



**CODEBASE**  
VENTURES INC.

**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR  
IN RESPECT OF AN  
ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To be held on July 5, 2021 at 9:00 a.m. (Vancouver time) via Zoom**

**DATED: MAY 28, 2019**

## CODEBASE VENTURES INC.

### NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To be held on July 5, 2021 at 9:00 am [Vancouver time] via Zoom

•<https://zoom.us/j/91853842970?pwd=bWNjRXlaUEtTQjBoZWhKWjY3Q2IKZz09> •Meeting ID:918 5384 2970 • Passcode:753529 • or by telephone at US: +1 669 900 6833 or +1 929 436 2866 or +1 253 215 8782 or +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of the shareholders of Codebase Ventures Inc. (the “**Company**”) will be held via Zoom at

<https://zoom.us/j/91853842970?pwd=bWNjRXlaUEtTQjBoZWhKWjY3Q2IKZz09> •Meeting ID: 918 5384 2970 •Passcode: 753529 •or by telephone at US: +1 669 900 6833 or +1 929 436 2866 or +1 253 215 8782 or +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799

on Monday, the 5th day of July, 2021 at 9:00 a.m. (Vancouver time) for the following purposes:

1. To receive the Financial Statements of the Corporation for the year ended December 31, 2020 together with the report of the auditors thereon.
2. To appoint auditors of the Corporation for the ensuing year and to authorize the Board of Directors to fix the auditors' remuneration, as described in the Information Circular accompanying this Notice.
3. To fix the number of directors and elect directors of the Corporation for the ensuing year, as described in the Information Circular accompanying this Notice.
4. To transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The specific details of the matters proposed to be put before the Meeting are set forth in the Information Circular which accompanies and forms part of this Notice.

**Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy. A proxy will not be valid unless it is deposited by mail or by fax at the office of Odyssey Trust Company, 1230, 300 5<sup>th</sup> Avenue SW, Calgary, Alberta T2P 3C4, 1-800-517-4553 not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or an adjournment thereof. Only Shareholders of record on May 28, 2021 are entitled to receive notice of and vote at the Meeting.**

Dated at Vancouver, British Columbia, this 28<sup>th</sup> day of May, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"George Tsafalas"

George Tsafalas  
Chief Executive Officer

## GLOSSARY OF TERMS

The following is a glossary of general terms and abbreviations used in this Circular:

"**Act**" means the *Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57, as may be amended or replaced from time to time;

"**Board**" means the board of directors of the Company;

"**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;

"**Circular**" means this management information circular;

"**Company**" or "**Codebase**" means Codebase Ventures Inc.;

"**CSE**" means the Canadian Securities Exchange;

"**Meeting**" means the annual general meeting of the Company referred to in this Circular, scheduled to take place on Monday, July 5, 2021 at 9:00 a.m. (Vancouver time);

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

- (a) a CEO;
- (b) a CFO;
- (c) the most highly compensated executive officer, or the most highly compensated individual 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, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

"**Odyssey**" means Odyssey Trust Company;

"**Options**" means options granted by the Company for the purchase of Shares;

"**Shareholders**" means the holders of Shares;

"**Shares**" means the common shares in the capital of the Company; and

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval.

**Codebase Ventures Inc.  
1780-355 Burrard Street  
Vancouver, BC V6C 2C8**

MANAGEMENT SOLICITATION OF PROXIES

This information circular (the “Circular”) is provided in connection with the solicitation of proxies by the management of Codebase Ventures Inc. (the “Corporation”) for use at the Annual General Meeting of the shareholders of the Corporation (the “Meeting”) to be held via Zoom on Monday, July 5, 2021 at 9:00 a.m. Vancouver time and at any adjournments thereof for the purposes set forth in the enclosed Notice of Annual General Meeting (the “Notice”). In order to comply with measures imposed by the federal and provincial governments related to the COVID-19 pandemic, and to mitigate risks to the health and safety of our communities, shareholders, and other stakeholders, unless we advise otherwise by way of news release, the Company is conducting the Meeting by teleconference only. Registered Shareholders and validly appointed proxyholders may attend the Meeting by via Zoom at:

•<https://zoom.us/j/91853842970?pwd=bWNjRXlaUEtTQjBoZWVhKWJyY3Q2IKZz09> •Meeting ID:918 5384 2970 • Passcode:753529 • or by telephone at US: +1 669 900 6833 or +1 929 436 2866 or +1 253 215 8782 or +1 301 715 8592 or +1 312 626 6799 or +1 346 248 7799

**Due to the COVID-19 pandemic and issues related to the verification of Shareholder identity via teleconference, in-person voting will not be permitted at the Meeting. If you are a Registered Shareholder and wish to have your vote counted, you will be required to complete, date, sign and return, the accompanying form of proxy (“Proxy”) for use at the Meeting or any adjournment thereof (or vote in one of the other manners described below under the heading “Appointment and Revocation of Proxies”).**

If you are a Non-Registered Shareholder and have received this Notice of Meeting and accompanying materials through an Intermediary, please complete and return the voting instructions form (“Voting Instruction Form”) provided to you in accordance with the instructions provided therein.

