



INTERMAP TECHNOLOGIES CORPORATION

Annual General Meeting of Shareholders

NOTICE OF MEETING AND

MANAGEMENT INFORMATION CIRCULAR

to be held on June 27, 2019 at 2:00 p.m. at

Norton Rose Fulbright Canada LLP

400 3rd Avenue SW, Suite 3700

CALGARY, ALBERTA

The attached Management Information Circular is furnished in connection with the solicitation of proxies by and on behalf of the management of Intermap Technologies Corporation for use at the annual general meeting of holders of common shares of the Corporation to be held on June 27, 2019, at the time and place and for the purposes set out in the accompanying Notice of Annual General and Special Meeting and any adjournment thereof.

No person has been authorized to give any information or make any representation in connection with any matters to be considered at the meeting, other than as contained in the Management Information Circular and, if given or made, any such information or representation must not be relied upon as having been authorized.

Dated: May 24, 2019

INTERMAP TECHNOLOGIES CORPORATION

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO: THE HOLDERS OF COMMON SHARES OF INTERMAP TECHNOLOGIES CORPORATION

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of holders of Class A common shares (“**Common Shares**”) of Intermap Technologies Corporation (the “**Corporation**”) will be held at Norton Rose Fulbright Canada LLP, 400 3rd Avenue SW, Suite 3700, T2P 4H2, Calgary, Alberta on June 27, 2019, commencing at 2:00 p.m. (Calgary time) for the following purposes:

1. to receive the financial statements for the year ended December 31, 2018 and the auditors’ report thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to approve the appointment of KPMG LLP, Chartered Accountants, as auditors of the Corporation for the ensuing year and authorize the board of directors of the Corporation (“**Board of Directors**” or the “**Board**”) to fix their remuneration;
4. to transact such other business as may be properly brought before the Meeting or any adjournment thereof each as described in the Information Circular accompanying this Notice.

The Board of Directors has fixed the close of business on May 23, 2019 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment thereof.

INFORMATION RELATING TO THE MATTERS TO BE BROUGHT BEFORE THE MEETING IS SET FORTH IN THE MANAGEMENT INFORMATION CIRCULAR WHICH ACCOMPANIES THIS NOTICE AND WHICH IS EXPRESSLY MADE A PART OF THIS NOTICE.

Shareholders who are unable or do not wish to attend the Meeting are requested to date, sign and return the enclosed form of proxy duly completed to **Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1**, so that it is received not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the Meeting or any adjournment thereof to ensure representation whether or not such shareholder is able personally to attend the Meeting. If the shareholder receives more than one instrument of proxy because such shareholder owns Common Shares of the Corporation registered in different names or addresses, each instrument of proxy should be completed and returned. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

DATED at Calgary, Alberta on May 24, 2019.

**BY ORDER OF THE BOARD OF
DIRECTORS**

(Signed) "Patrick A. Blott"

Patrick A. Blott

Chairman & Chief Executive Officer

INTERMAP TECHNOLOGIES CORPORATION
MANAGEMENT INFORMATION CIRCULAR
SOLICITATION OF PROXIES

This management information circular (the “Information Circular”) is furnished by the management of Intermap Technologies Corporation (the “Corporation”) in connection with the solicitation of proxies for use at the Annual General Meeting (the “Meeting”) of holders of Class A common shares (“Common Shares”) of the Corporation to be held at Norton Rose Fulbright Canada LLP, 400 3rd Avenue SW, Suite 3700, T2P 4H2, Calgary, Alberta on June 27, 2019, commencing at 2:00 p.m. and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Meeting and this Information Circular. To be valid, proxies must be delivered to Computershare Trust Company of Canada at the address shown on the enclosed envelope not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting. Only a shareholder of record at the close of business on May 23, 2019, unless that shareholder has transferred its Common Shares subsequent to that date and the transferee shareholder establishes ownership to those Common Shares and demands at least ten days before the Meeting that its name be included on the list of shareholders, will be entitled to vote at the Meeting.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or its attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

The persons named in the enclosed Form of Proxy are directors and executive officers of the Corporation. A shareholder submitting the proxy has the right to appoint a person (who need not be a shareholder) other than the persons named in the enclosed Form of Proxy to represent it at the Meeting. To exercise this right, the shareholder should insert the name of the desired representative in the blank space provided in the Form of Proxy and strike out the other names, or submit another appropriate proxy.

REVOCABILITY OF PROXY

A shareholder who has submitted a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. If a shareholder who has given a proxy attends personally at the Meeting, such person may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the shareholder or its attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the head office of the Corporation at any time up to 4:30 p.m. (Calgary time) on the last business day before the day of the Meeting, or with the Chairman of the Meeting on the day of the Meeting, and upon either of such deposits, the proxy is revoked.

PERSONS MAKING THE SOLICITATION

This solicitation is made by and on behalf of the management of the Corporation. The costs incurred in the preparation and mailing of the Form of Proxy, Notice of Meeting and this Information Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited in person, by telephone or by electronic communications by the directors, officers and employees of the Corporation, who will not be remunerated therefor. In accordance with National Instrument 54-101-*Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares (as defined below) held of record by such persons and the

Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so.

APPOINTMENT OF PROXY

The securities represented by proxies in favor of management nominees will be voted on any poll at the Meeting, and where the shareholder specifies a choice with respect to any matter to be acted upon; the securities will be voted or withheld from voting on any poll in accordance with the specification so made.

In the absence of such specification, such securities will be voted in favor of the matters to be acted upon as set out herein. The persons appointed under the Form of Proxy furnished by the Corporation are conferred with discretionary authority with respect to amendments or variations of those matters specified in the Form of Proxy and Notice of Meeting and with respect to any other matters which may properly be brought before the Meeting. In the event that amendments or variations to any matter identified in the Notice of Meeting are properly brought before the Meeting, it is the intention of the persons designated in the enclosed Form of Proxy to vote in accordance with their best judgment on such matter or business. At the time of printing this Information Circular, the management of the Corporation knows of no such amendment, variation, or other matter.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the shareholders name. Such Common Shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as depository for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Applicable regulatory rules require intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders’ meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions (“**Broadridge**”). Broadridge typically applies a special sticker to the proxy forms, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all

instructions received and provides appropriate instructions respecting the voting of shares to be represented at a meeting. **A Beneficial Shareholder receiving a proxy with a Broadridge sticker on it cannot use that proxy to vote Common Shares directly at the Meeting. The proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of its broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

RECORD DATE

The board of directors of the Corporation (the “**Board of Directors**” or the “**Board**”) has fixed May 23, 2019 as the record date (the “**Record Date**”) for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment thereof. Shareholders of record at the close of business on the Record Date are entitled to such notice and to vote at the Meeting.

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, or of any nominee for election as a director, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

ADVANCE NOTICE BY-LAW

In 2014, shareholders confirmed By-Law No. 1A, relating to advance notice of nominations of the directors of the Corporation (the “**Advance Notice By-Law**”) which establishes a framework for advance notice of nominations of persons for election to the Board. The Advance Notice By-Law sets deadlines of a prescribed number of days before a shareholders' meeting for a shareholder to notify the Corporation of its intention to nominate one or more directors and explains the information that must be included with the notice for it to be valid. The Advance Notice By-Law applies at an annual meeting of shareholders or a special meeting of shareholders that was called to elect directors (whether or not also called for other purposes) and may be waived by the Board.

In the case of an annual meeting of shareholders (including an annual and special meeting), notice to the Corporation pursuant to the Advance Notice By-Law must be given not less than 30 nor more than 65 days prior to the date of the annual meeting. In the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be given not later than the close of business on the 10th day following the notice date. As at the date of this Circular, the Corporation had not received any additional director nominations for the meeting.

REPORTING CURRENCY

All of the financial information in this Information Circular has been presented, unless otherwise noted, in United States dollars. The presentation currency for the audited financial statements of the Corporation for the year ended December 31, 2018 is in United States dollars.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Annual Report, Financial Statements and Auditors' Report

Pursuant to the *Business Corporations Act* (Alberta) (the "Act"), the directors will place before the shareholders at the Meeting the audited financial statements of the Corporation for the year ended December 31, 2018 and the auditors' report thereon. Copies of the audited annual financial statements for the year ended December 31, 2018 have been available on SEDAR (www.sedar.com) under the Corporation's profile on or about March 28, 2019. Shareholder approval is not required in relation to the statements.

2. Election of Directors

Action is to be taken at the meeting with respect to the election of directors. The Board of Directors presently consists of four members. The current directors are Patrick A. Blott, Andrew P. Hines, Michael R. Zapata and Philippe Frappier. All of the current directors have indicated an intention stand for re-election as directors of the Corporation at the Meeting. Each director elected will hold office until the next annual meeting of the shareholders or until his successor is duly elected or appointed, unless his office is earlier vacated under any of the relevant provisions of the Articles of the Corporation or the Act.

The Board has adopted a policy stipulating that if the votes in favor of the election of a director nominee at a shareholders' meeting represent less than a majority of the Common Shares voted at the shareholders' meeting, the nominee will submit his or her resignation promptly after the meeting, for the Nominating and Governance Committee's consideration. The Committee will make a recommendation to the Board after reviewing the matter, and the Board's decision to accept or reject the resignation offer will be disclosed to the public. The nominee will not participate in any committee or Board deliberations on the resignation offer. The policy does not apply in circumstances involving contested director elections.

Four directors will be elected at the Meeting and the four nominated directors receiving the highest number of FOR votes duly cast at the Meeting will be elected to the Board.

Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote FOR the election to the Board of Directors of those persons hereinafter designated as nominees for election as directors.

The following table sets out the name of each of the persons proposed to be nominated for election as a director; the director's residence; all positions and offices in the Corporation presently held by him; his principal occupation; the period during which he has served as a director; and the number of voting shares of the Corporation that he has advised are beneficially owned, or controlled or directed by him, directly or indirectly.

