

EDGEWATER WIRELESS SYSTEMS INC.

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www.edgewaterwireless.com

MANAGEMENT INFORMATION CIRCULAR

as at November 7, 2016

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by management of Edgewater Wireless Systems Inc. for use at the annual general meeting (the “Meeting”) of shareholders of Edgewater Wireless Systems Inc. (the “Shareholders”) to be held on December 14, 2016, and any adjournment thereof, for the purposes set forth in the attached Notice of Annual General Meeting. Except where otherwise indicated, the information contained herein is stated as of November 7, 2016.

In this Information Circular, references to the “Company” and “we” refer to Edgewater Wireless Systems Inc. “Common Shares” means common shares without par value in the capital of the Company. “Registered Shareholders” means Shareholders whose names appear on the records of the Company as the registered holders of Common Shares. “Non-Registered Shareholders” means Shareholders who do not hold Common Shares in their own name. “Intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged to send meeting materials directly to Registered Shareholders, as well as Non-Registered Shareholders who have consented to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (non-objecting beneficial owners). We have not arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders who have objected to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (objecting beneficial owners). As a result, objecting beneficial owners will not receive the Information Circular and associated meeting materials unless their Intermediary assumes the costs of delivery.

Appointment and Revocation of Proxies

This information applies to Registered Shareholders only. If you are a Non-Registered Shareholder, see “Voting by Non-Registered Shareholders” below for further information on how to vote your Common Shares.

The individuals named in the accompanying form of proxy (the “Proxy”) are officers of the Company. **If you are a Registered Shareholder, you have the right to attend the meeting or vote by proxy and to appoint a person or company other than the person designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting.** You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of Proxy. Registered Shareholders electing to submit a Proxy may do so by:

- (i) Completing, dating and signing the enclosed form of Proxy and returning it to the Company’s transfer agent, Computershare Investor Services Inc. (“Computershare”), by fax within North America at 1-866-249-7775, or by mail or hand delivery at 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1;
- (ii) Using the internet through the website of Computershare at www.investorvote.com. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder’s account number and the Proxy Control Number.

In all cases you should ensure that the Proxy is received at least 48 hours before the Meeting or the adjournment thereof at which the Proxy is to be used.

Every Proxy may be revoked by an instrument in writing:

- (i) executed by the Shareholder or by his/her attorney authorized in writing or, where the Shareholder is a company, by a duly authorized officer or attorney of the company; and
- (ii) delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, at which the Proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof,

or in any other manner provided by law.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf. If you are a Non-Registered Shareholder, see “Voting by Non-Registered Shareholders” below for further information on how to vote your Common Shares.

Exercise of Discretion by Proxyholder

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

- (i) each matter or group of matters identified therein for which a choice is not specified;
- (ii) any amendment to or variation of any matter identified therein;
- (iii) any other matter that properly comes before the Meeting; and
- (iv) exercise of discretion of the proxyholder.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matters that could come before the Meeting.

Voting by Non-Registered Shareholders

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Non-Registered Shareholders should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders.

If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, 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 name of the Shareholder’s Intermediary or an agent of that Intermediary. 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).

If you have consented to disclosure of your ownership information, you will receive a request for voting instructions from the Company (through Computershare). If you have declined to disclose your ownership information, you may receive a request for voting instructions from your Intermediary if they have assumed the cost of delivering the Information Circular and associated meeting materials. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. However, most Intermediaries now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada.

If you are a Non-Registered Shareholder, you should carefully follow the instructions on the voting instruction form received from Computershare or Broadridge in order to ensure that your Common Shares are voted at the Meeting. The voting instruction form supplied to you will be similar to the Proxy provided to the Registered Shareholders by the Company.

However, its purpose is limited to instructing the Intermediary on how to vote on your behalf.

