



REDKNEE SOLUTIONS INC.

**NOTICE OF
ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 29, 2017**

AND

MANAGEMENT INFORMATION CIRCULAR

February 23, 2017

**NOTICE OF ANNUAL AND
SPECIAL MEETING OF SHAREHOLDERS
Wednesday, March 29, 2017**

NOTICE IS HEREBY GIVEN THAT the Annual and Special Meeting (the "Meeting") of holders of common shares of Redknee Solutions Inc. (the "Corporation") will be held on Wednesday, March 29, 2017, at the offices of Davies Ward Phillips & Vineberg LLP, 155 Wellington Street West, 40th Floor, Toronto, Ontario, Canada commencing at 10:00 am for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the fiscal year ended September 30, 2016, together with the auditors' report thereon;
2. to elect the three directors of the Corporation to be elected by the holders of the Corporation's common shares;
3. to re-appoint auditors and to authorize the directors to fix the remuneration of the auditors;
4. to approve all unallocated stock options under the Corporation's stock option plan as further described in the management information circular dated February 23, 2017 accompanying this notice (the "Circular");
5. to amend and restate the articles of the Corporation to re-designate the common shares of the Corporation as "Subordinate Voting Shares" as further described in Circular; and
6. to transact such further and other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy ("Form of Proxy") and the Circular. The specific details of the foregoing matters to be put before the Meeting are set forth in the Circular. The board of directors (the "Board") of the Corporation have fixed the close of business on February 22, 2017 as the record date for the determination of the holders of Common Shares (the "Shareholders") entitled to notice of, and to vote at, the Meeting, and any adjournment thereof.

Registered Shareholders who are unable to attend the meeting in person may complete, date and sign the enclosed Form of Proxy and send it in the enclosed envelope or otherwise to the attention of the Proxy Department of Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, Canada, M5J 2Y1. To be effective, a proxy must be received not later than 10:00 a.m. on March 27, 2017. Instead of mailing your proxy, you may choose to vote using the telephone or the Internet. To vote using the telephone, call (866) 732-8683. To vote using the Internet log on to www.investorvote.com. If you vote by telephone or the internet, do not mail back your proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the reverse of your proxy.

Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Toronto, this 23rd day of February, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"Danielle Royston"

Danielle Royston

Interim Chief Executive Officer



REDKNEE SOLUTIONS INC.

MANAGEMENT INFORMATION CIRCULAR

In this Circular all information provided is current as of February 23, 2017 unless otherwise indicated.

FOREIGN CURRENCY

In this Circular, unless otherwise specified or the context otherwise requires, all references to \$ are to U.S. dollars and all references to "CDN \$" are to Canadian dollars. For Fiscal 2016, all currency amounts, except where otherwise indicated, have been converted into U.S. dollars at end-of-day foreign exchange rate on September 30, 2016, the last business day of fiscal 2016. At that date, the exchange rate, as reported by the Bank of Canada, was CDN \$1.00 = US\$0.7624.

SOLICITATION OF PROXIES

THIS CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION, BY OR ON BEHALF OF THE MANAGEMENT OF REDKNEE SOLUTIONS INC. ("REDKNEE" OR THE "CORPORATION"), OF PROXIES TO BE USED AT THE CORPORATION'S ANNUAL AND SPECIAL MEETING (THE "MEETING") OF THE HOLDERS OF COMMON SHARES (THE "SHAREHOLDERS") OF THE CORPORATION (THE "COMMON SHARES") TO BE HELD AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING (THE "NOTICE OF MEETING") OR AT ANY ADJOURNMENT THEREOF.

It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally, by advertisement or by telephone, by directors, officers or employees of the Corporation without special compensation, or by the Corporation's transfer agent, Computershare Investor Services Inc., at nominal cost. The cost of soliciting will be borne by the Corporation. The Corporation is not sending proxy-related materials to registered or beneficial owners of the Common Shares using the notice-and-access provisions set out in *National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer*.

APPOINTMENT OF PROXIES

THE PERSONS SPECIFIED IN THE ENCLOSED FORM OF PROXY ARE AUTHORIZED REPRESENTATIVES OF THE CORPORATION. EACH SHAREHOLDER HAS THE RIGHT TO APPOINT AS PROXYHOLDER A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION) TO ATTEND, ACT AND VOTE FOR SUCH SHAREHOLDER AT THE MEETING OTHER THAN THOSE NAMED IN THE ENCLOSED FORM OF PROXY.

A person or company whose name appears on the books and records of the Corporation as a holder of Common Shares is a registered shareholder ("Registered Shareholder"). A non-registered shareholder ("Non-registered Shareholder") is a beneficial owner of Common Shares whose Common Shares are registered in the name of an intermediary (such as a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates).

Registered Shareholders

A Registered Shareholder can vote Common Shares owned by it at the Meeting in one of two ways: (i) in person at the Meeting or (ii) by proxy. A Registered Shareholder who wishes to vote in person at the Meeting should not complete or return the Form of Proxy included with this Circular. A Registered Shareholder desiring to appoint some person other than those named in the enclosed Form of Proxy to represent such Registered Shareholder at the meeting may do so either by inserting such person's name in the blank space provided in the enclosed Form of Proxy and striking out the names of the two specified persons or by completing another proper Form of Proxy and, in either case, delivering the completed proxy to the Corporation, c/o Computershare Investor Services Inc., the Corporation's Registrar and Transfer Agent, at 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, by no later than 10:00 am (Toronto time) on March 27, 2017, or, in the case of any adjournment of the Meeting, by no later than 10:00 am (Toronto time) on the second business day immediately preceding any adjournment thereof. Alternatively, you may choose to vote using the telephone or the Internet by following the instructions on your Form of Proxy. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the management nominees named on the reverse of the Form of Proxy.

Non-Registered Shareholders

Non-registered Shareholders who receive these materials through their broker or other intermediary should complete and send the Form of Proxy in accordance with the instructions provided by their broker or other intermediary. To be effective, the Form of Proxy must be received by Computershare Investor Services Inc. no later than March 27, 2017 at 10:00 a.m. (Toronto time), or in the case of any adjournment of the Meeting, on the second business day immediately preceding any adjournment thereof.

Non-registered Shareholders who have not objected to their intermediary disclosing certain information about them to the Corporation are referred to as "NOBOs" (non-objecting beneficial owners), whereas Non-registered Shareholders who have objected to their intermediary disclosing ownership information about them to the Corporation are referred to as "OBOs" (objecting beneficial owners). In accordance with *National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has elected to send the Notice of Meeting, this Circular and the Form of Proxy or voting instruction form (collectively, the "Meeting Materials") indirectly through intermediaries to the NOBOs and OBOs.

Unless you have waived your right to receive the Meeting Materials, intermediaries are required to deliver them to you as a Non-registered Shareholder of the Corporation and to seek your instructions on how to vote your Common Shares. Typically, a Non-registered Shareholder will

be given a voting instruction form which must be completed and signed by the Non-registered Shareholder in accordance with the instructions on the form. The purpose of these procedures is to allow Non-registered Shareholders to direct the voting of those Common Shares that they own but which are not registered in their own name.

Please note that the Corporation has limited access to the names of its Non-registered Shareholders. If you attend the Meeting, the Corporation may have no record of your shareholdings or of your entitlement to vote unless your intermediary has appointed you as proxy holder. If you are a Non-registered Shareholder and wish to attend and vote in person at the Meeting, you must insert your own name in the space provided for the appointment of proxy holder on the voting instruction form and carefully follow the instructions for return of the executed form. Do not otherwise complete the form as your vote will be taken at the Meeting. Please register with the Corporation's transfer agent, Computershare Investor Services Inc., upon arrival at the Meeting.

Proxies returned by intermediaries as "non-votes" because the intermediary has not received instructions from the Non-registered Shareholder with respect to the voting of Common Shares will be treated as not entitled to vote on any such matter and will not be counted as having been voted in respect of any such matter. Common Shares represented by intermediary "non-votes" will, however, be counted in determining whether there is a quorum.

REVOCATION OF PROXIES

A Shareholder who has given a proxy may revoke it by depositing an instrument in writing signed by the Shareholder or by the Shareholder's attorney, who is authorized in writing, at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment of the Meeting, the last business day preceding the day of the adjournment, or with the chairman of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment thereof. A Shareholder may also revoke a proxy in any other manner permitted by law.

VOTING OF PROXIES

On any ballot that may be called for, the Common Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Corporation in the enclosed Form of Proxy will be voted or withheld from voting in accordance with the instructions given on the Form of Proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

The enclosed Form of Proxy confers discretionary authority upon the persons named therein with respect to amendments to matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof. As of the date of this Circular, management of the Corporation is not aware of any such amendment or other matter to come before the Meeting. However, if any amendments to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to management should properly come before the Meeting or any adjournment thereof, the Common Shares represented by properly executed proxies given in favour of the person(s)

designated by management of the Corporation in the enclosed Form of Proxy will be voted on such matters pursuant to such discretionary authority.

VOTING OF COMMON SHARES

Voting Common Shares

As at the date of this Circular, the issued and outstanding capital of the Corporation consists of 108,352,436 Common Shares, each carrying the right to one vote per share at all meetings of Shareholders. A simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote. Holders of Common Shares are entitled to elect three (3) of the Corporation's seven (7) directors with the remaining four (4) directors being elected by the Investor (as defined below) as the sole holder of the Preferred Shares (as defined below). See "Preferred Share Directors".

At the Meeting, holders of Common Shares will be asked to consider and, if deemed appropriate, approve a special resolution amending the articles of the Corporation to re-designate the Common Shares as "Subordinate Voting Shares". See "Matters to be Acted Upon at Meeting – Re-designation of Common Shares". **Whether or not the approval of Shareholders to re-designate the Common Shares is obtained, from and after the Meeting, the Corporation will refer to the Common Shares as "Subordinate Voting Shares" in accordance with the rules of the Toronto Stock Exchange (the "TSX") and applicable Canadian securities laws.**

Record Date

The record date for the purpose of determining the Shareholders entitled to receive notice of and vote at the Meeting (the "Record Date") has been fixed as February 22, 2017.

Principal Shareholders

To the knowledge of the directors and executive officers of the Corporation, as at the date of this Circular no person beneficially owns, directly or indirectly, or controls or directs voting securities carrying 10% or more of the voting rights attached to the outstanding Common Shares of the Corporation, other than the following: (i) Invesco Canada Limited, which disclosed in an alternative monthly report that, as of the end of February 2016, it exercised control or direction over 19,443,898 Common Shares representing 17.95% of the outstanding shares; and (ii) ESW Capital, LLC, together with Wave Systems Corp. as a joint actor, which disclosed in an early warning report that, as of January 27, 2017, it exercised control over 14,103,600 Common Shares representing 13.02% of the outstanding shares.

INTEREST IN MATTERS TO BE ACTED UPON

The Corporation is not aware of any material interest of any director or nominee director, or executive officer or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting, other than the election of directors.

PREFERRED SHARE DIRECTORS

Background

On December 20, 2016, the Corporation announced that it had entered into a subscription agreement (the "ESW Agreement") with ESW Capital, LLC ("ESW Capital") and Wave Systems Corp. (the "Investor"). Pursuant to the ESW Agreement, the Corporation agreed to complete a private placement (the "ESW Transaction") to the Investor of (A) 800,000 Series A Preferred Shares of the Corporation (the "Preferred Shares"), and (B) a common share purchase warrant of the Corporation, for gross proceeds of US\$83.2 million. The terms of the ESW Agreement provided that, upon the completion of the ESW Transaction, the Investor, as the holder of the Preferred Shares, would be entitled to elect a number of directors that will be a majority of the Board, with the holders of the Common Shares being entitled to elect the balance of the directors. It was further agreed by the parties to the ESW Agreement that initially, the number of directors on the Board would be seven (7), with four (4) of such directors (the "Preferred Share Directors") being appointed and subsequently elected by the Investor.

Following the completion of the ESW Transaction, the Board accepted the resignations of Dahra Granovsky, Greg Jacobsen and Steve Davies as directors and appointed each of Demetrios Anaipakos, Scott Brighton, Chis Helling and Andrew Price to the Board, as nominees of the Investor.

Election of Preferred Share Directors

Pursuant to the articles of the Corporation, the holders of Preferred Shares are entitled to nominate the Preferred Share Directors and to elect such nominees as directors of the Corporation at an annual meeting of the holders of Preferred Shares at which only the holders of Preferred Shares are entitled to vote. Such meeting of holders of Preferred shares is to be held on an annual basis on the business day immediately follow the date of the annual meeting of holders of Common Shares and is currently scheduled to take place on March 30, 2017, being the business day immediately following the Meeting.

The Corporation has been informed that the Investor, as the sole holder of Preferred Shares, intends to vote in favour of the election of each of Messrs. Anaipakos, Brighton, Helling and Price (collectively, the "Preferred Share Nominees") as the Preferred Share Directors. Following such election, each Preferred Share Director will hold office until the business day following the next annual meeting or until the successor of such Preferred Share Director is duly elected or appointed in accordance with the Corporation's by-laws. Each of the Preferred Share Nominees presently serves as a director of the Corporation and has served in such role since January 25, 2017.

MATTERS TO BE ACTED UPON AT MEETING

Financial Statements – Year-end 2016

A copy of the Corporation's consolidated financial statements for the year ended September 30, 2016 and the auditor's report thereon was mailed to all Registered Shareholders and intermediaries.

Election of Directors

There are currently seven (7) directors on the Board, including the four (4) Preferred Share Directors. The number of directors to be elected at the Meeting is three (3). Under the by-laws of the Corporation, directors of the Corporation are elected annually. Each director will hold office until the next annual meeting or until the successor of such director is duly elected or appointed in accordance with the by-laws.

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed Form of Proxy intend to vote FOR the election as directors of the proposed nominees whose names are set forth below.

Shareholders will vote for the election of each individual proposed director nominee separately. The Corporation has adopted a majority voting policy for the election of directors whereby any nominee director (in an uncontested election) who is not elected by at least a majority (50% +1 vote), of the votes cast with respect to his or her election in person or by proxy, will be considered by the Board to have not received the support of the Shareholders and is expected to immediately tender his or her resignation to the Board, to take effect upon acceptance by the Board. A director nominee who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered. The Board will, within 90 days of receiving the final voting results, determine whether to accept, delay or reject such director's offer to resign, and will promptly issue a press release with the Board's decision. If the Board determines not to accept the resignation, the press release will fully state the reasons for the decision. See "Statement of Corporate Governance Practices – Majority Voting Policy".

Two of the proposed nominees to be elected at the Meeting and all of the Preferred Share Nominees presently serve as directors of the Corporation and have served since the dates set forth in the table below. There are no contracts, arrangements or understandings between any director or executive officer or any other person pursuant to which any of the proposed nominees has been nominated, other than the Preferred Share Nominees.

Management does not contemplate that any of the proposed nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of the Corporation in the enclosed Form of Proxy, in their discretion, in favour of another nominee.

The following table sets forth information with respect to each person proposed to be nominated for election as a director and the Preferred Share Nominees, including the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction was exercised, by such person or the person's associates or affiliates as at February 23, 2017. The information as to Common Shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective proposed nominees and the respective Preferred Share Nominees individually.

Nominee Name and Place of Residence	Principal Occupation	Became Director	Common Shares ⁽⁶⁾	Options	DSUs
<i>Proposed Nominees for Election at the Meeting</i>					
Neil Chander ⁽¹⁾	Founding Partner, Denita LLP	N/A	-	-	-
Christina Jones ⁽¹⁾⁽²⁾⁽⁴⁾	Managing Director, Carlisle Jones Ventures	February 14, 2017	-	-	-
Farhan Thawar ⁽³⁾	Chief Technology Officer, Helpful.com	February 14, 2017	-	-	-
<i>Preferred Share Nominees</i>					
Demetrios Anaipakos ⁽¹⁾⁽³⁾ Houston, Texas, USA	Partner, Ahmad, Zavitsanos, Anaipakos, Alavi & Mensing P.C.	January 25, 2017	-	-	-
Scott Brighton ⁽²⁾⁽⁵⁾ Austin, Texas, USA	President and CEO, Aurea Software	January 25, 2017	14,106,300	-	-
Chris Helling ⁽³⁾ Austin, Texas, USA	Partner, Lancaster Helling LLP	January 25, 2017	-	-	-
Andrew Price ⁽²⁾ Austin, Texas, USA	Group CFO, Triology Financial Services	January 25, 2017	14,106,300	-	-

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

(3) Member of the Nomination and Governance Committee.

(4) Ms. Jones is the Lead Director.

(5) Mr. Brighton is the Chairman of the Board.

(6) The Common Shares listed for each of Scott Brighton and Andrew Price are those held by ESW Capital, LLC, an affiliated entity of each individual. Wave Systems Corp. is also an affiliated entity of each of Scott Brighton and Andrew Price and holds all 800,000 of the Corporation's issued outstanding Series A preferred shares along with a warrant to purchase 46,285,582 Common Shares as further described above.

Proposed Nominees for Election at the Meeting

NEIL CHANDER –

Mr. Chander has over 25 years of tax and finance experience advising on all tax aspects of Canadian and American mergers and acquisitions. He currently is a partner of Denita LLP, a tax consulting firm that he founded in 2017. Prior to this, Mr. Chander served as Vice-President, Tax from 2011 to 2016 and as Director, Tax Planning & Compliance from 2004 to 2010 for Colliers International Group Inc./FirstService Corporation. Mr. Chander also served as Senior Tax Manager with PricewaterhouseCoopers LLP from 2000 to 2004 and as Senior Tax Accountant

with Deloitte & Touche LLP from 1998 to 2000. Mr. Chander is a member of the Chartered Professional Accountants of Ontario and the American Institute of Public Accountants. Mr. Chander earned a Master of Accounting in Financial and Management Accounting from the University of Waterloo and holds a Bachelor of Mathematics and Honours degree in Chartered Accountancy from the University of Waterloo. Assuming his election to the Board at the Meeting by a majority of Shareholders, Mr. Chander will be appointed as the chairman of the Audit Committee and will be considered an independent director for purposes of NI 52-110 and NP 58-201 (as such terms are defined below).

CHRISTINA JONES –

Ms. Jones has extensive experience serving on boards and has a successful career as an executive and entrepreneur bringing new technologies to market. She currently serves as the Managing Director of Carlisle Jones Ventures, a position she has held since April 2015. In 1989, Ms. Jones co-founded Trilogy Software, one of the world's largest privately held software companies where she served as Director of Marketing and Divisional General Manager through 1996. Ms. Jones then went on to found pcOrder.com, Inc., an early innovator in internet commerce, where she served as President until 2000 and successfully led the company to become a public corporation valued at over \$1 Billion on the NASDAQ. In 2004, Ms. Jones founded Extend Fertility, Inc., a company dedicated to helping women preserve their fertility through scientific advances, where she occupied the role of Chief Executive Officer until 2015 when Extend Fertility was acquired by a private equity group. Ms. Jones continues to serve as a member of Extend Fertility's board of directors. Ms. Jones has been honoured as Ernst and Young's "National Young Entrepreneur of the Year", a "Top 100 Young Innovator" by MIT's Technology Review and as an Aspen Institute Henry Crown Fellow. Ms. Jones holds a Master of Business Administration from Harvard Business School and earned a Bachelor of Arts in Economics from Stanford University. Ms. Jones is the independent lead director (the "Lead Director") of the Board and she currently serves as a member of the Audit Committee and the Compensation Committee and is considered an independent director for purposes of NI 52-110 and NP 58-201.

FARHAN THAWAR –

Mr. Thawar has extensive experience as an executive with technology companies. He currently serves as Chief Technology Officer of Helpful.com, a computer software company that he co-founded in 2015. Prior to 2015, Mr. Thawar served as the Chief Technology Officer for Mobile and Vice-President of Engineering at Pivotal Software, Inc. from 2013 to 2015 and as the Vice-President of Engineering at Xtreme Labs from 2009 to 2013. In 2010 Mr. Thawar was recognized as one of "Toronto's Top 25 Most Powerful People" by Eye Weekly. Mr. Thawar earned a Master of Business Administration, Risk Management and Financial Engineering from the University of Toronto's Rotman School of Management and holds a Bachelor of Mathematics and Computer Science (with Electrical Engineering) from the University of Waterloo. Mr. Thawar currently serves as a member of the Nomination and Governance Committee and is considered an independent director for purposes of NI 52-110 and NP 58-201.