Name, Present Office Held and Residence	Director Since	Principal Occupation	Common Shares ⁽⁵⁾
Patrick A. Blott ⁽¹⁾⁽³⁾⁽⁴⁾ Chairman and Chief Executive Officer New York, U.S.A.	July 13, 2016	Chairman and Chief Executive Officer of the Corporation. ⁽⁶⁾ Co-Founder and Managing Partner of Blott Asset Management LLC ⁽⁷⁾ and previously Director and Special Committee Chairman of OSI Geospatial Inc. ⁽⁸⁾	245,652
Andrew P. Hines ⁽²⁾⁽³⁾⁽⁴⁾ Director New Jersey, U.S.A	September 9, 2016	Principal of Hines & Associates. ⁽⁹⁾ Director of Tronox Limited ⁽¹⁰⁾ and Schmitt Industries, Inc. ⁽¹¹⁾ Previously, EVP/CFO of Natural Markets Foods Group ⁽¹²⁾ and EVP/CFO of Sonar Entertainment. ⁽¹³⁾	135,652
Michael R. Zapata ⁽²⁾⁽³⁾⁽⁴⁾ Director New York, U.S.A.	September 9, 2016	Managing Partner of Sententia Capital Management LLC. ⁽¹⁴⁾ Executive Chairman and President of Schmitt Industries, Inc. ⁽¹¹⁾ and Director of Tip of the Spear Foundation ⁽¹⁵⁾	135,652
Philippe Frappier ⁽²⁾⁽³⁾⁽⁴⁾ Director Toronto, Canada	January 30, 2017	Vice President Client Services at IQ Partners ⁽¹⁶⁾ and previously Senior Partner of Searchlight Recruitment Inc. ⁽¹⁷⁾	135,652

Notes:

- (1) Chairman of the Board
- (2) Member of Audit Committee
- (3) Member of Compensation Committee
- (4) Member of Nominating and Governance Committee
- (5) Beneficially Owned, Controlled or Directed, Directly or Indirectly, as at the Record Date
- (6) (October 2016 – Present)
- (7) A private equity and venture capital firm (May 2006 – Present)
- (8) A world-leading naval fleet supplier of integrated navigation and tactical solutions, and a leading-edge research, development, and systems integration supplier of technology solutions for defense, aerospace, health, and bioscience markets (August 2011 – September 2013)
- (9) A financial management consulting firm (September 2006 – Present)
- (10) A global leader in the mining, production and marketing of inorganic minerals and chemicals (June 2012 – Present)
- (11) Designs, manufactures and sells high precision test and measurement products for a wide variety of manufacturing, industrial and commercial applications (October 2018 – Present)
- (12) A chain of organic food markets (October 2015 – November 2016)
- (13) Develops, produces and distributes original made-for-television movies and mini-series (June 2011 – June 2014)
- (14) A value investing based capital management firm (December 2012 – Present)
- (15) A non-profit dedicated to supporting Navy Seal operators and their families during times of need (August 2016 – Present)
- (16) An executive search firm, specializing in digital media and technology (October 2017 – Present)
- (17) An executive search firm, specializing in digital media and technology (September 2005 – October 2017)

Each of the current directors was appointed in 2016, except for Philippe Frappier who was appointed in 2017, and replaced previously elected directors. The current directors in aggregate own or control 3.8% of the issued and outstanding Common Shares of the Corporation.

The information as to Common Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective individuals.

Orders

To the knowledge of management of the Corporation, no proposed director is, as at the date hereof, or has been within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For the purposes of the hereof, “order” means (a) a cease trade order, (b) an order similar to a cease trade order, or (c) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Bankruptcies

To the knowledge of management of the Corporation, no proposed director of the Corporation (a) is, as at the date hereof, or has been within the 10 years before the date hereof, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

To the knowledge of management of the Corporation, no proposed director has been subject to (a) 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 (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

3. Appointment of Auditors

At the Meeting, the shareholders will be asked to appoint KPMG LLP as auditors of the Corporation to serve until the close of the next annual meeting of shareholders of the Corporation and to authorize the Board to fix their remuneration. KPMG LLP has been the auditor of the Corporation since incorporation.

Information relating to the Corporation’s Audit Committee as prescribed by National Instrument 52-110 – *Audit Committees* is contained in the Corporation’s Annual Information Form for the year ended December 31, 2018 commencing on page 27.

Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote FOR the appointment of KPMG LLP as auditors of the Corporation at a remuneration to be fixed by the Board of Directors.

4. Other Matters

Management of the Corporation is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Annual General Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed instrument of proxy to vote the shares represented thereby in accordance with their best judgement on such matter(s).

INFORMATION CONCERNING THE CORPORATION

Voting Shares and Principal Holders Thereof

The authorized share capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of preferred shares (the “**Preferred Shares**”).

As at the Record Date, May 23, 2019, there were 17,268,472 Common Shares issued and outstanding and no Preferred Shares issued and outstanding. At the Meeting, upon a show of hands, every holder of Common Shares present in person or represented by proxy and entitled to vote shall have one vote for each Common Share holder represented, subject to certain restrictions imposed on the ability of a proxyholder to vote by show of hands where such proxyholder has conflicting instructions from more than one shareholder. On a poll or ballot, every shareholder present in person or by proxy has one vote for each Common Share held. A shareholder present in person or represented by proxy may demand a ballot either before or after any vote by show of hands.

A quorum for the transaction of business at the Meeting will be present if two persons are present and holding or representing by proxy 5% of the securities entitled to vote at the Meeting. Pursuant to the Act and the bylaws, if a quorum is present at the opening of the Meeting, the shareholders present may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting. If a quorum is not present at the opening of the Meeting, the shareholders present may adjourn the Meeting to a fixed time and place but may not transact any other business.

The holders of Common Shares are entitled to notice of and to vote at all annual and special meetings of shareholders (except meetings at which only holders of a specified class or series of shares are entitled to vote) and are entitled to one vote per Common Share.

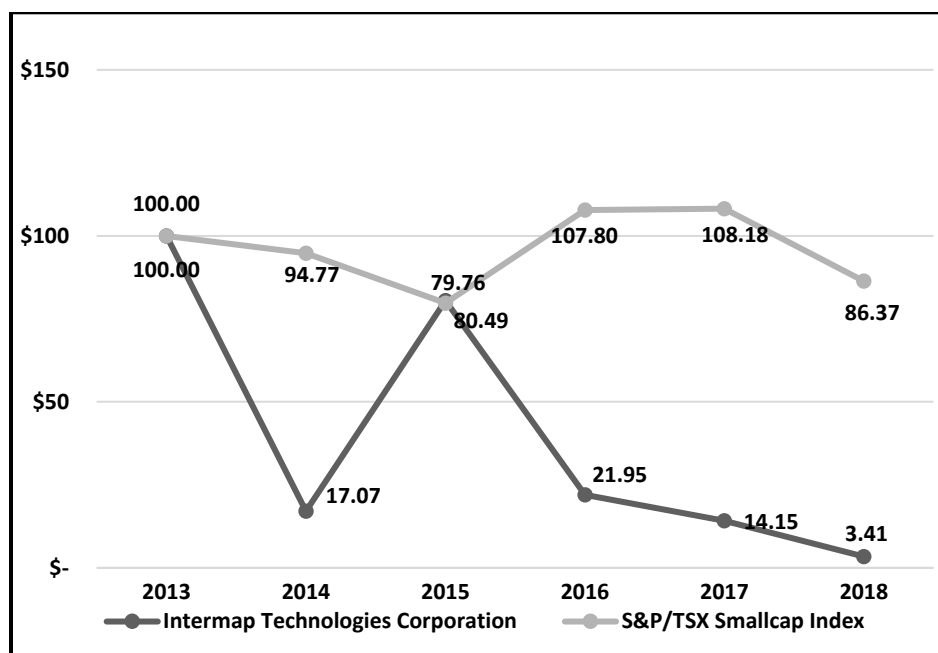
Principal Shareholders

To the knowledge of the directors and executive officers of the Corporation, as at the date hereof, the persons noted in the following table were the only persons that beneficially owned, directly or indirectly, or exercised control or direction over, voting securities carrying more than 10% of the voting rights attached to any class of voting securities of the Corporation:

Name and Municipality of Residence of Shareholder	Type of Ownerships	Approximate Number of Common Shares Owned or Controlled	Percentage of Class
Vertex One Asset Management Inc. Vancouver, British Columbia	Beneficial	5,651,006	32.7%

PERFORMANCE GRAPH

The following graph compares the cumulative total shareholder return for the Common Shares of the Corporation (assuming a \$100 investment was made on December 31, 2012) with the cumulative total return of the S&P/TSX Smallcap Index, assuming reinvestment of dividends (see “**Base Salary**” and “**Directors’ Fees**” below for trends in executive and director compensation).



