



RESAAS Services Inc.

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 26, 2021**

AND

INFORMATION CIRCULAR

Dated Feb 17, 2021

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

RESAAS Services Inc.
Suite 2600 – 595 Burrard Street
Vancouver, BC V7X 1L3

NOTICE OF ANNUAL GENERAL MEETING

- Date and Time:** Friday, March 26, 2021 at 10:00 a.m. (Pacific time) (the “**Meeting**”)
- Location:** In light of the recent COVID-19 pandemic outbreak and in order to protect the health and safety of shareholders, employees and the broader community, and based on government recommendations to avoid large gatherings, the Company will be holding the meeting virtually. You will not be able to attend the Meeting in person.
- How to Participate:** Registered Shareholders may attend the Meeting by contacting the Company by email at investors@resaas.com to obtain a web link with the applicable Meeting ID and password that will permit them to attend the Meeting by video conference. Alternatively, If you are a registered shareholder and are unable to attend the Meeting virtually, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1 no later than 10:00 a.m. (Pacific Time) on Wednesday, March 24, 2021, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.
- If you are a non-registered shareholder and received this Notice of Meeting and accompanying materials through a broker, financial institution, participant, trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.
- Meeting Materials:** It is important that you review the accompanying Circular before exercising your vote, as it contains important information relating to the business of the Meeting.
- Business of the Meeting:** The Meeting is being held for the following purposes:
1. to receive the audited financial statements of the Company for the fiscal year ended December 31, 2019, together with the report of the auditor thereon;
 2. to set the number of directors at three and elect directors as more particularly described in the accompanying Circular;
 3. to ratify, confirm and approve the appointment of Smythe LLP as the auditor of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix the remuneration to be paid to the auditor;

4. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution ratifying and approving the Company's Advance Notice Policy, as more particularly described in the accompanying Management Information Circular (the "Circular") and;
5. to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

Voting Entitlements:

The Board of Directors has fixed February 16, 2021 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Dated at Vancouver, British Columbia as of February 17, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "*Tom Rossiter*"

Tom Rossiter

Chief Executive Officer and Director

RESAAS Services Inc.
Suite 2600 – 595 Burrard Street
Vancouver, BC V7X 1L3

INFORMATION CIRCULAR

INTRODUCTION

This Information Circular accompanies the notice of annual general meeting (the “**Notice**”) and is furnished to shareholders holding common shares in the capital of RESAAS Services Inc. (“**we**”, “**us**”, “**our**”, the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual general meeting (the “**Meeting**”) of shareholders to be held at the time and place set out in the accompanying Notice of Meeting.

Date and Currency

The date of this Information Circular is February 17, 2021. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

The Company has arranged for intermediaries to forward the Meeting materials to beneficial owners of common shares of the Company held of record by those intermediaries. The Company has distributed or made available for distribution, copies of the Notice, this Information Circular and form of proxy to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to holders (the “**Beneficial Shareholders**”) of common shares held of record by those Intermediaries. Such Intermediaries are required to forward such documents to the Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The solicitation of proxies from Beneficial Shareholders will be carried out by either the Intermediaries or by the Company if the names and addresses of the Beneficial Shareholders are provided by the Intermediaries. The Company will pay the permitted fees and costs of the Intermediaries for reasonable fees and disbursements incurred in connection with the distribution of such materials.

The Company will not be paying for intermediaries to forward to objecting beneficial owners under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”)

the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*, and in the case of an objecting beneficial owner, the objecting beneficial owner will not receive materials unless the objecting beneficial owner's intermediary assumes the cost of delivery. In accordance with the requirements of NI 54-101 the Company has elected to send the Meeting materials directly to non-registered holders who have not objected to their intermediary disclosing certain ownership information about themselves.

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

Appointment of Proxy

Registered holders of common shares of the Company are entitled to vote at the Meeting. On a show of hands, every shareholder is entitled to one vote for each common share that such shareholder holds on the record date of February 17, 2021 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The list of shareholders is available for inspection during normal business hours at the offices of the Company's transfer agent, Computershare Investor Services Inc. (the "**Transfer Agent**"), located at 510 Burrard Street, 3rd Floor, Vancouver, BC V6C 3B9, and will be available at the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, a completed form of proxy must be received by the Transfer Agent at its offices by mail or fax no later than 10:00 a.m. (Pacific Time) on Wednesday, March 24, 2021, or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

