6-6221 Highway 7
Vaughan, Ontario, L4H 0K8

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the "**Meeting**") of shareholders of **Drone Delivery Canada Corp.** (the "**Company**") will be held on **Wednesday, May 11, 2022**, at the hour of 1:00 p.m. (Eastern time), at the office of Irwin Lowy LLP, at 217 Queen Street West, Suite 401, Toronto, Ontario for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the year ended December 31, 2021 and the report of the auditors thereon;
2. to pass, with or without variation, an ordinary resolution fixing the number of directors of the Company at six;
3. to elect the directors of the Company;
4. to appoint the auditors of the Company and to authorize the directors to fix their remuneration;
5. to consider, and if deemed advisable, to pass, with or without variation, a special resolution to approve the amendment of the notice of articles and articles of the Company in order to implement a variable voting system by creating two new classes of shares, variable voting shares and common voting shares, in accordance with the *Business Corporations Act* (British Columbia), and to address various matters relating to the new variable voting system and other matters, including shareholders' and directors' meetings quorum requirements;
6. to consider and, if deemed advisable, to pass, with or without variation, a resolution approving and adopting amendments to the stock option plan of the Company; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolution referred to in item 5 above is attached to this notice of Meeting as Schedule "A".

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his, her or its her duly executed form of proxy with the Company's transfer agent and registrar, Computershare Investor Services Inc., at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than 1:00 p.m. (Eastern time) on Monday, May 9, 2022 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

Shareholders who are unable to attend the Meeting, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Company has by resolution fixed the close of business on Friday, April 1, 2022 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out herein and in the accompanying management information circular dated April 5, 2022 of the Company. The Company is offering its shareholders the option to listen to the Meeting via Zoom. Shareholders attending via Zoom will not be able to vote at the Meeting. Please see details on how to listen to the Meeting in the accompanying management information circular.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual general and special meeting. Additional information about the Company and its financial statements are also available on the Company's profile at www.sedar.com.

DATED at Toronto, Ontario this 5th day of April, 2022.

BY ORDER OF THE BOARD

"*Steve Magirias*" *(signed)*
Chief Executive Officer

SCHEDULE "A"

SPECIAL RESOLUTION OF THE SHAREHOLDERS

OF

DRONE DELIVERY CANADA CORP. (THE "COMPANY")

"IT IS RESOLVED, BY SPECIAL RESOLUTION THAT:

1. The provisions of the articles of the Company relating to the classes of shares that the Company is authorized to issue be, and they are, hereby amended, by:

   (a) creating an unlimited number of a new class of shares entitled "**Variable Voting Shares**," which will carry the rights, privileges, conditions and restrictions appearing in the amended and restated articles of the Company (the "**Amended and Restated Articles**") attached as Appendix "B" to the management information circular dated April 5, 2022 of the Company;

   (b) creating an unlimited number of a new class of shares entitled "**Common Voting Shares**," which will carry the rights, privileges, conditions and restrictions appearing in the Amended and Restated Articles; and

   (c) cancelling the unissued common shares of the Company, it being understood that the Variable Voting Shares and the Common Voting Shares are substituted, with the required adaptations, for the purposes of exercising all rights of subscription, purchase or conversion relating to common shares which are hereby cancelled.

2. The alteration of the notice of articles of the Company (the "**Notice of Articles**") be and is hereby authorized to reflect the alterations and amendments to the share capital of the Company authorized by the preceding resolution.

3. Pursuant to section 257 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), such alteration of the authorized share structure of the Company shall not take effect until a copy of the resolutions in paragraphs 1 and 2 above are received for deposit at the Company's records office and a notice of alteration of the Notice of Articles (the "**Notice of Alteration**") has been filed with the Registrar of Corporations under the BCBCA.

4. The existing articles of the Company (the "**Articles**") be amended and restated in the form of the Amended and Restated Articles.

5. Pursuant to section 259 of the BCBCA, the alterations of the Articles as set forth in the Amended and Restated Articles shall not take effect until a copy of the resolution in paragraph 4 above is received for deposit at the Company's records office.

6. Each issued and outstanding common share of the Company (each a "**Common Share**") owned or controlled by a person who is not a Canadian within the meaning of the *Canada Transportation Act*, S.C. 1996, c. 10 and the regulations adopted pursuant to such act, as amended from time to time (the "**Canada Transportation Act**"), as established at the close of market on the day prior to the date on which the Notice of Alteration is filed with the Registrar of Corporations under the BCBCA be, and is, hereby converted into one Variable Voting Share, as created pursuant to the terms and conditions of the Amended and Restated Articles, and cancelled, as of the date on which the Notice of Alteration is filed with the Registrar of Corporations under the BCBCA.

7. Each issued and outstanding Common Share that is owned and controlled by a person who is a Canadian within the meaning of the Canada Transportation Act as established at the close of market on the day prior to the date on which the Notice of Alteration has been filed with the Registrar of Corporations under the BCBCA be, and is, hereby converted into one Common Voting Share, as created pursuant to the terms and conditions of the Amended and Restated Articles, and cancelled, as of the date on which the Notice of Alteration is filed with the Registrar of Corporations under the BCBCA.

8. The directors be, and they are, hereby authorized to revoke this resolution, in their entire discretion, at any time prior to filing of the Notice of Alteration with the Registrar of Corporations under the BCBCA without any further approval of the shareholders.

9. Any one director or officer of the Company be and is hereby authorized to execute and deliver all such documents and instruments, including one or more Notices of Alteration, and to file a certified copy of this special resolution and to do such further acts, as may be necessary to give full effect to this special resolution or as may be required to carry out the full intent and meaning thereof at such time as the directors of the Company may determine."

MANAGEMENT INFORMATION CIRCULAR
As at April 5, 2022

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF DRONE DELIVERY CANADA CORP. (the "**Company**") of proxies to be used at the annual general and special meeting of shareholders of the Company (the "**Shareholders**") to be held on Wednesday, May 11, 2022 at the hour of 1:00 p.m. (Eastern time), and at any adjournment or postponement thereof (the "**Meeting**") for the purposes set out in the acompanying notice of meeting (the "**Notice of Meeting**"). Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. The Company has retained Shorecrest Group Ltd. as proxy solicitation agent to assist with the solicitation of votes from Shareholders in order to have as many Shareholders vote as possible. The proxy solicition agent will monitor the number of Shareholders voting and may contact Shareholders in order to increase participation in voting. In connection with the solicitation of proxies for the meeting, Shorecrest Group Ltd. is expected to receive a fee of $25,000.00 plus reasonable out of pocket expenses. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and clearing agencies, custodians, nominees, fiduciaries or other intermediaries to send the Notice of Meeting, this management information circular (the "**Management Information Circular**"), the annual consolidated financial statements of the Company for the financial year ended December 31, 2021 and related management's discussion and analysis and other meeting materials, if applicable (collectively the "**Meeting Materials**") to the beneficial owners of the common shares of the Company (the "**Common Shares**") held of record by such parties. The Company may reimburse such parties for reasonable fees and disbursements incurred by them in doing so. The costs of the solicitation of proxies will be borne by the Company.

COVID-19 GUIDANCE

In the context of the effort to mitigate potential risk to the health and safety associated with COVID-19 and in compliance with the orders and directives of the Government of Canada, the Province of Ontario and the City of Toronto, shareholders are being discouraged from attending the Meeting in person. All shareholders are encouraged to vote on the matters before the Meeting by proxy in the manner set out in the Notice of Meeting and this Management Information Circular. The Company is offering its shareholders the option to listen to the Meeting via Zoom. Shareholders attending via Zoom will not be able to vote at the Meeting. Please see details on how to listen to the Meeting in this Management Information Circular.

In order to listen to the Meeting, shareholders will need to call the applicable number listed below, and enter the meeting ID and password noted below:

To dial using One tap mobile:	+16473744685,,85029295978# +15873281099,,85029295978# **Meeting ID:** 850 2929 5978 **Password:** 851412
To dial by location:	Canada: +1 204 272 7920 Canada (Winnipeg) +1 438 809 7799 Canada (Montreal) +1 587 328 1099 Canada (Alberta) +1 647 374 4685 Canada (Toronto) +1 647 558 0588 Canada (Toronto) +1 778 907 2071 Canada (British Columbia) USA: +1 253 215 8782 US (Tacoma) +1 301 715 8592 US (Germantown) +1 312 626 6799 US (Chicago) +1 346 248 7799 US (Houston) +1 669 900 6833 US (San Jose) +1 929 205 6099 US (New York) To find your local number open the following link: https://zoom.us/u/aexdb0hQee **Meeting ID:** 850 2929 5978 **Password:** 851412

In order to access the Meeting through Zoom, shareholders will need to register and download the application onto their computer or smartphone and then once the application is loaded, enter the meeting ID and password below or open the following link: https://us06web.zoom.us/webinar/register/WN_YxbWEq1oSXKllFxF51O8Fw

Meeting ID: 850 2929 5978
Password: 851412

Shareholders will have the option through the application to join the video and audio or simply view and listen. It is the shareholders' responsibility to ensure connectivity during the Meeting and the Company encourages its shareholders to allow sufficient time to dial in to the Meeting before it begins. It is strongly recommended that shareholders access the Meeting at least 5 minutes before the Meeting starts. Shareholders participating via Zoom will not be able to vote at the Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

A holder of Common Shares who appears on the records maintained by the Company's registrar and transfer agent, Computershare Investor Services, as a registered holder of Common Shares (each a "**Registered Shareholder**") may vote in person at the Meeting or may appoint another person to represent such Registered Shareholder as proxy and to vote the Common Shares of such Registered Shareholder at the Meeting. In order to appoint another person as proxy, a Registered Shareholder must complete, execute and deliver the form of proxy accompanying this Management Information Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the shareholder's behalf in accordance with the instructions given by the shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers or directors of the Company. **A REGISTERED SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE COMPANY, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO BY FILLING IN THE NAME OF SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY.** A Registered Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy with the Company's transfer agent and registrar, Computershare Investor Services Inc., at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 (the "**Transfer Agent**"), not later than 1:00 p.m. (Eastern time) on Monday, May 9, 2022 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting at which the form of proxy is to be used. A form of proxy should be executed by the Registered Shareholder or his or her attorney duly authorized in writing or, if the Registered Shareholder is a corporation, by an officer or attorney thereof duly authorized. The time limit for the deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion without notice.

Registered proxies may be deposited with the Transfer Agent using one of the following methods:

By Mail or Hand Delivery:	Computershare Investor Services Inc. 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1
Telephone:	1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America) You will need to provide your 15 digit control number (located on the form of proxy accompanying this Management Information Circular)
Facsimile:	1-866-249-7775 or 1-416-263-9524 (if outside North America) You will need to provide your 15 digit control number (located on the form of proxy accompanying this Management Information Circular)
By Internet:	www.investorvote.com You will need to provide your 15 digit control number (located on the form of proxy accompanying this Management Information Circular)

A Registered Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her form of proxy is nullified with respect to the matters such person votes upon at the Meeting and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof. Only those Registered Shareholders who attend the Meeting in person will be able to cast a vote at the Meeting. Shareholders who attend the meeting via Zoom, must vote prior to the proxy cut-off time, to ensure their vote is counted at the Meeting.

A Registered Shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: by (a) depositing an instrument in writing, including another completed form of proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed by electronic signature, (i) to the registered office of the Company, located at Suite 600 – 890 West Pender Street, Vancouver, British Columbia V6C 1J9, at any time prior to 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof; or (b) any other manner permitted by law.

Shareholders who hold shares beneficially through a bank, broker or other financial intermediary (each a "**Non-Registered Holder**") should carefully follow the instructions found on their voting instruction form. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, each Non-Registered older should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting. Non-Registered Holders should refer to section titled "Advice to Non-Registered Shareholders" in this Management Information Circular.

EXERCISE OF DISCRETION BY PROXIES

The Common Shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and, if a Registered Shareholder specifies a choice with respect to any matter to be acted upon at the meeting, the Common Shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted FOR fixing the number of directors at six; FOR the election of directors of the Company; FOR the appointment of auditors and the authorization of the directors to fix their remuneration; FOR the approval of the amendment of the notice of articles and articles of the Company; FOR the stock option plan.