	Dec. 31, 2013	Dec. 31, 2014	Dec. 31, 2015	Dec. 30, 2016	Dec. 29, 2017	Dec. 31, 2018
Intermap Technologies Corporation	\$ 4.10	\$ 0.70	\$ 3.30	\$ 0.90	\$ 0.58	\$ 0.14
S&P/TSX Smallcap Index	611	579	487	659	661	528

The trend in the above graph does not necessarily correspond to the Corporation’s compensation paid to the Named Executive Officers (as defined herein) for the period ending December 31, 2018, or for any prior periods. The Board of Directors considers a number of factors in connection with its determination of appropriate levels of compensation including, but not limited to, the stage of development of the Corporation’s products, access to resources, individual performance, and the Corporation’s performance. The Board of Directors acknowledged the Corporation’s limited resources, restrictions on access to capital and illiquidity in the Common Shares, which impacted its ability to retain executive talent, attract new talent and impacted the level of compensation required to be paid to retain executive officers. These factors include, but are not limited to: (i) the volatility of the industry the Corporation operates within; (ii) the reliance on significant non-recurring government contracts, both domestically and internationally; (iii) the development of new products and solutions that are in the early days of introduction to the markets; (iv) the current limited amounts of annual recurring revenue; (v) the limited amount of working capital available to the Corporation for development and marketing activities; and (vi) limited human capital resources available to execute strategic initiatives. The trading price of Common Shares is subject to fluctuations based on a number of factors, many of which are outside the control of the Corporation, and including, but not limited to: (i) actual or anticipated variations in operating results; (ii) the strength of the Company’s balance sheet; (iii) the announcement of material contract(s); (iv) the low daily trading volume of the

Company's stock, partially driven by limited promotion in the market; (v) announcement of technological innovations or new products by the Company or its competitors; (vi) competition, including pricing pressures and the potential impact of competitors products on sales; (vii) changing conditions in the digital mapping and related industries; (viii) changes in financial estimates or recommendations by stock market analysts regarding Intermap or its competitors; (ix) announcements by Intermap or its competitors of acquisitions; strategic partnerships, or joint ventures; and (x) changes in economic or political conditions.

STATEMENT OF EXECUTIVE COMPENSATION

The following sections set forth the remuneration for the “**Named Executive Officers**” (or “**NEOs**”), being the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers during the most recently completed financial year and the three other most highly compensated executive officers whose total compensation exceeded \$150,000 for the last fiscal year, as well as a description of all other applicable compensation provided to the executive officers of the Corporation.

Compensation Discussion and Analysis

General

During 2018 the Corporation continued to focus on aligning resources and streamlining teams to drive revenue growth. Headcount was further reduced in the United States and Canada, and the leadership team was responsible for both execution and management, given even more limited resources. An equitable, balanced and competitive compensation program is critical to the retention of key talent and ultimate success of the Corporation.

Compensation Objective

The current objective of the Corporation's compensation program (the “**Compensation Program**”) is to attract and retain high quality management and develop a strong performance-driven culture. This objective has changed as a result of the restructuring and the means by which the Corporation achieves this objective in the future is expected to change further. As the revenue and market penetration grows, the Corporation anticipates the value of equity compensation to also grow. During 2017, the Board engaged PricewaterhouseCoopers (“**PWC Canada**”) to consult regarding CEO compensation.

The Compensation Program that was in place during 2018, provided for “Total Compensation,” through a combination of base salary, performance-based incentives and benefit programs. Performance-based incentives through share-based compensation would typically form a greater component of total compensation, however share-based compensation was limited in 2018 due to limitations on the number of shares available under the approved share-based incentive plans and the current low pricing (and thus low value) of this type of compensation.

Role of Executive Officers

In respect to the establishment of 2018 compensation, the Chief Executive Officer provided the Compensation Committee of the Corporation (the “**Committee**”) with compensation recommendations for each of the executives, other than himself. In making compensation recommendations, the Chief Executive Officer considered each executive's performance and other relevant factors, including the scope of each executive's position and responsibilities, the achievement of corporate goals, the current business environment and anticipated changes, and executive retention and recruitment. The Chief Executive Officer regularly attended meetings of the Committee. During 2018, there were at least four meetings of the Compensation Committee to review compensation and organizational restructuring. The Chief Executive

Officer was not present for certain portions of the Committee meetings, such as when the Committee held executive sessions or discussed the performance or individual compensation of the Chief Executive Officer.

Role of the Compensation Committee

Pursuant to its charter, the Committee is responsible for reviewing and making recommendations to the Board in respect of human resource policies, practices and structures, compensation policies and guidelines, management incentives, senior management compensation, and Board of Directors compensation.

The Committee had oversight responsibility for the Corporation's 2018 executive Compensation Program and made recommendations to the Board of Directors. The Compensation Committee is comprised of Patrick Blott, Andrew Hines, Michael Zapata, and Philippe Frappier (Chairman). The Committee reviews and approves all proposed compensation related agreements between executives and the Corporation. Messrs. Frappier, Hines and Zapata, three of the four current directors, are independent, non-employee directors, and are not eligible to participate in any of the Corporation's benefit programs, other than the Corporation's Omnibus Incentive Plan. Mr. Frappier has advised and negotiated executive compensation and has led compensation reviews for his clients over the past 14 years in his role as Senior Partner for Searchlight Recruitment and Vice President Client Services at IQ Partners, executive search firms. The Corporation believes the combined experience of Messrs. Blott, Frappier, Hines and Zapata provide a broad base of executive compensation knowledge that will positively influence the Corporation's executive compensation related decisions going forward.

Use of Compensation Consultants and Peer Group Companies

The Board engaged PWC Canada to provide a market analysis to assist the Board in designing a compensation program for the Chief Executive Officer of the Corporation, recognizing the current financial condition and challenges facing the Corporation. The fees paid for the benchmarking services totaled \$8,528 in 2017. The Board engaged FW Cook to assist in developing the Omnibus Incentive Plan (see "Matters to be Acted Upon at the Meeting – Approval of the Omnibus Incentive Plan") for a fee of \$19,470 in 2017.

Elements of Executive Officer Compensation during 2018

During 2018 the Corporation's Compensation Program had three principal components: base salary, incentive bonus plan and stock options.

Base Salary

The base salary element was designed to establish a target compensation level of fixed income based on the comparative market value of each position. Additionally, the base salary was the metric upon which bonus compensation was based. The 2018 base salaries were not adjusted from the 2017 levels, which were determined based on the scope of the executive's responsibilities and the compensation levels for their positions relative to the market, so that salary levels remain competitive in an effort to build and retain an effective executive team.

Base salaries for the NEOs were as follows for the 2018 calendar year:

<u>Name</u>	<u>Annual Base Salary</u>
Patrick A. Blott ⁽¹⁾	\$450,000
Jennifer S. Bakken ⁽²⁾	\$210,600
Stephen Griffiths ⁽³⁾	C\$200,746
J. Keith Tennant ⁽⁴⁾	C\$168,013

Notes:

- (1) Mr. Blott was appointed as Chairman and Chief Executive Officer, beginning October 5, 2016.
- (2) Mrs. Bakken was appointed as Chief Financial Officer, effective May 1, 2017 and prior thereto held the positions of Senior Vice President and Acting CFO and Corporate Controller.
- (3) Mr. Griffiths was appointed Chief Technology Officer, effective May 1, 2017 and prior thereto held the position of Manager of Research and Development.
- (4) Mr. Tennant was appointed Chief Operations Officer, effective May 1, 2017 and prior thereto held the position of Vice President of Business Development and Operations. Mr. Tennant is no longer with the Company, effective September 27, 2018.

Incentive Bonus Plan

As in prior years, the Committee approved an annual incentive bonus plan to provide cash or Common Share bonus payments to the NEOs and other employees who are considered to have a significant role in the long-term success of the Corporation. The bonus payments were based upon corporate and individual objectives approved by the Board of Directors. The bonus plan was designed to be at-risk and to provide an incentive to the participants to achieve and exceed goals set by the Corporation and approved by the Board of Directors. For 2018, the annual incentive bonus payout targets (as a percentage of annual base salary) were 100% for Mr. Blott, 50% for Mrs. Bakken, 40% for Mr. Griffiths and 40% for Mr. Tennant. For 2018, the individual objectives on which incentive bonus payments were to be measured included: adjusted EBITDA (earnings before interest, taxes, depreciation and amortization, adjusted further for non-recurring events and as detailed in the Corporation's periodic Management's Discussion and Analysis ("MD&A")). Further information on how adjusted EBITDA is calculated and used by the Corporation can be found in the Corporation's MD&A for the year ended December 31, 2018, which is available under the Corporation's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com), total revenue, software related revenue and strategic initiative development. As the objectives are evaluated on an individual basis, no standard weight is applied to each metric. Incentive bonuses for Mr. Blott, Mrs. Bakken, and Mr. Griffiths for 2018 totaled \$200,000, \$100,000, and \$40,000, respectively, which remain unpaid.

Compensation Risk

In connection with the 2018 executive compensation review, the Compensation Committee sought to identify risks associated with compensation and the practices in place to mitigate such risk. The review considered pay philosophy and governance, compensation components, long-term incentives, performance measurements, share ownership, and other policies and procedures.

Omnibus Incentive Plan

The shareholders approved the Omnibus Incentive Plan at the Annual General Meeting on March 15, 2018. The Omnibus Incentive Plan replaced the Option Plan, Employee Share Plan, and the Director Share Plan. Options that were granted and are outstanding under the Option plan will remain subject to the terms and conditions of the Option Plan; however, no new options will be granted under the Option Plan.

The Omnibus Incentive Plan contemplates the granting of options to purchase Common Shares ("Options"), stock appreciation rights ("SARs"), restricted share units ("RSUs") and other share-based awards ("Other

Awards” and together with Options, SARs and RSUs, “Awards”) under a single plan. The purpose of the Omnibus Incentive Plan is to advance the interests of the Corporation by enabling grants of Awards to be made to selected participants so as to provide an additional incentive to such participants, encourage share ownership by them and thereby increase their proprietary interest in the Corporation’s success and their desire to remain with the Corporation. The Plan also assists the Corporation in attracting and retaining key employees and directors. Equity in the form of Awards forms a key element of the total compensation for each executive and is considered each year as part of the annual performance review process.

See Schedule “A” for a detailed description of the Omnibus Incentive Plan for details on the number of Common Shares reserved for issuance and issued to date, together with the annual burn rate for this Plan.

Option Plan and Option-based Awards

Prior to the establishment of the Omnibus Plan, the Corporation granted Options to certain employees (including executive officers) who were considered to have a significant role in the long-term success of the Corporation.

