

MATTERS TO BE ACTED ON AT THE MEETING

A. Receipt of Financial Statements

The Financial Statements and the report of the auditors thereon are available on SEDAR at www.sedar.com. No vote with respect to such audited consolidated financial statements is required or proposed to be taken.

B. Election of Directors

The Board of Directors of the Corporation (the “Board”) currently consists of six (6) Directors. The Board has passed a resolution fixing the number of Directors to be elected at five (5).

Management proposes that each of the persons named below be individually nominated at the Meeting for re-election or election, as the case may be, as directors of the Corporation to serve, until the next annual meeting of Shareholders or until his or her successor is elected or appointed. Management does not contemplate that any of the nominees will be unable to serve as a director. **However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Shares represented by proxies in favour of management nominees will be voted FOR the election of all of the nominees whose names are set forth below, unless a Shareholder has specified in his, hers or its proxy that his, hers or its shares are to be withheld from voting on the election of directors.**

The following table and the notes thereto state the names of all persons to be nominated for election as directors, all other positions or offices with the Corporation now held by them, their principal occupations of employment, the year in which they became directors for the Corporation, the approximate number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each of them, as of the date hereof.

Name and Municipality of Residence	Present Principal Occupation	Year first became director	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾
Harold Bridge ⁽²⁾⁽⁵⁾⁽⁷⁾ Oakville, Ontario, Canada	Chairman of the Corporation CEO of Kathar Enterprises Inc.	2015	1,916,280
Richard Carl ⁽³⁾⁽⁴⁾⁽⁶⁾ Toronto, Ontario, Canada	Independent Businessman and Corporate Director Former President and COO of AGS Capital Corp. Former Executive Chairman of Canada Fluorspar Inc.	2017	665,000
Joanne De Laurentiis ⁽³⁾⁽⁴⁾ Toronto, Ontario, Canada	Corporate Director	2017	446,300
Brent Houlden Toronto, Ontario, Canada	CEO of the Corporation Former Interim CFO of Danier Leather Inc.	2015	1,268,028

	Former partner of Deloitte LLP		
Michael Koshan Toronto, Ontario, Canada	Treasurer of the Corporation Former Consultant to Element Financial Former CFO to Trend Financial	2018	0

Notes:

- (1) Information supplied by nominees and does not include shares issuable upon exercise of convertible securities.
- (2) Chair of the Audit Committee.
- (3) Member of the Audit Committee.
- (4) Member of the Corporate Governance and Compensation Committee.
- (5) Chair of the Credit and Risk Committee.
- (6) Member of the Credit and Risk Committee.
- (7) 1,916,280 Common Shares held by Kathar Capital Corporation, a Corporation controlled by Mr. Bridge.

Corporate Cease Trade Orders, Penalties and Bankruptcies

To the best of the Corporation's knowledge, no proposed director is, at the date of this Information Circular, or has been, within the 10 years prior to the date of this Information Circular, a director or chief executive officer or chief financial officer of any Corporation (including the Corporation) that, while that person was acting in that capacity,

- (a) was subject to an order that was issued while the proposed director was acting in the capacity of 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.

For the purposes of the above section, the term "order" means:

- (i) a cease trade order;
- (ii) an order similar to a cease trade order; or
- (iii) an order that denied the relevant Corporation access to any exemption under securities legislation

that was in effect for a period of more than 30 consecutive days.

Except as disclosed below, to the Corporation's knowledge, no proposed director of the Corporation is or has been, within the 10 years before the date of this Information Circular, a director or executive officer of any Corporation 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.

On July 2, 2015, Mr. Houlden was named Interim CFO of Danier Leather Inc. The company announced on February 4, 2016 that it filed an NOI to make a proposal under the *Bankruptcy and Insolvency Act* (Canada).

To the Corporation's knowledge, no proposed director of the Corporation 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 been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

The Board unanimously recommends that Shareholders vote FOR the Election of Directors set out above.