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine. At the time of printing this Management Information Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

ADVICE TO NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders of the Company, as a substantial number of shareholders of the Company do not hold Common Shares in their own name. Only Registered Shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by Registered Shareholders will be recognized and acted upon at the Meeting. Common Shares beneficially owned by a non-registered holder (each a "**Non-Registered Holder**") are registered either: (i) in the name of an intermediary (an "**Intermediary**") with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) (each a "**Clearing Agency**") of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the Registered Shareholders and would appear as such on the list maintained by the Transfer Agent. Non-Registered Holders do not appear on the list of the Registered Shareholders maintained by the Transfer Agent. For clarity, if you hold shares in a self-directed online account or brokerage account with any entity other than the Transfer Agent, you are a Non-Registered Holder.

Distribution of Meeting Materials to Non-Registered Holders

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials to the Clearing Agencies and Intermediaries for onward distribution to Non-Registered Holders as well as directly to NOBOs (as defined below). Most Clearing Agencies and Intermediaries use Broadridge Investor Services to facilitate the mailing of meeting materials.

Non-Registered Holders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs. If you are a NOBO and the Company or its agent has sent the Meeting Materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the Common Shares on your behalf.

The Company's OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs.

Voting by Non-Registered Holders

The Common Shares held by Non-Registered Holders can only be voted or withheld from voting at the direction of the Non-Registered Holder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting Common Shares on behalf of Non-Registered Holders. Therefore, each Non-Registered Holder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to Non-Registered Holders, which should be carefully followed by Non-Registered Holders in order to ensure that their Common Shares are voted at the Meeting.

Non-Registered Holders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form (a "**VIF**"). If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder can vote by going to www.proxyvote.com and entering the 16 digit control number located on the VIF. Otherwise, the VIF must be completed, signed and returned in accordance with the directions on the form prior to the proxy cut-off time.

or,

Form of Proxy. Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the Non-Registered Holder's behalf), the Non-Registered Holder must complete and sign the form of proxy and in accordance with the directions on the form.

Additionally, the Company may utilize Broadridge's QuickVote™ service to assist eligible Non-Registered Holders with voting their shares directly over the phone.

Voting by Non-Registered Holders at the Meeting

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of an Intermediary or a Clearing Agency, a Non-Registered Holder may attend the Meeting as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder and vote such Common Shares as a proxyholder. A Non-Registered Holder who wishes to attend the Meeting and to vote their Common Shares as proxyholder for the Registered Shareholder who holds Common Shares beneficially owned by such Non-Registered Holder, should (a) if they received a VIF, follow the directions indicated on the VIF; or (b) if they received a form of proxy strike out the names of the persons named in the form of proxy and insert the Non-Registered Holder's or its nominees name in the blank space provided. Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the VIF or the form of proxy is to be delivered. Only those Non-Registered Holders who appoint themselves and attend the Meeting in person will be able to cast a vote at the Meeting. Non-Registered Holders who attend the Meeting via Zoom, must vote prior to the proxy cut-off time, to ensure their vote is counted at the Meeting.

All references to shareholders in the Meeting Materials are to Registered Shareholders as set forth on the list of registered shareholders of the Company as maintained by the Transfer Agent, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As of Friday, April 1, 2022 (the "**Record Date**"), there were a total of 224,199,012 Common Shares issued and outstanding. Each Common Share outstanding on the Record Date carries the right to one vote at the Meeting.

Only Registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting. On a show of hands, every Registered Shareholder and proxy holder will have one vote and, on a poll, every Registered Shareholder present in person or represented by proxy will have one vote for each Common Share held.

To the knowledge of the Company's directors and executive officers, as of the date hereof, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

No director or executive officer of the Company who was a director or executive officer at any time since the beginning of the Company's last financial year, or any associate or affiliates of any such directors or officers, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than as disclosed in this Management Information Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the board of directors of the Company (the "**Board**"), the matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. PRESENTATION OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended December 31, 2021 and the report of the auditor will be placed before the shareholders at the Meeting. No vote will be taken on the audited consolidated financial statements. The consolidated financial statements and additional information concerning the Company are available under the Company's profile at www.sedar.com.

2. ELECTION OF DIRECTORS

The Board is currently comprised of six (6) directors. Shareholders will be asked at the Meeting to approve an ordinary resolution that the number of directors elected be fixed at six (6). The term of office of each of the current directors will end at the conclusion of the Meeting. The directors of the Company determined that six (6) directors will be nominated at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the shareholders of the Company, or if no director is then elected, until a successor is elected.

The following table states the names of the persons nominated by management for election as directors, any offices with the Company currently held by them, their principal occupations or employment, the period or periods of service as directors of the Company and the approximate number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised as of the date hereof.

Name, province or state and country of residence and position, if any, held in the Company	Principal Occupation	Served as Director of the Company since	Number of Common Shares beneficially owned, directly or indirectly, or controlled or directed at present[(1)]	Percentage of Voting Shares Owned or Controlled
Chris Irwin[(2)(3)] Ontario, Canada Director	Partner of Irwin Lowy LLP, a law firm	May 31, 2016	425,000	0.19%
Michael Della Fortuna[(4)] Ontario, Canada Chairman and Director	Chief Executive Officer of Nexeya Canada, an aerospace engineering firm	May 31, 2016	20,000	0.01%
Kevin Sherkin[(3)] Ontario, Canada Director	Partner of Miller Thomson LLP, a law firm	February 25, 2019	15,000	0.01%
Vijay Kanwar[(4)] Ontario, Canada Director	Chief Executive Officer of Lambardar Group Inc., and Lambardar Zamindar Group Inc.	June 10, 2019	nil	nil
Debbie Fischer[(4)] Ontario, Canada Director	Executive-in-Residence at the Rotman School of Management at University of Toronto	November 9, 2020	nil	nil
Larry Taylor[(3)] Ontario, Canada Director	Chairman of Spark Power Corp., Chairman of VIQ Solutions Inc. and President of Taylor Made Solutions	November 9, 2020	nil	nil

Notes:

(1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.

(2) Held by Irwin Professional Corporation, a corporation controlled by Mr. Irwin.

(3) Member of the Audit Committee (Larry Taylor, Chair).

(4) Member of the Corporate Governance and Human Resources Committee (Debbie Fischer, Chair).

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management has no reason to believe that any of the nominees will be unable to serve as a director but, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.**

Corporate Cease Trade Orders or Bankruptcies

Other than as set forth below, no proposed director, within 10 years before the date of this Management Information Circular, has been a director, chief executive officer or chief financial officer of any company that:

(a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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 (collectively, an "**Order**") and 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.

Mr. Irwin was a director from June 2015 to December 2017 and an officer from September 2015 to April 2016 of Playground Ventures Inc. (formerly, Blocplay Entertainment Inc.) ("**Playground**"), which was subject to a management cease trade order resulting from a failure to file financial statements as issued on May 2, 2016 by the British Columbia Securities Commission and May 4, 2016 and May 16, 2016 by the Ontario Securities Commission. These cease trade orders were revoked on July 5, 2016 by the British Columbia Securities Commission and July 6, 2016 by the Ontario Securities Commission. Playground was subject to a management cease trade order resulting from a failure to file financial statements as issued on May 2, 2017 by the British Columbia Securities Commission and May 4, 2017 by the Ontario Securities Commission. These cease trade orders were revoked on July 5, 2017 by the British Columbia Securities Commission and July 6, 2017 by the Ontario Securities Commission.

Mr. Irwin was appointed as the President, Chief Executive Officer, Secretary and a director of Playground on September 28, 2018. Playground was subject to a management cease trade order resulting from a failure to file financial statements as issued on December 3, 2018 and amended on December 4, 2018 by the British Columbia Securities Commission and December 4, 2018 by the Ontario Securities Commission. These cease trade orders were revoked on February 6, 2019.

Mr. Irwin is a director and an officer of Intercontinental Gold and Metals Ltd. ("**Intercontinental**") which was subject to a management cease trade order resulting from a failure to file financial statements as issued by the British Columbia Securities Commission on July 30, 2015. The cease trade order was revoked on September 22, 2015.

Mr. Irwin is a director and an officer of Intercontinental which was subject to a management cease trade order resulting from a failure to file financial statements as issued on August 2, 2018 by the British Columbia Securities Commission. Intercontinental was subject to a cease trade order from a failure to file financial statements as issued on October 5, 2018 by the British Columbia Securities Commission. These cease trade orders were revoked on October 9, 2018.

Mr. Irwin was a director of Wolf's Den Capital Corp., which was subject to a cease trade order issued by the British Columbia Securities Commission and Ontario Securities Commission on December 5, 2019 for failure to file its condensed interim financial statements and accompanying management's discussion and analysis for the period ended September 30, 2019, within the prescribed time period under applicable securities laws. These cease trade orders were revoked on January 6, 2020.

None of the proposed directors of the Company, within 10 years before the date of this Management Information Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director 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.

Personal Bankruptcies

None of the directors of the Company have, within the 10 years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

None of the directors of the Company have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. APPOINTMENT OF AUDITOR

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE APPOINTMENT OF D&H GROUP LLP, CHARTERED PROFESSIONAL ACCOUNTANTS, AS AUDITOR OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT ANNUAL GENERAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS, HER OR ITS COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. D&H Group LLP, Chartered Professional Accountants were first appointed as the auditors of the Company on February 2, 2011.

4. APPROVAL OF CORPORATE RESTRUCTURING

Background and Purpose of the Corporate Restructuring

Background

The Company is a Remotely Piloted Aircraft System ("**RPAS**") technology company, which is focused on the design, development and implementation of its proprietary logistics software platform using drones. The Company commenced operations in 2014 and, since 2015, under flight authority issued by Transport Canada Civil Aviation, the Company has been conducting approved flight operations, primarily flight test and proof of concept trials. The Company was the first RPAS delivery company to achieve the status of "Compliant Operator" based on the Canadian Aviation Regulations and Transport Canada Civil Aviation guidelines as first issued to apply to drones.

On September 2, 2020, the Company submitted an application under section 61 of *Canada Transportation Act*, S.C. 1996, C. 10 (the "**Canada Transportation Act**") to the Canadian Transportation Agency (the "**Agency**"), the regulatory agency responsible for the application of the Canada Transportation Act, for a domestic air service operating licence to transport cargo using aircraft, which includes RPAS. Such licence is required in order to operate certain air services, including cargo transportation, in Canada. On November 17, 2020, the Agency issued a letter outlining concerns relating to the ability of the Company to prove Canadian ownership and Canadian control and to ensure such ownership and control is maintained in the future as required under the Canada Transportation Act (the "**Canadian Ownership Requirement**"). On March 1, 2021, the Company requested from the Agency a temporary exemption from the Canadian Ownership Requirement in order to allow the Company the opportunity to implement a corporate restructuring requiring shareholder approval (the "**Corporate Restructuring**") to ensure the Company's compliance with the Canadian Ownership Requirement (the "**Exemptive Relief**"). On June 22, 2021, the Agency issued the Exemptive Relief for a period of 12 months until June 22, 2022.

On July 21, 2021, the Agency issued the Company a temporary domestic air service operating licence (the "**Drone Domestic Operating Licence**"), subject to compliance with the conditions of the Exemptive Relief.

Legislative Framework and Current Constraints Surrounding the Ownership of Common Shares

Paragraph 61(a)(i) of the Canada Transportation Act includes a condition that an applicant for a domestic air service operating licence be a "Canadian".

The definition of "Canadian" under subsection 55(1) of the Canada Transportation Act provides that Canadian means:

(a) a Canadian citizen or a permanent resident as defined in subsection 2(1) of the *Immigration and Refugee Protection Act* (Canada),

(b) a government in Canada or an agent or mandatary of such a government, or

(c) a corporation or entity that is incorporated or formed under the laws of Canada or a province, that is controlled in fact by Canadians and of which at least 51% of the voting interests are owned and controlled by Canadians and where

(i) no more than 25% of the voting interests are owned directly or indirectly by any single non-Canadian, either individually or in affiliation with another person, and

(ii) no more than 25% of the voting interests are owned directly or indirectly by one or more non- Canadians authorized to provide an air service in any jurisdiction, either individually or in affiliation with another person.

Neither the current notice of articles of the Company ("**Drone Notice of Articles**") nor the articles of the Company (the "**Drone Articles**" and together with the Drone Notice of Articles, the "**Drone Constating Documents**") provide any restrictions with respect to subscriptions, issues, transfers or purchases which would ensure that the Company would be "Canadian" as defined in the Canada Transportation Act and meet the Canadian Ownership Requirement. In order to meet the Canadian Ownership Requirement, the Company proposes that at the Meeting the shareholders approve the Corporate Restructuring, which will consist of the amendments to the Drone Constating Documents set out below in the section entitled "*Amendment to the Notice of Articles and Articles of the Company*". The proposed Corporate Restructuring will implement a share structure that is substantially similar to the structure implemented by other publicly listed entities that are Canadian air carriers or holding companies of Canadian air carriers (collectively the "**Canadian Air Carriers**") to address compliance with the Canadian Ownership Requirement. In addition, the Company has been in contact with staff of the Agency and the Agency confirmed that it has completed its review of the proposed Corporate Restructuring and, if implemented as proposed, then it would address the issues raised in the Exemptive Relief.