Options give the individual the right to purchase at a pre-set price (the market price of the Corporation’s stock when the Option is granted), a specific number of Common Shares of the Corporation’s stock at future dates, and the executives can exercise this right as the Options vest (i.e., become exercisable) during the life of the Option (generally the Board has set a four year vesting period with a six year option life for employees of the Corporation, as determined by the Board in its discretion at the time of the grant). The value of any Option awards made to the executive officers is determined using the Black-Scholes option pricing model. Options are also used as a means to promote the long-term retention of key executives by imposing time-based vesting conditions on all Option awards.

For details on the Options granted to the NEOs, see “Incentive Plan Awards” below. The NEOs are not permitted to purchase financial instruments (hedges, etc.) to offset decreases in market value of equity securities held by such NEO.

A detailed description of the Option Plan is attached as Schedule “B” to this Information Circular and details with respect to the number of Common Shares reserved, number of Options granted, number of Common Shares issued on exercise of Options and annual burn rate.

Benefit Plans

To help attract and retain key executives, the Corporation offers a competitive benefits program that ranks in the top quartile of benefit programs offered in the region. The program provides benefits to the executive officers on the same terms as are available to all other employees in the jurisdictions where they reside, and typically includes health care, dental care, vision care, disability and life insurance.

The Corporation does not provide any pension or retirement benefits to its employees (including its executive officers) other than a Corporation sponsored 401(k) plan in the United States and a Registered Retirement Savings Plan (“RRSP”) in Canada. All 401(k) and RRSP matching contributions, if any, are subject to annual review and the approval of the Board of Directors and are conditional principally on the financial performance and condition of the Corporation. The matching of contributions for the executive officers is on the same terms as offered to all other employees participating in the plans. The matching contributions were suspended for all employees on August 16, 2016. Employee and employer match contributions are immediately vested at 100%.

Employment Contracts

On April 12, 2017, upon the recommendation of the Compensation Committee Chairman supported by a benchmarking analysis conducted by PWC Canada, the Corporation entered into an employment agreement with Patrick Blott, pursuant to which Mr. Blott will serve as Chairman & Chief Executive Officer of the Corporation from March 1, 2017 through to September 1, 2020. The contract is intended to directly correlate to Mr. Blott's specialized experience with special situations and turnaround financing, in addition to unique skills with knowledge of the industry.

Mr. Blott's employment agreement provides for an annual base salary of \$450,000 to be paid in cash. Mr. Blott is eligible to receive a performance bonus up to \$450,000, payable in cash, Options or Common Shares, in each fiscal year based on the achievement of goals approved by the Board of Directors on an annual basis. The employment agreement also contains non-competition provisions that prevent Mr. Blott from providing services following termination of employment for a period of one year in the markets being pursued by the Corporation, subject to certain exceptions. Under the Director Retention Agreement, Mr. Blott is entitled to additional payments upon a Change of Control, including a cash payment of \$600,000. Further, if Mr. Blott is terminated pursuant to a Change of Control, he is entitled to additional amounts under the employment agreement equal to \$1,350,000 annual base salary and \$675,000 maximum bonus. A Change in Control, pursuant to Mr. Blott's employment agreement means: (i) any individual or related group (as that term is defined in the *Income Tax Act* (Canada)) of shareholders or the Corporation acquires or retires 50% of the voting securities of the Corporation in one or a series of transactions; (ii) a reduction in Vertex's investment (other than by debt repayment or conversion) of 15% or more or an acquisition by any third party of Common Shares such that such third party will own 10% or more of the outstanding Common Shares or the involuntary termination of the Executive Chairman's service as a director; (iii) the sale, lease exchange or other disposition of more than 50% of the Corporation's property or assets; or (iv) the removal of the Chief Executive Officer as Executive Chairman without the affirmative vote of the Chief Executive Officer.

Director Retention Plan

In January 2017, the Board approved a director retention plan ("Director Retention Plan") which was intended to address short-term compensation and retention requirements for the new Board and those directors serving as executive officers. The Director Retention Plan includes the following payments in the event of a Change in Control (defined below):

- Chairman and Chief Executive Officer; a cash payment equal to the greater of (i) the value of all outstanding share options (that remain unexercised) after giving effect to the Change of Control and (ii) \$600,000 in cash (subject to reduction on a ratable basis in the event any prior granted share options are exercised). All outstanding Options will be cancelled upon the making of such payment.
- Director and Chief Financial Officer; a cash payment equal to the greater of (i) the value of all outstanding share options (that remain unexercised) after giving effect to the Change of Control and (ii) \$450,000 in cash (subject to reduction on a ratable basis in the event any prior granted share options are exercised). All outstanding share options will be cancelled upon the making of such payment.
- Directors (Other than the Chairman and Chief Executive Officer and Chief Financial Officer); a cash payment equal to the greater of (i) the value of all outstanding share options (that remain unexercised) after giving effect to the Change of Control and (ii) \$300,000 in cash (subject to reduction on a ratable basis in the event any prior granted share options are exercised). All outstanding share options will be void upon the making of such payment.

A Change of Control, pursuant to the Director Retention Plan, is defined as (a) a reduction in Vertex's investment (other than by debt repayment) of 15% or more, (b) an acquisition by any third party of Common Shares such that such third party will own 15% or more of the outstanding common shares or (c) the involuntary termination of the Executive Chairman's service as a director.

Summary Compensation Table

The following table sets forth the total compensation paid to or earned by the NEOs for the Corporation's fiscal years ended December 31, 2018, 2017, and 2016.

Name and Principal Position	Year Ended Dec. 31	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)		All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans		
Patrick A. Blott Chairman & CEO	2018	450,000	20,000	51,144	200,000 ⁽²⁾	-	40,000 ⁽³⁾	761,144
	2017	375,206	10,000	51,885	135,000 ⁽⁴⁾	-	190,150 ⁽⁵⁾	762,241
	2016	-	-	138,996	-	-	118,410 ⁽⁵⁾	257,406
Jennifer S. Bakken Executive Vice President and CFO	2018	210,600	-	15,114	100,000 ⁽²⁾	-	-	325,714
	2017	205,710	-	12,823	31,590 ⁽⁴⁾	-	-	250,122
	2016	150,310	-	4,742	-	-	1,750 ⁽⁶⁾	156,802
Stephen C. Griffiths Executive Vice President and CTO	2018	147,401	-	10,247	40,000 ⁽²⁾	-	-	197,648
	2017	135,772	-	7,154	21,576 ⁽⁴⁾	-	-	164,502
	2016	110,300	-	2,176	-	-	958 ⁽⁶⁾	113,434
J. Keith Tennant⁽⁷⁾ Executive Vice President and COO	2018	123,367	-	-	-	-	43,095 ⁽⁷⁾	166,462
	2017	171,951	-	17,852	20,541 ⁽⁴⁾	11,926 ⁽⁸⁾	-	222,270
	2016	142,175	-	5,290	-	-	1,656 ⁽⁶⁾	149,121

Notes:

- (1) Amount expensed for financial reporting purposes with respect to the fair value of Options granted using the Black-Scholes option pricing model as of the date of grant. The amount reflects the accounting expense for these awards and does not correspond to the actual value that may or may not be recognized by the NEO. The Corporation has historically used this calculation for determining fair value and believes it is the most reasonable and supportable methodology available to estimate fair value.
- (2) Amounts earned under the annual incentive bonus plan in 2018 and remain unpaid.
- (3) Amount paid for services as a Director.
- (4) Amounts earned under the annual incentive bonus plan in 2017 and paid in 2018.
- (5) Amounts represent retention payments under the Director Retention Plan of \$150,000 and \$100,000 in 2017 and 2016, respectively. As well as fees paid for services as a Director of \$40,150 and \$18,410 in 2017 and 2016, respectively.
- (6) Amounts reflect employer contributions the Corporation sponsored 401(k) or RRSP plans.
- (7) Mr. Tennant's employment ended, effective September 27, 2018, and the Company paid \$43,095 during 2018 with respect to separation pay.
- (8) Amount represents the value of shares issued under a long-term equity incentive plan that ended on December 31, 2015.

Incentive Plan Awards

Outstanding Option-based Awards and Share-based Awards

The following table sets forth the options and share-based awards granted to the NEOs to purchase or acquire Common Shares of the Corporation which remain outstanding as of December 31, 2018.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options (C\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Patrick A. Blott	112,068	0.70	12 Apr 2027	-	-	-	-
	170,932	0.80	16 Nov 2026	-	-	-	-
	12,381	2.30	16 Aug 2021	-	-	-	-
Jennifer S. Bakken	50,000	0.70	12 Apr 2027	-	55,000	C\$7,700	-
	4,500	2.70	17 May 2022	-	-	-	-
	7,000	2.90	19 Mar 2020	-	-	-	-
	5,000	4.40	13 Mar 2019	-	-	-	-
Stephen C. Griffiths	30,000	0.70	12 Apr 2027	-	45,000	C\$6,300	-
	2,000	2.70	17 May 2022	-	-	-	-
	3,000	2.90	19 Mar 2020	-	-	-	-
	3,000	4.40	13 Mar 2019	-	-	-	-

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value vested or earned during 2018, of option-based awards, share-based awards and non-equity incentive plan compensation paid to NEOs during the most recently completed financial year.

Name	Option-based awards - value vested during the year (\$) ⁽¹⁾	Share-based awards - value vested during the year (\$)	Non-equity incentive plan compensation - value earned during the year (\$)
Patrick A. Blott	\$51,144	\$20,000	\$200,000
Jennifer S. Bakken	\$15,114	-	\$100,000
Stephen C. Griffiths	\$10,247	-	\$40,000
J. Keith Tennant	-	-	-

Note:

(1) See “Summary Compensation Table” above and footnote (1) contained therein.

Retirement Benefits

The Corporation does not have a defined benefit plan or defined contribution plan, but does provide retirement benefits to its employees, including NEOs.

