

ARMADA DATA CORPORATION

MANAGEMENT INFORMATION CIRCULAR

OCTOBER 4, 2023

SOLICITATION OF PROXIES

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of Armada Data Corporation (the “Corporation”) for use at the annual meeting (the “Meeting”) of shareholders of the Corporation to be held on the 9th day of November, 2023, at 2:00 p.m., Toronto time, at 295 The West Mall, 6th Floor, Toronto, Ontario M9C 4Z4, and at any adjournments, or postponements thereof for the purposes set out in the accompanying notice of meeting (the “Notice of Meeting”). While the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone, email or facsimile by the employees of the Corporation at nominal cost. The cost for solicitation will be borne by the Corporation.

VOTING IN PERSON AT THE MEETING

A registered holder of common shares (“Registered Shareholder”), or a beneficial owner who has appointed itself to represent it at the Meeting, will appear on a list of shareholders prepared by Computershare Trust Company of Canada, the Registrar and Transfer Agent, for purposes of the Meeting. To vote in person at the Meeting each Registered Shareholder or appointee will be required to register for the Meeting by identifying himself/herself/itself at the registration desk. Non-Registered Shareholders (as defined in this Management Information Circular under the heading, Non-Registered Shareholders) must appoint themselves as a proxyholder to vote in person at the Meeting.

VOTING OF PROXIES

All common shares represented at the Meeting by properly executed proxies will be voted and where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the common shares represented by the proxy will be voted in accordance with such specifications. In the absence of any such specifications, the management designees, if named as proxy, will vote in favour of all the matters set out herein.

The enclosed form of proxy confers discretionary authority upon the management designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. At the date of this Management Information Circular, the Corporation is not aware of any amendments to, or variations of the matters stipulated in the Notice of Meeting, or other matters which may come before the Meeting. In the event that other matters come before the Meeting, the management designees intend to vote in accordance with the judgment of the management of the Corporation.

Proxies, to be valid, must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Computershare Trust Company of Canada, 510 Burrard Street, 3rd Floor,

Vancouver, British Columbia, V6C 3B9, not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or an adjournment or postponement of the Meeting.

APPOINTMENT OF PROXY

The persons named in the enclosed form of proxy are directors and/or officers of the Corporation. A shareholder has the right to designate a person (who need not be a shareholder of the Corporation) other than James Matthews and Eli Oszlak, the management designees, to attend and act for him at the Meeting. Such right may be exercised by inserting in the blank space provided, the name of the person to be designated and deleting therefrom the names of the management designees or by completing another proper form of proxy and, in either case, depositing the form of proxy with the Registrar and Transfer Agent of the Corporation, Computershare Trust Company of Canada, 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9, not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or an adjournment or postponement of the Meeting.

REVOCAION OF PROXIES

A shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy.

A shareholder may revoke a proxy by either: (a) completing and signing a form of proxy bearing a later date and depositing it with Computershare Trust Company of Canada as described above; (b) depositing an instrument in writing, executed by him or his attorney authorized in writing at the offices of the Registrar and Transfer Agent of the Corporation, Computershare Trust Company of Canada, 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9, prior to the close of business on the last business day preceding the date on which the Meeting is to be held or any adjournment or postponement thereof, or with the Chairman of the Meeting before the commencement of the Meeting on the day of the Meeting; or (c) attending the Meeting in person and registering with the scrutineer as a shareholder personally present.

NON-REGISTERED SHAREHOLDERS

In many cases, shares beneficially owned by a person (a “**Non-Registered Shareholder**”) are registered either: (i) in the name of an intermediary that the Non-Registered Shareholder deals with in respect of the shares of the Corporation (intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the intermediary is a participant. In accordance with the requirements of National Instrument 54-101 *Communicating with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Corporation will have distributed copies of the Notice of Meeting, this Management Information Circular and the form of proxy or voting instruction form (collectively, the “**Meeting Materials**”) to the clearing agencies and intermediaries for onward distribution to Non-Registered Shareholders. Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them.

There are two categories of Non-Registered Shareholders for the purposes of applicable securities regulatory policy in relation to the mechanism of dissemination to Non-Registered Shareholders of proxy-related materials and other securityholder materials and the request for

voting instructions from such Non-Registered Shareholders. Non-objecting beneficial owners (“**NOBOs**”) of common shares are Non-Registered Shareholders who have advised their intermediary (such as brokers or their agents or nominees) that they do not object to their intermediary disclosing share ownership information to the Corporation. Objecting beneficial owners (“**OBOs**”) of common shares are Non-Registered Shareholders who have advised their intermediary that they object to their intermediary disclosing such share ownership information to the Corporation.