Proposed Corporate Restructuring

The applicable provisions of the Canada Transportation Act require that in order to meet the Canadian Ownership Requirement, the Company must comply with three conditions: (i) be a corporation incorporated or formed under Canadian laws, (ii) have at least 51% of its voting interests owned and controlled by Canadians and (iii) be controlled in fact by Canadians.

Incorporation Condition

For an entity to be Canadian, it must be formed or incorporated under the laws of Canada or one of its provinces. As the Company is incorporated in British Columbia under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), the Company meets the first condition of the Canadian Ownership Requirement.

Voting Interest Condition

The second condition is satisfied if at least 51% of the voting interests in the Company are owned and controlled by Canadians, provided that (i) no single non-Canadian directly or indirectly owns more than 25% of the voting interests in the Company, either individually or in affiliation with another person and (ii) non-Canadian air service providers directly or indirectly own no more than 25% of the voting interests, either individually or in affiliation with another person.

The Common Shares are listed on the TSX Venture Exchange ("**TSXV**"), on the U.S. OTCQX market and on the Frankfurt Stock Exchange. There are currently 224,199,012 Common Shares outstanding which are widely held. As indicated in the Agency's *Guide to Canadian Ownership and Control in Fact for Air Transportation*, for a publicly traded corporation, like the Company, the percentage of voting interests owned by Canadians can be subject to constant fluctuations. In these situations, to ensure that publicly traded corporations meet, and continue to meet, the ongoing requirement to be Canadian, the Agency requires them to put in place one of the following:

- a security constraint and control system that restricts any purchase or transfer of the corporation's securities if it would result in a breach of the voting interest requirement; or

- a variable voting system whereby non-Canadians hold variable voting shares, such that when the percentage of the variable voting shares held by non-Canadians exceeds the maximum allowable percentage of the total voting shares, the vote attached to each variable voting share automatically decreases to ensure that the maximum allowable threshold is not exceeded.

As the Company currently does not have any restrictions in place to ensure that at least 51% of the voting interests in the Company are owned and controlled by Canadians, the Company does not meet the second condition of the Canadian Ownership Requirement. Accordingly, the Company proposes that the Drone Constating Documents be amended to create a variable voting system as set out below in the section entitled "*Amendment to the Notice of Articles and Articles of the Company*".

Control in Fact Condition

The third condition, control in fact, is met as long as the power, whether exercised or not, to control the strategic decision-making activities of a corporation and to manage and run its day-to-day operations lies with Canadians. The Agency considers that those with the ability to influence a corporation include minority owners, designated representatives, financial institutions and employees. If such influence is dominant or determining, then it is deemed control in fact by the Agency. As indicated in the Agency's *Guide to Canadian Ownership and Control in Fact for Air Transportation*, the Agency considers the following four factors in assessing control in fact: (i) corporate governance, (ii) shareholder rights, (iii) risk and rewards, and (iv) business affairs and activities.

As the board of directors of a corporation is elected by the shareholders of the Corporation to govern and manage the affairs of the corporation, the Agency considers that the following conditions must be met for control in fact to be deemed as residing with Canadians:

- Canadian shareholders must have the right to appoint no less than half of the board of directors; and

- no less than half of the board members must be Canadian.

The Agency considers that a variable voting system as that proposed by the Company for the shareholders consideration at the Meeting can ensure that Canadians always have the ability to cast at least 51 % of the votes at any shareholders' meeting, including for the election of directors.

In addition, the Agency considers that for a corporation to be controlled in fact by Canadians, a corporation's meetings quorum provisions, which indicate the minimum number of shareholders or directors that must be present at a meeting of the shareholders or a meeting of directors, as the case may be, for the meeting to be considered valid, must always require:

- no less than half of the shareholders or directors present at a meeting of the shareholders or a meeting of the directors, as the case may be, be Canadian; and

- no less than half of the directors present at a meeting of the directors having been appointed by Canadian shareholders.

The Company does not have the necessary provisions within the Drone Constating Documents that provide for a quorum at shareholders' and directors' meetings to be formed only if there are a majority of eligible voting Canadians present. Accordingly, the Company proposes that the Drone Constating Documents be amended to fulfill the requirements of the Agency with respect to control in fact as set out below in the section entitled "*Amendment to the Notice of Articles and Articles of the Company*".

Purpose of the Corporate Restructuring

Subsection 63(1) of the Canada Transportation Act provides that the Agency shall suspend or cancel the domestic licence of an air carrier where the Agency determines that, in respect of the service for which the licence is issued, the person ceases to meet any of the requirements in the Canada Transportation Act requiring that the carrier meet the definition of "Canadian".

If the Company does not complete the Corporate Restructuring prior to the expiry of the Exemptive Relief, barring a further exemption, which is unlikely, then the Company would no longer be permitted by the Canada Transportation Act to hold its Drone Domestic Operating Licence. Without the Drone Domestic Operating Licence, the Company would need to cease all operations involving any drone service that is publicly available for the transportation of goods in Canada, which currently represents all revenue generating operations for the Company.

The following amendments to the Drone Constating Documents are required in order to complete the Corporate Restructuring and ensure compliance with the Canadian Ownership Requirement under the Canada Transportation Act.

AMENDMENT TO THE NOTICE OF ARTICLES AND ARTICLES OF THE COMPANY

At the Meeting, shareholders will be asked to consider, and if deemed advisable, to pass, with or without variation, a special resolution (the "**Corporate Restructuring Resolution**"), the text of which is attached as Schedule "A" to the Notice of Meeting, to approve the amendment of the Drone Constating Documents in order to implement a variable voting system by creating two new classes of shares, variable voting shares ("**Variable Voting Shares**") and common voting shares ("**Common Voting Shares**"), in accordance with the BCBCA, and to address various matters relating to the new variable voting system and other matters, including shareholders' and directors' meetings quorum requirements.

The proposed amendments to the Drone Constating Documents will allow the Company to qualify as "Canadian" within the meaning of the Canada Transportation Act, while providing greater flexibility to allow investment by non-Canadians and increase the ability of the Company to access capital around the world to achieve its growth objectives and future capital needs.

Management has recommended that the Board proceed with amending the Drone Constating Documents to, among other things:

(a) authorize the issue of an unlimited number of Variable Voting Shares and an unlimited number of Common Voting Shares;

(b) create specified rights and obligations in respect of the Variable Voting Shares and the Common Voting Shares;

(c) convert each issued and outstanding Common Share which is not owned and controlled by a Canadian within the meaning of the Canada Transportation Act, as constituted at close of market on the day prior to the date (the "**Effective Date**") on which the Notice of Alteration of the Drone Notice of Articles (the "**Amended Notice of Articles**") has been filed with the Registrar of Corporations under the BCBCA, into one Variable Voting Share and cancel the Common Share;

(d) convert each issued and outstanding Common Share which is owned and controlled by a Canadian within the meaning of the Canada Transportation Act, as constituted at close of market on the day prior to the Effective Date, into one Common Voting Share and cancel the Common Share;

(e) cancel all of the unissued Common Shares, it being understood that the Variable Voting Shares and the Common Voting Shares are substituted, with the required adaptations, for the purpose of exercising all rights of subscription, purchase or conversion relating to the Common Shares which are cancelled;

(f) confer powers on the Board to implement and apply constraints on the issue, transfer and ownership of Variable Voting Shares and the Common Voting Shares; and

(g) amend the quorum requirements for directors' and shareholders' meetings.

Summary of the Rights, Privileges, Restrictions and Conditions of the Variable Voting Shares and Common Voting Shares

The summary below describes the rights, privileges, restrictions and conditions attached to the Variable Voting Shares and the Common Voting Shares. The complete text describing these rights, privileges, restrictions and conditions is included in the amended and restated Drone Articles (the "**Amended and Restated Articles**"), a copy of which is attached hereto as Appendix "B".

Variable Voting Shares

Exercise of Voting Rights

The holders of Variable Voting Shares will be entitled to receive notice of, to attend and vote at all meetings of shareholders of the Company, except in votes where the holders of a specified class other than the Variable Voting Shares are entitled to vote separately as a class as provided in the BCBCA.

Variable Voting Shares will carry one vote per Variable Voting Share held, unless any of the thresholds set forth below would otherwise be surpassed at any time, in which case the vote attached to a Variable Voting Share will decrease as described below.

Single Non-Canadian Holder

If at any time:

(a) a single non-Canadian holder of Variable Voting Shares (a "**Single Non-Canadian Holder**"), either individually or in affiliation with any other person, holds a number of Variable Voting Shares outstanding that, as a percentage of the total number of all voting shares outstanding, exceeds 25% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board), or

(b) the total number of votes that would be cast by or on behalf of a Single Non-Canadian Holder, either individually or in affiliation with any other person, at any meeting would exceed 25% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the total number of votes cast at such meeting,

then the vote attached to each Variable Voting Share held by such Single Non-Canadian Holder and any person in affiliation with such Single Non-Canadian Holder, will decrease proportionately and automatically without further act or formality only to such extent that, as a result (i) the Variable Voting Shares held by such Single Non-Canadian Holder and by any person in affiliation with such Single Non-Canadian Holder do not carry in the aggregate more than 25% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the aggregate votes attached to all issued and outstanding voting shares of the Company, and (ii) the total number of votes cast by or on behalf of such Single Non-Canadian Holder and by any person in affiliation with such Single Non-Canadian Holder at the meeting do not exceed in the aggregate 25% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the total number of votes cast at such meeting.

Non-Canadian Holder Authorized to Provide Air Service

If at any time:

(a) one or more non-Canadians authorized to provide an air service in any jurisdiction (each a "**Non-Canadian Holder Authorized to Provide Air Service**" and collectively "**Non-Canadian Holders Authorized to Provide Air Service**"), collectively hold, either individually or in affiliation with any other person, a number of Variable Voting Shares outstanding that, as a percentage of the total number of all voting shares outstanding, after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by any Single Non-Canadian Holder as set out above under "*Single Non-Canadian Holder"* (if any, as the case may be) and by any person in affiliation with such Single Non-

Canadian Holder, exceeds 25% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board), or

(b) the total number of votes that would be cast by or on behalf of Non-Canadian Holders Authorized to Provide Air Service and persons in affiliation with any Non-Canadian Holders Authorized to Provide Air Service at any meeting would, after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by any Single Non-Canadian Holder and by any person in affiliation with such Single Non-Canadian Holder as set out above under "*Single Non-Canadian Holder"* (if any, as the case may be), exceed 25% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the total number of votes cast at such meeting,

then the vote attached to each Variable Voting Share held by all Non-Canadian Holders Authorized to Provide Air Service and by persons in affiliation with any Non-Canadian Holders Authorized to Provide Air Service will decrease proportionately and automatically without further act or formality only to such extent that, as a result (i) the Variable Voting Shares held by all Non-Canadian Holders Authorized to Provide Air Service and by persons in affiliation with any Non-Canadian Holders Authorized to Provide Air Service do not carry in the aggregate more than 25% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the aggregate votes attached to all issued and outstanding voting shares of the Company, and (ii) the total number of votes cast by or on behalf of all Non-Canadian Holders Authorized to Provide Air Service and by persons in affiliation with any Non-Canadian Holders Authorized to Provide Air Service at any meeting do not exceed in the aggregate 25% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the total number of votes cast at such meeting.