A proxy may not be valid unless it is dated and signed by the shareholder who is giving it or by that shareholder's attorney-in-fact duly authorized by that shareholder in writing or, in the case of a Company, dated and executed by a duly authorized officer or attorney-in-fact for the Company. If a form of proxy is executed by an attorney-in-fact for an individual shareholder or joint shareholders, or by an officer or attorney-in-fact for a corporate shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that shareholder or by that shareholder's attorney-in-fact authorized in writing or, where the shareholder is a Company, by a duly authorized officer of, or attorney-in-fact for, the Company;

and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons

A shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the common shares represented thereby will be voted or withheld from the vote on that matter accordingly. **The common shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, such common shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE COMMON SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE COMPANY'S BOARD OF DIRECTORS FOR DIRECTORS AND AUDITOR.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of common shares on any matter, the common shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those shareholders who do not hold common shares in their own name (referred to herein as "Beneficial Shareholders"). Beneficial Shareholders should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of common shares can be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Company. Such common shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their common shares are communicated to the appropriate person well in advance of the Meeting.**

The Company generally does not have access to the names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' 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 in order to ensure that their common shares are voted at the Meeting. The form of proxy supplied to Beneficial Shareholders by their 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 instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of a 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 Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of common shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the common shares held by them. Broadridge will then tabulate the results of all instructions received and provide appropriate instructions respecting the voting of common shares to be represented at the Meeting. **Beneficial Shareholders who receive a Broadridge voting instruction form cannot use that form as a proxy to vote their common shares directly at the Meeting. Rather, such a voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have their common shares voted at the Meeting.**

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of their broker (or agent of the broker), Beneficial Shareholders may attend at the Meeting as proxyholders for registered shareholders and vote their common shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their common 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.

Alternatively, Beneficial Shareholders may request in writing that their broker send them a legal proxy which would enable the Beneficial Shareholders to attend the Meeting and vote their common shares.

All references to shareholders in this Information Circular are to registered shareholders, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares without par value. As of the record date, determined by the Board of Directors of the Company (the "**Board**") to be the close of business on February 16, 2021 (the "**Record Date**"), a total of 69,693,002 common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only registered shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement thereof.

To the best of the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially own, directly or indirectly, or exercise control or direction over, Common Shares

carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company, other than the persons set forth in the table below:

Person	Number of Common Shares beneficially owned, directly or indirectly	Percentage of the voting rights attached to the Common Shares
Craig Barton	8,200,345	11.78%

PARTICULARS OF MATTERS TO BE ACTED UPON

Presentation of Financial Statements

The audited financial statements of the Company for the financial year ended December 31, 2019, together with the report of the auditor thereon, will be placed before the Meeting. Receipt at the Meeting of the financial statements will not constitute approval or disapproval of any matters referred to therein. No vote will be taken on the financial statements. The financial statements are available on SEDAR at www.sedar.com.

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* and NI 54-101, a person or Company who in the future wishes to receive annual and interim financial statements from the Company must deliver a written request for such material to the Company. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the request form attached to this Information Circular and send it to the Transfer Agent.

Number of Directors

The Articles of the Company provide for a Board of no fewer than three (3) directors and no greater than a number as fixed or changed from time to time by ordinary resolution.

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors for the ensuing year at three.

Management recommends that shareholders vote FOR setting the number of directors at three (3).

Election of Directors

At present, the directors of the Company are elected at each annual meeting of shareholders and hold office until the next annual meeting or until their successors are duly elected or appointed in accordance with the Articles of the Company, or until their earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy, all of whom are presently members of the Board of Directors.

Management of the Company proposes to nominate the persons named in the table below for election as directors of the Company by the shareholders. Information concerning such persons, as furnished by the individual nominees, as of the date of this Information Circular, is as follows:

Name, Province/State and Country of Residence and Position(s)	Principal Occupation Business or Employment for Last Five Years ⁽¹⁾	Director Since	Number of Common Shares Owned ⁽¹⁾
Pierre Chadi ⁽²⁾ Québec, Canada <i>Chairman, Director</i>	Former VP of Investments of Angés Québec Capital; Former Eastern Regional Director for Microsoft Canada	May 8, 2017	1,100,000 ⁽³⁾
Thomas Rossiter ⁽²⁾ British Columbia, Canada <i>President, Chief Executive Officer, Director</i>	Officer of the Company; Former Managing Director at Lightmaker Vancouver (Internet) Inc. (Website and application design-and-build agency); Former Technical Manager at Lightmaker UK Ltd.	April 30, 2012	55,658
Adrian Barrett ⁽²⁾ British Columbia, Canada <i>Director</i>	Founder and Chairman of Lightmaker Vancouver (Internet) Inc., and of Lightmaker USA Inc., and of Lightmaker UK Ltd., and of Lightmaker Property Manager (LMPM) Inc., and of Lightmaker Group Ltd. (a holdings company for several website and application design-and-build agencies)	December 7, 2009	4,151,500

⁽¹⁾ The number of common shares beneficially owned, directly or indirectly, or over which control or direction is exercised, at the date of this Information Circular, is based upon information furnished to the Company by the individual nominees. In addition, it does not include options to purchase common shares held by such nominees.