NI 54-101 permits the Corporation, in its discretion, to obtain a list of its NOBOs from intermediaries and use such NOBO list for the purpose of distributing the Meeting Materials directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Corporation is entitled to deliver Meeting Materials to Non-Registered Shareholders in two ways: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Non-Registered Shareholders through intermediaries. In accordance with the requirements of NI 54-101, the Corporation is sending the Meeting Materials directly to NOBOs and indirectly through intermediaries to OBOs. The Corporation may pay the fees and expenses of intermediaries for their services in delivering Meeting Materials to OBOs in accordance with NI 54-101.

The Corporation has used a NOBO list to send the Meeting Materials directly to NOBOs whose names appear on that list. If the Transfer Agent, Computershare Trust Company of Canada, has sent these materials directly to a NOBO, such NOBO’s name and address and information about its holdings of common shares have been obtained from the intermediary holding such shares on the NOBO’s behalf in accordance with applicable securities regulatory requirements. As a result, **any NOBO of the Corporation can expect to receive a voting instruction form from the Corporation’s Transfer Agent. NOBOs should complete and return the voting instruction form as instructed therein in the envelope provided.** Computershare Trust Company of Canada will tabulate the results of voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by such voting instruction forms.

Applicable securities regulatory policy requires intermediaries, on receipt of Meeting Materials that seek voting instructions from Non-Registered Shareholders indirectly, to seek voting instructions from Non-Registered Shareholders in advance of shareholders’ meetings on Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* (“**Form 54-101F7**”). Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Non-Registered Shareholders in order to ensure that their common shares are voted at the Meeting or the reconvening of or any adjournment(s) or postponement(s) thereof. Often, the form of proxy supplied to a Non-Registered Shareholder by its broker is identical to the form of proxy provided to Registered Shareholders; however, its purpose is limited to instructing the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder.

Non-Registered Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and Form 54-101F7. Non-Registered Shareholders can also write the name of someone else whom they wish to attend at the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in Form 54-101F7 will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in Form 54-101F7 or this Management Information Circular.

The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a voting instruction form in lieu of the form of proxy. **In such cases, Non-Registered Shareholders are requested to complete and return the voting instruction form to Broadridge.** Broadridge will then provide aggregate voting instructions to Computershare Trust Company of Canada, which tabulates the results and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting or the reconvening of any adjournment(s) or postponement(s) thereof. **Non-Registered Shareholders should carefully follow the instructions of their intermediary, including those regarding when and where the voting instruction form is to be delivered.**

Revocation

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an intermediary at any time by written notice to the intermediary, except that an intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote which is not received by the intermediary at least seven (7) days prior to the Meeting.

Non-Objecting Beneficial Owners (NOBOs)

These Meeting Materials are being sent to both registered and non-registered owners of the securities. If you are a Non-Registered Shareholder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with NI 54-101 from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions delivered to you.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or Executive Officers (as such term is defined hereunder in the section, Executive Compensation) of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors or the appointment of auditors.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

The Corporation is authorized to issue an unlimited number of common shares without nominal or par value, of which 17,670,265 common shares are issued and outstanding as at October 3, 2023 and entitled to vote at the Meeting on the basis of one vote for each common share held.

The holders of common shares of record at the close of business on the record date, set by the directors of the Corporation to be October 5, 2023, are entitled to vote such common shares at the Meeting on the basis of one vote for each common share held.

A complete list of the shareholders entitled to vote at the Meeting will be open to examination by any shareholder, for any purpose germane to the Meeting, during ordinary business hours for a period of ten (10) days prior to the Meeting, at the offices of the Corporation's Transfer Agent, Computershare Trust Company of Canada of 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9.

The Articles of the Corporation provide that two (2) persons present and representing in person or by proxy not less than five percent (5%) of the issued shares entitled to vote at the Meeting, constitute a quorum for the Meeting.