General – All Holders of Variable Voting Shares

If at any time:

(a) the number of Variable Voting Shares outstanding as a percentage of the total number of all voting shares outstanding, after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by any Single Non-Canadian Holder and by any person in affiliation with such Singler Non-Canadian Holder as set out above under "*Single Non-Canadian Holder"* and after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by Non-Canadian Holders Authorized to Provide Air Service and by persons in affiliation with any Non-Canadian Holders Authorized to Provide Air Service as set out above under "*Non-Canadian Holder Authorized to Provide Air Service*" (in each case, if any, as may be required), exceeds 49% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board), or

(b) the total number of votes that would be cast by or on behalf of holders of Variable Voting Shares at any meeting would, after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by any Single Non-Canadian Holder and by any person in affiliation with such Singler Non-Canadian Holder as set out above under "*Single Non-Canadian Holder"* and after the application of the automatic proportionate decrease to the votes attached to all of the Variable Voting Shares held by Non-Canadian Holders Authorized to Provide Air Service and by persons in affiliation with any Non-Canadian Holders Authorized to Provide Air Service as set out above under "*Non-Canadian Holder Authorized to Provide Air Service*" (in each case, if any, as may be required), exceed 49% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the total number of votes cast at such meeting,

then the vote attached to each Variable Voting Share will decrease proportionately and automatically without further act or formality only to such extent that, as a result (i) the Variable Voting Shares do not carry more than 49% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the aggregate votes attached to all issued and outstanding voting shares of the Company, and (ii) the total number of votes cast by or on behalf of holders of Variable Voting Shares at any meeting do not exceed 49% (or any different percentage that may be prescribed by law or regulation of Canada and approved or adopted by the Board) of the total number of votes cast at such meeting.

Dividends

Subject to the rights, privileges, restrictions and conditions attached to any other class of shares of the Company ranking prior to the Variable Voting Shares, the holders of Variable Voting Shares will be entitled to receive any dividends that are declared by the Board at the times and for the amounts that the Board may, from time to time, determine. The Variable Voting Shares will rank equally with the Common Voting Shares as to dividends on a share-for-share basis. All dividends will be declared in equal or equivalent amounts per share on all Variable Voting Shares and Common Voting Shares then outstanding, without preference or distinction.

Subdivision or Consolidation

No subdivision or consolidation of the Variable Voting Shares will occur unless, simultaneously, the Common Voting Shares are subdivided or consolidated in the same manner, so as to maintain and preserve the relative rights of the holders of the shares of each of such classes of shares.

Rights in the Case of Liquidation, Dissolution or Winding-Up

Subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Company ranking prior to the Variable Voting Shares, in the case of liquidation, dissolution or winding-up of the Company or other distribution of the Company's assets among its shareholders for the purpose of winding-up its affairs, the holders of Variable Voting Shares and the holders of Common Voting Shares will be entitled to receive the remaining property of the Company and will be entitled to share equally, share for share, in all distributions of such assets.

Conversion

Automatic

Each issued and outstanding Variable Voting Share will be automatically converted into one Common Voting Share, without any further act on the part of the Company or the holder, if (a) such Variable Voting Share becomes held, beneficially owned and controlled, directly or indirectly, otherwise than by way of security only, by a Canadian within the meaning of the *Canada Transportation Act*, or (b) the provisions contained in the *Canada Transportation Act* relating to foreign ownership restrictions are repealed and not replaced with other similar provisions.

Upon an Offer

In the event that an offer is made to purchase Common Voting Shares and such offer is one which is required, pursuant to applicable securities legislation or the rules of a stock exchange on which the Common Voting Shares are then listed, to be made to all or substantially all the holders of Common Voting Shares in a given province or territory of Canada to which these requirements apply, each Variable Voting Share will become convertible at the option of the holder into one Common Voting Share at any time while such offer is in effect until one day after the time prescribed by applicable securities legislation for the person making the offer to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of Variable Voting Shares for the purpose of depositing the resulting Common Voting Shares pursuant to such offer and for no other reason, including with respect to voting rights attached thereto, which are deemed to remain subject to the provisions concerning voting rights for Variable Voting Shares notwithstanding their conversion. The transfer agent of the Company will deposit the resulting Common Voting Shares pursuant to such offer on behalf of the holder.

Should (a) the Common Voting Shares issued upon conversion and tendered in response to the offer be withdrawn by shareholders or not taken up by the offeror, (b) such offer be abandoned or withdrawn, or (c) such offer otherwise expire without such Common Voting Shares being take up and paid for, then the Common Voting Shares resulting from the conversion will be automatically re-converted back into Variable Voting Shares, without any further act on the part of the Company or on the part of the holder.

Variable Voting Shares may not be converted into Common Voting Shares other than in accordance with the conversion procedures set out in the Amended and Restated Articles.

Constraints on Share Ownership

Variable Voting Shares may only be owned or controlled by Non-Canadians.

Common Voting Shares

Exercise of Voting Rights

The holders of Common Voting Shares will be entitled to receive notice of, and to attend and vote at, all meetings of shareholders, except in votes where holders of a specific class other than the Common Voting Shares are entitled to vote separately as a class under the BCBCA. Each Common Voting Share will confer the right to one vote.

Dividends

Subject to the rights, privileges, restrictions and conditions attached to any class of shares of the Company ranking prior to the Common Voting Shares, holders of Common Voting Shares will be entitled to receive any dividends declared by the Board at the times and for the amounts that the Board may, from time to time, determine. The Common Voting Shares and Variable Voting Shares will rank equally as to dividends on a share-for-share basis. All dividends declared will be declared in equal or equivalent amounts per share on all Common Voting Shares and Variable Voting Shares then outstanding, without preference or distinction.

Subdivision or Consolidation

No subdivision or consolidation of the Common Voting Shares will occur unless, simultaneously, the Variable Voting Shares are subdivided or consolidated in the same manner, so as to maintain and preserve the respective rights of the holders of each of such classes of shares.

Rights in the Case of Liquidation, Dissolution or Winding-Up

Subject to the rights, privileges, restrictions and conditions attaching to any class of shares of the Company ranking prior to the Common Voting Shares, in the case of liquidation, dissolution or winding-up of the Company or other distribution of the assets of the Company among the shareholders for the purposes of winding-up its affairs, the holders of Common Voting Shares and Variable Voting Shares will be entitled to receive the remaining property of the Company and will be entitled to share equally, share for share, in all distributions of such assets.

Conversion

Automatic

Unless the foreign ownership restrictions of the *Canada Transportation Act* are repealed and not replaced with other similar restrictions, an issued and outstanding Common Voting Share will be automatically converted into one Variable Voting Share, without any further act of the Company or the holder, if such Common Voting Share is or becomes beneficially owned or controlled, directly or indirectly, otherwise than by way of a security only, by a person who is not a Canadian within the meaning of the *Canada Transportation Act*.

Upon an Offer

In the event that an offer is made to purchase Variable Voting Shares, and such offer is one which is required, pursuant to applicable securities legislation or the rules of a stock exchange on which the Variable Voting Shares are then listed, to be made to all or substantially all the holders of Variable Voting Shares, each Common Voting Share will become convertible at the option of the holder into one Variable Voting Share at any time while such offer is in effect until one day after the time prescribed by applicable securities legislation for the person making the offer to take up and pay for such shares as are to be acquired pursuant to the offer. The conversion right may only be exercised in respect of Common Voting Shares for the purpose of depositing the resulting Variable Voting Shares pursuant to the offer, and for no other reason, including with respect to voting rights attached thereto, which are deemed to remain subject to the provisions concerning the voting rights for Common Voting Shares notwithstanding their conversion. The

transfer agent of the Company will deposit the resulting Variable Voting Shares pursuant to such offer on behalf of the holder.

Should (a) the Variable Voting Shares issued upon conversion and tendered in response to the offer be withdrawn by the shareholders or not taken up by the offeror, (b) the offer be abandoned or withdrawn, or (c) such offer otherwise expire without such Variable Voting Shares being taken up and paid for, each Variable Voting Share resulting from the conversion will be automatically re-converted back into one Common Voting Share, without any further act on the part of the Company or on the part of the holder.

The Common Voting Shares may not be converted into Variable Voting Shares other than in accordance with the conversion procedures set out in the Amended and Restated Articles.

Constraints on Share Ownership

The Common Voting Shares may only be owned and controlled by Canadians within the meaning of the *Canada Transportation Act*.

Other Amendments to the Drone Articles

The Drone Articles are also amended in order to meet other conditions of the Canadian Ownership Requirement, including, among other things, to confer powers on the Board to implement and apply constraints on the issue, transfer and ownership of Variable Voting Shares and the Common Voting Shares and to amend the quorum requirements for directors' and shareholders' meetings, all as set out in the Amended and Restated Articles attached as Appendix B to the Management Information Circular. The Amended and Restated Articles will increase the quorum requirement for meetings of shareholders to two persons present in person or by proxy (one of whom shall be, or be representing, a Canadian) holding or representing not less than 25% of the outstanding voting shares of the Company entitled to vote at such meeting of shareholders.

The purpose of the Amended and Restated Articles is to comply with the Canadian Ownership Requirement, to restate in a clear and streamlined manner the Drone Articles and to bring the Drone Articles into better alignment with current corporate governance practices.

The foregoing description of the amendments to the Drone Constating Documents is intended as a summary only and does not purport to be complete and is subject to, and qualified in its entirety by reference to, all of the provisions of the Amended and Restated Articles and the Amended Notice of Articles.

Shareholder Approval and Coming into Force of the Corporate Restructuring Resolution

The Board adopted a resolution on April 1, 2022 authorizing the submission of the Corporate Restructuring Resolution to the shareholders.

In order to come into force, the Corporate Restructuring Resolution must be adopted by at least two thirds of the votes cast at the Meeting by all shareholders of the Company who are present or represented by proxy. If the Corporate Restructuring Resolution is approved by the shareholders, the Amended Notice of Articles and the Amended and Restated Articles will only come into force on the Effective Date, being the date on which the Notice of Alteration of the Amended Notice of Articles is filed with the Registrar of Corporations under the BCBCA. Under the Corporate Restructuring Resolution, the Board has the power to revoke the Corporate Restructuring Resolution at their discretion before any effect is given thereto by filing the Notice of Alteration of the Amended Notice of Articles with the Registrar of Corporations under the BCBCA.

If the Corporate Restructuring Resolution is approved by the shareholders and not repealed by the Board, the issued and outstanding Common Shares will be converted into Variable Voting Shares or Common Voting Shares, depending on whether the Common Shares are owned and controlled by Canadians or not.

Unless a shareholder indicates otherwise, the voting rights attached to the Common Shares represented by the proxy given to management will be voted in favour of the Corporate Restructuring Resolution in order to approve the proposed amendments to the Drone Constating Documents.

Events Subsequent to the Approval

In the event the shareholders approve the Corporate Restructuring Resolution and the Corporate Restructuring is completed:

(a) each issued and outstanding Common Share which is not owned and controlled by a Canadian within the meaning of the Canada Transportation Act will be converted into one Variable Voting Share and the Common Share will be cancelled;

(b) each issued and outstanding Common Share which is owned and controlled by a Canadian within the meaning of the Canada Transportation Act will be converted into one Common Voting Share and the Common Share will be cancelled;

(c) all of the unissued Common Shares will be cancelled, it being understood that the Variable Voting Shares and the Common Voting Shares are substituted, with the required adaptations, for the purpose of exercising all rights of subscription, purchase or conversion relating to the Common Shares which are cancelled; and

(d) all certificates representing Common Shares will be deemed to represent Variable Voting Shares or Common Voting Shares, as applicable, until exchanged for certificates representing Variable Voting Shares or Common Voting Shares, as applicable.

Exchange of Certificates

Upon the Corporate Restructuring becoming effective, Canadian shareholders will be deemed to be holders of Common Voting Shares and Canadian Registered Shareholders will be entered into the register of holders of Common Voting Shares without further act or formality unless they had previously been registered on the separate register as non-Canadian shareholders, in which case they will be entered into the register of holders of Variable Voting Shares without further act or formality.

Computershare Investor Services Inc. (at its principal offices in Toronto, Ontario) is acting as depositary (the "**Depositary**") in connection with the Corporate Restructuring. A letter of transmittal ("**Letter of Transmittal**") for the surrender of certificates representing Common Shares for use in exchanging those certificates for Common Voting Share or Variable Voting Share certificates, as the case may be, is enclosed with this Management Information Circular. The Letter of Transmittal contains instructions on how shareholders are to exchange their Common Share certificates. Registered Shareholders should read and follow these instructions carefully. The Letter of Transmittal, when properly completed and returned together with a certificate or certificates representing Common Shares and all other required documents, will enable each Registered Shareholder to obtain certificates representing the same number of Common Voting Shares or Variable Voting Shares, as the case may be.

Shareholders whose Common Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee should contact that nominee for assistance in depositing those Common Shares.

Any use of the mail to transmit the share certificates and Letter of Transmittal is at the risk of the shareholder. If such documents are mailed, it is recommended that registered mail, with return receipt requested, properly insured, be used. If the Corporate Restructuring is not proceeded with, all certificates representing Common Shares received by the Depositary will be returned to shareholders.