**SHAREHOLDERS WILL HAVE AN EQUAL OPPORTUNITY TO PARTICIPATE AT THE MEETING REGARDLESS OF THEIR GEOGRAPHIC LOCATION. PARTICIPANTS SHOULD DIAL IN 5-10 MINUTES PRIOR TO THE SCHEDULED START TIME AND ASK TO JOIN THE CALL.**

**SHAREHOLDERS WILL NOT BE ABLE TO VOTE ON THE CONFERENCE CALL. VOTING WILL BE CONDUCTED EXCLUSIVELY BY PROXY.**

**INTRODUCTION**

This Information Circular is furnished in connection with the solicitation of proxies by or on behalf of the management of the Company for use at the Meeting to be held via Zoom at 9:00 a.m. (Vancouver Time), on Monday, July 5, 2021 and at any adjournment(s) or postponements(s) thereof for the purposes set forth in the accompanying Notice of Meeting. In order to comply with measures imposed by the federal and provincial governments related to the COVID-19 pandemic, and to mitigate risks to the health and safety of our communities, shareholders, and other stakeholders, unless we advise otherwise by way of news release, the Company is conducting the Meeting via teleconference only. Registered Shareholders and validly appointed proxyholders may attend the Meeting by via Zoom at:

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**Due to the COVID-19 pandemic and issues related to the verification of Shareholder identity via teleconference, in person voting will not be permitted at the Meeting.** If you are a Registered Shareholder and wish to have your vote counted, you will be required to complete, date, sign and return the accompanying form of proxy ("Proxy") for use at the Meeting or any adjournment thereof (or vote in one of the other manners described below under the heading "Appointment and Revocation of Proxies").

If you are a Non-Registered Shareholder and have received this Notice of Meeting and accompanying materials through an Intermediary, please complete and return the voting instructions form ("Voting Instruction Form") provided to you in accordance with the instructions provided therein.

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by management of Codebase for use at the Meeting, and at any adjournment(s) or postponement(s) thereof.

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors or officers of the Company. The Company will bear all costs of this solicitation. The Company has arranged for intermediaries to forward the meeting materials to Beneficial Shareholders and the Company may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

### Currency

In this Circular, except where otherwise indicated, all dollar amounts are expressed in the lawful currency of Canada.

### Record Date

The Board has fixed May 28, 2021 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of and to vote at the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described herein will be entitled to vote or to have their Shares voted at the Meeting.

### Appointment of Proxy Holders

The individual(s) named in the accompanying form of proxy are management's representatives. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the person(s) designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another proper proxy and, in either case, delivering the completed Proxy to the office of Odyssey Trust Company, Proxy Department, 1230, 300 5<sup>th</sup> Avenue SW, Calgary, AB T2P 3C4, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof.**

### **Voting by Proxy Holder**

The person(s) named in the Proxy will vote or withhold from voting the Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Shares will be voted accordingly. The Proxy confers discretionary authority on the person(s) named therein with respect to:

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

As at the date hereof, the Board knows of no such amendments, variations or other matters to come before the Meeting, other than the matters referred to in the Notice of Meeting. However, if other matters should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgment of the person(s) voting the Proxy.

**In respect of a matter for which a choice is not specified in the Proxy the person(s) named in the Proxy will vote the Shares represented by the Proxy for the approval of such matter.**

### **Registered Shareholders**

Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Shares) may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent Odyssey Trust Company by mail to Proxy Department, 1230, 300 5<sup>th</sup> Avenue SW, Calgary Alberta T2P 3C4 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof, or in such other manner as may be provided for in the Proxy.

### **Beneficial Shareholders**

The following information is of significant importance to many public Shareholders, as a substantial number of the public Shareholders do not hold Shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Circular as "**Beneficial Shareholders**") should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Shares).

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

Shares held by an Intermediary can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting shares for their clients. Management does not intend to pay for Intermediaries to forward the proxy-related materials to objecting beneficial owners ("**OBO**"). In the case of an OBO, the OBO will not receive the materials unless the OBO's Intermediary assumes the cost of delivery.