The voting instruction form sent by Computershare or Broadridge will name the same persons as the Company's proxy to represent you at the Meeting. Although as a Non-Registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your Intermediary, you, or a person designated by you (who need not be a Shareholder), may attend at the Meeting as Proxyholder for your Intermediary and vote your Common Shares in that capacity. To exercise this right to attend the meeting or appoint a Proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form. Alternatively, you may provide other written instructions requesting that you or your desired representative attend the Meeting as Proxyholder for your Intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

If you receive a voting instruction form from Computershare or Broadridge, you cannot use it to vote Common Shares directly at the Meeting – the voting instruction form must be completed as described above and returned in accordance with its instructions well in advance of the Meeting in order to have the Common Shares voted.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, no person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors, the approval of the stock option plan and as set out herein. For the purpose of this paragraph, "Person" shall include each person: (a) who has been a director, senior officer or insider of the Company at any time since the commencement of the Company's last fiscal year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person included in subparagraphs (a) or (b).

RECORD DATE AND QUORUM

The board of directors (the "Board") of the Company has fixed the record date for the Meeting as the close of business on November 7, 2016 (the "Record Date"). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares at the Meeting, except to the extent that any such shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten (10) days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case, only such transferee shall be entitled to vote such Common Shares at the Meeting.

Under the Company's by-laws, the quorum for the transaction of business at the Meeting is one Shareholder entitled to vote, present in person or by proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

On the Record Date there were 134,563,557 Common Shares issued and outstanding, each Common Share carrying the right to one vote. Only Shareholders of record at the close of business on the Record Date will be entitled to vote in person or by Proxy at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, the beneficial owners or persons exercising control or direction over Common Shares carrying 10% or more of the outstanding voting rights are:

Name	Number of Common Shares⁽¹⁾	Approximate % of Total Issued
Duane L. Anderson Ontario, Canada	24,458,401 ⁽²⁾	18.18%

(1) The above information was derived from the shareholder list maintained by the Company's registrar and transfer agent, or from insider and beneficial ownership reports available at www.sedi.com and www.sedar.com.

(2) 7,624,800 Common Shares are held directly by Duane Anderson, 16,393,601 are held by Edgewater Computer Systems, Inc., a private company controlled by Mr. Anderson and 440,000 are held by 7958030 Canada Inc., a private holding company owned by Mr. Anderson.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Company’s directors, the only matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting and more particularly discussed below.

Presentation of Financial Statements

The audited financial statements of the Company for the financial year ended April 30, 2016 and the auditors’ report thereon, and will be placed before the Meeting. The Company’s financial statements are available on the System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

Election of Directors

The Company proposes to fix the number of directors of the Company at five (5) and to nominate the persons listed below for election as directors. Each director will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director. If, prior to the Meeting, any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the Proxy as nominee to vote the Common Shares represented by Proxy for the election of any other person or persons as directors.

The following table sets out the names of the management nominees; their positions and offices in the Company; principal occupations; the period of time that they have been directors of the Company; and the number of Common Shares of the Company which each beneficially owns or over which control or direction is exercised.

Name, Residence and Present Position within the Company	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Discretion is Exercised⁽¹⁾	Principal Occupation⁽¹⁾
Duane Anderson⁽⁴⁾ Ontario, Canada Chairman, CTO and Director	October 13, 2011	24,458,401 ⁽²⁾	President and CEO, Edgewater Computer Systems, Inc.
J. Lewis Dillman⁽⁴⁾ British Columbia, Canada Director	April 29, 2011	633,161 ⁽³⁾	President, Abenteuer Resources Corp.
Hubert A.J. Whyte Kent, UK Director	March 22, 2012	124,320	Retired business executive
Brian Imrie Ontario, Canada Proposed Director	<i>Proposed Director</i>	Nil	Chairman and owner, Debro Inc., a privately owned chemical distribution company, since 2014. Currently a director of PPX Mining Corp. and PC Ontario Fund. Formerly Senior Managing Director, Head of Investment Banking at Jennings Capital Inc./Mackie Research Capital Corporation (2014 to 2015) and Global Head, Mining M&A at KPMG (2009 to 2012).

Name, Residence and Present Position within the Company	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Discretion is Exercised ⁽¹⁾	Principal Occupation ⁽¹⁾
Jane Barratt New York, USA Proposed Director	<i>Proposed Director</i>	Nil	Founder and CEO, GoldBean, an SEC registered investment advisor, since October 2013. Formerly Chief Operating Officer – International of McGarrybowen (June 2012 to October 2013); President, Young & Rubicam, New York (2010-2011); Vice President, Managing Director, Sapient Interactive (2008-2010); Managing Director, Euro RSCG Worldwide (2003-2007).