If a certificate representing Common Shares has been lost, apparently destroyed or wrongfully taken, the holder of such Common Shares should immediately contact the registrar and transfer agent of the Common Shares, so that arrangements can be made to issue a replacement share certificate to such holder upon such holder satisfying such reasonable requirements as may be imposed by the Company in this regard.

Trading in Variable Voting Shares and Common Voting Shares

The Variable Voting Shares and Common Voting Shares are anticipated to be listed for trading on the TSXV following the Corporate Restructuring and the Company has received conditional listing approval from the TSXV regarding same, subject to customary conditions, including the approval of the Corporate Restructuring by the Company's Shareholders.

Canadian Securities Legislation Considerations

Distribution and Resale of Variable Voting Shares and Common Voting Shares

The exchange of Variable Voting Shares and Common Voting Shares with the holders of Common Shares pursuant to the Corporate Restructuring will be exempt from prospectus and registration requirements under Canadian securities legislation.

Subject to the restrictions set out in the Amended and Restated Articles, the Variable Voting Shares and Common Voting Shares received pursuant to the Corporate Restructuring will be able to be resold in each of the provinces of Canada provided that: (i) the trade is not a "control distribution" as defined in National Instrument 45-102 – *Resale of Securities* of the Canadian Securities Administrators; (ii) no unusual effort is made to prepare the market or to create a demand for such shares; (iii) no extraordinary commission or consideration is paid to a person in respect of such sale; and (iv) if the selling security holder is an insider or officer of the Company, the selling security holder has no reasonable grounds to believe that the Company is in default of applicable Canadian securities legislation.

Early Warning Reports and Take-over Bids

Under Canadian securities legislation, a person whose interest in any class of a reporting issuer's voting shares reaches or exceeds 10% must issue and file with the Canadian securities authorities a press release and an "early warning" report containing the information prescribed by regulation, unless the control was acquired by means of a take-over carried out in accordance with the procedure prescribed by Canadian securities legislation. Similarly, obligations under Canadian securities legislation in connection with take-over bids and the requirement to make a formal take-over bid apply to a person whose interest in any class of a reporting issuer's voting shares exceeds 20%. These requirements for a shareholder to comply with "early warning" reporting and take-over bid requirements are based on ownership percentage of a class of securities, and not on the voting rights attached to all voting securities, as is the case for insider reporting. The Company intends to apply to the Canadian securities authorities for discretionary exemptive relief to allow holders of Common Voting Shares and Variable Voting Shares to treat the Common Voting Shares and the Variable Voting Shares as a single class when applying these thresholds. While similar exemptive relief has been granted to other issuers with similar voting shares structure, the granting of such relief is within the discretion of the Canadian securities authorities and there can be no assurance that such relief will be granted in respect of the Common Voting Shares and the Variable Voting Shares.

Canadian Federal Income Tax Considerations

The following is a general summary, as of the date hereof, of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) (collectively with the regulations thereunder, the "**Tax Act**") generally applicable to the Corporate Restructuring and to the holding and disposition of Variable Voting Shares and Common Voting Shares (collectively "**New Shares**") received pursuant to the Corporate Restructuring for a holder of Common Shares who, for the purposes of the Tax Act and at all relevant times, (i) holds any Common Shares and New Shares as capital property, (ii) deals at arm's length with the Company, and (iii) is not affiliated with the Company (a "**Holder**"). A Common Share or New Share will generally be capital property to a holder provided that the holder does not use or hold such share in the course of carrying on a business of trading or dealing in securities and such holder has not acquired or been deemed to have acquired the share in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is based upon: (i) the provisions of the Tax Act in force as of the date hereof; (ii) all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**"); and (iii) counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**") made publicly available in writing prior

to the date hereof. This summary assumes the Proposed Amendments will be enacted in the form proposed, however, no assurance can be given that the Proposed Amendments will be enacted in the form proposed, or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, except for the Proposed Amendments, does not take into account any changes in the law or administrative policy or assessing practice, whether by legislative, regulatory, administrative governmental or judicial decision or action, nor does it take into account any other federal or any provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder of Common Shares and no representations with respect to the tax consequences to any holder are made. Accordingly, holders of Common Shares are urged to consult their own tax advisors with respect to the tax consequences of the Corporate Restructuring, and the acquisition, holding or disposition of New Shares, having regard to their particular circumstances.

Conversions

Conversion of Common Shares into New Shares upon Adoption of the Corporate Restructuring Resolution

A Holder whose Common Shares are converted into New Shares pursuant to the Corporate Restructuring Resolution will not realize a capital gain (or capital loss) as a result of the conversion. The Holder will be considered to have disposed of the Common Shares for proceeds of disposition equal to the aggregate of the adjusted cost base of the Common Shares immediately prior to the conversion, and to have acquired the applicable New Shares at a cost equal to such amount.

Automatic Conversion of New Shares

A Holder whose Variable Voting Shares are automatically converted into Common Voting Shares, or whose Common Voting Shares are automatically converted into Variable Voting Shares, pursuant to the Amended and Restated Articles will be deemed not to have disposed of the Variable Voting Shares or Common Voting Shares, as the case may be, for purposes of the Tax Act and therefore will not realize a capital gain (or capital loss) as a result of the conversion. The Holder will be considered to have acquired the applicable Common Voting Shares or Variable Voting Shares at a cost equal to the aggregate of the adjusted cost base of the Variable Voting Shares or Common Voting Shares, respectively, from which they were converted. The adjusted cost base to a Holder of a New Share acquired at any time will be determined by averaging the cost of the New Share with the adjusted cost base of all other New Shares of the same class (if any) held by the Holder as capital property immediately before that time.

Residents in Canada

The following discussion applies to a Holder who, at all relevant times, for purposes of the Tax Act and any applicable income tax treaty or convention, is or is deemed to be resident in Canada (a "**Resident Holder**"). Certain holders who are resident in Canada for the purposes of the Tax Act and who might not otherwise be considered to hold their Common Shares or New Shares as capital property may, in certain circumstances, be entitled to have their Common Shares and New Shares, and all other "Canadian securities" (as defined in the Tax Act) owned by such holder, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Holders resident in Canada should consult their own tax advisors regarding this election.

This summary is not applicable to a Resident Holder: (i) that is a "financial institution" (as defined in the Tax Act for the purposes of the mark-to-market rules in the Tax Act); (ii) an interest in which would be a "tax shelter investment" (as defined in the Tax Act); (iii) that is a "specified financial institution" (as defined in the Tax Act); (iv) that has made a functional currency reporting election under the Tax Act; or (v) that has entered into or will enter into a "derivative forward agreement" (as defined in the Tax Act) with respect to New Shares. Such investors should consult their own tax advisors.

Additional considerations, not discussed herein, may be applicable to a Resident Holder that is a corporation resident in Canada that is, or becomes, or does not deal at arm's length for purposes of the Tax Act with a corporation resident in Canada that is, or becomes, as part of a transaction or event or series of transactions or events that includes the acquisition of Common Shares or New Shares, controlled by a non-resident person (or a group of such persons that

do not deal at arm's length) for purposes of section 212.3 of the Tax Act. Such Resident Holders should consult their tax advisors with respect to the consequences of the Corporate Restructuring.

Dividends on New Shares

Dividends received or deemed to be received on New Shares held by a Resident Holder will be included in the Resident Holder's income for the purposes of the Tax Act.

Such dividends received by a Resident Holder who is an individual (other than certain trusts) will be subject to the gross-up and dividend tax credit rules normally applicable under the Tax Act to taxable dividends received from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit in respect of dividends designated by the Company as "eligible dividends" in accordance with the Tax Act. There may be limitations on the ability of the Company to designate dividends as "eligible dividends" and the Company has made no commitments in this regard.

Dividends received or deemed to be received on a New Share by a Resident Holder that is a corporation will be included in computing such Resident Holder's income for the taxation year in which such dividends are received and will generally be deductible in computing its taxable income for that taxation year, subject to all relevant restrictions under the Tax Act. In certain circumstances, a dividend received or deemed to be received by a Resident Holder that is a corporation may be deemed to be proceeds of disposition or a capital gain pursuant to subsection 55(2) of the Tax Act. Resident Holders that are corporations should consult their own tax advisors in this regard.

A Resident Holder that is a "private corporation" or a "subject corporation", each as defined in the Tax Act, may be liable to pay an additional tax (refundable under certain circumstances) under Part IV of the Tax Act on dividends received or deemed to be received on a New Share to the extent such dividends are deductible in computing the Resident Holder's taxable income for the taxation year. Such Resident Holders should consult their own tax advisors in this regard.

Dispositions of New Shares

A disposition or a deemed disposition of a New Share (other than to the Company, unless purchased by the Company in the open market in the manner in which shares are normally purchased by any member of the public in the open market) by a Resident Holder will generally result in a Resident Holder realizing a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the New Share exceed (or are less than) the aggregate of the adjusted cost base to the Resident Holder of the New Share immediately before the disposition and any reasonable costs of disposition. The adjusted cost base to a Resident Holder of a New Share acquired at any time will be determined by averaging the cost of the New Share with the adjusted cost base of all other New Shares of the same class (if any) held by the Resident Holder as capital property immediately before that time. Such capital gain (or capital loss) will be subject to the treatment described below under "*Taxation of Capital Gains and Capital Losses*".

Taxation of Capital Gains and Capital Losses

Generally, one-half of any capital gain (a "**taxable capital gain**") realized by a Resident Holder in a taxation year must be included in computing the Resident Holder's income for the year, and one-half of any capital loss (an "**allowable capital loss**") realized by a Resident Holder in a taxation year must be deducted from taxable capital gains realized by the Resident Holder in that year. Allowable capital losses in excess of taxable capital gains realized in a taxation year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent year against net taxable capital gains realized in such years, to the extent and under the circumstances described in the Tax Act.

If the Resident Holder is a corporation, the amount of any capital loss realized on the disposition or deemed disposition of a particular New Share may, in certain circumstances, be reduced by the amount of any dividends received or deemed to be received by the Resident Holder on such New Share (or on a share for which the New Share has been substituted, including another New Share which was, through one or more conversions, converted into the particular New Share, and/or a Common Share which was exchanged for such a New Share) to the extent and under the circumstances prescribed by the Tax Act. Similar rules may apply where a New Share is owned by a partnership or a

trust of which a corporation, partnership or trust is a member or beneficiary, as applicable. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

Additional Refundable Tax

A Resident Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation", as defined in the Tax Act, may be liable to pay an additional tax (refundable in certain circumstances) on its "aggregate investment income", which is defined in the Tax Act to include amounts in respect of taxable capital gains.

Alternative Minimum Tax

Capital gains realized (or deemed to be realized) and dividends received (or deemed to be received) by a Resident Holder that is an individual or a trust, other than certain specified trusts, may give rise to alternative minimum tax under the Tax Act. Such Resident Holders should consult their own tax advisors in this regard.

Non-Resident Holders

The following discussion applies to a Holder who, at all relevant times, for purposes of the Tax Act and any relevant income tax treaty or convention: (i) is neither resident nor deemed to be resident in Canada; and (ii) does not, and is not deemed to, use or hold New Shares in carrying on a business in Canada (a "**Non-Resident Holder**"). This summary does not apply to a Non-Resident Holder that carries on an insurance business in Canada and elsewhere or that is an "authorized foreign bank" (as defined in the Tax Act) and such holders should consult their own tax advisors.

Dividends on New Shares

Dividends paid or credited, or deemed to be paid or credited, on a New Share to a Non-Resident Holder will generally be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividend unless the rate is reduced under the provisions of an applicable income tax treaty or convention between Canada and the Non-Resident Holder's country of residence. For example, where the Non-Resident Holder is a resident of the United States that is entitled to full benefits under the *Canada-United States Tax Convention* (1980), as amended, and is the beneficial owner of the dividends, the rate of Canadian withholding tax applicable to dividends is generally reduced to 15%. Non-Resident Holders should consult their own tax advisors in this regard.

Dispositions of New Shares

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition or deemed disposition of a New Share unless the New Share constitutes "taxable Canadian property" (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident.

