



Annual General Meeting

Thursday, June 27, 2019

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NOVRA TECHNOLOGIES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Shareholders of **NOVRA TECHNOLOGIES INC.** (hereinafter called the "Company" or “Novra”) will be held in Novra’s offices at 900-330 St. Mary Avenue, Winnipeg, Manitoba, R3C 3Z5 on Thursday, the 27th day of June 2019 at the hour of 1:30 p.m. (Central Daylight Time), for the following purposes:

1. To receive the audited Consolidated Financial Statements of the Company for the fiscal year ended December 31, 2018, and the auditor’s report thereon;
2. To elect Directors of the Company for the ensuing year;
3. To re-appoint Baker Tilly HMA LLP (formerly Collins Barrow HMA LLP) as the Company’s independent auditors for the ensuing year and to authorize the Board of Directors to fix their remuneration; and
4. To transact such further or other business as may properly come before the AGM or any adjournment thereof.

The accompanying Management Information Circular provides further details on the matters proposed to be put before the AGM. Further it provides instructions on the various methods that a shareholder of the Company can use to have their shares voted at the meeting including instructions regarding voting in person, by mail, by internet or by phone.

The Board of Directors has set the close of business on May 6, 2019, as the record date for determining those shareholders entitled to receive notice of, and to vote at, the AGM.

DATED at Winnipeg, Manitoba, this 23rd day of May 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Harris Lontas”

President & CEO
and Director

NOVRA TECHNOLOGIES INC.

MANAGEMENT INFORMATION CIRCULAR

PART 1 – PROXIES

MANAGEMENT SOLICITATION

This Management Information Circular (“Circular”) is provided with the solicitation of proxies by the management of Novra Technologies Inc. (herein referred as “Novra”, “we”, “us” or “our”) for use at the Annual General Meeting (“AGM”) of the shareholders of Novra that is to be held on Thursday, June 27th, 2019 at 1:30 p.m. (Central Daylight Time) at 900-330 St. Mary Avenue, Winnipeg, Manitoba, Canada, and any adjournment thereof, for the purpose set out in the Notice of Annual General Meeting.

Solicitation of proxies will be primarily by mail; but, some proxies may be solicited at a nominal cost personally or by telephone, facsimile or other electronic means by executives or directors of Novra. The cost of solicitation will be borne by Novra. Except as otherwise stated, the information contained herein is given as of May 23rd, 2019.

WHO CAN VOTE?

All shareholders of record on May 6, 2019.

METHODS OF VOTING

Registered Shareholder Voting	Beneficial Shareholder Voting
<p>You are a registered holder if your common shares are in your name and you have a physical share certificate in your possession or you have a book entry only statement from our transfer agent (Computershare) indicating that the shares are registered in your names.</p>	<p>You are a beneficial holder if your common shares are held in the name of nominee. That is, your share certificate was deposited with, or you purchased and continue to hold your common shares through, a bank, trust company, securities broker, trustee, or other institution.</p>
<p><u>Voting Options</u></p> <ol style="list-style-type: none">1. In person at the AGM (see below)2. By proxy (see below)3. By telephone (see enclosed proxy form)4. By internet (see enclosed proxy form)	<p><u>Voting Options</u></p> <ol style="list-style-type: none">1. In person at the AGM (see below)2. By voting instruction form (see below)3. By telephone (see enclosed voting instruction form)4. By internet (see enclosed voting instruction form)
<p><u>Voting in Person</u></p> <p>If you plan to attend the AGM and want to vote your common shares in person, do NOT complete or return the enclosed proxy. Your vote will be taken and counted at the AGM. Please register with us when you arrive at the AGM to ensure that your vote will be counted.</p>	<p><u>Voting in Person</u></p> <p>If you plan to attend the AGM and wish to vote your common shares in person, insert your own name in the space on the enclosed voting instruction form. Then follow the signing and return instructions provided in that form. Your vote will be taken and counted at the AGM, so do NOT indicate your votes on the form. Please register</p>