To the knowledge of the directors and Executive Officers of the Corporation, the following table sets out the name of each of the persons who beneficially owns, or controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights of the outstanding common shares of the Corporation as of October 3, 2023. This information is based on information supported by the Corporation's transfer agent and registrar, Computershare Trust Company of Canada and information publicly available at www.sedi.ca.

Name of Shareholder	Position	Common Shares of Corporation ⁽¹⁾	Percentage of total shares outstanding
James Matthews	Director and Chief Executive Officer, President and Secretary of the Corporation	3,556,210 ⁽³⁾	20.1%
Eli Oszlak	Director and Chief Technical Officer and Vice President of the Corporation	1,906,550	10.8%
Daniela Timoteo ⁽²⁾	N/A	3,479,665 ⁽⁴⁾	19.7%

Notes:

- (1) Not including incentive stock options entitling the holder to acquire common shares.
- (2) Daniela Timoteo was the spouse of Paul Timoteo, a former director and officer of the Corporation.
- (3) Included in the total for Mr. Matthews are 165,058 common shares held by 2190960 Ontario Ltd., a private company owned by the Matthews Family Trust. Mr. Matthews is a discretionary beneficiary of the Matthews Family Trust.
- (4) Included in the total for Daniela Timoteo are 1,195,557 common shares held by 2190956 Ontario Ltd.

Votes Necessary to Pass Resolutions at the Annual Meeting

Other than as herein set forth, under the Corporation's Articles or the *Business Corporations Act* (British Columbia) (the "**Act**"), a majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the resolutions referred to in the accompanying Notice of Meeting.

ELECTION OF DIRECTORS

The directors of the Corporation are elected at each annual meeting and hold office until the next annual meeting or until their successors are appointed.

Shareholders of the Corporation will be asked to pass an ordinary resolution to set the number of directors of the Corporation for the ensuing year at five (5).

The management designees, if named as proxy, intend to vote the common shares represented by any such proxy in favour of the resolution setting the number of directors of the Corporation for the ensuing year at five (5), unless the shareholder has specified other instructions in his proxy.

Management of the Corporation proposes to nominate each of the following five (5) persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, resident province and country, and position held with the Corporation	Principal Occupation or Employment for Past Five Years	Date of Appointment as director	Number of Shares Beneficially Owned or Controlled ⁽¹⁾
Gregory Harris, ⁽²⁾ Ontario, Canada, Director	Partner and Corporate Solicitor with Harris + Harris LLP from 1992 to present.	May 14, 2002	NIL
Glenn Hrabovsky, ⁽²⁾ Ontario, Canada Director	Corporate Fleet Manager of Applewood Auto, an automobile dealership with The Humberview Group from October 2009 to present. Manager of Hawley Pontiac Dealership from 1990 to 2009.	March 27, 2013	130,000
Fred Marotta, Ontario, Canada, Director	President of Provision Sales & Marketing Inc. from 1997 to present.	May 11, 2009	NIL
James Matthews, Ontario, Canada, Chief Executive Officer, President and Secretary, Director	Chief Executive Officer, President and Secretary of the Corporation from October 2000 to present. President and Secretary of Lease Busters Inc. from 1990 to present.	October 30, 2000	3,556,210 ⁽³⁾
Eli Oszlak, ⁽²⁾ Ontario, Canada, Chief Technical Officer and Vice President, Director	Chief Technical Officer and Vice President of the Corporation from October 2000 to present.	October 30, 2000	1,906,550

Notes:

- (1) Information as to common shares beneficially owned, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (2) Member of Audit Committee.
- (3) Included in the total for Mr. Matthews are 165,058 common shares held by 2190960 Ontario Ltd., a private company owned by the Matthews Family Trust. Mr. Matthews is a discretionary beneficiary of the Matthews Family Trust.

Each of the proposed directors is independent other than Mr. James Matthews, Mr. Eli Oszlak, and Mr. Gregory Harris. Mr. Matthews is not considered independent due to the fact that he is Chief Executive Officer, President and Secretary of the Corporation while Mr. Oszlak is Chief Technical Officer and Vice President of the Corporation. Mr. Harris is a partner in a firm which

provides legal services to the Corporation. The board of directors of the Corporation (the “**Board**”) facilitates the exercise of independent supervision over management by granting to the independent directors unfettered access to information regarding the Corporation’s activities. In addition, the independent directors have the ability to engage outside advisors at the expense of the Corporation and the authority to meet independently of management.

