expected life of 5.0 years, an expected volatility of 292%, and no expectation for the payments of dividends.

Pension Plan Benefits

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

Termination and Change of Control Benefits

The Company and its subsidiaries have no agreements with any Named Executive Officers and/or executives except as follows at August 31, 2017.

On February 6, 2015 the Company entered into consulting agreements with each of Mr. Dean Bethune (President and CEO of Company) and Mr. Kyle Kotapski (collectively, the “Agreements”). Mr. Kotapski is the President of the Company Media Inc. (“DMI”). The Company acquired DMI on February 6, 2015. DMI is a wholly owned subsidiary of the Company. There is no set term for the Agreements but the Agreements will run until such time that either party provides 90 days’ notice of their intention to terminate the Agreements. Pursuant to the terms of the Agreements, each of Messrs. Bethune and Kotapski will be paid a monthly consulting fee of \$10,000 (“Consulting Fee”), exclusive of bonuses, benefits, and other compensation. Messrs. Bethune and Kotapski agreed to the deferral of payment of the monthly Consulting Fee for the first six months of the Agreements.

In the event of the death, retirement, or disability of Messrs. Bethune and/or Mr. Kotapski, the Agreements provide for the lump sum payment of an amount equal to 12 monthly Consulting Fee payments. In the event the Agreements for Mr. Bethune and Mr. Kotapski are terminated for any other reason or not for just cause, Mr. Bethune and/or Mr. Kotapski will be entitled to a payment that, in the aggregate, equals twelve monthly Consulting Fee payments applicable at the time of termination.

Estimated Incremental Payments on Change of Control

The table below sets out the estimated incremental payments, payables and benefits due to each of the NEO’s on termination upon change of control without cause assuming termination occurred on August 31, 2017.

Name	Base Salary (\$)	Option-Based Awards (\$)	All Other Compensation (\$)	Total (\$)
Dean Bethune ⁽¹⁾ , President & CEO	Nil	Nil	120,000	120,000
Scott Hamilton, CFO	Nil	Nil	Nil	Nil
Kyle Kotapski ⁽²⁾ , President of DMI	Nil	Nil	120,000	120,000

Note:

- (1) Consulting fees payable to Wescap Capital Inc., a company controlled by Mr. Dean Bethune.
- (2) Consulting fees payable to 1047356 B.C. Ltd., a company controlled by Mr. Kyle Kotapski

Director Compensation

Under the Company's policies with regard to director compensation, the Company's executive Directors do not receive fees for Board service. As of the date of this Information Circular, Messrs. Dean Bethune and Scott Hamilton are the only executive Directors.

The following table sets forth all amounts of compensation provided to Directors who are not also NEO's for the Company's most recently complete financial year ended August 31, 2017:

Name of Director	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$) ⁽²⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Robert Solinger	Nil	Nil	Nil	N/A	N/A	N/A	Nil
John Newman	Nil	Nil	Nil	N/A	N/A	N/A	Nil
Grant Kemp	Nil	Nil	Nil	N/A	N/A	N/A	Nil
Michael Ellis	Nil	Nil	Nil	N/A	N/A	N/A	Nil

Notes:

- (1) Option-based awards represent the portion of total compensation that was granted as options. Option-based awards are valued at the date of the grant using the Black-Scholes option pricing mode which the Company has chosen because it is one of the most common methodologies used. The weighted average grant date fair value of the option-based awards was \$0.05 per option using the following weighted average assumptions: a risk-free interest rate of 0.72%, an expected life of 5.0 years, an expected volatility of 292%, and no expectation for the payments of dividends.

Indebtedness of Directors and Officers

As at the date hereof, there are no amounts outstanding from loans made to Directors or officers of the Company.

No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

Director Incentive Plan Awards

Outstanding Share-Based Awards, Option-Based Awards

Under the Rolling Plan (the stock option approved by shareholders at the 2015 Annual General and Special Meeting) Directors are eligible to receive stock options. As is the case with officers and employees, the purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to more closely align the personal interests of such persons to that of the shareholders of the Company.

The Company does not currently have an equity award plan that provides compensation based on achievement of certain performance goals or similar conditions within a specified period, or a share-based award plan under which equity-based instruments that do not have option-like features, can be issued.

The following table sets forth information concerning all awards outstanding under option-based incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Directors of the Company who were not Named Executive Officers, during the financial year ended August 31, 2017:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout of share-based awards that have not yet vested ⁽¹⁾ (\$)	Market or payout of vested share-based awards not paid out or distributed ⁽¹⁾ (\$)
Robert Solinger	350,000	0.05	Feb. 8, 2021	Nil	N/A	N/A	N/A
John Newman	250,000	0.05	Feb. 8, 2021	Nil	N/A	N/A	N/A
Grant Kemp	250,000	0.05	Feb. 8, 2021	Nil	N/A	N/A	N/A
Michael Ellis	100,000	0.05	Feb. 8, 2021	Nil	N/A	N/A	N/A
	150,000	0.05	June 22, 2019	Nil	N/A	N/A	N/A

Note:

- Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the market value of the securities underlying the options at exercise or financial year-end, respectively, and the exercise of base price of the options. The closing price for the Company's shares on August 31, 2017 was \$0.035.

Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards, share-based awards and non-equity incentive plan compensation paid to Directors, not including the Directors who are also a Named Executive Officer, during the most recently completed financial year.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Robert Solinger	Nil	N/A	N/A
John Newman	Nil	N/A	N/A
Michael Ellis	Nil	N/A	N/A
Grant Kemp	Nil	N/A	N/A

Notes:

- (1) This amount is the dollar value that would have been realized if the options had been exercised on the vesting date by calculating the difference between the market price of the underlying securities at exercise and the exercise or base price of the options under the option-based award on the vesting date.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has a rolling share option plan (the “**Stock Option Plan**”) which was most recently approved by the Shareholders on January 13, 2017, which provides that the Company’s Board may from time to time, in its discretion, grant to the Directors, officers, employees and consultants of the Company, or any subsidiary of the Company, an option to purchase Common Shares of the Company, provided that the number of Common Shares reserved for issuance under the Stock Option Plan does not exceed 10% of the Company’s issued and outstanding Common Shares. In addition, the number of Common Shares reserved for issuance shall not exceed (i) five percent (5%) of the issued and outstanding Common Shares to any one individual in any 12 month period; (ii) two percent (2%) of the issued and outstanding Common Shares to any one consultant retained by the Corporation in any 12 month period; or (iii) two percent (2%) of the issued and outstanding Common Shares to any one employee of the Company conducting “Investor Relations Activities” in any 12 month period. The Board determines the price per Common Share and the number of stock options which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of the TSX Venture Exchange (the “Exchange”). The price per Common Share that can be acquired under the Stock Option Plan set by the Board shall not be less than the last price at which a full board lot of Common Shares was, on the last business day prior to the date on which such option is granted, traded on the Exchange or such other principal market on which the Common Shares are traded, less the applicable discount permitted (if any) by such applicable exchange or market. Options under the Stock Option Plan are non-assignable. Options must be exercised within ninety (90) days of termination of employment or cessation of position with the Company, provided that if the cessation of office, Directorship, consulting arrangement or employment was by reason of death, the option must be exercised within twelve (12) months after such death, subject to the expiry of such option.

The following table sets out equity compensation plan information as at the end of the financial year ended August 31, 2017.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	3,500,000 ⁽¹⁾	\$0.05	3,500,000

Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	3,500,000	\$0.05	3,500,000

Notes:

- (1) Options issued pursuant to the Company's Stock Option Plan represent 5.1% of the issued Common Shares as of August 31, 2017.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company or any of its subsidiaries which is owing to the Company or any of its subsidiaries, or to another entity which is the subject of guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries; or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, in relation to a securities purchase program or other program.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "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, directly or indirectly, voting securities of the Company or who exercises control or direction over 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 own securities, for so long as it holds any of its securities.

No informed person of the Company, nor any proposed director of the Company, nor any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year, or has any material interest, direct or indirect, in any proposed transaction which, in either case, has materially

affected or would materially affect the Company or any of its subsidiaries, except as may otherwise be disclosed herein.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company with the exception of Kyle Kotapski who is the President of Darelle Media Inc. (a wholly owned subsidiary of the Company). Please see “Statement of Executive Compensation – Termination and Change of Control Benefits” above for a summary of the management contracts of the Company.

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

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of Directors, except as may be disclosed herein under the heading "Particulars of Matters to be Acted Upon".

CORPORATE GOVERNANCE

National Instrument 58-101 - “Disclosure of Corporate Governance Practices” (“**NI 58-101**”) was adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. The corporate governance practises adopted by the Company are set out in the attached Schedule “A”.

AUDIT COMMITTEE

As a reporting issuer in British Columbia, the Company is required to have an audit committee (the “Audit Committee”). Messrs. Robert Solinger, John Newman and Dean Bethune are currently members of the Company's Audit Committee. the Company has no Executive Committee.

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Audit Committee is also responsible for monitoring compliance with applicable laws and regulations and the systems of internal controls. The Audit Committee has the authority to retain special legal, accounting or other consultants to advise the Audit Committee. The Audit Committee may request any director, officer or employee of the Company, or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Board has adopted an Audit Committee Charter (the “Audit Committee Charter”). The Audit Committee reports to the Board after each Committee meeting.

The Audit Committee Charter is attached to this Information Circular as **Appendix A**. The following is a summary of matters relating to the Audit Committee.

