



**ANNUAL AND SPECIAL MEETING
OF SHAREHOLDERS**

TO BE HELD ON TUESDAY, MARCH 30, 2021

**NOTICE OF MEETING
AND MANAGEMENT INFORMATION CIRCULAR AND PROXY
STATEMENT**

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF BLACKLINE SAFETY CORP. OF PROXIES TO BE VOTED AT THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF BLACKLINE SAFETY CORP. TO BE HELD ON MARCH 30, 2021.

TO BE HELD AS A VIRTUAL ONLY MEETING

At 3:00 p.m. (Mountain Daylight Time)



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

The annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") of Blackline Safety Corp. (the "**Corporation**") will be held as a virtual only meeting via live audio webcast online at <https://web.lumiagm.com/214612831> on Tuesday, March 30, 2021 at 3:00 p.m. (Mountain Daylight Time), to:

1. receive and consider the audited financial statements of the Corporation for the financial year ended October 31, 2020 and the report of the auditor thereon;
2. fix the number of directors of the Corporation to be elected at the Meeting at seven (7) directors
3. elect seven (7) directors for the ensuing year;
4. appoint PricewaterhouseCoopers LLP as the auditors of the Corporation for the ensuing year and to authorize the board of directors to fix the auditor's remuneration as such;
5. consider, and if thought appropriate, to pass an ordinary resolution re-approving the Corporation's stock option plan, all as more particularly described in the accompanying management information circular – proxy statement of the Corporation dated February 23, 2021 (the "**Management Information Circular**");
6. consider, and if thought appropriate, to pass an ordinary resolution approving the amendment and restatement of the Corporation's stock option plan effective as of (and conditional upon) the listing of the Common Shares on the Toronto Stock Exchange, all as more particularly described in the accompanying Management Information Circular;
7. consider, and if thought appropriate, to pass an ordinary resolution to amend the Corporation's by-laws to permit shareholder meetings to be held by electronic means, as described in the accompanying Management Information Circular; and
8. to transact such other business as may be properly brought before the meeting or any adjournment thereof.

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of the 2019 coronavirus disease, also known as COVID-19, and to mitigate risks to the health and safety of Corporation's communities, shareholders, employees and other stakeholders, the Corporation will hold the Meeting in a virtual only format, which will be conducted via live audio webcast commencing at 3:00 p.m. (Mountain Daylight Time) on Tuesday, March 30, 2021. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location.

It is desirable that as many Common Shares as possible be represented at the Meeting. Shareholders of the Corporation who are unable to attend the Meeting virtually are requested to use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America), or 1-312-588-4290 (outside North America). Registered Shareholders may also date and sign the enclosed Instrument of Proxy and deposit it with Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. In order to be valid and acted upon at the virtual Meeting, Instruments of Proxy must be received by Computershare Trust Company not less than 48 hours (excluding, Saturdays, Sundays and statutory holidays in the Province of Alberta) before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

The board of directors of the Corporation has fixed the record date for the Meeting at the close of business on February 23, 2021 (the "**Record Date**"). Shareholders of the Corporation of record as at the Record Date are entitled to receive notice of the virtual Meeting and to vote those Common Shares included in the list of Shareholders entitled to vote at the virtual Meeting prepared as at the Record Date, unless any such Shareholder transfers the ownership of his or her Common Shares after the Record Date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands not later than ten (10) days before the virtual Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the virtual Meeting, in which case such transferee shall be entitled to vote such Common Shares at the virtual Meeting.

Particulars of the foregoing matters are set forth in the accompanying Management Information Circular. The financial statements for the year ended October 31, 2020 and the report of the auditor of the Corporation thereon are available on SEDAR at www.sedar.com.

DATED at Calgary, Alberta February 23, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Cody Slater"

Cody Slater

Chief Executive Officer and Director



**MANAGEMENT INFORMATION CIRCULAR – PROXY STATEMENT
DATED FEBRUARY 23, 2021**

**For the Annual and Special Meeting
of Shareholders to be held on Tuesday, March 30, 2021**

This management information circular – proxy statement (the "**Management Information Circular**") is provided in connection with the solicitation by the management of Blackline Safety Corp. (the "**Corporation**") of proxies from the holders of common shares (the "**Common Shares**") for the annual and special meeting of the shareholders ("**Shareholders**") of the Corporation (the "**Meeting**") to be held as a virtual only meeting via live audio webcast online at <https://web.lumiagm.com/214612831> on Tuesday, March 30, 2021 at 3:00 p.m. (Mountain Daylight Time), or at any adjournment thereof for the purposes set out in the accompanying notice of annual and special meeting ("**Notice of Meeting**").

The board of directors of the Corporation (the "**Board**") has fixed the record date for the Meeting at the close of business on February 23, 2021 (the "**Record Date**"). Only Shareholders of record on the Record Date are entitled to notice of, and to attend and vote at, the Meeting, unless a Shareholder transfers the ownership of his or her Common Shares subsequent to that date and the transferee of those Common Shares establishes that he or she owns the Common Shares and demands not less than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

Unless otherwise stated, the information in this Management Information Circular is given as at February 23, 2021.

VIRTUAL ONLY MEETING

This year, out of an abundance of caution, to proactively deal with the unprecedented public health impact of the 2019 coronavirus disease, also known as COVID-19, and to mitigate risks to the health and safety of Shareholders, employees and other stakeholders, the Meeting will be held in a virtual only format. The virtual Meeting will be conducted via live audio webcast. Shareholders will have an opportunity to participate at the Meeting online regardless of their geographic location.

