



**WORLDPLAY™**

**NOTICE OF ANNUAL GENERAL MEETING  
OF  
SHAREHOLDERS**

**To be held at:**

**Holiday Inn & Suites Calgary South  
8360 Blackfoot Trail S.E.  
Calgary, AB**

**on**

**October 2, 2019 at 1:30 p.m. (Calgary time)**

**MANAGEMENT INFORMATION CIRCULAR  
AND  
PROXY STATEMENT**

**August 26, 2019**



## WORLDPLAY™

### NOTICE OF ANNUAL GENERAL MEETING OF THE SHAREHOLDERS TO BE HELD ON WEDNESDAY, OCTOBER 2, 2019

**TAKE NOTICE THAT** an Annual General Meeting (the "**Meeting**") of the shareholders of **WORLDPLAY COMMUNICATIONS INC.** (the "**Corporation**") will be held at the Holiday Inn & Suites Calgary South, 8360 Blackfoot Trail S.E., Calgary, Alberta at 1:30 p.m. (Calgary time) on October 2, 2019 for the following purposes:

1. to receive and consider the financial statements of the Corporation as at and for the years ended December 31, 2018, 2017, 2016 and 2015 together with the accompanying auditor's report;
2. to fix the number of directors at six (6) and to elect the board of directors for the ensuing year;
3. to appoint KPMG LLP as the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to determine the remuneration to be paid to the auditors; and
4. to transact such other business as may properly come before the Meeting.

Information relating to matters to be acted upon by the shareholders at the Meeting is set forth in the accompanying Management Proxy Circular.

A shareholder may attend the Meeting in person or may be represented at the Meeting by proxy. Shareholders who are unable to attend the Meeting in person and wish to be represented by proxy are requested to date, sign and return the accompanying Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set forth in the accompanying Management Proxy Circular and Instrument of Proxy. An Instrument of Proxy will not be valid unless it is deposited with our transfer agent Computershare Investor Services Inc., (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone (1-866-732-8683) or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case not less than 48 hours (excluding Saturdays and holidays) prior to the commencement of any adjournment thereof. A person appointed as proxyholder need not be a Shareholder.

If a Shareholder receives more than one instrument of proxy because such Shareholder owns Shares registered in different names and addresses, each instrument of proxy, or other appropriate form of proxy, should be completed and returned.

Only Shareholders recorded on the Corporation's share register as of the close of business on August 26, 2019 (the "**Record Date**") are entitled to receive notice of and to vote at the Meeting, or any adjournment thereof. A transferee of Shares transferred after August 26, 2019 may vote such Shares at the Meeting, or any adjournment thereof, if the transferee produces properly endorsed Share certificates or otherwise establishes that the transferee owns the transferred Shares and demands, not later than 10 days before the Meeting, that the transferee's name be included on the list of Shareholders entitled to vote at the Meeting.

**SHAREHOLDERS ARE CAUTIONED THAT THE USE OF THE MAIL TO TRANSMIT PROXIES IS AT EACH SHAREHOLDER'S RISK.**

DATED as of the 26<sup>th</sup> day of August, 2019.

**BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) Terry Mochar*  
Chief Executive Officer and Director



**WORLDPLAY™**

## **MANAGEMENT PROXY CIRCULAR**

(Unless otherwise stated, information contained herein is given as of August 26, 2019)

### **INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING**

#### **Solicitation of Proxies**

This Management Proxy Circular is furnished in connection with the solicitation of proxies by the management of Worldplay Communications Inc. (the "**Corporation**") for use at the Annual General Meeting of the holders (the "**Shareholders**") of Common Shares and Series 1, Preferred Shares (collectively, the "**Shares**") of the Corporation. The meeting is to be held at the Holiday Inn & Suites Calgary South, 8360 Blackfoot Trail SE, Calgary, Alberta at 1:30p.m. (Calgary time) on October 2, 2019 (the "**Meeting**"), for the purposes set forth in the Notice of Annual General Meeting (the "**Notice**") accompanying this Management Proxy Circular.