- (1) The information as to principal occupation, business or employment and shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Unless otherwise stated above, any nominees named above not elected at the last annual general meeting have held the principal occupation or employment indicated for at least the five preceding years.
- (2) 7,624,800 Common Shares are held directly by Duane Anderson, 16,393,601 are held by Edgewater Computer Systems, Inc., a private company controlled by Mr. Anderson and 440,000 are held by 7958030 Canada Inc., a private holding company owned by Mr. Anderson.
- (3) 428,161 Common Shares are held directly by J. Lewis Dillman and 205,000 Common Shares are held by Western Eagle Resources Corp., a private company controlled by Mr. Dillman.
- (4) Member of the audit committee of the Company.

Brian Imrie – Mr. Imrie is the Chairman and owner of Debro Inc., a privately owned chemical distribution company. Between 2009 and 2012, Mr. Imrie was Partner and Global Head of Mining M & A for KPMG Corporate Finance and was responsible for creating an integrated global mining advisory team based in over ten countries overseeing in excess of \$500M in mining transactions. Prior to working with KPMG Mr. Imrie was Managing Director and Co-Head of M & A for National Bank Financial for seven years (2001-2008) and was responsible for numerous high profile mining transactions. Mr. Imrie has also worked with Morgan Stanley and Credit Suisse. Mr. Imrie received his MBA from Harvard University in 1987 and his BA from the University of Toronto in 1983.

Jane Barratt – Ms. Barratt is the founder & CEO of GoldBean, an SEC registered investment advisor that provides algorithm-driven advice, education and access to low-cost trades, all on hellogoldbean.com. Ms. Barratt spent more than 20 years driving growth for Fortune 500 companies, including many financial services institutions. She is also an author on Lynda.com and Investopedia.com.

Except as disclosed below, no proposed director of the Company is, or has been, within the 10 years prior to the date of this Information Circular, a director or executive officer of any company that :

- (a) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while that person was acting in that capacity;
- (b) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after that person ceased to act in that capacity and which resulted from an event that occurred while that person was acting in that capacity; or
- (c) 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.

The Company was subject to a cease trade order issued by the British Columbia Securities Commission (“**BCSC**”) on October 9, 2013 for failure to file its interim financial statements within the time prescribed under National Instrument 51-102 – Continuous Disclosure Obligations (“**NI 51-102**”). The order was revoked on October 16, 2013 after the Company filed the

required records.

J. Lewis Dillman, a current and proposed director of the Company, was a director and officer of Hellix Ventures Inc. (“**Hellix**”) during the time that Hellix was subject to a cease trade order issued by the BCSC on December 6, 2012 for failure to file its annual financial statements and management discussion and analysis for the year ended July 31, 2012 within the time prescribed under NI 51-102. The order was revoked on February 26, 2013 after Hellix filed the required documents. Mr. Dillman was also a director and officer of Phoenix Metals Corporation (“**Phoenix**”) during the time that Phoenix was subject to a cease trade order issued by the BCSC on May 8, 2015 for failure to file its annual financial statements and management discussion and analysis for the year ended December 31, 2014 within the time prescribed under NI 51-102. The cease trade Order was revoked on June 15, 2015 after Phoenix filed the required documents.

No proposed director of the Company has, within the 10 years prior to 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.

Appointment of Auditor

Management is recommending that shareholders vote to appoint KPMG LLP, Chartered Accountants, of Suite 1800 – 150 Elgin Street, Ottawa, Ontario, K2P 2P8, as the auditor for the Company until the next annual meeting of Shareholders, and to authorize the directors to fix their remuneration. KPMG LLP were first appointed as auditors for the Company in December, 2011.

Approval of Stock Option Plan

At the Meeting, Shareholders will be asked to approve the continuation of the Company’s 2014 stock option plan (the “**Plan**”). The purpose of the Plan is to provide an incentive to directors, employees and consultants to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company.

The following summary of the Plan does not purport to be complete and is qualified in its entirety by reference to the Plan.