<u>Registered Shareholder Voting</u>	<u>Beneficial Shareholder Voting</u>
<p data-bbox="186 300 375 327"><u>Voting by Proxy</u></p> <p data-bbox="186 331 792 768">Whether or not you attend the AGM, you can appoint someone else to attend and vote as proxy holder. Use the enclosed proxy form to do this. The people named in the enclosed proxy are executive officers or the board of directors (“Directors”). <i>You have the right to choose another person to be your proxy holder by printing that person’s name in the space provided.</i> Then complete the rest of the proxy, sign it and return it. Your votes can only be counted if the person you appointed attends the AGM and votes on your behalf. <i>If you have voted by proxy, you may NOT vote in person at the AGM, unless you properly revoke your proxy (see below).</i></p> <p data-bbox="186 842 779 1003">Return your completed proxy in the envelope provided so that it arrives not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the time set for the holding of the AGM or any adjournment thereof.</p> <p data-bbox="186 1079 431 1106"><u>Revoking your Proxy</u></p> <p data-bbox="186 1110 797 1478"><i>You may revoke your proxy at any time before it is acted on.</i> To do so, you can deliver a written statement that you want to revoke your proxy (which includes another proper form of proxy with a later date) to our transfer agent, Computershare Trust Company of Canada (“Computershare”), in accordance with the instructions set out in the form of proxy provided not less than 48 hours (excluding Saturdays, Sundays, and holidays) before the time set for the holding of the AGM or any adjournment thereof.</p> <p data-bbox="186 1520 789 1818">Or, you can revoke your proxy by delivering a properly executed instrument in writing at the registered office of the Corporation (attn: Harris Liontas) at any time up to and including the last business day preceding the day of the AGM, or any adjournment thereof, or with the Chairperson of the AGM on the day of the AGM, or any adjournment thereof, and upon either such deposits, the proxy is revoked.</p>	<p data-bbox="826 199 1481 258">with us when you arrive at the AGM to ensure that your vote will be counted.</p> <p data-bbox="826 300 1219 327"><u>Voting by Voting Instruction Form</u></p> <p data-bbox="826 331 1474 800">Whether or not you attend the AGM, you can appoint someone else to attend and vote as proxy holder. Use the enclosed voting instruction form to do this. The people named in the enclosed voting instruction form are executive officers or Directors. <i>You have the right to choose another person to be your proxy holder by printing that person’s name in the space provided.</i> Then complete the rest of the voting instruction form, sign it and return it. Your votes can only be counted if the person you appointed attends the AGM and votes on your behalf. <i>If you have voted on the voting instruction form, NEITHER you nor your proxy holder may vote at the AGM, unless you properly revoke your proxy (see below).</i></p> <p data-bbox="826 842 1451 1041">Return your completed voting instruction form in the envelope provided so that it arrives not less than 72 hours (excluding Saturdays, Sundays, and holidays) before the time set for the holding of the AGM or any adjournment thereof so that your nominee has time to deliver your instructions.</p> <p data-bbox="826 1079 1065 1106"><u>Revoking your Proxy</u></p> <p data-bbox="826 1110 1481 1377"><i>You may revoke your proxy at any time before it is acted on.</i> Please follow the procedures provided by your nominee. Your nominee will likely need to receive your request to revoke your instructions not less than 72 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the AGM or any adjournment thereof in order for your nominee to have time to deliver your instructions to Computershare.</p>

Instructing your Proxyholder

You may indicate on your Proxy/Voting Instruction Form how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form. If you do this, your proxyholder must vote your shares in accordance with the instructions you have given.

If you do not give any instructions as to how to vote on a particular issue to be decided at the AGM, your proxyholder can vote your shares as he or she thinks fit. If you have appointed the persons designated in the form as your proxyholder they will, unless you give contrary instructions, vote your shares at the AGM as follows:

- ✓ **FOR the election of the proposed nominees as Directors;**
- ✓ **FOR the re-appointment of Collins Barrow HMA LLP, as the auditor of Novra; and to authorize the directors to fix the remuneration to be paid to the auditor.**

For more information about these matters, see Part 3 – Matters To Be Acted Upon At AGM. The enclosed form gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified on the Notice of AGM. At the time of printing this Circular, the management of Novra is not aware of any other matter to be presented for action at the meeting. If, however, other matters do properly come before the AGM, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

Delivery of AGM Materials to Beneficial Shareholders

The materials for the AGM are being sent to Registered Shareholders, including nominees, who have requested such mailings.