Solicitation of proxies will be primarily by mail, but may also be by telephone, facsimile, electronic or oral communication from the directors, officers and employees of the Corporation. No remuneration will be paid to any person for the solicitation of proxies, except for prescribed fees paid to intermediaries holding Shares in the name of others, for sending the Notice of Meeting, this Information Circular and the accompanying instrument of proxy furnished by the Corporation ("**Instrument of Proxy**") to the persons for whom they hold shares. The cost of the solicitation of proxies will be borne by the Corporation.

#### **Voting by Internet and Appointment and Revocation of Proxy**

Shareholders wishing to have their Shares voted at the Meeting by proxy must deposit a properly executed Instrument of Proxy, or other appropriate form of proxy, in accordance with the instructions set out in this Information Circular.

A proxy will not be valid unless it is deposited with our transfer agent Computershare Investor Services Inc., (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone (1-866-732-8683) or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case not less than 48 hours (excluding Saturdays and holidays) prior to the commencement of any adjournment thereof.

**The individuals named in the accompanying Instrument of Proxy are officers and directors of the Corporation. A Shareholder entitled to vote at the Meeting may appoint a proxyholder (who need not be a Shareholder) other than the individuals named in the accompanying Instrument of Proxy to represent the Shareholder at the Meeting by inserting the name of the desired representative in the blank space provided in the Instrument of Proxy or by submitting another appropriate proxy.**

A Shareholder that has given a proxy may revoke it (a) by depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing at (i) the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or (ii) with the Chair of the Meeting on the day of the Meeting, or any adjournment thereof, prior to commencement; or (b) in any other manner permitted by law. If the Shareholder is a corporation, a revoked proxy must be effected in its name under the corporate seal or by an officer or attorney of the corporation.

Shareholders may use the internet site at [www.investorvote.com](http://www.investorvote.com) to transmit their voting instructions. Shareholders should have their form of proxy in hand when they access the web site and will be prompted to enter the control number located on the form of proxy. If Shareholders vote by internet their vote must be received not later than 1:30 p.m. (Calgary time) on September 30, 2019 or 48 hours prior to the beginning of any adjournment of the

Meeting. The website may be also used to appoint a proxyholder to attend and vote on a Shareholder's behalf at the Meeting and to convey a Shareholder's voting instructions. Please note that if a Shareholder appoints a proxyholder and submits its voting instructions and subsequently wishes to change its appointment, a Shareholder may resubmit its proxy or voting direction prior to the deadline noted above. When resubmitting a proxy, only the most recently submitted proxy will be recognized as valid and all proxies previously submitted will be disregarded and considered as revoked, provided that the last proxy is submitted by the deadline noted above.

The foregoing information regarding appointment of proxyholders and revocation of proxies is generally applicable only to *registered* Shareholders, being persons who are recorded as holders of Shares on the register of Shareholders maintained by the Corporation. A significant number of persons who beneficially own Shares hold such Shares in a brokerage account or through some other intermediary. In almost all cases a person whose Shares are held through a broker or other intermediary will not be a registered Shareholder. Shareholders who hold Shares through an intermediary should refer to the information set out below under the heading "Advice to Beneficial Holders of Shares".

### **Exercise of Discretion by Proxyholders**

On any vote that may be called for at the Meeting, or any adjournment thereof, the persons named in the accompanying Instrument of Proxy will vote or withhold from voting the Shares in respect of which he or she is appointed proxyholder, in accordance with the instructions of the appointing Shareholder. **In the absence of such direction, such Shares will be voted FOR each of the matters referred to in the Notice of Meeting and in this Information Circular.**

The accompanying Instrument of Proxy also confers discretionary authority on the persons named in it to vote Shares and otherwise exercise discretion with respect to any amendments or variations to matters identified in the Notice of Meeting and with respect to any other matter that may properly come before the Meeting or any adjournment thereof. As at the date of this Information Circular, management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting, other than the matters referred to in the Notice of Meeting and in this Information Circular.