Preferred Share Nominees

DEMETRIOS ANAIPAKOS –

Mr. Anaipakos has over 20 years of legal experience and has been practicing with Ahmad, Zavitsanos, Anaipakos, Alavi & Mensing P.C. since 2000 with a focus on both corporate and intellectual property litigation. Mr. Anaipakos holds a Juris Doctor from the Stanford School of Law and a Bachelor of Arts, with highest honours, from Stanford University. After graduating law school, Mr. Anaipakos clerked for the Honourable Edith H. Hones of the United States Court of Appeals for the Fifth Circuit. Mr. Anaipakos is Board Certified in Civil Trial Law by the Texas Board of Legal Specialization and he has received numerous accolades for his general commercial litigation practice. Mr. Anaipakos made the list of Best Lawyers in America in the U.S. News & World Report survey and was recognized by the Chambers USA: America's Leading Lawyers for Business. Mr. Anaipakos has repeatedly made the Top 100 Houston Super Lawyers list and was named a Benchmark Litigation Star in 2016. Mr. Anaipakos currently serves as a member of the Audit Committee and the Nomination and Governance Committee. Mr. Anaipakos is considered an independent director for purposes of NI 52-110 and NP 58-201.

SCOTT BRIGHTON –

Mr. Brighton has over 25 years of experience in software, technology and telecommunications. Since 2012, Mr. Brighton has served as President and CEO for Aurea Software, Inc., a company that provides software solutions that help global enterprises create transformative experiences for their customers. Aurea and its subsidiary employ over 1,000 people across operations in North America, Europe and Asia. Mr. Brighton also serves as Deputy Chairman of the Supervisory Board of Aurea, a role he has had since 2014. From 2009 to 2012, Mr. Brighton served as President and CEO of Artemis International Inc., a global project and portfolio management software company that services hundreds of Global 2000 companies. Mr. Brighton also held a leadership role at Trilogy Software, one of the world's largest privately held software companies from 2001 to 2009 and held senior roles at the management consultancies A.T. Kearny and Arthur D. Little, where he advised executive teams of global technology firms on strategic issues of growth strategy. Mr. Brighton earned a Master of Business Administration from Duke University's Fuqua School of Business and holds a Bachelor of Science in Computer Engineering from Bucknell University. Mr. Brighton currently serves as chairman of the Board and as chairman of the Compensation Committee.

CHRIS HELLING –

Mr. Helling is an attorney with over 20 years of legal experience and over 15 years of experience in the technology industry. He currently maintains a diverse corporate and transactional practice with Lancaster Helling LLP where he has been a partner since 2001. Prior to founding Lancaster Helling LLP in 2001, Mr. Helling served as General Counsel & Chief Privacy Officer for AIM Technologies from 2000 to 2001, where he was responsible for all of the company's legal affairs. Mr. Helling is a member of the State Bar of Texas, the Dallas Bar Association, the Austin Bar Association and is a Life Fellow of the Texas Bar Foundation and is admitted to practice in the United States District Courts for the Northern District of Texas. Mr. Helling holds a Juris Doctor from SMU Dedman School of Law and a Bachelor of Arts in Economics from Stanford University. Mr. Helling currently serves as the chairman of the Nomination and Governance

Committee. Mr. Helling is considered an independent director for purposes of NI 52-110 and NP 58-201.

ANDREW PRICE –

Mr. Price has over 13 years of executive experience and currently serves as Chief Financial Officer at Trilogy Financial Services, a position he has held since 2009, where he is responsible for global financial operations and profitable, sustainable growth. Prior to 2009, Mr. Price managed the complete portfolio of technology-enabled business services while serving as the Director of Product Management at Trilogy. Mr. Price also previously served as a Supervisory Board Member for Update Software AG from August 2014 to September 2016. Mr. Price holds a Bachelors of Arts in Computer Science and a Bachelor of Science in Electrical Engineering, each from Rice University. Mr. Price currently serves as a member of the Compensation Committee.

Cease Trade Order, Bankruptcies or Insolvency Proceedings

To the best of the knowledge of the directors or officers of the Corporation, after having made due inquiry, except as set forth below, none of the Preferred Share Nominees or any of the persons proposed to be nominated for election as a director at the Meeting:

- (a) is, as of the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that: (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, in each case for a period of more than 30 consecutive days (each an "order") that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an order that was issued after the 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;
- (b) is, as of the date of this Circular, or has been, within 10 years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (c) has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or shareholder; and

- (d) no personal holding company of any Preferred Share Nominee or any of the persons proposed to be nominated for election as a director at the Meeting is or has been, as applicable, subject to the foregoing during the applicable time periods.

Scott Brighton was the Chief Executive Officer of Nuvo Network Management, Inc. ("Nuvo") and Andrew Price was the Chief Financial Officer of Nuvo in 2013 when Nuvo filed for bankruptcy protection under the *Bankruptcy and Insolvency Act* (Canada) in connection with the winding up of the business. All creditors of Nuvo were paid 100% in connection with this process.

Scott Brighton was the President of of Think3, Inc. ("Think3") and Andrew Price was a director of Think3 in 2011 when Think3 entered into Chapter 11 bankruptcy protection under the laws of the United States Bankruptcy Code. The filing was made after an Italian bankruptcy trustee (the "Italian Trustee") unilaterally initiated an involuntary bankruptcy proceeding in Italy by way of Think3's Italian branch office. Think3 refuted the Italian Trustee's positions in litigation in the United States, Japan, Germany and Dubai and the dispute was ultimately settled in connection with the Chapter 11 proceedings and the business of Think3 was reorganized.

Chris Helling was General Counsel and Chief Privacy Officer for AIM Technologies, Inc., which went through a Chapter 7 bankruptcy under the laws of the United States Bankruptcy Code in 2001.

Appointment of Auditors

The current auditors of the Corporation are KPMG LLP. At the Meeting, the holders of Common Shares will be requested to appoint KPMG LLP as auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix the auditors' remuneration.

The following table sets out the approximate fees the Corporation incurred in using the services of KPMG LLP for the fiscal years ended September 30, 2015 and 2016 respectively.

Category	Year Ended September 30	
	2015 (\$)	2016 (\$)
Audit Fees	800,023	720,743
Audit-related Fees	-	-
Tax Fees	286,061	290,668
All Other Fees	204,093	205,194
Total	1,290,177	1,216,605

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed Form of Proxy intend to vote FOR the appointment of KPMG LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders or until a successor is appointed and the authorization of the Board to fix the remuneration of the auditors.

A simple plurality of the votes cast at the Meeting must be voted "for" the appointment of KPMG as auditors and the authorization of the Board to fix their remuneration in order for KPMG to be reappointed and for the Board to have authority to fix their remuneration.

Approval of Unallocated Stock Options

Section 613(a) of the TSX Company Manual (the "TSX Manual") provides that every three (3) years after the institution of a security based compensation arrangement all unallocated rights, options or other entitlements under such arrangement which do not have a fixed maximum number of securities issuable must be approved by a majority of the issuer's directors and by the issuer's security holders. As the Corporation's stock option plan (the "Option Plan") is considered to be a security based compensation arrangement and the Option Plan provides that the maximum number of Common Shares reserved for issuance from time to time pursuant to outstanding Options (as defined below) is not a fixed number and instead shall not exceed a number of Common Shares equal to 10% of the issued and outstanding Common Shares from time to time, approval will be sought at the Meeting to approve the grant of unallocated Options under the Option Plan.

As at February 23, 2017, the maximum number of Common Shares that may be issued under the Option Plan was 10,835,244, representing 10% of the outstanding Common Shares on that date. As at February 23, 2017, Redknee had Options to potentially acquire 9,825,013 Common Shares outstanding under the Option Plan, leaving up to 1,010,231 Common Shares available for future grants under the Option Plan, based on the number of outstanding Common Shares at that date.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve a special resolution (the "Option Resolution") approving the Option Plan and the unallocated Options thereunder. The resolution approving the Option Plan must be approved by a majority of the votes cast thereon by holder of Common Shares represented in person or by proxy at the Meeting.

The text of the Option Resolution is set out below:

"BE IT RESOLVED as a special resolution of the holders of common shares of Redknee Solutions Inc. (the "Corporation") that:

1. all unallocated stock options issued under the Option Plan are approved and authorized until March 29, 2020;
2. any one director or officer of the Corporation is hereby authorized, for and on behalf of the Corporation, to execute and deliver all such further agreements, documents and instruments and to perform all such other acts, deeds and things as such director or officer may deem to be necessary or advisable for the purpose of giving full force and effect to

the provisions of this resolution, the execution and delivery by such director or officer of any such agreement, document or instrument or the doing of any such act or thing being conclusive evidence of such determination; and

3. notwithstanding the foregoing approvals, the directors of the Corporation be and are hereby authorized to abandon all or any part of these resolutions at any time prior to giving effect thereto without further notice to or approval of the shareholders of the Corporation."

If the approval of the Option Resolution is obtained at the Meeting, the Corporation will not be required to seek further approval for unallocated Options under the Option Plan until March 29, 2020. If the approval of the Option Resolution is not obtained at the Meeting, Options which have not been allocated as of March 29, 2017 and Common Shares which are reserved for issuance pursuant to Options which are outstanding as of March 29, 2017 and which are subsequently cancelled, terminated or exercised will not be available for a new grant of Options under the Option Plan. Previously allocated Options will continue to be unaffected by the approval or disapproval of the Option Resolution.

The Board unanimously recommends that Shareholders vote in favour of the Option Resolution. In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed Form of Proxy intend to vote FOR the approval of the Option Resolution.

Re-designation of Common Shares

Following the completion of the ESW Transaction, the Investor, as the holder of the Preferred Shares, is entitled to elect a number of directors that will be a majority of the Board, with the holders of the Common Shares being entitled to elect the balance of the directors. Accordingly, the Common Shares no longer meet the definition of "Common Securities" under the TSX Manual. In order to comply with Section 624 of the TSX Manual and applicable Canadian securities laws the Corporation is required to amend its articles (the "Articles") to re-designate its Common Shares as "Subordinate Voting Shares".

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve a special resolution (the "Re-designation Resolution") amending the Articles to re-designate the Common Shares as Subordinate Voting Shares of the Corporation (the "Amendment"). The resolution approving the Amendment must be approved by not less than 66²/₃% of the votes cast thereon by the holders of Common Shares represented in person or by proxy at the Meeting.

The text of the Re-designation Resolution is set out below:

"BE IT RESOLVED as a special resolution of the holders of common shares of Redknee Solutions Inc. (the "Corporation") that:

1. the articles of the Corporation (the "Articles") be amended pursuant to subsection 173(1)(g) of the *Canada Business Corporations Act* (the "CBCA"), to re-designate the "Common Shares" of the Corporation as "Subordinate Voting Shares" of the Corporation;

2. the Articles, as amended, be restated pursuant to subsection 180(1) of the CBCA;
3. the Corporation is authorized to make all filings necessary for the issuance of certificates by the Director under the CBCA to give effect to this special resolution;
4. any one director or officer of the Corporation is hereby authorized, for and on behalf of the Corporation, to execute and deliver all such further agreements, documents and instruments and to perform all such other acts, deeds and things as such director or officer may deem to be necessary or advisable for the purpose of giving full force and effect to the provisions of this resolution, the execution and delivery by such director or officer of any such agreement, document or instrument or the doing of any such act or thing being conclusive evidence of such determination; and
5. notwithstanding the foregoing approvals, the directors of the Corporation be and are hereby authorized to abandon all or any part of these resolutions at any time prior to giving effect thereto without further notice to or approval of the shareholders of the Corporation."

If the approval of the Re-designation Resolution is obtained at the Meeting, the Corporation will proceed to re-designate the Common Shares as "Subordinate Voting Shares" and will promptly file the amended and restated articles of incorporation of the Corporation. A copy of the schedules to the amended and restated articles of incorporation is attached as Schedule I to this Circular. If the approval of the Re-designation Resolution is not obtained at the Meeting, the Corporation will be placed under delisting review by the TSX for failure to adhere to the requirements of the TSX Manual. **Whether or not the approval of Shareholders to re-designate the Common Shares is obtained, from and after the Meeting, the Corporation will refer to the Common Shares as "Subordinate Voting Shares" in accordance with the rules of the TSX and applicable Canadian securities laws.**

The Board unanimously recommends that Shareholders vote in favour of the Re-designation Resolution. In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed Form of Proxy intend to vote FOR the approval of the Re-designation Resolution.

Other Matters

The Corporation knows of no other matters to be brought before the Meeting. If any amendment, variation or other business is properly brought before the Meeting, the enclosed Form of Proxy and voting instruction confers discretion on the persons named on the Form of Proxy to vote on such matters.

STATEMENT OF EXECUTIVE COMPENSATION

The Corporation's executive compensation policies and practices, including information about the compensation of the CEO, the CFO and the three other most highly compensated officers of the Corporation, who were serving as executive officers of the Corporation on September 30, 2016 (collectively, the "NEOs") are discussed in this section.

Compensation Discussion and Analysis

Compensation Philosophy and Policy

The Compensation Committee of the Board is responsible for annually reviewing the Corporation's compensation philosophy and policy that rewards the creation of shareholder value and reflects an appropriate balance between short and long-term performance. The compensation philosophy of the Corporation is based on the following two principles: rewarding performance and providing market competitive pay. To determine market competitive pay, the Compensation Committee considers companies within the same industry and of comparable size to the Corporation to assess whether the Corporation's base salaries, short term incentives and long term incentives are competitive. Although the Corporation is a Canadian company, it has global operations and as a result, the Corporation's compensation policies and practices reflect the fact that the Corporation competes for both business and talent on a global scale and must attract and retain key employees in various markets. The Corporation's merit-based compensation policies are intended to provide the highest rewards to employees who contribute the most to the success of the Corporation. This philosophy is applied across the Corporation, including the NEOs.

Role of the Compensation Committee

The Compensation Committee of the Board is responsible for oversight of the Corporation's compensation policies and practices in support of the Corporation's business strategy. Among other things, the Compensation Committee is generally responsible for:

- A. reviewing, considering and making recommendations to the Board regarding:
 - (i) the Corporation's executive compensation policy;
 - (ii) the total compensation of the CEO and the base salary of other executives;
 - (iii) the adequacy and form of compensation of independent directors;
 - (iv) all aspects of any share option scheme, share unit plan or other compensation plan operated by or to be established by the Corporation (including the selection of eligible employees, timing of grants, the number of shares over which options, units or other forms of compensation are to be granted and the exercise price and vesting conditions);
 - (v) the corporate goals and objectives relevant to the compensation of the CEO and evaluation of the CEO's performance in light of those corporate goals and objectives; and
 - (vi) the compensation and other material benefits to be paid to other executives, based upon recommendations from the CEO, and

B. reviewing, considering and approving:

- (i) the eligibility of executives for performance incentive pay and benefits under long term incentives and the formulation of suitable performance related criteria and the monitoring of their operation in respect of any element of compensation for executives which is performance related, based upon recommendations from the CEO;
- (ii) the disclosure of compensation in accordance with securities and stock exchange regulations; and
- (iii) the terms of the contracts entered into with executives and any material changes to them, based upon recommendations from the CEO.

The Compensation Committee is authorized to investigate any matter under its responsibility, to seek any information it requires from any employee and to obtain, at the cost of the Corporation, outside professional advice if it considers it appropriate to do so. The Compensation Committee meets at least twice a year and conducts an annual self-assessment of its performance and its Charter.

The Compensation Committee considers the implications of the risks associated with the Corporation's compensation policies and practices. The Compensation Committee has concluded that the Corporation has policies and practices to ensure that the NEOs do not have incentives to take inappropriate or excessive risks, including the following:

- an appropriate mix of fixed and variable compensation, and an appropriate weighting of share based compensation;
- quantitative and qualitative Corporation-wide metrics are used to determine the amount of awards provided to NEOs pursuant to the Corporation's short-term incentive plan;
- there is a comprehensive Code of Conduct and a Whistle Blower Policy that encourages reporting of imprudent corporate behaviour; and
- the review of the Corporation's risk inventory by the entire Board, ensuring that all members of the Compensation Committee have an understanding of the Corporation's enterprise risks, when making its decisions in respect of compensation.

The Compensation Committee has not identified any risks associated with the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

The Corporation has adopted an Insider Policy which prohibits insiders of Redknee from purchasing financial instruments that directly hedge or offset a decrease in market value of securities of Redknee.

The Compensation Committee is comprised of the following three directors: Mr. Scott Brighton (Chairman), Mr. Andrew Price and Ms. Christina Jones. Ms. Jones is considered "independent" (as such term is defined in *National Policy 58-201 – Corporate Governance Guidelines* ("NP 58-

201")), however each of Mr. Scott Brighton and Mr. Andrew Price may not be considered to be "independent" (as such term is defined in NP 58-201). In addition to each member's general business experience (see their biographical information under "*Matters To Be Acted Upon At the Meeting – Election of Directors*") the following direct experience (and the skills gained from this experience) is also relevant to their responsibilities as a member of the Compensation Committee to make decisions on the suitability of the Corporation's compensation policies and practices:

Scott Brighton – Mr. Brighton has served as President and Chief Executive Officer for numerous software and technology companies where his responsibilities have included oversight for executive compensation matters. He also has extensive experience as a management consultant where his role was to advise executive teams of global technology firms on strategic issues and growth strategy.

Christina Jones – Ms. Jones has extensive experience in the enterprise software and technology industries. She served as President of pcOrder from 1996 to 2000 and led the company through initial and secondary public offerings on NASDAQ and ultimately through an acquisition. She holds a Bachelor of Arts in Economics from Stanford University and earned a Master of Business Administration from Harvard Business School.

Andrew Price – Mr. Price is group CFO for ESW Capital, LLC and a director for its over 50 affiliated software companies. His responsibilities have included oversight for executive compensation matters, including determining CEO compensation.

Compensation Consultant

Compensation & Benefit Solutions LLC ("CBS") was engaged on February 5, 2016 by the Compensation Committee to conduct an independent, third party compensation analysis of the Corporation's executives and provide analysis, conclusions and recommended considerations. CBS' objectives were to review the total direct compensation (base salary, annual incentives and long term incentives) for the Corporation's executives and the Board; assess the competitiveness of the executive compensation as compared to the Corporation's peer group and published survey sources in the high tech industry; and conduct a peer analysis for the Corporation to establish a peer group who were operationally and financially similar to the Corporation. As part of its analysis, CBS used the following peer group of public companies which were selected for their operational and financial similarities to the Corporation in 2016:

CSG Systems International Inc.
Ciber, Inc.
Net 1 Ueps Technologies Inc.
Xura, Inc.
Interactive Intelligence Group, Inc.
StarTek, Inc.
Synchronoss Technologies, Inc.
The Ultimate Software Group, Inc.
BroadSoft, Inc.

Ordina NV
NetScout Systems, Inc.
Bottomline Technologies (de), Inc.
Workiva, Inc.
Varonis Systems, Inc.
TechnologyOne Limited
Callidus Software Inc.
Aspen Technology, Inc.
PROS Holdings, Inc.

The Compensation Committee further engaged CBS on August 23, 2016 to conduct an independent third party executive long-term retention analysis and provide recommendations for a Key Employee Retention Plan for select individuals of the senior management team. CBS' objectives were to review and provide recommendations for targeted retention award levels for participants as well as the competitive vehicles for which the awards will be made.

The following are the fees which were paid to CBS:

Category	Year Ended September 30, 2016
Executive Compensation Related Fees	\$68,401
All Other Fees	Nil
Total	\$68,401

Elements of Executive Compensation

For further information regarding the responsibilities of the Compensation Committee see "Statement of Corporate Governance Practices – Board Committees – Compensation Committee" below.

