

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

CURRENCYWORKS INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CURRENCYWORKS INC.  
4101 Redwood Avenue  
Building F  
Los Angeles, CA 90066

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON DECEMBER 30, 2019

TO THE STOCKHOLDERS OF CURRENCYWORKS INC.:

NOTICE IS HEREBY GIVEN THAT CurrencyWorks Inc. (the "Company"), a Nevada corporation, will hold its annual general and special meeting of stockholders (the "Meeting") on **Monday, December 30, 2019**, at 10:00 a.m. (Vancouver time), at the offices of Clark Wilson LLP, 900 885 West Georgia Street, Vancouver, British Columbia for the following purposes:

1. To elect James P. Geiskopf, Cameron Chell, Michael Blum, Edmund C. Moy, James Carter and Alphonso Jackson as the directors of our company;
2. To ratify the appointment of Haynie & Company, Certified Public Accountants as our independent registered public accounting firm;
3. To approve, ratify and confirm our 2017 Equity Incentive Plan;
4. To consider and cast an advisory vote on a non-binding resolution to approve the compensation of our executive officers as disclosed in the accompanying proxy statement;
5. To consider and cast an advisory vote upon a non-binding resolution to determine the frequency of an advisory vote on executive compensation; and
6. To transact such other business as may properly come before the annual meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on November 18, 2019 as the record date for the determination of the stockholders entitled to notice of, and to vote at, the Meeting or any adjournment or postponement thereof. At the Meeting, each share of common stock represented at the meeting will be entitled to one vote on each matter properly brought before the Meeting.

Your attention is directed to the accompanying proxy statement and exhibits which summarize each item to be voted upon. Stockholders who do not expect to attend the Meeting in person and who are entitled to vote are requested to date, sign and return the enclosed proxy in the enclosed envelope, or via the telephone or the Internet by following the instructions provided in the enclosed proxy card, as soon as possible. To be represented at the meeting, proxies must be submitted to the Company's transfer agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile (toll free North American facsimile: 1-866-249-7775, international facsimile: 1-416-263-9524), or, if by telephone voting, at 1-866- 732-8683, or, if by Internet voting, at <https://www.investorvote.com>, no later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the meeting or adjournment thereof.

THE VOTE OF EACH STOCKHOLDER IS IMPORTANT. YOU CAN VOTE YOUR SHARES BY ATTENDING THE MEETING OR BY COMPLETING AND RETURNING THE PROXY CARD SENT TO YOU. PLEASE SUBMIT A PROXY AS SOON AS POSSIBLE SO THAT YOUR SHARES CAN BE VOTED AT THE MEETING IN ACCORDANCE WITH YOUR INSTRUCTIONS. FOR SPECIFIC INSTRUCTIONS ON VOTING, PLEASE REFER TO THE INSTRUCTIONS ON THE PROXY CARD OR THE

INFORMATION FORWARDED BY YOUR BROKER, BANK OR OTHER HOLDER OF RECORD. EVEN IF YOU HAVE VOTED YOUR PROXY, YOU MAY STILL VOTE IN PERSON IF YOU ATTEND THE MEETING. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER NOMINEE AND YOU WISH TO VOTE IN PERSON AT THE MEETING, YOU MUST OBTAIN FROM SUCH BROKER, BANK OR OTHER NOMINEE, A PROXY ISSUED IN YOUR NAME.

**BY ORDER OF THE BOARD OF DIRECTORS**

By:

/s/ Bruce Elliott  
Bruce Elliott  
President

November 25, 2019

CURRENCYWORKS INC.  
4101 Redwood Avenue  
Building F  
Los Angeles, CA 90066

PROXY STATEMENT  
ANNUAL GENERAL AND SPECIAL MEETING OF STOCKHOLDERS

TO BE HELD ON MONDAY, DECEMBER 30, 2019

INFORMATION CONCERNING VOTING AND SOLICITATION

*General*

The enclosed proxy is solicited on behalf of our Board of Directors (the “**Board**”) for use at the annual general and special meeting of stockholders (the “**Meeting**”) to be held on December 30, 2019 at 10:00 a.m. (Vancouver time) or at any continuation, postponement or adjournment thereof, for the purposes discussed in this proxy statement and in the accompanying Notice of Meeting and any business properly brought before the Meeting. Proxies are solicited to give all stockholders of record an opportunity to vote on matters properly presented at the Meeting. We intend to mail this proxy statement and accompanying proxy card on or about November 29, 2019 to all holders of record of shares of our common stock (the “**Common Stock**”), being all of the stockholders entitled to vote at the Meeting.

The Meeting will be held at 900 885 West Georgia Street, Vancouver, British Columbia, Canada V6C 3H1.

*Who Can Vote*

You are entitled to vote if you were a holder of record of shares of Common Stock as of the close of business on November 18, 2019 (the “**Record Date**”). Your shares of Common Stock can be voted at the Meeting only if you are present in person or represented by a valid proxy.

*Shares Outstanding and Quorum*

Holders of record of shares of Common Stock at the close of business on November 18, 2019, the Record Date, will be entitled to receive notice of and vote at the Meeting. At the Meeting, each of the shares of Common Stock represented at the Meeting will be entitled to one (1) vote on each matter properly brought before the Meeting. On the Record Date, there were 23,756,033 shares of Common Stock issued and outstanding.

In order to carry on the business of the Meeting, we must have a quorum. Under our bylaws, stockholders representing at least 10% of the shares entitled to vote, represented in person or by proxy, constitute a quorum at any meeting of stockholders.

*Proxy Card and Revocation of Proxy*

Registered shareholders are entitled to vote at the Meeting. The persons named as proxy holders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of our company.

**A shareholder has the right to appoint a person or corporation (who need not be a shareholder) to attend and act for or on behalf of that shareholder at the Meeting, other than the Designated Persons named in the enclosed form of proxy.**

**To exercise this right, the shareholder may do so by inserting the name of such other person and, if desired, an alternate to such person, in the blank space provided in the form of proxy.**

In voting, please specify your choices by marking the appropriate spaces on the enclosed proxy card, signing and dating the proxy card and returning it in the accompanying envelope, or via the telephone or the Internet by following the instructions provided in the enclosed proxy card. To be represented at the meeting, proxies must be submitted to Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile (North American toll-free facsimile: 1-866-249-7775, international facsimile: 1-416-263-9524), or, if by telephone voting, at 1-866-732-8683, or, if by Internet voting, at <https://www.investorvote.com>, no later than forty-eight (48) hours, excluding Saturday, Sundays and holidays, prior to the time of the Meeting or adjournment thereof.

If no directions are given and the signed proxy is returned, the proxy holders will vote the shares in favor of the nominees for directors and each of the proposals set out in this proxy statement and at their discretion on any other matters that may properly come before the Meeting. The Board knows of no other business that will be presented for consideration at the Meeting. In addition, since no stockholder proposals were received by us on a timely basis, no such matters may be brought at the Meeting.

Any stockholder giving a proxy has the power to revoke the proxy at any time before the proxy is voted. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the stockholder or by his attorney authorized in writing, or, if the stockholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited at the offices of our transfer agent, Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by facsimile (toll free North American facsimile: 1-866-249-7775, international facsimile: 1-416-263-9524), or by voting again on a later date via the telephone at 1-866-732-8683 or the Internet at <https://www.investorvote.com> (only your latest telephone or Internet proxy submitted prior to the Meeting will be counted) at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. Attendance at the Meeting will not in and of itself constitute revocation of a proxy.

The persons named as proxy holders in the proxy card were designated by the Board. A stockholder has the right to appoint a person or corporation (who need not be a stockholder) to attend and act for and on behalf of that stockholder at the Meeting, other than the Designated Persons in the enclosed proxy card. The stockholder may exercise this right by inserting the name of such other person and, if desired, an alternate to such person in the blank space provided in the proxy card.

The shares of Common Stock represented by a stockholder's proxy card will be voted or withheld from voting in accordance with the instructions of the stockholder on any ballot that may be called for and, if the stockholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

### *Voting of Shares*

Holders of shares of Common Stock of record on the Record Date, are entitled to one (1) vote for each share of Common Stock on all matters to be voted upon at the Meeting. Holders of shares of Common Stock may vote in person or by completing and mailing the enclosed proxy card. All shares entitled to vote and represented by properly executed proxies received before the polls are closed at the Meeting, and not revoked or superseded, will be voted at the Meeting in accordance with the instructions indicated on those proxies. **YOUR VOTE IS IMPORTANT.**

### *Counting of Votes*

All votes will be tabulated by the inspector of election appointed for the Meeting, who will separately tabulate affirmative and negative votes and votes withheld or abstained. Shares of Common Stock represented by proxies that reflect votes withheld or abstained as to a particular proposal will be counted as present and entitled to vote for purposes of determining a quorum.

Shares of Common Stock represented by proxies that reflect a broker "non-vote" will be counted as present and entitled to vote for purposes of determining a quorum. A broker "non-vote" will be treated as unvoted for purposes of determining approval of a proposal and will not be counted as "for" or "against" that proposal. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary authority or does not have instructions from the beneficial owner.

### *Solicitation of Proxies*

We will bear the entire cost of the solicitation of proxies, including preparation, assembly and mailing of this proxy statement, the proxy and any additional information furnished to stockholders. Copies of solicitation materials will be furnished to banks, brokerage houses, depositories, fiduciaries and custodians holding shares of Common Stock in their names that are beneficially owned by others to forward to these beneficial owners. We may reimburse persons representing beneficial owners for their costs of forwarding the solicitation material to the beneficial owners of Common Stock. We are soliciting proxies and such solicitation of proxies by mail may be supplemented by telephone, facsimile, electronic mail or personal solicitation by our directors, officers or other regular employees. No additional compensation will be paid to directors, officers or other regular employees for such services.

### *Advice to Beneficial Stockholders*

Only registered holders of shares of Common Stock or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders are "non-registered" shareholders because the shares of Common Stock they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares of Common Stock. More particularly, a person is not a registered shareholder in respect of the shares of Common Stock which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares of Common Stock (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators or self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as The CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with the requirements as set out in National Instrument 54-101 of the Canadian Securities Administrators and Regulation 14A promulgated under the Securities Exchange Act of 1934 (the "**Exchange Act**"), we will distribute copies of the Notice of Meeting, this proxy statement and the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares of Common Stock beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form

of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with our transfer agent as provided above; or

- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of a one page pre-printed form, the proxy authorization will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the shares of Common Stock which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxyholders named in the form and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

#### **SUMMARY OF BUSINESS MATTERS TO BE VOTED ON**

At the Meeting, stockholders will be asked to consider five (5) proposals as follows: (1) the election of the Board; (2) the appointment of Haynie & Company, Certified Public Accountants, as our independent registered public accounting firm, and the authorization for the Board to fix the remuneration of Haynie & Company; (3) the approval of our 2017 Equity Incentive Plan; (4) the approval of the non-binding resolution to approve the compensation of our executive officers as disclosed in this proxy statement; and (5) the approval of the non-binding resolution to determine the frequency of an advisory vote on executive compensation. A summary of these proposals is as follows:

##### **Proposal 1. Election of Directors.**

The entire Board is elected annually by the stockholders at the Meeting. The Board has selected six nominees based upon their ability and experience. The nominees consist of James P. Geiskopf, Cameron Chell, Michael Blum, Edmund C. Moy, James Carter and Alphonso Jackson. All of the nominees are currently serving as directors of our company.