⁽²⁾ Member of the audit committee.

⁽³⁾ Includes 56,790 shares held by Mr. Chadi, 143,210 shares held by Mr. Chadi's spouse and 900,000 shares held by a company jointly controlled by Mr. Chadi and his spouse.

Management recommends that shareholders vote FOR the election of each of the nominees listed above.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the common shares represented by proxy for the election of any other persons as directors.

Cease Trade Orders

To the Company's knowledge, other than as disclosed herein, no proposed director of the Company is, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:

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

Bankruptcies

No proposed director of the Company is, or has been within 10 years before the date of this Information Circular, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency.

No proposed director of the Company has, within 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 the assets of the proposed director.

Penalties and Sanctions

No proposed director has been subject to, or entered into a settlement agreement resulting from:

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

APPOINTMENT OF AUDITOR

At the Meeting, shareholders will be asked to pass an ordinary resolution to ratify, confirm and approve the appointment of Smythe LLP as the auditor of the Company for the ensuing year, to hold office until the next annual meeting of shareholders or until such firm is removed from office or resigns as provided by law, and to authorize the Board to fix the remuneration to be paid to the auditor.

The Board recommends that RESAAS shareholders vote FOR the reappointment of Smythe LLP as the auditor of RESAAS and for the authorization of the Board to set their remuneration. Unless instructed otherwise in accordance with applicable proxy rules as described herein, the Designated Persons intend to vote FOR the reappointment of Smythe LLP to act as the Company's auditor until the close of RESAAS's next annual general meeting and to authorize the Board to fix the remuneration to be paid to the auditors.

Management recommends that shareholders vote FOR the appointment of Smythe LLP.

APPROVAL OF ADVANCE NOTICE POLICY

On February 16, 2021, the board of directors adopted an advance notice policy with immediate effect (the "Advance Notice Policy"). At the Meeting, shareholders will be asked to approve the Advance Notice Policy, the full text of which is attached as Schedule "A". If approved, the policy will be effective as the Advance Notice Policy of the Company as at and from the date of the Meeting.

Purpose of the Advance Notice Policy

The Company is committed to: (i) facilitating an orderly and efficient process for holding annual general meetings or, where the need arises, special shareholder meetings; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all director nominees; and (iii) allowing shareholders to register an informed vote on director elections, having been afforded reasonable time for appropriate deliberation. The purpose of the Advance Notice Policy is to provide shareholders, directors and management of the Company with direction on the procedure for shareholder nomination of directors. The Advance Notice Policy is the framework by which the Company seeks to fix a deadline by which registered or beneficial holders of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Policy.

Terms of the Advance Notice Policy

The following information is intended as a brief description of the Advance Notice Policy and is qualified in its entirety by the full text of the Advance Notice Policy, a copy of which is attached as Schedule "A". Among other things, the Advance Notice Policy fixes a deadline by which holders of record of common shares must submit director nominations to the chief executive officer of the Company prior to any annual or special meeting of shareholders and sets forth the specific information that a shareholder must include in the written notice to the chief executive officer of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Policy. In the case of an annual meeting of shareholders (including an annual and special meeting), notice to the Company must be made no later than the close of business on the 30th day prior to the date of the meeting; provide however, that in the event that the meeting is to be held on a date that is less than 50 days after the date (the "Notice Date") on which the first public announcement of the date of the meeting was made, notice must be made not later than the close of business on the 10th day following the Notice Date. In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the meeting was made. The board of directors may, in its sole discretion, waive any requirement of the Advance Notice Policy.

Approval of Advance Notice Policy by Shareholders

If the Advance Notice Policy is approved at the Meeting, the Advance Notice Policy will continue to be effective and in full force and effect in accordance with its terms and conditions beyond the termination of the Meeting. Thereafter, the Advance Notice Policy will be subject to review by the board of directors of the Company and will be updated to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, or so as to meet industry standards. If the Advance Notice Policy is not approved at the Meeting, the Advance Notice Policy will terminate and be of no further force or effect and from and after the termination of the Meeting.

Approval Required

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders present in person or by proxy at the Meeting. The Board considers the approval of the Advance Notice Policy is in the best interests of the Company, its shareholders and other stakeholders. Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the common shares represented by such form of proxy, properly executed FOR the approval of the Advance Notice Policy.