The Corporation sponsors a 401(k) retirement savings plan for all regular full-time employees (including executive officers) employed in the United States and a Registered Retirement Savings Plan (RRSP) in Canada. Employees participating in the 401(k) plan during 2018 could contribute up to 100% of their annual base earnings into the plan up to a limit of \$18,500. Contribution amounts may be indexed for inflation in subsequent years. Participants in the 401(k) plan turning age 50 in 2018 or prior had the option to contribute an additional \$6,000 into the plan. This additional contribution amount for age 50+ participants may also be indexed for inflation in subsequent years. Annual contributions into the 401(k) retirement savings plan are subject to an actual percentage deferral test. Participants in the RRSP could contribute the lesser of (i) 18% of prior year's earned income, (ii) the maximum annual contribution limit of C\$26,230, or (iii) the remaining limit after any Corporation sponsored pension plan contributions minus any pension adjustment, plus any unused RRSP contribution room. Participants in the RRSP who did not utilize their full contribution limit for the years 1991-2017 could carry forward unused RRSP contributions to 2018. During 2018 the Corporation did not match employee contributions. Employee and employer match contributions are immediately vested at 100%. Vested amounts may be withdrawn by the participant at any time, subject to certain terms and conditions.

Termination and Change in Control Benefits

Mr. Blott is the only NEO with a change in control agreement in place. Mr. Blott has made and is expected to continue to make major contributions to the short- and long-term profitability, growth and financial strength of the Company. Additionally, the Company recognizes that the possibility of a change in control exists and that such possibility, and the uncertainty it may create could result in the distraction or departure of Chairman and CEO, to the detriment of the Company and its shareholders. The Company wants to ensure Mr. Blott is not unduly distracted by the circumstances arising from the possibility of a change in control and believes it is important to be encouraged to continue his attention and dedication to the operations within the Company.

Change in Control, pursuant to Mr. Blott's employment agreement is defined under the Employment Contracts above. Assuming a Change in Control took place at December 31, 2018, the estimated incremental payments to Mr. Blott would have been \$2,625,000; representing \$600,000 that would be payable under the Director Retention Plan and \$1,350,000 annual base salary and \$675,000 maximum bonus that would be payable under his employment agreement.

Director Compensation

Director Compensation Table

The following table sets forth the value of all compensation paid to directors, not including those directors who are also NEOs, for the Corporation's most recently completed financial year. See "*Summary Compensation Table*" for compensation paid to directors who are also NEOs.

Name	Fees earned (\$)⁽¹⁾	Share-based awards (\$)⁽²⁾	Option-based awards (\$)	Non-equity incentive plan compensation (\$)⁽³⁾	Pension value (\$)	All other Compensation (\$)	Total (\$)
Andrew P. Hines	33,600	20,000	-	60,000	-	-	113,600
Michael R. Zapata	29,600	20,000	-	60,000	-	-	109,600

Philippe Frappier	29,600	20,000	-	60,000	-	-	109,600
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Notes:

- (1) Amounts represent fees earned during 2018. Unpaid fees are included in the table below.
- (2) Amounts represent the fair value of shares issued to Directors as compensation for services.
- (3) Amounts represent incentive awards earned in 2018 and remain unpaid. Unpaid amounts are included in the table below.

Directors' Fees

The compensation of non-employee directors consists of a cash component and a stock component. Each director is entitled to reimbursement for reasonable out-of-pocket expenses in connection with attending board and committee meetings. The directors are not permitted to purchase financial instruments (hedges, etc.) to offset decreases in market value of equity securities held by such director.

Each non-employee director receives an annual retainer of \$25,000. Subject to the availability of Common Shares under the Omnibus Plan, the director's annual retainer also includes the issuance of Common Shares of approximately \$10,000. In addition to the annual retainer amounts, annual fees were earned during 2018 for the Chairman of the Board, the Audit Committee Chairman, the Nominating and Governance Committee Chairman, and the Compensation Committee Chairman in the amounts of \$15,000, \$8,000, \$4,000 and \$4,000, respectively. All fees other than the stock portion of the Annual Retainer are payable quarterly in arrears.

In connection with the reconstitution of the Board, the Director Retention Plan was adopted, and the compensation of all directors was modified as set out therein. See "Director Retention Plan" above.

As of December 31, 2018, the Corporation recognized the following amounts for accrued director fees and 2018 annual incentive compensation payable:

Name	Director Fees (\$)	Annual Incentive Compensation (\$)	Balance due at December 31, 2018 (\$)
Patrick A. Blott	10,000	200,000	210,000
Andrew P. Hines	8,400	60,000	68,400
Michael R. Zapata	7,400	60,000	67,400
Philippe Frappier	7,400	60,000	67,400

Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth the options and share-based awards granted and outstanding to the directors of the Corporation to purchase or acquire securities of the Corporation as at December 31, 2018.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (C\$)	Option expiration date	Value of unexercised in-the-money options (C\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Andrew P. Hines	39,600	0.70	12-Apr-2027	-	-	-	-
	60,400	0.80	16-Nov-2026	-	-	-	-
Michael R. Zapata	39,600	0.70	12-Apr-2027	-	-	-	-
	60,400	0.80	16-Nov-2026	-	-	-	-
Philippe Frappier	100,000	0.70	12-Apr-2027	-	-	-	-

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information regarding the Corporation's equity compensation plans as at December 31, 2018:

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 plans (excluding securities reflected in column(a)) (c)
Equity compensation plans approved by the security holders ⁽¹⁾	1,714,277 ⁽²⁾	C \$1.04	777,171 ⁽³⁾
Equity compensation plans not approved by the security holders	-	-	-
Total	1,714,277	C \$1.04	777,171

Notes:

- (1) The shareholders of the Corporation have replaced the Option Plan, the Directors' Share Plan and the Employee Compensation Plan with the Omnibus Incentive Plan at the March 15, 2018 Annual General Meeting. Securities under the old Option Plan will remain outstanding until they are exercised, forfeited or expired, but no new securities will be issued under the former Option Plan.
- (2) The amount represents the total number of Options (1,284,077) and Restricted Share Units (430,200) issued and outstanding at December 31, 2018 under the Corporation's Omnibus Incentive and Option Plans.
- (3) The amount represents the total number of Options, Stock Appreciation Rights, Restricted Share Units, and Common Shares available for future issuance at December 31, 2018, under the Corporation's Omnibus Incentive Plan.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICES AND OTHERS

None of the directors or officers of the Corporation, nominees for election as a director of the Corporation, or associates of such persons have been indebted to the Corporation or any of its subsidiaries at any time since the beginning of the most recently completed fiscal year. No such person has been indebted to any

other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries in respect of the purchase of securities or otherwise.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

The management of the Corporation is not aware of any material interest, direct or indirect, of any informed person or proposed director of the Corporation or any associate or affiliate of any such persons in any transaction since the commencement of the financial year ended December 31, 2018 or in any proposed transaction, which has materially affected or would materially affect the Corporation or any of its subsidiaries.

For the purposes of this Information Circular, an “informed person” means (i) a director or officer of the Corporation, (ii) a director or officer of a person or company that is itself an informed person, or (iii) any person or company who beneficially owns, directly or indirectly, and/or exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attaching to all outstanding voting securities of the Corporation.

CORPORATE GOVERNANCE

General

The Corporation and its Board of Directors are committed to maintaining a high standard of corporate governance. The Corporation continually assesses and updates its practices and believes it employs a leading system of corporate governance to ensure the interests of shareholders are well-protected. The Corporation fully complies with all applicable regulatory requirements concerning corporate governance. In Canada, the Canadian securities regulatory authorities in all of the provinces and territories of Canada (collectively, the “CSA”) have adopted National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) and National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) effective June 30, 2005.

The Board of Directors and its committees continually evaluate and enhance the Corporation’s corporate governance practices by monitoring Canadian regulatory developments affecting corporate governance, accountability and transparency of public company disclosure.

The following statement of the Corporation’s existing corporate governance practices is made in accordance with Form 58-101FI of NI 58-101.

Board of Directors

General

During the past year, the Corporation has been actively focused on stabilizing the business. These activities have focused on:

- strategically refocusing the Corporation’s business on its data acquisition and data licensing services and focusing its software development business; and
- improving operating efficiencies and profitability through reductions in workforce and other cost saving initiatives.

Independence

The Board is currently composed of four directors, three of whom are independent directors. The Board is responsible for determining whether or not each director is independent within the meaning of such term set forth in NI 58-101. In applying this definition, the Board considers all relationships of the directors with the Corporation, including business, family and other relationships. As the Chairman and Chief Executive Officer of the Corporation, Patrick A. Blott is a member of management and not considered to be independent. Mr. Blott is considered an “insider” and a “related” director. As Mr. Blott is the Chairman, the Corporation does not have an independent Chairman.

Independent directors meet at every regularly scheduled meeting of the Board without the attendance of management to discuss the affairs of the Corporation. The independent directors met at least four times without management present at formal Board Meetings during the Corporation’s most recently completed financial year.

The Board has also determined that the proposed directors Messrs. Hines, Zapata, and Frappier are independent directors on the basis that none of such directors have a direct or indirect material relationship with the issuer which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of their independent judgment. The independent directors constitute a majority of the Board.

Board Meetings

During 2018, the Corporation’s Board held four Board meetings either in person or via telephone conference. The overall combined attendance by the Corporation’s directors at Board meetings was 100%. The Corporation’s directors hold in-camera sessions, without non-independent directors and management members in attendance, at all formal Board meetings. In addition, the directors held informal meetings at least eleven times during the most recently completed financial year.