If you are a Beneficiary Shareholder, unless you have previously informed your nominee that you do not wish to receive material relating to shareholders' meetings, you will receive this Circular from your nominee, together with a form of proxy or a request for voting instruction form. If a Beneficial Shareholder receives the AGM materials from us or our agent, that Beneficial Shareholder's name and address and information about his or her holdings of securities has been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on the Beneficial Shareholder's behalf. By choosing to send the AGM materials to the Beneficial Shareholder directly, Novra (and not the intermediary holding Common Shares on the Beneficial Shareholder's behalf) has assumed responsibility for (a) delivering the AGM materials to the Beneficial Shareholder, and (b) executing the Beneficial Shareholder's proper voting instructions. Beneficial Shareholders are kindly asked to return their voting instructions as specified in the request for voting instructions.

WHAT IS OUR QUORUM?

Under our Bylaws, at least two shareholders must be present in person or represented by proxy holding or representing not less than 1/10th of the shares entitled to vote at the meeting before any action may validly be taken at the AGM. If such a quorum is not present in person or by proxy, we will reschedule the AGM.

HOW A VOTE IS PASSED?

All of the matters that will come to a vote at the AGM are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favour, then the resolution is approved.

PART 2 – AUTHORIZED CAPITAL, VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Novra has authorized capital of an unlimited number of common shares and an unlimited number of Class A preferred shares, all without par value. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on May 6, 2019, the Record Date. According to Novra's registrar and Computershare, 35,372,312 common shares were issued and outstanding on the Record Date, including 2,000,000 common shares that were issued to our subsidiary, Wegener Corporation as part the 51.6% controlling interest acquisition on December 29, 2017.

To the knowledge of our Directors and executive officers, the following table sets forth the names of each person who beneficially owns, directly or indirectly, or exercises control or direction 10% or more of our voting common shares:

Name	Number of common shares ⁽¹⁾	Percentage of issued shares
Harris Liontas	5,437,614	15.5%

⁽¹⁾ Information as to ownership of shares has been taken from the list of registered shareholders maintained by Computershare or has been provided by the individuals.

PART 3 – MATTERS TO BE ACTED UPON AT AGM

FINANCIAL STATEMENTS

The audited financial statements of Novra for the year ended December 31, 2018, and the auditor's report thereon will be placed before you at the AGM for your consideration. These financial statements have been approved by the Board of Directors and filed with the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com and can be viewed there.

ELECTION OF DIRECTORS

Directors of Novra are elected for a term of one year. The term of office of each of the nominees proposed for election as a Director will expire at the meeting, and each of them, if elected, will serve until the close of the next AGM, unless he resigns or otherwise vacates office before that time. Pursuant to the *Canada Business Corporations Act* and the requirements of the TSX Venture Exchange, Novra must have a minimum of three Directors, two of whom are neither officers nor employees of Novra. We currently have four Directors. It is proposed that the Board of Directors continue to be comprised of four Directors.

Director Nominee Information

The following table list the nominees proposed for election as Directors of Novra, together with the number of common shares that are beneficially owned, directly or indirectly, or over which control or direction is exercised, by each nominee.

Name and place of residence	Present Position and Offices	Principal Occupation for Last 5 Years	Director since	Number of shares
Peter J. Wintemute, FCPA, FCA Manitoba, Canada	Chairman and Director; Member of Audit Committee and Compensation Committee	President, 75 North Corp; CEO and Chairman, The Exchange Global Server Centre Inc, 2013-2017; Chairman, The Exchange Group, 2009-2015;	June 20, 2003	426,000 ⁽²⁾
George (Brian) Eckhardt Manitoba, Canada	Director	President and CEO of Infomagnetics Technologies Corp.	June 28, 2018	428,571 ⁽¹⁾
Harris Liontas Manitoba, Canada	President and CEO and Director; Member of Audit Committee	President and CEO of Novra (since 2002)	June 6, 2001	5,437,614 ⁽¹⁾
Kelvin Maloney Manitoba, Canada	Director; Member of Audit Committee and Compensation Committee	Director of Corporate Development, Paterson Globalfoods since 2006; Investment Manager, FCC Ventures, 2006;	June 24, 2005	Nil

⁽¹⁾ 5,437,614 includes 2,500,000 common shares that are held by InfoMagnetics Technologies Inc. ("IMT"). Mr. Liontas is a controlling shareholder of IMT. George (Brian) Eckhardt is also a shareholder of IMT and is its President and CEO

⁽²⁾ Shares are held by 75 North Corp, a company wholly owned by Mr. Wintemute.

