

FINDEV INC.

**Notice of Meeting
and
Information Circular**

in respect of an

**ANNUAL MEETING OF SHAREHOLDERS
to be held on November 17, 2016**

INFORMATION CIRCULAR

Dated October 20, 2016

FINDEV INC.
NOTICE OF MEETING OF SHAREHOLDERS
to be held on November 17, 2016

NOTICE IS HEREBY GIVEN that an annual meeting (the **Meeting**) of the holders (**Shareholders**) of common shares (**Common Shares**) in the capital of Findev Inc. (**Findev**) will be held at the offices of Norton Rose Fulbright Canada LLP, Royal Bank Plaza, South Tower, Suite 3800, 200 Bay Street, Toronto, ON M5J 2Z4, Canada, on Thursday, November 17, 2016 at 4:00 p.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements for the year ended May 31, 2016 and the report of the auditors thereon;
2. to elect the directors of Findev to serve until the next annual meeting of the Shareholders or until their successors are duly elected or appointed;
3. to appoint the auditors of Findev for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors; and
4. to transact such other business as may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Specific details of the matters to be put before the Meeting are set forth in the proxy statement and Information Circular of Findev dated October 20, 2016 for more detailed information with respect to the matters to be considered at the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to Computershare Trust Company of Canada, the registrar and transfer agent of the Company, at 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by facsimile, at 1-866-249-7775 (toll free) or 1-416-263-9524 (outside North America), by no later than 4:00 p.m. on November 15, 2016 or two (2) days (not including Saturdays, Sundays and statutory holidays observed in Toronto, Ontario) preceding the date of any adjournment. Late proxies may be accepted or rejected by the Chairman of the Meeting at his or her discretion, and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice. If you are unable to attend the Meeting, we encourage you to complete the enclosed form of proxy as soon as possible.

If you are not a registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the form of proxy in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of Findev have fixed October 19, 2016 as the record date. Only Shareholders whose names are entered on the register of Findev at the close of business on October 19, 2016 will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the record date and the transferee of those Common Shares establishes ownership of such Common Shares and demands, not later than ten (10) days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Toronto, Ontario this 20th day of October, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "*Sruli Weinreb*"

Sruli Weinreb
Chief Executive Officer

FINDEV INC.

INFORMATION CIRCULAR

**FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, NOVEMBER 17, 2016**

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Findev Inc. (Findev or the Corporation) for use at the annual meeting (the Meeting) of the holders (Shareholders) of common shares in the capital of Findev (Common Shares). The Meeting will be held at the offices of Norton Rose Fulbright Canada LLP, 200 Bay Street, Suite 3800, Toronto, Ontario M5J 2Z4, Canada, on Thursday, November 17, 2016 at 4:00 p.m. (Toronto time), and at any adjournments thereof for the purposes set forth in the Notice of Meeting of Shareholders (**Notice of Meeting**) accompanying this Information Circular. Information contained herein is given as of October 20, 2016 unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail, but may also be by telephone, facsimile or in person by directors, officers and employees of Findev who will not be additionally compensated therefor. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by Findev.

APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are directors and/or officers of Findev. **A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent such Shareholder at the Meeting other than the persons designated in the enclosed form of proxy by inserting the name of the chosen nominee in the space provided for that purpose on the form of proxy and by striking out the printed names.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing, or if the Shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. To be acted upon, the proxy must be deposited with Computershare Trust Company of Canada, the registrar and transfer agent of Findev, at 8th floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, or by facsimile, at 1-866-249-7775 (toll free) or 1-416-263-9524 (outside North America), by no later than 4:00 p.m. (Toronto time) on November 15, 2016 or two days (not including Saturdays, Sundays and statutory holidays observed in Toronto, Ontario) preceding the date of any adjournment.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the registered office of Findev at any time up to and including the last day (not including Saturdays, Sundays and statutory holidays observed in Toronto, Ontario) preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used or with the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many Shareholders of Findev, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as **Beneficial Shareholders**) should note that only proxies deposited by Shareholders whose names appear on the records of Findev as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of Findev. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of "CDS & Co." (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by Findev. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (**Broadridge**). Broadridge typically mails a scanable voting instruction form in lieu of the form of proxy. The Beneficial Shareholder is requested to complete and return the voting instruction form to them by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number or visit www.proxyvote.com to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his or her broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. A Beneficial Shareholder who wishes to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own name in the blank space on the instrument of proxy provided and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting on any matter that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the Common Shares represented by the proxy will be voted or withheld from voting in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting then discretionary**

authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.

At the time of printing of this Information Circular, the management of Findev knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

INFORMATION CONCERNING FINDEV

Findev Inc. (formerly TransGaming Inc.) was formed by the amalgamation of TransGaming Technologies Inc. and TransGaming Inc. on May 31, 2006 pursuant to the CBCA. The head and registered office of Findev is located at Royal Bank Plaza, South Tower, Suite 3800, 200 Bay Street, Toronto, ON M5J 2Z4, Canada. Findev is a reporting issuer in the Provinces of Alberta, British Columbia, Ontario and Quebec.

Subsequent to the year ended May 31, 2016, Findev has undertaken the process of completing a change of business from one focused on the digital distribution of games for Smart TVs, next-generation set-top boxes and over-the-top devices, to that of lending to, investing in and financing real estate transactions, as more particularly described in its management information circular dated August 23, 2016. Additional information concerning the proposed change of business is available on SEDAR at www.sedar.com.

Subject to completion of the proposed change of business, the Common Shares will continue to be listed and posted for trading on the TSXV under the trading symbol "FDI".

On September 16, 2016, the Corporation consolidated its Common Shares by a ratio of 35:1. All references herein to numbers of Common Shares and the related per share price of Common Shares are on a post-consolidation basis.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

None of the directors or senior officers of Findev are aware of any material interest of any director or nominee for director, or senior officer or anyone who has held office as such since the beginning of Findev'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 as disclosed in this Information Circular.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The board of directors of Findev (the **Board** or **Board of Directors**) have fixed October 19, 2016 as the record date. Shareholders at the close of business on October 19, 2016 are entitled to receive notice of the Meeting and to vote at the Meeting or at any adjournments thereof on the basis of one (1) vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to October 19, 2016; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten (10) days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote his or her Common Shares at the Meeting.

Findev is authorized to issue an unlimited number of Common Shares and an unlimited number of Class B Preferred Shares, without nominal or par value. As at the date hereof, no Class B Preferred Shares were issued and outstanding and 22,768,759 Common Shares were issued and outstanding as fully paid and non-assessable shares in the capital of Findev.

The Corporation's Class B Preferred Shares may be issued in one (1) or more series, and the directors are authorized to fix the number of shares in each series, and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. The Class B Preferred Shares are entitled

to a priority over the Common Shares with respect to the payment of dividends and the distribution of assets upon the liquidation of the Corporation.

The holders of Common Shares are entitled to one (1) vote per Common Share at meetings of Shareholders, to receive any dividend when declared by the Board and to receive *pro rata* upon liquidation, dissolution or winding-up of Findev, the remaining property of Findev upon dissolution.

As of October 20, 2016, Findev has not declared or paid dividends on the Common Shares. The decision made by the Board to pay dividends from time to time will be based upon, among other things, the level of cash flow, results of operations and financial condition, the need for funds to finance ongoing operations and other business and legal considerations as the Board considers relevant.