The Corporation's compensation policies and practices are structured to attract and retain key employees, reward them for performance and align the Corporation's interests. The compensation payable to the Corporation's employees consists of three main elements: base salary, short term incentives, and long term equity-based incentives in the form of options and share unit awards. The following table summarizes the purpose of each element:

Element of Compensation	Summary and Purpose of Element
Base Salary	Base salaries are established by taking into account individual performance and experience, level of responsibility and competitive pay practices. Base salaries are periodically reviewed and adjusted appropriately to reflect individual performance and market changes.
Short Term Incentives	The Corporation's annual performance plans are intended to focus and reward executives on the achievement of current year financial targets, key Corporation and/or group objectives and some individual performance objectives. Financial thresholds are approved by the Board at the commencement of the fiscal year and are required to be met for payments to be made according to plan criteria.
Long Term Incentives	The Corporation's equity-based compensation plans were established to provide long-term incentives to attract, motivate and retain certain key employees, officers and service providers with the knowledge, experience and expertise required by the Corporation, as well as to promote further alignment of interests between those key employees and the Corporation.

All employees of the Corporation receive compensation based on market value for the type of role they perform. Additional consideration is given to internal pay equity and performance. Each element of compensation is taken into consideration when determining each other element of compensation for each executive.

Base Salary

Base salary recommendations are determined based on market data for positions of similar responsibilities and complexity, on internal comparisons and on the individual's ability, experience and contribution level. Base salaries are also considered in the full context of any accompanying short term incentives and long term incentives. Base salaries for each NEO are established in the NEO's respective employment agreement with the Corporation and are reviewed as required in consideration of market pressures.

Short Term Incentives

All permanent full time executives and certain employees have the opportunity to earn an annual performance incentive pay reflective of their position. All executives and eligible employees have specific goals based on factors such as individual performance and corporate performance relating to revenue, profitability, cash on hand, individual performance and customer satisfaction. The corporate targets are established by the CEO and CFO on an annual basis for review by the Compensation Committee and if approved, are recommended for approval by the Board. For fiscal 2016, the CEO's performance incentive pay was entirely based on factors related to corporate performance. Seventy-five (75%) of the CFO's and other NEOs' short term incentives were based on factors related to corporate performance, with twenty-five (25%) based on factors related to individual performance.

Long Term Incentives

Based on the recommendations of CBS, the NEOs are entitled to receive annual awards under the Long Term Incentive Plan, of which 50% is linked to strategic performance and 50% is linked to retention. On an annual basis, the Board reviews and assesses satisfaction of the "Long Term Measures of Success" performance thresholds and considers targets for achievement by the NEOs.

The Corporation does not provide further details regarding the key performance indicators as it believes that the disclosure of such information could seriously prejudice its interests, and that such information constitutes strategic confidential information. In light of the fact that the Corporation does not publicly disclose its targets and does not wish to give forward-looking information, the Corporation believes that it is not desirable to disclose such information. Furthermore, the Corporation's key performance indicators are aligned with the Corporation's objectives and consist of financial targets.

Stock Option Plan

Options to purchase Common Shares ("Options") are granted to the NEOs and other key employees pursuant to the Option Plan to sustain commitment to long-term profitability and to maximize shareholder value over the long term. In the case of NEOs, the vesting of these Options granted after August 8, 2012 is over four years with 10% in the first year, 20% in the second year, 30% in the third year and 40% in the fourth year. This breakdown is used in order to achieve the option plan's long term objectives.

In December 2010, the Board, based on a recommendation by the Compensation Committee, reduced the expiry date for newly-issued stock options from ten (10) years to seven (7) years following the date of grant at an exercise price equal to the closing market price of the Common Shares on the TSX on the date of the grant or two (2) clear trading days after grant if the grant is made in conjunction with the release of interim or fiscal financial results. Stock options are granted to NEOs from time to time based on various factors, including individual performance and contribution.

Under the terms and conditions of the Option Plan, participants are granted options which, once vested, are exercisable for periods of time determined by the Board, based on the recommendations of the Compensation Committee. When determining whether and how many new options are to be granted, the Compensation Committee of the Board will consider a number of factors including salary, position and level of responsibility within the Corporation and the amount and terms of outstanding options.

In December 2013, the Board approved the grant of Options as part of the Long Term Incentive Plan to NEOs. The Options granted at this time vest over a four year period as follows: 10%, 20%, 30%, 40%.

In November 2014, the Board approved the grant of Options as part of the Long Term Incentive Plan to NEOs. The Options granted at this time vest over a four year period as follows: 10%, 20%, 30%, 40%.

In December 2015, the Board approved the grant of Options as part of the Long Term Incentive Plan to NEOs. The Options granted at this time vest over a four year period as follows: 10%, 20%, 30%, 40%.

Further information about the Stock Option Plan is set out below under *"Equity Compensation Plan Information – Stock Option Plan"*.

Share Unit Plan

In 2010, the Board, based on the recommendation of the Compensation Committee, introduced a share unit plan (the "Share Unit Plan") which enables eligible individuals to receive the right to receive a share or the market value of one share, that generally becomes vested after a period of continuous employment and/or is subject to financial and/or personal performance criterion as may be determined by the Compensation Committee or the Board from time to time.

In December 2013, the Board approved the grant of performance share units ("PSUs") under the Share Unit Plan as part of the Long Term Incentive Plan to NEOs. The PSUs granted on this date were based on a three year "Long Term Measures of Success" performance threshold to be vested as follows: financial year 2014 vesting at 25% of grant, financial year 2015 vesting at 30% of grant, and financial year 2016 vesting at 45% of grant. In November 2014, the Board approved the vesting of 60% of the eligible PSU grant for financial year 2014 performance, due to total financial targets not being achieved. In December 2015, the Board approved the cancellation of the PSU grant for financial year 2015, due to total financial targets not being achieved. In December 2016, the Board approved the cancellation of the PSU grant for the financial year 2016, due to financial targets not being achieved.

In November 2014, the Board approved a grant of PSUs as part of the Long Term Incentive Plan to NEOs. The PSUs granted on this date were based on a three year "Long Term Measures of Success" performance threshold to be vested as follows: financial year 2015 vesting at 25% of grant, financial year 2016 at 30% of grant, and financial year 2017 at 45% of grant. In November 2015, the Board approved the vesting of 75% of the eligible PSU grant for financial year 2015 performance due to total financial targets not being achieved. In December 2016, the Board approved the vesting of 35% of the eligible PSU grant for financial year 2016 performance due to financial targets not being achieved.

In December 2015, the Board approved a grant of PSUs as part of the Long Term Incentive Plan to NEOs. The PSUs granted on this date were based on a three year "Long Term Measures of Success" performance threshold to be vested as follows: financial year 2016 at 25% of grant, financial year 2017 at 30% of grant, and financial year 2018 at 45% of grant. In December 2016, the Board approved the cancellation of the PSU grant for the financial year 2016, due to financial targets not being achieved.

In December 2016, the Board approved a grant of PSUs as part of the Long Term Incentive Plan to NEOs. The PSUs granted on this date were based on three year "Long Term Measures of Success" performance threshold to be vested as follows: financial year 2017 at 25% of grant, financial year 2018 at 30% of grant, and financial year 2019 at 45% of grant.

In December 2016, the Board approved a grant of restricted share units ("RSUs") under the Share Unit Plan as part of the Long Term Incentive Plan to NEOs. The RSUs granted on this date vest over a three year period as follows: 10%, 30%, 60%.

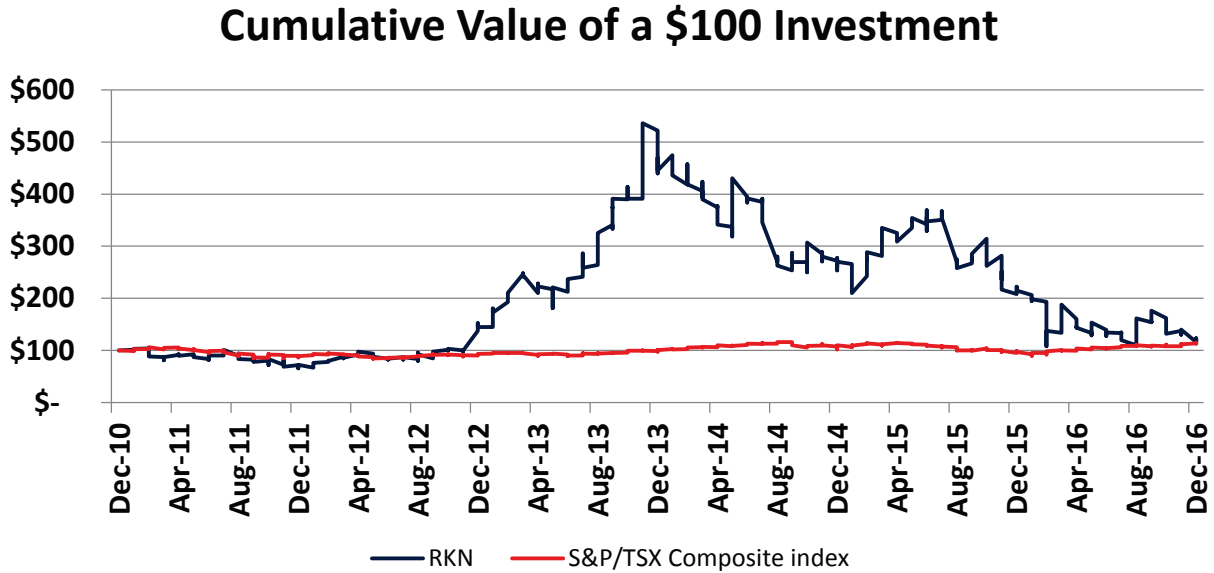
Further information about the Share Unit Plan is set out below under "Equity Compensation Plan Information –Share Unit Plan".

Employee Share Purchase Plan

All permanent, full-time or part-time Canadian employees, including the NEOs, are eligible to participate in the Corporation's Employee Share Purchase Plan ("ESPP") which has been in effect since December 1, 2009. In January 2014, the Board approved the global expansion of the ESPP. In addition to Canada, all permanent full-time or part-time employees in the United States, United Kingdom, Germany, Poland and India are eligible to participate in the ESPP. This is a voluntary plan that provides employees of the Corporation with the ability to purchase shares of the Corporation through payroll deductions. Employees can contribute an amount equal to up to 15% of their base annual earnings to the Employee Share Purchase Plan. The Corporation matches 20% of the employee's contribution.

Performance Graph

The following graph shows the total cumulative return from December 31, 2010 to December 31, 2016 on an investment of \$100, compared to the S&P/TSX Composite Total Return Index.



The NEOs' compensation plan is not based on the Corporation's stock price performance and therefore the NEOs' compensation may not directly compare to the trend shown above.

Summary Compensation Table

The following table sets forth information regarding compensation earned by the Corporation's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and each of the three other NEOs, for the year ended September 30, 2016:

Name and Principal Position	Year	Salary ⁽¹⁾ \$	Share-based awards ⁽²⁾ \$	Option-based awards ⁽³⁾ \$	Non-equity incentive plan compensation \$		All other compensation \$ ⁽⁵⁾	Total compensation \$
					Annual Incentive plans ⁽⁴⁾	Long-term incentive plans		
Lucas Skoczkowski CEO ⁽⁶⁾	2016	354,516	-	1,074,992	-	-	-	1,429,508
	2015	347,169	418,978	839,182	364,408	-	-	1,969,737
	2014	414,594	518,243	518,243	95,357	-	-	1,546,437
David Charron CFO	2016	299,137	-	385,315	-	-	45,809	722,942
	2015	201,582	194,622	403,631	211,592	-	44,859	1,049,119
	2014	240,732	240,732	240,732	49,832	-	53,572	817,040
Vishal Kothari Chief Operating Officer	2016	237,905	-	574,329	-	-	-	812,234
	2015	223,980	216,246	448,480	235,102	-	-	1,123,808
	2014	267,480	267,480	267,480	7,845	-	-	810,285
Ralf Guckert Chief Technology Officer	2016	306,491	-	340,760	-	-	20,228	647,251
	2015	50,736	-	-	35,515	-	3,349	89,600
Chris McGrady Vice President, Human Resources, Integration Management, and Corporate IT & Security	2016	212,384	-	197,216	-	-	-	409,600
	2015	205,542	100,376	204,548	123,296	-	-	633,762
	2014	214,736	125,381	125,381	24,949	-	-	490,447

(1) All compensation is paid in Canadian dollars, Euros ("EUR") and British pounds ("GBP"). For 2016, amounts included in this table have been converted to US dollars at foreign exchange rate on September 30, 2016, the last business day of fiscal 2016, as reported by the Bank of Canada, which was 1 CDN dollar = US\$0.7624, 1 EUR = US\$1.1238 and 1 GBP = US\$1.3013. For 2015, amounts included in this table have been converted to US dollars at foreign exchange rate on September 30, 2015, the last business day of fiscal 2015, as reported by the Bank of Canada, which was 1 CDN dollar = US\$0.7466 and 1 GBP = US\$1.5144. For 2014, amounts included in this table have been converted to US dollars at foreign exchange rate on September 30, 2014, the last business day of fiscal 2014, as reported by the Bank of Canada, which was 1 CDN dollar = US\$0.8916 and 1 GBP = US\$1.6188.

(2) This represents the performance share units granted in accordance with the terms and conditions of the Share Unit Plan. The dollar values presented in the table represent the grant date fair value of the award in Canadian dollars. Grant date fair value is determined using the market value of the Common Shares on the grant date. For 2016, the values noted in this table have been converted to US dollars at foreign

exchange rate of 1 CDN dollar = US\$0.7624 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016. For 2015, the values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7466 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2015, the last business day of fiscal 2015. For 2014, the values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.8916 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2015, the last business day of fiscal 2014.

- (3) The grant date fair value of a stock option is determined using the Black-Scholes model. This model is used as it is the model used to value stock options for the purposes of the Corporation's consolidated financial statements. In determining the grant date fair value of options granted on December 4, 2015, assumptions and estimates used included 52.5% volatility factor, 0.9% risk-free rate and 5-year expected life. In determining the grant date fair value of options granted on November 19, 2014, assumption and estimates used included 54.1% volatility factor, 2.2% risk-free rate and 5-year expected life. In determining the grant date fair value of options granted on December 11, 2013, assumption and estimates used included 52.3% volatility factor, 4% risk-free rate and 5-year expected life.
- (4) All amounts included in this column were paid in connection with the Corporation's short-term incentive plan and were paid during the fiscal year provided for in the table.
- (5) "All Other Compensation" does not include benefits received by the NEOs which are available generally to all our salaried employees. The total value of all perquisites and other personal benefits for each NEO, other than Mr. Charron, is excluded as it is less than 10% of the NEO's total salary for the financial year and less than CDN\$50,000. The compensation amounts paid to Mr. Charron consists of insurance premiums paid by the Corporation on his behalf as well as his annual car allowance and the compensation amounts paid to Mr. Guckert consist solely of his annual car allowance.
- (6) Effective February 14, 2017, the Board announced a leadership reorganization in which Danielle Royston was appointed Interim Chief Executive Officer. Ms. Royston replaced Lucas Skoczkowski who was removed by the Board from his role as CEO.

Outstanding Share-based Awards and Option-based Awards

The following table sets forth for each NEO all awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year:

Name	Option-based Awards				Share-based Awards		
	Number of Securities underlying unexercised options (#)	Option exercise price (\$) ⁽¹⁾	Option expiration date	Value of unexercised in-the-money option ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$) ⁽³⁾	Market or payout value of vested share-based awards not paid out or distributed (\$) ⁽⁴⁾
Lucas Skoczkowski CEO	1,041,886	2.28	04 Dec 22	-	496,483	919,801	-
	674,546	2.67	19 Nov 21	-			
	255,054	4.80	11 Dec 20	-			
	325,000	0.84	08 Aug 19	329,547			
	550,000	0.27	13 Mar 19	867,992			
David Charron CFO	371,598	2.28	04 Dec 22	-	230,625	427,263	-
	324,691	2.67	19 Nov 21	-			
	118,477	4.80	11 Dec 20	304,198			
	300,000	0.84	08 Aug 19	247,399			
	275,000	0.27	13 Mar 19	-			
Vishal Kothari Chief Operating Officer	556,958	2.28	04 Dec 22	-	256,250	474,737	-
	360,769	2.67	19 Nov 21	--			
	131,640	4.80	11 Dec 20	-			
	325,000	0.84	08 Aug 19	131,819			
Ralf Guckert Chief Technology Officer	325,560	2.28	04 Dec 22	--	46,897	86,883	-
Chris McGrady Vice President, Human Resources, Integration Management, and Corporate IT & Security	190,164	2.28	04 Dec 22	-	119,041	220,539	-
	164,481	2.67	19 Nov 21	--			
	61,707	4.80	11 Dec 20	-			
	100,000	0.90	03 Aug 18	95,300			

⁽¹⁾ All options were granted with Canadian dollar exercise prices. The exercise prices noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7624 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016.

- (2) The value of unexercised in-the-money options has been calculated using the difference between the closing price of the Corporation's Common Shares on the TSX as at September 30, 2016 (CDN\$2.43) and the option exercise price. No adjustment has been made for options that have not yet vested and are therefore not yet exercisable. The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7624 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016.
- (3) The value of unvested Share Units has been calculated using the closing price of the Corporation's Common Shares on the TSX as at September 30, 2016 (CDN\$2.43). The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7624 US being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016.
- (4) The total value of Share Units are outstanding as at September 30, 2016 is based on satisfaction of performance criteria. The Board has determined achievement of these Share Units to be 35%, but due to blackout periods being in effect in accordance with the terms of the Share Unit Plan these Share Units have not been priced. All share-based awards that vested in fiscal 2016 have been paid out.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned during the most recently completed financial year for each incentive plan award:

Name	Option-based awards- Value vested during the year ⁽¹⁾ (\$)	Share-based awards- Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation- Value earned during the year (\$)
Lucas Skoczkowski CEO	39,645	-	-
David Charron CFO	39,645	-	-
Vishal Kothari Chief Operating Officer	39,645	-	-
Ralf Guckert Chief Technology Officer	-	-	-
Chris McGrady Vice President, Human Resources, Integration Management, and Corporate IT & Security	-	-	-

- (1) The total value of stock options that vested in fiscal 2016. The value is equal to the difference between the closing price of the Corporation's Common Shares on the TSX on the vesting date and the Canadian dollar option exercise price. The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7624 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016.
- (2) The total value of Share Units are outstanding as at September 30, 2016 is based on satisfaction of performance criteria. The Board has determined achievement of these Share Units to be 35%, but due to blackout periods being in effect in accordance with the terms of the Share Unit Plan these Share Units have not been priced. The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7624 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016.

Employment Contracts for Named Executive Officers

The Corporation has entered into employment agreements with each of the NEOs, the material terms of which are summarized below.

Lucas Skoczkowski was employed as the CEO pursuant to the terms of a service agreement with Redknee dated October 1, 2006 and amended on October 1, 2010. The agreement can be terminated by Redknee at any time for cause or by Mr. Skoczkowski upon 12 months' notice. If Mr. Skoczkowski's employment is terminated by Redknee without cause at any time, then Mr. Skoczkowski is entitled to all outstanding and accrued salary, performance incentive pay (which is equal to up to 100% of his base salary), vacation pay, and 24 months of current salary plus a performance incentive pay equal to 100 percent of his base salary for this period, continuation of benefit coverage for 24 months or a payment of an amount equal to such coverage, and the immediate vesting of 100 percent of his unvested Share Units (defined under "*Equity Compensation Plan Information –Share Unit Plan*" below). Upon the occurrence of a change of control, 50 percent of Mr. Skoczkowski's unvested options will immediately vest and become exercisable. If Mr. Skoczkowski's employment is terminated without cause within 12 months after the occurrence of a change in control of Redknee, then Mr. Skoczkowski is entitled to all outstanding and accrued salary, performance incentive pay (which is equal to up to 100% of his base salary), and vacation pay, and 24 months of current base salary plus a performance incentive pay equal to 24 months' base salary, continuation of benefit coverage for 24 months, or a payment of an amount equal to such coverage and the immediate vesting of 100 percent of his unvested options (exercisable for up to 5 years or the date of expiry of the options, whichever is earlier) and Share Units, exercisable for up to 5 years or the date of expiry of the options, whichever is earlier. Mr. Skoczkowski is subject to certain non-competition and non-solicitation covenants for a period of 12 months following the termination of his employment. Mr. Skoczkowski was paid a base salary of \$524,815 in fiscal 2016 and was eligible to receive an annual performance incentive of 100% of his base salary for achieving financial objectives as determined and set by the Board. On September 29, 2016 Mr. Skoczkowski was awarded a retention grant in the amount of \$1,312,038. Subject to Mr. Skoczkowski continuing as a full-time employee of the Corporation, twenty-five percent of this retention amount will vest and be paid out on September 29, 2017 with the balance vesting and becoming payable on September 29, 2018. In the event Mr. Skoczkowski is terminated without cause (regardless of whether such termination occurs in connection with a change of control of the Corporation) he will become entitled to the entire payout of the retention amount. On February 15, 2017, the Board announced a leadership reorganization in which Danielle Royston was appointed Interim Chief Executive Officer, effective immediately. Ms. Royston replaced Mr. Skoczkowski who was removed by the Board from his role as CEO.