Independence of Audit Committee

Multilateral Instrument 52-110 “Audit Committees” (“NI 52-110”) provides that a member of an audit committee is independent if the member has no direct or indirect material relationship with the issuer, which could, in the view of the issuer’s board of Directors, reasonably interfere with the exercise of the member’s independent judgment. One of the members of the audit committee of the Company are, in the view of the issuer’s board of Directors, “independent” as that term is defined in NI 52-110.

Composition of the Audit Committee

The following are the current members of the Audit Committee:

Dean Bethune	Not Independent ¹	Financially literate ¹
Robert Solinger	Independent ¹	Financially literate ¹
John Newman	Independent ¹	Financially literate ¹

¹ As defined by NI 52-110 Audit Committees.

Relevant Education and Experience

In addition to each member’s general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

Dean Bethune CPA (Director since 2005) – Mr. Bethune has acted as a director, officer and audit committee member of public companies listed on the TSX Venture Exchange and the TSX for many years. Mr. Bethune is a Chartered Public Accountant and has held the role of Chief Financial Officer and Chairman of the Audit Committee of several companies over the course of his professional career.

Robert Solinger CPA (Director since 2015) - Mr. Solinger has acted as a director, officer and audit committee member of public companies listed on the TSX Venture Exchange for many years. Mr. Solinger is a Chartered Public Accountant and is currently the Chief Financial Officer of Wilcox Energy Corp. a private company focused on the development of oil and gas resources in Western Canada.

John Newman CPA (Director since 2015) – Mr. Newman is a Fellow of CPA (Australia) and has acted as a director and, officer of several public and private oil and gas exploration companies, as well as several oilfield service companies in Western Canada. Mr. Newman is currently a Director and Chief Financial Officer of YYC Energy Ltd.

Audit Committee Oversight

At no time since the commencement of the Company’s most recent completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company’s most recent completed financial year has the Company relied on the exemption in Section 2.4 of NI-52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, Section 3.2 of NI 52-110 (Initial Public Offerings), Section 3.3(2) or NI 52-110 (Controlled Companies), Section 3.4 of NI 52-110 (Events Outside Control of Member), Section 3.5

of NI 52-110 (Death, Disability or Resignation of Audit Committee Member), Section 3.6 of NI 52-110 (Temporary Exemption for Limited and Exceptional Circumstances) or Section 3.8 of NI 52-110 (Acquisition of Financial Literacy), or an exemption from NI 51-110, in whole or in part, granted under Part 8 of NI 52-110(Exemptions), other than the exemptions granted to venture issuers.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board of Directors, and where applicable by the Audit Committee, on a case by case basis.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditors in the last two fiscal years are as follows.

Financial Year Ending	Audit Fees*	Audit Related Fees**	All Other Fees***
2017	19,500	\$Nil	\$Nil
2016	\$19,500	\$Nil	\$Nil
2015	\$22,000	\$Nil	\$1,650

Notes:

- * Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees"
- ** Audit Related Fees primarily relate to review or read and comment engagements on the Company's quarterly financial statements as well as review fees in conjunction with the acquisition of Darelle Media Inc.
- *** Other Fees include tax review advisory fees.

PARTICULARS OF MATTERS TO BE ACTED ON

A. Annual Financial Statements

Pursuant to the *Business Corporation Act (British Columbia)*, the Directors will place before the Shareholders at the Meeting the audited consolidated financial statements of the Company for the fiscal year ended August 31, 2017 and the Auditor's Report thereon along with the Company's Management's Discussion and Analysis. The Financial Statements and Auditor's Report will be filed on SEDAR at www.sedar.com. Shareholder approval is not required in relation to the financial statements.

B. Appointment of Auditor

At the Meeting, the Shareholders will be asked to vote for the appointment of MNP LLP (**MNP**) as the auditors of the Company, to hold office until the next annual meeting of Shareholders and authorizing the Directors to fix the remuneration to be paid to the auditors. MNP has been the Company's auditors since 2014. The appointment of the auditors must be approved by a majority of votes cast by the Shareholders present in person or represented by Proxy at the Meeting. **The persons designated in the enclosed Proxy, unless instructed otherwise, intend to vote FOR the reappointment of MNP, as the auditors of the Company.**