1. Eligible Participants. Incentive stock options (“**Options**”) may be granted under the Plan to directors or officers of the Company or an affiliate of the Company (collectively, the “**Directors**”), employees of the Company (collectively, the “**Employees**”), consultants of the Company or its affiliate (collectively, the “**Consultants**”) or Management Company Employees (as that term is defined in Policy 4.4 of the TSX Venture Exchange (the “**Exchange**”) Corporate Finance policy manual). The Board, in its discretion, determines which of the Directors, Employees or Consultants will be awarded Options under the Plan.
2. Number of Shares Reserved. The number of Common Shares which may be issued pursuant to options granted under the Plan may not exceed 10% of the Common Shares of the Company from time to time at the date of granting of Options (including all options granted by the Company prior to the adoption of the Plan and under the Plan). Options which are cancelled or expire prior to exercise continue to be issuable under the Plan.
3. Limitations. Under the Plan, the aggregate number of Options granted to any one person in a 12 month period must not exceed 5% of the issued and outstanding shares of the Company, calculated on the date the Option is granted. The aggregate number of Options granted to any one Consultant in a 12 month period must not exceed 2% of the issued and outstanding shares of the Company, calculated at the date the Option is granted. The aggregate number of Options granted to all persons retained to provide investor relations services to the Company (including Consultants and Employees or Directors whose role and duties primarily consist of providing investor relations services) must not exceed 2% of the issued and outstanding shares of the Company in any 12 month period, calculated at the date an Option is granted to any such person.
4. Term of Options. Subject to the termination and change of control provisions noted below, the terms of any Option granted under the Plan is determined by the Board and may not exceed ten years from the date of grant.
5. Exercise Price. The exercise price of Options granted under the Plan is determined by the Board, provided that it is not less than the Discounted Market Price, as that term is defined in the Exchange’s Corporate Finance policy manual or such other minimum price as is permitted by the Exchange in accordance with the policies from time to time, or, if the Common Shares are no longer listed on the Exchange, then such other exchange or quotation system on which the Common Shares

are listed or quoted for trading. The exercise price of Options granted to insiders may not be decreased without disinterested shareholder approval at the time of the proposed amendment.

6. Vesting. All Options granted pursuant to the Plan will be subject to such vesting requirements as may be prescribed by the Exchange, if applicable, or as may be imposed by the Board.
7. Termination. Any Options granted pursuant to the Plan will terminate upon the earliest of:
 - (a) such date as the Board has fixed when the Option is granted, provided that the date is no more than one year from the date on which the holder ceases to be eligible (the “**Cessation Date**”) to hold the Option;
 - (b) the end of the term of the Option;
 - (c) if the Cessation Date is as a result of dismissal for cause or regulatory sanction, then immediately on the Cessation Date; or
 - (d) if the Cessation Date is as a result of death or disability, then the date that is one year from the date of such death or disability.

Disinterested shareholder approval will be sought in respect of any material amendment to the Plan.

Shareholder Approval

Shareholders will be asked at the Meeting to approve with or without variation the following ordinary resolution:

“BE IT RESOLVED THAT:

- (a) the Company’s 2014 Stock Option Plan be approved, and that in connection therewith a maximum of 10% of the Company’s issued and outstanding Common Shares at the time of each grant be approved for granting as options; and
- (b) any director or officer of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required, as in the opinion of such director or officer may be necessary or appropriate in order to give effect to this resolution.”

A copy of the Plan is available at the records office of the Company at 1200 – 750 West Pender Street, Vancouver, British Columbia until the business day immediately preceding the date of the Meeting. A copy will also be made available at the Meeting.

OTHER BUSINESS

As of the date of this Information Circular, management knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

STATEMENT OF EXECUTIVE COMPENSATION

Set out below are particulars of compensation paid to the following persons (the “**Named Executive Officers**” or “**NEOs**”):

- (a) the Company’s chief executive officer (“**CEO**”);
- (b) the Company’s chief financial officer (“**CFO**”);
- (c) each of the Company’s three most highly compensated executive officers, 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 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, nor acting in a similar capacity, at the end of that financial year.