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The Company’s Advance Notice Policy (the “Advance Notice Policy”), as further described in the Company’s management information circular dated February 17, 2021, be and is hereby ratified, confirmed and approved;
2. The board of directors be authorized in its absolute discretion to administer the Advance Notice Policy and amend or modify the Advance Notice Policy in accordance with its terms and conditions to the extent needed to reflect changes required by securities regulatory agencies or stock exchanges, so as to meet industry standards, or as otherwise determined to be in the best interests of the Company and its shareholders; and
3. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions.”

STATEMENT OF EXECUTIVE COMPENSATION

Definitions

For the purpose of this Information Circular:

“**CEO**” means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

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

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

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

- (a) a CEO;
- (b) a CFO;
- (c) each of the most highly compensated executive officers of the company including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was individually more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Securities Authorized for Issuance under Equity Compensation Plans

The following table discloses the information for the Company’s financial year end, December 31, 2020, with respect to the Company’s compensation plans.

	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))
Equity compensation plans approved by securityholders	8,203,000	\$0.28	5,564,600
Total	8,203,000	\$0.28	5,564,600

Named Executive Officers (NEO) Compensation

Summary Compensation Table

The following table sets forth particulars of all compensation paid to NEOs for the three most recently completed financial years. All compensation paid by the Company to NEOs who are also directors was in respect of their NEO role(s).

Name and Position	Table of Compensation Excluding Compensation Securities							
	Year Ended December 31,	Salary (\$)	Share-based awards (\$)	Option-based awards year ⁽⁴⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All Other Compensation ⁽¹⁾ (\$)	Total Compensation (\$)
Thomas Rossiter	2020	142,200	Nil	Nil	Nil	Nil	Nil	142,200
President, CEO,	2019	146,200	Nil	398,897	Nil	Nil	Nil	545,097
Director ⁽²⁾	2018	144,014	25,455	181,912	Nil	Nil	Nil	351,381
Annie Chan	2020	141,868	Nil	Nil	Nil	Nil	Nil	141,868
CFO ⁽³⁾	2019	130,000	Nil	91,177	Nil	Nil	Nil	221,177
	2018	17,571	Nil	Nil	Nil	Nil	Nil	17,571

(1) Represents a discretionary annual bonus and in respect of their NEO roles

(2) Mr. Rossiter received \$nil compensation in his capacity as director of the Company

(3) Ms. Annie Chan was appointed as Chief Financial Officer on November 19, 2018.

(4) Represents the Black-Scholes fair value of the award on the grant date for a covered financial year determined in accordance with IFRS 2 Share-based payment.

Outstanding share-based awards and option-based awards

The following table discloses all outstanding awards to NEO at the end of the most recently completed financial year.

Name and Position	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Issue, Conversion or Exercise Price (\$)	Expiry Date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Thomas Rossiter, President, CEO, Director	451,000	\$1.00	February 27, 2023	Nil	Nil	Nil	Nil
Thomas Rossiter, President, CEO, Director	1,750,000	\$0.30	February 27, 2023	Nil	Nil	Nil	Nil
Annie Chan, CFO	400,000	\$0.30	February 27, 2023	Nil	Nil	Nil	Nil

(1) Represents the aggregate dollar amount of in-the-money unexercised options held at the end of the year based on the difference between the market value of the securities underlying the instruments at the end of the year, and the exercise or base price of the option.

Incentive plan awards – value vested or earned during the years

The following table discloses all incentive plan awards granted to each NEO at the end most recently completed financial year.

Name and Position	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 (\$)
Thomas Rossiter, President, CEO, Director	Nil	Nil	Nil
Annie Chan, CFO	Nil	Nil	Nil

⁽¹⁾ Represents the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date based on 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.

Director Compensation

Summary Director Compensation Table

The following table sets forth particulars of all compensation paid to non-executive directors for the most recently completed financial years.

Name and Position	Fees Earned (\$)	Share-based awards (\$)	Option-based awards year ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Pierre Chadi	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Adrian Barrett	Nil	Nil	Nil	Nil	Nil	Nil	Nil

⁽¹⁾ Represents the Black-Scholes fair value of the award on the grant date for a covered financial year determined in accordance with IFRS 2 Share-based payment.

Outstanding share-based awards and option-based awards

The following table discloses all outstanding awards to non-executive directors at the end of the most recently completed financial year.

Name and Position	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Issue, Conversion or Exercise Price (\$)	Expiry Date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Pierre Chadi Chairman, Director	200,000	\$1.00	February 27, 2023	Nil	Nil	Nil	Nil
Pierre Chadi Chairman, Director	200,000	\$0.30	February 27, 2023	Nil	Nil	Nil	Nil
Adrian Barrett Director	100,000	\$1.00	February 27, 2023	Nil	Nil	Nil	Nil
Adrian Barrett Director	200,000	\$0.30	February 27, 2023	Nil	Nil	Nil	Nil

(1) Represents the aggregate dollar amount of in-the-money unexercised options held at the end of the year based on the difference between the market value of the securities underlying the instruments at the end of the year, and the exercise or base price of the option.