To the knowledge of the directors and executive officers of Findev, no person, firm or corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying ten percent (10%) or more of the voting rights attached to any class of voting securities of Findev other than the following:

Name of Holder	Type of Ownership	Number of securities beneficially owned or controlled	Percentage of the class of outstanding voting securities
Plazacorp Holdings Limited	Direct	8,891,667	39%

The above information, not being within the knowledge of Findev, has been derived from information provided by such person or from public sources available to Findev.

As at the date of this Information Circular, the directors and officers as a group owned beneficially, directly and indirectly, 339,760⁽¹⁾ Common Shares of Findev, representing 1.49% of the presently issued and outstanding Common Shares.

Notes:

1. Does not include Common Shares held by Plazacorp Holdings Limited.

STATEMENT OF EXECUTIVE COMPENSATION

The purpose of this Statement of Executive Compensation is to provide information about Findev's executive compensation objectives and processes and to discuss compensation decisions relating to certain named executive officers for the twelve (12) month period ending May 31, 2016.

Compensation Discussion and Analysis

Securities legislation requires the disclosure of compensation received by each Named Executive Officer of the Corporation for the three (3) most recently completed financial years. “**Named Executive Officer**” or “**NEOs**” is defined by the legislation to mean (i) each of the Chief Executive Officer and the Chief Financial Officer of the Corporation, despite the amount of compensation of that individual, (ii) each of the Corporation’s three (3) most highly compensated executive officers, other than the Chief Executive Officer and the Chief Financial Officer, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus exceeds \$150,000, and (iii) any additional individual for whom disclosure would have been provided under (ii) but for the fact that the individual was not serving as an executive officer of the Corporation at the end of its most recently completed financial year.

“**Executive Officer**” is defined by the legislation to mean (i) the chair of the Corporation, (ii) a vice-chair of the Corporation, (iii) the President of the Corporation, (iv) a vice-president of the Corporation in charge of a principal business unit, division or function such as sales, finance or production, or (v) an officer of the Corporation or any of its subsidiaries or any other person who performed a policy-making function in respect of the Corporation.

During the Corporation’s most recently completed financial year, the Corporation had three (3) Named Executive Officers: Mr. Dennis Ensing, Chief Executive Officer, Mr. Gavriel State, Chief Technology Officer, and Mr. Ankit Patel, Vice President of Finance. The aggregate cash compensation (including salaries, fees, directors fees, commissions, bonuses paid for services rendered during the most recently completed financial year, bonuses paid for services rendered in the previous year, and any compensation other than bonuses earned during the most recently completed financial year, the payment of which was deferred) paid to the Named Executive Officers (or corporations controlled by Named Executive Officers), in the capacity of Named Executive Officers, for the most recently completed financial year, was \$414,826.

The Board as a whole makes the determination as to the appropriate level of remuneration for the directors and NEOs of the Corporation. Remuneration is assessed and determined by taking into account such factors as the size of the Corporation and the level of compensation earned by directors and officers of companies of comparable size and industry. The Corporation performs an assessment of compensation for directors and officers of comparable companies from time-to-time and the results of this assessment coupled with the background, experience and judgment of the members of the Board serve as the basis for determination of compensation of the Corporation’s directors and officers.

Other than as described herein, the Corporation did not pay any additional compensation to the Named Executive Officers, Executive Officers or directors (including personal benefits and securities or properties paid or distributed, which compensation was not offered on the same terms to all full-time employees) during the last completed financial year.

Compensation Governance and Process

The Corporation’s Governance, Nomination and Compensation Committee is a committee of the Board charged with the responsibility of assisting the Board to: (a) develop, monitor and ensure the effectiveness of the Corporation’s corporate governance policies and practices; (b) identify and select nominees for election to the Boards; (c) evaluate the effectiveness and performance of individual directors, the Board and its committees; (d) set the objectives for the CEO and evaluate CEO performance; and (e) establish and review compensation arrangements for the Corporation’s executive officers (collectively, **Senior Officers**).

For the year ended May 31, 2016, the Governance, Nomination and Compensation Committee was comprised of the following two (2) directors: Mr. John Nemanic and Mr. Damian Cristiani, both of whom are considered “independent” (as such term is defined in National Instrument 52-110). Each member, during their respective careers, has been involved in overseeing compensation programs at the executive

and/or board of director levels. The skills gained from this experience is relevant to their responsibilities as a member of the Governance, Nomination and Compensation Committee to make decisions on the suitability of the Corporation's compensation policies and practices.

Compensation Program

Compensation Program Design

Compensation Risk Management

The Governance, Nomination and Compensation Committee considered the implications of the risks associated with the Corporation's compensation policies and practices and concluded that the Corporation has policies and practises to ensure that the Named Executive Officers 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 option-based awards;
- quantitative and qualitative corporation-wide metrics contribute to the determination of the amount of incentive compensation to NEOs;
- there is a comprehensive code of conduct and a whistleblower policy that encourages reporting of imprudent corporate behaviour; and
- the Governance, Nomination and Compensation Committee is comprised entirely of independent directors.

The Governance, Nomination and 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.

Compensation Mix

The Corporation uses a mix of base salary, discretionary bonuses and stock options to meet its objectives of compensating, attracting, retaining and motivating officers and directors. The process used by the Board is based on discussion with management and collectively establishing certain metrics, objectives, and the meeting of internal and board approved budgets. To date, the Corporation has not engaged any third-party consultants to assist it with this process. The Corporation believes that the most effective compensation program is one that is competitive in the marketplace, rewards both individual achievement as well as the overall performance of the Corporation, and attempts to align the interests of executives with those of the Corporation's Shareholders. However, the Governance, Nomination and Compensation Committee and the Board recognize that these factors need to be balanced against the stage of the Corporation's development and its available resources.

Base Salary

Management of the Corporation is responsible for determining the appropriate level of base salary for all employees. The criteria used includes market level assessment, performance review and budget. The Board is responsible for determining CEO base salary and will review using the same criteria at each fiscal year end meeting.

Bonuses

The Board established performance criteria in February 2010 for the fiscal year ended May 31, 2011 for the Senior Officers for purposes of determining bonuses. These criteria were a combination of corporate

objectives including revenue and the Corporation's stock price, and individual targets based on functional areas of responsibility. Management elected to forego bonuses and compensation increases in fiscal 2011, fiscal 2012, fiscal 2014 and fiscal 2016. During the fiscal years ended May 31, 2013 and May 31, 2015, the Governance, Nomination and Compensation Committee conducted its analysis based on the aforementioned criteria and recommended to the Board remuneration adjustments for Senior Officers and senior management.

Share-based and Option-based Awards

The Corporation has adopted an incentive stock option plan, as amended from time to time (the **Stock Option Plan**) for the granting of stock options to the Corporation's officers, employees and directors. The purpose of granting such options is to assist the Corporation in compensating, attracting, retaining and motivating the participants in the Stock Option Plan and to closely align the personal interests of such persons to that of the Shareholders.

The Governance, Nomination and Compensation Committee receives recommendations from management periodically concerning grants to be made under the Stock Option Plan. The total number of options to be granted is set by the Governance, Nomination and Compensation Committee annually solely on a discretionary basis. The individual allocations to officers, directors and employees are then determined using established bands, which are based on a combination of position, seniority, tenure and the results of the individual's performance review. Previous grants are not taken into account. The Governance, Nomination and Compensation Committee then forwards its recommendation to the Board for final approval. The exercise price is set based on the closing market price of the Corporation's stock the day immediately preceding when the Board resolution is passed.