Common Shares represented by proxies in favour of the management nominees will be voted FOR the election of each of the nominees as a director of the Corporation, unless a Shareholder has specified in his, her or its proxy that his, her or its shares are to be withheld from voting for any or all of the nominees.

C. Appointment of Auditors

On May 14, 2018, the Corporation determined to replace Ernst & Young LLP with KPMG LLP. A copy of the Notice of Change of Auditor and the applicable response letters from the former and successor auditors are attached hereto as Schedule "C". At the Meeting, the holders of Common Shares will be requested to appoint KPMG LLP as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix the auditors' remuneration.

The Board unanimously recommends that Shareholders vote FOR the Appointment of Auditors set out above.

Common Shares represented by proxies in favour of the management nominees will be voted FOR the appointment of KPMG LLP as auditor of the Corporation and authorizing the directors of the Corporation to fix their remuneration, unless a Shareholder has specified in his, her or its proxy that his, her or its shares are to be withheld from voting on the appointment of auditors.

D. Approval of the Corporation's Omnibus Plan

On June 28, 2017, the Shareholders approved the omnibus equity incentive plan (the "**2017 Omnibus Plan**") of the Corporation pursuant to which the Corporation is able to issue share-based long term incentives. All directors, officers, employees and independent contractors of the Corporation and/or its affiliates (collectively, the "**Service Providers**") are eligible to receive awards under the 2017 Omnibus Plan. The purpose of the 2017 Omnibus Plan is to (i) develop the interest of Service Providers in the growth and development of the Corporation by providing such persons with the opportunity to acquire a proprietary interest in the Corporation; (ii) attract and retain valuable Service Providers to the Corporation with a competitive compensation mechanism; and (iii) align the interests of the participants with those of Shareholders by devising a compensation mechanism which encourages the prudent maximization of distributions to Shareholders and long-term growth.

On May 14, 2018, the Board amended and restated the 2017 Omnibus Plan (the "**Omnibus Plan**") to increase the maximum number of common shares that may be reserved for issuance to non-employee directors of the Corporation from 1% to 4% of the outstanding common shares from time to time. The requirement that the value of all security-based compensation arrangements of the Corporation issuable to any one director who is not an officer or employee of the Corporation within any one year period shall not exceed \$150,000 in Award value, of which no more than \$100,000 may comprise Options remains in effect.

A copy of the Omnibus Plan is attached to this Circular at Schedule "A" and a summary thereof is included below. The summary, however, is qualified in its entirety by the terms of the Omnibus Plan.

The key terms of the Omnibus Plan are summarized as follows:

Purpose:	To attract and retain key talent who are necessary or essential to the Corporation’s success, image, reputation or activities. It also allows Dealnet to reward key talent for their performance and greater align their interests with those of the Shareholders.
Eligible Participants:	Any employee, executive officer, director, or consultant of the Corporation or any of its subsidiaries is a “Service Provider” and considered eligible to be selected to receive an Award under the Omnibus Plan, provided that consultants are not eligible to receive DSUs.
Award Types:	Options, Restricted Share Units (“ RSUs ”), Performance Share Units (“ PSUs ”) and Deferred Share Units (“ DSUs ”) – each an “ Award ”.
Pricing	The Board will establish the exercise price at the time each Option Award is granted and the fair market value at the time RSU, PSU or DSU Award is granted. The Omnibus Plan provides that the exercise price and fair market value shall be calculated based on the volume weighted average price for the five days preceding the date of the grant of the Award.
Share Reserve:	The total number of Awards outstanding under the Plan shall not exceed 10% of the Corporation’s outstanding capital and the maximum number of RSUs, PSUs and DSUs outstanding at any time shall not exceed the lesser of: (A) 10% of the Corporation’s outstanding capital less the number of Options outstanding; and (ii) 20,000,000 less the number of RSUs, PSUs and DSUs redeemed for Common Shares.
Share Recycling:	<p>If an outstanding Award of Options is exercised, the Common Shares covered by such Option Award will again be available for issuance. If an outstanding Award of RSUs, PSUs or DSUs is settled for Common Shares while the Corporation is listed on the TSX Venture Exchange, such Common Shares will be available for the granting of additional Awards of Options but not additional Awards of RSUs, PSUs and DSUs.</p> <p>If an outstanding Award (or portion thereof) expires or is forfeited, surrendered, cancelled or otherwise terminated for any reason without having been exercised or settled in full, or if Common Shares acquired pursuant to an Award subject to forfeiture are forfeited, the Common Shares covered by such Award, if any, will again be available for issuance under the Plan. Common Shares will not be deemed to have been issued pursuant to the Plan with respect to any portion of an Award that is settled in cash.</p>
Maximum Term	Options are exercisable for a period of up to ten years from the date of grant.