As at April 30, 2016, the end of the most recently completed financial year of the Company, the Company had three (3) NEO’s, whose names and positions held within the Company are set out in the summary compensation table below.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Summary Compensation Table

The following table is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO and director for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company for each of the Company's two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Duane Anderson ⁽¹⁾ Chairman, CTO, and Director	2016	\$33,672	Nil	Nil	Nil	Nil	\$33,672
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Skafel ⁽²⁾ President and CEO	2016	\$180,000	Nil	Nil	Nil	Nil	\$180,000
	2015	\$180,000	Nil	Nil	Nil	Nil	\$180,000
Bob Harper ⁽³⁾ CFO	2016	\$76,000	Nil	Nil	Nil	Nil	\$76,000
	2015	\$21,500	Nil	Nil	Nil	Nil	\$21,500
Sam Sgabellone ⁽⁴⁾ Former CFO	2016	N/A	N/A	N/A	N/A	N/A	N/A
	2015	\$7,930	N/A	N/A	N/A	N/A	\$7,930
J. Lewis Dillman Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Hubert A.J. Whyte Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Claude Haw Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Mr. Anderson acted as CEO from November 21, 2012 to April 30, 2014. He was appointed as Chairman and Chief Technology Officer on April 30, 2014. Mr. Anderson's only compensation was in respect of his position as a director of the Company; he received no compensation for serving as CEO.
- (2) Mr. Skafel was appointed CEO on April 30, 2014.
- (3) Mr. Harper was appointed CFO on November 10, 2014.
- (4) Mr. Sgabellone served as CFO from April 30, 2012 to May 2, 2014.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each director and NEO by the Company or its subsidiary in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Duane Anderson Chairman, CTO, Director	Options	200,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025
Andrew Skafel President and CEO	Options	1,000,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025
Bob Harper CFO	Options	220,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025
J. Lewis Dillman Director	Options	200,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025
Hubert A.J. Whyte Director	Options	200,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025
Claude Haw Director	Options	200,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025

The following table contains information on compensation securities exercised by the directors and NEO's during the most recently completed financial year.

Compensation Securities							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
J. Lewis Dillman Director	Options	200,000	\$0.15	April 28, 2016	\$0.195	\$0.045	\$9,000

The following table contains information on outstanding options of the Company held by the directors and NEO's as at the end of the most recently completed financial year.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Duane Anderson Chairman, CTO, Director	Options	228,161	Nov. 2, 2011	\$0.25	-	\$0.205	Oct. 31, 2016
		228,161	Nov. 2, 2011	\$0.50	-	\$0.205	Oct. 31, 2016
		500,000	Dec. 16, 2014	\$0.05	\$0.02	\$0.205	Dec. 15, 2024
		200,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025
Andrew Skafel President and CEO	Options	798,564	Nov. 2, 2011	\$0.25	-	\$0.205	Oct. 31, 2016
		798,564	Nov. 2, 2011	\$0.50	-	\$0.205	Oct. 31, 2016
		1,000,000	July 31, 2013	\$0.10	\$0.065	\$0.205	July 30, 2023
		1,500,000	Dec. 16, 2014	\$0.05	\$0.02	\$0.205	Dec. 15, 2024
		1,000,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025
Bob Harper CFO	Options	250,000	Dec. 16, 2014	\$0.05	\$0.02	\$0.205	Dec. 15, 2024
		220,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 16, 2025
J. Lewis Dillman Director	Options	228,161	Nov. 2, 2011	\$0.25	-	\$0.205	Oct. 31, 2016
		228,161	Nov. 2, 2011	\$0.50	-	\$0.205	Oct. 31, 2016
		500,000	Dec. 16, 2014	\$0.05	\$0.02	\$0.205	Dec. 15, 2024
		200,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025
Hubert A.J. Whyte Director	Options	250,000	July 31, 2013	\$0.10	\$0.065	\$0.205	Mar. 21, 2022
		500,000	Dec. 16, 2014	\$0.05	\$0.02	\$0.205	Dec. 15, 2024
		200,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025
Claude Haw Director	Options	250,000	July 31, 2013	\$0.10	\$0.065	\$0.205	Nov. 30, 2022
		500,000	Dec. 16, 2014	\$0.05	\$0.02	\$0.205	Dec. 15, 2024
		200,000	Dec. 16, 2015	\$0.27	\$0.265	\$0.21	Dec. 15, 2025

Stock Option Plans and Other Incentive Plans

The Company's 2014 Stock Option Plan was approved by the Shareholders at the Company's Annual General Meeting on December 15, 2015. For details of the material terms of the Company's 2014 Stock Option Plan, please see "*Particular of Matters to be Acted Upon – Approval of Incentive Stock Option Plan*".