Provided the New Shares are listed on a "designated stock exchange", as defined in the Tax Act (which currently includes the TSXV), at the time of disposition, a New Share generally will not constitute taxable Canadian property of a Non-Resident Holder unless at any time during the 60-month period that ends at the time of the disposition of the New Share the following two conditions were satisfied simultaneously: (i) the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm's length (for purposes of the Tax Act), partnerships in which the Non-Resident Holder or such a non-arm's length person holds a membership interest (whether directly or indirectly through one or more partnerships), or any combination of the foregoing persons and partnerships, owned 25% or more of the issued shares of any class of the capital stock of the Company; and (ii) more than 50% of the fair market value of the New Share was derived directly or indirectly from one or any combination of: real or immovable property situated in Canada, "Canadian resource properties" (as defined in the Tax Act), "timber resource properties" (as defined in the Tax Act), and options in respect of, or interests in or for civil law rights in, any such property, whether or not such property exists. Notwithstanding the foregoing, New Shares may otherwise be deemed to be taxable Canadian property to a Non-Resident Holder for purposes of the Tax Act (including in certain cases where the New Share was converted from another New Share which was taxable Canadian property at the time of the conversion).

Non-Resident Holders contemplating a disposition of New Shares that may constitute taxable Canadian property should consult their own tax advisors prior to such disposition.

In the event that a New Share constitutes taxable Canadian property of a Non-Resident Holder and any capital gain that would be realized on the disposition thereof is not exempt from tax under the Tax Act or pursuant to an applicable income tax treaty or convention, the income tax consequences discussed above for Resident Holders under "Disposition of New Shares" will generally apply to the Non-Resident Holder.

Eligibility for Investment

Based on the current provisions of the Tax Act, provided that the New Shares are listed on a designated stock exchange (which currently includes the TSXV), the New Shares, if issued on the date hereof, would be "qualified investments" under the Tax Act for trusts governed by tax free savings accounts ("**TFSAs**"), registered disability savings plans ("**RDSPs**"), registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), registered education savings plans ("**RESPs**") and deferred profit sharing plans (each as defined in the Tax Act).

Notwithstanding that New Shares may be "qualified investments" as discussed above, if New Shares are held in a trust governed by a TFSA, RDSP, RRSP, RRIF or RESP, a holder of the TFSA or RDSP, an annuitant of the RRSP or RRIF or a subscriber of the RESP, as applicable, will be subject to a penalty tax under the Tax Act if the New Shares are "prohibited investments" for the TFSA, RDSP, RRSP, RRIF or RESP. A New Share will not be a "prohibited investment" for trusts governed by a TFSA, RDSP, RRSP, RRIF or RESP provided that the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF or the subscriber of the RESP, as the case may be, deals at arm's length with the Company for purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in the Company for purposes of the Tax Act. In addition, a New Share will not be a "prohibited investment" if the New Share is "excluded property" (as defined in the Tax Act) for a trust governed by a TFSA, RDSP, RRSP, RRIF or RESP, as applicable. Holders who intend to hold New Shares in a TFSA, RDSP, RRSP, RRIF, or RESP should consult their own tax advisors.

5. APPROVAL OF AMENDMENTS TO STOCK OPTION PLAN

The Company adopted a "rolling" stock option plan (the "**Stock Option Plan**") for officers, directors, employees and consultants of the Company which was last approved by the shareholders at the annual general and special meeting of the Shareholders held on August 20, 2020. The Stock Option Plan provides for the issue of stock options to acquire up to 10% of the Company's issued and outstanding Common Shares as at the date of grant, subject to standard anti-dilution adjustment. The Stock Option Plan is a "rolling" stock option plan as the number of Common Shares reserved for issue pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. At no time will more than 10% of the outstanding Common Shares be subject to grant under the Stock Option Plan. If a stock option expires, is exercised or otherwise terminates for any reason, the number of Common Shares in respect of that expired, exercised or terminated stock option shall again be available for the purpose of the Stock Option Plan.

Pursuant to Policy 4.4 of the TSXV, a TSXV-listed company is required to obtain the approval of its shareholders for a "rolling" stock option plan at least annually at each annual meeting of shareholders. At the Company's annual general and special meeting of Shareholders held on July 29, 2021, the Stock Option Plan was not approved by Shareholders, and therefore the Stock Option Plan was amended to convert to a fixed number plan pursuant to which the fixed number of 17,925,508 Common Shares were reserved for issuance upon the exercise of options granted thereunder.

At the Meeting, Shareholders will be asked to consider, and if deemed advisable, to pass, with or without variation a resolution approving and adopting certain amendments to the Stock Option Plan (the "**Stock Option Plan Amendments**") in order become once again a 10% "rolling" plan, to incorporate the Company's intention to include performance-based vesting criteria to a certain proportion of options granted to officers of the Company, and to comply with recent changes to the Policy 4.4 of the TSXV.

The Stock Option Plan Amendments include: (i) incorporating cashless exercise provisions in accordance with Policy 4.4 of the TSXV; (ii) providing that the Board may impose certain performance-based vesting criteria on at least 40% of options granted to officers of the Company; (iii) reverting back to a "rolling" stock option plan whereby the number of Common Shares reserved for issuance upon exercise of options shall not exceed 10% of the number of Common

Shares issued and outstanding at any given time; (iv) clarifying certain restrictions on option grants to insiders, consistent with Policy 4.4 of the TSXV; (v) providing for a restriction on extending the expiry date of any options granted to insiders of the Company without obtaining disinterested shareholder approval; (vi) providing that TSXV prior acceptance is required for certain adjustments in exercise price or number of Common Shares issuable upon exercise of an option based on certain corporate transactions; and (vii) providing that the expiry date of options may be extended in the event of a blackout period, to ten days following the expiration of the blackout period.

The principal features of the Stock Option Plan are described in detail below in the section entitled "*Statement of Executive Compensation – Stock Option Plan and other Incentive Plans*" and is qualified in its entirety by the full text of the Stock Option Plan which will be made available at the Meeting.

Shareholders will be asked to approve the following resolution:

"**BE IT RESOLVED THAT**:

1. the amendments to the Company's stock option plan as described in the Company's management information circular dated April 5, 2022, be and it is hereby approved and adopted; and

2. any director or officer of the Company is hereby authorized and directed, acting for, in the name of and on behalf of the Company, to execute or cause to be executed, under the seal of the Company or otherwise and to deliver or to cause to be delivered, all such other deeds, documents, instruments and assurances and to do or cause to be done all such other acts as in the opinion of such director or officer of the Company may be necessary or desirable to carry out the terms of the foregoing resolutions."

In accordance with the policies of the TSXV, the Stock Option Plan must be approved by the majority of votes cast at the Meeting on the resolution. **THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE APPROVAL OF THE STOCK OPTION PLAN. PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE STOCK OPTION PLAN UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE COMMON SHARES ARE TO BE VOTED AGAINST SUCH APPROVAL**.

STATEMENT OF EXECUTIVE COMPENSATION

Under applicable securities legislation, the Company is required to disclose certain financial and other information relating to the compensation of the Chief Executive Officer, the Chief Financial Officer and the most highly compensated executive officer of the Company as at December 31, 2021 whose total compensation was more than $150,000 for the financial year of the Company ended December 31, 2021 (collectively the "**Named Executive Officers**") and for the directors of the Company.

Summary Compensation Table

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Named Executive Officers and the directors of the Company. The following table does not disclose any information regarding Mr. Steve Magirias, the Chief Executive Officer of the Company, as he was appointed to his position with the Company after the financial year of the Company ended December 31, 2021.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES[1]							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Michael Zahra[2] Former President, Chief Executive Officer and Director	2021 2020	429,000 404,515	37,537 70,800	nil nil	nil nil	nil nil	466,537 475,315

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES[1]							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Manish Arora Chief Financial Officer	2021 2020	216,000 183,268	56,700 49,000	nil nil	nil nil	nil nil	272,700 232,268
Steve Bogie VP Flight Operations & Technology	2021 2020	195,000 nil	31,800 nil	nil nil	nil nil	nil nil	226,800 nil
Michael Della Fortuna Chairman and Director	2021 2020	nil nil	nil nil	25,000 nil	nil nil	nil nil	25,000 nil
Chris Irwin[3] Director	2021 2020	nil nil	nil nil	8,000 nil	nil nil	nil nil	8,000 nil
Kevin Sherkin Director	2021 2020	nil nil	nil nil	8,000 nil	nil nil	nil nil	8,000 nil
Vijay Kanwar Director	2021 2020	nil nil	nil nil	8,000 nil	nil nil	nil nil	8,000 nil
Debbie Fischer Director	2021 2020	nil nil	nil nil	20,000 nil	nil nil	nil nil	20,000 nil
Larry Taylor Director	2021 2020	nil nil	nil nil	20,000 nil	nil nil	nil nil	20,000 nil

Notes:

(1) This table does not include any amount paid as reimbursement for expenses.

(2) Mr. Zahra resigned as President, Chief Executive Officer and Director of the Company on February 22, 2022 and Mr. Magirias was appointed Chief Executive Officer in his stead.

(3) During the financial year ended December 31, 2021, Irwin Lowy LLP, a limited liability partnership of which Mr. Irwin is a partner, accrued fees of $223,338 for legal services. During the financial year ended December 31, 2020, Irwin Lowy LLP, a limited liability partnership of which Mr. Irwin is a partner, accrued fees of $354,045 for legal services.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any Named Executive Officer or to any director of the Company during the most recently completed financial year of the Company for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

The following table provides a summary of all compensation securities exercised by each Named Executive Officer and each director of the Company during the most recently completed financial year of the Company:

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NAMED EXECUTIVES OFFICERS							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Michael Zahra Former President, Chief Executive Officer and Director	stock option	733,333	$1.00	February 11, 2021	$2.12	$1.12	$1,554,665.96
Manish Arora Chief Financial Officer	stock option	66,666	$1.00	February 12, 2021	$2.10	$1.10	$139,998.60
Michael Della Fortuna Chairman and Director	stock options	400,000	$0.50	February 12, 2021	$2.10	$1.60	$840,000
Kevin Sherkin Director	stock options	133,333	$1.00	February 16, 2021	$2.12	$1.12	$282,665.96

Stock Option Plan and other Incentive Plans

The Company has in place the Stock Option Plan. The purpose of the Stock Option Plan is to, among other things, encourage Common Share ownership in the Company by directors, officers, employees and consultants of the Company and its affiliates and other designated persons. Stock options may be granted under the Stock Option Plan only to directors, officers, employees and consultants of the Company and its subsidiaries and other designated persons as designated from time to time by the Board.

The number of Common Shares underlying stock options that may be granted under the Stock Option Plan is limited to 17,925,508 (subject to the Stock Option Plan Amendments, which would revert the Stock Option Plan back to reserving 10% of the number of Common Shares outstanding at the time of the grant of the stock options).

The number of Common Shares reserved for issue may not exceed (i) five percent of the issued and outstanding Common Shares to any one individual in any 12 month period, (ii) two percent of the issued and outstanding Common Shares to any one consultant retained by the Company in any 12 month period, or (iii) two percent of the issued and outstanding Common Shares to any one employee of the Company conducting investor relations activities in any 12 month period. Stock options granted under the Stock Option Plan may be exercised during a period not exceeding ten years, subject to earlier termination upon the termination of the optionee's employment, upon the optionee ceasing to be an employee, officer, director or consultant of the Company or any of its subsidiaries or ceasing to have a designated relationship with the Company, as applicable, or upon the optionee retiring, becoming permanently disabled or dying. Stock options must be exercised within 90 days of termination of employment or cessation of position with the Company, or such longer period not exceeding 12 months as may be determined by the Board, provided that if the cessation of office, directorship, consulting arrangement or employment was by reason of death, the stock option must be exercised within 12 months after such death, subject to the expiry of such stock option. Any Common Shares subject to a stock option which is exercised, or for any reason is cancelled or terminated prior to exercise, will be available for a subsequent grant under the Stock Option Plan.

The Stock Option Plan contains provisions permitting cashless exercise of options, in accordance with the policies of the TSXV. Pursuant to the Stock Option Plan, the vesting of options shall be at the discretion of the Board, provided that the Board shall seek to impose certain performance-based vesting criteria on at least 40% of options granted to officers of the Company, and, in accordance with the policies of the TSXV, options issued to consultants providing investor relations services must vest (and not otherwise be exercisable) in stages over a minimum of 12 months with no more than ¼ of the options vesting in any 3 month period.

The stock options are non-assignable and non-transferable. The Stock Option Plan contains provisions for adjustment in the number of Common Shares issuable thereunder in the event of a subdivision, consolidation, reclassification or change of the common shares, a merger or other relevant changes in the Company's capitalization. Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time.

The Company has no equity compensation plans other than the Stock Option Plan.