The information as to shares beneficially owned in the above table has been provided by the respective individuals.

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

Cease Trade Orders and Bankruptcy

As at the date of this Circular, no proposed nominee listed above is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including Novra) that, while that person was acting in that capacity:

- (a) was 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;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive 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; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcy

As at the date of this Circular, no proposed nominee listed above has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Recommendation

Management recommends that shareholders vote in favour of the nominees for election as Directors. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote "FOR" the election of the above four nominees as Directors of Novra for the ensuing year.

APPOINTMENT OF THE AUDITOR

Management proposes to re-appoint Baker Tilly HMA LLP ("Baker Tilly") (formerly Collins Barrow HMA LLP), Chartered Professional Accountants of Winnipeg, Manitoba, as Novra's independent auditors for the ensuing year. See under Part 5 for total fees paid/accrued to this firm in 2018 and 2017. Baker Tilly has served as Novra's auditors since fiscal 2001.

Recommendation

Management recommends that shareholders vote in favour of the re-appointment of Baker Tilly as Novra's auditor for the ensuing year and grant the Board the authority to determine the remuneration to be paid to the auditor. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the re-appointment of Baker Tilly to act as our auditor until the close of our next annual general meeting and also intend to vote FOR the proposed resolution to authorize the Board to fix the remuneration to be paid to the auditor.

OTHER BUSINESS

Management knows of no matters to come before the AGM other than the matters referred to the Notice of the AGM. However, if any other matters which are not now known to Management should properly come before the AGM, the shares represented by proxies in favour of Management nominees will be voted on such matters in accordance with the best judgment of the proxy nominees.

PART 4 – INFORMATION CONCERNING NOVRA

DIRECTOR AND EXECUTIVE COMPENSATION

Novra is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V, Statement of Executive Compensation – Venture Issuers.

The following persons are considered the "Named Executive Officers" or "NEOs" for the purposes of the disclosure:

- (a) Novra's CEO, including an individual performing functions similar to a chief executive officer;
- (b) Novra's CFO, including an individual performing functions similar to a chief financial officer;
- (c) The most highly compensated executive officer, other than the CEO or the CFO, at the end of the most recently financial year whose total compensation was more than \$150,000; as determined in accordance with Form 51-102F6V, for that financial year; and
- (d) Each individual who would be named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of Novra, and was not acting in a similar capacity, at the end of that financial year.

Based on the above definition, we have determined the following persons to be Novra's NEOs for its financial year ended December 31, 2018:

- Harris Lontas – President and Chief Executive Officer;
- George (Brian) Eckhardt – Director, acting in the capacity of CFO ; and
- Patricia Gair – Chief Operating Officer.

The following table discloses the compensation paid and accrued by Novra to the NEOs and Directors for the two most recently completed financial years, excluding compensation securities.

Table of Compensation excluding Compensation Securities						
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Director Fees (\$)	Value of other compensation (\$) ⁽⁵⁾	Total compensation (\$)
Harris Lontas ⁽¹⁾ <i>President and CEO</i>	2018	\$ 200,000	\$ 1,000	Nil	Nil	\$ 201,000
	2017	\$ 15,000	Nil	Nil	Nil	\$ 15,000
Steven Archambault ⁽²⁾ <i>formerly CFO, Novra and President and CFO, International Datacasting</i>	2018	\$ 35,700	\$ 1,000	Nil	\$ 1,071	\$ 37,771
	2017	\$ 185,000	Nil	Nil	\$ 3,392	\$ 188,392
Patricia Gair ⁽³⁾ <i>Chief Operating Officer</i>	2018	\$ 135,000	\$ 1,000	Nil	\$ 6,750	\$ 142,750
	2017	\$ 125,336	Nil	Nil	\$ 6,267	\$ 131,603
Peter J. Wintemute <i>Chairman</i>	2018			\$ 4,000		\$ 4,000
	2017			\$ 4,000		\$ 4,000
Kelvin Maloney <i>Director</i>	2018			\$ 4,000		\$ 4,000
	2017			\$ 4,000		\$ 4,000
George (Brian) Eckhardt <i>Director & CFO</i> ⁽⁴⁾	2018			\$ 2,000		\$ 2,000
	2017			Nil		Nil

- (1) Mr. Lontas's base salary was adjusted to \$200,000 per annum, starting in 2018.
- (2) Mr. Archambault resigned from Novra effective May 31, 2018.
- (3) Ms. Gair's base salary increased from \$101,875 to \$135,000 per annum in April 2017.
- (4) Mr. Eckhardt was elected to the Board on June 28, 2018. He also acts in the capacity of CFO. He receives no additional compensation in this role and is not an employee of Novra.
- (5) Value of Other Compensation includes the Company's matching contribution, up to a specific limit, to the NEO's RRSP.