The attendance record of each of the directors of the Corporation for formal Board meetings held during 2018 is as follows:

<u>Name of Director</u>	<u>Attendance Record</u>
Patrick A. Blott	Attended 4 of 4 meetings
Andrew P. Hines	Attended 4 of 4 meetings
Michael R. Zapata	Attended 4 of 4 meetings
Philippe Frappier	Attended 4 of 4 meetings

Non-Intermap Directorships

The Board has not adopted a formal policy limiting the number of outside directorships of the Corporation’s directors. Other public company board memberships held by director nominees of the Corporation are:

- Andrew P. Hines: Tronox Limited (NYSE) and Schmitt Industries, Inc. (NASDAQ)

- Michael R. Zapata: Schmitt Industries, Inc. (NASDAQ)

Board Mandate

The Corporation's Board has not adopted a formal written mandate. The fundamental responsibility of the Board is to appoint a competent executive team, approve a strategic and compensation plan, and to oversee the management of the business in accordance with the Act and with a view to maximizing shareholder value and ensuring corporate conduct in an ethical and legal manner via an appropriate system of corporate governance and internal controls. The Board is also charged with approving guidelines, policies and goals for the Corporation. The Corporation has four committees to assist the Board of Directors in effectively carrying out its responsibilities. Each of these committees has the responsibilities described below. The Corporation has no written description for its committee chair positions; however, the Corporation has a mandate for each committee and the roles and responsibilities of each committee chair position are implied therein.

Compensation Committee - Charter and Composition

The charter of the Compensation Committee provides that the committee make recommendations regarding the compensation of officers, directors and employees. The Compensation Committee reviews all proposed agreements between executives and the Corporation and provides recommendations to the Board of Directors. The Compensation Committee is also responsible for administration of the Omnibus Incentive Plan and performance assessment. The Compensation Committee is currently comprised of Philippe Frappier (Chairman), Patrick A. Blott, Andrew P. Hines, and Michael R. Zapata. As such, a majority of the Compensation Committee's members are independent. The independent members of the Compensation Committee meet at each regular Board Meeting, without the presence of management, to address any topics related to compensation of the non-independent member.

Audit Committee - Charter and Composition

The charter of the Audit Committee is to assist the Board of Directors in fulfilling its responsibilities in respect of the Corporation's financial reporting process, financial statements, management controls and systems, and the audit process. The Audit Committee also has oversight responsibility for certain aspects of risk management of the Corporation. The Audit Committee is currently comprised of Andrew P. Hines (Chairman), Michael R. Zapata, and Philippe Frappier. As such, all of the Audit Committee's members are independent.

Additional information regarding the Audit Committee may be found in the Corporation's Annual Information Form filed on SEDAR at www.sedar.com.

Nominating and Governance Committee - Charter and Composition

The charter of the Nominating and Governance Committee is to review and advance the governance of the Corporation and ensure that the Corporation maintains a culture of good governance practice. The Nominating and Governance Committee ("NGC") is responsible for constitution of the Board of Directors; nominations to the Board of Directors; Board member and chairman evaluation; Board education; Board committee charters; disclosure; conflicts of interest and insider trading; and officer appointments. The NGC is currently comprised of Michael R. Zapata (Chairman), Patrick A. Blott, Andrew P. Hines, and Philippe Frappier. As such, a majority of the NGC's members are independent. The independent members of the NGC meet at each regular Board Meeting, without the presence of management. In addition, each independent member meets throughout the year with potential Board of Director candidates.

Position Descriptions

The Corporation does not have written position descriptions for the Chairman and Chief Executive Officer, or any Committee Chairman. The Board is responsible for monitoring the Chief Executive Officer's performance to ensure that it is consistent with defined strategic, operational, and financial initiatives and goals, as well as the policies, guidelines and governance goals approved by the Board. As part of this process, the Board reviews and approves corporate goals and objectives relevant to the Chairman and Chief Executive Officer's compensation and evaluates the Chairman and Chief Executive Officer's and other senior management's performance in light of these corporate goals and objectives.

Orientation and Continuing Education of Directors

While the Corporation does not currently have a formal orientation and education program for new recruits to the Board of Directors, the Corporation has historically provided such orientation and education on an ad hoc and informal basis, including the use of internal published guideline material, personal education through the periodic use of a subject matter expert, and regular briefings that provide the Board with pertinent information on current corporate governance issues. All incoming directors are provided with materials summarizing the nature and operation of the Corporation's business.

Periodically, employees of the Corporation are invited to attend and present at Board meetings to discuss aspects of the Corporation's business. Additionally, certain of the directors have visited various locations where the business of the Corporation is conducted.

Finally, in addition to these specific events and other ongoing internal continuing education programs, directors are encouraged to attend external educational programs to assist in their development as a director of the Corporation.

Ethical Business Conduct

The Corporation has adopted a Corporate Code of Business Conduct and Ethics (the "**Code**") which sets out the basis on which the Corporation will operate as a principled corporation. The Code establishes the Corporation's commitment to conducting business ethically and legally. The Code applies to all officers, employees, contractors, consultants, (collectively, "**staff**") and directors. The Code makes specific reference to the maintenance of an ethical corporate climate and a compliance with legal and regulatory obligations. All staff and the directors of the Corporation are asked to review the Code confirming that they understand their individual responsibilities and will conform to the requirements of the Code. The Audit Committee monitors any reports pursuant to the Code at each of its quarterly meetings and if necessary, a special meeting of the Audit Committee, the Board and/or executive management can be held to manage or resolve any matters brought forth under the Code.

The Chairman and Chief Executive Officer and other executive officers of the Corporation are required to foster a corporate culture that promotes ethical practices and encourages individual integrity and social responsibility, all of which is monitored by the Board. The Code outlines that any "**reportable activity**" of an unethical nature may be reported through one or more of the following channels:

- (i) the employee's immediate supervisor;
- (ii) the Corporation's Chief Financial Officer; and/or
- (iii) the Chairman of the Audit Committee.

The Code ensures that any employee, who in good faith reports what it believes to be unethical activity, will be protected from threats of retaliation, discharge or other adverse actions or discrimination as a result of such a report.

The Board exercises independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest and any such director does not vote on any issue in which he has a material interest and is usually excused from the Board meeting while the matter is discussed.

There have been no material change reports filed since the beginning of the Corporation's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the Code.

A copy of the Code may be obtained from the Corporation website at www.intermap.com, and is also available on SEDAR at www.sedar.com.

Nomination of Directors

The Board has established the NGC which is comprised of all of the directors. The NGC's mandate includes assessing and recommending new nominees to the Board although all board members are encouraged to recommend new candidates. In assessing new nominees, the Board seeks to ensure that there is a sufficient range of skills, expertise and experience to ensure that the Board can carry out its mandate and functions effectively. The NGC receives and evaluates suggestions for candidates from individual directors, the Chairman and Chief Executive Officer and, if needed or deemed advisable, from professional search organizations. The NGC gives consideration to the appropriate size of the Board for the ensuing year and, on a periodic basis, oversees the evaluation of, and assesses and considers the effectiveness of, the Board as a whole, the Committees of the Board and the contribution of individual members.

The NGC is also responsible for reviewing, reporting and providing recommendations for improvement to the Board with respect to all aspects of corporate governance. The NGC monitors best practices among major Canadian and U.S. companies to help ensure the Corporation continues to adhere to high standards of corporate governance.

Compensation

The Board has appointed the Compensation Committee which is comprised of all the directors. The Compensation Committee has a written mandate which establishes the responsibilities of the Compensation Committee. The Compensation Committee may engage outside resources if deemed advisable and has the authority to retain and terminate any consultant used in the evaluation of senior officer compensation. The primary function of the Compensation Committee is to assist the Board in carrying out its responsibilities by reviewing compensation and human resources issues in support of the achievement of the Corporation's business strategy and making recommendations to the Board as appropriate. In particular, the Compensation Committee is responsible for reviewing and approving corporate goals and objectives relevant to Chief Executive Officer compensation, evaluating the Chief Executive Officer's performance against those goals and objectives and making recommendations to the Board with respect to the Chairman and Chief Executive Officer's compensation. The Compensation Committee also approves and reports to the Board on compensation for the Corporation's other senior officers.

The Compensation Committee also reviews, comments on, and approves the Statement of Executive Compensation contained in this Information Circular.

Assessments of the Board

The Board is required to establish appropriate practices for the regular evaluation of the effectiveness of the Board, its Committees and its members. The NGC is responsible for assessing the effectiveness of the Board and Committees of the Board. The assessments include a review of an individual director's knowledge, skills, experience and meaningful contributions and are returned to the NGC for review. The NGC assesses the adequacy of information given to directors, communication between the Board and management and the processes of the Board and Committees. The NGC recommends to the Board any changes that would enhance the performance of the Board based on all of the NGC's assessments.

The Corporation has not adopted term limits for the directors on its Board. When considering the composition of the Board, the Chairman and the other members of the Board take into consideration the skill matrix of all Board members, as prepared and approved by the NGC, to ensure that the Board possesses the requisite experience, expertise, and business and operational insight to effectively guide the Corporation.

The Corporation has not adopted a written policy relating to the identification and nomination of women directors. The Corporation is committed to a merit based system for board composition, while recognizing the benefits of providing diversity on its Board, be it in the form of gender, age, cultural heritage, or geographic representation. The NGC, when considering and recommending qualified director nominees, takes the background and diversity of all directors and nominees into consideration.

The NGC includes the gender of a potential candidate as one component in the overall list of factors it considers when evaluating director nominations for election and re-election. As in the director selection process, the gender of a potential senior executive candidate is one component in the overall factors that the NGC, the Chairman and Chief Executive Officer considers when selecting candidates. The Board has not adopted a target regarding women on the Board or in senior executive positions. Given the size of the Corporation, the number of senior executives, and the state of the Corporation's development, the Board is committed to selecting candidates for executive officer positions that the Board considers is best suited to the Corporation's strategy, risk and operations. As of the date of this this Information Circular, there are currently no women on the Board and one female executive officer in the Corporation, which represents 25% of the executive officers of the Corporation.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available under the Corporation's profile on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and MD&A for the year ended December 31, 2018. Copies of the audited annual financial statements for the year ended December 31, 2018 are available on SEDAR (www.sedar.com) under the Corporation's profile. Specifically, additional information regarding the Corporation's Audit Committee may be found in the Corporation's Annual Information Form filed on SEDAR at www.sedar.com.