Summary Compensation Table

On September 16, 2016, the Corporation consolidated its Common Shares by a ratio of 35:1. All references herein to numbers of Common Shares and the related per share price of Common Shares are on a post-consolidation basis.

The following table reflects compensation paid to the Findev's three (3) most highly compensated executive officers, in addition to Findev's Chief Executive Officer (**CEO**) and Chief Financial Officer (**CFO**) for the twelve (12) month period ending May 31, 2016.

Name and principal position	Year*	Salary (\$)	Share based awards (\$)	Option based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (CA \$)
					Annual incentive plans	Long-term incentive plans			
Dennis Ensing ⁽¹⁾ Chief Executive Officer	2016	216,346	Nil	Nil	Nil	Nil	Nil	25,000	241,346
	2015	219,552	Nil	10,000 ⁽²⁾	Nil	Nil	Nil	Nil	229,552
	2014	200,000	Nil	17,500 ⁽³⁾	Nil	Nil	Nil	Nil	217,500
Gavriel State ⁽⁴⁾ Chief Technology Officer	2016	20,249	Nil	Nil	Nil	Nil	Nil	Nil	20,249
	2015	225,000	Nil	3,750 ⁽²⁾	Nil	Nil	Nil	Nil	228,750
	2014	225,000	Nil	17,500 ⁽³⁾	Nil	Nil	Nil	Nil	242,500
Ankit Patel ⁽⁵⁾ VP, Finance	2016	144,231	Nil	Nil	Nil	Nil	Nil	9,000	153,231
	2015	143,564	Nil	2,500 ⁽²⁾	Nil	Nil	Nil	2,850	148,914
	2014	44,384	Nil	7,000 ⁽³⁾	Nil	Nil	Nil	Nil	51,384

Notes:

1. On September 23, 2016, Mr. Ensing's role as the CEO came to an end. As of that date, Mr. Sruli Weinreb was appointed as the Corporation's CEO.
2. Stock options exercisable for Common Shares granted on February 6, 2015 pursuant to the Stock Option Plan (as defined below) at an exercise price of \$2.275 per Common Share and expiring on February 6, 2020. The fair value of these options was estimated at \$1.75 each using a Black-Scholes option-pricing model.
3. Stock options exercisable for Common Shares granted on April 22, 2014 pursuant to the Stock Option Plan (as defined below) at an exercise price of \$6.125 per Common Share and expiring on April 22, 2019. The fair value of these options was estimated at \$4.90 each using a Black-Scholes option-pricing model.
4. On June 15, 2015, Mr. Gavriel State resigned his position as Chief Technology Officer.
5. On September 23, 2016, Mr. Ankit Patel was appointed as the Corporation's CFO.

NEO Incentive Plan Awards

On September 16, 2016, the Corporation consolidated its Common Shares by a ratio of 35:1. All references herein to numbers of Common Shares and the related per share price of Common Shares are on a post-consolidation basis.

Outstanding Share-based Awards and Option-based Awards

There were no share-based awards outstanding to any NEO as at May 31, 2016.

The Stock Option Plan provides that the Board may from time to time, in its discretion, and in accordance with the requirements of the TSXV, grant to directors, officers, employees and technical consultants of the Corporation, non-transferable options to purchase Common Shares. The maximum number of Common Shares reserved for issuance under the Stock Option Plan is ten percent (10%) of the issued and outstanding Common Shares as at the date of the grant of an option under the Stock Option Plan. In connection with the foregoing, the number of the Common Shares reserved for issuance to: (a) any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares; and (b) all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised no later than ninety (90) days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one (1) year after such death, subject to the expiry date of such option. Under the TSXV policies, a rolling stock option plan must be approved and ratified by Shareholders on an annual basis.

As of the date hereof, there are 1,388,914 options that have been granted by the Corporation, exercisable at prices ranging from \$0.60 per share to \$19.95 per share, all of which are still outstanding. During the fiscal year ended May 31, 2016, no options were issued to officers and directors of the Corporation for their role in managing the Corporation.

The price per share at which shares may be purchased under the Stock Option Plan is determined by the Board. The minimum price cannot be lower than the Discounted Market Price (as defined in the Stock Option Plan) of the shares at the date of the grant of the option.

If an optionee ceases to be an Eligible Person (as defined in the Stock Option Plan) for any reason, other than as a result of termination for cause or death or disability, the optionee may exercise all options granted to the optionee which have vested and are exercisable on the date the optionee ceases to be an Eligible Person (the **Termination Date**), until the earlier of the Expiry Date and the date that is ninety (90) days after the Termination Date or thirty days after the Termination Date if the Eligible Person is an Investor Relations Person (as defined in the Stock Option Plan) (such period, the **Expiry Period**). Any unvested options granted to the optionee which vest after the Termination Date but prior to the end of the Expiry Period are exercisable by the optionee until the end of the Expiry Period.

If an optionee ceases to be an Eligible Person as a result of termination for cause, the optionee has no right to exercise any options granted to the optionee, whether vested or unvested, and all such optionee's options shall terminate as at the date of termination of employment and shall be void and of no further force or effect.

The following table sets forth information in respect of the options outstanding as at May 31, 2016 pursuant to the Stock Option Plan held by NEOs on a detailed basis.

Named Executive Officer / Position	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Dennis Ensing ⁽¹⁾ CEO	1,428	16.625	2017/01/11	0
	2,571	15.75	2017/03/07	0
	2,142	5.425	2018/01/24	0
	3,571	6.125	2019/04/22	0
	5,714	2.275	2020/02/06	0
Gavriel State ⁽²⁾ Founder & CTO	3,428	15.75	2017/03/07	0
	2,142	5.425	2018/01/24	0
	3,571	6.125	2019/04/22	0
	2,142	2.275	2020/02/06	0
Ankit Patel ⁽³⁾ VP, Finance	1,428	6.125	2019/04/22	0
	1,428	2.275	2020/02/06	0

Notes:

1. On September 23, 2016, Mr. Dennis Ensing's role as the CEO came to an end. As of that date, Mr. Sruli Weinreb was appointed as the Corporation's CEO.
2. On June 15, 2015, Mr. Gavriel State resigned his position as Chief Technology Officer of the Corporation.
3. On September 23, 2016, Mr. Ankit Patel was appointed as the Corporation's CFO.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information in respect of the value of options vested or earned during the fiscal year ended May 31, 2016 held by Named Executive Officers and directors of the Corporation.

Named Executive Officer	Option-based Awards – value ⁽¹⁾ vested during the year
Gavriel State Chief Technology Officer ⁽²⁾	Nil
Dennis Ensing Chief Executive Officer ⁽³⁾	Nil
Ankit Patel Vice President, Finance ⁽⁴⁾	Nil

Notes:

1. On May 6, 2016, the last day the Common Shares were trading in the fiscal year that ended May 31, 2016, the closing trading price was \$0.70. The intrinsic value of unexercised in-the-money options is calculated using this closing trading price and takes into account the exercise price of the options.
2. On June 15, 2015, Mr. Gavriel State resigned his position as Chief Technology Officer of the Corporation.

3. On September 23, 2016, Mr. Dennis Ensing's role as the CEO came to an end. As of that date, Mr. Sruli Weinreb was appointed as the Corporation's CEO.
4. On September 23, 2016, Mr. Ankit Patel was appointed as the Corporation's CFO.