Compensation Securities

On April 28, 2017, the Board of Directors approved the 2017 Stock Option Plan as described under SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS below. Additionally, on April 28, 2017 the Board approved the following stock options grant for the NEOs and Directors under the 2017 Stock Option Plan:

- Harris Lontas: 120,000
- Steven Archambault: 120,000
- Patricia Gair: 120,000
- Peter Wintemute: 120,000
- Kelvin Maloney: 120,000

Based on the TSX-V's approval date of May 9, 2017, the exercise price for the above options was set at \$0.12 each and these options will expire in seven years. The vesting provision for these options is as follows:

- 20% on June 30, 2017;
- 20% on December 31, 2017;
- 20% on December 31, 2018;
- 20% on December 31, 2019; and
- 20% on December 31, 2020.

On June 28, 2017, the Board approved the grant of 300,000 options to Steven Archambault under the 2017 Stock Option Plan. The exercise price for the above options was set at \$0.12 each and these options will expire in seven years. The vesting provision for these options is as follows:

- 20% on December 31, 2017;
- 20% on December 31, 2018;
- 20% on December 31, 2019;
- 20% on December 31, 2020; and
- 20% on December 31, 2021.

We did not issue any additional compensation securities (e.g. stock options) to the NEOs and Directors during the year ended December 31, 2018. Subsequent to Mr. Archambault's resignation, all of his vested and unvested stock options expired prior to December 31, 2018.

Oversight and Description of Director and NEO Compensation

The Board's Compensation Committee provides oversight over compensation for Directors and NEOs. See Part 6 – Corporate Governance.

Director compensation:

The Board is responsible for determining the compensation level for the independent Directors. For the year ended December 31, 2018, the Board maintained the quarterly fee at \$1,000. Additionally, we reimburse Directors for reasonable business related expenses.

While serving as Novra's President and CEO, Mr. Lontas does not receive additional compensation for serving as a Director.

NEO compensation:

The Board is responsible for determining and approving all forms of compensation for Novra's CEO as well as for reviewing the CEO's recommendations for the compensation of the other NEOs, to ensure

such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation for its CEO and other NEOs, the Board considers the following:

- recruiting and retaining executives critical to the success of Novra and the enhancement of shareholder value;
- providing fair and competitive compensation, based on comparable publicly traded Canadian companies, that is also financially affordable to Novra;
- creating among employees a sense of ownership in Novra, thus aligning the interest of employees with those of the shareholders; and
- rewarding performance, both on an individual basis and with respect to operations in general, through incentives that are linked to the company's business strategy and its ability to pay.

To achieve these objectives, the compensation paid to the Novra's CEO and other NEOs consists of two components: i) base salary; and ii) long-term incentive in the form of stock options. The approval of the CEO's compensation is made by the two independent Directors.

We have not entered into an employment agreement with Mr. Liontas in 2018. Consistent with prior years, Mr. Liontas voluntarily deferred payment of much of his base salary during the year ended December 31, 2018 and also allowed Novra to carry forward his prior years' unpaid compensation, to preserve liquidity in Novra. At December 31, 2018, \$498 thousand was due to Mr. Liontas. In February 2018 the Board set Mr. Liontas's base annual salary at \$200 thousand. The Director's also approved a CEO performance bonus of \$1.3M contingent on any one or more of the following future conditions being met, at which point the performance bonus would immediately become due:

1. Termination of the CEO's employment
2. Change of Control as defined by TSX Policy 1.1
3. Change of Management as defined by TSX Policy 1.1
4. Any shareholder or group of shareholders operating in tandem acquiring 20% or more of Novra's voting shares.
5. Any action that the Board deems as a hostile takeover of Novra
6. Any action that the Board deems as a hostile action to control the Board
7. Novra being acquired by another company
8. Market capitalization reaches \$10,000,000 CND dollars

The CEO, at his discretion, has the option to receive the performance bonus in any one or combination of the following three forms, at the time the performance bonus is issued:

1. Accrued liability, in which case the performance bonus may not be immediately paid out.

2. Immediate payment
3. Any part of the bonus can be converted to Novra shares, at a value of the current market price less a 25% discount, subject to TSX approval. This option is not available if the trigger condition is “7” above (Novra is acquired).