David Charron is employed as the CFO pursuant to the terms of a service agreement with Redknee dated August 1, 2009 and amended on December 28, 2011. The agreement can be terminated by Redknee at any time for cause or by Mr. Charron upon six (6) months' notice. If Mr. Charron's employment is terminated by Redknee without cause at any time, then Mr. Charron is entitled to all outstanding and accrued salary and vacation pay, a performance incentive pay (which is equal to up to 50% of his base salary earned for the current fiscal year), 12 months of current salary plus a performance incentive pay equal to 50 percent of his base salary for this period, continuation of benefit coverage for 12 months or a payment of an amount

equal to such coverage, and the immediate vesting of those of his unvested options due to vest within 12 months, exercisable for up to 42 months or the date of expiry of the options, whichever is earlier. Upon the occurrence of a change of control, 50 percent of Mr. Charron's unvested options will immediately vest and become exercisable. If Mr. Charron's employment is terminated without cause or Mr. Charron resigns, in either case within 12 months after the occurrence of a change in control of Redknee, then Mr. Charron is entitled to all outstanding and accrued salary and vacation pay, a performance incentive pay (which is equal to up to 50% of his base salary earned for the current fiscal year), 12 months of current salary, an amount in respect of performance incentive pay of 50 percent of 12 months' salary, continuation of benefit coverage for 12 months or a payment of an amount equal to such coverage, and only in the event that Mr. Charron is terminated without cause within the first 6 months, the immediate vesting of 25 percent of his unvested options. Mr. Charron is subject to certain non-competition and non-solicitation covenants for a period of 6 months following the termination of his employment. Mr. Charron was paid a base salary of \$304,732 in fiscal 2016 and was eligible to receive an annual performance incentive of 100% of his base salary for achieving financial objectives as determined and set by the CEO and approved by the Compensation Committee. On September 29, 2016 Mr. Charron was awarded a retention grant in the amount of \$533,280. Subject to Mr. Charron continuing as a full-time employee of the Corporation, twenty-five percent of this retention amount will vest and be paid out on September 29, 2017 with the balance vesting and becoming payable on September 29, 2018. In the event Mr. Charron is terminated without cause (regardless of whether such termination occurs in connection with a change of control of the Corporation) he will become entitled to the entire payout of the retention amount.

Vishal Kothari is employed as the Chief Operating Officer pursuant to the terms of a service agreement with Redknee dated November 14, 2006, as amended on October 1, 2011. The agreement can be terminated by Redknee at any time for cause or by Mr. Kothari upon 2 months' notice. If Mr. Kothari's employment is terminated by Redknee without cause at any time, then Mr. Kothari is entitled to all outstanding and accrued salary, performance incentive pay (which is equal to up to 100% of his base salary), and vacation pay, 12 months of current salary plus a performance incentive payment equal to 100 percent of his base salary for this period, continuation of benefit coverage for 12 months or a payment of an amount equal to such coverage, and the immediate vesting of 25 percent of his unvested options exercisable for up to 5 years or the date of expiry of the options, whichever is earlier. Upon the occurrence of a change of control, 50 percent of Mr. Kothari's unvested options will immediately vest and become exercisable. If Mr. Kothari's employment is terminated without cause or Mr. Kothari resigns, in either case within 12 months after the occurrence of a change in control of Redknee, then Mr. Kothari is entitled to all outstanding and accrued salary, performance incentive pay (which is equal to up to 100% of his base salary), and vacation pay, 18 months of current salary plus a performance incentive pay equal to 100 percent of 18 months' base salary, continuation of benefit coverage for 12 months, or a payment of an amount equal to such coverage, and only if Mr. Kothari is terminated without cause within the first 6 months, the immediate vesting of 25 percent of his options and all then vested options are exercisable for up to 5 years or the date of expiry of the options, whichever is earlier. If Mr. Kothari elects to resign following a change of control, the Corporation has the option of requiring him to continue his employment for up to 6 months. Mr. Kothari is subject to certain non-competition and non-solicitation covenants for a period of 12 months following the termination of his employment. Mr. Kothari was paid a base salary of \$338,591 in fiscal 2016 and was eligible to receive an annual performance incentive

pay of 100% of his base salary for achieving financial objectives as determined and set by the CEO and approved by the Compensation Committee. On September 29, 2016 Mr. Kothari was awarded a retention grant in the amount of \$592,534. Subject to Mr. Kothari continuing as a full-time employee of the Corporation, twenty-five percent of this retention amount will vest and be paid out on September 29, 2017 with the balance vesting and becoming payable on September 29, 2018. In the event Mr. Kothari is terminated without cause (regardless of whether such termination occurs in connection with a change of control of the Corporation) he will become entitled to the entire payout of the retention amount.

Ralf Guckert is employed as the Chief Technology Officer pursuant to the terms of a managing director service agreement dated August 1, 2015. The agreement can be terminated by Redknee at any time for cause or by either party with six months' notice to the other party. If Mr. Guckert is released from his duties to work then Mr. Guckert is entitled to continued payment of his fixed salary. Any period that Mr. Guckert is released shall be offset against any holiday entitlement. Mr. Guckert is subject to certain non-competition covenants following the termination of his employment in accordance with the German Stock Corporation Act. Mr. Guckert was paid a base salary of \$300,000 in fiscal 2016 and was eligible to receive an annual performance incentive of 70% of his base salary. On September 29, 2016 Mr. Guckert was awarded a retention grant in the amount of \$375,000. Subject to Mr. Guckert continuing as a full-time employee of the Corporation, twenty-five percent of this retention amount will vest and be paid out on September 29, 2017 with the balance vesting and becoming payable on September 29, 2018. In the event Mr. Guckert is terminated without cause (regardless of whether such termination occurs in connection with a change of control of the Corporation) he will become entitled to the entire payout of the retention amount.

Chris McGrady is employed as the Vice President, Human Resources, Integration Management, and Corporate IT & Security pursuant to the terms of an employment agreement with Redknee dated April 13, 2011, as amended on April 13, 2015. The agreement can be terminated by Redknee for any reason upon six months' notice and in the event of a material breach of the employment agreement by Mr. McGrady, or if Redknee has reasonable grounds to believe he is guilty of gross misconduct or gross negligence, Redknee can terminate the agreement without any notice or payment in lieu of notice. Mr. McGrady can resign with four weeks' notice. Mr. McGrady is subject, following the termination of his employment, to certain non-competition covenants for a period of four months and non-solicitation covenants for a period of 12 months. Mr. McGrady was paid a base salary of \$251,464 in fiscal 2016 and was eligible to receive annual performance pay of 70% of his base salary for achieving financial objectives as determined and set by the CEO and approved by the Compensation Committee. On September 29, 2016 Mr. McGrady was awarded a retention grant in the amount of \$314,330. Subject to Mr. McGrady continuing as a full-time employee of the Corporation, twenty-five percent of this retention amount will vest and be paid out on September 29, 2017 with the balance vesting and becoming payable on September 29, 2018. In the event Mr. McGrady is terminated without cause (regardless of whether such termination occurs in connection with a change of control of the Corporation) he will become entitled to the entire payout of the retention amount.

Quantitative Estimates of Payments, Payables and Benefits to NEOs upon Termination

Further information regarding payments to the Corporation's NEOs in the event of a termination may be found in the table below. This table sets forth the estimated amount of payments each NEO would be entitled to receive upon the occurrence of the indicated event, assuming that the event occurred on September 30, 2016. The amounts indicate an entire year and assume no vacation time has been taken, resulting in an entire year of accrued vacation time at time of termination.

Name	Termination Without Cause (\$)	Change of Control and Resignation of NEO Within 12 Months (\$)	Change of Control and Termination Without Cause Within 12 Months (\$)
Lucas Skoczkowski	5,396,484	-	5,396,484
David Charron	1,474,794	922,002	1,455,282
Vishal Kothari	2,073,460	1,700,833	2,293,367
Ralf Guckert	375,000	-	375,000
Chris McGrady	314,330	-	314,330

DIRECTOR COMPENSATION

Elements of Director Compensation

Directors' compensation is paid only to non-management directors. Similar to the Corporation's general compensation policy, directors' compensation policies and practices reflect the fact that the Corporation is a global company that carries out its business and requires expertise in various markets and jurisdictions. For the year ended September 30, 2016, compensation to non-executive directors, was composed of the following: (a) annual board retainers ("Annual Board Retainer"), and (b) annual retainers for committee chairpersons.

Fees Earned

Each non-management director is paid an Annual Board Retainer of CDN\$50,000, which amount was paid quarterly in arrears.

Non-management directors are also entitled to an annual retainer for each of the committees of the Board on which he or she serves as a Chairperson. In fiscal 2016, the Chairman of the Board was paid a retainer of CDN\$45,000, the Chairman of the Audit Committee was paid a retainer of CDN\$18,000, the Chairman of the Compensation Committee was paid a retainer of CDN\$14,000 and the Chairman of the Nomination and Governance Committee was paid a retainer of CDN\$10,000. Each member of each of the committees of the Board (the "Board Committees") was paid a retainer of CDN\$5,000. All such retainers were paid quarterly in arrears.

Equity-Based Compensation for Directors

Deferred Share Units

On August 11, 2010 the Corporation established a deferred share unit plan to promote a greater alignment of long-term interests between the Shareholders and the eligible directors of the Corporation and to provide a compensation system for eligible directors that, together with the other director compensation mechanisms of the Corporation, is reflective of the responsibility, commitment and risk accompanying a Board member's membership and the performance of the duties required of the various Board Committees. An eligible director may elect to receive his or her annual cash remuneration in the form of deferred share units ("DSUs"), cash or any combination thereof.

In addition to the DSUs granted, the Board may award such number of DSUs to an eligible director as the Board deems advisable to provide the eligible director with appropriate equity-based compensation for the services he or she renders to the Corporation. The Board will determine the date on which such DSUs may be granted and the date as of which such DSUs will be credited to a participant's DSU account, together with any terms or conditions with respect to the vesting of such DSUs.

An eligible director, or the beneficiary of an eligible director, as the case may be, who redeems DSUs hereunder will be entitled to receive a cash payment in an amount equal to the fair value of the DSUs that are being redeemed as of the entitlement date applicable to such DSUs, net of any applicable withholding taxes and other required source deductions. No DSUs may be redeemed while an eligible director continues to serve as a director of the Corporation.

In fiscal 2016, the Compensation Committee, awarded all non-management directors a total DSU allocation of CDN\$140,000.

Out of Pocket Expenses

Non-management directors are also reimbursed for expenses incurred by them in their capacity as directors.

Director Compensation Table for Fiscal Year Ended September 30, 2016

The following table sets forth compensation earned by the directors of the Corporation for the most recently completed fiscal year (other than Lucas Skoczowski, who was not separately compensated for his service as director and whose compensation for the fiscal year ended September 30, 2016 is reflected in the "Summary Compensation Table" under "*Statement of Executive Compensation*" above):

Name	Fee Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	All other compensation (\$)	Total ⁽⁴⁾ (\$)
Stephen Davies ⁽¹⁾	47,609	106,736	-	-	154,345
Greg Jacobsen ⁽²⁾	45,744	106,736	-	-	152,480
Alan Michels ⁽²⁾	55,655	106,736	-	-	162,391
Kent Thexton ⁽³⁾	83,864	106,736	-	-	190,600
Dahra Granovsky ⁽³⁾	45,744	106,736	-	-	152,480

⁽¹⁾ Fees for Mr. Davies were paid in GBP.

⁽²⁾ Fees for Mr. Jacobsen and Mr. Michels were paid in US dollars.

⁽³⁾ Fees for Mr. Thexton and Ms. Granovsky were paid in Canadian dollars.

⁽⁴⁾ For 2016, amounts included in this table have been converted to US dollars at foreign exchange rate on September 30, 2016, the last business day of fiscal 2016 as reported by the Bank of Canada, which was 1 GBP = US\$1.3013 and 1 CDN dollar = US\$0.7624.

Outstanding Share-Based Awards and Option-Based Awards for Directors as at September 30, 2016

The following table sets forth all unexercised options outstanding as of September 30, 2016 for each director of the Corporation (other than Lucas Skoczowski, who was not separately compensated for his service as director and whose unexercised options are reflected in the table entitled "Outstanding share-based awards and option-based awards" under "*Statement of Executive Compensation*" above):

Name	Option-based Awards				Share-based Awards ⁽³⁾		
	Number of securities underlying unexercised options (#)	Option exercise price (\$) ⁽¹⁾	Option expiration date	Value of unexercised in-the-money options ⁽²⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout or value of vested share-based awards not paid out or distributed (\$)
Stephen Davies	20,000	0.58	30 Jun 18	25,464	-	-	393,842
Greg Jacobsen	-	-	-	-	-	-	376,430
Alan Michels	20,000	0.18	10 Dec 18	33,546	-	-	393,842
Kent Thexton	20,000	0.58	30 Jun 18	25,464	-	-	393,842
Dahra Granovsky	-	-	-	-	-	-	140,961

(1) The exercise prices noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7624 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016.

(2) The value of unexercised in-the-money options has been calculated using the difference between the closing price of the Corporation's Common Shares on the TSX as at September 30, 2016 (CDN\$2.43) and the option exercise price. No adjustment has been made for options that have not yet vested and are therefore not yet exercisable. Directors' options vest immediately. The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7624 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016.

(3) The market value of DSUs that have vested was determined using the closing price of the Common Shares on the TSX as at September 30, 2016 (CDN\$2.43). The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7624 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth details of the value vested or earned during the most recently completed financial year for each incentive plan award:

Name	Option-based awards- Value vested during the year (\$)	Share-based awards- Value vested during the year ⁽¹⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Stephen Davies	-	140,961	-
Dahra Granovsky	-	140,961	-
Greg Jacobsen	-	140,961	-
Alan Michels	-	140,961	-
Kent Thexton	-	140,961	-

⁽¹⁾ DSUs vest on grant, however, are not paid to the director until the director ceases to serve on the Board. The values noted in this table have been converted to US dollars at foreign exchange rate of 1 CDN dollar = US\$0.7624 being the end-of-day foreign exchange rate reported by the Bank of Canada on September 30, 2016, the last business day of fiscal 2016.

EQUITY COMPENSATION PLAN INFORMATION

Stock Option Plan

The Corporation adopted the Option Plan to provide long-term incentives to attract, motivate and retain its employees, directors, officers and service providers. Prior to becoming a reporting issuer, Redknee assumed responsibility for the stock option plan in place at one of its predecessor companies, the remaining outstanding options for which are outlined in the *Equity Compensation Plan Information* table shown above. No more options are issuable under that plan.

The following table sets forth certain information with respect to the Option Plan and obligations assumed on behalf of the Corporation's predecessor company as at September 30, 2016.

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 (excluding securities reflected in column (a))
<i>Equity Compensation plans approved by securityholders</i>	54,000 ⁽¹⁾ 10,134,984 ⁽²⁾	0.77 2.93	- 636,260
<i>Equity Compensation plans not approved by securityholders</i>	-	-	-
Total	10,188,984	2.92	636,260

(1) Options outstanding under the predecessor company's Stock Option Plan dated January 9, 2007.

(2) Options outstanding under the Corporation's Stock Option Plan dated October 16, 2008.

The following is a description of certain provisions of the Option Plan that is currently in place and active for the Corporation:

Eligibility

Under the Stock Option Plan, the Corporation may grant Options to (i) any of its or its affiliates' (as defined in the *Securities Act* (Ontario)) directors, officers or employees, or any service provider (each an "Eligible Individual"), or (ii) a corporation controlled by an Eligible Individual, the issued and outstanding voting shares of which are, and will continue to be, beneficially owned, directly or indirectly, by such Eligible Individual and/or the spouse, children and/or grandchildren of such Eligible Individual.

Grant of Options, Exercise Price and Vesting

The maximum number of Common Shares that may be issued by the Corporation to participants pursuant to options granted and outstanding under the Stock Option Plan or other share compensation arrangements is 10% of the total issued and outstanding Common Shares of the Corporation on the date of the grant which, as of February 23, 2017, was 10,835,244 Common Shares. Of these, 9,825,013 options granted remain unexercised (which represent approximately 9.1% of the total issued and outstanding Common Shares). Previous grants of Options are taken into consideration by the Board when determining new grants of Options to be made.

Following completion of a Qualified IPO (as defined under the Option Plan), no Options can be granted to any Eligible Individual if the total number of Common Shares issuable to such person under the Option Plan, together with shares reserved for issuance to such person under options for services or any other stock option plans would exceed 5% (5,417,622) of the issued and

outstanding Common Shares of the Corporation. The total number of Common Shares (i) issuable to Insiders at any time; and (ii) issued to Insiders within a one year period (pursuant to stock options or other share compensation arrangements) shall not exceed 10% (10,835,244) of the issued and outstanding Common Shares of the Corporation. The total number of Common Shares issuable to an Insider and their associates within a one year period (pursuant to Options or other share compensation arrangements) shall not exceed 5% (5,417,622) of the issued and outstanding Common Shares of the Corporation. The total number of Common Shares reserved for issuance pursuant to Options granted to non-executive directors shall not exceed 0.5% of the issued and outstanding Common Shares of the Corporation.

The Option Plan defines "share compensation arrangements" as the Option Plan, a stock option, stock option plan or stock purchase plan where the issuer provides financial assistance or matches the whole or a portion of the purchase price of the securities being purchased, stock appreciation rights involving the issuance of securities from treasury, or any other compensation or incentive mechanism involving the issuance or potential issuance of securities to one or more of an employee, Insider or Service Provider of the Corporation or any affiliate of the Corporation, including a share purchase from treasury which is financially assisted by the Corporation by way of a loan, guaranty or otherwise.

An Insider under the Option Plan is defined in accordance with the *Securities Act* (Ontario), but excludes a person who falls within that definition solely by virtue of being a director or senior officer of a subsidiary of the Corporation and includes an associate of any person who is an Insider.

When granting options, the Corporation will designate the maximum number of Common Shares that may be purchased under the Options, taking into account the amount and terms of outstanding Options and Common Shares to establish the exercise price of the options, designate the conditions under which the options will vest, determine the expiry date for exercise of the Options (which shall be no later than 7 years after the date the Options are granted), and with respect to options granted to US residents or citizens, whether the Option is intended to constitute an incentive stock option. Effective December 1, 2010, all Option grants expire after 7 years. Options granted prior to December 1, 2010 expired after 10 years.

The exercise prices for Options shall not be less than the fair market value of the Common Shares on the date the Options are granted, which so long as the Common Shares are traded on a stock exchange, is defined to be the closing price for the Common Shares on the day immediately prior to such date on the stock exchange on which the highest aggregate volume of Common Shares have traded on such date. However, it is the Board's policy that if such Options are granted in conjunction with the release of interim or fiscal financial results, the exercise price for such Options shall not be less than the fair market value of the Common Shares determined at the close of the second (2nd) clear trading day following disclosure of such results.