A shareholder who wishes to receive annual and/or interim financial statements is encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Corporation's transfer agent, Computershare Trust Company of Canada, 8th Floor Proxy Dept., 100 University Avenue, Toronto, Ontario, M5J 2Y1. The Corporation will maintain a supplemental mailing list of persons or companies wishing to receive annual and/or interim financial statements.

OTHER MATTERS

As of the date of this Information Circular, the Board of Directors and management know of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, proxies in favor of management nominees will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

The delivery of this Information Circular has been approved by the directors of the Corporation. Unless otherwise stated, the information contained herein is given as of May 24, 2019.

SCHEDULE “A”

DESCRIPTION OF THE KEY TERMS OF THE OMNIBUS INCENTIVE PLAN

The shareholders adopted the Omnibus Incentive Plan at the Annual General Meeting on March 15, 2018. The Omnibus Incentive Plan replaced the Option Plan, Employee Share Plan, and the Director Share Plan. The Omnibus Incentive Plan contemplates the granting of options to purchase Common Shares (“Options”), stock appreciation rights (“SARs”), restricted share units (“RSUs”) and other share-based awards (“Other Awards” and together with Options, SARs and RSUs, “Awards”) under a single plan.

Purpose

The purpose of the Omnibus Plan is to advance the interests of the Corporation by enabling grants of Awards to be made to selected participants so as to provide an additional incentive to such participants, encourage share ownership by them and thereby increase their proprietary interest in the Corporation’s success and their desire to remain with the Corporation. The Plan will also assist the Corporation in attracting and retaining key employees and directors.

Eligible Participants

Participation in the Omnibus Plan is determined by the compensation committee (the “**Committee**”) and is both discretionary and voluntary. The Committee may grant Awards under the Omnibus Plan to employees, officers, non-employee directors of the Corporation and its subsidiaries (provided that the director does not, directly or indirectly, own or control 10% or more of the Common Shares of the Corporation or would not otherwise be an “insider” under the TSX rules) and consultants to the Corporation and its subsidiaries (each a “**Participant**”).

In selecting Participants and in granting Awards, the Committee may give consideration to:

- (i) the functions and responsibilities of the Participant;
- (ii) his or her past, present and potential contributions to the profitability and growth of the Corporation and its subsidiaries;
- (iii) the value of his or her services to the Corporation and its subsidiaries; and
- (iv) other factors deemed relevant by the Committee.

However, neither the Omnibus Plan nor any Award thereunder shall give any Participant any right with respect to continuance of employment or appointment by the Corporation or its subsidiaries, nor shall the Plan or any Award thereunder impose a limitation in any way on the right of the Corporation or its subsidiaries to terminate any Participant’s employment or appointment at any time.

Maximum Number of Shares Reserved; Restrictions

The maximum number of Common Shares that can be issued under the Omnibus Plan is 1,967,552, or approximately 12.0% of the current issued and outstanding Common Shares, subject to certain customary adjustments for consolidations, stock dividends, subdivisions, rights offerings and other corporate events and the addition of Common Shares as described below. There are no restrictions on the maximum number or percentage of Common Shares that can be awarded to (i) any one Participant or (ii) insiders under the Omnibus Plan.

Any Common Share issuable pursuant to an outstanding Award under the Omnibus Plan or an outstanding award under any of the Predecessor Plans that is, for any reason, cancelled, expired, forfeited or terminated without having been exercised in full shall be available for future grants under the Omnibus Plan. As indicated above, there are 1,396,079 Common Shares reserved for options granted pursuant to the Option Plan and there are no outstanding grants under the Employee Share Plan or Director Share Plan. If all of the current issued options under the Option Plan were cancelled, forfeited or terminated, the maximum number of Common Shares reserved under the Omnibus Plan would be 3,363,631 Common Shares or 20.5% of the current issued and outstanding Common Shares.

Award of Options

The Committee may, from time to time, grant Options to any Participant. The Committee shall establish the exercise price at the time that each Option is granted pursuant to the Omnibus Plan. The exercise price shall in all cases not be less than 100% of the Fair Market Value of the Common Shares as of the date of the Award. The exercise price may be established in Canadian dollars, U.S. dollars, British pounds sterling or other currency that is determined by the Committee. Upon exercise of an Option and payment of the aggregate exercise price, the Participant shall receive the number of underlying Common Shares to which such Option has been exercised.

“**Fair Market Value**” on any day means the most recent closing price in Canadian dollars of a Common Share on the Toronto Stock Exchange on the last trading day prior thereto, or if there is no closing trading price on such date, the average of the closing bid and ask prices on such exchange for that date; provided, however, that if the Common Shares are not traded on the TSX then “Fair Market Value” shall mean the closing price in the applicable trading currency of a Common Share on another stock exchange where the majority of the trading volume and value of the Common Shares occurs, such closing price to be converted into Canadian dollars (based on the daily average exchange rate quoted by the Bank of Canada on such day) and if the Common Shares are not traded on the TSX or on any other trading market, the Committee shall determine in its sole discretion in good faith a method for determining “Fair Market Value” as of a particular date.

The Omnibus Plan does not provide any specific vesting provisions for Options granted thereunder. At the time of grant, the Committee may determine the terms, conditions and restrictions applicable to the Option, including any terms of vesting or early termination (including in connection with a termination of employment), which shall be set out in the agreements evidencing such Options. The term of any Option shall not exceed ten (10) years.

In connection with the exercise of an Option, the exercise price may be paid:

- (i) in cash or by certified cheque, bank draft or money order;
- (ii) with the consent of the Committee, through the delivery of freely tradeable Common Shares having an aggregate Fair Market Value on the date of payment equal to the aggregate exercise price; provided that any Common Shares delivered by a Participant must have been held for a period of not less than six (6) months if received by the Participant through the exercise of an Option;
- (iii) through any “cashless exercise” procedure acceptable to the Committee; or
- (iv) by any other method of payment approved by the Committee.

No financial assistance is provided in connection with the exercise of Options.

Award of SARs

The Committee may, from time to time, grant Stand-alone or Tandem SARs to any Participant. The value of a SAR is the Fair Market Value as of the date of the Award. Upon the exercise of a Stand-alone SAR, the Participant shall receive such number of Common Shares that in the aggregate have a Fair Market Value equal to the excess, if any, of (i) the Fair Market Value of the Common Shares underlying the SAR as of the date of exercise over (ii) the Fair Market Value of the Common Shares as of the date of the Award, net of applicable taxes.

A Participant may only exercise a Tandem SAR at the same time, and to the same extent, that the Option related thereto is exercisable. Upon the exercise by a Participant of any Tandem SAR, the corresponding portion of the related Option shall be surrendered to the Company. On the exercise of a Tandem SAR, the Participant shall be entitled to receive an amount in cash (net of applicable taxes) equal to the excess, if any, of (i) the Fair Market Value of the Common Shares underlying such Tandem SAR as of the date of exercise over (ii) the exercise price of such Tandem SAR.

The Omnibus Plan does not provide any specific vesting provisions for SARs granted thereunder. At the time of grant, the Committee may determine the terms, conditions and restrictions applicable to the SARs, including any terms of vesting, the term of Stand-alone SARs and any early termination provisions for Stand-alone or Tandem SARs (including in connection with a termination of employment), which shall be set out in the agreements evidencing such SARs. Tandem SARs shall terminate and cease to be exercisable upon the termination of the related Option.

Award of RSUs

The Committee may, from time to time, grant RSUs to any Participant. Each RSU is a right granted to a Participant to receive one Common Share upon specified vesting dates and subject to any additional terms and conditions as set forth in the agreements evidencing the RSUs. RSUs may include time-based conditions and/or performance conditions. The Omnibus Plan does not provide any specific vesting provisions for SARs granted thereunder. At the time of grant, the Committee may determine the terms, conditions and restrictions applicable to the RSUs, including any terms of vesting and early termination (including in connection with a termination of employment).

The Corporation will issue Common Shares to the Participant in settlement of the vested RSUs as soon as practicable following the date of vesting of such RSUs, but in no event later than March 15 of the calendar year following the calendar year in which such RSUs become vested.

Other Awards

The Committee may also grant Awards of Common Shares, cash-denominated awards, and awards that are valued in whole or in part by reference to, or are otherwise based on the Fair Market Value at the day of the grant of, Common Shares. Such Awards shall be in such form, and dependent on such conditions, as the Committee shall determine, including, without limitation, the right to receive one or more Common Shares, cash or the equivalent cash value of such Common Shares, upon the completion of a specified period of service, the occurrence of an event or the attainment of specified performance objectives. Such Awards may be granted alone or in addition to any other Awards granted under the Plan.

The Committee shall determine to whom and when such Awards will be made, the number of Common Shares or cash value to be awarded under (or otherwise related to) such Awards, whether share-denominated Awards shall be settled in cash, Common Shares (issued from treasury or purchased on the open market) or a combination of cash and Common Shares, the currency in which any payments shall be

made or any Awards shall be denominated and all other terms and conditions of such Awards. All Awards of Common Shares as “Other Awards” shall reduce the number of Common Shares that may otherwise be issued under the Omnibus Plan.