We entered into an employment agreement with Mr. Archambault on June 19, 2017. The material terms of his employment agreement were as follows:

- Base salary of \$185,000 (as adjusted since the beginning of her employment);
- One-year non-competition and non-solicitation provisions;
- Agreement could be terminated by Mr. Archambault with four weeks notice and by Novra subject to paying: a) salary and accrued vacation days to the date of termination; and b) if terminated without cause, a lump sum severance equal to six months’ salary.
- In the event of a change of control, should Mr. Archambault have had reasonable cause (as defined in the agreement) to terminate the employment arrangement, this would have been treated as termination without cause.

This agreement was terminated by Mr. Archambault upon his resignation in 2018.

We entered into an employment agreement with Ms. Gair on January 2, 2001. The material terms of her employment agreement are as follows:

- Base salary of \$135,000 (as adjusted since the beginning of her employment);
- One-year non-solicitation provision; and
- Agreement may be terminated by Ms. Gair with three months notice and by Novra subject to paying: a) salary and accrued vacation days to the date of termination; and b) if terminated without cause, a lump sum severance equal to three months’ salary, plus a further one month salary for each full year of employment with Novra. Accordingly, in the event we terminate her employment without cause, Ms. Gair would be entitled to a termination settlement of \$236,250.
- There is no change of control provision included in Ms. Gair’s employment agreement.

We have no compensatory plan or arrangement in place to compensate NEOs in the event of a termination of employment due to resignation or retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The former stock option plan that was in place at December 31, 2016 was terminated on April 28, 2017 with no outstanding options. On April 28, 2017, the Board of Directors approved the 2017 Stock Option Plan in order to retain and attract executives, directors, and key employees and align their interests with those of Novra’s shareholders to generate an attractive return over the long-term. The new plan replaces

and terminates the former option plan in which there was no outstanding option. The criteria used to determine eligibility for granting stock options, including the exercise price and vesting provisions, is at the discretion of the Board subject to complying with the TSX-V rules. This new 2017 Stock Option Plan was approved by the TSX-V on May 9, 2017.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

With the exception of the loan described below, no individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of Novra, nor any proposed nominee for election as a Director, nor any associate of any of them:

- a) is, or at any time since the beginning of the most recently completed financial year of Novra has been, indebted to Novra or any of its subsidiaries; or
- b) was indebted to another entity, which such indebtedness is, or was at any time during the most recently completed financial year of Novra, the subject of a guarantee, support agreement, letter of credit, or other similar arrangement or understanding provided by Novra or any of its subsidiaries.

Effective the date of this circular, Steven Archambault, a former officer of Novra, was indebted to Novra in the amount of \$20 thousand. This loan was initiated subsequent to Mr. Archambault's resignation from Novra. It bears no interest and has no repayment terms.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Except as otherwise set out herein, no proposed nominees for election as Directors, and no executive officer of Novra who has served in such capacity since the beginning of the last financial year of Novra, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of Novra's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with Novra or in any proposed transaction since the beginning of the last completed financial year that has materially affected Novra, or is likely to do so.

As disclosed in Note 22 (e) of the Consolidated Financial Statements for the year ended December 31, 2017, on November 28, 2016 we entered into a \$300,000 convertible note with IMT, a company controlled by Mr. Lontas. On June 16, 2017 this note was converted to 2,500,000 common shares. Further, IMT has provided additional financing in the form of unsecured promissory notes – see Note 22 (d) of the December 31, 2018 Consolidated Financial Statements for further details.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as described elsewhere herein, none of the Directors or NEOs of Novra nor any of their known associates, has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the AGM.

MANAGEMENT CONTRACTS

The management functions of Novra are performed by our directors or executive officers and we have no management agreements or arrangements under which such management functions are performed by persons other than the directors or executive officers of Novra.

ADDITIONAL INFORMATION

Our Consolidated Financial Statements and Management’s Discussion and Analysis for the year ended December 31, 2018, have been filed with SEDAR at www.sedar.com, provide additional financial information about Novra.