Pension Plan Benefits and Deferred Compensation Plans

The Corporation did not provide compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as a Named Executive Officer, in connection with or related to the retirement, termination or resignation of such person and the Corporation has provided no compensation to such persons as a result of change in control of the Corporation, its subsidiaries or affiliates.

Termination and Change of Control Benefits

Other than as described herein, Named Executive Officers' employment agreements do not contain any contractual or non-contractual arrangements that might cause the amounts disclosed herein to be misleading if used as an indicator of expected compensation levels in future periods.

The employment agreement of Mr. Dennis Ensing provides for the payment of one (1) year's salary in the event of a termination of employment without cause, or in the event of a change of control of the Corporation where his employment does not continue under substantially the same terms (which as of fiscal 2016 would result in a payment of \$225,000 to Mr. Dennis Ensing). Mr. Dennis Ensing's employment agreement was amended on January 31, 2016 to provide that in the event of a reorganization of the Company pursuant to any transaction intending to be or resulting in a change of business or reverse take-over, Mr. Dennis Ensing shall be entitled to a payment of \$200,000 on termination of his employment. For clarity, under the terms of his original employment agreement, Mr. Dennis Ensing would not be entitled to the termination payment in the event of a change of business or reverse take-over, but would have been entitled to one (1) year's notice or pay in lieu of notice upon termination without cause.

Furthermore, for the sake of clarity, the employment agreements for Named Executive Officers do not contain specified arrangements for the payment of bonuses or the allocation of stock options or similar incentive compensation. The Board, on a discretionary basis, following a review and recommendation by the Governance, Nomination and Compensation Committee, determines all incentive compensation.

Directors' Compensation

During the fiscal year ended May 31, 2016, the Corporation paid cash remuneration to each of its directors (other than Mr. Gavriel State) for their services in such capacity. Directors who were also officers of the Corporation received no additional compensation for serving on the Board.

Effective with the fiscal year ended May 31, 2012, each of the Corporation's directors who was considered "independent" was paid an annual fee of \$4,000 for his services as a director, attendance fees of \$750 for each Board meeting attended and \$500 for each committee meeting attended. The Chairman of the Board was paid an annual fee of \$8,000 for his services, an attendance fee of \$1,500 for each Board meeting attended and \$500 for each committee meeting attended.

All directors were also reimbursed for travel and other reasonable expenses incurred in attending Board and committee meetings. In addition, directors are each entitled to participate in the Corporation's Stock Option Plan and were granted stock options as additional compensation as also shown in the following table.

Director Summary Compensation Table

On September 16, 2016, the Corporation consolidated its Common Shares by a ratio of 35:1. All references herein to numbers of Common Shares and the related per share price of Common Shares are on a post-consolidation basis.

The following table sets out the compensation of the Corporation's directors during the year ended May 31, 2016.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards		Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
			(#)	(\$)				
Leo Lax ^{(1) (2)}	5,583	Nil	Nil	Nil	Nil	Nil	Nil	5,583
Damian Cristiani ⁽³⁾	7,000	Nil	Nil	Nil	Nil	Nil	Nil	8,750
Anthony DeCristofaro ⁽²⁾	7,750	Nil	Nil	Nil	Nil	Nil	Nil	10,000
John Nemanic ⁽³⁾	5,500	Nil	Nil	Nil	Nil	Nil	Nil	7,625
Brice Scheschuk ^{(1) (2)}	11,833	Nil	Nil	Nil	Nil	Nil	Nil	10,750
Vikas Gupta	7,000	Nil	Nil	Nil	Nil	Nil	Nil	32,500
Gavriel State ⁽⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Effective October 26, 2015, Mr. Brice Scheschuk was appointed Chairman of the Board, replacing Mr. Leo Lax who resigned from his position as Chairman.
2. Member of Audit Committee. Mr Leo Lax resigned from his position as Chairman of the Audit Committee on October 26, 2015.
3. Member of Governance, Nomination and Compensation Committee.
4. On June 15, 2015, Mr. Gavriel State resigned his position as Chief Technology Officer of the Corporation. He remained on the Board. Mr. Gavriel State also served as an officer of the Corporation and therefore received no additional compensation for serving on the Board.

Director Incentive Plan Awards

On September 16, 2016, the Corporation consolidated its Common Shares by a ratio of 35:1. All references herein to numbers of Common Shares and the related per share price of Common Shares are on a post-consolidation basis.

Outstanding share-based awards and option-based awards

There were no share-based awards outstanding to any director as at May 31, 2016.

The following table sets forth information in respect of the options outstanding as at May 31, 2016 pursuant to the Stock Option Plan held by directors on a detailed basis.

Named Executive Officer / Position	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Leo Lax⁽¹⁾	Nil	Nil	Nil	Nil
Damian Cristiani	1,000 1,428 1,428 2,857 1,428	16.625 15.75 5.425 6.125 2.275	2017/01/11 2017/03/07 2018/01/24 2019/04/22 2020/02/06	0 0 0 0 0
Anthony DeCristofaro	1,000 1,428 1,428 2,857 1,428	16.625 15.75 5.425 6.125 2.275	2017/01/11 2017/03/07 2018/01/24 2019/04/22 2020/02/06	0 0 0 0 0
John Nemanic	1,000 1,428 1,428 2,857 1,428	16.625 15.75 5.425 6.125 2.275	2017/01/11 2017/03/07 2018/01/24 2019/04/22 2020/02/06	0 0 0 0 0
Brice Scheschuk⁽¹⁾	2,857 1,428	6.125 2.275	2019/04/22 2020/02/06	0 0
Vikas Gupta	1,428 3,428 2,142 3,571 1,428	16.625 15.75 5.425 6.125 2.275	2017/01/11 2017/03/07 2018/01/24 2019/04/22 2020/02/06	0 0 0 0 0
Gavriel State⁽²⁾	Nil	Nil	Nil	Nil

Note:

1. Effective October 26, 2015, Mr. Brice Scheschuk was appointed Chairman of the Board, replacing Mr. Leo Lax who resigned from his position as Chairman.
2. On June 15, 2015, Mr. Gavriel State resigned his position as Chief Technology Officer of the Corporation. He remained on the Board. Mr. Gavriel State also served as an officer of the Corporation and therefore received no additional compensation for serving on the Board.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information in respect of the value of option-based awards held by directors that have vested during the year ended May 31, 2016.

Director	Option-based Awards – value ⁽¹⁾ vested during the year
Leo Lax⁽¹⁾	Nil
Damian Cristiani	Nil
Anthony DeCristofaro	Nil
John Nemanic	Nil

Director	Option-based Awards – value ⁽¹⁾ vested during the year
Brice Scheschuk ⁽¹⁾	Nil
Vikas Gupta	Nil
Gavriel State ⁽²⁾	Nil

Note:

1. Effective October 26, 2015, Mr. Brice Scheschuk was appointed Chairman of the Board, replacing Mr. Leo Lax who resigned from his position as Chairman.
2. On June 15, 2015, Mr. Gavriel State resigned his position as Chief Technology Officer of the Corporation. He remains on the Board. Mr. Gavriel State also served as an officer of the Corporation and therefore received no additional compensation for serving on the Board.

Securities Issuable Under Equity Compensation Plans

On September 16, 2016, the Corporation consolidated its Common Shares by a ratio of 35:1. All references herein to numbers of Common Shares and the related per share price of Common Shares are on a post-consolidation basis.