Upon termination of employment, unless provided by written agreement with the Corporation, any Options not vested shall terminate immediately. For vested Options, an individual has thirty (30) days following termination of employment to exercise such options unless the employee has been terminated for cause. Options are transferrable only between Eligible Individuals and in accordance with the requirements of the Stock Option Plan.

Amendments

The following types of amendments to the Option Plan require shareholder approval:

1. any increase in the maximum number of Common Shares in respect of which may be granted as Options under the Option Plan;
2. any amendment that would reduce the exercise price, including a cancellation of an Option and re-grant of an Option in conjunction therewith, at which Options may be granted below the minimum price currently provided for in the Option Plan;
3. any amendment that would increase the limits on the total number of Common Shares issuable to any one individual under the Option Plan or to any one insider and the insider's associates;
4. any amendment that would increase the limits on the total number of Common Shares reserved for issuance pursuant to Options granted to insiders of the Corporation for issuance to insiders within a one year period;
5. any amendment that would increase the maximum term of an Option granted under the Option Plan;
6. any amendment that would extend the expiry date of any outstanding Option, except in the case of termination of an employee of the Corporation or any of its affiliates in which case no Option shall be extended beyond the exercise date specified at the time of grant;
7. any amendment that would reduce the exercise price of an outstanding Option (other than as may result from adjustments contemplated by the Option Plan);
8. any amendment that would permit assignments to persons not currently permitted under the Option Plan;
9. any amendment to the definition of "Participant" or any amendment that would expand the scope of those persons eligible to participate in the Option Plan; and
10. any amendment to the types of amendments requiring shareholder approval, other than as permitted under the rules of the TSX.

Any amendments to the Stock Option Plan, other than those listed above, may be made by the Board without shareholder's approval.

Share Unit Plan

The Corporation adopted the Share Unit Plan effective July 29, 2010 in connection with its acquisition of Nimbus Systems S.L. On December 1, 2010, the Corporation extended eligibility to participate in the plan to all full-time employees. Pursuant to the Share Unit Plan, all Redknee employees are eligible to receive RSUs and/or PSUs (together with RSUs, collectively, "Share Units") in respect of services rendered in a fiscal year. A participant is entitled to receive a

payout in respect of each vested Share Unit, with each Share Unit having a value equal to the market value of the Common Shares, which under the Share Unit Plan is equal to the volume weighted-average closing price of the Common Shares in the period of five trading days preceding the date of the payout. Vesting terms and conditions for the Share Units are set out in separate grant agreements with each participant and may be based on fulfilling a defined period of continuous employment or the attainment of performance vesting conditions, provided that unless otherwise approved by the Compensation Committee no vesting period shall be later than December 15th of the third calendar year following the end of the calendar year in which services to which the grant of Share Units relates were rendered. Vested Share Units shall be settled by the Corporation upon, or as soon as reasonably practicable following, the vesting of the Share Units. Settlement of the Share Units shall be made in cash, shares, or any combination thereof. The Corporation may amend the Share Unit Plan as it deems necessary or appropriate, but no such amendment may adversely affect the rights of a participant in Share Units granted prior to the date of amendment without the consent of the participant.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee, former director, former executive officer or former employee of the Corporation or any of its subsidiaries was indebted to the Corporation or any of its subsidiaries as at the date of this Circular.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains liability insurance for its directors and officers acting in their respective capacities in an aggregate amount of \$50,000,000 subject to a \$100,000 deductible/retention by the Corporation for securities claims and a \$100,000 deductible/retention for all other claims, such deductibles/retentions payable by the Corporation. In addition to this, an additional excess coverage of \$10,000,000 is purchased exclusively for claims against directors and officers where they are not entitled to or provided with indemnification from the Corporation. The total premium paid by the Corporation for this coverage for the year ended September 30, 2016 was CDN\$144,370.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate Governance

The Board has developed and adopted this Statement of Corporate Governance Practices in accordance with the corporate governance guidelines set forth in NP 58-201 (the "Corporate Governance Guidelines"), *National Instrument 58-101 – Disclosure of Corporate Governance Practices* ("NI 58-101") and TSX requirements. The Corporation's corporate governance practices are comprised of a number of policies and resolutions adopted by the Board from time to time. These policies include the charter of the Board (the "Board Charter") (see Schedule II attached to this Circular), the charter for each of the Board Committees, code of conduct and business ethics (the "Code of Conduct and Business Ethics"), insider trading policy (the "Insider Trading Policy"), policy on disclosure (the "Disclosure Policy"), whistle blower policy and procedures (the "Whistle Blower Policy"), share ownership guidelines (the "Share Ownership Guidelines"), majority voting policy (the "Majority Voting Policy") and gender diversity policy (the "Diversity Policy").

NI 58-101 mandates disclosure of corporate governance practices and this disclosure is set out as follows:

Composition of the Board

The Board is currently comprised of seven (7) directors, four (4) of whom (or 57%) are independent within the meaning of *National Instrument 52-110 – Audit Committees* ("NI 52-110"). Assuming each of the proposed nominees to be elected at the Meeting are elected by the Shareholders, the Board will be comprised of seven (7) directors, five (5) of whom (71%) will be independent within the meaning of NI 52-110.

The table below sets forth each current director's membership on the Board Committees:

	Audit Committee	Compensation Committee	Nomination and Governance Committee
Mr. Demetrios Anaipakos	X		X
Mr. Scott Brighton		X (Chair)	
Mr. Chris Helling	X (Chair)		X
Ms. Christina Jones	X	X	
Mr. Andrew Price		X	
Mr. Lucas Skoczowski	Not on any committee.		
Mr. Farhan Thawar			X

Chairman of the Board

Mr. Scott Brighton is the Chairman of the Board. The Chairman of the Board is responsible for the effective performance of the Board and shall be responsible for overseeing the following:

- Corporate governance of the Board;
- Board meeting agendas, logistics and chairing of meetings;
- Composition of the Board and the Board Committees; and
- Responsibilities of Board Committees.

Independence

The Corporation believes that in order to be effective, the Board must be able to operate independently of management. The Board Charter requires that a majority of the Board, shall be independent, as defined under NI 52-110. In making a determination of independence, the Board considers all relationships of the director, including business, familial and other relationships. On an annual basis, as part of the Corporation's corporate disclosure review, the Board reviews the relationships that each director has with the Corporation in order to satisfy itself that the independence criteria have been met.

In applying the definitions of independence set out in NI 52-110, the following members and proposed nominees of the Board have been determined to be independent: Mr. Demetrius Anaipakos, who joined the Board on January 25, 2017, Mr. Chris Helling, who joined the Board on January 25, 2017, Ms. Christina Jones, who joined the Board on February 14, 2017, Mr. Farhan Thawar, who joined the Board on February 14, 2017 and Mr. Neil Chander, who is a proposed nominee at the Meeting. All of these members have no direct or indirect material relationship with the Corporation which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgement, including any business, familial or other relationship.

Each of Mr. Scott Brighton and Mr. Andrew Price is an employee of ESW Capital or an affiliate thereof. ESW Capital may be considered to be an affiliated entity of the Corporation for purposes of NI 52-110. As such, Mr. Brighton and Mr. Price may not be considered independent for purposes of NI 52-110 and therefore cannot serve on the Audit Committee.

Lead Director

On February 22, 2017, Ms. Christina Jones was selected as the Lead Director of the Board and the Board adopted a "lead director" position description to facilitate the functioning of the Board independently from management of the Corporation. The Lead Director is, among other things, responsible for consulting with the Chairman regarding the agenda and associated materials for Board meetings and participating in the annual performance-evaluation of the CEO. The Lead Director is also responsible for working in conjunction with the Nomination and Governance Committee to conduct the annual Board and individual director's assessment process.

Meetings of the Board

During the Corporation's fiscal year ended September 30, 2016, there were twenty-three (23) meetings of the Board, six (6) meetings of the Audit Committee, six (6) meetings of the Compensation Committee, and two (2) meetings of the Nomination and Governance Committee.

The attendance record of each of the Corporation's current and former directors at these meetings (as applicable) is set out below. Each meeting was attended by all directors, subject to the following qualifications:

Summary of Attendance of Directors				
Name	Board Meetings	Audit Committee Meetings	Compensation Committee Meetings	Nomination and Governance Committee Meetings
Stephen Davies	21 of 23	6 of 6	6 of 6	Not a member of this Board Committee
Dahra Granovsky	21 of 23	6 of 6	6 of 6	Not a member of this Board Committee
Alan Michels	22 of 23	6 of 6	Not a member of this Board Committee	2 of 2
Greg Jacobsen	23 of 23	Not a member of this Board Committee	Not a member of this Board Committee	2 of 2
Lucas Skoczkowski	23 of 23	Not a member of this Board Committee	Not a member of this Board Committee	Not a member of this Board Committee
Kent Thexton	23 of 23	6 of 6	6 of 6	2 of 2

Meetings of Independent Directors

The Board has taken steps to ensure that adequate structures and processes are in place to allow the Board to function independently of management. The independent directors hold a regularly scheduled *in camera* session at each meeting of the Board in order to facilitate open and candid discussion amongst the Board's independent directors. From October 1, 2015 to and including September 30, 2016, eleven (11) *in camera* sessions were held. The Audit Committee and Nomination and Governance Committee are currently comprised solely of directors considered by the Board to be independent within the required meanings of applicable Canadian securities laws.

Board Mandate

The Board is responsible for the overall stewardship of the Corporation and its business, including supervising management of the Corporation's business and affairs. The Board discharges its responsibilities in accordance with the *Canada Business Corporations Act*, securities laws, TSX rules, the Corporation's articles and by-laws, the Board policies and the Board Charter and the charters of each of the Board Committees.

As set out in the Board Charter, which is attached to this Circular as Schedule II, the Board has established three committees to assist with its responsibilities: the Audit Committee, the Compensation Committee and the Nomination and Governance Committee. Each committee has a charter defining its responsibilities. Copies of the Corporation's Code of Conduct and Business Ethics and Charters of the Board and the Board Committees can be found on the Corporation's website at www.redknee.com.

Under the Board Charter, which is reviewed at least annually, the Board is responsible for among other things, the following:

- Developing and approving the approach to and practices regarding corporate governance;
- Developing and approving a strategic plan which takes into account, among other things, the opportunities and risks of the business with frequent input from management on the Corporation's performance against the strategic plan;
- Developing and approving management authority guidelines delineating authority retained by the board and authority delegated to the CEO and other members of management;
- Reviewing and ensuring the integrity of internal controls;
- Updating and ensuring compliance with the following Board policies:
 - Code of Conduct and Business Ethics;
 - Whistle Blower Policy;
 - Insider Trading Policy;
 - Disclosure Policy;
 - Majority Voting Policy;
 - Diversity Policy; and
 - Share Ownership Guidelines; and
- Succession planning.

The Board requires management to obtain the Board's approval for:

- All decisions that are outside the ordinary course of business (including, without limitation, major financings, major acquisitions, major dispositions, significant investments, significant licensing and new commercial relationships and litigation strategies);
- Any expenditure above an amount specified by the Board;
- Significant changes to the Corporation's organizational structure;
- Appointment of officers; and
- Such other matters as the Board may determine from time to time.

Conflicts of Interest

The Board has responsibility with respect to establishing and monitoring procedures for identification of and dealing with conflicts of interest. If such arrangements were to arise, they would be considered, as appropriate, by the Board under the guidance of the Nomination and Governance Committee. To facilitate the detection of any independence issues or conflicts of interests, the Board has adopted a conflict of interest policy. Under the policy, directors are required to declare potential conflicts of interest to the Chairman of the Board immediately. Directors and officers complete a Directors and Officers Questionnaire on an annual basis, on which they must identify any material interests they have in transactions of the Corporation or other conflicts of interest that may exist. In addition, directors must declare any potential conflicts of interest at the beginning of a board or committee meeting where a proposed contract or transaction is first considered. Where a director becomes interested after a contract is made or a transaction is entered into, the director must disclose the conflict at the first meeting after he or she becomes so interested. Directors are required to recuse themselves from a particular matter where there is or may be a perception of conflict or a perception that they may not bring objective judgment to the consideration of the matter.

Strategic Planning Process

Pursuant to the Board Charter, the Board is responsible for reviewing and approving, at least annually, a strategic planning process. As part of this review, the Board receives presentations from management, which take into account the principal risks and opportunities of the Corporation's business. The Board monitors management's execution of the Corporation's strategic plan through quarterly updates during Audit Committee meetings and Board meetings.

Business and Risk Management

The Board, through its Audit Committee, is responsible for ensuring that management has identified the principal risks of the business of the Corporation and has implemented appropriate practices to manage these risks. The principal risks of the Corporation can be found in its Annual Information Form, which is available on the Corporation's website at www.redknee.com or on SEDAR at www.SEDAR.com. The Audit Committee meets regularly to consider reports from management and to discuss significant risk areas and management's risk mitigation practices.

Position Descriptions

The Board has developed written position descriptions for the Chairman of the Board, the Chair of each Board Committee, the Lead Director, the CEO, the CFO and for individual directors (collectively, the "Position Descriptions"). Each of these Position Descriptions are reviewed and updated annually by each of the Board Committees and subsequent recommendations are made to the Board.

Orientation and Continuing Education

Pursuant to its mandate, and with the assistance of the Nomination and Governance Committee, the Board is responsible for ensuring that all new members receive a comprehensive orientation to increase their effectiveness as soon as possible after their appointment to the Board. New

directors are educated regarding the Board's role and the Board Committees, the expected contributions of individual directors (including the commitment of time and energy) as well as strategic and operational direction of the business. This is accomplished through a series of meetings with the Chairman of the Board, key members of management and others members of the Board. In addition, all new directors receive a comprehensive Director's Handbook, which includes, but is not limited to, the following information:

- Corporation overview;
- Strategic plan;
- Risk management overview;
- Organizational charts;
- Board and executive management contact lists;
- Corporate governance documentation;
- Director remuneration;
- Key legal documents; and
- Significant Corporation policies and procedures.

Under the guidance of the Nomination and Governance Committee, the Board is also responsible for providing continuing education opportunities for all directors, so that individual members maintain or enhance their skills and abilities as directors, as well as remain current in their knowledge and understanding of the Corporation's business. This is achieved through regular presentations and ongoing open discussion with members of senior management.

Ethical Business Practices

Code of Conduct and Business Ethics

The Board has adopted a Code of Conduct and Business Ethics. The purpose of the Code of Conduct and Business Ethics is to ensure that the Corporation maintains a high level of trust and integrity and meets high ethical standards applicable to all directors, officers and employees and to subsidiaries. The Code of Conduct and Business Ethics can be viewed at www.redknee.com. Each director, officer and employee is required to review and acknowledge the Code of Conduct and Business Ethics annually. Currently, the Board (through the Audit Committee and the Nomination and Governance Committee), has the responsibility to monitor compliance with the Code of Conduct and Business Ethics and to recommend improvements as deemed necessary or desirable. The Audit Committee and Board receive quarterly reports from the Corporation's Disclosure Committee and annual reports from the Corporation's Ethics Committee. The Code of Conduct and Business and Ethics is reviewed annually by the Corporation's Ethics Committee and recommendations, if any, are provided to and decided on by the Board.

Whistle Blower Policy

The Board has adopted a Whistle Blower Policy and has set up a confidential hotline from which summary activity reports are provided and reviewed by select members of management monthly. The Board monitors compliance with the Whistle Blower Policy through quarterly updates (or more frequently, if applicable) from the Audit Committee.

Board Committees

As noted above, the Board has three standing committees: the Audit Committee, the Compensation Committee and the Nomination and Governance Committee. The specific responsibilities of each of the Board Committees are identified in such committee's charter. A copy of each Board Committee Charter is available on the Corporation's website at www.redknee.com.

Audit Committee

Following the Meeting, and assuming that each of the nominees proposed for election to the Board at the Meeting are elected by a majority of the Shareholders, the Audit Committee, which shall be made up of no less than three members, will be comprised of the following three (3) directors: Neil Chander (Chairman), Demetrios Anaipakos and Christina Jones (collectively, the "**Proposed Audit Committee Members**"). Each Proposed Audit Committee Member is considered "independent" and "financially literate" (as such terms are defined in NI 52-110).

Relevant Education and Experience of Members of the Audit Committee

The education and experience of each Proposed Audit Committee Member that is relevant to such member's responsibilities as a member of the Audit Committee is set out below.

Neil Chander – Mr. Chander has gained extensive tax experience through senior-level positions in both large public accounting firms and multi-national public companies. Mr. Chander is a member of the Chartered Professional Accountants of Ontario and the American Institute of Public Accountants. Throughout his career, he has advised clients on a wide range of issues including tax due diligence, tax effective structuring, financing and tax accounting. Mr. Chander has also been a lecturer on various tax topics for Pricewaterhouse Coopers LLP, the Federated Press, CPA Ontario and other organizations and has been published in the *Canadian Certified Management Accountant's Journal* for his work on Business Process Reengineering.

Demetrios Anaipakos – Mr. Anaipakos is a graduate of Stanford University Law School. He has over 20 years of experience handling a wide variety of complex legal issues and disputes, with a significant emphasis in software, telecommunications, commercial and intellectual property matters. Among these engagements, Mr. Anaipakos has worked closely with a Canadian company as part of a very successful effort to license its patented technologies in the mobile telephony space worldwide. Mr. Anaipakos is Board Certified in Civil Trial Law by the Texas Board of Legal Specialization and has garnered numerous professional accolades, including as a "Super Lawyer" in every year since that designation began.

Christina Jones – Ms. Jones has extensive experience in the enterprise software and technology industries. She served as President of pcOrder from 1996 to 2000 and led the company through initial and secondary public offerings on NASDAQ and ultimately through an acquisition. She went on to found Extend Fertility, Inc. and currently serves on the board of directors of Extend Fertility, LLC. She holds a Bachelor of Arts in Economics from Stanford University and earned a Master of Business Administration from Harvard Business School.

Audit Committee Charter

The Board has adopted a charter for the Audit Committee which sets out the mandate and responsibilities of the Audit Committee. Among other things, the Audit Committee is responsible for the following:

- ensuring compliance with legal and regulatory requirements, including reviewing and recommending to the Board the annual financial statements, annual Management Discussion & Analysis, and Annual Information Form, and reviewing and approving the interim financial statements and interim Management Discussion & Analysis;
- reviewing the qualifications, performance and independence of the Corporation's external auditor;
- monitoring the quality and integrity of the Corporation's financial statements;
- overseeing the design, implementation and assessment of disclosure controls and procedures and internal control over financial reporting;
- monitoring the effectiveness of the Corporation's risk management program;
- monitoring and reviewing the effectiveness of the Corporation's internal audit function; and
- monitoring compliance with the Corporation's Whistle Blower Policy and procedures.

As contemplated in its Charter, the Audit Committee meets at least four (4) times annually with the external auditors being present and without management being present.

A copy of the Audit Committee's charter is set out in the Corporation's Annual Information Form which is available on the Corporation's website at www.redknee.com or on SEDAR at www.sedar.com.

Compensation Committee

The Compensation Committee is comprised of the following three directors: Scott Brighton (Chairman), Andrew Price and Christina Jones. The Board has adopted a charter for the Compensation Committee which sets out its purpose, mandate and its duties and responsibilities. Among other things, the Compensation Committee is responsible for the following:

- recommending the Corporation's framework or broad policy for the compensation of executives (including pension rights and compensation payments);
- recommending the compensation of the CEO, including salary, bonus, long-term incentives and material benefits;

- recommending the compensation paid to executives based on recommendations made by the CEO;
- determining performance-related formulae and targets relevant to executive compensation, based on recommendations made by the CEO;
- reviewing and approving all compensation-related disclosure;
- reviewing periodically the adequacy and form of compensation paid to non-executive directors; and
- succession planning.

Nomination and Governance Committee

The Nomination and Governance Committee is comprised of the following three directors: Chris Helling (Chairman), Demetrios Anaipakos and Farhan Thawar, each of whom are considered "independent" (as such term is defined in NI 58-201).