PART 5 – AUDIT COMMITTEE INFORMATION

AUDIT COMMITTEE CHARTER

The Charter for the Audit Committee of the Board of Directors of Novra is attached to this Circular as Appendix A.

AUDIT COMMITTEE COMPOSITION AND BACKGROUND

Messrs. Liontas, Maloney and Wintemute are members of Novra’s Audit Committee.

As an issuer listed on the TSX-V, relying on the exemption available in section 6.1 of National Instrument 52-110 – Audit Committees (“NI 52-110”), Novra is exempt from the requirements, among others, that all of the members of the Audit Committee be “independent” and “financially literate”.

Messrs. Maloney, and Wintemute are considered “independent” as that term is defined in NI-52-110 and accordingly the majority of the Audit Committee members is independent. Further, all three of the Audit Committee members are “financially literate” i.e. have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by Novra’s consolidated financial statements.

RELEVANT EDUCATION AND EXPERIENCE

All of the Audit Committee members are senior-level businesspeople with experience in financial matters; each has a broad understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor. In addition, certain of the members of the Audit Committee have knowledge of the role of an Audit Committee in the realm of reporting companies from their experience as directors of companies other than Novra.

The following is a brief bio for the two independent Audit Committee members:

Kelvin Maloney

Kelvin is currently the Director of Corporate Development, Paterson Globalfoods. Immediately prior to this he was an Investment Manager with FCC Ventures. Kelvin has an MBA and Bachelor of Science in Computer Engineering, both from the University of Manitoba. He has experience in a broad range of industries including information technology, biotechnology, primary and value-added agriculture, manufacturing and financial services. Earlier in his professional career, Kelvin worked for the management-consulting arm of a major international accounting firm. At this position, he focused mainly in the areas of financial modeling, business valuations and strategic planning. Kelvin holds the Chartered Financial Analyst (CFA) designation and is a member of the CFA Institute and the Winnipeg Society of Financial Analysts.

Peter Wintemute

Mr. Wintemute FCPA, FCA, is President and Director of 75 North Corp. Up until his retirement on January 1, 2016, he was Chairman, (1975 to 2015), and CEO (1975 to 2009) of Wintemute, Randle, Kilimnik, Chartered Accountants, predecessor to The Exchange Group. Mr. Wintemute continued as CEO and Director for The Exchange Global Server Centre Inc. until May 2017. He has also served as Treasurer and Director for Winnipeg Condominium Corporation #593, and Chairman and Director on CHN Academy of Health Care Education. He previously held positions as a Director of Pinesiw Energy Inc, Lincoln Learning Systems Inc and SecuriCan General Insurance Corporation, operator of Pet Plan Insurance. He also held the positions of Chairman of the Institute of Chartered Accountants of Manitoba and a Board member of the Canadian Institute of Chartered Accountants (1998/1999), and President at Lincoln Learning Systems Inc. Mr. Wintemute also previously served as a Director of the Manitoba Public Insurance Corporation for 13 years, ending in 2000, and chaired the Audit Committee during that time.

EXTERNAL AUDITOR SERVICE FEES

The aggregate amounts paid or accrued by Novra with respect to fees payable to Baker Tilly, our current external auditor, for audit, tax and other services in each of the last two fiscal years were as follows:

	2018	2017
Audit fees ⁽¹⁾	\$ 70,000	\$ 70,000
Audit-related fees ⁽²⁾	-	1,511
Tax fees ⁽³⁾	3,250	3,250
All other fees ⁽⁴⁾	5,000	-
Total	\$ 78,250	\$ 74,761

- (1) Include the aggregate professional fees paid for the audit of the annual consolidated financial statements.
- (2) Include the aggregate fees paid for services related to the audit services, including bill-through of external inventory observation fees for Wegner in 2017
- (3) Include the aggregate fees paid for tax compliance, advice, planning and advisory services.
- (4) Include the aggregate fees paid for all other services other than those presented above.

The Audit Committee pre-approves all non-audit services provided to Novra by its external auditors.

PART 6 – CORPORATE GOVERNANCE

The Board believes corporate governance is essential to the effective and efficient operation of Novra. The practice of corporate governance should reflect Novra’s circumstances, having always as its ultimate objective, the best long-term interests of Novra and the enhancement of value for all shareholders.

The following is a summary of our approach to corporate governance.