The Board recommends that you vote **FOR** the election of the nominees as directors of our company.

##### **Proposal 2. Appointment of Independent Accountants.**

The Audit Committee has nominated Haynie & Company, Certified Public Accountants, to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2019. Haynie & Company provided audit and tax services for the fiscal years ended December 31, 2017 through December 31, 2018.

Representatives of Haynie & Company are not expected to be present at the Meeting. However, we will provide contact information for Haynie & Company to any stockholders who would like to contact the firm with questions.

The Board recommends that you vote **FOR** the approval of Haynie & Company as the independent registered public accounting firm for our company and for the authorization for the Board to fix the remuneration of Haynie & Company.

**Proposal 3. Approval of 2017 Equity Incentive Plan**

The Board is requesting the approval of the stockholders of its 2017 Equity Incentive Plan. On October 15, 2017 our board of directors adopted and approved the 2017 Equity Incentive Plan, as amended on January 22, 2018 and November 22, 2018. The purpose of the plan is to (a) enable us and any of our affiliates to attract and retain the types of employees, consultants and directors who will contribute to our long range success; (b) provide incentives that align the interests of employees, consultants and directors with those of our stockholders; and (c) promote the success of our business. A total of 4,174,904 shares of our Common Stock will be available for the grant of stock options and no shares will be available for the grant of non-stock option awards.

The Board recommends that you vote **FOR** the approval of the 2017 Equity Incentive Plan.

**Proposal 4. Non-binding resolution to approve the compensation of our executive officers as disclosed in this proxy statement**

As required by Section 14A under the Exchange Act, we will hold an advisory, non-binding vote to approve the compensation of our named executive officers (referred to as the say-on-pay vote) as disclosed in the tabular disclosure regarding such compensation and the accompanying narrative disclosure set forth in this proxy statement.

Our Board has not created or appointed a compensation committee given our company's current size and stage of development. All tasks related to developing and monitoring our company's approach to the compensation of our president and directors are performed by the members of our Board. The compensation of our president and directors is reviewed, recommended and approved by our Board without reference to any specific formula or criteria. The say-on-pay vote is advisory, and therefore not binding on our company or our Board. Although non-binding, the vote will provide information to our Board regarding investor sentiment about our executive compensation philosophy, policies and practices, which our Board will be able to consider when determining executive compensation for the years to come.

The Board recommends that you vote **FOR** adoption of the resolution approving, on an advisory basis, the compensation of our named executive officers, as described in the Executive Compensation section of this proxy statement.

**Proposal 5. Non-binding resolution to determine the frequency of an advisory vote on executive compensation**

As required by Section 14A under the Exchange Act, we will hold an advisory, non-binding vote regarding the frequency with which stockholders should have an opportunity to provide a say-on-pay vote. We are providing stockholders the option of selecting a frequency of every one, two or three years, or abstaining.

This vote is advisory, and therefore not binding on our company or our Board. Although the vote is nonbinding, our Board values the opinions that our stockholders express in their votes and will take into

account the outcome of the vote when considering how frequently we should conduct future say-on-pay votes.

The Board recommends that you vote **FOR** every “three years” as the frequency of future advisory votes on the compensation of our named executive officers.

## **DIRECTORS AND EXECUTIVE OFFICERS**

The following table sets forth the names, positions and ages of our executive officers, directors and persons nominated to become directors. All our directors serve until the next annual meeting of our stockholders or until their successors are elected and qualify. Our Board appoints officers and their terms of office are, except to the extent governed by employment contract, at the discretion of our Board.

<b>Name</b>	<b>Positions Held with Our Company</b>	<b>Age</b>	<b>Date First Elected or Appointed</b>
Michael Blum	Chief Operating Officer, Secretary, Treasurer and Director	42	October 9, 2017
Cameron Chell	Chairman of the Board and Director	50	August 21, 2017
James P. Geiskopf	Lead Director	60	August 28, 2014
Edmund C. Moy	Director	61	February 9, 2018
James M. Carter	Director	73	May 17, 2018
Alphonso Jackson	Director	73	June 22, 2018

## **PROPOSAL 1 NOMINATION AND ELECTION OF DIRECTORS**

### *Number of Directors*

Our bylaws provide for a board of directors of between one and ten directors with the number of directors to be set from time to time by a resolution of the Board. Each director is elected at each Meeting, continuing in office until the next annual meeting of stockholders and until such director’s successor is elected and has been qualified, or until such director’s earlier death, resignation or removal. We currently operate with a board of six directors. The Board meets periodically to review significant developments affecting our company and to act on matters requiring Board approval.

During fiscal 2019, the Board had 8 formal meetings and all of the directors attended at least 98% of the total number of meetings of the Board and committees on which they served.

We have not adopted a formal policy with respect to the members of our Board attending our Meeting.

### *Nominees for Election*

The entire board of directors is elected annually by the stockholders at the annual meeting of stockholders. The Board has selected six nominees based upon their ability and experience. The nominees consist of James P. Geiskopf, Cameron Chell, Michael Blum, Edmund C. Moy, James M. Carter and Alphonso Jackson. All of the nominees are currently serving as directors of our company. The Board recommends that you vote **FOR** each of the nominees.

Set forth below is biographical information for each person nominated for election to the Board.

### *Michael Blum*

On October 9, 2017, Michael Blum was appointed as the chief financial officer, secretary, treasurer and a director of our company. On December 4, 2018, we removed Michael Blum as our chief financial officer in order to accommodate the appointment of Swapan Kakumanu as our chief financial officer in connection with our application to list our common stock on the TSX Venture Exchange.

Mr. Blum started his career in Silicon Valley where he eventually joined PayPal as country manager, Germany and later ran the payments business for eBay in South East Asia and the Pacific. In 2005, he moved into the world of finance, co-founding a hedge fund, Falconhenge Partners which then became part of Magnetar Capital. Since January 2008, Mr. Blum has been a co-founder and the president at Hedgeye Risk Management, a leading online financial media company and he is a director at Hedgeye Cares, the company's employee driven charity. Since August 2016, he has also served as president of Seven7, LLC, a sports and entertainment focused venture fund. Since July 2013, he has served as managing director at Asia Leisure Capital SA, a hotel and casino management and investment firm. He was previously co-founder and chief financial officer of Firefly Systems Inc. from January 2014 to February 2017. Mr. Blum graduated from Yale University with a Bachelor of Arts in Economics and International studies in 1998.

#### *Cameron Chell*

On August 21, 2017, Cameron Chell was appointed as the president and chief executive officer and a director of our company. On October 15, 2017, Mr. Chell resigned as our president and chief executive officer in order to accommodate the appointment of Bruce Elliott as our president. On the same day, Mr. Chell was appointed as the non-executive chairman.

Mr. Chell has been the CEO of Business Instincts Group Inc. since November 2009. Business Instincts Group is a venture creation accelerator and services firm whose focus is building high-tech startups. The companies that Business Instincts Group has helped build include Draganfly, RaptorRig, ColdBore, UrtheCast, the first commercial video platform on the International Space Station and Slyce, the visual purchasing engine. As well, Mr. Chell has founded several startups including Futurelink, the original cloud computing company. Mr. Chell is currently involved with creating and sourcing new projects, and overseeing corporate development for Business Instincts Group. Business Instincts Group's venture creation process involves management services that integrate a proprietary strategic planning process (The RIPKIT) into organizations fostering strategic growth, valuation appreciation, liquidity, and management accountability. In this regard Mr. Chell's primary responsibility is to provide project and strategic management facilitation while working with his co-founders, executives, and investors to determine what is most important and specifically how to get it done. Mr. Chell has also been a director and secretary of Ryde from December 2017 and chairman of Ryde from February 2018. Mr. Chell currently serves on the board of directors of Pounce Technologies Inc. (since January 25, 2017) and on TruTrace Technologies Inc. (since May 17, 2018).

#### *James P. Geiskopf*

Effective August 28, 2014, Mr. Geiskopf was appointed as president, secretary, treasury and director of our company. On August 21, 2017, Mr. Geiskopf resigned as our president. On October 9, 2017, Mr. Geiskopf resigned as our secretary and treasurer. Mr. Geiskopf has been our lead director since August 21, 2017.

Mr. Geiskopf currently serves on the board of directors of Verb Technology Company, Inc. (VERB:NASDAQ), formerly nFusz, Inc. (since May 7, 2014), a company having shares of common stock registered under the Securities Exchange Act of 1934. He served as a director of Electronic Cigarettes International Group, Ltd. from June 2013 to March 2017. He was the president, secretary, treasurer and a director of Searchbyheadlines.com (now Naked Brand Group Inc.) from December 22, 2011 to July 30, 2012, and the president and director of The Resource Group from 2007 to 2009. From 1986 to 2007, he

served as the president and chief executive officer of Budget Rent-a-Car of Fairfield, California. Mr. Geiskopf also served on the board of directors of Suisun Valley Bank from 1986 to 1993 and on the board of directors of Napa Valley Bancorp. from 1991 to 1993.

***Edmund C. Moy***

On February 9, 2018, we appointed Edmund C. Moy as a director of our company.

Mr. Moy has been self-employed since July 2013. He has provided autographs for Numismatic Guarantee Corporation since December 2015 and to Profession Coin Grading Services, a division of Collectors Universe (CLCT: NASDAQ) from November 2013 to November 2015. Mr. Moy has also been an author with Whitman Publishing since December 2013, and was a provider of endorsement to Fortress Gold Group from August 2014 to July 2017 and to Morgan Gold from November 2011 to July 2014. As a consultant since August 2013, he has advised the U.S. Department of Labor and the U.S. Department of Transportation during most of 2017 and worked on projects to develop the first Bitcoin IRA and the first state gold bullion depository in America. He has also been a professional speaker since August 2013. He was the vice president for corporate infrastructure of L&L Energy, Inc. from January 2011 to July 2013 and a director of L&L Energy, Inc. from January 2012 to September 2012. From September 2006 to January 2011, Mr. Moy served as Director of the United States Mint, the world's largest manufacturer of coins and medals. He was appointed by President George W. Bush and unanimously confirmed by the U.S. Senate.

He currently serves on the advisory board or board of directors of several privately-held companies: AID:Tech (a blockchain company that fights global corruption in foreign aid and relief with digital identification), OmniSparx (develops healthy decentralized token ecosystems), and Valaurum (which sells the smallest verifiable unit of gold in the world). He is also a member of the Executive Advisory Board for the School of Business & Economics of Seattle Pacific University, the Board of Regents for Trinity International University, and the National Council for C3 Leaders.