No proposed director is, as at the date of this Management Information Circular, or has been, within ten (10) years before the date of this Management Information Circular, a director, chief executive officer or chief financial officer of any company (including the company in respect of which this Management Information Circular is being prepared) that:

- (a) was subject to an order (a cease trade or similar order or an order that denied the relevant company access to an exemption under securities legislation, for a period of more than 30 consecutive days) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order (a cease trade or similar order or an order that denied the relevant company access to an exemption under securities legislation, for a period of more than 30 consecutive days) that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (c) is as at the date of this Management Information Circular, or has been within ten (10) years before the date of this Management Information Circular, a director or executive officer of any company (including the company in respect of which the information circular is being prepared) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has, within the ten (10) years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

The management designees, if named as proxy, intend to vote the common shares represented by any such proxy in favour of the proposed director nominees set forth above, or any replacement nominee duly put forth by management of the Corporation, unless the shareholder has specified in his proxy that his shares are to be withheld from voting in the election of directors.

AUDIT COMMITTEE

The current members of the Corporation's Audit Committee are Messrs. Gregory Harris, Glenn Hrabovsky and Eli Oszlak. Certain disclosure concerning the Audit Committee in accordance with the requirements of Form 52-110F2 of National Instrument 52-110: Audit Committees, is attached hereto as Appendix "A".

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

For the fiscal year ended May 31, 2023, one of the Named Executive Officers was paid a base salary of \$110,000 per annum, the second Named Executive Officer was paid a base salary of \$110,000 per annum and the third Named Executive Officer was paid a base salary of \$104,000 per annum. Two of the Named Executive Officers were also paid, either directly or indirectly, a car allowance, totaling \$10,800 per annum.

Bonuses are payable to Named Executive Officers if the Corporation's EBITDA exceeds \$250,000 in a fiscal year. Named Executive Officers would then be entitled to a certain percentage of the EBITDA amount above \$250,000 in such year. The percentage entitlements are as follows: CEO as to 4%, CTO as to 4% and CFO as to 2%. For the purposes hereof, EBITDA means earnings before interest, taxes, depreciation and amortization. No bonuses were earned in the fiscal year ended May 31, 2023.

The Corporation's process for determining executive compensation is based largely on-board discussion. Given the relatively modest base salary for each of the Named Executive Officers, the Board had previously determined that a bonus to be paid based on EBITDA of the Corporation would be appropriate to reward each Named Executive Officer and further align their compensation with the success of the Corporation.

Summary Compensation Table

The following table sets forth the compensation earned during the last three (3) fiscal years by the Named Executive Officers.

For the purposes of this Management Information Circular:

"Executive Officer" of the Corporation means an individual who at any time during the financial year was (a) a chair, vice-chair or president of the Corporation; (b) a vice-president of the Corporation in charge of a principal business unit, division or function including sales, finance or production; or (c) performing a policy-making function in respect of the issuer.

"Named Executive Officer" or "NEO" of the Corporation means each of the following individuals: (a) a Chief Executive Officer; (b) a Chief Financial Officer; (c) each of the Corporation's three most highly compensated Executive Officers, including any of the Corporation's subsidiaries (other than the Chief Executive Officer and the Chief Financial Officer), at the end of the most recently completed financial year and whose total compensation was, individually, more than \$150,000.00; and (d) each individual who would be an NEO under (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries, nor acting in a similar capacity at the end of that financial year.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Share Based Awards (\$) (d)	Option-Based Awards (\$) (e)	Non-Equity incentive plan compensation (\$) (f)		Pension Value (\$) (g)	All Other Compensation (\$) (h)	Total Compensation (\$) (i)
					Annual Incentive Plans (f1)	Long-Term Incentive Plans (f2)			
James Matthews, CEO	2023	110,000	NIL	NIL	NIL	NIL	NIL	10,800 ⁽¹⁾	120,800
	2022	105,408	NIL	NIL	NIL	NIL	NIL	8,700 ⁽¹⁾	114,108
	2021	102,000	NIL	NIL	NIL	NIL	NIL	7,200 ⁽¹⁾	109,200
Elizabeth Matthews, CFO	2023	104,000	NIL	NIL	NIL	NIL	NIL	NIL	104,000
	2022	99,385	NIL	NIL	NIL	NIL	NIL	NIL	99,385
	2021	96,000	NIL	NIL	NIL	NIL	NIL	NIL	96,000
Eli Oszlak, CTO	2023	110,000	NIL	NIL	NIL	NIL	NIL	10,800 ⁽¹⁾	120,800
	2022	105,408	NIL	NIL	NIL	NIL	NIL	8,700 ⁽¹⁾	114,108
	2021	102,000	NIL	NIL	NIL	NIL	NIL	7,200 ⁽¹⁾	109,200

Notes:

⁽¹⁾ Car Allowance.