Minimum Vesting Duration:	RSUs and PSUs granted under the Omnibus Plan will become fully vested over a period no shorter than 3 years from grant date.
Insider Participation Limits	<p>The aggregate number of Common Shares reserved for issuance under Awards granted to Insiders (as a group) and any other security based compensation arrangements of the Corporation at any point in time shall not exceed 10% of the issued and outstanding Common Shares at such time.</p> <p>The aggregate number of Common Shares issued pursuant to Awards granted to Insiders (as a group), within any twelve-month period shall not exceed 10% of the issued and outstanding Common Shares at the time of the grant of the Award.</p> <p>The aggregate number of Common Shares reserved for issuance pursuant to Awards granted to any one person within any twelve-month period shall not exceed 5% of the issued and outstanding Common Shares at the time of the grant of the Award.</p>
Director Participation Limit:	The maximum number of common shares of the Corporation that may be reserved for issuance to non-employee directors shall not exceed 4% of the outstanding common shares from time to time provided that the value of all security based compensation arrangements of the Corporation issuable to any one director who is not an officer or employee of the Corporation within any one year period shall not exceed \$150,000 in Award value, of which no more than \$100,000 may comprise Options.
Other Participation Limits	<p>The aggregate number of Awards which may be granted to any one consultant under the Plan, any other employer stock options plans or options for services, within any twelve-month period, must not exceed 2% of the Common Shares issued and outstanding at the time of the grant.</p> <p>The aggregate number of Awards which may be granted to investor relations persons under the Plan, any other employer stock options plans or options for services, within any twelve-month period must not exceed 2% of the Common Shares issued and outstanding at the time of the grant.</p>
Change of Control	If a change of control occurs, the successor corporation will assume each Award or replace it with a substitute Award on terms substantially similar to the existing Award.

Ceasing To Be a Service Provider	<p>Subject to the discretion of the Board all Options will terminate immediately upon termination for cause, 90 days after resignation or termination without cause and one year after death or disability.</p> <p>Unvested RSUs, PSUs and DSUs will terminate immediately if termination is for cause or resignation and will continue to vest during applicable notice periods where termination is not for cause.</p>
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At the Meeting, Shareholders will be asked to pass an ordinary resolution set out below. In order to be adopted, the resolution must be passed by a simple majority of the votes cast in person or by proxy, at the Meeting, of disinterested shareholders. All directors and officers and their associates and affiliates will be excluded from voting on this resolution including Chris Alexander, Harold Bridge, Richard Carl, Joanne De Laurentiis, Brent Houlden, Paul Leonard, and Mike Koshan. As of the date hereof, the Corporation has been advised that a total of 7,655,978 Common Shares will be excluded from voting on the resolution.

"RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The Omnibus Plan, substantially as described in the Information Circular and Proxy Statement of the Corporation dated May 18, 2018 is hereby approved;
2. The Corporation has the ability to continue granting Awards under the Omnibus Plan until the next annual meeting of the Shareholders or such later time as may be permitted under the rules of any applicable stock exchange;
3. The Board may revoke this resolution before it is acted upon, without further approval of the shareholders; and
4. Any one officer or director of the Corporation is authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution."

Based on the foregoing, the Board unanimously recommends that Shareholders vote FOR the resolution to approve the Omnibus Plan set out above.