Mr. Moy has served on public, private and non-profit boards and advisory boards, including coin.co, Axon Connected, LLC, L&L Energy, Inc. (NASDAQ: LLEN), Xactimed, Emerald Health Network, Christianity Today International, and Tau Kappa Epsilon International Fraternity.

***James M. Carter***

On May 17, 2018, we appointed James M. Carter as a director of our company.

Mr. Carter is a Chartered Professional Accountant with over 45 years' experience in both the private and public business sectors, and was Vice President of MFC Bancorp Ltd., an NYSE listed company focused on merchant banking activities from January 1998 to February 2017. He specialized in conducting corporate evaluations, due diligence reviews, analysis and related negotiations for corporate acquisitions, as well as designing, negotiating, managing and implementing corporate and debt restructurings and risk management programs.

He was based in Europe from 1998 to 2005, and has extensive domestic and international experience encompassing both North American and European capital markets with particular expertise gained in emerging markets and the natural resources sector.

Mr. Carter currently services on the board of directors of Aloro Mining Corp. (since April 2, 2018) and TruTrace Technologies Inc. (since July 12, 2018). During his career, he has served as an officer and director of a number of private and publicly traded companies in various industries in both North America and Europe.

***Alphonso Jackson***

On June 22, 2018, we appointed Alphonso Jackson as a director of our company. Mr. Jackson has been a member of our advisory board since June 7, 2018.

Mr. Jackson is the chief executive officer of A.R. Jackson Advisors, LLC since June 2017. Mr. Jackson has decades of experience in housing and community development. His expertise includes development of affordable and market rate housing, handling complex urban development issues and housing finance.

Mr. Jackson worked for First Data Corporation as its Senior Advisor from January 2015 to June 2017. Based out of the Washington, DC office, his primary focus was to strengthen First Data Corporation's relationships with government entities, public policy initiatives, and maximizing business opportunities in the sector. In addition, Mr. Jackson helped expand and support First Data Corporation's many diversity efforts.

From May 2012 to July 2014, Mr. Jackson served as Vice Chairman of Consumer & Community Banking at JP Morgan Chase in New York City. From August 2008 to May 2012, he served as the distinguished university professor and Director of the Center for Public Policy and Leadership at Hampton University in Hampton, Virginia.

Mr. Jackson was appointed the 13th Secretary of the US Department of Housing and Urban Development in March 2004. Nominated by President George W. Bush, he was unanimously confirmed by the United States Senate. Mr. Jackson served as the Secretary until April 2008.

Mr. Jackson holds a Bachelor of Arts degree in political science and a Master's in education administration from Truman State University. He also received a Juris Doctor degree from Washington University School of Law in St. Louis, Missouri.

### *Executive Officers*

Set forth below is biographical information for each executive officer of our company who is not being nominated for election to the Board.

#### *Swapan Kakumanu*

On December 4, 2018, Swapan Kakumanu was appointed as the chief financial officer of our company. Mr. Kakumanu had been the controller of our company since October 2017.

Mr. Kakumanu has been a partner, controller and chief financial officer for Red to Black Inc., a financial services firm offering chief financial officer, controller and strategic consulting services to both public and private companies, since November 2012. Mr. Kakumanu has been the chief financial officer of RYDE Holding Inc. since October 2018, the chief financial officer and a director of TruTrace Technologies Inc. since September 2018, and the chief financial officer of Pounce Technologies Inc. since July 2016. Mr. Kakumanu was also the chief financial officer of Intercept Energy Services Inc. from June 2014 to September 2018, the chief financial officer of Vogogo Inc. from August 2017 to April 2018, the controller of Vogogo Inc. from November 2013 to April 2018, the chief financial officer of Oral4D Systems Inc. from February 2015 to April 2017, the chief financial officer of Decisive Farming Corp. from December 2014 to November 2016 and the chief financial officer of Silver Gold Bull Inc. from March 2013 to December 2013.

Mr. Kakumanu has over 20 years of senior finance and operations experience. He has served at the executive levels in both public and private companies including senior roles as president, chief executive officer, chief financial officer and company secretary, as well as director roles on boards. Mr. Kakumanu has extensive experience in public company reporting, investor relations, ERP implementations, mergers and acquisitions, internal controls and general overall financial, strategic and operations management. His diverse industry experience spans commercializing technologies and launching software solutions,

blockchain, manufacturing, distribution, oilfield services, healthcare technologies and multi-jurisdictional operations. He holds CPA.CGA, ACA (Chartered Accountant, India) and ACMA (Certified Management Accountant, India) designations.

### *Family Relationships*

There are no family relationships among our directors or our executive officers.

### *Involvement in Certain Legal Proceedings.*

Except as disclosed below, none of our directors, nominees and executive officers have been involved in any of the following events during the past 10 years:

- 1) a petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;
- 2) such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);
- 3) such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:
  - (a) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
  - (b) engaging in any type of business practice; or
  - (c) engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;
- 4) such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (3)(a) above of this section, or to be associated with persons engaged in any such activity;
- 5) such person was found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission (the "SEC") to have violated any Federal or State securities law, and the judgment in such civil action or finding by the SEC has not been subsequently reversed, suspended, or vacated;
- 6) such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in

- such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;
- 7) such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:
- (a) any Federal or State securities or commodities law or regulation; or
  - (b) any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or (c) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or
- 8) such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29))), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Michael Blum was a co-founder of Firefly Systems Inc. ("**Firefly**") and acted as the chief financial officer of Firefly from January 2014 to February 2017. Firefly was a start-up in the space launch industry. Firefly grew from nothing in January 2014 to a company with 185 employees in the summer of 2016 with NASA as its flagship customer. When a major European investor backed out of a \$32 million funding commitment at the last minute due to the Brexit vote, Firefly's major stockholder was unwilling to pick-up the pieces and Firefly failed to close its last round of funding by early 2017. As a result, on April 3, 2017, Firefly filed a bankruptcy petition under Chapter 7 in the United States Bankruptcy Court for the Western District of Texas.

Michael Blum was elected to the board of directors of XCOR Aerospace, Inc. ("**XCOR**") in late April 2017. XCOR lost its only customer one or two weeks after his election and the board of directors of XCOR asked Mr. Blum to fill the role of acting chief executive officer and Mr. Blum took over as acting chief executive officer on June 27, 2017. Mr. Blum was unable to save XCOR and, on November 8, 2017, XCOR filed a bankruptcy petition under Chapter 7 in the United States Bankruptcy Court for the Eastern District of California.

James P. Geiskopf was a director of Electronic Cigarettes International Group, Ltd. ("**ECIG**") from June 2013 to March 16, 2017. ECIG filed a voluntary petition for relief under the provisions of Chapter 7 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "**Chapter 7**") in the United States Bankruptcy Court for the District of Nevada on March 16, 2017 (case number 17-11242). As a result of this filing, a Chapter 7 trustee was appointed by the bankruptcy court to assume control of ECIG. The assets of ECIG were liquidated and claims paid in accordance with the Chapter 7. As the Chapter 7 trustee assumed control over the assets and liabilities of ECIG, on March 16, 2017, Mr. Geiskopf and ECIG's other directors resigned from their positions as directors.

On November 6, 2006, Cameron Chell filed a Notice of Intention to Make a Proposal under the *Bankruptcy and Insolvency Act* (Canada). RSM Richter Inc. was appointed as Mr. Chell's trustee. Mr. Chell was absolutely discharged from bankruptcy on May 18, 2010. Mr. Chell's bankruptcy related to the calling of a \$3 million personal guarantee Mr. Chell made to HSBC with respect to an operating line of credit granted by HSBC to Logicorp Data Systems, Ltd. ("**Logicorp**"). HSBC has initially granted Logicorp the line of credit without requiring a personal guarantee. However, Logicorp subsequently became subject to

a number of reseller rebate claims that adversely affected its financial position and, once this became known to HSBC, HSBC attempted to reduce the operating level amount available upon which Logicorp could draw under the line of credit. At the time, Mr. Chell was a significant shareholder of Logicorp's parent company, Chell Group Corporation, as well as a director and officer of Logicorp. In negotiations with HSBC, it was agreed that Mr. Chell would provide a personal guarantee to HSBC in order to maintain the previous operating level under the line of credit. Ultimately, Logicorp defaulted on the line of credit and HSBC called on Mr. Chell's personal guarantee.

Pursuant to a settlement agreement (the "**Settlement Agreement**") dated November 6, 1998 that Cameron Chell signed with the Alberta Stock Exchange (the "**ASE**"), Mr. Chell agreed to the following sanctions:

- prohibition against ASE Approval (as defined in the General By-law of the ASE) in any capacity for a period of five years commencing November 6, 1998;
- a fine in the sum of \$25,000;
- strict supervision for a period of two years following re-registration in any capacity; and
- close supervision for a period of one year following the period of strict supervision described above.

The matters respecting the Settlement Agreement are as set forth in an ASE Notice to Members dated November 12, 1998, which provides that:

- representations were made by the promoter of a company to one of Mr. Chell's clients that he would only be permitted to purchase securities in the initial public offering of that company if he would agree to purchase additional securities in the secondary market following the listing on the Alberta Stock Exchange and, in or around March or April, 1996, Mr. Chell disclosed confidential information to the promoter of that company concerning a client's account with respect to a cheque returned NSF to Mr. Chell's employer;
- the investment objectives for two of Mr. Chell's clients were amended without prior knowledge or consent of such clients and purchases and sales of securities were subsequently executed in the accounts of such clients which were unsuitable for the clients given the stated investment objectives for the accounts prior to the amendment of such investment objectives;
- Mr. Chell executed a total of 21 transactions in the accounts of two of Mr. Chell's clients without prior knowledge or authorization of such clients;
- the signature on the new client account form for one of Mr. Chell's clients, which purported to be that of the client was not in fact the signature of the client nor did such client have any knowledge of any changes made to the investment objectives for his account(s);
- on or about June 10, 1996, the address for the account of one of Mr. Chell's clients was changed to Mr. Chell's local post office box address without such client's knowledge and while the client was resident in Ontario. As a result, during the period of June 10 to and including September, 1996, the client did not receive any trade confirmations or accounts statements with respect to her accounts with Mr. Chell;
- on or about March 19, 1996, Mr. Chell permitted one of his clients to acquire approximately 4% of the total initial public offering by a company, contrary to the rules of the Alberta Stock Exchange;
- on or about October 19, 1996, Mr. Chell purchased securities of a company in the account of one of his clients without disclosing the involvement of his brother as president of that company;

- on or about June 23, 1996, the private placement questionnaire & undertaking completed in connection with the purchase by one of Mr. Chell's clients and filed with the Alberta Stock Exchange disclosed that Mr. Chell's client was a resident of Alberta when in fact such client was a resident of Ontario. Mr. Chell knew or ought to have known that it contained a misstatement of fact in that regard;
- during the period of the summer, 1996 to and including May 1997, Mr. Chell's day to day involvement as the president and chairman of Coffee.Com Interactive Café Corp. ("Coffee.Com") as well as being a shareholder was not disclosed to Mr. Chell's employer. Further, Mr. Chell purchased securities offerings via private placement by Coffee.Com for certain of his clients without fully disclosing his involvement with that company to such clients;
- on or about March 18 and June 19, 1996, Mr. Chell executed purchase of securities for Ontario residents. At the time of such purchases, Mr. Chell knew or ought to have known that he was not registered in the province of Ontario;
- During the summer of 1996, Mr. Chell represented to the Alberta Stock Exchange that certain purchasers of securities offered via private placement were close friends and business associates when he knew or ought to have known that such representations were untrue; and
- During the period of June 19, 1996 and to and including May 1, 1997, Mr. Chell failed to obtain the prior approval of his employer for advertisements and sales literature distributed by Mr. Chell regarding Coffee.Com.