Employment, Consulting and Management Agreements

Other than as set forth below, the Company does not, and did not during the most recently completed financial year, have in place any employment agreements between the Company or any subsidiary or affiliate thereof and any of its Named Executive Officers or directors.

Michael Zahra – Former President, Chief Executive Officer and Director

Pursuant to an executive employment agreement entered into effective June 10, 2019, the Company retained Michael Zahra to act as the President and Chief Executive Officer of the Company (the "**Zahra Agreement**"). Under the Zahra Agreement, Mr. Zahra receives an annual salary of $404,515 (the "**Salary**"), payable in equal bi-weekly installments. The Salary is subject to annual review and may be increased from time to time at the sole discretion of the Company. Mr. Zahra is also eligible to participate in the Stock Option Plan and to receive an annual cash bonus equal to up to 35% of the Salary as determined by the Board. Mr. Zahra is also entitled to be reimbursed for all reasonable out-of-pocket expenses incurred in connection with the services performed under the Zahra Agreement.

If the Zahra Agreement is terminated without cause within 24 months of, or in anticipation within 180 days of, a change of control, Mr. Zahra is entitled to a payment equal to 18 months of Salary and all stock options held by Mr. Zahra become vested. If the Zahra Agreement is terminated by the Company at any time without cause, Mr. Zahra is entitled to a payment equal to 12 months of Salary and all stock options held by Mr. Zahra become vested.

The Zahra Agreement was terminated effective February 22, 2022. In connection with the resignation of Mr. Zahra as the President and Chief Executive Officer of the Company, Mr. Zahra received a lump sum severance payment of $429,000.

Steve Magirias – Chief Executive Officer and Director

Steve Magirias was appointed Chief Executive Officer of the Company effective February 22, 2022. Pursuant to an executive employment agreement entered into effective as at such date (the "**Magirias Agreement**"), Mr. Magirias receives an annual salary of $325,000 (the "**Salary**"), payable in equal bi-weekly installments. The Salary is subject to annual review and may be increased from time to time at the sole discretion of the Company. Mr. Magirias is also eligible to participate in the Stock Option Plan and to receive an annual cash bonus equal to up to 30% of the Salary as determined by the Board. Mr. Magirias is also entitled to be reimbursed for all reasonable out-of-pocket expenses incurred in connection with the services performed under the Magirias Agreement.

If the Magirias Agreement is terminated without cause within 24 months of, or in anticipation within 180 days of, a change of control, Mr. Magirias is entitled to a payment equal to 18 months of Salary and all stock options held by Mr. Magirias become vested. If the Magirias Agreement is terminated by the Company at any time without cause, Mr. Magirias is entitled to a payment equal to 12 months of Salary and all stock options held by Mr. Zahra become vested.

Manish Arora – Chief Financial Officer

Pursuant to an executive employment agreement entered into effective November 9, 2020, the Company retained Manish Arora to act as Chief Financial Officer of the Company (the "**Arora Agreement**"). Under the Arora Agreement, Mr. Arora receives an annual salary of $210,000 (the "**Salary**"), payable in equal bi-weekly installments. The Salary is subject to annual review and may be increased from time to time at the sole discretion of the Company. Mr. Arora is also eligible to participate in the Stock Option Plan and to receive an annual cash bonus equal to up to 30% of the Salary as determined by the Chief Executive Officer. Mr. Arora is also entitled to be reimbursed for all reasonable out-of-pocket expenses incurred in connection with the services performed under the Arora Agreement.

If the Arora Agreement is terminated (i) by the Company without cause, the greater of one month per year of service and six months' of notice or a termination payment in lieu, or (ii) by the Company within twelve months following or within 180 days before and in anticipation of a change in control, the greater of a lump-sum payment equal to twelve months' salary or termination payment in lieu and all stock options held by Mr. Arora become vested.

Steve Bogie – Vice President, Flight Operations & Technology

Pursuant to an executive employment agreement entered into effective September 8, 2020, the Company retained Steve Bogie to act as Vice President, Flight Operations & Technology of the Company (the "**Bogie Agreement**"). Under the Bogie Agreement, Mr. Bogie receives an annual salary of $195,000 (the "**Salary**"), payable in equal bi-weekly installments. The Salary is subject to annual review and may be increased from time to time at the sole discretion of the Company. Mr. Bogie is also eligible to participate in the Stock Option Plan and to receive an annual cash bonus equal to up to 20% of the Salary as determined by the Chief Executive Officer. Mr. Bogie is also entitled to be reimbursed for all reasonable out-of-pocket expenses incurred in connection with the services performed under the Bogie Agreement.

If the Bogie Agreement is terminated (i) by the Company without cause, the greater of one month per year of service and six months' of notice or a termination payment in lieu, or (ii) by the Company without cause, Mr. Bogie's minimum entitlements under applicable employment standards legislation, including notice of termination, termination pay and severance pay, if any.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Directors

The Board, at the recommendation of the management of the Company, determines the compensation payable to the directors of the Company and reviews such compensation periodically throughout the year. For their role as directors of the Company, each director of the Company who is not a Named Executive Officer may, from time to time, be awarded stock options under the provisions of the Stock Option Plan. There are no other arrangements under which the directors of the Company who are not Named Executive Officers were compensated by the Company or its subsidiaries during the two most recently completed financial years for their services in their capacity as directors of the Company. In 2021, the Board approved annual compensation for the directors as follows: (i) Board Chair, $25,000; (ii) each Committee Chair, $20,000; and (iii) each other non-executive director, $8,000.

Compensation of Named Executive Officers

Principles of Executive Compensation

The Company believes in linking an individual's compensation to his or her performance and contribution as well as to the performance of the Company as a whole. The primary components of the Company's executive compensation are base salary and option-based awards. The Board believes that the mix between base salary and incentives must be reviewed and tailored to each executive based on their role within the organization as well as their own personal circumstances. The overall goal is to successfully link compensation to the interests of the shareholders. The following principles form the basis of the Company's executive compensation program:

1. align the interests of executives and shareholders;

2. attract and motivate executives who are instrumental to the success of the Company and the enhancement of shareholder value;

3. pay for performance;

4. ensure compensation methods have the effect of retaining those executives whose performance has enhanced the Company's long term value; and

5. connect, if possible, the Company's employees into principles 1 through 4 above.

The Board is responsible for the Company's compensation policies and practices. The Board has the responsibility to review and make recommendations concerning the compensation of the directors of the Company and the Named Executive Officers within the constraints of the agreements described under "*Employment, Consulting and Management Agreements*" above. The Board also has the responsibility to make recommendations concerning annual bonuses and grants to eligible persons under the Stock Option Plan. The Board also reviews and approves the hiring of executive officers.

Base Salary

The Board approves the salary ranges for the Named Executive Officers. The base salary review for each Named Executive Officer is based on assessment of factors such as current competitive market conditions, compensation levels within the peer group and particular skills, such as leadership ability and management effectiveness, experience, responsibility and proven or expected performance of the particular individual. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers of the Company is consistent with the administration of salaries for all other employees.

Annual Incentives

The Company, in its discretion, may award annual bonuses in order to motivate executives to achieve short-term corporate goals. The Board approves annual incentives.

The success of Named Executive Officers in achieving their individual objectives and their contribution to the Company in reaching its overall goals are factors in the determination of their annual bonus. The Board assesses each Named Executive Officer's performance on the basis of his or her respective contribution to the achievement of the predetermined corporate objectives, as well as to needs of the Company that arise on a day to day basis. This assessment is used by the Board in developing its recommendations with respect to the determination of annual bonuses for the Named Executive Officers.

Compensation and Measurements of Performance

It is the intention of the Board to approve targeted amounts of annual incentives for each Named Executive Officer at the beginning of each financial year. The targeted amounts will be determined by the Board based on a number of factors, including comparable compensation of similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day to day corporate activities, will trigger the award of a bonus payment to the Named Executive Officers. The Named Executive Officers will receive a partial or full incentive payment depending on the number of the predetermined targets met and the Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate.

Long Term Compensation

The Company currently has no long-term incentive plans, other than stock options granted from time to time by the Board under the provisions of the Stock Option Plan.

Pension Disclosure

There are no pension plan benefits in place for the Named Executive Officers or the directors of the Company.

Termination and Change of Control Benefits

The Company does not have in place any pension or retirement plan. The Company has not provided compensation, monetary or otherwise, during the preceding fiscal year, to any person who now acts or has previously acted as a Named Executive Officer or director of the Company in connection with or related to the retirement, termination or resignation of such person. The Company has not provided any compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. Except as set forward under *"Employment, Consulting and Management Agreements"*, the Company is not party to any compensation plan or arrangement with Named Executive Officers or directors of the Company resulting from the resignation, retirement or the termination of employment of such person.

SECURITIES AUTHORIZED FOR ISSUE UNDER EQUITY COMPENSATION PLAN

The following table sets forth information with respect to all compensation plans of the Company under which equity securities are authorized for issue as of December 31, 2021:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights ($)	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by securityholders	7,905,005	$1.04	10,020,503
Equity compensation plans not approved by securityholders	nil	nil	nil
Total	**7,905,005**	**$1.04**	**10,020,503**

Note:

(1) The Stock Option Plan is a "rolling" stock option plan whereby the maximum number of Common Shares that may be reserved for issue pursuant to the Stock Option Plan will not exceed 10% of the outstanding Common Shares at the time of the stock option grant. As at the date of this Management Information Circular, 22,419,901 stock options may be reserved for issue pursuant to the Stock Option Plan, 7,776,671 stock options have been issued and 14,643,230 stock options are still available for issue under the Stock Option Plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as otherwise disclosed in this Management Information Circular, no director, executive officer or principal shareholder of the Company, or associate or affiliate of any of the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year end or in any proposed transaction that has materially affected or will materially affect the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director or officer of the Company or person who acted in such capacity in the last financial year of the Company, or any other individual who at any time during the most recently completed financial year of the Company was a director of the Company or any associate of the Company, is indebted to the Company, nor is any indebtedness of any such person to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

AUDIT COMMITTEE INFORMATION REQUIRED IN THE INFORMATION CIRCULAR OF A VENTURE ISSUER

National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") requires that certain information regarding the Audit Committee of a "venture issuer" (as that term is defined in NI 52-110) be included in the management information circular sent to shareholders in connection with the issuer's annual meeting of shareholders. The Company is a "venture issuer" for the purposes of NI 52-110.

Audit Committee Charter

The full text of the charter of the Company's Audit Committee is attached hereto as Appendix A (the "**Audit Committee Charter**").

Composition of the Audit Committee

The Audit Committee currently consists of Larry Taylor (Chair), Chris Irwin and Kevin Sherkin. Each of whom is a director and financially literate. Messrs. Taylor and Sherkin are independent in accordance with NI 52-110.

Relevant Education and Experience of Audit Committee Members

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

1. an understanding of the accounting principles used by the Company to prepare its financial statements;

2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and

4. an understanding of internal controls and procedures for financial reporting.

Larry Taylor – Director and Chair of the Audit Committee

Mr. Taylor is also a seasoned executive with extensive business and board experience in consulting, financial services and technology, having worked with such organizations as Cap Gemini Ernst & Young, Travelex, Dollar Financial Group, and numerous publicly-traded technology companies as Director or Chair. He has attended business and leadership programs at Northwestern University and Harvard University. Mr. Taylor has Certified Management Consultant, Certified Professional Accountant and Certified Management Accountant designations.

Chris Irwin – Director

Mr. Irwin is a graduate of Bishop's University (B.A., 1990), the University of New Brunswick (Bachelor of Laws, 1994) and Osgoode Hall Law School (Master of Laws, 2009). He was called to the Bar of Ontario in 1996. Mr. Irwin represents several public companies, is an officer and/or director of several public companies, and serves or has served on the audit committee of several public companies.

Kevin Sherkin – Director

Mr. Sherkin was called to the Ontario bar in 1987 after graduating from Osgoode Hall Law School with a J.D. in 1985. He is a Partner at Miller Thomson LLP. Prior thereto, he was a founding member and managing director of Levine Sherkin Boussidan Professional Corporation. While his practice involves a wide range of civil litigation, Mr. Sherkin's focus has been primarily on business-related litigation. Mr. Sherkin has served as a director for both private and public companies and in his previous board tenures he served on finance committees, compliance committees and compensation committees.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit);

2. the exemption in subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*) of NI 52-110 (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a circumstance arises that affects the business or operations of the Company and a reasonable

person would conclude that the circumstance can be best addressed by a member of the Audit Committee becoming an executive officer or employee of the Company);

3. the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if an Audit Committee member becomes a control person of the Company or of an affiliate of the Company for reasons outside the member's reasonable control);

4. the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) (an exemption from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company if a vacancy on the Audit Committee arises as a result of the death, incapacity or resignation of an Audit Committee member and the Board was required to fill the vacancy); or

5. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (Exemptions) of NI 52-110.