***If you are a Beneficial Shareholder:***

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every Intermediary has its own mailing procedure and provides its own return instructions, which should be carefully followed by the Beneficial Holder. The form of proxy that will be supplied to Beneficial Shareholders by Intermediaries will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the Intermediary on how to vote on behalf of the Beneficial Shareholder. Most Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**BFS**"). BFS mails a VIF in lieu of a Proxy provided by the Company. The VIF will name the same person(s) as the Proxy to represent Beneficial Shareholders at the Meeting. Beneficial Shareholders have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than the person(s) designated in the VIF, to represent them at the Meeting. To exercise this right, Beneficial Shareholders should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to BFS in the manner specified and in accordance with BFS's instructions. BFS then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. If you receive a VIF from BFS, you cannot use it to vote Shares directly at the Meeting. The VIF must be completed and returned to BFS in accordance with its instructions, well in advance of the Meeting in order to have the Shares voted.

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of your Intermediary, you, or a person designated by you, may attend at the Meeting as proxy holder for your Intermediary and vote your Shares in that capacity. If you wish to attend the Meeting and indirectly vote your Shares as proxy holder for your intermediary, or have a person designated by you to do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the VIF provided to you and return the same to your Intermediary in accordance with the instructions provided by such Intermediary, well in advance of the Meeting.

Alternatively, you can request in writing that your Intermediary send you a legal proxy which would enable you, or a person designated by you, to attend the Meeting and vote your Shares.

**Revocation of Proxies**

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

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or if the Registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to: (i) Odyssey Trust Company, Proxy Department, 1230, 300 5<sup>th</sup> Avenue SW, Calgary Alberta T2P 3C4; or (ii) the office of the Company located at Suite 1780, 355 Burrard St., Vancouver, BC V6C 2C8 at any time up to and

including the last Business Day that precedes the date of the Meeting or, if the Meeting is adjourned or postponed, the last Business Day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

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

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

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

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

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed herein, no informed person of the Company, proposed director of the Company or any associate or affiliate of an informed person or proposed director, has 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 or any of its subsidiaries.

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

##### **Codebase Shares**

The Company is authorized to issue an unlimited number of Shares. As at the date of this Circular, there were 119,448,061 issued and outstanding Shares of Codebase, each Share carrying the right to one vote.

##### **Principal Holders of Codebase Shares**

As at May 28, 2021, to the knowledge of the directors and executive officers of the Company, and based on a review of the records maintained by Computershare, electronic filings with the SEDAR and insider reports filed with the System for Electronic Disclosure by Insiders (SEDI), no person owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding Shares.

#### **VOTES NECESSARY TO PASS RESOLUTIONS**

A simple majority of affirmative votes cast in person or by proxy at the Meeting is required to pass the resolution(s) described herein as ordinary resolutions.

## ELECTION OF DIRECTORS

The Board currently consists of three (3) directors and the Board proposes that the number of directors be fixed at three (3) at the Meeting. Shareholders will therefore be asked to approve by an ordinary resolution that the number of directors elected be fixed at three (3).

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

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company or any of its significant affiliates each nominee holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each nominee has been a director of the Company and the number of Shares of the Company beneficially owned by each nominee, directly or indirectly, or over which each exercised control or direction, as at the date of this Circular.

Name, City and Province of Residence	Principal Occupation/Employment During the Past 5 Years <sup>(2)</sup>	Current Position(s) with Codebase	Director/ Officer Since	Number/ Percentage of Codebase Shares Beneficially Owned or over which Control or Direction is Exercised
<b>George Tsafalas</b> <sup>(1)</sup> Vancouver, BC	Executive and investment professional	CEO, President and Director	June 29, 2017	283,333
<b>Brian Keane</b> <sup>(1)</sup> New York, NY	Mr. Keane has been a self-employed businessman from 2000 to present.	Director	September 29, 2017	100,000
<b>Morie Shacker</b> <sup>(1)</sup> Vancouver, BC	Mr. Shacker has been a self-employed businessman from 1996 to present.	Director	April 25, 2018	Nil

Notes:

(1) Member of the Audit Committee.

(2) The information as to principal occupation, business or employment, penalties, sanctions, cease trade orders, bankruptcies, Codebase shares beneficially owned or controlled is not within the knowledge of the management of and has been furnished by the respective nominees.