### *Legal Proceedings*

We are not involved as a plaintiff in any material proceeding or pending litigation where such claims or action involves damages for a value of more than 10% of our current assets as of December 31, 2018, or any material proceedings in which any of our company's directors, officers, or affiliates, or any registered or beneficial stockholders of more than 5% of any class of our voting securities, or any associate of such person, is an adverse party or has a material interest adverse to our company or any of our subsidiaries. In addition, we do not know of any such proceedings contemplated by any governmental authorities.

### *Corporate Cease Trade Orders*

To the best of our company's knowledge, no proposed director has, within 10 years before the date of this proxy statement, been a director or officer of any company that, while that person was acting in that capacity, (i) was the subject of a cease trade or similar order or an order that denied that person or company access to any exemption under securities legislation for a period of more than 30 consecutive days, or (ii) was subject to an event that resulted, after the director or officer ceased to be a director or officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days.

### *Vote Required and Board Recommendation*

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Meeting will be required to elect directors.

**THE BOARD RECOMMENDS THAT YOU VOTE FOR EACH OF THE NOMINEES.**

### **TRANSACTIONS WITH RELATED PERSONS**

No director, nominee, executive officer, principal shareholder holding at least 5% of our shares of Common Stock, or any family member thereof, had any material interest, direct or indirect, in any transaction, or proposed transactions, since January 1, 2017, the beginning of our last two fiscal years, in which the amount involved in the transaction exceeded or exceeds the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last two completed fiscal years other than the following:

On October 30, 2017, we issued 250,000 shares of our common stock to Michael Blum, chief operating officer and director of our company, at a price of \$0.10 per share for gross proceeds of \$25,000.

On October 18, 2017, we entered into a business services agreement with Business Instincts Group Inc., on November 20, 2017, we entered into a loan agreement with RYDE Holding Inc. ("Ryde"), formerly WENN Digital Inc., and, on December 29, 2017, as amended as of March 15, 2018, July 9, 2018, and October 29, 2018, we entered into a business services agreement with Ryde. Our chairman and director, Cameron Chell, is a director, officer and an indirect shareholder of Business Instincts Group Inc. which owns 10% of the common stock of Ryde and he is also a director, officer and indirect shareholder of Blockchain Merchant Group, Inc. which owns 2.5% of the common stock of Ryde. Mr. Chell has also been a director and secretary of Ryde from December 2017 and chairman of Ryde from February 2018. From December 2017 to February 2018, our president, Bruce Elliott, served as the chief marketing officer of Ryde. Our chief financial officer, Swapan Kakumanu has also been the chief financial officer of Ryde from October 2018. See Business - Recent Developments for additional information.

Effective October 15, 2017, we granted 225,000 stock options to Business Instincts Group Inc., a company of which Cameron Chell is a director, officer and indirect shareholder. The stock options are exercisable at the exercise price of \$0.10 per share for a period of ten years from the date of grant. The stock options become exercisable as follows: (i) 1/3 upon the first anniversary date of the date of grant; (ii) 1/3 on the second anniversary date and (iii) 1/3 on the third anniversary date.

On March 13, 2018, we entered into a loan agreement with Michael Blum whereby Mr. Blum advanced \$100,000 to us. The principal amount of \$100,000 was repayable on demand (but no longer than a term of six month) and bore simple interest at a rate of 12% per annum, which was payable upon repayment of the principal amount of \$100,000. We were entitled to prepay the whole or any portion of the principal amount of \$100,000, plus accrued interest on the portion of the principal amount of \$100,000 being prepaid, at any time. The loan agreement provided that we must, within five days of the release of funds to us from our private placement of subscription receipts that closed in March 2018, repay the principal amount of \$100,000 plus accrued interest in full. The loan agreement also provided that if we obtain any indebtedness on terms that are superior to the terms set forth in the loan agreement, then the terms under the loan agreement will be deemed to be amended, as of March 13, 2018, to match such superior terms in a manner and on terms as nearly equivalent as practicable to such superior terms. The loan was repaid on June 1, 2018 with interest of \$2,630.

On July 9, 2018, we entered into a loan agreement with Ryde whereby we provided to Ryde a loan in the principal amount of \$750,000. The principal amount of the loan bears interest at the rate of 2% per annum, provided, however, any amounts not paid when due will immediately commence accruing interest at the default rate of 10% per annum. The principal amount of the loan, any accrued and unpaid interest thereon, and any other amounts owing under the loan matures on the earlier of (i) March 9, 2019 and (ii) the closing by Ryde of a minimum of \$3,000,000 in financings, in the aggregate, whether through the sale of KodakCoins, equity or otherwise. Ryde can prepay all outstanding amounts on 10 days' notice to our company.

As a condition for entering into the loan agreement, Ryde GmbH, a subsidiary of Ryde, provided a corporate guarantee dated July 9, 2018 to our company, pursuant to which Ryde GmbH unconditionally guaranteed and promised to pay our company on demand all amounts that become due from Ryde

under the loan agreement with Ryde and any other amounts that we may in the future loan or advance to Ryde.

Also, as a condition for entering into the loan agreement, Ryde entered into the amendment no. 2, dated as of July 9, 2018, to the business service agreement dated December 29, 2017 as amended as of March 15, 2018, with our company. Pursuant to the amendment no. 2, our company and Ryde agreed that each party will be responsible for its respective expenses and agreed not to charge any out of pocket expenses to the other party unless expressly approved by the other party in advance in writing. As of December 31, 2018, interest of \$7,192 has been accrued and earned.

On July 27, 2018, we entered into a loan agreement with Ryde whereby we provided to Ryde a loan in the principal amount of \$500,000. This loan is unsecured, will mature on the earlier of eight (8) months from the date of issuance or the closing by Ryde of a minimum of \$4,250,000 in financings, in the aggregate, whether through the sale of KodakCoins, equity, or otherwise and will bear interest at the rate of 12% interest per annum. However, any amounts not paid when due shall immediately commence accruing interest at the default rate of 18% per annum. As of December 31, 2018, interest of \$23,474 has been accrued and earned.

The Company is in discussions with Ryde to amend the agreements as one of the notes has already matured and the second note is nearing maturity.

On November 27, 2018, we issued 200,000 shares of our common stock to 1373024 Alberta Inc., a company wholly-owned by Cameron Chell, our chairman and director, at a price of \$1.00 per share for aggregate gross proceeds of \$200,000.

Effective May 1, 2018, we entered into a facility services agreement with Business Instincts Group Inc., a company of which Cameron Chell is a director, officer and indirect shareholder, whereby we agreed to pay Business Instincts Group Inc. a basic monthly rent of \$16,500 for the complete occupancy term commencing May 1, 2018 until February 28, 2020 to use the premises located at 4101 Redwood Ave, Building F. Los Angeles, California 90066 for general office purposes. On March 29, 2019, we amended the facility services agreement to decrease the monthly rent from \$16,500 per month to \$8,250 per month commencing May 1, 2019 to March 31, 2020.

It is the responsibility of our audit committee to review, approve and ratify related party transactions.

#### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater than 10% stockholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of the copies of such forms received by our company, or written representations from certain reporting persons that no Form 5s were required for those persons, we believe that, during the year ended December 31, 2018 all filing requirements applicable to its officers, directors and greater than 10% beneficial owners were complied with, with the exception of the following:

Name	Number of Late Reports	Number of Transactions Not Reported on a Timely Basis	Failure to File Requested Forms

James P. Geiskopf	Nil	1	1
Edmund C. Moy	Nil	2	1

### **Code of Ethics**

On December 20, 2017, our Board adopted a code of ethics and business conduct for directors, senior officers and employees of our company. We adopted the code of ethics and business conduct for the purpose of promoting:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- full, fair, accurate, timely and understandable disclosure in all reports and documents that we file with, or submits to, the Securities and Exchange Commission and in other public communications made by our company;
- compliance with applicable governmental laws, rules and regulations;
- the protection of our assets, including corporate opportunities and confidential information;
- fair dealing practices;
- the prompt internal reporting of violations of the code of ethics and business conduct; and
- accountability for adherence to the code of ethics and business conduct.

### **COMMITTEES OF THE BOARD OF DIRECTORS**

#### **Audit Committee**

We have an audit committee consisting of Michael Blum, James M. Carter, James P. Geiskopf, and Edmund C. Moy. Our audit committee assists our Board in fulfilling its responsibility to our stockholders relating to corporate accounting matters, the financial reporting practices of our company, and the quality and integrity of the financial reports of our company.

For a description of Messrs. Blum, Carter, Geiskopf and Moy's education and experience, see the section of this proxy statement entitled "Nominees for Election".

#### **Audit Committee Charter**

The audit committee charter attached as Schedule "A" hereto was adopted by our Board on October 9, 2017.

#### **Audit Committee Financial Expert**

Our Board has determined that James M. Carter, a member of our audit committee, qualifies as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K issued by the Securities and Exchange Commission, and is "independent" as the term is used by NASDAQ Marketplace Rule 5605(a)(2).

#### **Audit Committee Report**

The Audit Committee has reviewed and discussed with management our audited consolidated financial statements as of and for the year ended December 31, 2018.

The Audit Committee has also discussed with Haynie & Company the matters required to be discussed by AU 380, *Communication with Audit Committees*, as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has received and reviewed the written disclosures and the letter from Haynie & Company required by PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*, and has discussed with Haynie & Company their independence.

Based on the reviews and discussions referred to above, the Audit Committee recommended to our Board that the audited financial statements referred to above be included in our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the SEC.

The Audit Committee of our Board currently consists of Michael Blum, James P. Geiskopf and Edmund C. Moy. The material contained in this Audit Committee Report is not soliciting material, is not deemed filed with the SEC, and is not incorporated by reference in any filing of our company under the Securities Act of 1933, or the Exchange Act of 1934, whether made before or after the date of this proxy statement and irrespective of any general incorporation language in such filing.

#### **Audit Committee Oversight**

At no time since the commencement of our most recently completed financial year was a recommendation of our audit committee to nominate or compensate an external auditor not adopted by our Board.

#### **Reliance on Certain Exemptions**

At no time since the commencement of our most recently completed financial year has our company relied on the exemption in Sections 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) or Part 8 of National Instrument 52-110 *Audit Committees*. Section 2.4 (*De Minimis Non-audit Services*) provides an exemption from the requirement that our audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*) and 6.1.1(6) (*Death, Incapacity or Resignation*) provide exemptions from the requirement that a majority of the members of our audit committee must not be executive officers, employees or control persons of our company or of an affiliate of our company. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of National Instrument 52-110 in whole or in part.