C. Approval of Stock Option Plan

The TSX Venture Exchange (the "TSXV") requires all listed companies with a 10% rolling option plan to obtain annual shareholder approval of such plan. Shareholders will be asked at the Meeting to vote on a

resolution to re-approve, for the ensuing year the Corporation's rolling option plan (the "**Stock Option Plan**"). The total number of Common Shares that may be issued pursuant to options outstanding at any time under the Stock Option Plan shall not exceed 10% of the aggregate number of issued and outstanding Common Shares. The maximum number of Common Shares that may be reserved for issuance to any one person under the Stock Option Plan is 5% of the Common Shares outstanding at the time of grant. In the event of the termination without cause or resignation or due to permanent disability of an optionee, an optionee may exercise such part of the Option as is exercisable immediately prior to such time within a period of 30 days following such occurrence in the case of an optionee who is engaged in "Investor Relations Activities" and within a period of 90 days following such occurrence in every other case but in no event later than the normal expiry date of the Option and any such Option not fully exercised at the end of such period shall then terminate. In the event of the death of any optionee prior to the expiry of outstanding Options granted to such optionee, the executors or personal representatives of the optionee have the right to exercise any such Option within 180 days of the optionee's death, but in no event later than the normal expiry date of the Option and for not more than the number of Options for which the optionee could have exercised any such Option immediately prior to the optionee's death, and any such Option not fully exercised at the end of such period shall then terminate. All option vesting is set by the Board of Directors at the time of the award. A copy of the Stock Option Plan will be available for inspection at the Meeting and will be sent to any Shareholder upon request. As at November 24, 2017, 66,838,147 Common Shares were outstanding and options to purchase an additional 3,500,000 Common Shares (3.5% of the Common Shares outstanding) under the Stock Option Plan were outstanding.

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, approve the following resolutions to approve the Stock Option Plan:

"RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (a) The Stock Option Plan (the "Plan") of the Darelle Online Solutions Inc. (the "Company") be and is hereby approved with such modifications as may be required by the TSX Venture Exchange;
- (b) The maximum number of Common Shares (the "Common Shares") of the Company which may be issued pursuant to options outstanding at any time under the Plan shall be equal to ten percent (10%) of the then issued and outstanding Common Shares of the Company from time to time; and
- (c) Any officer or director of the Company is hereby authorized to do all such acts and execute and file all instruments and documents necessary or desirable to carry out these resolutions, with regulatory authorities and the TSX Venture Exchange."

In accordance with the policies of the TSXV, the Stock Option must be approved by the majority of votes cast at the Meeting on the resolution. **It is the intention of the persons named in the enclosed Proxy, in the absence of instructions to the contrary, to vote the Proxy in favour of the ordinary resolution approving the Stock Option Plan.**

D. Number of Directors

The Board of Directors presently consists of six Directors, each of whose term expires at the Meeting. The number of Directors to be elected at the Meeting is proposed to be fixed at six. At the Meeting, Shareholders will be asked to fix the number of Directors to be elected at the Meeting at six. All of the proposed nominees are ordinarily resident in Canada.

In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted (if management's proxies are selected) in favour of setting the number of Directors to be elected at the Meeting at six.

E. Election of Directors

The persons named in the enclosed Proxy intend to vote for the election of a Board of Directors comprised of six persons. Each director of the Company is elected annually and holds office until the next annual meeting of shareholders, unless that person ceases to be a director before then.

In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted (if management's proxies are selected) in favour of the nominees herein listed. Management does not contemplate that any of the Nominees will be unable to serve as a Director.

The following table sets out the names of management's nominees for election as Directors, the positions and offices which they presently hold with the Company, the length of time they have served as Directors of the Company, their respective principal occupations, businesses or employments and, if such nominee is not presently an elected director, his or her principal occupations, business or employment during the past five years, and the number of shares of the Company which each nominee beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

Name, Jurisdiction of Residence and Position ⁽¹⁾	Principal Occupation or Employment and, if not a previously elected Director, Occupation during the past 5 years ⁽¹⁾	Date of Appointment as Director	Number of Beneficially Owned, Controlled or Directed, Directly or Indirectly	Committee Membership
Dean Bethune British Columbia President & CEO and Director Independent: No	President and CEO of the Company	March 15, 2005	8,062,627	Audit Committee, Nominating Corporate Governance
Scott Hamilton Alberta CFO, Director Independent: No	CFO of Divergent Energy Services Corp.	June 23, 2013	-	Compensation Committee
Michael Ellis British Columbia Director Independent: Yes	Director of Sales GINQO Consulting Ltd.	June 23, 2013	-	Nominating Corporate Governance
Robert Solinger Alberta Director Independent: Yes	Director and Chief Financial Officer of Wilcox Energy Corp.	Dec. 17, 2015	150,000	Audit Committee, Compensation Committee
John Newman Alberta Director Independent: Yes	Director and Chief Financial Officer of YYC Energy Ltd.	Dec. 17, 2015	650,000	Audit Committee, Compensation Committee
Grant Kemp British Columbia Director Independent: Yes	Businessman, Real Estate Development	Dec. 17, 2015	217,237	Nominating Corporate Governance

Notes:

- (1) The information as to province and jurisdiction of residence, and principal occupation, not being within the knowledge of the Company, has been furnished by the respective Directors.
- (2) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at, November 24, 2017 is based upon information furnished to the Company by individual Directors.