### Cease Trade Orders or Bankruptcies

To the Company's knowledge, as at the date of this Circular and within the ten years before the date of this Circular no proposed director:

- (a) is or has been a director or executive officer of any corporation (including Codebase), that while that person was acting in that capacity:
  - (i) was the subject of a cease-trade order or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days;
  - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the corporation being the subject of a cease

trade or similar order or an order that denied the relevant corporation access to any exemption under securities legislation, for a period of more than 30 consecutive days;

- (iii) or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has within 10 years before the date of the Circular become 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 the assets of the director, officers or shareholders.

### **Penalties and Sanctions**

To the Company's knowledge, no proposed director has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for the proposed director.

## **CORPORATE GOVERNANCE**

### **General**

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. National Instrument 58-101 Disclosure of Corporate Governance Practices prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with National Instrument 58-101.

### **Board of Directors**

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

The Board facilitates its independent supervision over management by holding periodic board meetings to discuss the operations of the Company. The non-independent director by virtue of holding a management position with the Company is the CEO, George Tsafalas. Brian Keane and Morie Shacker are independent members of the Board.

### **Board Mandate**

Codebase Ventures Inc. seeks early-stage investments in emerging technology sectors, including the blockchain ecosystem and fintech. The Company identifies such opportunities and applies its relationships and capital to advance its interests.

## Directorships

The following table sets forth the directors of Codebase who currently hold directorships in other reporting issuers:

Name of Director	Other Issuer
George Tsafalas	N/A
Brian Keane <sup>(1)</sup>	Callitas Health Inc., Potent Ventures Inc.

Notes:

(1) Mr. Keane recently became a director Callitas Health Inc. which was cease traded for failing to file financial statements on July 9, 2019 by the BCSC and OSC.

## Orientation and Continuing Education

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Company's business and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. Directors are encouraged to take continuing education courses to enhance their knowledge of corporate governance.

## Ethical Business Conduct

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

## Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

## Compensation

The Board, as a whole, determines compensation for the directors, CEO and CFO. The compensation is discussed and determined during board meetings. The following criteria have been taken into consideration while determining compensation: financial position of the Company, amount of time spent on the business of the Company, qualifications of directors, CEO and CFO and organizational commitment.

## **Other Board Committees**

The Board has no committees other than the audit committee. Further information in respect of the audit committee is set out in Schedule A attached hereto.

## **Assessments**

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

## **Director Term Limits and Other Mechanisms of Board Renewal**

The Corporation has not adopted term limits or other mechanisms to force a director to be removed from the Board of Directors. The by-laws of the Corporation provide that directors will serve until the next annual general meeting of shareholders and if qualified can be nominated by the governance committee for re-election. Accordingly, the Board of Directors have determined that term limits or mandatory retirement based on age is not necessary. The Board of Directors believes that sustained leadership and intimate knowledge of the Corporation is an asset to the operations and the future of the Corporation. The Board of Directors also believe that an imposition of term limits is inflexible and could possibly result in experienced directors being forced to resign or being barred from standing for re-election based solely on tenure. The Board of Directors considers performance and contribution of individual directors on an ongoing basis.

## **Policies Regarding the Representation of Women on the Board**

The Corporation has not adopted written policies relating to the identification and nomination of women to the Board of Directors. While committed to diversity, the Corporation is of the view that the identification and nomination of individuals to the Board of Directors should be made on the basis of the knowledge and experience of candidates.

The Corporation does not consider the level of representation of women on the Board of Directors in identifying and nominating candidates for election or re-election. The Corporation is aware and committed to diversity but is of the view that director identification and selection should focus on the knowledge and experience of candidates.

The Corporation does not consider the level of representation of women in executive officer positions when making executive officer appointments. The Corporation is of the view that executive officer appointments should be made on the basis of the knowledge and experience of candidates.

The Corporation has not adopted targets regarding the representation of women on the Board of Directors or in executive officer positions. The Corporation believes that targets are unnecessary and would detract from a focus on the knowledge and experience of candidates.

The Corporation has no women on its Board of Directors, representing zero percent of board membership and one woman in an executive officer position, representing 50 percent of all executive officers.

## **EXECUTIVE COMPENSATION AND REMUNERATION OF DIRECTORS**

### **Compensation Discussion and Analysis**

#### ***Introduction***

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the

most highly compensated executive officer of the Company whose total compensation was more than \$150,000 for the financial year of the Company ended December 31, 2020 (collectively, the "NEOs") and for the directors of the Company.

The Company is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V – Statement of Executive Compensation – Venture Issuers.

For the period ending December 31, 2020, the Corporation had the following Named Executive Officers:

- George Tsafalas – President and CEO;
- Tatiana Kovaleva – CFO.