#### **Pre-Approval Policies and Procedures**

Our audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of National Instrument 52-110, the engagement of non-audit services is considered by our audit committee on a case-by-case basis.

### Fees Paid to Our Independent Registered Public Accounting Firms

The following table sets forth the fees billed to our company for the years ended December 31, 2018 and 2017 for professional services rendered by Haynie & Company:

Fees	2018	2017
Audit Fees	\$ 41,000*	\$ 15,000
Audit Related Fees	-	-
Tax Fees	-	-
Other Fees	-	-
<b>Total Fees</b>	<b>\$ 41,000</b>	<b>\$ 15,000</b>

\*Estimated

## CORPORATE GOVERNANCE

### General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the stockholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. Our Board is committed to sound corporate governance practices, as such practices are both in the interests of stockholders and help to contribute to effective and efficient decision making. Our common stock is quoted on the OTC Pink operated by the OTC Markets Group, which does not impose any director independence requirements. Under NASDAQ rule 5605(a)(2) and as defined by National Instrument 52-110, adopted by various Canadian securities commissions, a director is not independent if he or she is also an executive officer or employee of the corporation or was, at any time during the past three years, employed by the corporation.

### Board of Directors

Our Board facilitates its independent supervision over management in several ways, including retaining independent consultants where it deems necessary, and by reviewing corporate developments with larger stockholders, analysts and potential industry partners.

The independent members of our Board are Edmund C. Moy, Alphonso Jackson and James Carter. Messrs. Moy, Jackson and Carter are each "independent" in that each is independent and free from any interest and any business or other relationship which could or could reasonably be perceived to; materially interfere with the director's ability to act with the best interests of our company.

Michael Blum is not independent because Mr. Blum is chief operating officer, secretary and treasurer of our company. James P. Geiskopf is not independent because Mr. Geiskopf was president of our company from August 28, 2014 to August 21, 2017 and secretary and treasurer of our company from August 28, 2014 to October 9, 2017. Cameron Chell is not independent because Mr. Chell is a director, officer and an indirect shareholder of BIG. On October 18, 2017, we entered into a business services agreement with BIG, whereby we retained the services of BIG to provide certain services, including creating, designing and project managing the launching of initial coin offerings for our clients.

## Directorships

The following table describes which of our current directors are also directors of other reporting issuers (or the equivalent in another jurisdiction):

Name of Director	Names of Other Reporting Issuers	Name of Trading Market
James P. Geiskopf	Verb Technology Company, Inc.	NASDAQ
Cameron Chell	Pounce Technologies Inc. TruTrace Technologies Inc.	TSX Venture Exchange (NEX) Canadian Securities Exchange
James M. Carter	Aloro Mining Corp. TruTrace Technologies Inc.	TSX Venture Exchange Canadian Securities Exchange

## Orientation and Continuing Education

Our Board briefs all new directors with respect to the policies of our Board and other relevant corporate and business information. Our Board does not provide any continuing education.

## Ethical Business Conduct

Our Board has found that the fiduciary duties placed on individual directors by our company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of our Board in which the director has an interest, have been sufficient to ensure that our Board operates independently of management and in the best interests of our company.

## Nomination of Directors

Our Board is responsible for identifying individuals qualified to become new board members and recommending to our Board new director nominees. New nominees must have a track record in general business management, special expertise in an area of strategic interest to our company, the ability to devote the required time, show support for our company's mission and strategic objectives, and a willingness to serve.

Our Board does not have a nominating committee. The full board will be involved in nomination of new candidates for board positions. Board members will be asked for recommendations of people that they know of or have heard of that would contribute to the success of our company if added to our Board.

## Compensation

Our Board has not created or appointed a compensation committee given our company's current size and stage of development. All tasks related to developing and monitoring our company's approach to the compensation of our president and directors are performed by the members of our Board. The compensation of our president and directors is reviewed, recommended and approved by our Board without reference to any specific formula or criteria.

## Other Board Committees

Our Board has no committees other than our Audit Committee.

## Assessments

Our Board has no specific procedures for regularly assessing the effectiveness and contribution of our Board or individual directors. As our Board is relatively small, it is expected that a significant lack of performance on the part of an individual director would become readily apparent, and could be dealt with on a case-by-case basis. With respect to our Board as a whole, our Board monitors its performance on an ongoing basis, and as part of that process considers the overall performance of our company and input from our stockholders. As Lead Director, James P. Geiskopf oversees the Board.

## Advisory Board

We have an advisory board, which provides advice to our company from time to time on issues as requested by our company. Our advisory board's role includes: (a) providing strategic advice on the direction and strategy of our company, (b) advising and assisting with business development by and for our company, and (c) facilitating introductions between our company and third parties who may be in a position to assist in furthering the goals of our company. The current members of our advisory board are: Russell Stidolph, Konstantin Richter, Steve Beauregard, Greg Burnett, Rob Shewchuk and Jamal Weathers.

## VOTING SECURITIES AND OWNERSHIP OF VOTING SECURITIES BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

We have set forth in the following table certain information regarding the Common Stock beneficially owned on November 18, 2019 for (i) each stockholder we know to be the beneficial owner of 5% or more of the Common Stock, (ii) each of our company's executive officers and directors, (iii) the nominees for election to our Board, (iv) each of our named executive officers (as defined in the "Executive Compensation" section), and (v) all executive officers and directors as a group. In general, a person is deemed to be a "beneficial owner" of a security if that person has or shares the power to vote or direct the voting of such security, or the power to dispose or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which the person has the right to acquire beneficial ownership within 60 days. As of November 18, 2019, the Record Date, we had 23,756,033 shares of Common Stock issued and outstanding. Accordingly, 23,756,033 shares of Common Stock are entitled to one (1) vote per share at the Meeting.

Name and Address of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership <sup>(1)</sup>	Percentage of Class <sup>(1)(2)</sup>
Bruce Elliott 6 Kermode Road, Crosby, Isle of Man 1M4 4BZ	Common Stock	200,000 <sup>(3)</sup>	*
Michael Blum 2212 Glenbrook Way, Las Vegas, NV 89117	Common Stock	650,000 <sup>(4)</sup>	2.70%
Swapan Kakumanu 193 Simcoe Circle SW, Calgary, AB T3H 4S3	Common Stock	166,666 <sup>(5)</sup>	*
Cameron Chell	Common Stock	2,661,000 <sup>(6)</sup>	11.02%

561 Indiana Court, Venice Beach, CA 90291			
James P. Geiskopf 3250 Oakland Hills Court, Fairfield, CA 94534	Common Stock	1,900,000 <sup>(7)</sup>	7.87%
Edmund C. Moy 4251 Campbell Avenue, Suite 313, Arlington, VA 22206	Common Stock	67,666 <sup>(8)</sup>	*
James M. Carter 12532 23 <sup>rd</sup> Ave, Surrey, BC V4A 2C4, Canada	Common Stock	58,338 <sup>(9)</sup>	*
Alphonso Jackson 1411 Key Blvd, Unit 601, Arlington, VA 22209	Common Stock	66,666 <sup>(10)</sup>	*
<b>All executive officers and directors as a group (8 persons)</b>	<b>Common Stock</b>	<b>5,770,336</b>	<b>22.66%</b>

### Notes

\* Less than 1%.

- (1) Except as otherwise indicated, we believe that the beneficial owners of the common stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Common stock subject to options or warrants currently exercisable or exercisable within 60 days, are deemed outstanding for purposes of computing the percentage ownership of the person holding such option or warrants, but are not deemed outstanding for purposes of computing the percentage ownership of any other person.
- (2) Percentage of ownership is based on 23,756,033 shares of our common stock issued and outstanding as of November 18, 2019.
- (3) Comprised of 200,000 options to purchase shares of our common stock exercisable within 60 days.
- (4) Includes 400,000 options to purchase shares of our common stock exercisable within 60 days.
- (5) Includes 116,666 options to purchase shares of our common stock exercisable within 60 days, held by Red to Black Inc., a company controlled by Mr. Kakumanu.
- (6) Comprised of 61,000 shares of our common stock held directly, 2,000,000 shares of our common stock held indirectly through Blockchain Fund GP Inc., 200,000 shares of our common stock held indirectly through 1373024 Alberta Inc. and 400,000 options to purchase shares of our common stock exercisable within 60 days, held by Mr. Chell. Mr. Chell has the sole power to vote or direct the vote, and to dispose or direct the disposition of the shares of our common stock held by Blockchain Fund GP Inc. and 1373024 Alberta Inc.
- (7) Includes 400,000 options to purchase shares of our common stock exercisable within 60 days.
- (8) Includes 66,666 options to purchase shares of our common stock exercisable within 60 days.

(9) Includes 58,338 options to purchase shares of our common stock exercisable within 60 days.

(10) Includes 66,666 options to purchase shares of our common stock exercisable within 60 days.

### **Changes in Control**

We are unaware of any contract or other arrangement the operation of which may at a subsequent date result in a change in control of our company.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as otherwise disclosed herein, no individual who has been a director or executive officer of our company at any time since the beginning of the last fiscal year of our company, or any proposed management nominee for election as a director, or any associate or affiliate thereof, has any material interest, direct or indirect, by way of beneficial ownership of shares of our Common Stock or otherwise, in any matter to be acted upon at the Meeting. Certain directors, executive officers and proposed nominees for election as directors may be interested in the approval of the 2017 Equity Incentive Plan, pursuant to which they may be granted stock options.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed herein: (a) none of our directors or executive officers; (b) none of the nominees for election as a director; (c) no person or company who beneficially owns, directly or indirectly, shares of Common Stock or who exercises control or direction of shares of Common Stock, or a combination of both (including control through nominees and proposed directors) carrying more than 10% of the voting rights attached to the outstanding shares of Common Stock (an “Insider”); (d) no director or executive officer of an Insider; and (e) no associate or affiliate of any of the directors, executive officers, nominees or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of our most recently completed financial year or in any proposed transaction which has materially affected or would materially affect our company or any of our subsidiaries, except with an interest arising from the ownership of shares of Common Stock where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of shares who are resident in Canada.

### **MANAGEMENT CONTRACTS**

No management functions of our company are performed to any substantial degree by a person other than the directors or executive officers of our company.