Employment, Consulting and Management Agreements

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

The Company entered into a consulting agreement dated effective January 1, 2016 with Mr. Duane Anderson (the "**Consulting Agreement**") pursuant to which it agreed to pay Mr. Anderson \$115 per hour, up to a maximum for 265 hours, for providing consulting services to the Company. The Consulting Agreement was for a term commencing January 1, 2016 and ending April 30, 2016.

There are no other agreements or arrangements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the company or any of its subsidiaries that were performed by a director or NEO.

Oversight and Description of Director and NEO Compensation

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage

of development.

The Company compensates its executive officers based on their skill and experience levels and the existing stage of development of the Company. Executive officers are rewarded on the basis of the skill and level of responsibility involved in their position, the individual's experience and qualifications, the Company's resources, industry practice, and regulatory guidelines regarding executive compensation levels.

The Board has implemented three levels of compensation to align the interests of the executive officers with those of the shareholders. First, executive officers may be paid a monthly consulting fee or salary. Second, the Board may award executive officers long term incentives in the form of stock options. Finally, and only in special circumstances, the Board may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value. The Company's compensation program provides that total compensation for senior management may include a combination of base salary, and objective-based incentives as well as the same health and insurance benefit programs as provided to all other employees. The Company does not provide pension or other benefits to the executive officers.

The base compensation of the executive officers is reviewed and set annually by the Board. The CEO has substantial input in setting annual compensation levels. The CEO is directly responsible for the financial resources and operations of the Company. In addition, the CEO and Board from time to time determine the stock option grants to be made pursuant to the Company's Stock Option Plan. Previous grants of stock options are taken into account when considering new grants. The Board awards bonuses at its sole discretion. The Board does not have pre-existing performance criteria or objectives.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company's financial resources and prospects.

The Company has no standard arrangement pursuant to which directors are compensated by the Company for their services in their capacity as directors except for the granting from time to time of incentive stock options in accordance with the policies of the TSX Venture Exchange.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as of the end of the Company's most recently completed financial year with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (Stock Option Plan)	11,683,106	\$0.1872	1,052,333
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	11,683,106	\$0.1872	1,052,333

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, proposed nominees for election as directors or their associates are, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein or above, no informed person (a director, officer or holder of 10% or more common shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director has had any material interest, direct or indirect, in any transaction since the commencement of the Company's 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. See "Statement of Executive Compensation".

MANAGEMENT CONTRACTS

Management functions of the Company or any of its subsidiaries are not to any substantial degree performed by anyone other than by the directors or NEO's of the Company or subsidiary.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and charged with the day to day management of the Company. The Canadian Securities Administrators ("CSA") have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The composition of the Board currently consists of four directors - Duane Anderson, J. Lewis Dillman, Hubert Whyte and Claude Haw. It is proposed that the current directors except Mr. Haw who is not standing for re-election, be nominated at the Meeting.

The Board consists of a majority of individuals who qualify as independent directors. For this purpose, a director is independent if he or she has 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 the director's independent judgment. Of the proposed nominees, one director, Duane Anderson, CEO, is considered not to be independent.

Other Directorships

The following table sets forth the directors of the Company who are directors of other reporting issuers:

<i>Name</i>	<i>Name of other reporting issuer</i>
J. Lewis Dillman	AAN Ventures Inc. Abenteuer Resources Corp. Phoenix Metals Corporation
Claude Haw ⁽¹⁾	DragonWave Inc.
Brian Imrie ⁽²⁾	PPX Mining Corp.

Notes:

- (1) Current member of the Board of Directors not standing for re-election.
- (2) Nominee that is not a current member of the Board of Directors.