Incentive plan awards – value vested or earned during the years

The following table discloses all incentive plan awards granted to each non-executive director at the end of the most recently completed financial year.

Name and Position	Option-based awards – Value vested during the year	Share-based awards – Value vested during the year	Non-equity incentive plan compensation – Value earned during the year
Pierre Chadi, Chairman, Director	Nil	Nil	Nil
Adrian Barrett, Director	Nil	Nil	Nil

Employment, Consulting and Management Agreements

Thomas Rossiter

In May 2015, the Company entered into an employment agreement with Thomas Rossiter, pursuant to which Mr. Rossiter agreed to serve as the President for an initial term of 24 months. The employment agreement provides that Mr. Rossiter is to receive an annual base salary of \$120,000, subsequently raised to \$142,200. Mr. Rossiter is also eligible to participate in all annual bonus, incentive, stock option, savings and retirement plans, policies and programs applicable generally to our senior executives. Additionally, Mr. Rossiter’s employment agreement contemplates that he will be awarded option(s) within the first 12 months of his employment to purchase in the aggregate up to 1.75 million of the Company’s common shares equal to our stock price on the date of the respective grant. The vesting schedule and terms of the option grants are at our Board’s discretion and are to be determined at the time of grant. 1.75 million options were granted to Mr. Rossiter on June 3, 2019.

Under Mr. Rossiter’s employment agreement, the Company may terminate his employment with or without “Cause” at any time. If the Company terminates Mr. Rossiter’s employment without cause or he resigns for “Good Reason”, the Company will continue to pay Mr. Rossiter in monthly installments, as severance pay, his full base salary in effect at the time of such termination, for a period of 15 months.

Oversight and Description of Director and Named Executive Officer Compensation

The Board is responsible for determining, by way of discussions at Board meetings, the compensation to be paid to our executive officers and directors. We currently do not have a formal compensation program with specific performance goals or similar conditions; however, the performance of each individual is considered along with our ability to pay compensation and our results of operation for the period. We do not use any benchmarking in determining compensation or any element of compensation.

Any salary paid to our named executive officers is dependent upon our finances as well as the performance of each of the NEOs.

Our compensation program for all of our employees, including our executive officers, consists of long-term incentive compensation comprised of share options and base salaries. This program is designed to achieve the following key objectives:

- to support our overall business strategy and objectives;
- to provide market competitive compensation that is substantially performance-based;

- to provide incentives that encourage superior corporate performance and retention of highly skilled and talented employees; and
- to align executive compensation with corporate performance and therefore shareholders' interests.

The value of this program is used as a basis for assessing the overall competitiveness of our compensation package. The fixed element of compensation provides a competitive base of secure compensation required to attract and retain executive talent. The variable performance-based, or "at risk" compensation, is designed to encourage both short-term and long-term performance by our employees. At more senior levels of the organization, a significant portion of compensation eligible to be paid is variable performance based compensation which places a greater emphasis on rewarding employees for their individual contributions, the business results of our company and creating long-term value for our shareholders.

At present, the Board does not evaluate the implications of the risks associated with our current compensation policies and practices as we are still developing our business and our management is focusing their time and attention on our operations.

We do not have a compensation committee or any formal compensation policies at this time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer or employee of the Company or any of its subsidiaries, former director, executive officer or employee of the Company or any of its subsidiaries, proposed nominee for election as a director of the Company, or any associate of any of the foregoing, (i) is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the most recently completed financial year, or (ii) is or 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 at any time since the beginning of the most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, common shares or who exercises control or direction of common shares, or a combination of both carrying more than 10% of the voting rights attached to the outstanding common shares (an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of common shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of common shares.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its auditor.

Audit Committee Charter

On April 27, 2010, we adopted an audit committee charter, the text of which is included as Schedule A to this Information Circular.

Composition of Audit Committee

Our Audit Committee is comprised of Pierre Chadi, Adrian Barrett and Tom Rossiter. Mr. Chadi and Mr. Barrett are independent directors within the meaning of NI 52-110. The chairman of the Audit Committee is Mr. Chadi. All members of the Audit Committee are financially literate. "Financial literacy" is considered to be the ability to read and understand a company's fundamental financial statements, including a company's balance sheet, statement of income (loss) and cash flow. The members of the Audit Committee are appointed by the Board at its first meeting following the annual shareholders' meeting to serve one year terms and are permitted to serve an unlimited number of consecutive terms.