Outstanding Share-based Awards and Option-based Awards

The following table sets forth all share-based and option-based awards outstanding at the end of the most recently completed financial year on May 31, 2023 for each Named Executive Officer:

Name	Option-based Awards				Share-based Awards		
	Number of Securities underlying unexercised options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Un-Exercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
James Matthews, CEO	NIL	N/A	N/A	N/A	N/A	N/A	N/A
Elizabeth Matthews, CFO	NIL	N/A	N/A	N/A	N/A	N/A	N/A
Eli Oszlak, CTO	NIL	N/A	N/A	N/A	N/A	N/A	N/A

Incentive Plan Awards - Value Vested or Earned During the Most Recently Completed Financial Year

The following table sets out the financial year end incentive plan awards for Named Executive Officers where the value has vested or was earned during the financial year ended May 31, 2023:

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
(a)	(b)	(c)	(d)
James Matthews, CEO	NIL	N/A	NIL
Elizabeth Matthews, CFO	NIL	N/A	NIL
Eli Oszlak, CTO	NIL	N/A	NIL

Termination and Change of Control Benefits

Each of the Named Executive Officers is party to an employment agreement with the Corporation (each, an “**Executive Employment Agreement**”).

The Executive Employment Agreements establish base compensation comprised of base salary, eligibility for a cash bonus and certain perquisites. Named Executive Officers are also eligible to participate in the Corporation’s equity-based long-term incentive compensation plans

in the form of stock options, at the discretion of the Board. The Executive Employment Agreements are effective until such time as they are terminated in accordance with their terms.

The Executive Employment Agreements also provide for termination payments in the event that: (i) the Named Executive Officer's employment is terminated without cause (including constructive dismissal), or (ii) within 12 months of a "change of control", the Named Executive Officer is terminated without cause or resigns.

In each case, the terminated Named Executive Officer is entitled to a termination payment equal to three times the sum of (a) his or her annual base salary and any other compensation as at the date of termination; and (b) his or her highest annual bonus paid or payable in the preceding three years, in each case, calculated on a consecutive twelve-month basis. The Named Executive Officer is also entitled to the continuation of benefits for three years from the date of termination, or in the event the Corporation is unable to continue such benefits, payment in lieu equal to the cost of such benefits to the Corporation.

In addition, the terminated Named Executive Officer is entitled to a payment equal to the sum of all earned but unpaid salary, earned but unpaid bonus, outstanding but untaken vacation pay, and outstanding expenses (the "**Final Wages**").

All outstanding options held by the terminated Named Executive Officer would also vest immediately and continue to be exercisable in accordance with the Corporation's Stock Option Plan.

The estimated incremental payments (excluding the Final Wages) payable by the Corporation to each Named Executive Officer upon termination without cause or related to a change of control, assuming the triggering event occurred on May 31, 2023, are as follows: (1) James Matthews, CEO, \$362,400; (2) Elizabeth Matthews, CFO, \$312,000; and (3) Eli Oszlak, CTO, \$362,400.

Director Compensation

Independent directors of the Corporation receive \$1,000 per Board meeting attended.

The following table sets forth all amounts of compensation provided to non-executive directors of the Corporation for the financial year ended May 31, 2023.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Gregory Harris	NIL	NIL	NIL	NIL	NIL	45,260 ⁽¹⁾	45,260
Glenn Hrabovsky	3,000	NIL	NIL	NIL	NIL	NIL	3,000
Fred Marotta	2,000	NIL	NIL	NIL	NIL	NIL	2,000
Rob Montemarano	1,000	NIL	NIL	NIL	NIL	NIL	1,000

Notes:

- (1) Represents amounts paid to Harris + Harris LLP for providing legal services to the Corporation. Mr. Harris is a partner with the firm.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation grants, and has in the past granted, to directors, employees and consultants of the Corporation options to purchase common shares subject to and in accordance with the prevailing policies of the TSX Venture Exchange. Options are granted based on the assessment by the board of directors of the Corporation of the optionee's past and present contribution to the success of the Corporation. The exercise price of options is subject to approval by the TSX Venture Exchange and is set in accordance with applicable TSX Venture Exchange policies. These options are not transferable and are presently exercisable for a period of up to ten years.