### **EXECUTIVE COMPENSATION**

#### *Summary Compensation*

The particulars of compensation paid to the following persons:

- (a) all individuals serving as our principal executive officer during the year ended December, 2018;
- (b) each of our two most highly compensated executive officers who were serving as executive officers at the end of the year ended December 31, 2018; and
- (c) up to two additional individuals for whom disclosure would have been provided under (b) but

for the fact that the individual was not serving as our executive officer at December 31, 2018,

who we will collectively refer to as the named executive officers, for all services rendered in all capacities to our company and subsidiaries for the years ended December 31, 2018 and 2017 are set out in the following summary compensation table:

Summary Compensation Table – Years ended December 31, 2018 and 2017									
Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
<b>Bruce Elliott</b> <i>President</i> <sup>(1)</sup>	2018	170,000	Nil	Nil	8,594	Nil	Nil	Nil	178,594
	2017	27,500	7,500	Nil	8,776 <sup>(4)</sup>	Nil	Nil	Nil	43,776
<b>Michael Blum</b> <i>Chief Operating Officer, Secretary, Treasurer and Director</i> <sup>(2)</sup>	2018	121,806	Nil	Nil	17,187	Nil	Nil	Nil	138,993
	2017	27,500	25,000	Nil	17,553 <sup>(4)</sup>	Nil	Nil	Nil	70,053
<b>Swapan Kakumanu</b> <i>Chief Financial Officer</i> <sup>(3)</sup>	2018	4,516	Nil	Nil	27,619	Nil	Nil	Nil	32,135
	2017	Nil	Nil	Nil	10,000	Nil	Nil	Nil	10,000

**Notes:**

- (1) On October 15, 2017, Mr. Elliott was appointed as the president of our company
- (2) On October 9, 2017, Mr. Blum was appointed as the chief financial officer, secretary, treasurer and a director of our company. On December 4, 2018, Mr. Blum resigned as our chief financial officer in order to accommodate the appointment of Swapan Kakumanu as our chief financial officer. On the same day, Mr. Blum was appointed as chief operating officer.
- (3) On December 4, 2018, Mr. Kakumanu was appointed as the chief financial officer of our company.
- (4) Reflects the grant date fair value computed in accordance with FASB ASC Topic 718. See Note 7 of our annual financial statements for the years ended December 31, 2018 and 2017 for a description of the assumptions made in the valuation of these stock options.

**Narrative Disclosure to Summary Compensation Table**

In connection with the appointment of Bruce Elliott as president, we have entered into an independent consultant agreement dated October 15, 2017 with Bruce Elliott whereby we agreed to pay Mr. Elliott a signing bonus of \$7,500, payable within 30 days, and a consulting fee in the amount of \$10,000 per month, which was increased to \$12,000 per month commencing on February 1, 2018 with the approval of our board of directors. On June 1, 2018, his consulting fee increased to \$16,000 per month with the approval of our board of directors. Subject to compliance with all applicable securities laws, we also agreed to grant to Mr. Elliott 200,000 stock options within 60 days at a price of \$0.10 per share, which stock options become exercisable as follows: (i) 1/3 upon the date of grant; (ii) 1/3 on the first anniversary date and (iii) 1/3 on the second anniversary date. The agreement continues for twelve months terms which will automatically be renewed unless we provide 90 days prior written notice of our intention to not renew the agreement. The agreement may be terminated by (i) Mr. Elliott by providing at least 90 days advance notice in writing, (ii) us by giving at least 90 days advance notice in writing, or (iii) us without notice in the event that Mr. Elliott: (a) breaches any term of the agreement, (b) neglects the services or any other duty to be performed under the agreement, (c) engages in any conduct which is dishonest, or damages

our reputation or standing, (d) is convicted of any criminal act, (e) engages in any act of moral turpitude, (f) files a voluntary petition in bankruptcy, or (g) is adjudicated as bankrupt or insolvent. Mr. Elliott has also agreed for the term of the agreement not to compete with us in the business of providing services for blockchain initial coin offerings. During the term of the agreement and for a period of one year immediately following the termination or expiration of the agreement, Mr. Elliott has agreed not to solicit or induce any customer, prospective customer, supplier, sales personnel, employee or independent contractor involved with us to terminate or breach any employment, contractual or other relationship with us, or to otherwise discontinue or alter such third party's relationship with us.

In connection with the appointment of Michael Blum as chief financial officer, we have entered into an independent consultant agreement dated October 9, 2017 with Michael Blum whereby we agreed to pay Mr. Blum a signing bonus of \$25,000, payable within 30 days, and a consulting fee in the amount of \$10,000 per month. Subject to compliance with all applicable securities laws, we also agreed to grant to Mr. Blum stock options in an amount to be determined by our board of directors. The agreement continues for twelve months terms which will automatically be renewed unless we provide 30 days prior written notice of our intention to not renew the agreement. The agreement may be terminated by (i) Mr. Blum by providing at least 30 days advance notice in writing, (ii) us by giving at least 30 days advance notice in writing, or (iii) us without notice in the event that Mr. Blum: (a) breaches any term of the agreement, (b) neglects the services or any other duty to be performed under the agreement, (c) engages in any conduct which is dishonest, or damages our reputation or standing, (d) is convicted of any criminal act, (e) engages in any act of moral turpitude, (f) files a voluntary petition in bankruptcy, or (g) is adjudicated as bankrupt or insolvent. Mr. Blum has also agreed for the term of the agreement not to compete with us in the business of providing services for blockchain initial coin offerings. During the term of the agreement and for a period of one year immediately following the termination or expiration of the agreement, Mr. Blum has agreed not to solicit or induce any customer, prospective customer, supplier, sales personnel, employee or independent contractor involved with us to terminate or breach any employment, contractual or other relationship with us, or to otherwise discontinue or alter such third party's relationship with us. On December 4, 2018, we removed Michael Blum as our chief financial officer in order to accommodate the appointment of Swapan Kakumanu as our chief financial officer in connection with our application to list our common stock on the TSX Venture Exchange. In connection with the appointment of Michael Blum as chief operating officer, on December 4, 2018, we have entered into an amendment to the independent consultant agreement dated October 9, 2017 with Mr. Blum whereby the parties (i) modified the services to be provided by Mr. Blum to reflect his new position with our company as chief operating officer and (ii) increased his consulting fee to \$12,000 per month commencing December 4, 2018.

Since October 1, 2017, we have paid Red to Black Inc., a company controlled by Swapan Kakumanu \$4,000 per month which was amended to \$10,000 per month from February 1, 2018 for providing accounting and controller services. On December 4, 2018, we removed Michael Blum as our chief financial officer in order to accommodate the appointment of Swapan Kakumanu as our chief financial officer in connection with our application to list our common stock on the TSX Venture Exchange. In connection with the appointment of Swapan Kakumanu as chief financial officer, we have entered into an independent consultant agreement dated December 4, 2018 with Swapan Kakumanu whereby we agreed to pay a consulting fee of \$5,000 per month. The agreement continues for a twelve month term, which will automatically be renewed unless we provide 30 days prior written notice of our intention to not renew the agreement. The agreement may be terminated by (i) Mr. Kakumanu by providing at least 30 days advance notice in writing, (ii) us by giving at least 30 days advance notice in writing, or (iii) us without notice in the event that Mr. Kakumanu: (a) breaches any term of the agreement, (b) neglects the services or any other duty to be performed under the agreement, (c) engages in any conduct which is dishonest or damages our reputation or standing, (d) is convicted of any criminal act, (e) engages in any act of moral turpitude, (f) files a voluntary petition in bankruptcy, or (g) is adjudicated as bankrupt or insolvent. Mr. Kakumanu has also agreed, for the term of the agreement, not to compete with us in the business of providing services for blockchain initial coin offerings. During the term of the agreement, and

for a period of one year immediately following the termination or expiration of the agreement, Mr. Kakumanu has agreed not to solicit or induce any customer, prospective customer, supplier, sales personnel, employee, or independent contractor involved with us to terminate or breach any employment, contractual or other relationship with us, or to otherwise discontinue or alter such third party's relationship with us.

On October 15, 2017, as amended on January 22, 2018 and November 22, 2018, our board of directors adopted and approved the 2017 Equity Incentive Plan. The purpose of the plan is to (a) enable us and any of our affiliates to attract and retain the types of employees, consultants and directors who will contribute to our long range success; (b) provide incentives that align the interests of employees, consultants and directors with those of our stockholders; and (c) promote the success of our business. On November 22, 2018, our board of directors amended our 2017 Equity Incentive Plan in connection with our application to list our common stock on the TSX Venture Exchange. The plan was amended to provide that a total of 4,174,904 shares of our common stock will be available for the grant of stock options and no shares will be available for the grant of non-stock option awards;

Effective October 15, 2017, we granted a total of 1,400,000 stock options to our directors and officers (200,000 stock options to Bruce Elliott, 400,000 stock options to Michael Blum, 400,000 stock options to Cameron Chell and 400,000 stock options to James P. Geiskopf). The stock options are exercisable at the exercise price of \$0.10 per share for a period of ten years from the date of grant. The stock options become exercisable as follows: (i) 1/3 upon the date of grant; (ii) 1/3 on the first anniversary date and (iii) 1/3 on the second anniversary date. The grant also included 100,000 stock options to Swapan Kakumanu. These stock options become exercisable as follows: (i) 1/3 on the first anniversary date; (ii) 1/3 on the second anniversary date and (iii) 1/3 on the third anniversary date.

Effective October 15, 2017, we granted 100,000 stock options to Red to Black Inc., a company controlled by Swapan Kakumanu. The stock options are exercisable at the exercise price of \$0.10 per share for a period of ten years from the date of grant. The stock options become exercisable as follows: (i) 1/3 on the first anniversary of the grant date; (ii) 1/3 on the second anniversary of the grant date and (iii) 1/3 on the third anniversary of the grant date.

Effective June 8, 2018, we granted 75,000 stock options to Red to Black Inc. The stock options are exercisable at the exercise price of \$0.60 per share for a period of ten years from the date of grant. The stock options become exercisable as follows: (i) 1/3 on the first anniversary of the grant date; (ii) 1/3 on the second anniversary of the grant date and (iii) 1/3 on the third anniversary of the grant date.

#### **Retirement or Similar Benefit Plans**

There are no arrangements or plans in which we provide retirement or similar benefits for our directors or executive officers.

#### **Resignation, Retirement, Other Termination, or Change in Control Arrangements**

We have no contract, agreement, plan or arrangement, whether written or unwritten, that provides for payments to our directors or executive officers at, following, or in connection with the resignation, retirement or other termination of its directors or executive officers, or a change in control of our company or a change in our directors' or executive officers' responsibilities following a change in control.

#### **Outstanding Equity Awards at Fiscal Year-End**

The following table sets forth for each named executive officer certain information concerning the outstanding equity awards as of December 31, 2018:

Name	Option awards					Stock awards			
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Equity incentive plan awards: Number of securities underlying unexercised unearned options (#)	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares of units of stock that have not vested (\$)	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested (\$)
Bruce Elliott	200,000	Nil	Nil	\$0.10	October 15, 2027	Nil	Nil	Nil	Nil
Michael Blum	400,000	Nil	Nil	\$0.10	October 16, 2027	Nil	Nil	Nil	Nil
Swapan Kakumanu	66,666 <sup>(1)(3)</sup>	33,334 <sup>(1)(3)</sup>	Nil	\$0.10	October 15, 2027	Nil	Nil	Nil	Nil
	50,000 <sup>(2)(3)</sup>	25,000 <sup>(2)(3)</sup>	Nil	\$0.60	June 8, 2028	Nil	Nil	Nil	Nil

**Notes:**

<sup>(1)</sup>The stock options become exercisable as follows: (i) 1/3 on the first anniversary date of grant (October 15, 2018); (ii) 1/3 on the second anniversary date and (iii) 1/3 on the third anniversary date.