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:

Pierre Chadi has served as a director of the Company since May 7, 2018 and became the Company's Chairman in October 17, 2018. Mr. Chadi served as the Director of the Eastern region with Microsoft Canada for 19 years from 1993 to 2012, and was the former Vice President of Investments of the \$85 million Anges Quebec Capital Fund from 2015 to 2017. He served as the Chairman of the Board of Directors with Carre Technologies Inc. from 2015 to present, the Chairman of the Board of Directors with Pivot88 from 2014 to present, and the Chairman of the Board of Directors with Keatext from 2015 to present. Mr. Chadi holds a Masters of Business Administration from the University of Ottawa, and a Bachelor's degree in electrical and electronics engineering from McGill University.

Adrian Barrett has served as a director of the Company since December 7, 2009. He is the Founder and Chairman of Lightmaker Group Ltd., a holding company for several award-winning website and application design-and-build agencies, first established on October 1, 1997. He is also the Founder and Chairman of Lightmaker UK Ltd. since September 1999; Lightmaker USA Inc. since November 2005; Lightmaker Vancouver (Internet) Inc. since August 2007; and Lightmaker Property Manager (LMPM) Inc. since March 2012. Mr. Barrett holds a Bachelor of Science (BSc Hons) in Economics and Business from the University of Wales, United Kingdom.

Tom Rossiter has served as a director of the Company since April 30, 2012. He was previously the Managing Director at Lightmaker Vancouver (Internet) Inc., a website and application design-and-build agency, and former Technical Manager at Lightmaker UK Ltd. Mr. Rossiter has been with RESAAS since incorporation and was formerly the Chief Technology Officer (CTO) of RESAAS. He was also a board director of Asian Real Estate Association of America. Mr. Rossiter has the industry knowledge, technical knowledge and business acumen to execute the Company's business strategy and has been instrumental to the development of the RESAAS Platform since day 1.

Reliance on Certain Exemptions

At no time since the commencement of our most recently completed financial year have we relied on the exemption in sections 2.4 (De Minimis Non-audit Services) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pursuant to section 6.1 of NI 52-110, as a venture issuer we are relying on the exemption from the audit committee composition requirements and certain reporting obligations found in Parts 3 and 5 of NI 52-110.

Audit Committee Oversight

At no time since the commencement of our most recently completed financial year did the Board not adopt a recommendation of the Audit Committee to nominate or compensate an auditor.

Pre-Approval Policies and Procedures

Our Audit Committee is required to approve the engagement of our auditor in respect of non-audit services.

Audit Service Fees	Fiscal Year Ended December 31, 2019 (\$)	Fiscal Year Ended December 31, 2018 (\$)
Audit Fees ⁽¹⁾	37,500	49,050
Audit-Related Fees ⁽²⁾	-	-
Tax Fees ⁽³⁾	8,000	23,113
All other fees ⁽⁴⁾	-	-
Total	45,500	72,163

⁽¹⁾ Aggregate fees billed (or accrued) by our auditor for audit services.

⁽²⁾ Aggregate fees billed (or accrued) by our auditor for audit-related services.

⁽³⁾ Aggregate fees billed (or accrued) by our auditor for professional services rendered for tax compliance, tax advice and tax planning.

⁽⁴⁾ Aggregate fees billed (or accrued) by our auditor and not included above.

MANAGEMENT CONTRACTS

Except as described elsewhere in this Information Circular, there are no management functions of the Company that are, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE

Maintaining a high standard of corporate governance is a priority for the Board and the Company's management believes that effective corporate governance will help create and maintain shareholder value in the long term. A description of the Company's corporate governance practices, which addresses the matters set out in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, is set out below.

Board of Directors

The Board currently consists of three members: an executive director (Thomas Rossiter), a non-executive chairman (Pierre Chadi) and a non-executive director (Adrian Barrett). The last two are not officers or employees of the Company or of an affiliate of the Company and are, thus, independent. Mr. Rossiter is our Chief Executive Officer.

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Directorships

None of our current directors, or any individuals to be nominated for election as directors at the Meeting, serve as a director or officer of any other reporting issuer as at the date of this Information Circular.

Role of Board in Risk Oversight Process

Risk assessment and oversight are an integral part of our governance and management processes. The Board encourages management to promote a culture that incorporates risk management into our corporate strategy and day-to-day business operations. Management discusses strategic and operational risks at regular management meetings and conducts specific strategic planning and review sessions during the year that include a focused discussion and analysis of the risks facing us. Throughout the year, senior

management reviews these risks with the Board at regular board meetings as part of management presentations that focus on particular business functions, operations or strategies, and presents the steps taken by management to mitigate or eliminate such risks. The Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board as a whole.

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education, but does encourage directors to individually and as a group keep themselves informed on changing corporate governance and legal issues. Directors are individually responsible for updating their skills required to meet their obligations as directors. In addition, the Board undertakes strategic planning sessions with management.