### **Signing of Proxy**

An instrument appointing a proxyholder must be in writing and must be executed by the Shareholder or the Shareholder's attorney authorized in writing. If the Shareholder is a corporation, the proxy must be signed in the corporation's name under its corporate seal or by an officer or attorney of the Corporation authorized in writing. A proxy signed by a person acting as attorney, executor, administrator, trustee or in some other representative capacity must, in the space provided in the proxy, indicate his or her capacity to act and must provide evidence of his or her qualification and authority to act.

### **Advice to Beneficial Holders of Shares**

The following information is important to Shareholders (referred to in this Information Circular as "**Beneficial Shareholders**") that beneficially owns Shares who do not appear on the records of the Corporation as the registered shareholders. Such Shares are typically registered in the name of a broker or other intermediary or in the name of a depository of which the intermediary is a participant.

Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Shares will be recognized and acted upon at the Meeting.

Shares listed in an account statement provided to a Shareholder by a broker will, in most cases, not be registered in a Shareholder's own name on the records of the Corporation. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. The directors and officers of the Corporation do not know for whose benefit Shares registered in the name of brokers or their agents or nominees are held. Without specific instructions, a broker and its agents and nominees are prohibited from voting Shares on behalf of their clients. Beneficial Shareholders should therefore ensure that instructions regarding the voting of their Shares are properly communicated to the appropriate person or that the Shares are duly registered in their name well in advance of the Meeting.

Applicable regulatory policy requires brokers and other intermediaries holding Shares for others to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing and delivery procedures and provide their own return instructions to their clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. In some cases, a form of proxy or voting instruction form supplied to a Beneficial Shareholder by their broker or other intermediary (or an agent or nominee of such broker or other intermediary) will be similar or even identical to the form of proxy furnished to registered Shareholders by the Corporation. However, the purpose of a proxy supplied to a Beneficial Shareholder by such an intermediary is limited to instructing the registered Shareholder (the broker, intermediary, agent or nominee) how to vote on behalf of the Beneficial Shareholder. Beneficial Shareholders receiving a form of proxy or voting instruction form from their broker or other intermediary (or an agent or nominee of such broker or other intermediary) cannot use that form to vote Shares directly at the Meeting. Voting instructions must be communicated to the broker, intermediary, agent or nominee (in accordance with the instructions provided by it or on its behalf) well in advance of the Meeting in order to have the Shares to which such instructions relate voted at the Meeting.

Although a Beneficial Shareholder will not be recognized directly at the Meeting for the purposes of voting Shares that are registered in the name of their broker or other intermediary (or an agent or nominee thereof), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote their Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the Instrument of Proxy provided to them and return the same to their broker or other intermediary (or its agent or nominee) in accordance with the instructions provided by such broker or other intermediary (or agent or nominee) well in advance of the Meeting.

Beneficial Shareholders should contact their broker or other intermediary if they have any questions regarding the voting of Shares held through that broker or other intermediary.

### **Voting Securities**

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares issuable in series. As at August 26, 2019, there are 1,777,949 Common Shares and 10,831,664 Series 1, Preferred Shares issued and outstanding, each carrying the right to one vote per share at the Meeting.

### **Record Date**

The record date for determining which Shareholders are entitled to receive notice of the Meeting is August 26, 2019 (the “**Record Date**”). In accordance with the provisions of the *Business Corporations Act* (Alberta) (the “**ABCA**”), the Corporation will prepare a list of the Shareholders recorded as holders of Shares on its register of Shareholders as of the close of business on the Record Date. Each such Shareholder will be entitled to vote the Shares shown opposite the Shareholder’s name on the list at the Meeting, or any adjournment thereof, except to the extent that: (a) such Shareholder has transferred the ownership of any Shares after the record date; and (b) the transferee produces properly endorsed share certificates or otherwise establishes that the transferee owns the transferred Shares and demands, not later than 10 days before the Meeting, that the transferee’s name be included on the list of Shareholders entitled to vote at the Meeting, in which case the transferee will be entitled to vote such Shares at the Meeting or any adjournment thereof.