Orientation and Continuing Education

Orientation of new members of the Board is conducted by informal meetings with members of the Board, briefings by management, and the provision of copies of or access to the Company's documents.

Ethical Business Conduct

The Board has not adopted a formal code of business conduct and ethics. The Board is of the view that the fiduciary duties placed on individual directors by the Company's governing legislation and common law together with corporate statutory restrictions on an individual director's participation in Board decisions in which the director has an interest are 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 general meeting. The Board takes in to account the number of directors required to carry out the Board's duties effectively and to maintain diversity of views and experience.

The Board has not established a nominating committee and this function is currently performed by the Board as a whole.

Compensation

The Board has not established a formal compensation committee. Rather the independent Board members are responsible for reviewing and determining the adequacy and form of compensation paid to the Company's executives and key employees. The independent Board members evaluate the performance of the Chief Executive Officer and other senior management measured against the Company's business goals and industry compensation levels.

Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Board, its committees and individual directors are not regularly assessed with respect to their effectiveness and contribution. The Board believes that such assessments are more appropriate for companies of a larger size and complexity which may have significantly larger boards of directors. Where appropriate, the chair of the Board meets with individual directors to discuss their contribution and that of the other directors. Arising from such meetings, if appropriate, the Board considers procedural and substantive changes to increase the effectiveness of the Board, its committees and members

AUDIT COMMITTEE

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

Audit Committee Disclosure

Pursuant to Section 171(1) of the *Canada Business Corporations Act* and NI 52-110 the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company as a venture issuer, to disclose annually in its information circular certain information concerning the make up of its audit committee and its relationship with its independent auditor.

The primary function of the audit committee (the "**Committee**") is to assist the Board in fulfilling its financial oversight responsibilities by: (i) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders; (ii) reviewing the systems for internal corporate controls which have been established by the Board and management; and (iii) overseeing the Company's financial reporting processes generally. In meeting these responsibilities, the Committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board. The Committee is also mandated to review and approve all material related party transactions.

Composition of the Audit Committee

The Committee is comprised of the following members: J. Lewis Dillman, Duane Anderson and Claude Haw. Dillman,

Anderson and Haw are considered to be financially literate as defined by NI 52-110 in that they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

Subsequent to the Meeting, the composition of the Committee will be re-evaluated by the Board. It is anticipated that Mr. Anderson, Mr. Dillman, and a third director to be determined, will be appointed to the Committee.

The members of the Committee are elected by the Board at its first meeting following the annual Shareholders' meeting. Unless a chair is elected by the full Board, the members of the Committee designate a chair by a majority vote of the full Committee membership.

Relevant Education and Experience

Duane Anderson – Mr. Anderson is the controlling shareholder, President and sole director of Edgewater Computer Systems, Inc. ("ECSI"), a Canadian-controlled private corporation (CCPC) he founded in 1988 with the goal of developing theoretically correct real-time computer network systems based on open system standards. ECSI provides products and research and development consulting services to organizations, including the Canadian Department of National Defence and the U.S. Air Force. Mr. Anderson oversaw ECSI's development of wireless and wired communications, for which he founded Edgewater Wireless Systems, Inc. (EWSI) as a subsidiary of ECSI, and real-time networking hardware and software products, which is compliant with a recently-released NATO standard (7221) for a high-performance data network and is compliant with the Architecture Analysis & Design Language (AADL), an architecture description language standardized by SAE, respectively. Previously, Mr. Anderson spent several years as a senior engineer and project engineer with a major manufacturer of military computers. He also has experience as a principal designer of high speed VLSI Tech test equipment. Additionally, he has worked in the research and development of microprocessor-based oilfield instrumentation, and as a developer of power-system instrumentation technologies. Mr. Anderson took EWSI public in 2011 to form the Company. Mr. Anderson's technical background and experience allows him to function as CTO of the Company and as the President of ECSI, and this experience allows him to understand, analyze and evaluate the Company's financial statements.