The Company is a "venture issuer" for the purposes of NI 52-110. Accordingly, the Company is relying upon the exemption in section 6.1 of NI 52-110 providing that the Company is exempt from the application of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee's charter provides that that Audit Committee must approve all non-audit services to be provided by the Company's external auditor to the Company or a subsidiary of the Company.

External Auditor Service Fees (By Category)

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Company for professional services rendered to the Company during the fiscal years ended December 31, 2021 and December 31, 2020:

Year ended	Audit Fees[(1)]	Audit-Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
December 31, 2021	$85,000	$nil	$5,675	$nil
December 31, 2020	$94,595	$59,350	$9,900	$13,150

Notes:
(1) The aggregate fees billed for audit services.
(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not disclosed in the "Audit Fees" column.
(3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.
(4) The aggregate fees billed for professional services other than those listed in the other three columns.

REPORT ON CORPORATE GOVERNANCE

The Company believes that adopting and maintaining appropriate governance practices is fundamental to a well-run company, to the execution of its chosen strategies and to its successful business and financial performance. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Policy 58-201 – *Corporate Governance Guidelines* (collectively the "**Governance Guidelines**") of the Canadian Securities Administrators set out a list of non-binding corporate governance guidelines that issuers are encouraged to follow in developing their own corporate governance guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. The Company will continue to review and implement corporate governance guidelines as the business of the Company progresses and becomes more active in operations.

The following disclosure is required by the Governance Guidelines and describes the Company's approach to governance and outlines the various procedures, policies and practices that the Company and the Board have implemented.

Board of Directors

The Board is currently composed of seven directors. At the meeting the shareholders will be asked to elect seven directors. Form 58-101F2 – *Corporate Governance Disclosure (Venture Issuers)* ("**Form 58-101F2**") requires disclosure regarding how the Board facilitates its exercise of independent supervision over management of the Company by providing the identity of directors who are independent and the identity of directors who are not independent and the basis for that determination. NI 52-110 provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. In addition, under NI 52-110, an individual who is, or has been within the last three years, an employee or executive officer of an issuer, is deemed to have a "material relationship" with the issuer. Accordingly, of the proposed nominees, Chris Irwin, a director of the Company is not considered "independent". The remaining five proposed directors, are considered by the Board to be "independent", within the meaning of NI 52-110. In assessing Form 58-101F2 and making the foregoing determinations, the Board has examined the circumstances of each director in relation to a number of factors.

Directorships

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

Name of Director	Reporting Issuer
Chris Irwin	Minnova Corp., Deveron Corp., Greencastle Resources Ltd., Intercontinental Gold and Metals Ltd., Playground Ventures Inc., Veta Resources Inc., Interactive Capital Partners Corporation, American Aires Inc., Glow Lifetech Corp., and Royal Coal Corp.
Michael Della Fortuna	Danavation Technologies Corp.
Larry Taylor	Spark Power Group Corp., Swarmio Media Inc. and VIQ Solutions Inc.

Orientation and Continuing Education

The Board does not have a formal orientation or education program for its members. The Board's continuing education is typically derived from correspondence with the Company's legal counsel to remain up to date with developments in relevant corporate and securities law matters. Additionally, historically Board members have been nominated who are familiar with the Company and the nature of its business.

Ethical Business Conduct

The Board has adopted a code of business conduct and ethics (the "**Code**"). The Code reflects the Company's commitment to a culture of honesty, integrity and accountability and strives to operate in accordance with the highest ethical standards and applicable laws and regulations. The Code addresses, among other things, conflicts of interest, protection and proper use of the Company's assets, compliance with laws, rules and regulations, confidentiality and fair dealing with the Company's representatives, customers, suppliers, shareholders, business partners, regulators and competitors and reporting of illegal or unethical behavior.

The Board is responsible for monitoring compliance with the Code, for regularly assessing its adequacy, for interpreting the Code in any particular situation and for approving any changes to the Code as is required from time to time.

Nomination of Directors

The recruitment of new directors has generally resulted from recommendations made by directors and shareholders. The assessment of the contributions of individual directors has principally been the responsibility of the Board. Prior to standing for election, new nominees to the Board are reviewed by the entire Board.

Other Board Committees

The Board has established an Audit Committee and Corporate Governance and Human Resources Committee.

Audit Committee

The operation of the Audit Committee is described in the section entitled *"Audit Committee Information Required in The Information Circular of a Venture Issuer"* in this Management Information Circular.

Corporate Governance and Human Resources Committee

The Corporate Governance and Human Resources Committee is currently composed of Debbie Fischer (Chair), Michael Della Fortuna and Vijay Kanwar. Each member of the Corporate Governance and Human Resources Committee is a director and is "independent" in accordance with NI 52-110. The Corporate Governance and Human Resources Committee is responsible for: (i) establishing sound corporate governance practices that are in the interests of shareholders and that contribute to effective and efficient decision-making; (ii) offering competitive compensation to attract, retain and motivate the very best qualified executives in order for the Company to meet its goals; and (iii) acting in the interests of the Company and its shareholders by being fiscally responsible.

Assessments

The Board monitors but does not formally assess the effectiveness and contribution of the Board, its committees and individual Board members. To date, the Board has satisfied itself, through informal discussions that the Board, its committees and individual Board members are performing effectively.

OTHER MATTERS

The management of the Company knows of no other matters to come before the Meeting other than as set forth in the Notice of Meeting. However, if other matters which are not known to management should properly come before the Meeting, the accompanying form of proxy will be voted on such matters in accordance with the best judgment of the person or persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Shareholders may contact the Company in order to request copies of: (i) this Management Information Circular; and (ii) the Company's consolidated financial statements and the related management's discussion and analysis (the "**MD&A**") which will be sent to the shareholder without charge upon request. Financial information is provided in the Company's consolidated financial statements and MD&A for its financial year ended December 31, 2021.

APPROVAL OF THE BOARD OF DIRECTORS

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

DATED at Toronto, Ontario, on the 5th day of April, 2022.

BY ORDER OF THE BOARD

"*Steve Magirias*" *(signed)*
Chief Executive Officer

APPENDIX "A"

AUDIT COMMITTEE CHARTER

DRONE DELIVERY CANADA CORP.

I. Audit Committee Charter

This Charter has been adopted in order to comply with the Instrument and to assist the audit committee in the oversight of the financial reporting process of the Company. Nothing in this charter is intended to restrict the ability of the board of directors or audit committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

PART I

Purpose:

The purpose of the audit committee is to:

a) review all periodic financial statements, monitor the Corporation's regulatory financial disclosure requirements, and make recommendations respecting financial reporting matters;

b) assist the board of directors to discharge its responsibilities;

c) provide an accountable avenue of communication between the board of directors and the Company's EAs;

d) ensure the EA's independence;

e) ensure the availability and transparency of financial reports; and

f) ensure that outside members of the board of directors have ready access to the EA to responsible members of management in financial reporting matters.

1.1 Definitions

Unless otherwise defined in this Charter, terms shall have the meanings set forth below:

"**audit services**" means the professional services rendered by the Company's external auditor for the audit and review of the Company's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.

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

"**Charter**" means this audit committee charter.

"**Company**" or "**Corporation**" means Drone Delivery Canada Corp.

"**Committee**" means the audit committee established by the Board for the purpose of overseeing the accounting, financial reporting processes of the Company and audits of the financial statements of the Company.

"**EA**" means the Company's external auditors, from time to time.

"**Instrument**" means Multilateral Instrument 52-110.

"**MD&A**" has the meaning ascribed to it in National Instrument 51-102. "Member" means a member of the Committee.

"**National Instrument 51-102**" means National Instrument 51-102 Continuous Disclosure Obligations.

"**non-audit services**" means services other than audit services.

PART 2

2.1 The Board has hereby established this Charter to set forth the duties and responsibilities of the Committee.

2.2 The Committee shall be comprised of at least three financially literate directors, the majority of whom are not Officers, employees or Control Persons of the Issuer or any of its Associates or Affiliates (within the meanings given those terms in prevailing securities legislation). An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be contained in the Company's financial statements.

2.3 The Board will direct the EA to report directly to the Committee and the Members have the irrevocable authority to enforce this procedure.

2.4 The Committee will be directly responsible for overseeing the work of the EA engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the EA regarding financial reporting.

2.5 The Committee will be responsible for recommending to the Board:

a) the EA to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and

b) the compensation of the EA.

2.6 Without limitation, the Committee will be responsible for:

a) reviewing the audit plan with management and the EA;

b) reviewing with management and the EA any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;

c) questioning management and the EA regarding significant financial reporting issues occurring during the fiscal period under review and the method of resolution;

d) reviewing any problems experienced by the EA in performing the audit, including any restriction imposed by management or significant accounting issue on which there was disagreement with management;

e) reviewing audited annual financial statements, in conjunction with the report of the EA, and discussing with management any significant variances between comparative reporting periods;

f) reviewing the post-audit or management letter, containing the recommendations of the EA, and subsequent follow-up;

g) reviewing interim unaudited financial statements before release to the public;

h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report, the annual information form and management's discussion and analysis;

i) reviewing the evaluation of internal controls by the EA, and subsequent follow-up;

j) reviewing the terms of reference of the internal auditor, if any;

k) reviewing reports issued by the internal auditor, if any, and subsequent follow-up; and

l) reviewing the appointments of chief financial officers and all other key financial executives involved in the financial reporting process, as applicable.

2.7 The Committee will approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's EA.

2.8 The Committee will review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.

2.9 The Committee will ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and will periodically assess the adequacy of those procedures.

2.10 When there is to be a change of auditor, the Committee will review all issues related to the change, including the information to be included in the notice of change of auditor called for under prevailing laws and policies, and the planned steps for an orderly transition.

2.11 The Committee will review all reportable events, including disagreements, unresolved issues and consultations.

2.12 The Committee will, as applicable, establish procedures for:

a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and

b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

2.13 As applicable, the Committee will establish, periodically review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former EA of the issuer, as applicable.

2.14 The responsibilities outlined in this Charter are not intended to be exhaustive. Members must consider any additional areas which may require oversight when discharging their responsibilities.

PART 3

3.1 The Committee shall have the authority to:

a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

b) set and pay the compensation for any advisors employed by the Committee; and

c) communicate directly with the internal and external auditors.

PART 4

4.1 Meetings of the Committee will be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

4.2 Members will be afforded reasonable opportunities to privately meet with the EA, the internal auditor and members of senior management.

4.3 Minutes will be kept of all meetings of the Committee.

PART 5

5.1 If management of the Company solicits proxies from the security holders of the Company for the purpose of electing directors to its Board, the Committee shall ensure that the Company includes in its management information circular the disclosure required by Form 52-110F2 of the Instrument.

APPENDIX "B"

AMENDED AND RESTATED ARTICLES

DRONE DELIVERY CANADA CORP.

QUESTIONS MAY BE DIRECTED TO THE PROXY SOLICITOR

Shorecrest

NORTH AMERICAN TOLL-FREE
1-888-637-5789
Banks and Brokers and collect calls outside North America
647-931-7454
Email: contact@shorecrestgroup.com

REGISTERED SHAREHOLDERS
(YOU HOLD A PHYSCIAL SHARE CERTIFICATE REGISTERED IN YOUR NAME.)

VOTE BY INTERNET
Go to: www.investorvote.com and vote using your 15 digit control number located on the front of your proxy. Follow the voting instructions on screen.

VOTE BY TELEPHONE
Call toll-free 1-866-732-8683 and vote using your 15 digit control number located on your proxy

You can also VOTE BY MAIL by completing your proxy form and return it in the enclosed postage-paid envelope.

NON-REGISTERED HOLDERS
(YOU HOLD SHARES THROUGH A BANK, BROKER OR INTERMEDIARY)

VOTE BY INTERNET
Go to: www.proxyvote.com and vote using the 16 digit control number located on your Voting Instruction Form.

VOTE BY TELEPHONE
Call toll-free number listing on your Voting Instruction Form and vote using the 16 digit control number located on your Voting Instruction Form

You can also VOTE BY MAIL by completing your Voting Instruction and enclosing your VIF using the postage-paid envelope.

TIME IS OF THE ESSENCE. PLEASE VOTE TODAY