### **Compensation Governance**

Given the small size of the Company and the Board, no formal compensation committee has been appointed. The non-management directors on the Board review and approve the annual compensation of the Chief Executive Officer and based on the recommendation of the Chief Executive Officer, review and approve the annual compensation of senior management.

### **Objectives of Any Compensation Program or Strategy**

#### *Compensation Philosophy and Objectives of Compensation Programs*

The Board determines the compensation to be paid or awarded to the Named Executive Officers of the Corporation. The Board seeks to encourage advancement of exploration projects and growth in reserves, in order to enhance shareholder value. To achieve these objectives, the Corporation believes it is critical to create and maintain compensation programs that attract and retain committed, highly qualified personnel by providing appropriate rewards and incentives and that align the interest of the officers of the Corporation with those of the shareholders to provide incentive to the officers to enhance shareholder value. However, as a small company the Corporation is constrained by the amount of capital it has available to it. This element was the primary focus of all compensation decisions in 2020.

In 2020, compensation for the Named Executive Officers consisted of the three elements: base salary, bonus, and long-term equity incentives.

### **How the Corporation Determines the Amount for Each Element**

As indicated above, executive compensation is the responsibility of the Board.

During the fiscal year ended December 31, 2020, the Board had no meetings dedicated solely to compensation.

The Board uses all the data available to ensure that the Corporation is maintaining a level of compensation that is both commensurate with the size of the Corporation and sufficient to retain personnel it considers essential to the success of the Corporation. In reviewing comparative data, the Board does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined point. In the Board's view, external and third-party survey data provides an insight into external competitiveness, but it is not an appropriate single basis for establishing compensation levels. This is primarily due to the differences in the size of comparable companies and the lack of sufficient appropriate matches to provide statistical relevance.

In the process used by the Board to establish and adjust executive compensation levels, third-party survey data may be considered, along with an assessment of individual performance, experience and potential to contribute to operations and growth of the Corporation. However, the Corporation largely relies on Board

discussion and familiarity with the Named Executive Officers without any formal objectives or criteria. The Board can exercise both positive and negative discretion in relation to the compensation awards and its allocation between cash and non-cash awards.

The Chief Executive Officer of the Corporation makes recommendations to the Board regarding total compensation to the Named Executive Officers of the Corporation (excluding the Chief Executive Officer), including base salaries, bonuses, long-term equity incentive grants. These recommendations are considered by the Board against information derived from publicly available information and adjusted, as applicable, for inflation and anticipated increases in the current year.

### ***Salary***

Base salary represents the fixed element of the Named Executive Officer's cash compensation. The base salary reflects the Boards' consideration of each individual's level of responsibility, expertise, skills, knowledge and performance. Base salaries for the Named Executive Officers of the Corporation are reviewed annually by the Board.

In 2020, the Board did increase the base salary amounts for the CEO and CFO.

### ***Annual Cash Bonus Awards***

The Board has the authority, based upon management recommendations, to award discretionary annual bonuses to the executive officers. The annual discretionary bonuses are intended to compensate officers for achieving superior financial and operational results for the Corporation. The discretionary annual bonus may be paid in cash or shares in an amount reviewed with management and recommended by the Board and approved by the Board. The actual amount of bonus is determined following a review by the Board of each executive's individual role during the previous year.

Bonuses awarded by the Board are intended to be competitive with the market while rewarding senior executives for creating qualitative improvements in the Corporation's performance, including delivering near-term financial and operating results, developing long-term growth prospects, improving the efficiency and effectiveness of business operations and building a culture of teamwork focused on creating long-term shareholder value. Consistent with a flexible nature of the annual bonus program, the Board does not assign any specific weight to any particular element of performance nor is any specific weight assigned to a specific performance goal in the aggregate. The Board considers not only the Corporation's performance during the year, but also with respect to market and economic trends and forces, extraordinary internal and market-driven events, unanticipated developments and other extenuating circumstances. In sum, the Board analyzes the total mix of available information on a qualitative, rather than quantitative, basis in making bonus determinations. In 2020, no bonuses were awarded to the NEO's.

### ***Long-Term Incentive Programs***

The allocation of stock options and the terms designed in those options are an integral component of the compensation package of the senior officers of the Corporation. The Corporation has a stock option plan in place for the purpose of providing stock options to the officers. The Board believes that the grant of options to the executive officers and share ownership by such officers serves to motivate achievement of the Corporation's long-term strategic objectives and the result will benefit all shareholders of the Corporation. Stock options are awarded to employees of the Corporation by the Board based upon the recommendation of the Chief Executive Officer, who bases his decision upon the level of responsibility and contribution of the individuals toward the Corporation's ultimate goals and objectives. Also, the Board considers the overall number of stock options that are outstanding relative to the number of outstanding common shares of the Corporation in determining whether to make any new grants of stock options and the size of such grants. The granting of these specific options is reviewed by management for final recommendation to the Board for approval.