The Board has adopted a charter for the Nomination and Governance Committee which sets out its purpose, mandate and its duties and responsibilities. As described in the Nomination and Governance Committee's charter, the key responsibilities of the Nomination and Governance Committee include, but are not limited to, the following:

- reviewing and recommending to the Board the Corporation's approach to corporate governance policies and practices;
- monitoring compliance with the Corporation's Code of Conduct and Business Ethics;
- providing all new directors with comprehensive orientation on the nature and operation of the Corporation's business;
- providing continuing education opportunities for all directors;
- overseeing the annual board assessment process, including a review of each individual director's performance;
- reviewing and identifying directors for election to the Board;
- developing a process for identifying and reviewing potential conflict of interest situations;
- reviewing annually and recommending to the Board changes to the Board Charter, the charters of the Committees and the Position Descriptions; and
- monitoring compliance of each of the Corporation's Disclosure Policy and Insider Trading Policy.

Nomination of Directors

The Nomination and Governance Committee is responsible for making recommendations to the Board regarding the size, composition of the Board and qualification criteria for Board members reflecting an appropriate mix of expertise, skills, attributes and personal and professional backgrounds for service as an independent director of the Corporation. When recruiting new members, the Nomination and Governance Committee considers the skills and competencies of

the current directors, the existence of any gaps in Board skills and the attributes and experience new directors should have in order to best address the needs of the Board. The Nomination and Governance Committee also ensures through discussion with potential board candidates that they have the time available to fulfill their obligations on the Board. In consultation with the Chairman of the Board, the Nomination and Governance Committee develops a desirable mix of attributes and experience, including relevant industry experience, and may retain an external consultant to assist in the identification of candidates meeting the requisite criteria.

Board Access to Management, Outside Counsel and Advisors

The Board or each of the Board Committees has exclusive access to all employees of the Corporation (including members of senior management). The Board or any one of the Board Committees is entitled to engage independent counsel and other advisors as considered necessary to carry out its duties and to set and pay the compensation for any such advisors. As discussed above under "*Statement of Executive Compensation – Compensation Discussion and Analysis – Compensation Consultant*," in fiscal 2016 the Compensation Committee engaged compensation consultant to help review executive officer and director compensation.

Performance Assessment of the Board and its Committees

The Board annually reviews the effectiveness of the Board and the Board Committees in fulfilling their duties and responsibilities. The Board, the Board Committees and individual directors are assessed annually with respect to their effectiveness and contribution. The Chairman of the Board, in consultation with the chair of the Nomination and Governance Committee, conducts informal assessments of the Board Committees and each director annually.

Majority Voting Policy

The Board has approved a Majority Voting Policy to which all nominees for election to the Board are asked to agree prior to the Board recommending that they be elected. Pursuant to the Majority Voting Policy, forms of proxy for meetings of the shareholders of the Corporation at which directors are to be elected, in an uncontested election, provide the option of voting in favour of, or withholding from voting for, each individual nominee to the Board. If, with respect to any particular nominee, the number of Common Shares withheld from voting exceeds the number of Common Shares voted in favour of the nominee, then the nominee will be considered to have not received the support of the Shareholders for the purpose of the Majority Voting Policy and such elected director is expected to immediately submit his or her resignation to the Board. A director nominee who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered. Within 90 days of receiving the final voting results for the applicable shareholders' meeting, the Board of Directors will announce whether to accept, delay or reject such director's offer to resign, and will promptly issue a press release with the Board's decision. Unless there are exceptional circumstances, the Board shall accept the resignation of a resigning director nominee. In the event the Board determines not to accept the resignation, the press release will fully state the reasons for such decision. If the resignation is accepted, subject to any corporate law restrictions, the Board may (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of the Corporation, (ii) fill the vacancy through the appointment

of a director whom the Board considers to merit the confidence of the Shareholders, or (iii) call a special meeting of the shareholders of the Corporation to consider the election of a nominee recommended by the Board to fill the vacant position. The Majority Voting Policy applies only in the case of an uncontested election of directors.

Director Term Limits

The Corporation does not have director term limits or a formal retirement policy given its concern that term limits and retirement policies indiscriminately eliminate both high and low performing directors as well as directors with unique and critical skill sets based solely on tenure or age. The Corporation values the cumulative experience and comprehensive knowledge of the Board that long serving directors possess. Instead, the Board has a process of regular director self-assessment that allow the Chairman of the Board (or in the case of the evaluation of the Chairman of the Board, the Chair of the Nomination and Governance Committee) to have a clear understanding of relative director contribution, skillset and expertise, so that an appropriate level of director turnover can be achieved by having one or more directors not stand for re-election at appropriate times. The Nomination and Governance Committee can consider the composition of the Board and whether there is a need to include nominees with different skills, experiences and perspectives on the Board. This flexible approach allows the Corporation to consider each director individually, as well as the Board composition generally, to determine if the appropriate balance is being achieved. The Corporation also provides clear disclosure in the circular of director tenure and an explanation of how the Corporation's approach ensures diversity of skills, experience, background and gender and an appropriate level of turnover.

Women in Director and Officer Positions

In February 2016, the Board adopted a written policy with respect to diversity which states that the Corporation values diversity of view, experience, skillset, gender and ethnicity and is committed to considering diversity in its director nominations and executive appointments. Gender diversity is one factor that is taken into account in identifying and selecting board members and in considering the hiring, promotion and appointment of executive officers. The Corporation regularly considers the level of representation of women on the Board and in executive officer positions. The Corporation does not have specific targets respecting the representation of women on the board and in executive officer positions as the Board does not believe that quotas or strict rules necessarily result in the identification or selection of the best candidates for the Corporation's highly specialized business. In addition, appointments of directors and selection of executive officers should be made, and should be perceived as being made, on the merits of the individuals and having a fixed target could impede the application of this principle. While the Corporation does not have fixed targets for the representation of women on the Board or in executive officer positions, in assessing the appropriateness of candidates for board and executive officer appointments, the Corporation does consider the desirability of an appropriate level of representation of women on its board and in executive officer positions.

The Nomination and Governance Committee is responsible for monitoring the effectiveness of the policy. One of seven members of the senior management of the Corporation and one of the seven members of the Board is female (representing 14% of each of the respective groups).

FEEDBACK

The Board welcomes input and comments from shareholders of the Corporation. Input or comments for the Board or its committees should be directed to the Corporate Secretary at:

Redknee Solutions Inc.
2560 Matheson Blvd. East
Suite 500
Mississauga, Ontario
L4W 4Y9

AUDIT COMMITTEE INFORMATION

The Audit Committee has a formal charter and is comprised of three directors who are independent and financially literate (for education and experience, please refer to section "Relevant Education and Experience of Members of the Audit Committee" above). The Audit Committee Charter sets out the mandate and responsibilities of the Audit Committee. Detailed information with respect to the Corporation's Audit Committee is contained under the heading "*Audit Committee*" in the Corporation's Annual Information Form for the fiscal year ended September 30, 2016 filed on SEDAR at www.sedar.com.

INTEREST IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, no informed person, proposed nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed nominee has or had a material interest, direct or indirect, in any transaction since the beginning of fiscal 2016 or in any proposed transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries.

AVAILABLE INFORMATION

Financial information is provided in the Corporation's comparative annual financial statements and Management's Discussion and Analysis (MD&A) for the year ended September 30, 2016 which are posted on the Corporation's website, www.redknee.com.

Shareholders of the Corporation may request copies of the Corporation's financial statements including its MD&A and Annual Report by contacting the Corporate Secretary of the Corporation, in person, by mail, telephone, facsimile, or e-mail at: 2560 Matheson Blvd. East, Suite 500, Mississauga, ON, Canada, L4W 4Y9, Tel 1-905-625-2622, Fax 1-905-625-2773, Email: contact@redknee.com.

Additional information relating to the Corporation is also available on SEDAR at www.sedar.com.

SHAREHOLDER PROPOSALS

Persons entitled to vote at the next annual meeting of the Corporation who wish to submit a proposal for consideration at the meeting, must submit their proposal to the Corporation by October 29, 2017.

DIRECTORS' APPROVAL

The Board of the Corporation has approved the contents and the sending of this Circular.

DATED at Toronto, as of the 23rd day of February 2017.

BY ORDER OF THE BOARD OF DIRECTORS

"Danielle Royston"

Danielle Royston
Interim Chief Executive Officer

SCHEDULE I

REDKNEE SOLUTIONS INC. (the "Corporation")

SCHEDULES TO AMENDED AND RESTATED ARTICLES OF INCORPORATION

SCHEDULE A

4 – The classes and any maximum number of shares that the corporation is authorized to issue

The Corporation is authorized to issue an unlimited number of shares to be designated as Subordinate Voting Shares, an unlimited number of shares to be designated as Preferred Shares Issuable in Series and 800,000 shares to be designated as Series A Preferred Shares. The Subordinate Voting Shares, Preferred Shares Issuable in Series and the Series A Preferred Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

A. SUBORDINATE VOTING SHARES

1. Voting Rights

The holders of the Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote for each share held at all meetings of shareholders of the Corporation, except for meetings at which only holders of another specified class or series of shares of the Corporation are entitled to vote.

2. Payment of Dividends

Subject to the prior rights of the holders of any other shares ranking senior to the Subordinate Voting Shares, the holders of the Subordinate Voting Shares shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of moneys properly applicable to the payment of dividends, such dividends as the board of directors of the Corporation may from time to time declare.

3. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs, subject to the prior rights of the holders of any other shares ranking senior to the Subordinate Voting Shares, the holders of the Subordinate Voting Shares shall be entitled to receive the remaining property and assets of the Corporation.

B. PREFERRED SHARES ISSUABLE IN SERIES

1. One or More Series

The Preferred Shares may at any time and from time to time be issued in one or more series.

2. Terms of Each Series

Subject to the Act, the directors may fix, before the issue thereof, the number of Preferred Shares of each series, the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of each series, including, without limitation, any voting rights, any right to receive dividends (which may be cumulative or non-cumulative and variable or fixed) or the means of determining such dividends, the dates of payment thereof, any terms and conditions of redemption or purchase, any conversion rights, and any rights on the liquidation, dissolution or winding up of the Corporation, any sinking fund or other provisions, the whole to be subject to the issue of a certificate of amendment setting forth the designation, rights, privileges, restrictions and conditions attaching to the Preferred Shares of the series.

3. Ranking of Preferred Shares

The Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, rank on a parity with the Preferred Shares of every other series and be entitled to preference over the Subordinate Voting Shares. If any amount of cumulative dividends (whether or not declared) or declared non-cumulative dividends or any amount payable on any such distribution of assets constituting a return of capital in respect of the Preferred Shares of any series is not paid in full) the Preferred Shares of such series shall participate ratably with the Preferred Shares of every other series in respect of all such dividends and amounts.

C. SERIES A PREFERRED SHARES

The first series of Preferred Shares of the Corporation ("**Preferred Shares**") shall consist of up to 800,000 Preferred Shares which shall be designated as "Series A Preferred Shares" (hereinafter referred to as the "**Series A Shares**") and which, in addition to the rights, privileges, restrictions and conditions attaching to the Preferred Shares as a class, shall have attached thereto the following rights, privileges, restrictions and conditions:

1. Dividends

1.1 Payment of Dividends

Holders of Series A Shares (the "**Holders**") shall be entitled to receive, and the Corporation shall pay thereon, if, as and when declared by the directors of the Corporation, out of monies of the Corporation properly applicable to the payment of dividends, fixed, cumulative, preferential cash dividends (the "**Series A Dividends**") payable quarterly on the last Business Day of March, June, September and December in each year (each, a "**Dividend Payment Date**") at the rate of 10% per annum of the issue price per Series A Share (the "**Annual Dividend Rate**") in U.S. dollars, by electronic funds transfer or cheque at par at any branch in Canada of the Corporation's bankers for the time being or by any other reasonable means the Corporation deems desirable, provided that to the extent such dividends are not declared and paid, dividends shall accrue on each Series A Share at the Annual Dividend Rate in U.S. dollars and compound monthly at the rate of 10% per annum (the "**Accrued Series A Dividends**").

1.2 Method of Payment

To the extent declared, the Corporation shall pay Series A Dividends (less any tax required to be deducted and withheld by the Corporation), except in the case of redemption in which case payment of Series A Dividends shall, subject to the provisions of Section 14, be paid on surrender of the certificate, if any, representing the Series A Shares to be redeemed, by electronic funds transfer or by sending to each Holder (in the manner provided for in Section 12) a cheque for such Series A Dividends payable to the order of such Holder or, in the case of joint Holders, to the order of all such Holders failing written instructions from them to the contrary or in such other manner, not contrary to applicable law, as the Corporation shall reasonably determine. The making of such payment or the posting or delivery of such cheque on or before the date on which such dividend is to be paid to a Holder shall be deemed to be payment and shall satisfy and discharge all liabilities for the payment of such dividends to the extent of the sum represented thereby (plus the amount of any tax required to be and in fact deducted and withheld by the Corporation from the related dividends as aforesaid and remitted to the proper taxing authority) unless such cheque is not honoured when presented for payment. Subject to applicable law, dividends which are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed for a period of six years from the date on which they were declared to be payable shall be forfeited to the Corporation.

1.3 Dividend for Other than a Full Dividend Period

The Holders shall be entitled to receive, and the Corporation shall pay, if, as and when declared by the directors of the Corporation, out of monies of the Corporation properly applicable to the payment of dividends, Series A Dividends for any period which is more or less than a full Dividend Period, a dividend in an amount per Series A Share equal to the amount obtained (rounded to four decimal places) when the product of the Annual Dividend Rate and U.S.\$100.00 is multiplied by a fraction, the numerator of which is the number of calendar days in the relevant period (which shall include the first and exclude the last day of such period) and the denominator of which is the number of calendar days in the year in which such period falls.

2. Redemption at the Option of the Corporation

2.1 Corporation Redemption Price

The Corporation may, subject to the terms of any shares ranking prior to the Series A Shares and to applicable law, upon giving notice as hereinafter provided, at its option and without the consent of the Holders, redeem all, or from time to time any part, of the then outstanding Series A Shares by the payment of an amount in cash for each such Series A Share so redeemed, equal to the Liquidation Preference less any tax required to be deducted and withheld by the Corporation (the "**Corporation Redemption Price**").

2.2 Partial Redemption

If less than all of the then outstanding Series A Shares are at any time to be redeemed pursuant to Section 2.1, then the particular Series A Shares to be redeemed shall be selected on a *pro rata* basis disregarding fractions or, if the Series A Shares are at such time

listed on a stock exchange, with the consent of the applicable stock exchange, in such other manner as the directors of the Corporation in their sole discretion may, by resolution, determine.

2.3 Method of Corporation Redemption

The Corporation shall give notice in writing, not less than 20 days nor more than 60 days prior to the date fixed for redemption of any Series A Shares, that it is redeeming Series A Shares pursuant to Section 2.1 to each person who at the date of giving such notice is the Holder of Series A Shares to be redeemed. Any such notice shall be validly and effectively given on the date on which it is sent to each Holder of Series A Shares to be redeemed in the manner provided for in Section 12. Such notice shall set out the number of such Series A Shares held by the person to whom it is addressed which are to be redeemed and the then applicable Corporation Redemption Price and shall also set out the date on which the redemption is to take place. On and after the date so specified for redemption, the Corporation shall pay or cause to be paid to the applicable Holders the then applicable Corporation Redemption Price (less any tax required to be deducted and withheld by the Corporation) on presentation and surrender, at any place within Canada designated by such notice, of the certificate or certificates for such Series A Shares so called for redemption, if any, subject to the provisions of Section 14. Such payment shall be made by electronic funds transfer or by cheque in the amount of the then applicable Corporation Redemption Price (less any tax required to be deducted and withheld by the Corporation) payable at par at any branch in Canada of the Corporation's bankers for the time being or by any other reasonable means that the Corporation deems desirable and the making of such payment or the delivery of such cheque in such amount shall be a full and complete discharge of the Corporation's obligation to pay the then applicable Corporation Redemption Price owed to the Holders of Series A Shares so called for redemption to the extent of the sum represented thereby (plus the amount of any tax required to be and in fact deducted and withheld by the Corporation and remitted to the proper taxing authority) unless the cheque is not honoured when presented for payment. From and after the date specified in any such notice, the Series A Shares called for redemption shall cease to be entitled to Series A Dividends and the Holders thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, except to receive the then applicable Corporation Redemption Price therefor (less any tax required to be deducted and withheld by the Corporation), unless payment of the then applicable Corporation Redemption Price shall not be duly made by or on behalf of the Corporation. At any time after notice of redemption is given as aforesaid, the Corporation shall have the right to deposit the then applicable Corporation Redemption Price of any or all Series A Shares called for redemption (less any tax required to be deducted and withheld by the Corporation), or such part thereof as at the time of deposit has not been claimed by the Holders entitled thereto, with any chartered bank or banks or with any trust company or trust companies in Canada to the credit of a special account or accounts in trust for the respective Holders of such shares, to be paid to them respectively upon surrender to such bank or banks or trust company or trust companies of the certificate or certificates representing the same, if any, subject to the provisions of Section 14. Upon such deposit or deposits being made, such shares shall be redeemed on the redemption date specified in the notice of redemption. After the Corporation has made a deposit as aforesaid with respect to the applicable Series A Shares, the Holders thereof shall not, from and after the redemption date, be entitled to exercise any of the rights of shareholders in respect thereof and the rights of the Holders thereof shall be limited to receiving a proportion of the amounts so deposited applicable to such shares, without interest. Any interest allowed on such deposit shall

belong to the Corporation. Subject to applicable law, redemption monies that are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed (including monies held in deposit as provided for above) for a period of six years from the date specified for redemption shall be forfeited to the Corporation.

3. Redemption at the Option of the Holder

3.1 Holder Redemption Price

The Holders may not redeem any of the Series A Shares prior to January 26, 2027. On and after January 26, 2027, the Holders may upon giving notice as hereinafter provided, require the Corporation to redeem, subject applicable law, all, or from time to time any part, of the then outstanding Series A Shares for the payment of an amount in cash for each such Series A Share so redeemed equal to the Liquidation Preference less any tax required to be deducted and withheld by the Corporation (the "**Holder Redemption Price**").

3.2 Method of Holder Redemption

In the case of a redemption pursuant to Section 3.1, the Holder shall give notice in writing, (the "**Holder Redemption Notice**") requiring the Corporation to redeem that number of Series A Shares set forth on such notice and setting out the date on which such redemption is to take place (the "**Holder Redemption Date**"); provided that, unless the Corporation otherwise agrees, the Holder Redemption Date set forth in the Holder Redemption Notice may not be less than 60 days nor more than 90 days after the date on which the Holder Redemption Notice is sent to the Corporation. On and after the Holder Redemption Date, the Corporation shall pay or cause to be paid to the applicable Holders the Holder Redemption Price (less any tax required to be deducted and withheld by the Corporation) on presentation and surrender, at any place within Canada designated by such notice, of the certificate or certificates for such Series A Shares so called for redemption, if any, subject to the provisions of Section 14. Such payment shall be made by electronic funds transfer or by cheque in the amount of the Holder Redemption Price (less any tax required to be deducted and withheld by the Corporation) payable at par at any branch in Canada of the Corporation's bankers for the time being or by any other reasonable means that the Corporation deems desirable and the making of such payment or the delivery of such cheque in such amount shall be a full and complete discharge of the Corporation's obligation to pay the Holder Redemption Price owed to the Holders of Series A Shares so called for redemption to the extent of the sum represented thereby (plus the amount of any tax required to be and in fact deducted and withheld by the Corporation and remitted to the proper taxing authority) unless the cheque is not honoured when presented for payment.

3.3 Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, whether voluntary or involuntary, subject to the prior satisfaction of the claims of all creditors of the Corporation and of holders of shares of the Corporation ranking prior to the Series A Shares, the Holders shall be entitled to payment of an amount equal to U.S.\$100.00 per Series A Share, plus an amount equal to all unpaid Accrued Series A Dividends

up to, but excluding, the date of payment or distribution (collectively, the "**Liquidation Preference**"), less any tax required to be deducted and withheld by the Corporation, before any amount is paid or any assets of the Corporation distributed to the holders of any shares ranking junior as to capital to the Series A Shares. Upon payment of such amounts, the Holders shall not be entitled to share in any further distribution of the assets of the Corporation.