Equity Compensation Plan Information

The following table sets forth securities of the Corporation that are authorized for issuance under equity compensation plans as at the end of the Corporation's most recently completed financial year.

Plan Category	Number of Securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights ⁽¹⁾	Number of Securities remaining available for future issuance under equity compensation plans ⁽²⁾
Equity compensation plans approved by security holders ⁽²⁾	NIL	N/A	1,580,000
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	NIL	N/A	1,580,000

Notes:

⁽¹⁾ The foregoing information is presented as of May 31, 2023.

⁽²⁾ Represents the Option Plan of the Corporation. The Option Plan has a fixed maximum of 2,700,000 common shares reserved for issue pursuant to options granted under the Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or Executive Officers of the Corporation, nor any proposed nominee for election as a director of the Corporation nor any associate or affiliate of such persons, are or have been indebted to the Corporation at any time since the beginning of the Corporation's last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "Informed Person" means (a) a director or Executive Officer of the Corporation; (b) a director or Executive Officer of a person or company that is itself an Informed Person or a subsidiary of the Corporation; (c) any person or company

who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than ten percent (10%) of the voting rights attached to all outstanding voting securities of the Corporation, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere herein or in the notes to the Corporation's financial statements for the financial year ended May 31, 2023, none of:

- (a) the Informed Persons of the Corporation;
- (b) a proposed nominee for election as a director of the Corporation; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Corporation or in any proposed transaction which has materially affected or would materially affect the Corporation or any subsidiary of the Corporation.

Loan from 2190960 Ontario Ltd.

On September 28, 2022, the Corporation entered into a loan agreement with 2190960 Ontario Ltd. (the "**Lender**") to borrow up to a maximum of \$200,000. The loan was secured by a general security agreement over the assets of the Corporation. The loan bears interest at a rate of 12% per annum, calculated and payable monthly, and has a 3-year term.

Amounts shall be advanced during the term of the loan in such amounts and at such times as requested by the Corporation, up to the maximum amount of \$200,000. Amounts outstanding under the loan will be represented by a grid promissory note issued by the Corporation in favour of the Lender.

The loan involved an Informed Person in that the Lender is a private company owned by the Matthews Family Trust, of which Mr. James Matthews is a discretionary beneficiary. Mr. James Matthews is also Chief Executive Officer and a director of the Corporation.

MANAGEMENT CONTRACTS

Management functions of the Corporation and any subsidiary thereof are not, to any substantial degree, performed other than by the directors or Executive Officers of the Corporation or any subsidiary thereof.

CONFLICTS OF INTEREST

Conflicts of interest may arise as a result of the directors and officers of the Corporation also holding positions as directors and/or officers of other companies, and situations may arise where the directors and the officers will be in direct competition with the Corporation. Mr. James Matthews is a director and officer and indirect 50% shareholder of Lease Busters Inc., a retail automotive sale and leasing business. Lease Busters Inc. is currently not a direct competitor with the Corporation but there may be changes in circumstances or business operations that could result in an overlap of certain portions of the business operated by Lease Busters Inc. and the Corporation. In addition, Mr. James Matthews and Ms. Elizabeth Matthews work for both Lease Busters Inc. and the Corporation and conflicts may arise with respect to their ability to devote

sufficient time to both businesses. Conflicts, if any, will be subject to the procedures and remedies under the Act.

STATEMENT OF CORPORATE GOVERNANCE

Background

The TSX Venture Exchange Corporate Finance Manual (“**TSX-V Policy**”) describes the qualifications which must be met by directors and management of the Corporation and prescribes the minimum corporate governance standards required to be implemented by all issuers listed on the TSX Venture Exchange. As the TSX-V Policy prescribes minimum standards only, some of the corporate governance practices maintained by the Corporation are broader than those prescribed by the TSX-V Policy.