Composition of the Board

The Board is composed of four Directors (see Part 3 – Matters to be Acted Upon at AGM).

The Board has reviewed the independence of each Director based on the definition in NI 58-101. After reviewing the roles and relationships of each of the Directors, the Board has determined that the majority of the Board is independent - both Messrs. Wintemute and Maloney are independent from Novra. Harris Liontas, by virtue of being the President and CEO of Novra, is the only Director who is a member of management and, as such, determined to be non-independent. Brian Eckhardt, by virtue of acting in the capacity of CFO of Novra, is an Officer of Novra and, as such, determined to be non-independent.

As of the date of this Circular, none of the current Directors standing for re-election are directors of other reporting issuers. Further, collectively the Board owns or controls approximately 18% of the outstanding common shares of Novra as of May 6, 2019 and accordingly, it believes that the interest of the management and shareholders is aligned.

Orientation and Continuing Education

The Board is responsible for the orientation and education of new recruits to the Board. Prior to joining the Board, each new director will meet with the Chair of the Board and the President and Chief Executive Officer of Novra. Each such officer shall be responsible for outlining the business and prospects of Novra, both positive and negative, with a view to ensuring that the new Director is properly informed to commence his or her duties as a Director. Each new Director will also be given the opportunity to meet with Novra's external auditor and legal counsel, as may be required.

Code of Business Ethics

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of Novra's operations and the small number of officers and employees allow the independent Directors to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As Novra grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination of Directors

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board, including both formal and informal discussions among Directors and the President and CEO. The current size of the Board is such that the entire Board takes responsibility for selecting new Directors and assessing current Directors. Proposed directors' credentials are reviewed with one or more Directors prior to the proposed director's nomination.

Assessments

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board of Directors as a whole, its committees or individual Directors, but will consider implementing one in the future should circumstances warrant. Based on Novra's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

Committees of the Board of Directors

The Board of Directors of Novra has appointed two committees - an Audit Committee and a Compensation Committee. See Part 5 – Audit Committee Information.

The Compensation Committee is comprised of only independent Directors – Messrs. Wintemute and Maloney - and shall assist the Board in: (i) determining appropriate compensation levels for the Novra's NEOs; (ii) evaluating officer and director compensation plans, policies, and programs; and (iii) reviewing benefit plans for officers and employees.

In discharging its role, the Compensation Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities, and personnel of Novra. The Compensation Committee has the power to retain outside counsel, compensation consultants, or other experts based on an approved budget. The Compensation Committee shall have the sole authority to retain, compensate, terminate, and oversee the executive compensation consultants, who shall be accountable ultimately to the committee.

BOARD APPROVAL

The contents and the sending of this Circular have been approved by the Board.

Winnipeg, Manitoba

May 23rd, 2019

APPENDIX A

NOVRA TECHNOLOGIES INC.

CHARTER FOR THE AUDIT COMMITTEE

1. Purpose

- 1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:
 - (a) support the Board of Directors in meeting its responsibilities to shareholders;
 - (b) enhance the independence of the external auditor;
 - (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
 - (d) increase the credibility and objectivity of the Corporation's financial reports and public disclosure.
- 1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.
- 1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2. Membership

- 2.1. Each member of the Audit Committee must be a director of the Corporation.
- 2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Corporation or any of its affiliates and are considered "independent" as that term is defined in Multilateral Instrument 52-110.
- 2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3. Authority

3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and
- (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement.
- (c) approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4. Duties and Responsibilities

4.1. The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;
- (b) recommending to the Board of Directors the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Corporation's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;

- (i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- (j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Corporation, prior to its dissemination to the public;
- (l) overseeing the adequacy of the Corporation's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- (n) resolving disputes between management and the external auditor regarding financial reporting;
- (o) establishing procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Corporation from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and
 - (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
- (p) reviewing and approving the Corporation's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- (q) pre-approving all non-audit services to be provided to the Corporation or any subsidiaries by the Corporation's external auditor;
- (r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

- 5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Corporation or of an affiliate of the Corporation.
- 5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.
- 5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.
- 5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.
- 5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.
- 5.6. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Corporation at least annually to review the financial affairs of the Corporation.
- 5.7. The Audit Committee will meet with the external auditor of the Corporation at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.
- 5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. Reports

- 6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

7. Minutes

- 7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.