4. Change of Control

4.1 Change of Control Payment

In connection with a Change of Control, subject to the terms of any shares ranking prior to the Series A Shares and to applicable law, the Corporation shall have the right, without the consent of any Holder, to require that the Series A Shares held by any Holder be purchased or otherwise acquired from the Holder pursuant to an agreement entered into by the Corporation with the purchaser pursuant to the transaction giving rise to the Change in Control or such other person as determined appropriate by the Corporation (any such person, a "**Buyer**") for the aggregate sum of the then applicable Corporation Redemption Price and the Make-Whole Payment (collectively, the "**Change of Control Payment**") payable by the Buyer to the Holder upon the occurrence of the Change of Control. Each Holder shall, without any further consent, be deemed to have appointed the secretary of the Corporation as their agent and attorney with full power of substitution to act on their behalf with power and authority in their name, place and stead for the purposes of accepting, approving and completing, and executing and delivering all documents, resolutions, consents and instruments necessary to give effect to the consummation of any transaction contemplated by the preceding sentence. Such power of attorney is a deemed to be a continuing power of attorney, coupled with an interest and irrevocable, and the authority given thereunder may be exercised, notwithstanding the insolvency, bankruptcy, dissolution or winding-up of a Holder, if applicable.

4.2 Procedure on Change of Control

The Corporation shall give notice in writing (an "**Acquisition Notice**"), not less than 10 days nor more than 60 days prior to the date contemplated for completion of a Change of Control that the Series A Shares are being acquired pursuant to Section 5.1 to each person who at the date of giving such notice is the Holder of Series A Shares to be acquired. Any such Acquisition Notice shall be validly and effectively given on the date on which it is sent to each Holder of Series A Shares to be acquired in the manner provided for in Section 12. Such Acquisition Notice shall set out the number of such Series A Shares held by the person to whom it is addressed, shall state that such Series A Shares are to be acquired, shall set out the Change of Control Payment and shall also state the date contemplated for completion of a Change of Control on which the acquisition is to take place. Upon completion of the Change of Control, the Buyer shall pay or cause to be paid to the applicable Holders the Change of Control Payment (less any tax required to be deducted and withheld by the Buyer) on presentation and surrender, at any place within Canada designated by such notice, of the certificate or certificates for the Series A Shares, subject to the provisions of Section 14. Such payment shall be made by electronic funds transfer or by cheque in the amount of the Change of Control Payment (less any tax required to be deducted and withheld by the Buyer) payable at par at any branch in Canada of the Buyer's bankers for the time being or by any other reasonable means that the Buyer deems

desirable and the making of such payment or the delivery of such cheque in such amount shall be a full and complete discharge of the Buyer's obligation to pay the Change of Control Payment owed to the Holder of Series A Shares to be acquired to the extent of the sum represented thereby (plus the amount of any tax required to be and in fact deducted and withheld by the Buyer and remitted to the proper taxing authority) unless the cheque is not honoured when presented for payment. From and after the date of completion of a Change of Control, the Series A Shares shall cease to be entitled to Series A Dividends and the Holder thereof to be so acquired shall not be entitled to exercise any of the rights of shareholders in respect thereof, except to receive the Change of Control Payment therefor (less any tax required to be deducted and withheld by the Buyer), unless payment of the Change of Control Payment shall not be duly made. At any time after an Acquisition Notice is given as aforesaid, the Buyer shall have the right to deposit the Change of Control Payment of any or all Series A Shares (less any tax required to be deducted and withheld by the Buyer), or such part thereof as at the time of deposit has not been claimed by the Holder entitled thereto, with any chartered bank or banks or with any trust company or trust companies in Canada to the credit of a special account or accounts in trust for the respective Holder of such shares, to be paid to the Holder respectively upon surrender to such bank or banks or trust company or trust companies of the certificate or certificates representing the same, if any, subject to the provisions of Section 14. Upon such deposit or deposits being made, such shares shall be redeemed on the date of completion of a Change of Control. After the Buyer has made a deposit as aforesaid with respect to the applicable Series A Shares, the Holder thereof shall not, from and after the date of completion of a Change of Control, be entitled to exercise any of the rights of shareholders in respect thereof and the rights of the Holder thereof shall be limited to receiving the amounts so deposited applicable to such shares, without interest. Any interest allowed on such deposit shall belong to the Buyer. Subject to applicable law, redemption monies that are represented by a cheque which has not been presented to the Buyer's bankers for payment or that otherwise remain unclaimed (including monies held in deposit as provided for above) for a period of six years from the date specified for redemption shall be forfeited to the Buyer.

4.3 Redemption on Change of Control

In the event that the Corporation does not give an Acquisition Notice to a Holder, or that an Acquisition Notice is given to a Holder but a Change of Control Payment is not made, in each case in accordance with Section 5.2, subject to the terms of any shares ranking prior to the Series A Shares and to applicable law, the Corporation shall upon the occurrence of a Change of Control, without the consent of the Holder, redeem all of the then outstanding Series A Shares by the payment of an amount in cash for each such Series A Share so redeemed, equal to the then applicable Corporation Redemption Price, less any tax required to be deducted and withheld by the Corporation.

The Corporation shall give or shall be deemed to have given notice in writing, not less than 10 days nor more than 60 days prior to the date contemplated for completion of a Change of Control to such a Holder that it is redeeming Series A Shares pursuant to this Section 5.3 to each person who at the date of giving such notice is the Holder of Series A Shares to be redeemed. Any such notice shall be validly and effectively given on the date on which it is sent to each Holder of Series A Shares to be redeemed in the manner provided for in Section 12. Such notice shall set out the number of such Series A Shares held by the person to whom it is

addressed, shall state that such Series A Shares are to be redeemed, shall set out the then applicable Corporation Redemption Price and shall also state the date contemplated for completion of a Change of Control on which the redemption is to take place. Upon completion of the Change of Control, the Corporation shall pay or cause to be paid to the applicable Holder the then applicable Corporation Redemption Price (less any tax required to be deducted and withheld by the Corporation) on presentation and surrender, at any place within Canada designated by such notice, of the certificate or certificates for the Series A Shares, subject to the provisions of Section 14. Such payment shall be made by electronic funds transfer or by cheque in the amount of the then applicable Corporation Redemption Price (less any tax required to be deducted and withheld by the Corporation) payable at par at any branch in Canada of the Corporation's bankers for the time being or by any other reasonable means that the Corporation deems desirable and the making of such payment or the delivery of such cheque in such amount shall be a full and complete discharge of the Corporation's obligation to pay the then applicable Corporation Redemption Price owed to the Holder of Series A Shares to be redeemed to the extent of the sum represented thereby (plus the amount of any tax required to be and in fact deducted and withheld by the Corporation and remitted to the proper taxing authority) unless the cheque is not honoured when presented for payment. From and after the date of completion of a Change of Control, the Series A Shares shall cease to be entitled to Series A Dividends and the Holder thereof shall not be entitled to exercise any of the rights of shareholders in respect thereof, except to receive the then applicable Corporation Redemption Price therefor (less any tax required to be deducted and withheld by the Corporation), unless payment of the then applicable Corporation Redemption Price shall not be duly made by or on behalf of the Corporation. At any time after notice is given as aforesaid, the Corporation shall have the right to deposit the then applicable Corporation Redemption Price of any or all Series A Shares (less any tax required to be deducted and withheld by the Corporation), or such part thereof as at the time of deposit has not been claimed by the Holder entitled thereto, with any chartered bank or banks or with any trust company or trust companies in Canada to the credit of a special account or accounts in trust for the respective Holder of such shares, to be paid to them respectively upon surrender to such bank or banks or trust company or trust companies of the certificate or certificates representing the same, if any, subject to the provisions of Section 14. Upon such deposit or deposits being made, such shares shall be redeemed on the date of completion of a Change of Control. After the Corporation has made a deposit as aforesaid with respect to the applicable Series A Shares, the Holder thereof shall not, from and after the date of completion of a Change of Control, be entitled to exercise any of the rights of shareholders in respect thereof and the rights of the Holder thereof shall be limited to receiving a proportion of the amounts so deposited applicable to such shares, without interest. Any interest allowed on such deposit shall belong to the Corporation. Subject to applicable law, redemption monies that are represented by a cheque which has not been presented to the Corporation's bankers for payment or that otherwise remain unclaimed (including monies held in deposit as provided for above) for a period of six years from the date specified for redemption shall be forfeited to the Corporation.

5. Voting Rights

The Holders will not be entitled (except as otherwise provided in Section 8, by law or for meetings of the holders of Preferred Shares as a class and meetings of the Holders as a series) to receive notice of, attend, or vote at any meeting of shareholders of the Corporation.

6. Limitations on Right to Class/Series Vote

Subject to applicable law, Holders will not be entitled to vote separately as a class or series on a proposal to amend the Articles of the Corporation to (a) increase or decrease any maximum number of authorized shares of a class or series having rights or privileges equal to or superior to the Series A Shares or (b) create a new class or series of shares equal or superior to the Series A Shares.

7. Board of Directors

7.1 Preferred Directors

Subject to Section 8.4, for so long as any Series A Shares are outstanding, the Holders shall be entitled to nominate a number of individuals for election as directors of the Corporation that is equal to a majority of the total number of directors of the Corporation immediately following their election and to elect such nominees as directors of the Corporation at an annual meeting of the Holders as a series at which only Holders are entitled to vote to be held on an annual basis on the Business Day after the date of the annual meeting of holders of Subordinate Voting Shares. The directors of the Corporation nominated and elected in accordance with the preceding sentence or appointed in accordance with Section 8.2 are collectively referred to as the "**Preferred Directors**".

7.2 Vacancies

Subject to Section 8.4, for so long as any Series A Shares are outstanding, in the case of any vacancy in the office of a Preferred Director as a result of the resignation, death or removal of any of such directors or otherwise, a successor shall be appointed as a director of the Corporation to hold office for the unexpired term of such Preferred Director by the Holders at a special meeting of the Holders as a series at which only Holders are entitled to vote.

7.3 Immediate Effect

Immediately upon the appointment or election of a Preferred Director as provided in this Section 8, without any further action required on the part of any person (including the Board or the Corporation), such Preferred Director shall be deemed to be a Board director for all purposes.

7.4 Preferred Director Nominees

Prior to exercising the right to nominate or appoint a Preferred Director pursuant to Section 8.1 or 8.2, the Holders shall present to the Independent Directors a proposed candidate for each Preferred Director that they are so entitled to nominate or appoint. Each such candidate shall: (i) satisfy the applicable requirements of the CBCA and the Toronto Stock Exchange relating to qualification to serve as a director; and (ii) not have an occupation, directorship or relationship with, or ownership interest in, a business that competes directly with the business of the Corporation and its subsidiaries. Within two Business Days after the Holders present their proposed candidate for a Preferred Director position, the Independent Directors shall, acting reasonably, be entitled to reject such candidate as a candidate for such Preferred Director

position. If such first proposed candidate is rejected by the Independent Directors, the Holders shall then present to the Independent Directors a second proposed candidate for such Preferred Director position. Within two Business Days after the Holders present such second proposed candidate for the Preferred Director position, the Independent Directors shall, acting reasonably, be entitled to reject such candidate as a candidate for such Preferred Director position. If such second proposed candidate is rejected by the Independent Directors, the Holders shall present to the Independent Directors a third proposed candidate for such Preferred Director position. Within two Business Days after the Holders present their third proposed candidate for such Preferred Director position, the Independent Directors shall be required to select, at their sole discretion, a Preferred Director, from the first, second and third candidates proposed for such Preferred Director position; provided, however that if the Independent Directors do not act within any such two Business Day period, they shall forfeit such right to reject a candidate and the then proposed candidate shall be nominated by the Holders for election, or appointed, to the Board to fill any vacancy, at the next annual meeting of the Holders as a series at which only Holders are entitled to vote. For greater certainty, in no event without the prior consent of the Independent Directors shall the Holders present to the Independent Directors a proposed candidate for a Preferred Director position if such candidate has previously been rejected by the Independent Committee for any Preferred Director position.

7.5 Quorum

Subject to Section 8.6, the presence of a majority of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board; provided that (i) if the Holders have exercised their rights to nominate and elect or appoint all Preferred Directors in accordance with Sections 8.1 and 8.2, a majority of directors present at such meeting are Preferred Directors and (ii) at least one Subordinate Voting Director is present at such meeting.

7.6 Voting Matters

Each Preferred Director shall have one vote on all matters submitted to the Board or any committee thereof. Notwithstanding the foregoing, the Preferred Directors shall not attend any part of a meeting of the Board during which the following matters are discussed and shall not vote on any resolution of the Board in respect of the following matters:

- (a) the exercise of the Corporation's rights pursuant to Section 5 or the redemption of the Series A Shares and any financing necessary to fund the redemption of the Series A Shares pursuant to Section 2; provided that any such financing shall be on terms more favourable, from a financial point of view, to the Corporation than the terms and conditions of the Preferred Shares, taking into account all financial, legal, regulatory and other aspects of such financing; and provided that in the event any such financing contemplates the issuance of Subordinate Voting Shares or Convertible Securities, the issue price or conversion price, as applicable, per security shall not be less than the Exercise Price as such term is defined in the Common Share purchase warrant issued to Wave Systems Corp. pursuant to the Subscription Agreement dated as of December 18, 2016 between the Corporation, Wave Systems Corp., and ESW Capital, LLC; and

(b) any Change of Control transaction,
(together, the "**Independent Directors Matters**").

All of the Independent Directors shall be deemed to constitute a quorum for the purposes of a meeting, and voting on a resolution, regarding the Independent Directors Matters and any action or resolution taken or approved by such directors in respect of Independent Directors Matters shall be an act or resolution of the Board.

8. Modifications

These Series A Share provisions may be repealed, altered, modified or amended from time to time with such approval as may then be required by the CBCA, any such approval to be given in accordance with Section 10.

9. Approval of Holders

9.1 Approval

Except as otherwise provided herein, any act or approval of the Holders with respect to any matters requiring the consent of the Holders, including for greater certainty the actions or approvals of the Holders referred to in Section 8.1, 8.2 and 8.4, may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by a resolution signed by all the Holders or passed by the affirmative vote of not less than (a) in the case of Section 8.1, 8.2 and 8.4, 51% and (b) otherwise, two-thirds, in each case of the votes cast by the Holders who voted in respect of that resolution at a meeting of the Holders duly called for that purpose and at which the Holders of at least 10% of the outstanding Series A Shares are present in person or represented by proxy. If at any such meeting a quorum is not present or represented by proxy within one-half hour after the time appointed for such meeting, then the meeting shall be adjourned to such date not less than 15 days thereafter and to such time and place as may be designated by the chairman of such meeting, and not less than 10 days' written notice shall be given of such adjourned meeting. At such adjourned meeting, the Holder(s) of Series A Shares represented in person or by proxy may transact the business for which the meeting was originally called and the Holders represented in person or by proxy shall form the necessary quorum. At any meeting of Holders as a series, each Holder shall be entitled to one (1) vote in respect of each Series A Share held by such Holder.

9.2 Formalities, etc.

The proxy rules applicable to, the formalities to be observed in respect of the giving notice of, and the formalities to be observed in respect of the conduct of, any meeting or any adjourned meeting of Holders shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders or, if not so prescribed, as required by law. On every poll taken at every meeting of Holders, each Holder entitled to vote thereat shall have one vote in respect of each Series A Share held by such Holder.

10. Tax Election

The Corporation will elect, in the manner and within the time provided under the Tax Act, under subsection 191.2(1) of Part VI.1 of the Tax Act, or any successor or replacement provision of similar effect, and take all other necessary action under the Tax Act, to pay or cause payment of tax under Part VI.1 of the Tax Act at a rate such that the corporate Holders will not be required to pay tax on dividends received on the Series A Shares under section 187.2 of Part IV.1 of the Tax Act or any successor or replacement provision of similar effect.

11. Communications with Holders

Except as specifically provided elsewhere in these Series A Share provisions, any notice, cheque, invitation for tenders or other communication from the Corporation herein provided for shall be sufficiently given, sent or made if delivered or if sent by first class unregistered mail, postage prepaid, to each Holder at the last address of such Holder as it appears on the securities register of the Corporation or, in the case of joint Holders, to the address of the Holder whose name appears first in the securities register of the Corporation as one of such joint Holders, or, in the event of the address of any of such Holders not so appearing, then to the last address of such Holder known to the Corporation. Accidental failure to give such notice, invitation for tenders or other communication to one or more Holders shall not affect the validity of the notices, invitations for tenders or other communications properly given or any action taken pursuant to such notice, invitation for tender or other communication but, upon such failure being discovered, the notice, invitation for tenders or other communication, as the case may be, shall be sent forthwith to such Holder or Holders.

If any notice, cheque, invitation for tenders or other communication from the Corporation given to a Holder is returned on three consecutive occasions because the Holder cannot be found, the Corporation shall not be required to give or mail any further notices, cheques, invitations for tenders or other communications to such Holder until the Holder informs the Corporation in writing of such Holder's new address.

If the Corporation determines that mail service is or is threatened to be interrupted at the time when the Corporation is required or elects to give any notice hereunder by mail, or is required to send any cheque or any share certificate to a Holder, whether in connection with the redemption of such share or otherwise, the Corporation may, notwithstanding the provisions hereof:

- (a) give such notice by publication thereof once in a daily English language newspaper of general circulation published in each of Vancouver, Calgary, Winnipeg, Toronto, Montreal and Halifax, and once in a daily French language newspaper published in Montreal and such notice shall be deemed to have been validly given on the day next succeeding its publication in all of such cities; and
- (b) fulfill the requirement to send such cheque or such share certificate by arranging for the delivery thereof to such Holder by the Transfer Agent, and such cheque and/or share certificate shall be deemed to have been sent on the date on which notice of such arrangement shall have been given as provided in (a) above,

provided that as soon as the Corporation determines that mail service is no longer interrupted or threatened to be interrupted, such cheque or share certificate, if not theretofore delivered to such Holder, shall be sent by mail as herein provided.

Upon any transfer of the Series A Shares, the transferee shall provide notice in writing to the Corporation of its name and address, together with a representation as to whether it is or is not a non-resident of Canada for purposes of the *Income Tax Act* (Canada).

Each Holder of Series A Shares will provide the Corporation with such information as the Corporation reasonably requests from time to time in order for the Corporation to determine whether any payment in respect of the Series A Shares is subject to withholding tax (or a reduction or exemption therefrom).

12. Interpretation

12.1 Definitions

For the purposes hereof, the following capitalized terms shall have the following meanings, unless the context otherwise requires:

"Accrued Series A Dividends" has the meaning attributed to it in Section 1.1.

"Annual Dividend Rate" has the meaning attributed to it in Section 1.1.

"Book-Entry Only System" means the record book-entry only securities transfer and pledge system administered by the Depository in accordance with its operating rules and procedures in force from time to time or any successor system thereof.

"Board" means the board of directors of the Corporation.

"Business Day" means any day, other than a Saturday, Sunday or statutory holiday, on which banks in Toronto, Ontario are open for commercial banking business;

"Buyer" has the meaning attributed to it in Section 5.1.

"CBCA" means the *Canada Business Corporations Act*, as amended or replaced from time to time.

"Change of Control" means, in relation to the Corporation: (a) a merger, amalgamation, plan of arrangement or other transaction or series of related transactions resulting in the combination of the Corporation with or into another entity, where the holders of Subordinate Voting Shares of the Corporation immediately prior to any such transaction, directly or indirectly, do not continue to hold more than a 50% voting interest in (i) the continuing or surviving entity immediately following such transaction, or (ii) if the continuing or surviving entity is a wholly owned subsidiary of another corporation immediately following such transaction, the parent corporation of such continuing or surviving entity; (b) the sale, lease, license, transfer or other disposition of all or substantially all of the Corporation's assets (other than to an affiliate of the Corporation);

or (c) a transaction, or series of related transactions, as a result of which any person or group of affiliated persons becomes the beneficial owner, directly or indirectly, of securities of the Corporation representing at least 50% of the total voting power represented by the Corporation's then outstanding voting securities.