Common Shares represented by proxies in favour of management nominees will be voted FOR the approval of the Omnibus Plan, unless a Shareholder has specified in his, her or its proxy that his, her or its shares are to be voted against the approval of the Omnibus Plan.

E. Approval of the Rights Plan

At the Meeting, Shareholders will be asked to pass an ordinary resolution set out below approving the adoption of shareholders rights plan of the Corporation (the "Rights Plan").

The Corporation and Capital Transfer Agency Inc. (the "Rights Agent") entered into an agreement dated as of May 14, 2018 (the "Rights Plan Agreement").

Under the terms of the Rights Plan, its continued existence (as amended if applicable) must be approved by a resolution in which a majority of Independent Shareholders vote in favour on or before the Corporation's annual meeting of Shareholders which is to take place during 2018. An "Independent Shareholder" is generally any shareholder other than an "Acquiring Person" (as defined in the Rights Plan) and its associates and affiliates. As of the date of this Information Circular, the Corporation is not aware of any shareholder that would not be considered an Independent Shareholder, and therefore it is anticipated that all shareholders will be eligible to vote their Common Shares on the resolution to approve the Rights Plan.

The Rights Plan allows each shareholder (other than the person that acquires 20% or more of the Common Shares) to continue (with the changes described below) to possess a right (which may only be exercised if a person acquires control of 20% or more of the Common Shares) to acquire additional Common Shares at one-half of the market price at the time of exercise. This significantly dilutes the share position of the person that acquires 20% or more of the Common Shares and practically prevents that person from acquiring control of 20% or greater of the Common Shares unless the Rights Plan has been withdrawn or the buyer makes a Permitted Bid (as discussed below). The two most common approaches that a buyer may take to have a rights plan withdrawn are: (i) to negotiate with the Board to have the rights plan waived; or (ii) to apply to the applicable securities commission to order the Rights Plan to be ceased traded after a period of time if the Corporation has not been able to develop alternative transactions. Both of these approaches will give the Board more time and control over any sale process and increase the likelihood of a better offer to the Corporation's shareholders. See "Objectives of the Rights Plan" below.

If the resolution is not passed, the Rights Plan will become void and of no further force and effect, and the Corporation will not have any form of shareholder rights plan.

Summary of the Rights Plan and Copy of the Rights Plan Agreement

A summary of the key features of the Rights Plan is attached hereto as Schedule "B". All capitalized terms used in this section of this Information Circular and Schedule "B" have the meaning set forth in the Rights Plan unless otherwise indicated. The complete text of the Rights Plan is available on SEDAR at www.sedar.com. The Rights Plan is also available to any shareholder on request from the Chief Financial Officer of the Corporation. Shareholders wishing to receive a copy of the Rights Plan should contact the Chief Financial Officer of the Corporation at: 4 King Street West, Suite 1700, Toronto, ON M5H 1B6, attention: Chief Financial Officer.

Objectives of the Rights Plan

The Rights Plan is being implemented in contemplation of a possible take-over bid. As of the date of this Information Circular, the Board was not aware of any third party considering or preparing any proposal to acquire control of the Corporation. The primary objectives of the Rights Plan are to ensure that, in the context of a bid for control of the Corporation through an acquisition of the Common Shares, the Board has sufficient time to explore and develop alternatives for maximizing shareholder value, to provide adequate time for competing bids to emerge, to ensure that shareholders have an equal opportunity to participate in such a bid and to give them adequate time to properly assess the bid and lessen the pressure to tender typically encountered by a security holder of an issuer that is subject to a bid. The Rights Plan in no way prohibits a change of control of the Corporation in a transaction that is fair and in the best interests of all shareholders of the Corporation. The rights of shareholders to seek a change in the management of the Corporation or to influence or promote action of management in a particular manner will not be affected by the Rights Plan. The approval of the Rights Plan does not affect the duty of a director to act honestly and in good faith with a view to the best interests of the Corporation and its shareholders.