Other than as disclosed below, no director (including any personal holding company of a proposed director):

- (a) Is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer (“CEO”) or chief financial officer (“CFO”) of any company (including the Company) that:
 - (i) was the subject, while the proposed director was acting in the capacity as director, CEO, or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO, or CFO of such company; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Messrs. Bethune and Hamilton were each a director of Crossfire Energy Services Inc. (“Crossfire”) until February 19, 2008. Crossfire’s common shares commenced trading on the TSX Venture Exchange on July 9, 2001, and Crossfire’s common shares were subsequently delisted from the TSX Venture Exchange on February 20, 2008. An application for bankruptcy order was filed by the Royal Bank of Canada on March 17, 2008.

If named as Proxy, the management designees of the Company intend to vote the Shares represented by such Proxy to vote in favour of electing management’s nominees as Directors of the Company, unless otherwise directed in the instrument of Proxy.

MANAGEMENT DOES NOT CONTEMPLATE THAT THE NOMINEES WILL BE UNABLE TO SERVE AS DIRECTORS. IN ADDITION TO THE NOMINEES HEREIN LISTED, SHAREHOLDERS PRESENT AT THE MEETING SHALL BE ENTITLED TO NOMINATE AND VOTE FOR THE ELECTION OF ANY OTHER PERSON AS A DIRECTOR. FREE ENERGY HAS

NOT RECEIVED NOTICE OF AND MANAGEMENT IS NOT AWARE OF ANY PROPOSED NOMINEE ADDITIONAL TO THE NOMINEES NAMED.

F. Other Matters

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting; the shares represented by the Proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by Proxy.

RESTRICTED SECURITIES

No action is proposed to be taken at the Meeting which involves a transaction that would have the effect of converting or subdividing, in whole or in part, existing securities into restricted securities, or creating new restricted securities.

ADDITIONAL INFORMATION

Additional information relating to the Company is available for review on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year and are filed on SEDAR.

Shareholders wishing to request copies of the Company's financial statements and Management's Discussion and Analysis may contact the Company at:

Darelle Online Solutions Inc.
4907 Fillinger Crescent
Nanaimo, BC V9V 1H9

Telephone: 604 628-2008

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of Proxy to vote the shares represented thereby on such matter in accordance with their best judgement.

BOARD APPROVAL

This Information Circular contains information as at November 24, 2017, except where another date is specified. The contents of this Information Circular have been approved and its mailing authorized by the Board of Directors of the Company by resolution passed on November 24, 2017.

DATED at Vancouver, British Columbia as of November 24, 2017.

Appendix A

DARELLE ONLINE SOLUTIONS INC.

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's system of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Audit Committee shall be comprised of at least three Directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Audit Committee. At least one member of the Audit Committee should have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate must work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of financially literate is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements. The members of the Audit Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting.

Meetings

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, The Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities, the Audit Committee shall:

Documents/Reports Review

- (a) Review and update and update the Charter annually.

- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board to

whom authority to grant such approvals has been delegated by the Audit Committee. Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgements made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.

Other

Review any related-party transactions.

**SCHEDULE “A”
CORPORATE GOVERNANCE PRACTICES**

The following table addresses the disclosure requirements set out in Form 58-101F1 (Corporate Governance Disclosure).

Corporate Governance Disclosure Requirement	The Company’s Approach
1. Board of Directors –	
(a) Disclose identity of directors who are independent.	Four of the Company's six directors are independent in accordance with the applicable requirements of NI 52-110. The Company’s four independent directors are Robert Solinger, John Newman, Grant Kemp and Michael Ellis
(b) Disclose identity of directors who are not independent and describe the basis for that determination.	Two of the Company's six directors are not independent in accordance with the applicable requirements of NI 52-110. The Company’s non-independent directors are Dean Bethune (President and CEO), and Scott Hamilton (CFO and director).
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board of Directors (the board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.	66 2/3 percent of the directors are independent. The directors believe that such representation is sufficient to demonstrate independent judgment. The directors ensure that exercise of independent judgment is facilitated in carrying out its responsibilities by holding frequent meetings and by refraining from decision making or voting in case of conflicting interests.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	None of the directors are presently also directors other reporting issuers.
(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer’s most recently completed financial year. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.	The Company holds meetings of the full Board as required, at which the opinion of the independent directors is sought and duly acted upon for all material matters related to the Company. While there is no formal mechanism by which independent directors hold regular scheduled meetings at which non-independent directors and members of management are not in attendance, the independent directors: (a) are encouraged to meet at any time they consider necessary; and (b) meet as needed after regularly scheduled meetings of the full Board, without any members of management nor non-independent directors being present. In addition, the independent directors also meet regularly as members of the Audit Committee and Compensation Committees, and a portion of such meetings are conducted without non-independent directors and members of management in attendance.