The following table sets forth, as at May 31, 2016, the number of Common Shares to be issued upon the exercise of outstanding options, warrants and rights issued pursuant to equity compensation plans, the weighted average exercise price of such outstanding options, warrants and rights, and the number of Common Shares remaining available for future issuance under equity compensation plans of the Corporation including the Stock Option Plan.

Plan Category	Number of Shares to be issued upon exercise of outstanding options, warrants and rights outstanding ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights	Number of Shares remaining available for future issuance under equity compensation plans (excluding shares reflected in the first column)
Equity compensation plans approved by Shareholders	144,542	\$7.00	309,059
Equity compensation plans not approved by Shareholders	Nil	Nil	Nil
Total	144,542	\$7.00	309,059

Note:

1. Does not include 228,571 Common Share purchase warrants issued under debt financings outstanding at May 31, 2016.

Audit Committee

The Corporation's Audit Committee Charter is annexed hereto as Exhibit "A" and the composition of the Audit Committee for the year ended May 31, 2016 was as follows:

Name	Independent/Non-Independent Status ⁽¹⁾	Financially Literate/Not Financially Literate ⁽¹⁾	Relevant Education and Experience
Leo Lax ⁽²⁾	Independent	Financially Literate	General Manager & CEO of a venture capital fund, Director and member of Audit Committee of two other private companies
Anthony DeCristofaro ⁽³⁾	Independent	Financially Literate	CEO & Director of a private company, Director and member of Audit Committee of two other public companies
Brice Scheschuk ⁽⁴⁾	Independent	Financially Literate	CPA, CA; Co-founder, Director and Chief Executive Officer of two private companies

Notes:

1. As defined by National Instrument 52-110 (**NI 52-110**).
2. Appointed to the Audit Committee on September 29, 2010. Mr. Leo Lax resigned from his position as Chairman of the Audit Committee on October 26, 2015.
3. Appointed to the Audit Committee on November 25, 2005.
4. Appointed to the Audit Committee on September 24, 2013.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the attached Audit Committee Charter under the heading "B. Independent External Auditor (Section IV B.)".

External Auditor Service Fees (By Category)

The approximate aggregate fees incurred by the Corporation to the external auditors of the Corporation in the years ending May 31 are described below:

Financial Year Ending	Audit Fees	Audit-related Fees	Tax Fees	All Other Fees
2016	\$58,000	Nil	Nil	\$79,000
2015	\$77,250	\$10,000	Nil	Nil

Other

The Corporation is relying on the exemption provided in Section 6.1 of NI 52-110.

Corporate Governance

On June 30, 2005, the Canadian Securities Administrators enacted National Policy 58-201 Corporate Governance Guidelines (the **Policy**) and National Instrument 58-101 Disclosure of Corporate Governance Practices (**NI 58-101**). The Policy provides guidelines on corporate governance practices while NI 58-101 requires Canadian venture issuers to disclose their corporate governance practices in accordance with the disclosure items set out in Form 58-101F2.

The Corporation's practices comply generally with the guidelines, however, the current directors of the Corporation consider that some of the guidelines are not suitable for the Corporation at its current state of development and therefore the Corporation's governance practices do not reflect these particular guidelines. Given that the Corporation is a relatively small venture issuer in terms of both activities and market capitalization, the directors of the Corporation believe that the current governance structure is cost-effective and appropriate for the needs of the Corporation's shareholders. Set out below is a description of the Corporation's corporate governance practices as required to be disclosed by NI 58-101.

Board of Directors

The Board is responsible for overseeing the management of the Corporation and the conduct of the Corporation's affairs generally. The majority of the Board's members are independent. The Board composition for the fiscal year 2016 was seven (7) members, six (6) of whom, Mr. Damian Cristiani, Mr. Anthony DeCristofaro, Mr. Brice Scheschuk, Mr. John Nemanic, Mr. Vikas Gupta and Mr. Leo Lax were independent. Mr. Gavriel State is the sole director that was not "independent", as defined by NI 52-110.

Directors are expected to attend board meetings and meetings of the committees on which they serve and to spend the time needed to properly discharge their responsibilities. In the 2016 fiscal year, the Board held a total of seven (7) formal meetings. The remaining decisions throughout the year were passed by written resolution following informal discussions amongst the directors and management of the Corporation.

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is comprised of a majority of independent directors.

During the year ended May 31, 2016, in addition to being directors of the Corporation, Mr. Leo Lax was a director of TelopIP Inc., Mobio Technologies Inc. (now 0909897 B.C. Ltd.), and L-Spark Corporation; Mr. Anthony DeCristofaro served as a director of Hartco Inc., ISign Media Corp., and Cluny Capital Corporation; and Mr. Brice Scheschuk was a director of Globalive Communications Corp., Globalive Wireless Management Corp. and affiliates, Brace Investment Corporation, AAP Corp, and numerous other private boards.

Mandate

The written mandate of the Board was attached as Schedule "B" to the September 18, 2006 Information Circular. There have been no changes in this mandate since it was adopted by the Board.

Orientation and Continuing Education

The Corporation does not have a formal orientation or continuing education program for directors. All of the current directors are intimately familiar with the Corporation's business and activities. New directors are provided with access to recent, publicly filed documents of the Corporation and all Board minutes and corporate governance materials. New directors are encouraged to ask questions and communicate with management and employees to keep themselves current with industry trends and changes in corporate legislation.

Ethical Business Conduct

The Board monitors the ethical conduct of the Corporation and its management and ensures that it complies with applicable legal and regulatory requirements. The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

The written Code of Ethics adopted by the Board was attached as Schedule "C" to the September 18, 2006 Information Circular. There have been no changes to the Code of Ethics since it was adopted.

Governance, Nomination and Compensation Committee

There have been no changes in the mandate of the Governance, Nomination and Compensation Committee, whose written mandate was attached to the September 18, 2006 Information Circular as Schedule "D".

From time to time it reviews and considers the size of the Board in relation to the needs of the Corporation, with a view of facilitating effective decision-making and identifying and selecting individuals qualified to become new Board members and submits recommendations to the Board for its consideration and decision. Further, in consultation with the Chair of the Board it periodically, (i) assesses the competencies, skills and personal qualities required of directors in light of the Corporation's circumstances, business strategies and applicable regulatory requirements; (ii) reviews the competencies, skills and personal qualities of, and contributions made by, each existing director; and (iii) in light of the foregoing, makes recommendations for changes to the composition of the Board.

Assessments

The Board does not make regular formal assessments of the Board, its committees or its members. Given its relatively small size, the Board satisfies itself on an informal basis as described above, from time to time, that its members and its committees are performing effectively.

Other Board Committees

Aside from the Audit Committee and Governance, Nomination and Compensation Committees, the Board has no other committees.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

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

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

No director or officer of Findev, proposed nominee for election as a director of Findev, Shareholder who beneficially owns more than ten percent (10%) of the Common Shares of Findev, or any associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction since the commencement of Findev's last financial year except as otherwise disclosed in this Information Circular. None of the foregoing persons have any interest in any proposed transaction which has materially affected or would materially affect Findev except as otherwise described in this Information Circular.

Subsequent to the year ended May 31, 2016, Findev has undertaken the process of completing a change of business from one focused on the digital distribution of games for Smart TVs, next-generation set-top boxes and over-the-top devices, to that of lending to, investing in and financing real estate transactions, as more particularly described in its management information circular dated August 23, 2016. Additional information concerning the proposed change of business is available on SEDAR at www.sedar.com.