### **Hedging Activities**

Although the Corporation has no formal hedging policy in place with respect to purchases of securities by NEOs or directors designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by such individuals, to the Corporation's knowledge, no NEO or director has hedged the economic value of his direct or indirect interests in the market value of the Common Shares so held or granted as compensation.

### **Risk Assessment and Oversight**

The Board is keenly aware of the fact that compensation practices can have unintended risk consequences. The Board will continually review the Corporation's compensation policies to identify any practice that might encourage an employee to expose the Corporation to unacceptable risks. At the present time, the Board is satisfied that the current executive compensation program does not encourage the Corporation's executives to expose the business to inappropriate risk. The Board takes a conservative approach to executive compensation rewarding individuals for the success of the Corporation once that success has been demonstrated and incenting them to continue that success through the grant of long-term incentive awards. In addition, the Option Plan limits the number of options a particular NEO is entitled to receive.

### **Summary Compensation Table**

The following table is a summary of all compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to our directors and NEOs for the two most recently completed financial years.

<b>Name and principal position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission</b> (\$)	<b>Bonus</b> (\$)	<b>Committee or meeting fees</b> (\$)	<b>Value of perquisites<sup>(1)</sup></b> (\$)	<b>Value of all other compensation</b> (\$)	<b>Total compensation</b> (\$)
George Tsafalas CEO and Director	2020	170,625	Nil	Nil	Nil	Nil	170,625
	2019	91,875					91,875
Tatiana Kovaleva, CFO	2020	61,950	Nil	Nil	Nil	Nil	61,950
	2019	67,725					67,725

**Notes:**

- (1) The value of perquisites and benefits, if any, for each NEO or director was less than (a) \$15,000, if the NEO or director's total salary for the financial year was \$150,000 or less; (b) 10% of the NEO or director's salary for the financial year, if the NEO or director's total salary for the financial year was greater than \$150,000 but less than \$500,000; or (c) \$50,000, if the NEO or director's total salary for the financial year was \$500,000 or greater.
- (2) In 2020, Mr. Tsafalas received compensation in the amount of \$170,625 for his role as CEO and \$Nil for his role as director.
- (3) In 2019, Mr. Tsafalas received compensation in the amount of \$91,875 for his role as CEO and \$Nil for his role as director.

### **External Management Companies**

None of our NEOs or directors have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with us to provide executive management services to us, directly or indirectly.

### **Stock Options and other Compensation Securities**

The following table provides a summary of all compensation securities granted or issued to each NEO and to each director of the Company during the most recently completed financial year of the Company for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

<b>Compensation Securities</b>							
<b>Name and principal position</b>	<b>Type of Compensation Security</b>	<b>Number of compensation securities, number of underlying securities and percentage of class</b>	<b>Date of issue or grant</b>	<b>Issue, conversion or exercise price</b> (\$)	<b>Closing price of security or underlying security on date of grant</b> (\$)	<b>Closing price of security or underlying security at year end</b> (\$)	<b>Expiry date</b>
George Tsafalas, CEO and Director	Options	150,000	April 9, 2020	0.50	0.50	\$0.21	April 9, 2025
Tatiana Kovaleva, CFO	Options	50,000	April 9, 2020	0.50	0.50	\$0.21	April 9, 2025
Morie Shacker, Director	Options	30,000	April 9, 2020	0.50	0.50	\$0.21	April 9, 2025
		280,000					

Notes: All 280,000 options granted were surrendered by the holders in 2021.

### **Exercise of Compensation Securities by NEOs**

280,000 compensation securities were cancelled by the NEOs and directors during the financial year ended December 31, 2020. Subsequent to year end, 280,000 of these options were voluntarily cancelled.