Ethical Business Conduct

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

Notwithstanding the foregoing, on April 29, 2016 we adopted a written code of ethics and business conduct that applies to our directors, officers and employees. This code set out basic principles and covers a wide range of business practices and procedures including, among other things, compliance with laws and regulations; avoidance of conflicts of interest; confidential information; insider trading; record-keeping; corporate opportunities; and the public disclosure of information required by applicable securities laws.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders.

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

Compensation

The Board conducts reviews with regard to the compensation of the directors and Chief Executive Officer once a year. To make its recommendations on such compensation, the Board informally takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

At present, no compensation (other than the grant of incentive stock options) is paid to the directors of the Company in their capacity as directors. The Board does not currently have a compensation committee.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees. The Board is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the audit committee.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of common shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Shareholders may contact the Company at its head office by mail at Suite 2600 – 595 Burrard Street, Vancouver, BC V7X 1L3, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "**MD&A**"). Financial information is provided in the audited financial statements and MD&A of the Company for its financial year ended December 31, 2019.

OTHER MATTERS

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The content of this Information Circular has been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

Dated at Vancouver, British Columbia as of February 17, 2021

ON BEHALF OF THE BOARD

Signed "Thomas Rossiter"

Tom Rossiter

Chief Executive Officer

SCHEDULE "A"

RESSAAS SERVICES INC. ADVANCE NOTICE POLICY

INTRODUCTION

RESSAAS Services Inc. (the "**Company**") is committed to: (i) facilitating an orderly and efficient process for holding annual general meetings or, where the need arises, special shareholder meetings; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all director nominees; and (iii) allowing shareholders to register an informed vote on director elections, having been afforded reasonable time for appropriate deliberation.

The purpose of this Advance Notice Policy (the "**Policy**") is to provide shareholders, directors and management of the Company with a clear framework for nomination of directors. This Policy fixes a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or applicable special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It is the position of the Board of Directors (the "**board**") of the Company that this Policy is in the best interests of the Company, its shareholders and other stakeholders. This Policy will be subject to an annual review, and will reflect changes as required by securities regulatory authorities or applicable stock exchanges, or so as to meet industry standards.

Nominations of Directors

- (a) Nomination Procedures - Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if the election of directors is a matter specified in the notice of meeting,
 - (i) by or at the direction of the board, including pursuant to a notice of meeting;
 - (ii) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the *Business Corporations Act* (British Columbia) (the "**Act**"), or a requisition of the shareholders made in accordance with the provisions of the Act; or
 - (iii) by any person (a "**Nominating Shareholder**") who (A) at the close of business on the Notice Date (as defined below) and on the record date for notice of such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Company, and (B) has given timely notice in proper written form as set forth in this Policy.

- (b) Manner of timely notice - To be timely, a Nominating Shareholder's notice must be received by the chief executive officer of the Company at the principal executive office or registered office of the Company:
- (i) in the case of an annual meeting (including an annual and special meeting) of shareholders, not later than the close of business on the 30th day prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
 - (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the meeting was made.
- (c) Proper form of notice - To be in proper written form, a Nominating Shareholder's notice must set forth:
- (i) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (A) their name, age, business and residential address, and principal occupation or employment for the past five years;
 - (B) their direct or indirect beneficial ownership in, or control or direction over, any class or series of securities of the Company, including the number or principal amount; and
 - (C) any other information that would be required to be disclosed in a dissident proxy circular or other filings required to be made in connection with the solicitation of proxies for election of directors pursuant to the Act or Applicable Securities Laws (as defined below); and
 - (ii) as to each Nominating Shareholder giving the notice:
 - (A) their name, business and residential address;
 - (B) any direct or indirect beneficial ownership in, or control or direction over, any class or series of securities of the Company, including the number or principal amount;
 - (C) any proxy, contract, arrangement, agreement or understanding pursuant to which such person, or any of its Affiliates or Associates, or any person acting jointly or in concert with such person, has any interests, rights or obligations relating to the voting of any securities of the Company or the nomination of directors to the board; and

- (D) any other information relating to such person that would be required to be included in a dissident proxy circular or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Act or as required by Applicable Securities Laws.

References to “Nominating Shareholder” in this Policy shall be deemed to refer to each shareholder that nominates a person for election as a director in the case of a nomination proposal where more than one shareholder is involved in making such nomination proposal.