<p>(f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.</p>	<p>Dean Bethune, the Company's Chairman of the Board, is not an independent director. Mr. Bethune chairs the meetings of the Board and actively seeks out the views of independent directors on all board matters. Since the Board itself and the independent directors are a relatively small group, the formality of appointing a lead director has not been considered necessary.</p>
<p>(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.</p>	<p>The Company has held 8 Board meetings since the beginning of its most recently completed financial year. The attendance record for the directors since the beginning of the most recently completed financial year was: Robert Solinger 8/8, John Newman 8/8, Grant Kemp 8/8, Michael Ellis 6/8, Dean Bethune 8/8 and Scott Hamilton 7/8.</p>
<p>2. Board Mandate –</p>	
<p>Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.</p>	<p>The Board does not have a written mandate, but assumes responsibility for stewardship of the Company, including overseeing all of the operation of the business, supervising management and setting milestones for the Company. The Board reviews the statements of responsibilities for the Company including, but not limited to, the Nominating and Corporate Governance Committee Charter and the Code of Conduct (as described below). The Board approves all significant decisions that affect the Company and its subsidiaries and sets specific milestones towards which management directs their efforts. The Board and senior management are responsible for identifying the principal risks of the Company's business and for ensuring these risks are effectively monitored and mitigated to the extent practicable. The CEO is responsible for developing a long-term strategic plan for the Company. The Board is responsible for approving the strategic plan and annual operating plans recommended by management. Board consideration and approval is also required for all material contracts and business transactions and all debt and equity financing proposals. The Board is responsible for senior executive recruitment and the Compensation Committee for senior executive compensation. The Board delegates to management, through the CEO, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. Management also furnishes recommendations to the Board respecting corporate objectives, long-term strategic plans and annual operating plans. The Board appoints senior management. The Board approves all of the Company's major communications, including annual and quarterly reports and press releases. Project budgets are brought before the Board for approval on a regular basis.</p>

	<p>The Board's direction with respect to these budgets is communicated back to project staff. The Board as a whole, supported by the Corporate Governance and Nominating Committee, is responsible for developing the Company's approach to corporate governance. The number of scheduled board meetings varies with circumstances. The Chairman and CEO establish the agenda at each Board meeting, and request the recommendation of each director for items to be included in the agenda. Each director has the ability to raise subjects that are not on the agenda at any board meeting. Meeting agendas and other materials to be reviewed and/or discussed for action by the Board are distributed to directors in time for review prior to each meeting. Board members have full and free access to senior management and employees of the Company.</p>
<p>3. Position Description –</p>	
<p>(a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.</p>	<p>The Board has adopted terms of reference for the Chair of the Board and each chair of the Board's three committees, being the Compensation Committee, the Nominating and Corporate Governance Committee, and the Audit Committee.</p>
<p>(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.</p>	<p>The Board, the Chairman, the President and CEO and President of Darelle Media Inc. (DMI) (wholly owned subsidiary) have not, to date, developed formal, documented position descriptions for the CEO and President of DMI defining the limits of such officer's responsibilities. The Board annually approves the operating and capital budgets and strategic plan, and the CEO is required to ensure the Company operates within those guidelines. Material departures must be approved by the Board. The Board is of the view that the respective corporate governance roles of the board and management, as represented by the Chairman the President and CEO and President of DMI, are clear, and that the limits to management's responsibility and authority are well-defined.</p>
<p>4. Orientation and Continuing Education –</p>	
<p>(a) Briefly describe what measures the board takes to orient new directors regarding i. The role of the board, its committees and its directors, and ii. The nature and operation of the issuer's business</p>	<p>The Company does not have a formal orientation and education program for new directors. However, new directors are provided with relevant materials with respect to the Company, and spend a considerable amount of time being oriented on relevant corporate issues by the Chairman and CEO.</p>
<p>(b) Briefly describe what measures, if any, the board takes to provide continuing</p>	<p>The Board currently does not provide continuing education for its directors. By using a Board composed of experienced professionals with a wide range of financial, legal, technology and marketing expertise, the Company</p>