Duties and Responsibilities of the Board of Directors

The directors of the Corporation are responsible for the stewardship of the Corporation. The Board reviews the strategic plans presented by management on a periodic basis and monitors the management of the principal risks faced by the Corporation in relation to its business and operations.

Other Board Committees/Nomination of Directors/Orientation and Continuing Education

Given the size of the Corporation and the Board, the Board does not have any committees other than an Audit Committee. The Board does not have a committee responsible for proposing new nominees to the Board, nor does it have a formal orientation and education program for new recruits to the Board. Rather than assigning these matters to a committee, the Board as a whole has the responsibility for developing the Corporation’s approach to these governance issues.

When new directors are considered, the entire Board acts as an ad hoc nominating committee. New Board members meet with senior management of the Corporation to review the business and affairs of the Corporation.

Ethical Business Conduct

The Board encourages and promotes a culture of ethical business conduct.

Compensation

The Board as a whole determines compensation for the directors and the CEO. However, when the compensation for the CEO is set, Mr. James Matthews abstains from voting.

Assessments

The Board does not have a specific formal process for assessing the effectiveness of the Board and the individual directors. Rather, the entire Board monitors its effectiveness and the performance of individual directors.

PARTICULARS OF MATTERS TO BE ACTED UPON

Appointment of Auditor

Philip Gigan, Chartered Professional Accountant of 45 St. Clair Avenue, Suite 200, Toronto, Ontario, M4V 1K6 has been the auditor of the Corporation since October 30, 2000. The shareholders will be asked to consider, and if thought fit to pass, an ordinary resolution appointing Philip Gigan as auditor of the Corporation for the ensuing year to hold office until the close of the next annual meeting of the Corporation. It is proposed that the remuneration to be paid to the auditor of the Corporation be fixed by the Board.

The management designees, if named as proxy, intend to vote the common shares represented by any such proxy for the appointment of Philip Gigan, Chartered Professional Accountant, of Toronto, Ontario as auditor of the Corporation at a remuneration to be fixed by the Board, unless the shareholder has specified in his proxy that his shares are to be withheld from voting in the appointment of auditor.

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR+ at www.sedarplus.com. Financial information is provided in the Corporation's comparative financial statements and Management Discussion & Analysis for its most recently completed financial year, copies of which are available on SEDAR+. Shareholders may also request copies of these documents by contacting the Chief Financial Officer of the Corporation at 5080 Timberlea Boulevard, Suite 215, Mississauga, Ontario, L4W 4M2.

The contents and the sending of this Management Information Circular to shareholders entitled to receive notice of the Meeting, to each director and to the auditor of the Corporation, have been approved by the board of directors of the Corporation.

Dated as of October 4, 2023.

On behalf of the Board of Directors

(signed) "*Elizabeth Matthews*"
 Elizabeth Matthews
 Chief Financial Officer

(signed) "*James Matthews*"
 James Matthews
 Chief Executive Officer

APPENDIX "A"**TO MANAGEMENT INFORMATION CIRCULAR
DATED OCTOBER 4, 2023****FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE****ITEM 1: THE AUDIT COMMITTEE CHARTER****Purpose**

The overall purpose of the Audit Committee (the "Committee") of Armada Data Corporation (the "Company") is to assist the board of directors of the Company (the "Board") to discharge its responsibilities. In particular, the Committee works to ensure that the Company's management has designed and implemented an effective system of internal financial controls and reviews and reports on the integrity of the consolidated financial statements and related financial disclosure of the Company.

Composition, Procedures and Organization

1. The Committee shall consist of at least three members of the Board.
2. The Board, after each annual Shareholders' meeting, shall appoint or re-appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four (4) times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend certain meetings of the Committee.
6. The internal auditors and the external auditors shall have a direct line of communication to the Committee.

7. The Committee shall have direct access to such officers and employees of the Company and direct access to the Company's internal and external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
8. The Committee shall have authority:
 - (a) to engage independent counsel and other advisors as it deems necessary to carry out its duties; and
 - (b) to set and pay the compensation for any advisors employed by the Committee.