- (d) Currency of information - All information to be provided in a timely notice pursuant to this Policy shall be provided as of the record date for determining shareholders entitled to vote at the meeting (if such date shall then have been publicly announced) and as of the date of such notice. The Nominating Shareholder shall update such information to the extent necessary so that it is true and correct as of the date that is ten (10) business days prior to the date of the meeting, or any adjournment or postponement thereof.
- (e) Power of the chair - The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.
- (f) Delivery of notice - Notwithstanding any other provision of this Policy, notice given to the chief executive officer of the Company pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time on the Company’s website for general inquiries), and shall be deemed to have been given and made only at the time it is served by personal delivery to the chief executive officer at the address of the principal executive offices of the Company, email (at the address as aforesaid and provided that confirmation of receipt of such email has been received) or sent by facsimile transmission (provided that receipt of the confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.
- (g) Exclusive Means – For the avoidance of doubt, this Policy shall be the exclusive means for any person to bring nominations for election to the board at or in connection with any annual or special meeting of the shareholders of the Company.
- (h) Waiver - Notwithstanding the foregoing, the board may, in its sole discretion, waive any requirement in this Policy.
- (i) Definitions - For purposes of this Policy,

“Affiliate”, when used to indicate a relationship with a specific person, shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such specified person;

“Applicable Securities Laws” means, collectively, the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada;

“Associate”, when used to indicate a relationship with a specified person, shall mean (i) any body corporate or trust of which such person beneficially owns, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to all voting securities of such body corporate or trust for the time being outstanding, (ii) any partner of that person, (iii) any trust or estate in which such person has a substantial beneficial interest or as to which such person serves as trustee or in a similar capacity, (iv) a spouse of such specified person, (v) any person of either sex with whom such specified person is living in conjugal relationship outside marriage or (vi) any relative of such specified person or of a person mentioned in clauses (iv) or (v) of this definition if that relative has the same residence as the specified person;

“beneficially owns” or **“beneficially owned”** means, in connection with the ownership of shares in the capital of the Company by a person, (i) any such shares as to which such person or any of such person’s Affiliates or Associates owns at law or in equity, or has the right to acquire or become the owner at law or in equity, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, upon the exercise of any conversion right, exchange right or purchase right attaching to any securities, or pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; (ii) any such shares as to which such person or any of such person’s Affiliates or Associates has the right to vote, or the right to direct the voting, where such right is exercisable immediately or after the passage of time and whether or not on condition or the happening of any contingency or the making of any payment, pursuant to any agreement, arrangement, pledge or understanding whether or not in writing; (iii) any such shares which are beneficially owned, directly or indirectly, by a Counterparty (or any of such Counterparty’s Affiliates or Associates) under any Derivatives Contract (without regard to any short or similar position under the same or any other Derivatives Contract) to which such person or any of such person’s Affiliates or Associates is a Receiving Party; provided, however that the number of shares that a person beneficially owns pursuant to this clause (iii) in connection with a particular Derivatives Contract shall not exceed the number of Notional Securities with respect to such Derivatives Contract; provided, further, that the number of securities owned beneficially by each Counterparty (including their respective Affiliates and Associates) under a Derivatives Contract shall for purposes of this clause be deemed to include all securities that are owned beneficially, directly or indirectly, by any other Counterparty (or any of such other Counterparty’s Affiliates or Associates) under any Derivatives Contract to which such first Counterparty (or any of such first Counterparty’s Affiliates or Associates)

is a Receiving Party and this proviso shall be applied to successive Counterparties as appropriate; and (iv) any such shares which are owned beneficially within the meaning of this definition by any other person with whom such person is acting jointly or in concert with respect to the Company or any of its securities;

“**close of business**” means 5:00 p.m. (Vancouver time) on a business day in British Columbia, Canada;

“**Derivatives Contract**” shall mean a contract between two parties (the “**Receiving Party**” and the “**Counterparty**”) that is designed to expose the Receiving Party to economic benefits and risks that correspond substantially to the ownership by the Receiving Party of a number of shares in the capital of the Company or securities convertible into such shares specified or referenced in such contract (the number corresponding to such economic benefits and risks, the “**Notional Securities**”), regardless of whether obligations under such contract are required or permitted to be settled through the delivery of cash, shares in the capital of the Company or securities convertible into such shares or other property, without regard to any short position under the same or any other Derivatives Contract. For the avoidance of doubt, interests in broad-based index options, broad-based index futures and broad-based publicly traded market baskets of stocks approved for trading by the appropriate governmental authority shall not be deemed to be Derivatives Contracts; and

“**public announcement**” shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System for Electronic Document Analysis and Retrieval at www.sedar.com.

Effective Date

This Policy was approved and adopted by the board on **February 16, 2021** (the “**Effective Date**”) and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date. Notwithstanding the foregoing, if this Policy is not ratified and approved by ordinary resolution of shareholders of the Company present in person or voting by proxy at the next meeting of those shareholders validly held following the Effective Date, then this Policy shall terminate and be void and of no further force and effect following the termination of such meeting of shareholders.

Governing Law

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.