Claude Haw – Mr. Haw is the President and co-founder of Venture Coaches, a venture capital and management consulting firm whose fund invested in eleven technology companies with three M&As and two IPOs. From 2009 to 2011, he was President and CEO of Invest Ottawa (formerly OCRI), where he was responsible for fostering the advancement of the Ottawa region's globally competitive knowledge-based institutions and industries. Prior to launching Venture Coaches in 2000, Mr. Haw held executive positions at Newbridge, including Vice-President of Corporate Business Development, where he managed strategic investment in more than 20 companies. Mr. Haw is also currently Chairman of the Board of Dragon Wave Inc. a leading supplier of microwave transmission equipment. Mr. Haw holds a Bachelor of Electrical Engineering from Lakehead University. He has completed the Canadian Securities Course, is a member of Professional Engineers of Ontario, has completed the Institute of Corporate Directors ("ICD") Director Education Program and has his ICD.D accreditation.

J. Lewis Dillman – Mr. Dillman has over 17 years experience overseeing the affairs of public companies, having served as a director and officer of numerous TSX Venture Exchange listed companies. He has been the President and Managing Director of Western Eagle Resources Corp. since 1995 and has acted at various times as Director, CEO, CFO and President of several other public companies. He also worked for Shearson Lehman Brothers in New York as an Investment Banker. He holds a Bachelors of Arts degree in International Affairs from Lewis and Clark College and is a graduate of Columbia University School of International Affairs in New York State with a Masters degree in International Affairs with a specialization in International Banking and Finance. Mr. Dillman's educational background and experience as a director and senior officer of public companies has provided him with the ability to understand, analyze and evaluate the Company's financial statements.

The Audit Committee's Charter

The Company has adopted a Charter of the Audit Committee of the Board of Directors a copy of which is annexed hereto as Schedule "A".

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Company's Board has not failed to adopt a recommendation of the Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable the Committee, on a case-by-case basis.

External Auditor Service Fees

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
April 30, 2016	\$49,500	Nil	\$2,675	Nil
April 30, 2015	\$47,300	Nil	\$2,100	Nil

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

ADDITIONAL INFORMATION

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

Financial information is provided in the Company’s comparative annual financial statements and management’s discussion and analysis (“MD&A”) for its most recently completed financial year, and is available online at www.sedar.com. Shareholders may also request copies of the Company’s financial statements and MD&A by (i) mail to Suite 200, 50 Hines Road, Ottawa, Ontario, K2K 2M5; or (ii) telephone to: +1-613-271-3710.

DIRECTORS’ APPROVAL

The contents and the sending of the accompanying Notice of Meeting and this Information Circular have been approved by the Board.

DATED at Ottawa, Ontario, this 7th day of November, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

“Andrew Skafel”

Andrew Skafel, President and CEO

SCHEDULE “A”

EDGEWATER WIRELESS SYSTEMS INC. (the “Company”)

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee (the “Committee”) is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditor;
- provide an open avenue of communication among the Company's auditor, financial and senior management and the Board of Directors; and
- report regularly to the Board of Directors the results of its activities.

Composition

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a “venture issuer” (as that term is defined in Multilateral Instrument 52-110 entitled “Audit Committees”), then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board of Directors, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a venture issuer then all members of the Committee shall also have accounting or related financial management expertise. All members of the Audit Committee should have 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's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting or until their successors are duly elected. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least once quarterly, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review
 - (a) review and update this Audit Committee Charter annually;
 - (b) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial

information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditor; and

- (c) review regular summary reports of directors and officers expense account claims at least annually. Establish and review approval policies for expense reports and, as required, request audits of expense claims and policies for expense approval and reimbursements. The Chairman of the Audit Committee or of the Compensation Committee to approve expense reports of the President and the CEO and the CEO to approve those of the directors and officers.

2. External Auditor

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

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

3. Financial Reporting Processes

- (a) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;

- (b) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (c) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;
- (d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;
- (e) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (f) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;
- (g) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- (i) review certification process;
- (j) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
- (k) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (l) on at least an annual basis, review with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements, the Corporation's compliance with applicable laws and regulations, and inquiries received from regulators or government agencies.

4. Authority

The Audit Committee will have the authority to:

- (a) review any related-party transactions;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (c) to set and pay compensation for any independent counsel and other advisors employed by the Committee;
- (d) communicate directly with the auditors; and
- (e) conduct and authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel and other professionals to assist in the conduct of any investigation.