Roles and Responsibilities

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company's internal auditors, if any, and external auditors and assess their performance;
 - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Company for the purpose of preparing an auditor's report and performing other audit services for the Company, and to verify the independence of such external auditors;
 - (b) to review and approve the compensation, scope and timing of the audit and other related services as well as non-audit services rendered by the external auditors;
 - (c) to oversee the work of the external auditors engaged for the purpose of preparing an auditor's report or related work including reviewing with the external auditors, upon completion of their audit, the contents of the auditor's report;
 - (d) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
 - (e) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and

- (f) to resolve any disagreements between management and the external auditors regarding financial reporting.
3. The duties and responsibilities of the Committee as they relate to the Company's internal auditors, if any, are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (c) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
5. The Committee is also charged with the responsibility to:
- (a) review the Company's:
 - (i) financial statements;
 - (ii) annual report to shareholders;
 - (iii) annual information form, if required;
 - (iv) annual and interim MD&A;
 - (v) prospectuses;
 - (vi) news releases discussing financial results of the Company; and
 - (vii) other public reports of a financial nature requiring approval by the Board, before the Company publicly discloses this information;
 - (b) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;

- (c) review and periodically assess the adequacy of the policies and procedures used in the preparation and disclosure of the Company's consolidated financial statements and other disclosure documents containing financial information extracted or derived from the Company's financial statements;
- (d) review and report on the integrity of the Company's consolidated financial statements;
- (e) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
- (f) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (g) review and approve the Company's policies regarding hiring partners, employees, former partners and former employees of the present and former external auditors of the Company.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Messrs. Gregory Harris, Glenn Hrabovsky and Eli Oszlak. All three (3) members of the Committee, with the exception of Mr. Harris and Mr. Oszlak, are considered independent and all are financially literate, as those terms are used in National Instrument 52-110: *Audit Committees* (the "Instrument").

Pursuant to the provisions of section 1.5 of the Instrument, Mr. Harris is not considered independent due to the fact that he is a partner of the law firm of Harris + Harris LLP, which has been retained by the Company and receives compensation from the Company for providing legal services and Mr. Oszlak is not considered independent due to the fact that he is the Chief Technical Officer and Vice President of the Company.

The Company is a "venture issuer" as defined in the Instrument. Accordingly, the Company's audit committee is required to have a majority of members that are not executive officers, employees or control persons of the Company. The Company remains in compliance with such requirement. However, by virtue of the resignation of Rob Montemarano as an independent director and member of the Committee on July 27, 2023 and the subsequent appointment of Eli Oszlak to the Committee on August 1, 2023 to fill such vacancy, the Committee currently has two (2) members that are not independent since Mr. Oszlak is not considered independent.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

Mr. Harris sits on the board of a number of public, private and not for profit corporations. His corporate and securities law practice involves significant interaction and advice to companies and their boards/committees as well as auditors. He is a managing partner of Harris + Harris LLP and has owned and been an active partner/director of a number of private corporations. Mr. Harris has had significant experience reviewing financial statements of both public and private corporations.

Mr. Hrabovsky is the Corporate Fleet Manager of Applewood Auto, an automobile dealership with The Humberview Group. Mr. Hrabovsky has over 30 years of experience in automotive sales, forecasting and budgeting, as well as 7 years as a director of a local Mississauga soccer club, where his responsibilities have included forecasting and budgeting.

Mr. Oszlak has been a director and Chief Technical Officer of Armada Data Corporation for over 23 years. He has been involved with all aspects of the day-to-day operations of the business, with specific responsibility for all technical operations. As a director and executive officer of the Corporation, Mr. Oszlak also has experience reviewing, analyzing and evaluating the Corporation's financial forecasts, budgets and financial statements.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

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

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (De Minimis Non-audit Services), section 6.1.1(4) (Circumstances Affecting the Business or Operations of the Venture Issuer), section 6.1.1(5) (Events Outside Control of Members), section 6.1.1(6) (Death, Incapacity or Resignations), or an exemption from the Instrument, in whole or in part, granted under Part 8 (Exemptions).

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

The Company has no formal policies and procedures for the engagement of non-audit services.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years are as follows:

	<u>FYE 2022</u>	<u>FYE 2023</u>
Audit Fees for the year ended May 31, 2022	\$31,460	N/A
Audit Fees for the year ended May 31, 2023	N/A	\$27,900
Audit Related Fees	\$3,994	\$3,600
Tax Fees (preparing and filing tax returns)	N/A	N/A
All Other Fees (review of interim financial statements and attendance at board meetings)	\$3,780	\$2,514
Total Fees:	\$37,760	\$34,014

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument which exempts venture issuers from the

requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.