### **Description of the Option Plan**

The Corporation has an Option Plan pursuant to which the Board may, from time to time, grant options to directors, officers, employees and consultants of the Corporation. The number of Common Shares granted under each option and the vesting terms thereof are in the discretion of the Board. Options granted under the Plan must have a term of no more than five years from the date of grant. The exercise price of each option granted under the Plan is in the discretion of the Board, provided that the exercise price cannot be below the closing price of the Common Shares on the Canadian Securities Exchange (the "Exchange") on the last trading day before the date of grant. Any outstanding options granted under the Plan expire on a date not exceeding 90 days following the date that the holder ceases to be an officer, director, employee or consultant of the Corporation, as the case may be, except in the case of death in which case the options expire one year from the date of death. Options granted under the Plan are non-assignable and non-transferable. Outstanding options granted under the Plan may be adjusted in certain events, as to exercise price (subject to disinterested shareholder approval prior to any reduction to the exercise price if the affected optionee is an insider (as defined in the *Securities Act* (Alberta)) of the Corporation at the time of the proposed amendment) and number of Common Shares, to prevent dilution or enlargement. The number of Common Shares that may be optioned under the Plan is limited to 10% of the outstanding Common Shares from time to time.

As of December 31, 2020, 2,655,000 Common Shares (representing approximately 3.3 % of the issued and outstanding Common Shares as at such date) were reserved for issuance pursuant to Options granted under the Plan.

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

The following table sets forth the number of Common Shares to be issued upon exercise of outstanding Options issued pursuant to equity compensation plans, the weighted average exercise price of such outstanding Options and the number of Common Shares remaining available for future issuance under equity compensation plans of the Corporation as of December 31, 2020.

<b>Plan Category</b>	<b>Number of Common Shares to be issued upon exercise of outstanding options</b>	<b>Weighted-average exercise price of outstanding options</b>	<b>Number of Common Shares remaining available for future issuance under equity compensation plans (excluding Common Shares reflected in the first column)<sup>(1)</sup></b>
Equity compensation plans approved by securityholders	2,655,000	0.36	5,288,973
Equity compensation plans not approved by securityholders	nil	nil	nil
<b>Total</b>	<b>2,655,000</b>	<b>0.36</b>	<b>5,288,973</b>

**Note:**

Based on the number of Common Shares outstanding on December 31, 2020 of 79,439,727.

### **Employment, Consulting and Management Agreements**

The Company does not, and did not during the most recently completed financial year, have in place any employment, consulting or management agreements between the Company or any subsidiary or affiliate thereof and any of its NEOs.

There are no employment, consulting or management agreements in place with any of the directors of the Company.

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

Codebase does not have a formal compensation committee. The independent directors consider and determine all compensation matters in respect of our NEOs and directors. The objective of our compensation arrangements is to compensate the executive officers for their services at a level that is both in line with our fiscal resources and competitive with companies at a similar stage of development.

We compensate our executive officers based on their skill, qualifications, experience, level of responsibility involved in their position, our existing stage development, our resources, industry practice and regulatory guidelines regarding executive compensation.

At this time, we do not have a formal compensation program with specific performance goals or similar conditions. Executive compensation is based upon the need to provide a compensation package that will allow us to attract and retain qualified and experienced executives, balanced with a pay-for-performance philosophy. The 2020 Stock Option Plan will continue to be used to provide share-purchase Options to executives. The share-purchase Options are granted in consideration of the level of responsibility of the executive as well as his or her impact to our long-term operating performance. In determining the number of Options to grant to an executive officer, the Board takes into account the number of options, if any, previously granted to such executive officer and the exercise price of any outstanding options in order to ensure that each grant is in accordance with the policies of the CSE, and to closely align the interests of each executive officer with the interests of our shareholders.

We plan to continually assess and, if required, revise our compensation plans in accordance with our growth and activity level. We believe this flexible approach is required for a company in our current state of development.

### **Pension Disclosure**

We do not have any pension or retirement plans that are applicable to the NEOs or directors. We have not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO, in connection with or related to the retirement, termination or resignation of such person, and we have not provided any compensation to any such person as a result of a change of control.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

## **MANAGEMENT CONTRACTS**

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

## PARTICULARS OF MATTERS TO BE ACTED UPON

### A. Financial Statements

The Shareholders will receive and consider the Company's audited financial statements for the fiscal year ended December 31, 2020 together with the auditor's report thereon. A copy of the financial statements is available for review on [www.sedar.com](http://www.sedar.com).

### B. Fixing Number of Directors

At the Meeting, Shareholders will be asked to fix the number of directors for the present time at three (3) as may be adjusted between shareholders' meetings by way of resolution of the Board. Accordingly, unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of fixing the number of directors to be elected at the Meeting to three (3).

### C. Election of Directors

At the Meeting, Shareholders will be asked to elect the proposed directors set forth below to hold office until the next annual meeting or until their successors are elected or appointed. There are presently three (3) directors, each of whom retires from office at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies in the accompanying form in favour of the election as directors of the nominees set forth below to hold office until the next annual general meeting, or until their successors are elected or appointed:

George Tsafalas  
Brian Keane  
Morie Shacker

See *Election of Directors* above for more information regarding each of the proposed director nominees.