<sup>(2)</sup>The stock options become exercisable as follows: (i) 1/3 upon the date of grant (June 8, 2018); (ii) 1/3 on the first anniversary date and (iii) 1/3 on the second anniversary date.

<sup>(3)</sup>These stock options are held by Red to Black Inc., a company controlled by Swapan Kakumanu.

**Compensation of Directors**

The particulars of compensation paid to our directors who are not named executive officers for the fiscal year ended December 31, 2018 are set out in the following director compensation table:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Cameron Chell <sup>(1)</sup>	Nil	Nil	17,187 <sup>(7)</sup>	Nil	Nil	Nil	17,187 <sup>(2)</sup>
James P. Geiskopf <sup>(3)</sup>	120,000	Nil	17,187 <sup>(7)</sup>	Nil	Nil	Nil	137,187
Edmond C. Moy <sup>(4)</sup>	44,495	Nil	46,556 <sup>(7)</sup>	Nil	Nil	Nil	91,051
James M.	31,183	Nil	32,591 <sup>(7)</sup>	Nil	Nil	Nil	63,774

Carter <sup>(5)</sup>							
Alphonso Jackson <sup>(6)</sup>	28,333	Nil	36,882 <sup>(7)</sup>	Nil	Nil	Nil	65,215

**Notes:**

- (1) On August 21, 2017, Mr. Chell was appointed as the president and chief executive officer and a director of our company. On October 15, 2017, Mr. Chell resigned as our president and chief executive officer in order to accommodate the appointment of Bruce Elliott as our president. On the same day, Mr. Chell was appointed as the non-executive chairman.
- (2) Does not include the fees and stock options received by Business Instincts Group Inc. On October 18, 2017, we entered into a business services agreement with Business Instincts Group Inc., a company of which Mr. Chell is a director, officer and indirect shareholder. The fees and stock options received by Business Instincts Group Inc. are compensation for the services provided by that company as a whole and we did not compensate Mr. Chell separately for these services.
- (3) Effective August 28, 2014, Mr. Geiskopf was appointed as president, secretary, treasury and director of our company. On August 21, 2017, Mr. Geiskopf resigned as our president. On October 9, 2017, Mr. Geiskopf resigned as our secretary and treasurer.
- (4) On February 9, 2018, Mr. Moy was appointed as a director of our company.
- (5) On May 17, 2018, Mr. Carter was appointed as a director of our company.
- (6) On June 22, 2018, Mr. Jackson was appointed as a director of our company.
- (7) Reflects the grant date fair value computed in accordance with FASB ASC Topic 718. See Note 7 of our annual financial statements for the years ended December 31, 2018 and 2017 for a description of the assumptions made in the valuation of these stock options.

On January 22, 2018, we entered into an offer letter with James P. Geiskopf, pursuant to which, among other things, we agreed to pay Mr. Geiskopf, as Lead Director, \$120,000 in annual cash compensation commencing on January 1, 2018.

In connection with the appointment of Edmund C. Moy as a director on February 9, 2018, we entered into an offer letter dated February 9, 2018 with Mr. Moy, pursuant to which, among other things, we agreed to pay Mr. Moy \$50,000 in annual cash compensation and grant 100,000 stock options. Effective February 9, 2018, we granted to Mr. Moy 100,000 stock options, which are exercisable at an exercise price of \$0.60 per share until February 9, 2028. The stock options become exercisable as follows: (i) 1/3 on the grant date, (ii) 1/3 on the first anniversary of the grant date and (iii) 1/3 on the second anniversary of the grant date.

In connection with the appointment of James Carter as a director on May 17, 2018, we entered into an offer letter dated May 17, 2018 with Mr. Carter, pursuant to which, among other things, we agreed to pay Mr. Carter \$50,000 in annual cash compensation and grant 100,000 stock options. Effective May 17, 2018, we granted to Mr. Carter 100,000 stock options, which are exercisable at an exercise price of \$0.60 per share until May 17, 2028. The stock options become exercisable monthly over 36 months as follows: 1/36 of the stock options vesting each month commencing on May 17, 2018.

In connection with the appointment of Alphonso Jackson as a director on June 22, 2018, we entered into an offer letter dated June 22, 2018 with Mr. Jackson, pursuant to which, among other things, we agreed to pay Mr. Jackson \$50,000 in annual cash compensation and grant 100,000 stock options, which stock options were previously granted on June 7, 2018 in connection with his appointment as a member of our advisory board. The stock options are exercisable at the exercise price of \$0.60 per share until June 7, 2028.

The stock options become exercisable as follows: (i) 1/3 on the grant date, (ii) 1/3 on the first anniversary of the grant date and (iii) 1/3 on the second anniversary of the grant date.

### Outstanding Equity Awards at Fiscal Year-End

The following table sets forth for each director who is not a named executive officer certain information concerning the outstanding equity awards as of December 31, 2018:

Name	Option awards					Stock awards			
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Equity incentive plan awards: Number of securities underlying unexercised unearned options (#)	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares of units of stock that have not vested (\$)	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested (\$)
Cameron Chell	400,000	Nil	Nil	\$0.10	October 15, 2027	Nil	Nil	Nil	Nil
James P. Geiskopf	400,000	Nil	Nil	\$0.10	October 16, 2027	Nil	Nil	Nil	Nil
Edmond C. Moy	66,666 <sup>(1)</sup>	33,334 <sup>(1)</sup>	Nil	\$0.60	February 9, 2028	Nil	Nil	Nil	Nil
James M. Carter	55,560 <sup>(2)</sup>	44,440 <sup>(2)</sup>	Nil	\$0.60	May 17, 2028	Nil	Nil	Nil	Nil
Alphonso Jackson	66,666 <sup>(3)</sup>	33,334 <sup>(3)</sup>	Nil	\$0.60	June 7, 2028	Nil	Nil	Nil	Nil

#### Notes:

<sup>(1)</sup>The stock options become exercisable as follows: (i) 1/3 on the first anniversary date of grant (February 9, 2018); (ii) 1/3 on the second anniversary date and (iii) 1/3 on the third anniversary date.

<sup>(2)</sup>The stock options become exercisable as follows: (i) 1/36 each month over a period of 36 months commencing on the date of grant (May 17, 2018).

<sup>(3)</sup>The stock options become exercisable as follows: (i) 1/3 on the first anniversary date of grant (June 7, 2018); (ii) 1/3 on the second anniversary date and (iii) 1/3 on the third anniversary date.

### EQUITY COMPENSATION PLAN INFORMATION

The following table provides a summary of the number of shares of Common Stock to be issued upon exercise of outstanding options, warrants and rights, weighted average exercise price of outstanding options, warrants and rights and the number of shares of Common Stock remaining available for future issuance under our equity compensation plans as well as certain warrants

granted outside of our compensation plan, the weighted average exercise price and the number of options remaining available for grant, shares purchasable as at December 31, 2018.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	Nil	N/A	Nil
Equity compensation plans not approved by security holders (2017 Equity Incentive Plan)	3,400,000	\$0.18	774,904
<b>Total</b>	<b>3,400,000</b>	<b>\$0.18</b>	<b>774,904</b>

See "Proposal 3 - Approval of 2017 Equity Incentive Plan" for a description of our 2017 Equity Incentive Plan.

#### **PARTICULARS OF OTHER MATTERS TO BE ACTED UPON**

##### **PROPOSAL 2 RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Board is asking our stockholders to ratify the appointment of Haynie & Company as our independent registered public accounting firm.

Stockholder ratification of the appointment of Haynie & Company as our independent registered public accounting firm is required by the policies of the TSX Venture Exchange. If the stockholders fail to ratify the appointment, our Board will reconsider whether or not to retain the firm. Even if the appointment is ratified, our Board in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if our Board determines that such a change would be in the best interest of our company and our stockholders.

Representatives of Haynie & Company are not expected to be present at the Meeting. However, we will provide contact information for Haynie & Company to any stockholders who would like to contact the firm with questions.

Unless otherwise directed, the proxy holder will vote the proxies received by him for the ratification of the appointment of Haynie & Company as our independent registered public accounting firm.

Our Board recommends that you vote **FOR** the ratification of the appointment of Haynie & Company as our independent registered public accounting firm.

##### **PROPOSAL 3 APPROVAL OF 2017 EQUITY INCENTIVE PLAN**

Our Board is asking our stockholders to approve our 2017 Equity Incentive Plan.

Unless otherwise directed, the proxy holder will vote the proxies received by him for the approval of our 2017 Equity Incentive Plan.

Our Board recommends that you vote **FOR** the approval of our 2017 Equity Incentive Plan.

### **Description of Our 2017 Equity Incentive Plan**

The following is a summary of the material features of our 2017 Equity Incentive Plan. The full text of our 2017 Equity Incentive Plan is attached hereto as Schedule "B".

On October 15, 2017 our Board adopted and approved the 2017 Equity Incentive Plan, as amended on January 22, 2018 and November 22, 2018. The purpose of the plan is to (a) enable us and any of our affiliates to attract and retain the types of employees, consultants and directors who will contribute to our long range success; (b) provide incentives that align the interests of employees, consultants and directors with those of our stockholders; and (c) promote the success of our business.

On November 22, 2018, our Board amended our 2017 Equity Incentive Plan in connection with our application to list our common stock on the TSX Venture Exchange. The plan was amended to provide:

- that a total of 4,174,904 shares of our common stock will be available for the grant of stock options and no shares will be available for the grant of non-stock option awards;
- that any shares underlying an award that is cancelled, forfeited or expires prior to exercise or realization, either in full or in part, will become available for issuance under the plan;
- that while our common stock is listed on the TSX Venture Exchange:
  - a participant must either be a Director, Employee or Consultant (as defined by the policies of the TSX Venture Exchange) of our company or a subsidiary of our company at the time of grant of the awards, except as otherwise provided by the policies of the TSX Venture Exchange and, for awards granted to Employees, Consultants or Management Company Employees (as defined by the policies of the TSX Venture Exchange), we must ensure that the participant is a bona fide Employee, Consultant or Management Company Employee, as the case may be;
  - except in relation to Consultant Companies (as defined by the policies of the TSX Venture Exchange), the awards may be granted only to an individual or to a company that is wholly owned by individual eligible for a grant of an award;
  - the aggregate number shares of our common stock subject to stock options granted, within a 12 month period, to a participant who is a Consultant (as defined by the policies of the TSX Venture Exchange) is limited to an amount equal to 2% of the issued and outstanding shares of our common stock (on a non-diluted basis), calculated on the date a stock option is granted to the participant;
  - aggregate number of shares of our common stock subject to stock options granted, within a 12 month period, to all participants (as a group) who are employed to perform Investor Relations Activities (as defined by the policies of the TSXV) is limited to an amount equal to 2% of the issued and outstanding shares of our common stock (on a non-diluted basis), calculated on the date a stock option is granted to any participant, provided that such stock options must vest in stages over a 12 month period with no more than 1/4 of the stock options vesting in any 3 month period;
  - the exercise price of a stock option must be determined by the committee (currently our board of directors) and the exercise price must not be less than the price permitted by the TSX Venture Exchange or other regulatory body having jurisdiction and a minimum exercise price must not be established unless the stock options are allocated to particular persons and we must not grant stock options unless and until the stock options have been allocated to a particular person or persons;