Mr. Anthony Heller, who is a proposed nominee as a director of the Corporation, is the 100% owner of both Plazacorp Holdings Limited and Plazacorp Investments Limited. As disclosed in the Corporation's management information circular dated August 23, 2016, and approved by the Corporation's shareholders on September 16, 2016, Plazacorp Holdings Limited is a Control Person (as that term is defined by the policies of the TSXV) of the Corporation, the Corporation has and will extend certain credit facilities to Plazacorp Investments Limited, and its affiliates, as mezzanine financing for condominium development in the GTA.

ANNUAL MEETING BUSINESS

FINANCIAL STATEMENTS AND AUDITORS' REPORT

Audited financial statements for the year ended May 31, 2016 and the report of the auditors thereon will be mailed to Shareholders together with these Meeting materials and are also available on www.sedar.com. The presentation of such audited financial statements to the Shareholders at the Meeting will not constitute a request for approval or disapproval.

ELECTION OF DIRECTORS

The Corporation currently has six (6) directors. The number of directors to be elected at the Meeting has been set at six (6). The following table sets forth certain information pertaining to each proposed nominee for election as a director. Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated.

Each of the nominees has agreed to stand for election, and Findev is not aware of any intention of any of them not to do so. If, however, one (1) or more of them should become unable to stand for election, it is likely that one (1) or more other persons would be nominated at the Meeting for election, and in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

Findev's management recommends that Shareholders vote in favour of the election of each of the proposed nominees as directors of Findev for the ensuing year. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of each of the nominees named in this Information Circular.

On September 16, 2016, the Corporation consolidated its Common Shares by a ratio of 35:1. All references herein to numbers of Common Shares and the related per share price of Common Shares are on a post-consolidation basis.

Nominee Name, Position and Place of Residence	Principal Occupation for the Past Five Years	Shares Beneficially Owned Directly or Indirectly	Director Since
Anthony Heller, Toronto (Ontario), Canada	President, Plazacorp Investments Limited	Nil ⁽³⁾	September 16, 2016
Sruli Weinreb Toronto (Ontario), Canada	Founder and Managing Partner, Plaza Capital Limited	Nil	September 16, 2016
Brice Scheschuk, CA Toronto (Ontario), Canada Director	Co-founder, Director and Chief Executive Officer, Globalive Communications CFO, Pragmatic Solutions Past CFO, WIND Mobile Director Brave Investment Corp. Director AAL Corp.	170,237	September 13, 2013
David Roff Toronto (Ontario), Canada	Partner, Globalive Capital	166,666	September 16, 2016
Niall Finnegan Toronto (Ontario), Canada	President, Finnegan Marshall Inc.	Nil	September 16, 2016
Devon Cranson Toronto (Ontario), Canada	President, Cranson Capital	Nil	September 16, 2016

Notes:

1. The information as to shares beneficially owned, directly or indirectly, or over which control or direction is exercised, is based upon information furnished to the Corporation by the above individuals.

2. The additional number of Common Shares subject to options held by each nominee is as follows:

Name	Options Held
Anthony Heller	150,000
Sruli Weinreb	300,000
Brice Scheschuk	200,000
David Roff	150,000
Niall Finnegan	150,000
Devon Cranson	150,000

3. Plazacorp Holdings Limited, which is 100% owned and controlled by Mr. Anthony Heller, holds 8,891,667 Common Shares or approximately forty percent (39%) of the 22,768,759 issued and outstanding Common Shares, plus warrants to purchase an additional 6,666,667 Common Shares.

Biographies of Directors

The following is a brief description of the proposed Board.

Anthony Heller– Proposed Director. Age 64

Mr. Anthony Heller is the President of Plazacorp Investments Limited (**Plazacorp Investments**) which he founded in 1981 with the vision of developing retail commercial real estate. Plazacorp Investments developed shopping centers during the 1980s, including several mixed-use commercial-residential projects. In the early 1990s, its focus shifted to the development of residential condominiums. He has thirty-five (35) years of experience in real estate developments and has initiated and completed approximately \$2.1 billion of development projects. Mr. Anthony Heller has been involved in venture capital financings and has consulted with both privately held and publicly traded companies in which he has invested. He has been an independent director of Firm Capital Mortgage Investment Corporation (TSE:FCU) since 1999. He has invested in and provided guidance to many successful early-stage technology companies including YAK Communications, which was founded in 1998 and sold to Globalive for \$80 million in 2006.

Sruli Weinreb – Proposed Director and CEO. Age 36

Mr. Sruli Weinreb is the founder and managing partner of Plaza Capital Limited (**Plaza Capital**). Plaza Capital supports many North American early stage growth companies with strategic debt placements and equity investments. He is also the Chief Executive Officer of Lake Central Air Services Inc., the world's leading modification and integration partner for the airborne geophysical survey industry. Before founding Plaza Capital in 2013, Mr. Sruli Weinreb was the CEO of eMobile Inc. a telecom arbitrage company with a specialization in international roaming which he co-founded in 2008. His entry into tech investments and finance was preceded by an extended period of academic immersion with a concentration in Judaic Theology. He received his doctorate ordination in Jerusalem in 2005 and worked in community outreach in Houston, TX between 2005 and 2008.

Brice Scheschuk – Proposed Director. Age 45

Mr. Brice Scheschuk, CPA, CA is the CEO of Globalive Capital and Globalive Communications, CFO of Pragmatic Solutions and past CFO of WIND Mobile. He has twenty (20) years' experience building and operating companies and has led the capital raising and due diligence efforts at WIND Mobile and Globalive Communications. He obtained his CA designation at Coopers & Lybrand (now PricewaterhouseCoopers). His current and past board and advisory positions include WIND Mobile,

Globalive Communications, Partsroom, Pragmatic Solutions, Cranson Capital, Espresso Capital, iLookabout(TSX: ILA), Samba Days/Rewards, SceneDoc, TransGaming (TSX: TNG), Varicent Software, Web Host Industry Review and World of Angus.

David Roff – Proposed Director. Age 45

Mr. David Roff, CPA, CA is a Partner at Globalive Capital and CFO of Brock View Rentals. He manages Globalive's real estate development and real estate investments. He also works with Globalive's non-telecommunications private, venture fund and micro-cap public investments. He has over twenty (20) years' experience as an angel investor, CFO and director of both private and public companies. He obtained his CA designation at Coopers & Lybrand (now PricewaterhouseCoopers). His current and past board and advisory positions include Arkson Nutraceuticals (OTC-BB: AKSN), Brock View Rentals, Deep Well Oil & Gas (OTC-BB: DWOG), Samba Days/Rewards, Scene Doc and Vet Success.

Niall Finnegan – Proposed Director. Age 57

Mr. Niall Finnegan has over thirty-three (33) years of experience in the Canadian construction industry. He has held several senior leadership positions in the business. He was a Senior Partner at Helyar from 1986-2005. Many of his contributions during the time can be attributed to the successful creation of Altus Group Limited, Canada's largest construction cost consulting and real estate development management company, where he held the role of President of Cost Consulting until 2011.