### D. Appointment of Auditor

The Corporation's auditor is Baker Tilly LLP, Chartered Accountants ("Baker Tilly"). Baker Tilly was first appointed as auditor of the Corporation in 2017.

At the Meeting, shareholders will be asked to vote for the appointment of Baker Tilly LLP, Chartered Accountants, of Calgary, Alberta, as auditors of the Corporation until the close of the next annual general meeting, at such remuneration as may be approved by the Board of Directors of the Corporation.

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. The persons named in the enclosed form of proxy intend to vote FOR this resolution at the Meeting. **The Board of Directors recommends that you vote FOR the ordinary resolution approving Davidson as the auditor.**

## ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company to request copies of the Company's financial statements and management's discussion and analysis by sending a written request to Codebase Ventures Inc., Suite 1780, 355 Burrard Street St., Vancouver, BC Canada V6C 2C8, Attention: George Tsafalas, CEO or Tatiana Kovaleva, CFO.

Financial information is provided in the Company's comparative financial statements and management discussion and analysis for its most recently completed financial year.

**TRANSFER AGENT AND REGISTRAR**

Codebase's registrar and transfer agent is Odyssey Trust Company, 1230, 300 5<sup>th</sup> Avenue SW, Calgary, Alberta T2P 3C4.

**OTHER MATTERS**

The Directors are not aware of any other matters which they anticipate will come before the Meeting as of the date of this Circular.

## SCHEDULE A

### Codebase Ventures Inc.

#### AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below:

#### 1. The Audit Committee's Charter

##### The Audit Committee's Charter of Codebase Ventures Inc. (the "**Company**")

###### *Purpose of the Committee*

The purpose of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- the Company's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's charter documents and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("**IFRS**"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with **IFRS**.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

### ***Authority and Responsibility***

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.

11. Establish and review the Company's procedures for the:
  - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting corporation in National Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* and the charter documents of the Company.

## **2. Composition of the Audit Committee**

George Tsafalas, Brian Keane and Morie Shacker are members of the audit committee. Each member of the audit committee is financially literate as defined by NI 52-110. George Tsafalas is not an independent member of the audit committee by virtue of his position as CEO. Brian Keane and Morie Shacker are independent directors of the Company.

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

## **3. Relevant Education and Experience**

The following is the description of education and experience of each audit committee member that is relevant to the performance of his duties.

Mr. George Tsafalas has been a Senior Executive, Chief Financial Officer, Executive Member of the Board of Director's and Chair of the Audit Committee of several companies, where he acquired his financial literacy.

Mr. Brian Keane has over 18 years of capital markets, investing and C-level consulting experience in over 100 emerging growth companies in the US, Canada, Caribbean and Asia, transacting over \$2 billion in deal value. His previous Wall Street experience includes: Rodman & Renshaw, LLC, Ladenburg Thalmann & Co., TechVest, & Qualified Capital where he focused on life science, biotech, mining and emerging growth companies. He earned a BS from the University of Scranton and a JD from New York Law School.

Mr. Morie Shacker is an independent businessman with over 5 years of recent experience running his own companies. Mr. Shacker has significant public market experience, having served on the board of directors for companies such as 360 Blockchain Inc. and Weekend Unlimited Inc., along with experience as an early stage investor in several companies. Early in his career he was the General Manager of both The Bay and Holt Renfrew. He went on to become a professor of marketing at BCIT and finished his teaching career as the Dean of BCIT's Business School.

#### **4. Audit Committee Oversight**

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

#### **5. Reliance on Certain Exemptions**

The Company's auditors, Baker Tilly LLP, have not provided any material non-audit services.

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

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

#### **7. External Auditor Service Fees**

The audit committee has reviewed the nature and amount of the non-audit services provided by the auditors to the Company to ensure auditor independence. Fees incurred with the auditors for audit and non-audit services during the last two fiscal years for audit fees are outlined in the following table.

<b>Financial Year Ending</b>	<b>Audit Fees <sup>(1)</sup></b>	<b>Audit Related Fees <sup>(2)</sup></b>	<b>Tax Fees <sup>(3)</sup></b>	<b>All Other Fees <sup>(4)</sup></b>
December 31, 2020	48,000	1,786	Nil	2,306
December 31, 2019	42,000	1,050	2,050	512

Notes:

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

#### **Exemptions**

In respect to the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of National Instrument 52 -1