<p>education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.</p>	<p>ensures that the Board operates effectively and efficiently.</p>
<p>5. Ethical Business Conduct —</p>	
<p>(a) Disclose whether or not the board has adopted a written code for the directors, officers and employees. If the board has adopted a written code: i. Disclose how a person or company may obtain a copy of the code; ii. Describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board satisfies itself regarding compliance with its code; and iii. Provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</p>	<p>Effective December 12, 2015, the Board adopted a new Code of Conduct (the "Code"), which is applicable to all of the Company's personnel, to augment the former Code of Ethical Conduct for Financial Managers, which was only applicable to the Company's principal executive officer, principal financial officer, principal accounting officer, controller or person performing similar functions. The Board has instructed its management and employees to abide by the Code and to bring any breaches of the Code to the attention of the Board. The Board, through its Audit Committee in the presence of its external auditors, will be conducting annual reviews of the performance of personnel under the Code with a view to updating Company practice or policy as necessary to enhance compliance with the Code. The Board will also keep a record of any departures from the Code as well as any waivers requested and or granted. No material change report has been filed that pertains to any conduct of director or executive officer that constitutes a departure from the Code.</p>
<p>(b) Describe any steps the board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p>	<p>Directors with an interest in a material transaction are required to declare their interest and abstain from voting on such transactions. A thorough discussion of the documentation related to a material transaction is required to be reviewed by the Board, particularly independent directors.</p>
<p>(c) Describe any other steps that board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Board seeks directors who have solid track records in spheres ranging from legal and financial to technology and marketing in order to ensure a culture of ethical business conduct. The Company has also established a Whistle-Blower Policy whereby the Board of Directors has delegated the responsibility of monitoring complaints regarding accounting, internal controls or auditing matters to the Audit Committee. The Whistle-Blower Policy allows employees throughout the organization to report any unethical or illegal activity without fear of reprisal from their fellow employees,</p>

	supervisor or other Company officials. The Whistle-Blower Policy was last reviewed in December 2015 and a copy is available on request.
Nomination of Directors -	
(a) Describe the process by which the board identifies new candidates for board nomination	Management and the full Board draw on all relevant sources in the search for new directors. All of the Company's directors are involved in the process after a potential candidate is identified.
(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.	The Nominating and Corporate Governance Committee performs the functions of a nominating committee and currently consists of two independent directors Grant Kemp and Michael Ellis.
(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.	The Nominating and Corporate Governance Committee has the mandate to: x Identify individuals qualified to become Board members x Recommend candidates to fill Board vacancies and newly created director positions x Assess the effectiveness of the Board as a whole and individual Board members x Provide an orientation program for new recruits to the Board, and provide education to all Board members x Recommend the composition of committees of the Board In recommending candidates to the Board or committees of the Board, the Nominating and Corporate Governance Committee considers such factors as it deems appropriate, including potential conflicts of interest, professional experience, personal character, diversity, outside commitments (including service on other boards or committees) and particular areas of expertise. The Nominating and Corporate Governance Committee also provides, with the assistance of management, suitable programs for the orientation of new Board members and the continuing education of incumbent directors, which include, among other things, reviewing background material, strategic plans of the Company and meeting with senior management. The Nominating and Corporate Governance Committee, as part of their annual review, assesses the effectiveness of the Board, its committees and its individual directors. This Committee assesses the adequacy of the information provided, the regular nature of the communication between the Board and management and reviews whether management is following the mandated strategic direction as set out in the Board's direction and management milestones.
7. Compensation -	
(a) Describe the process by which the board determines the compensation for the issuer's directors and officers.	The Compensation Committee reviews the adequacy and form of compensation and compares it to other companies of similar size and stage of development. There is no minimum share ownership requirement for directors. Directors' compensation is presently comprised of stock options. The Company's Compensation Committee reviews the amounts and effectiveness of such compensation. (See also "Compensation Discussion and Analysis" in the attached Information Circular.)
(b) Disclose whether or not	The board has a Compensation Committee composed of two independent

<p>the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.</p>	<p>directors. The members of this committee are Robert Solinger and John Newman. This committee is responsible for determining the compensation to be paid to the Company's Board of Directors and executive officers and for reviewing the corporate goals and objectives of the executive officers.</p>
<p>(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</p>	<p>The Compensation Committee's primary responsibility is to make recommendations for approval by the Board of Directors on an ongoing basis with respect to the appointment and remuneration of directors and senior officers. The Committee also evaluates the performance of the Company's senior executive officers and reviews the design and competitiveness of the Company's compensation plans. The Compensation Committee meets as required to review and set remuneration.</p>
<p>8. Other Board Committees –</p>	
<p>If the board has standing committees other than the audit and compensation committees, identify the committees and describe their function.</p>	<p>The board has a Nominating and Corporate Governance Committee, whose functions are described above.</p>
<p>9. Assessments –</p>	
<p>Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that the board, its committees and its individual directors are performing effectively.</p>	<p>The Board does not consider that formal assessments would be useful at this stage of the Company's development. Instead, the Board conducts informal annual assessments of the Board's effectiveness, its committees and its individual directors based on regular discussions between the Chairman of the Board and CEO, and the President of DMI. To assist in such review, the Nominating and Corporate Governance Committee, as part of their annual review, assesses the effectiveness of the Board, its committees and its individual directors. This Committee assesses the adequacy of the information provided, the regular nature of the communication between the Board and management and reviews whether management is following the mandated strategic direction as set out in the Board's direction and management milestones.</p>
<p>10. Director Term Limits and Other Mechanisms of Board Renewal</p>	
<p>Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board</p>	<p>The Company has not adopted term limits for its directors or other mechanisms for Board renewal. The Nominating and Corporate Governance Committee, on an annual basis, reviews and assesses the effectiveness of the Board as a whole, taking into account its size and composition, its</p>