Mr. Niall Finnegan has a trusted history of success working for real estate lenders, developers and building owners. He has developed a solid understanding of lenders' perspectives on real estate financing due to his extensive involvement with major lending institutions both in Canada and abroad. His experience spans all types of buildings and projects, including high-rise residential, office, hotel, retail, hospital, industrial, seniors housing and long-term care, casinos, roads and infrastructure. In 2011, he founded Finnegan Inc., a real estate development consulting firm. In 2014, he co-founded Finnegan Marshall Inc. He has developed a solid reputation built on knowledge, experience and trust. He is a member of the Royal Institution of Chartered Surveyors, and the Canadian Institute of Quantity Surveyors.

Mr. Niall Finnegan has presented extensively for the past twenty-five (25) years at seminars for BILD, Insight, Urbanation, RICS and all major Canadian project lenders. He has also sat on various volunteer boards including Bishop Strachan School, Canadian Harmony Movement and the Georgian Peaks Club.

Devon Cranson – Proposed Director. Age 36

Mr. Devon Cranson is the founder and president of Cranson Capital, a boutique investment banking firm founded in 2006. He has deep expertise in all aspects of commercial financing, M&A and securities. He is a Certified Management Accountant (CMA), Chartered Public Accountant (CPA) and a licensed Mortgage Agent. He is a member of the Society of Management Accountants, the Association for Corporate Growth (ACG), the Private Capital Markets Association (PCMA) and the National Exempt Market Association (NEMA).

Mr. Devon Cranson is President of both Cranson Capital Solutions Inc., a corporate finance and M&A advisory firm, and Cranson Capital Securities Inc., an Exempt Market Dealer. Under his leadership, Cranson Capital is a 5-time winner of the Private Capital Markets Association's Deal of the Year Award and recently ranked 49th on the Profit 500 fastest growing companies in Canada. He is on the Board of Directors of Points West Living LP, a seniors housing business in Alberta. He acts as the General Partner for three Toronto condo developments, a board observer to a high growth technology company and a Trustee of the Central Condominium REIT.

Prior to establishing Cranson Capital, he worked for a top tier Canadian chartered bank in their commercial lending division in Toronto. Prior to commercial banking, he founded and operated a sports

business. He graduated from the John Molson School of Business at Concordia University, B.Comm Finance.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Corporation that are, or have been within the last five (5) years, directors, officers or promoters of other reporting issuers:

Name	Name and Jurisdiction of Reporting Issuer	Name of Trading Market	Position	From	To
Anthony Heller	Firm Capital Mortgage Investment Corporation (CBCA – Ontario)	Toronto Stock Exchange	Director	1999	Present

Penalties or Sanctions

No proposed director of Findev has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority. Nor has any proposed director ever entered into a settlement agreement with a securities regulatory authority.

Corporate Cease Trade Orders

Other than as disclosed below, no proposed director of Findev has, within the ten (10) years prior to the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation for a period of more than thirty (30) consecutive days.

In the course of his employment with Globalive Communications Corp., Mr. Brice Scheschuk acted as a director of Audio-Ex Inc., a private California corporation, and, during the course of Chapter 11 proceedings in late 2005 and 2006, was appointed as the responsible individual on behalf of the company. Upon completion of the restructuring, the company liquidated through a Chapter 7 proceeding in January 2007. Globalive Communications was an investor in Audio-Ex and Mr. Brice Scheschuk's involvement in such proceedings was at the direction of Globalive Communications. Mr. Brice Scheschuk was not an officer or involved in the day-to-day management of Audio-Ex.

Bankruptcies

No proposed director of Findev has, within the ten (10) years prior to the date of this Information Circular, been 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.

Personal Bankruptcies

No proposed director of Findev has, within the ten (10) years preceding the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflicts of Interest

To the knowledge of management of the Corporation, except as otherwise disclosed in this Information Circular, there are no known existing or potential material conflicts of interest among the Corporation and a proposed director, officer or Promoter of the Corporation or a subsidiary of the Corporation.

Certain directors and officers currently serve as directors and officers of other private and public companies. Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers may be serving another corporation with interests that are in direct competition with the Corporation.

Mr. Anthony Heller, who is a proposed nominee as a director of the Corporation, is also the President and principal shareholder of both Plazacorp Holdings Limited and Plazacorp Investments Limited. Circumstances may arise in which the interests of the Corporation may conflict with those of Plazacorp Holdings Limited and/or and Plazacorp Investments.

In the event of any conflicts of interest, such conflicts must be disclosed to the Corporation and dealt with in accordance with the provisions of the CBCA.

APPOINTMENT OF AUDITORS

Findev recommends that PricewaterhouseCoopers LLP, Chartered Accountants (**PwC**) be appointed as auditors of Findev, to hold office until the next annual meeting of Findev at such remuneration as may be fixed by the Board of Directors.

The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the appointment of PwC, as auditors of Findev.

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting of Shareholders. If any other business properly comes before the Meeting, it is the intention of the persons named in the instrument of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Financial information relating to Findev is provided in Findev's financial statements and management's discussion and analysis for the year ended May 31, 2016.

Subsequent to the year ended May 31, 2016, Findev has undertaken the process of completing a change of business from one focused on the digital distribution of games for Smart TVs, next-generation set-top boxes and over-the-top devices, to that of lending to, investing in and financing real estate transactions, as more particularly described in its management information circular dated August 23, 2016.

Additional information concerning the proposed change of business, this management proxy circular, the annual financial statements and any interim financial statements of Findev subsequent to the annual financial statements may be obtained without charge by requesting a copy from the Secretary of Findev at Norton Rose Fulbright Canada LLP, 45 O'Connor Street, Suite 1500, Ottawa, ON K1P 1A4, Canada, Attention: Paul Amirault. Additional information relating to Findev is available on SEDAR at www.sedar.com.

EXHIBIT "A"

FINDEV INC.

AUDIT COMMITTEE CHARTER

I. Establishment and Purpose

The Audit Committee (the **Committee**) is a committee of, and appointed by, the Board of Directors (the **Board**) to provide assistance to the Board in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of Findev Inc. (the **Company**).

In fulfilling its responsibilities, the Committee shall have the specific duties set out in Part IV of this Charter.

II. Composition

The Audit Committee of the Board shall consist of not less than three (3) directors.

- Each member of the Committee must meet the independence and financial literacy requirements applicable to the Company, as in effect from time to time, including any requirements of applicable securities legislation or stock exchange on which the Company's securities are traded, or any governmental or regulatory body exercising authority over the Company.
- The term "**independent**" refers to the absence of any direct or indirect material relationship with the Company. A "**material relationship**" means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment as a member of the Committee.
- All members of the Committee should be unrelated directors. An "**unrelated director**" is a director who is independent of management and is free from any relationship that could, or could reasonably be perceived to, in the opinion of the Board, interfere with the exercise of independent judgment as a member of the Committee.
- In accordance with Canadian securities administrators, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
- Members of the Committee shall be appointed from time to time and shall hold office at the pleasure of the Board.

III. Committee Meetings and Procedures

- The Chairman of the Committee shall be appointed by the Board for a one-year term and may serve any number of consecutive terms. The Chairman shall appoint a secretary who will keep minutes of all meetings (the "**Secretary**").
- The Committee will meet as many times as is necessary to carry out its responsibilities but the Committee shall meet at least four times per fiscal year, at least once in each fiscal quarter. A schedule of regular meetings shall be provided to the Committee Members at the start of each fiscal year. In addition, the Committee shall meet with the independent auditors

and management at least quarterly to review the Company's financial statements and the related press releases.