### **INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED ON**

Except as disclosed in this Information Circular, none of the directors or executive officers of the Corporation at any time since the beginning of the Corporation’s last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any 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, other than the election of directors.

### **PRINCIPAL HOLDERS OF VOTING SECURITIES**

The following table sets forth, to the best of the knowledge of the directors and executive officers of the Corporation, as at the date hereof, the only persons, corporations or other entities (other than securities depositories) who beneficially own, directly or indirectly, or exercise control or discretion over voting securities carrying more than 10% of the voting rights attached to the shares of the Corporation.

<b>Name and Municipality of Residence</b>	<b>Type of Ownership</b>	<b>Number of Common Shares</b>	<b>Percentage</b>
Domenic & Annette Mancuso (1) <i>Calgary, Alberta, Canada</i>	Direct and Indirect	<b>1,564,474</b>	<b>12.4%</b>
Sean Quinn (2) <i>Calgary, Alberta, Canada</i>	Direct and Indirect	<b>1,393,710</b>	<b>11.1%</b>

**Notes:**

(1) Aggregating the securities of the Corporation owned by The Barnabas Foundation and Mr. and Mrs. Mancuso personally, Mr. and Mrs. Mancuso may be considered to control 1,564,474 Shares of the Corporation.

(2) Aggregating the securities of the Corporation owned by Quinn Investments Ltd. and Mr. Quinn personally, Sean Quinn may be considered to control 1,393,710 Shares of the Corporation.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the directors or executive officers of the Corporation, any proposed nominees for election as a director of the Corporation or associates or affiliates of such persons is or has been indebted to the Corporation at any time during the last completed financial year.

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

Except as disclosed in this Information Circular, none of the directors or senior officers of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any 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, other than the election of directors.

## **MANAGEMENT CONTRACTS**

There are no management functions of the Corporation that are to any substantial degree performed by a person or company other than the directors or officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

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

### **Financial Statements**

The financial statements of the Corporation for the years ended December 31, 2018, 2017, 2016 and 2015 accompanying this Management Proxy Circular will be placed before the Shareholders at the Meeting for their consideration. No formal action will be taken at the Meeting to approve the financial statements, which have been approved by the Board of Directors of the Corporation in accordance with applicable corporate and securities legislation.

### **Election of Directors**

The term of office of the present directors expires at the Meeting. The number of directors to be elected at the Meeting has been fixed at six (6). Management of the Corporation proposes to nominate the persons named below for election as directors of the Corporation at the Meeting to serve until the next annual meeting of the Shareholders of the Corporation, unless his/her office is earlier vacated. All proposed nominees are currently directors of the Corporation. Terry Mochar is also currently the Chief Executive Officer of the Corporation.

Approval of the election of directors will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. **Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote in favour of the election of the proposed nominees noted below as the directors of the Corporation as set forth below.** In the event that prior to the Meeting, any vacancies occur on the slate of nominees submitted herewith, it is intended that discretionary authority will be granted to vote proxies solicited by or on behalf of management for the election of any other person or persons as directors. Management is not currently aware that any such nominees would not be willing to serve as director if elected.

The following information concerning the proposed nominee has been furnished by the nominee:

<b>Name, Residence and Present Office Held</b>	<b>Principal Occupation or Employment</b>	<b>Director Since</b>	<b>Number of Common Shares Beneficially Owned or Controlled<sup>(1)</sup> and percentage of total issued and outstanding</b>
Terry Mochar Cochrane, Alberta, Canada <i>Chief Executive Officer and Director</i>	<ul style="list-style-type: none"> <li>• C.E.O., Worldplay Communications Inc.</li> <li>• Director, Fresnel Software Corp.</li> </ul>	August 4, 2015	156,804 1.2%
Gordon Matheson Kelowna, BC, Canada <i>Chairman/Director</i>	<ul style="list-style-type: none"> <li>• Consultant, Health Care Industries</li> <li>• Professor Emeritus, Stanford University School of Medicine</li> </ul>	July 7, 2015	291,641 2.3%
Joel Van Dusen London, UK <i>Director</i>	<ul style="list-style-type: none"> <li>• Executive Chairman, HGI Industries</li> <li>• Director and Advisor, LIC Ltd.</li> <li>• Global Head of Large Corporates, HSBC (2013-2016)</li> <li>• Head of Global Corp. Banking, Bank of America Merrill Lynch (2007-2013)</li> </ul>	September 17, 2018	361,927 2.9%
Mik Lernout North Vancouver, BC, Canada <i>Director</i>	<ul style="list-style-type: none"> <li>• VP Product, Themis Solutions Inc. (2019-current)</li> <li>• VP Product, Hootsuite Media Inc. (2016-2019)</li> <li>• C.E.O., Sales Prodigy Inc. (2014-2016)</li> </ul>	October 31, 2018	Nil nil%
Art Reimers Denver, CO, USA <i>Director</i>	<ul style="list-style-type: none"> <li>• Retired Partner, Goldman Sachs &amp; Co.</li> <li>• Venture Partner, Draper Richards Kaplan</li> <li>• Vice Chair of the Finance Committee, Mike Johnston's campaign for US Senate</li> </ul>	March 25, 2019	285,533 2.3%
Domenic Mancuso Calgary, Alberta, Canada	<ul style="list-style-type: none"> <li>• Retail Investor</li> <li>• Former Founder, Petroleum Institute for Continuing Education</li> </ul>		1,564,474 12.4%

**Notes:**

- (1) The information as to the number of Shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the nominee. These figures do not include any securities that are convertible into or exercisable for Shares.

**Corporate Cease Trade Orders or Bankruptcies**

No proposed director of the Corporation is, or has been within the past ten years, a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity:

- was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemptions under securities legislation, and that was in effect for a period of more than 30 consecutive days; or
- was the subject of a cease trade order, an order similar to a cease trade order or an order that denied the company access to any exemptions under securities legislation, that was issued after that individual ceased to be a director or chief executive officer or chief financial officer and which resulted from an event that occurred while such person was acting in a capacity as a director, chief executive officer or chief financial officer.

No proposed director of the Corporation is, or has been within the past ten years, a director or executive officer of any other company that, while such person was acting in that capacity, or within a year of that individual 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.

### **Individual Bankruptcies**

No director or proposed director of the Corporation is or has, within the ten years prior to the date hereof, 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 that individual.

### **Penalties or Sanctions**

No proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority. No proposed director of the Corporation has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

### **Conflicts of Interest**

The directors and officers of the Corporation may, from time to time, be involved with the business and operations of other entities, in which case a conflict of interest may arise between their duties as officers and directors of the Corporation and as officer and directors of such other entities. Such conflicts must be disclosed in accordance with, and are subject to such procedures and remedies, as applicable, under the *Business Corporations Act* (Alberta).

### **Appointment of Auditors**

Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote in favor of the appointment of KPMG LLP as auditors of the Corporation, to hold office until the close of the next annual meeting, at a remuneration to be determined by the Board of Directors of the Corporation. Approval of the appointment of the auditors will require the affirmative votes of the holders of not less than half of the votes cast in respect thereof by Shareholders present in person or by proxy at the Meeting. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote FOR the resolution.**

### **OTHER MATTERS COMING BEFORE THE MEETING**

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting. If any other business 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**

The contents, mailing and delivery of this Information Circular have been approved by the Directors of the Corporation. Financial information for the years ended December 31, 2018, 2017, 2016 and 2015 is provided in the Corporation's financial statements for its most recently completed year ended December 31, 2018. Shareholders of the Corporation who wish to receive additional copies of the Corporation's annual financial statements should send a request to Worldplay Communications Inc., Attention: Chief Financial Officer, #100, 6131 – 6<sup>th</sup> Street SE Calgary, Alberta, T2H 1L9.