<p>renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not done so.</p>	<p>committees, the competencies and skills of the directors, and other issues that it considers relevant. The Nominating and Corporate Governance Committee has considered whether to propose that the Board adopt term limits for directors and has determined not to do so after consideration of a number of factors, including the significant advantages associated with the continued involvement of long-serving directors who have gained a deep understanding of the Company's projects, operations and objectives during their tenure; the experience, corporate memory and perspective of such directors; the competencies and skills that the existing directors possess; and the current circumstances and needs of the Company.</p>
<p>11. Policies Regarding the Representation of Women on the Board</p>	
<p>(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women directors. If the issuer has not adopted such a policy, disclose why it has not done so. (b) If an issuer has adopted a policy referred to in (a), disclose the following in respect of the policy: (i) a short summary of its objectives and key provisions, (ii) the measures taken to ensure that the policy has been effectively implemented, (iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and (iv) whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.</p>	<p>The Company recognizes the need to promote gender diversity within its Board. The Company has not adopted a written policy relating to the identification and nomination of women directors, however, such a policy is under consideration by the Board. The Board's current position is such that it believes the interests of the Company would be appropriately served by ensuring that new directors are identified and selected from the widest possible group of potential candidates. Taking into consideration the size of the Company, in addition to its current status as a TSXV listed entity, the Company believes that a formalized written diversity policy governing the identification and selection of potential candidates may unduly restrict the Board's ability to select the best candidate.</p>
<p>12. Consideration of the Representation of Women in the Director Identification and Selection Process</p>	
<p>Disclose whether and, if so, how the board or nominating committee considers the level of representation of women on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of</p>	<p>The Nominating and Corporate Governance is responsible for considering and reviewing the criteria for selecting candidates for possible election to the Board in light of the Company's circumstances and needs. In making its recommendations to the Board, the Nominating and Corporate Governance considers the competencies and skills that (a) the Board considers necessary for the Board as a whole; (b) the existing members of the Board possess; and (c) each new nominee would bring as well as (d) whether or not the nominee can devote sufficient time and resources to his or her duties as a Board member. Although diversity (which includes diversity in gender, age,</p>

<p>representation of women on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.</p>	<p>ethnicity and cultural background) is one of the factors considered in the Company's director identification and selection process, the considerations set out in the above paragraph are given greater weight. In light of the Company's view that candidates should be selected from the widest possible group of qualified individuals, the level of representation of women may be considered an important factor, it should not be the only factor in identifying and nominating candidates for election or re-election to the Board.</p>
<p>13. Consideration Given to the Representation of Women in Executive Officer Appointments</p>	
<p>Disclose whether and, if so, how the issuer considers the level of representation of women in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of women in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.</p>	<p>The Company recognizes the need to promote gender diversity within the executive team, however, the Company's views with respect to the representation of women in executive officer positions when making executive officer appointments is the same as the Company's views on the representation of women in the director identification and selection process. In making decisions as to executive officer appointments, the Company also believes that decisions to hire or promote an individual should be based on that person's competencies and skills, professional experience, particular areas of expertise, character and merit. Accordingly, the level of representation of women in executive officer positions may be considered an important factor, it should not be the only factor when making executive officer appointments.</p>
<p>14. Issuer's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions</p>	
<p>(a) For purposes of this Item, a "target" means a number or percentage, or a range of numbers or percentages, adopted by the issuer of women on the issuer's board or in executive officer positions of the issuer by a specific date. (b) Disclose whether the issuer has adopted a target regarding women on the issuer's board. If the issuer has not adopted a target, disclose why it has not done so. (c) Disclose whether the issuer has adopted a target regarding women in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not</p>	<p>The Company has not adopted a target regarding women on the Board or in executive officer positions for the reasons set out above, and given the size of the Company and its current status as a TSXV listed issuer, the Company believes that adopting such a target may unduly restrict its ability to select, hire or promote the best candidate for the position in question.</p>

<p>done so. (d) If the issuer has adopted a target referred to in either (b) or (c), disclose: (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.</p>	
<p>15. Number of Women on the Board and in Executive Officer Positions</p>	
<p>(a) Disclose the number and proportion (in percentage terms) of directors on the issuer's board who are women. (b) Disclose the number and proportion (in percentage terms) of executive officers of the issuer, including all major subsidiaries of the issuer, who are women.</p>	<p>The Company currently has no directors on the Board who are women.</p>