- The Audit Committee shall meet with the Company's external auditors as it deems appropriate to consider any matter that the Audit Committee or the external auditors determine should be brought to the attention of the Board of the shareholders of the Company.
- No business may be transacted by the Committee except at a meeting at which a quorum of the Committee is present or by a resolution in writing signed by all members of the Committee. A majority of the members of the Committee shall constitute a quorum.
- The Chairman shall, in consultation with management, establish an agenda for the meetings and ensure that the agenda and properly prepared agenda materials are circulated to the Committee Members and the auditor with sufficient time for study prior to the meeting. Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting.
- The Committee shall report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next Board meeting.
- The Committee may invite to, or require the attendance at, any meeting of the Committee such officers and employees of the Company, legal counsel or other persons as it deems necessary in order to perform its duties and responsibilities. The internal and external auditors should also be requested or required to attend meetings of the Committee and make presentations to the Committee as appropriate.

IV. Duties and Responsibilities of the Committee

To fulfill its responsibilities and duties the Committee shall:

A. Documents Review/Financial Reporting Processes

- review and recommend to the Board for approval the Company's annual financial statements and the corresponding Management, Discussion and Analysis of Financial Condition and Results of Operations (MD&A) and report to the Board before such financial statements and corresponding MD&A are approved by the Board.
- review and approve for release the Company's interim quarterly financial statements, the corresponding interim MD&A for such quarter and the related press releases, if any.
- review and recommend to the Board for approval the financial content of the annual report and any reports required by applicable governmental or regulatory authorities.
- review, to the extent applicable, the annual information form and any prospectus, information or offering memorandum and any other similar public disclosure documents of the Company.
- review any management report that accompanies published financial statements (to the extent such a report discusses the financial position or operating results of the Company) for consistency of disclosure with the financial statements themselves.
- review and discuss the appropriateness of accounting policies and financial reporting practices used by the Company.

- review and discuss any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the Company.
- review and discuss any new or pending developments in accounting and reporting standards that may affect the Company.
- review and discuss management's key estimates and judgments that may be material to financial reporting of the Company.
- have the right, for the purpose of performing their duties: (i) to inspect all the books and records of the Company and its subsidiaries; (ii) to discuss such accounts and records and any matters relating to the financial position of the Company with the officers and auditors of the Company and its subsidiaries; (iii) to commission reports or supplemental information relating thereto; and any member of the Committee may require the auditors to attend any or every meeting of the Committee; and (iv) to engage such independent counsel and other advisors as are necessary in the Committee's determination.

B. Independent External Auditor

The Audit Committee shall be directly and solely responsible for the appointment, retention, termination, compensation, evaluation and oversight of the work of the Company's auditors. The Audit Committee will review the planning and results of external audit activities and the ongoing relationship with the external auditor of the Company.

The Committee shall:

- pre-approve all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor, and consider the impact on the independence of the external audit. The Committee may delegate to one of its members the approval of such services, in which case the items approved will be reported to the Committee at its next scheduled meeting following such pre-approval.
- review and recommend to the Board, for shareholder approval, engagement of the external auditor.
- review the annual external audit plan, including but not limited to the following:
 - engagement letter;
 - objectives and scope of the external audit work;
 - procedures for quarterly review of financial statements;
 - materiality limitations;
 - areas of audit risk;
 - staffing;
 - timetable; and
 - proposed fees.
- meet with the external auditor to discuss the Company's quarterly and annual financial statements and the auditor's report, including the appropriateness of accounting policies and the quality of accounting principles and underlying estimates.

- review and advise the Board with respect to the planning, conduct and reporting of the annual audit, including but not limited to:
 - any difficulties encountered, or restriction imposed, by management during the annual audit;
 - any significant accounting or financial reporting issue;
 - the auditors' evaluation of the Company' s system of internal controls, procedures and documentation;
 - the post audit or management letter containing any findings or recommendation of the external auditor, including management's response thereto and the subsequent follow-up to any identified internal control weaknesses;
 - any other matters the external auditor brings to the Committee's attention; and
 - discuss with management the assessment of the auditor's performance.
- review the auditor's report on all material subsidiaries.
- meet periodically, and at least annually, with the external auditor without management present and ensure that the external auditor is accountable to the Board and the Audit Committee as representatives of the shareholders of the Company.
- review and discuss with the external auditors all significant relationships that the external auditors and their affiliates have with the Company and its affiliates in order to determine the external auditors' independence, including, without limitation: (i) requesting, receiving and reviewing, on a periodic basis, a formal written statement from the external auditors delineating all relationships that may reasonable be thought to bear on the independence of the external auditors with respect to the Company; (ii) discussing with the external auditors any disclosed relationships or services that the external auditors believe may affect the objectivity and independence of the external auditors; (iii) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company; and (iv) recommending that the Board take appropriate action in response to the external auditors' report to satisfy itself of the external auditors' independence.

C. Risk Management, Internal Control and Information Systems

The Audit Committee will review and obtain reasonable assurance that the risk management, internal controls and information systems of the Company are operating effectively to produce accurate, appropriate and timely management and financial information. This includes:

- review of the Company's risk management controls and policies.
- obtaining reasonable assurance that the information systems are reliable and the systems of internal controls are properly designed and effectively implemented through discussions with and reports from management, to the extent applicable, the external auditor of the Company.
- review of management steps to implement and maintain appropriate internal control procedures, including a review of policies.
- review of the adequacy of security of information, information systems and recovery plans.

- monitoring compliance with applicable statutory and regulatory obligations.
- review of the appointment of the Chief Financial Officer.
- review of the adequacy of accounting and finance resources.

D. Complaints/Legal and Regulatory Compliance/ Budgets

The Audit Committee will:

- establish procedures for: (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; (ii) the confidential, anonymous submission by employees of the Company of concerns regarding accounting or auditing matters; and (iii) any other matter as outlined in the Company's Whistleblower Policy.
- satisfy itself that all material statutory deductions have been withheld by the Company and remitted to the appropriate authorities.
- review with management, the external auditors and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company; and the manner in which these matters may be, or have been, disclosed in the financial statements.
- assist the Board of Directors, as requested, in the review and approval of any business plans and operating and capital budgets of the Company.
- review and approve the Company's investment and treasury policies.

E. Other

The Audit Committee shall:

- review insurance coverage of significant business risks and uncertainties.
- review policies and procedures for the review and approval of officers' expenses and perquisites.
- review all related party transactions, contractual arrangements and fees entered into by the Company.
- review all third party transactions, contractual arrangements and fees entered in by the Company that are material and/or outside the normal course of business.
- prepare annually a report from the Committee to shareholders or others, concerning the Committee's activities in the discharge of its responsibilities, when and as required by applicable laws or regulations.
- perform a self-evaluation, at least annually, (to be verbally assessed and reported) to determine the Committee's effectiveness and performance and evaluate succession plans related to Committee members.

Disclosure and Review of Charter

The Charter shall be published in the Company's annual report, information circular or annual information form of the Company as required by law. The Committee should review and reassess, at

least annually, the adequacy of this Charter as required by the applicable rules of the TSXV or the Canadian Regulators and make recommendations to the Board, as conditions dictate, to update this Charter.

While the Committee has the duties and responsibilities set forth in this charter, the Committee is not responsible for planning or conducting the audit or for determining whether the Company's consolidated financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Similarly, it is not the responsibility of the Committee to ensure that the Company complies with all laws and regulations.