- the exercise price of a stock option must be paid in cash; and
  - stock options granted to participants engaged in Investor Relations Activities (as defined by the policies of the TSX Venture Exchange) on behalf of our company must expire 30 days after such participants cease to perform such Investor Relations Activities for our company;
- if shares of our common stock are listed on the TSX Venture Exchange, unless disinterested shareholder approval is obtained, under no circumstances will the plan, together with all of our other previously established and outstanding stock option or equity incentive plans or grants, result in:
    - the aggregate number of shares of our common stock reserved for issuance under awards granted to insiders (as a group) at any point in time exceeding 10% of the issued and outstanding shares of our common stock (on a non-diluted basis);
    - the grant to insiders (as a group), within a 12 month period, of stock options where an aggregate number of shares of our common stock subject to such stock options exceeds 10% of the issued and outstanding shares of our common stock (on a non-diluted basis), calculated on the date an award is granted to any insider;
    - the grant to insiders (as a group), within a 12 month period, of non-stock option awards where an aggregate number of shares of our common stock subject to such non-stock option awards exceeds 2% of the issued and outstanding shares of our common stock (on a non-diluted basis), calculated on the date a non-stock option award is granted to any insider;
    - the aggregate number of shares of our common stock subject to awards granted to any one participant within a 12 month period exceeding 5% of the issued and outstanding shares of our common stock (on a non-diluted basis), calculated on the date an award is granted to the participant;
    - the aggregate number of shares of our common stock subject to non-stock option awards granted to any one participant within a 12 month period exceeding 1% of the issued and outstanding shares of our common stock (on a non-diluted basis), calculated on the date a non-stock option award is granted to the participant;
    - the aggregate number of shares of our common stock subject to awards granted to any one participant who is a Consultant (as defined by the policies of the TSXV) within a 12 month period exceeding 2% of the issued and outstanding shares of our common stock (on a non-diluted basis), calculated on the date an award is granted to the participant; or
    - the aggregate number of shares of our common stock subject to awards granted to all participants (as a group) who are employed to perform Investor Relations Activities (as defined by the policies of the TSXV) within a 12 month period exceeding 2% of the issued and outstanding shares of our common stock (on a non-diluted basis), calculated on the date an award is granted to the participant; and

if the shares of our common stock are listed on the TSX Venture Exchange, we must obtain disinterested shareholder approval for any amendment to stock options held by insiders that would have the effect of decreasing the exercise price of the stock options.

### **Stock Option Grants**

As of November 18, 2019, the following persons or group of persons held the following number of stock options of our company.

<b>Group</b>	<b>Number of Shares of Our Common Stock Subject to Stock Options</b>
Bruce Elliott <i>President</i>	200,000
Michael Blum <i>Chief Operating Officer, Secretary, Treasurer and Director</i>	400,000
Swapan Kakumanu <i>Chief Financial Officer</i>	175,000 <sup>(1)</sup>
Cameron Chell <i>Chairman of the Board and Director</i>	400,000
James P. Geiskopf <i>Lead Director</i>	400,000
Edmund C. Moy <i>Director</i>	100,000
James M. Carter <i>Director</i>	100,000
Alphonso Jackson <i>Director</i>	100,000
All current executive officers as a group (3 persons)	775,000
All current directors who are not executive officers as a group (4)	1,100,000
All employees, excluding executive officers, as a group	1,875,000

**Notes:**

<sup>(1)</sup>75,000 of these stock options are held by Red to Black Inc., a company controlled by Swapan Kakumanu.

**PROPOSAL 4****NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR EXECUTIVE OFFICERS DISCLOSED IN THIS PROXY STATEMENT**

As required by Section 14A under the Exchange Act, we are required hold an advisory, non-binding vote to approve the compensation of our named executive officers as disclosed in the tabular disclosure regarding such compensation and the accompanying narrative disclosure set forth in this proxy statement.

Our Board has not created or appointed a compensation committee given our company's current size and stage of development. All tasks related to developing and monitoring our company's approach to the compensation of our president and directors are performed by the members of our Board. The compensation of our president and directors is reviewed, recommended and approved by our Board without reference to any specific formula or criteria. The say-on-pay vote is advisory, and therefore not binding on our company or our Board. Although non-binding, the vote will provide information to our Board regarding investor sentiment about our executive compensation philosophy, policies and practices, which our Board will be able to consider when determining executive compensation for the years to come.

Generally, we compensate our executive officers with a compensation package that is designed to drive company performance to maximize shareholder value while meeting our needs and the needs of our executives. The following are objectives that we consider:

- alignment — to align the interests of executives and shareholders through equity-based compensation awards;
- retention — to attract, retain and motivate highly qualified, high performing executives to lead our growth and success; and
- performance — to provide, when appropriate, compensation that is dependent upon the executive’s achievements and the company’s performance.

In order to achieve the above objectives, our executive compensation strategy is guided by the following principles:

- rewards under incentive plans are based upon our financial and operating results and increasing shareholder value;
- executive pay is set at sufficiently competitive levels to attract, retain and motivate highly talented individuals who are necessary for us to strive to achieve our goals, objectives and overall financial success; and
- compensation of an executive is based on such individual’s role, responsibilities, performance and experience.

When making pay determinations for named executive officers, the Board considers a variety of factors including, among others: (1) actual company performance as compared to pre-established goals, (2) individual executive performance and expected contribution to our future success, (3) changes in economic conditions and the external marketplace, (4) industry comparative compensation, (5) prior years’ compensation and long-term incentive awards, and (6) in the case of executive officers, other than Chief Executive Officer, the recommendation of our Chief Executive Officer, and in the case of our Chief Executive Officer, his negotiations with our Board. Ultimately, the Board uses its judgment and discretion when determining how much to pay our executive officers and sets the pay for such executives (including cash versus non-cash compensation) in the aggregate, at levels that it believes are competitive and necessary to attract and retain talented executives capable of achieving our company’s long-term objectives.

The say-on-pay vote is advisory, and therefore not binding on our Company or our Board. Although non-binding, the vote will provide information to our Board regarding investor sentiment about our executive compensation philosophy, policies and practices, which our Board will be able to consider when determining executive compensation for the years to come.

#### ***Vote Required and Board Recommendation***

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Meeting will be required to approve, on an advisory basis, the compensation paid to our named executive officers, as disclosed pursuant to Item 402 of Regulation S-X of the Exchange Act, including the compensation tables and narrative discussion.

**THE BOARD OF DIRECTOR RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” ADOPTION OF THE RESOLUTION APPROVING, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR**

**NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE EXECUTIVE COMPENSATION SECTION OF THIS PROXY STATEMENT.**

**PROPOSAL 5**

**NON-BINDING RESOLUTION TO DETERMINE THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION**

As required by Section 14A under the Exchange Act, we are required to hold an advisory, non-binding vote regarding the frequency with which stockholders should have an opportunity to provide a say-on-pay vote. We are providing stockholders the option of selecting a frequency of every one, two or three years, or abstaining.

For the reasons described below, we recommend that our stockholders select a frequency of every three years.

- Our executive compensation is designed in large part to support long-term value creation. A triennial vote will allow stockholders to better judge our executive compensation in relation to our long-term performance.
- A triennial vote will allow for any changes to our executive compensation to be in place long enough for stockholders to comprehend and evaluate the effectiveness of these changes.

This vote is advisory, and therefore not binding on our company or our Board. Although the vote is nonbinding, our Board values the opinions that our stockholders express in their votes and will take into account the outcome of the vote when considering how frequently we should conduct future say-on-pay votes.

This non-binding “frequency” vote is required to be submitted to our stockholders at least once every six (6) years.

***Vote Required and Board Recommendation***

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Meeting will be required to approve, on an advisory basis, the frequency of future advisory votes on the compensation of our company’s named executive officers (the say-on-pay vote) by selecting whether such say-on-pay vote should be held every year, every two years, every three years or abstaining from such vote.

**THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR EVERY “THREE YEARS” AS THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

No director, executive officer, or nominee for election as a director of our company and no associate of any of the foregoing persons has any substantial interest, direct or indirect, by security holding or otherwise, in any matter to be acted upon at the annual meeting other than the election of directors and the approval of our 2019 equity incentive plan.

**“HOUSEHOLDING” OF PROXY MATERIALS**

The Securities and Exchange Commission permits companies and intermediaries such as brokers to

satisfy the delivery requirements for proxy statements or annual reports with respect to two or more stockholders sharing the same address by delivering a single copy of the proxy statement or annual report, as applicable, addressed to those stockholders. This process, which is commonly referred to as “householding”, potentially provides extra conveniences for stockholders and cost savings for companies.

Although we do not intend to household for our stockholders of record, some brokers household our proxy materials and annual reports, delivering a single copy of the proxy statement or annual report to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate copy of the proxy statement or annual report, or if you are receiving multiple copies of either document and wish to receive only one, please notify your broker. Stockholders who currently receive multiple copies of the proxy statement or annual report at their address from their brokers and would like to request “householding” of their communications should contact their brokers.

### **STOCKHOLDER PROPOSALS**

Stockholder proposals to be considered for inclusion in the proxy statement and form of proxy relating to our next annual meeting of stockholders must be received no later than June 30, 2020. If we change the date of our next annual meeting of stockholders by more than 30 days from the date of this year’s annual meeting of stockholders, then the deadline is a reasonable time before we begin to print and send our proxy materials. All such proposals must comply with the requirements of Rule 14a-8 of Regulation 14A of the *Securities Exchange Act of 1934*, which sets forth specific requirements and limitations applicable to nominations and proposals at annual meetings of stockholders.

All stockholder proposals, notices and requests should be made in writing and sent via registered, certified or express mail to CurrencyWorks Inc., 4101 Redwood Avenue, Building F, Los Angeles, CA 90066, Attention: Secretary.

### **WHERE YOU CAN FIND MORE INFORMATION**

We file annual and other reports, proxy statements and other information with the United States Securities and Exchange Commission. The documents filed with the Securities and Exchange Commission are available to the public from the Securities and Exchange Commission’s website at [www.sec.gov](http://www.sec.gov).

### **OTHER MATTERS**

Our board of directors does not intend to bring any other business before the annual meeting, and so far as is known to our board of directors, no matters are to be brought before the annual meeting except as specified in the notice of the annual meeting. If any other matters are properly brought before the annual meeting, it is the intention of the person named on the proxy to vote the shares represented by the proxy on such matters in accordance with his judgment.

### **By Order of the Board of Directors**

/s/ Bruce Elliott

Bruce Elliott  
President

November 25, 2019

**SCHEDULE "A"**

**SCHEDULE "B"**