The Committee may grant certain Other Awards in terms of, or based on, one or more pre-established objective the Corporation, segment, business unit, divisional, or operational criteria. Performance goals may be based on the performance of the Corporation or a segment, business unit or division generally, in the absolute or in relation to peers, or the performance of a particular Participant. In establishing performance goals, the Committee may establish different performance goals for individual Participants or groups of Participants. Performance goals may be weighted to reflect relative significance for the performance period. Such criteria or measures may be, but are not required to be, calculated in accordance with generally accepted accounting principles applicable to the Corporation.

Assignment and Transferability

No Award (including Tandem SARs) may be sold, assigned, transferred, pledged or otherwise encumbered by a Participant otherwise than by will or the laws of descent and distribution, a transfer by a Participant to an entity which is controlled by a Participant or, subject to the receipt of applicable regulatory approval, a transfer to a former spouse or domestic partner of a Participant in connection with a legal obligation or settlement.

Extension of Term due to Blackout Period

The Omnibus Plan also includes a provision that should an Option or SAR expiration date fall within a period when the Participant is prohibited from exercising the Option or SAR under applicable laws (a “**Blackout Period**”), the expiration date will automatically be extended for a period up to ten (10) business days immediately following the end of the Blackout Period, subject to certain limitations applicable to U.S. Participants.

Amendment and Termination

The Board or the Committee may amend, suspend or terminate the Omnibus Plan or any portion thereof, at any time, subject to those provisions of applicable law (including the rules, regulations and policies of the TSX), if any, that require the approval of shareholders or any governmental or regulatory body.

The Board or the Committee may make amendments to the Omnibus Plan or to any Award outstanding hereunder without seeking Shareholder approval except for amendments which:

- (i) increase the number of Common Shares reserved for issuance under the Omnibus Plan, including an increase to a fixed number of Common Shares or a change from a fixed number of Common Shares to a fixed maximum percentage;
- (ii) increase the maximum number of Common Shares which may be issued under Awards held by a Participant;
- (iii) reduce the exercise price of an Award (including the cancellation and re-grant of an Award, constituting a reduction of the exercise price of the Award), except pursuant to the anti-dilution provisions of the Omnibus Plan;
- (iv) extend the term of an Award beyond its original expiry date, except as relates to a Blackout Period;

- (v) change the provisions relating to the transferability of an Award, other than for a transfer by will or the laws of descent and distribution, to an entity which is controlled by a Participant or to a former spouse or domestic partner of a Participant in connection with a legal obligation or settlement;
- (vi) amend the "adjustment" provisions of the Omnibus Plan which apply to prevent dilution in connection with any stock dividend or split, spinoff, recapitalization, merger, amalgamation, consolidation, combination or exchange of Common Shares or other corporate change affecting the Common Shares;
- (vii) change the rights attaching to the Common Shares;
- (viii) amend the "amendment" provisions of the Omnibus Plan; or
- (ix) are required to be approved by shareholders under applicable laws, regulations or stock exchange rules.

Subject to the foregoing, the Board of Directors shall have the power and authority to approve amendments relating to the Omnibus Plan or to Awards, without further approval of the shareholders, including, without limitation, to the extent that such amendment:

- (i) is for the purpose of curing any ambiguity, error or omission in the Plan or to correct or supplement any provision of the Plan that is inconsistent with any other provision of the Plan;
- (ii) is necessary to comply with applicable law or the requirements of any stock exchange on which the Common Shares are listed;
- (iii) is an amendment to the Plan respecting administration and eligibility for participation under the Plan;
- (iv) alters, extends or accelerates the terms of vesting or other installment provisions applicable to any Award;
- (v) changes the termination provisions of an Award or the Plan which does not entail an extension beyond the original expiry date; or
- (vi) is an amendment to the Plan of a "housekeeping nature."

SCHEDULE "B"

DESCRIPTION OF KEY TERMS OF THE OPTION PLAN

The shareholders adopted the current Option Plan, which is a “rolling” incentive stock option plan, in May 2008. Certain amendments have been approved by Shareholders since the adoption of the Option Plan. The Option Plan was last subject to shareholder approval with respect to the unallocated Options and an amendment to the Option Plan in 2017.

Eligible Participants

Options may be granted from time to time to directors, officers, participating employees and any person or company who provides management or consulting services to the Corporation and its subsidiaries.

Maximum Percentage of Shares Reserved; Restrictions

The Option Plan permits the granting of Options to purchase up to a maximum of 10% of the issued and outstanding Common Shares of the Corporation from time to time. Any increase in the issued and outstanding Common Shares will result in an increase in the available number of Common Shares issuable under the Option Plan, and any exercise or forfeiture of Options will make new grants available under the Option Plan effectively resulting in re-loading of the number of Options available for grant under the Option Plan.

The Options granted under the Option Plan shall not result at any time in:

- (i) the number of Common Shares issuable to insiders of the Corporation, at any time, under the Option Plan, and any other security based compensation arrangements of the Corporation, exceeding 10% of the issued and outstanding Common Shares;
- (ii) the number of Common Shares issued to insiders of the Corporation, within any one year period, under the Option Plan, and any other security based compensation arrangements of the Corporation, exceeding 10% of the issued and outstanding Common Shares; or
- (iii) the Options granted under the Option Plan together with all of the Corporation’s other previous option grants, shall not result at any time:
 - (A) in the grant to any one (1) optionee within a twelve (12) month period, of a number of Options exceeding 5% of the issued and outstanding Common Shares; and
 - (B) on and after the Corporation becomes subject to the limitations of Section 162(m) of the United States Internal Revenue Code of 1986, as amended (the “Code”), in any optionee being granted in any calendar year, Options that relate to more than 4,614,805 Common Shares.

Exercise Price, Vesting, Term and Early Termination

The number of Options and the exercise price thereof is set by the Board of Directors at the time of grant provided that the exercise price shall not be less than the market price of the Common Shares, which is the last per share closing price for the Common Shares on the TSX before the date of grant.

The Option Plan does not provide any specific vesting provisions for Options granted thereunder. Any vesting provisions for Options granted under the Option Plan will be set out in the agreements evidencing such Options, as determined by the Board at the time of the grant. The Option Plan contains standard anti-dilution provisions.

Options are exercisable for a period as the Board of Directors determine at the time of grant, which must not exceed the maximum period permitted by the TSX, provided that in any event, the maximum period is 10 years from the date of grant and vest at such times as the Board of Directors determine at the time of grant, subject to the rules of the TSX.

If an optionee ceases to be a director, officer, employee or consultant of the Corporation or its subsidiaries for any reason other than death, the optionee may, but only within ninety (90) days after the optionee's ceasing to be a director, officer, employee or consultant or prior to the expiry of the Option period, whichever is earlier, exercise any Option held by the optionee, but only to the extent that the optionee was entitled to exercise the Option at the date of such cessation. The Board of Directors may decide to what extent leaves of absence for governmental or military service, illness, temporary disability, or other reasons shall not be deemed interruptions of continuous employment or service. In the event of death of an optionee, the optionee's estate shall have one year following the date of death of the optionee or prior to the expiry of the Option period, whichever is earlier in which to exercise the outstanding Options.

Extension of Term due to Blackout Period

The Option Plan also includes a provision that should an Option expiration date fall within a period when the optionee is prohibited from exercising the Option under applicable laws (a "**Blackout Period**"), the expiration date will automatically be extended for a period up to ten (10) business days immediately following the end of the Blackout Period.

Assignment and Transferability

No right or interest of any optionee in or under the Option Plan is assignable or transferable.

Amendment and Termination

Subject to the exceptions set out below, the Board of Directors may amend or terminate the Option Plan or any outstanding Option granted thereunder at any time without the approval of the shareholders of the Corporation or any optionee whose Option is amended or terminated, in order to conform the Option Plan or such Option, as the case may be, to applicable law or regulation or the requirements of the TSX or such regulatory authority. Except as provided below, Shareholder approval will not be required for the following types of amendments.

- (i) amendments of a "housekeeping" nature including, without limiting the generality of the foregoing, any amendment for the purpose of curing any ambiguity, error or omission in the Option Plan or stock option agreement or to correct or supplement any provision of the Option Plan that is inconsistent with any provision of the Option Plan or stock option agreement;
- (ii) amendments necessary to comply with the provisions of applicable law (including, without limitation, the rules, regulations and policies of the TSX);
- (iii) amendments necessary in order for awards to qualify for favourable treatment under applicable taxation laws;

- (iv) amendments respecting administration of the Option Plan;
- (v) amendments allowing the Corporation to provide financial assistance to optionees to facilitate the exercise of Options under the Option Plan;
- (vi) any amendment regarding the terms and conditions in which vesting occurs in respect of Options granted pursuant to the Option Plan, including the acceleration of vesting in any stock option agreement;
- (vii) any amendment regarding the terms and conditions in respect of the exercise price in respect to Options held by the optionees that are not insiders;
- (viii) amendments necessary to suspend or terminate Options, stock option agreements or the Option Plan in accordance with applicable law; and
- (ix) any other amendment, whether fundamental or otherwise, not requiring Shareholder approval under applicable law.

Notwithstanding the foregoing, Shareholder approval will be required for the following types of amendments:

- (i) amendments to the number of shares issuable under the Option Plan;
- (ii) amendments to modify the requirements as to eligibility for participation;
- (iii) amendments to extend the term of Option Plan;
- (iv) amendments to expand the types of awards available;
- (v) amendments to remove or exceed the insider participation limits; and
- (vi) any other amendments required to be approved by shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX).

Furthermore, notwithstanding the foregoing, Shareholder approval will be required for the following types of amendments:

- (i) amendments to reduce the exercise or purchase price of any Options held by any person, regardless of whether such person is an insider of the Corporation;
- (ii) amendments to extend the terms of any Options held by any person, regardless of whether such person is an insider of the Corporation;
- (iii) amendments to permit Options to become transferrable or assignable, other than for normal estate planning purposes; and
- (iv) amendments to the amendment provisions of the Option Plan.