In approving the Rights Plan, the Board considered the existing legislative framework in Canada governing take-over bids following the adoption of new rules by the Canadian Securities Administrators in 2016. Although these new rules require that all non-exempt take-over bids meet a minimum tender requirement of more than 50% of the outstanding securities held by independent shareholders and require a ten day extension after the minimum tender requirement is met, there can still be circumstances where there would be time pressure on shareholders in the absence of the Rights Plan including circumstances where an exempt take-over bid is made where control of the Corporation may be acquired pursuant to a private agreement in which a small group of security holders dispose of their securities at a premium to market price which premium is not shared with other security holders. In addition, a person may slowly accumulate securities through stock exchange acquisitions which may result, over time, in an acquisition of control without payment of fair value for control or a fair sharing of a control premium among all security holders. The Rights Plan addresses these concerns by applying to all acquisitions of greater than 20% of the Common Shares, to better ensure that shareholders receive equal treatment. There may also be circumstances where a potential acquirer will attempt to lock-up existing shareholders prior to launching a formal bid where the form of lock-up agreement does not comply with the definition of Permitted Lock-up Agreement in the Rights Plan.

General Impact of the Rights Plan

It is not the intention of the Board, in approving the Rights Plan, to secure the continuance of existing directors or management in office, nor to avoid a bid for control of the Corporation in a transaction that is fair and in the best interests of shareholders. For example, through the Permitted Bid mechanism, described in more detail in the summary attached hereto as Schedule “B”, shareholders may tender to a bid that meets the Permitted Bid criteria without triggering the Rights Plan, regardless of the acceptability of the bid to the Board. Furthermore, even in the context of a bid that does not meet the Permitted Bid criteria, the Board will continue to be bound to consider fully and fairly any bid for the Common Shares in any exercise of its discretion to waive application of the Rights Plan. In all such circumstances, the Board must act honestly and in good faith with a view to the best interests of the Corporation and its shareholders.

The Rights Plan does not preclude any shareholder from utilizing the proxy mechanism under the *Business Corporations Act (Ontario)* and securities laws to promote a change in the management or direction of the Corporation, or its Board, and has no effect on the rights of holders of outstanding Common Shares to requisition a meeting of shareholders in accordance with the provisions of applicable corporate and securities legislation, or to enter into agreements with respect to voting their Common Shares. The definitions of “Acquiring Person” and “Beneficial Ownership” have been developed to minimize concerns that the Rights Plan may be inadvertently triggered or triggered as a result of an overly-broad aggregation of holdings of institutional shareholders and their clients.

The Rights Plan will not interfere with the day-to-day operations of the Corporation. The issuance of the Rights does not in any way alter the financial condition of the Corporation, impede its business plans or alter its financial statements.

In summary, the Board believes that the dominant effect of the Rights Plan will be to enhance shareholder value, and ensure equal treatment of all shareholders in the context of an acquisition of control.

Vote Required

Shareholder approval of the Rights Plan is not required by law but is required by applicable stock exchange rules. The Rights Plan has been conditionally approved by the TSXV, subject to shareholder approval. At the Meeting, Shareholders will be asked to pass an ordinary resolution set out below. In order to be adopted, the resolution must be passed by a simple majority of the votes cast in person or by proxy, at the Meeting, by Independent Shareholders. If the Rights Plan Resolution is passed at the Meeting, then

the Rights Plan will continue. If the Rights Plan Resolution is not passed at the Meeting, the Rights Plan will immediately terminate.

“RESOLVED, AS AN ORDINARY RESOLUTION THAT:

1. The shareholder rights plan of the Corporation be approved and the shareholder rights plan agreement (the “Rights Plan”) effective as of May 14, 2018 between the Corporation and Capital Transfer Agency Inc., the rights agent, be continued and the rights issued under the Rights Plan are confirmed; and
2. Any one officer or director of the Corporation is authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Corporation or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution.”

The Board unanimously recommends that Shareholders vote FOR the Approval of the Rights Plan set out above.

Common Shares represented by proxies in favour of the management nominees will be voted FOR the approval of the Rights Plan, unless a Shareholder has specified in his, her or its proxy that his, her or its shares are to be withheld from voting on the approval of the Rights Plan.