"**Change of Control Payment**" has the meaning attributed to it in Section 5.1.

"**Convertible Securities**" means any agreement, option, warrant, right or other security or conversion privilege issued or granted by the Corporation or any of its affiliates that is exercisable or convertible into, or exchangeable for, or otherwise carries the right of the holder to purchase or otherwise acquire Subordinate Voting Shares, including pursuant to one or more multiple exercises, conversions and/or exchanges.

"**Corporation Redemption Price**" has the meaning attributed to it in Section 2.1.

"**Depository**" means CDS Clearing and Depository Services Inc. and its nominees or any successor carrying or other depository carrying on the business as a depository, which is approved by the Corporation, acting reasonably.

"**Dividend Payment Date**" has the meaning attributed to it in Section 1.1.

"**Dividend Period**" means each period from and including the last calendar day (each, a "**Quarter End Date**") of March, June, September and December in each year, to but excluding the next succeeding Quarter End Date.

"**Holdings**" has the meaning attributed to it in Section 1.1.

"**Holder Redemption Date**" has the meaning attributed to it in Section 3.2.

"**Holder Redemption Notice**" has the meaning attributed to it in Section 3.2.

"**Holder Redemption Price**" has the meaning attributed to it in Section 3.1.

"**in priority to**", "**on a parity with**" and "**junior to**" have reference to the order of priority in payment of dividends and in the distribution of assets in the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

"**Independent Directors**" means the Subordinate Voting Directors who are not the Chief Executive Officer.

"**Independent Directors Matters**" has the meaning attributed to it in Section 8.6.

"**Issue Date**" means the date on which Series A Shares are first issued.

"**Liquidation Preference**" has the meaning attributed to it in Section 4.

"Make-Whole Payment" means an amount equal to the excess, if any, of (i) the aggregate Canadian federal and provincial income tax that a Holder would be liable to pay solely as a result of the sale of the Series A Shares to the Buyer pursuant to the Change of Control, over (ii) the aggregate Canadian federal and provincial income tax that a Holder would be liable to pay solely as a result of the redemption of the Series A Shares by the Corporation for the Corporation Redemption Price in connection with such Change of Control.

"Preferred Directors" has the meaning attributed to it in Section 8.1.

"Preferred Shares" has the meaning attributed to it in the introductory paragraph to these Series A Share provisions.

"Series A Dividends" has the meaning attributed to it in Section 1.1.

"Series A Shares" has the meaning attributed to it in the introductory paragraph to these Series A Share provisions.

"Subordinate Voting Directors" means the directors who are members on the Board who are not Preferred Directors.

"Tax Act" means the *Income Tax Act* (Canada).

"Transfer Agent" means Computershare Investor Services Inc., a trust company existing under the laws of Canada, or such other person as from time to time may be the registrar and transfer agent for the Series A Shares.

12.2 **Interpretation of Terms**

In these Series A Share provisions:

- (a) in the event that any date on which any Series A Dividend is payable by the Corporation, or any date on or by which any other action is required to be taken or determination made by the Corporation or the Holders hereunder, is not a Business Day, then such dividend shall be payable, or such other action shall be required to be taken or determination made, on the next succeeding day that is a Business Day;
- (b) in the event of the non-receipt of a cheque by a Holder entitled to the cheque, or the loss or destruction of the cheque, the Corporation, on being furnished with reasonable evidence of non-receipt, loss or destruction, and an indemnity reasonably satisfactory to the Corporation, will issue to the Holder a replacement cheque for the amount of the original cheque;
- (c) the Corporation will be entitled to deduct or withhold from any amount payable to a Holder under these Series A Share provisions any amount required by law to be deducted or withheld from that payment and any reference herein to the Corporation deducting tax and remitting to a taxing authority shall be interpreted

to include deducting any such amount required by law to be deducted or withheld and remitted to the applicable authorities;

- (d) reference to any statute is to that statute as in force from time to time, including any regulations, rules, policy statements or guidelines made under that statute, and includes any statute which may be enacted in substitution of that statute;
- (e) if it is necessary to convert any amount into Canadian dollars, the Corporation will select an appropriate method and rate of exchange to convert any non-Canadian currency into Canadian dollars; and
- (f) all references herein to a Holder shall be interpreted as referring to a registered Holder.

13. Book-Entry Only System

13.1 Transfers etc. Through Participants

If the Series A Shares are held through the Book-Entry Only System, then the beneficial owner thereof shall provide instructions with respect to Series A Shares only to the Depository participant through whom such beneficial owner holds such Series A Shares or otherwise through the Depository's systems and registrations of ownership, transfers, purchases, surrenders and exchanges of Series A Shares will be made only through the Book-Entry Only System. Beneficial owners of Series A Shares will not have the right to receive share certificates representing their ownership of the Series A Shares.

13.2 Depository is Registered Holder

For the purposes of these Series A Share provisions, as long as the Depository, or its nominee, is the registered Holder of the Series A Shares, the Depository, or its nominee, as the case may be, will be considered the sole Holder of the Series A Shares for the purpose of receiving notices or payments on or in respect of the Series A Shares, including payments of Series A Dividends, the Redemption Price or accrued and unpaid dividends.

SCHEDULE B

8 – Other provisions, if any

1. Authorization to Appoint Additional Directors

The directors may, within the maximum number permitted by the articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of the shareholders, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders

2. Meetings of Shareholders Outside Canada

Meetings of shareholders of the Corporation may be held at London, England.

3. Disclosure of Interests in Shares

The provisions of rule 5 of the Disclosure and Transparency Rules (the "**Disclosure and Transparency Provisions**") and section 793 of the *Companies Act 2006* (UK) (as amended) (the "**2006 Act Provisions**") are incorporated by reference herein, subject to applicable law.

The Disclosure and Transparency Provisions detail the circumstances in which a person may be obliged to notify the Corporation that he or she has an interest in voting rights in respect of the Subordinate Voting Shares of the Corporation (a "**notifiable interest**"), or has had a notifiable interest, in Subordinate Voting Shares. An obligation to notify the Corporation arises (a) when a person is interested in 3 per cent or more of the voting rights attaching to the Subordinate Voting Shares and (b) where such person's interest alters by a complete integer of one per cent of the Subordinate Voting Shares.

The 2006 Act Provisions permit the Corporation to serve a notice on any person where the Corporation has reasonable cause to believe such person is interested in the Corporation's Subordinate Voting Shares or has been interested in the Corporation's Subordinate Voting Shares at any time during the three years immediately preceding the date on which the notice is issued. Such notice may require the person to confirm or deny that he or she is or was interested in the Corporation's Subordinate Voting Shares and, if he or she holds, or has during that time held, any such interest to give such further information as may be required in accordance with the 2006 Act Provisions.

The full text of the Disclosure and Transparency Provisions and the 2006 Act Provisions will be made available to any shareholder free of charge on application to the Secretary of the Corporation.

4. Obligation to Notify

Each holder of shares of the Corporation shall be under an obligation to make certain notifications in accordance with the provisions of this section 4.

If at any time the Corporation shall have a class of shares admitted to trading on the AIM market operated by the London Stock Exchange ("**AIM**"), the provisions of Chapter 5 of the Disclosure and Transparency Rules, as amended from time to time ("**DTR5**") of the UK Financial Services Authority Handbook (the "**Handbook**") shall, subject to applicable law, be deemed to be incorporated by reference into these articles and accordingly the vote holder and issuer notification rules set out in DTR5 shall apply to the Corporation and each holder of shares of the Corporation.

For the purposes of the incorporation by reference of DTR5 into these articles and the application of DTR5 to the Corporation and each holder of shares of the Corporation, the Corporation shall (for the purposes of this section 4 only) be deemed to be an "**issuer**", as such term is defined in DTR5 (and not, for the avoidance of doubt, a "**non-UK issuer**", as such term is defined in DTR5).

For the purposes of this section 4 only, defined terms in DTR5 shall bear the meaning set out in DTR5, and if the meaning of a defined term is not set out in DTR5, the defined term shall bear the meaning set out in the Glossary to the Handbook (in such case, read as the definition applicable to DTR5).

5. Failure to Notify

Subject to applicable law and without any obligation on the Corporation to act, if at any time the Corporation shall have a class of shares admitted to trading on AIM, the 2006 Act Provisions and any successor act thereto, which provisions are incorporated by reference in these articles and available to the shareholders of the Corporation from the Secretary of the Corporation at no charge, shall apply to the holders of shares of such listed class of capital stock.

SCHEDULE II
REDKNEE SOLUTIONS INC.
(the "Corporation")
CHARTER FOR THE
BOARD OF DIRECTORS

1. Purpose

- 1.1 The Board of Directors (the "Board") have the duty to supervise management of the business and the affairs of the Corporation. The Board, directly and through its committees, and the Chair of the Board shall provide direction to senior management, generally through the Chief Executive Officer (the "CEO"), to pursue the interests of the Corporation.

2. Independence and Conflict of Interest

- 2.1 The majority of the Board Members shall be independent directors, as that term is defined under National Instrument 52-110. The Chairman of the Board need not be an independent director, as that term is defined under National Instrument 52-110.
- 2.2 The Board shall review the independence of its members as well as review any potential conflict of interest situations at least on an annual basis.

3. Committees of the Board

- 3.1 The Board shall establish appropriate Committees to deal with subject matter areas and shall appoint the members of each Committee from amongst the directors of the Corporation. These Committees shall be comprised of at least one independent Director and the remaining members of the Committees need not be independent Directors. For purposes of the Audit Committee, whether or not a committee member is "independent" will be determined in accordance with the definition of such term under *National Instrument 52-110 – Audit Committees*. For purposes of the Compensation Committee and the Nomination and Governance Committee, whether or not a committee member is "independent" will be determined in accordance with the definition of such term under *National Policy 58-201 – Corporate Governance Guidelines*. The Committees shall set out their roles and responsibilities in formal Charters which shall be approved by the Board and made publicly available. Each Committee Chair shall be appointed by the Board, shall report to the Board after each Committee meeting and shall annually provide the Board with a report on its activities in the previous year.

As a minimum the Committees shall comprise:

- a) Audit Committee

- b) Compensation Committee
- c) Nomination and Governance Committee

4. **Position Descriptions**

- 4.1 The Board shall develop clear position descriptions for the Chair of the Board and the Chair of each Board Committee, and approve any changes as recommended by the Nomination and Governance Committee. In addition, the Board, together with the CEO, shall approve a clear position description for the CEO, which includes delineating management's responsibilities.

On recommendation by the Audit Committee, the Board will approve any changes to the CFO position description.

5. **Corporate Governance Statement**

- 5.1 The Board shall develop the Corporation's approach to corporate governance, including publishing a Corporate Governance Statement annually that describes how it achieves good governance. The Corporate Governance Statement shall, at a minimum, describe how each of the principles of good governance and best practices contained in the Corporate Governance Guidelines set out under National Policy 58-201 (the "Corporate Governance Guidelines") issued by the Canadian Securities Administrators, is put into practice by the Corporation and also describe any additional corporate governance standards and procedures that the Corporation applies beyond these basic levels. Where, the Corporation is unable to comply with these guidelines, the Corporate Governance Statement shall describe how the features of good governance are being achieved.

6. **Management Authority Guidelines**

- 6.1 The Board should develop formal Management Authority Guidelines delineating authority retained by the Board and authority delegated to the CEO and the other members of the Executive Team. The Authority Guidelines shall also clearly state matters which should be presented to the Board and its Committees. These matters shall include significant changes to management structure and appointments; strategic and policy considerations; major acquisitions and capital expenditures; major marketing initiatives; significant agreements, contracts and negotiations; significant finance related and other general matters.

7. **Strategic Planning**

- 7.1 The Board shall adopt a strategic planning process and approve, on at least an annual basis, a strategic plan which takes into account, among other things, the opportunities and risks of the business with frequent input from management on the Corporation's performance against the strategic plan.

8. **Risk Management and Internal Controls**

- 8.1 The Board shall identify the principal risks of the Corporation's business, shall ensure

that appropriate systems are implemented to manage these risks, and shall receive updates on the status of risk management activities and initiatives annually or more frequently as appropriate.

- 8.2 The Board shall, at least annually, provide oversight to a review of the effectiveness of the Corporation's system of internal controls. The review should cover all material controls, including financial, operational and compliance controls and risk management systems. The Board shall provide adequate oversight to the financial reporting process including the information systems processing. The Board shall verify the internal financial, operational and compliance controls and risk management systems have been established by management.

9. **Ethical Standards**

- 9.1 The Board shall adopt a written Code of Ethics and Business Conduct (“the Code”) and shall establish the appropriate “tone at the top”. To the extent feasible, the Board shall satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization. Any waivers from the Code that are granted for the benefit of the Corporation's directors or executive officers should be granted by the Board only.

- 9.2 The Board shall establish an Ethics and Compliance Committee and on recommendation from the Nomination and Governance Committee will approve any amendments to the mandate of the Ethics and Compliance Committee as required.

- 9.3 The Board shall receive the report of the Ethics and Compliance Committee on an annual basis with respect to the Committee’s activities during the year.

10. **Whistle Blower Policy**

- 10.1 The Board shall establish a Whistle Blower policy and ensure that there are adequate procedures for it to be apprised on a timely basis and in sufficient detail of all concerns raised by employees, officers and directors of the Corporation and external parties regarding instances of misconduct including illegal or unethical behaviour, fraudulent activities, and violation of Corporation policies, particularly with respect to accounting, internal accounting controls or auditing matters and that such concerns are properly received, reviewed, investigated, documented and brought to an appropriate resolution.

11. **Oversight of Financial Performance**

- 11.1 The Board shall approve the annual budget on the recommendation of the Audit Committee and periodically receive an analysis of actual results versus approved budgets. The Board shall approve the annual and interim reports to shareholders, including the financial statements and MD&A.

12. **Auditor Matters**

- 12.1 The Board shall review and approve the recommendation of the Audit Committee to put before the shareholders for approval at the annual general meeting, the appointment, re-appointment and removal of the Corporation's Auditors and to approve the remuneration and terms of engagement of the Corporation's Auditors.

13. **Board Policies**

- 13.1 The Board may establish and maintain Board policies that establish the parameters for management of the Corporation, with consideration of legal and regulatory requirements, risk tolerance and the Corporation's strategies and objectives. The Board has established the following policies:

- (a) Whistle Blower Policy;
- (b) Code of Conduct and Business Ethics;
- (c) Insider Trading Policy;
- (d) Policy on Disclosure;
- (e) Majority Voting Policy;
- (f) Diversity Policy; and
- (g) Share Ownership Guidelines.

14. **Management Oversight**

- 14.1 The Board shall approve the corporate goals and objectives relevant to CEO compensation and evaluate the CEO's performance in light of those corporate goals and objectives.
- 14.2 The Board shall approve the compensation of the CEO, including salary, bonus, long term incentives and material benefits.
- 14.3 The Board shall provide oversight on the recommendation of the Nomination and Governance Committee regarding the appointment and succession plans for the Board and Executive Officers (including appointing, training and monitoring the CEO and other members of the Executive Teams).
- 14.4 The Board shall approve the compensation of executive officers and the appointment and termination of those individuals. All management incentive plans tied to performance shall be approved by the Board. The Board shall provide oversight to the determination of Senior Management responsibilities.

15. **Dialogue with Shareholders and Disclosure**

- 15.1 The Board shall establish a Disclosure and Compliance Committee responsible for

overseeing the Corporation's Disclosure Policy and Insider Trading Policy.

- 15.2 The Nomination and Governance Committee and Audit Committee will recommend any changes to the Disclosure and Compliance Committee Mandate to the Board for approval.
- 15.3 The Board shall adopt a Disclosure Policy for the Corporation and there shall be a dialogue with shareholders based on the mutual understanding of objectives. The Board as a whole has responsibility for ensuring that a satisfactory dialogue with shareholders takes place. The Board shall appoint one of the independent non-executive Directors to be the senior independent Director who shall be available to shareholders if they have concerns which contact through the normal channels of Chairman, CEO or the Chief Financial Officer has failed to resolve or for which such contact is inappropriate.
- 15.4 The Chairman of the Board shall be available at the Annual General Meeting of the Corporation to respond to any shareholder questions on the activities and responsibilities of the Board.

16. Meeting Procedures

- 16.1 The Board shall meet at least quarterly and at such times and with such frequency as the Board shall determine is appropriate to meet its responsibilities. A quorum of the Board shall consist of a majority of the Directors. At least seven days' notice of any meeting of the Board shall be given, although such notice may be waived or shortened with the consent of all the members of the Board.
- 16.2 The independent directors shall hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance.
- 16.3 In setting the meeting agendas, the Chairman of the Board shall encourage members of the Board to provide input in order to address emerging issues.
- 16.4 The Board shall set its annual agenda to ensure compliance with the requirements of the Corporate Governance Guidelines and shall cause the same to be done by its Committees with respect to their Charters. The Board shall review and approve the annual agendas of its Committees.
- 16.5 The Board shall be supplied in a timely manner with information (including regular management financial information) and resources in a form and of a quality appropriate to enable it to discharge its duties and to allow monitoring of management's objectives and strategies.
- 16.6 The Secretary of the Board shall circulate the minutes of meetings of the Board to all members of the Board for review and comments.

16.7 Directors are expected to attend every Board meeting and review all meeting materials in advance of the meetings.

17. **Board Effectiveness**

17.1 The Board shall review the Corporate Governance Guidelines on an annual basis to ensure that they remain relevant and cause the same to be done by each of its Committees of their Charter.

17.2 In conjunction with the Nomination and Governance Committee, the Board shall adopt a process for nominating or appointing individuals as directors, including:

- (a) Consider what competencies and skills the Board, as a whole, should possess;
- (b) Assess what competencies and skills each existing director possesses; and
- (c) Consider the appropriate size of the Board, with a view to facilitating effective decision-making.

17.3 The Board, its Committees and each individual Director shall regularly conduct a self-assessment regarding his, her or its effectiveness and contribution. A self-assessment shall consider in the case of the Board or a Board Committee, its Charter and in the case of an individual Director, the applicable position description(s), as well as the competencies and skills each individual Director is expected to bring to the Board.

17.4 The Board shall provide continuing education opportunities for all Directors, so that individuals may maintain or enhance their skills and abilities as Directors, as well as to ensure their knowledge and understanding of the Corporation's business remains current.

17.5 The Board shall ensure that all new Directors receive a comprehensive orientation. All new Directors should fully understand the role of the Board and its Committees, as well as the contribution individual Directors are expected to make (including, in particular, the commitment of time and resources that the Corporation expects from its Directors). All new directors should also understand the nature and operation of the Corporation's business.

18. **Board Administration**

18.1 The Board shall establish and monitor procedures for identification of and dealing with conflicts of interest. Directors shall recuse themselves from a particular matter where there may be a perception of conflict or a perception that they may not bring objective judgment to the consideration of the matter.

- 18.2 The Board shall not take any action which may confer on certain shareholders or other parties an unfair advantage at the expense of other shareholders or the Corporation.
- 18.3 Directors shall annually complete a Directors and Officers Questionnaire to facilitate the detection of any independence issues or conflicts of interest at the Board level.
- 18.4 The Board shall oversee an annual review of director compensation to ensure development of a compensation strategy that properly aligns the interests of Directors with the long-term interests of the Corporation and shareholders.
- 18.5 The Corporation shall indemnify Directors against losses that may arise from the appropriate exercise of their authority as Directors, and shall arrange for an adequate level of Directors and Officers Liability Insurance to supplement this indemnification.
- 18.6 The Board shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers being necessary or advisable in order to perform its duties and responsibilities.
- 18.7 The Board shall be entitled to engage independent counsel and other advisors as it considers necessary to carry out its duties and to set and pay the compensation for any such advisors.
19. **No Rights Created**
- 19.1 This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Board functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements as well as in the context of the Corporation's articles and By-laws, it is not intended to establish any legally binding obligations.