Attending and Participating at the Meeting

Registered Shareholders and duly appointed proxyholders will be able to listen to the Meeting, ask questions and vote online, all in real time, provided they are connected to the Internet and comply with all of the requirements set out herein.

Beneficial Shareholders (as defined below) who have not duly appointed themselves as proxyholders may still attend the Meeting as guests. **Guests will be able to listen to the Meeting but will not be able to vote at the Meeting.**

To register for the Meeting:

- Go to <https://web.lumiagm.com/214612831> in your web browser.
- If you are a Registered Shareholder or duly appointed proxyholder, select "I have a login" and enter a Username and Password before the start of the Meeting.
 - **Registered Shareholders** - The 15-digit control number located on the enclosed Instrument of Proxy or in the email notification you received is the Username and the Password is "bsc2021".
 - **Duly appointed proxyholders** – Computershare will provide the proxyholder with a Username after the proxy deposit deadline has passed. The Password to the meeting is "bsc2021".

- If you do not have voting rights (Beneficial Shareholders and guests), select "I am a Guest" and fill in the form. See "*Registration of a Proxyholder for Online Meeting Participation*" below.

For registered Shareholders, the Control Number (Username) is located on the accompanying Instrument of Proxy or in the email notification received from the Corporation's registrar and transfer agent, Computershare Trust Company of Canada ("**Computershare**"). For duly appointed proxyholders, provided that the instructions provided in this Management Information Circular have been followed, Computershare will provide a Meeting-specific control number by e-mail after the proxy deposit deadline has passed.

Shareholders who wish to appoint a proxyholder other than the Management Designees (as defined herein) to represent them at the Meeting must submit their proxy prior to registering their proxyholder. **Registering the proxyholder is an additional step once a Shareholder has submitted their proxy. Failure to register a duly appointed proxyholder will result in the proxyholder not receiving a Username to participate in the Meeting. To register a proxyholder, Shareholders MUST visit <http://www.computershare.com/Blackline> by 3:00 p.m. (Mountain Daylight Time) on March 26, 2021 and provide Computershare with their proxyholder's contact information, so that Computershare may provide the proxyholder with a Username via email. Beneficial Shareholders located in the United States are also required to take the further steps described below under "*Logging into the Meeting to Vote – Registered Shareholders and Duly Appointed Proxyholders – United States Beneficial Holders*".**

See "*Participating and Voting at the Meeting*" below for additional instructions on voting.

Logging into the Meeting to Vote – Registered Shareholders and Duly Appointed Proxyholders

In order to participate online, Shareholders must have a valid 15-digit control number (Username) and proxyholders must have received an email from Computershare containing a Username.

Shareholders can participate, ask questions and vote, all in real time, during the Meeting as follows:

Registered Shareholders and Duly Appointed Proxyholders

Registered Shareholders and duly appointed proxyholders who have been assigned a Username by Computershare (see details under the heading "*Registration of a Proxy Holder for Online Participation*"), will be able to vote and submit questions during the Meeting. To do so, please go to <https://web.lumiagm.com/214612831> prior to the start of the meeting to login. Click on "I have a login" and enter your 15-digit control number or Username along with the password "bsc2021".

United States Beneficial Holders:

To attend and vote at the Meeting, Beneficial Shareholders in the United States must first obtain a valid legal proxy from their broker, bank or other agent and then register in advance to attend the Meeting. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to:

Email at uslegalproxy@computershare.com

OR

Computershare Trust Company of Canada
100 University Avenue
8th Floor
Toronto, Ontario
M5J 2Y1

Requests for registration must be labeled as "Legal Proxy" and be received no later than 3:00 p.m. (Mountain Daylight Time) on March 26, 2021. You will receive a confirmation of your registration by email after Computershare receives your registration materials. You may attend the Meeting and vote your shares at <https://web.lumiagm.com/214612831> during the Meeting. Please note that you are required to register your appointment at <http://www.computershare.com/Blackline>.

Beneficial Shareholders

Beneficial Shareholders who do not have a 15-digit control number or Username will only be able to attend the Meeting as a guest which allows them to listen to the meeting however, they will not be able to vote or submit questions. Please see the information under the heading "*Proxies - Advice to Beneficial Shareholders of Common Shares*" below.

Participating and Voting at the Meeting

Attending the Meeting online gives Shareholders an opportunity to hear directly from Management and the Board. Registered Shareholders and duly appointed proxyholders can participate, ask questions and vote online by following the instructions herein.

Registered Shareholders who wish to participate and vote at the Meeting do not need to complete or return the accompanying form of proxy. A Control Number is located on the accompanying Instrument of Proxy and it may be used to login to the Meeting and vote at the Meeting by completing a ballot online during the Meeting. If a registered Shareholder submits a form of proxy, they do not need to vote again at the Meeting as their vote will already be recorded. Registered Shareholders who submit proxies in advance of the Meeting can still attend the Meeting and not vote. If they do vote at the Meeting again, the online vote will revoke their previously submitted proxy. See "*Proxies – Appointment and Revocation of Proxies*" below.

Beneficial Shareholders who wish to attend the Meeting and vote by completing a ballot online during the Meeting must appoint themselves as their own proxyholders by following the instructions herein. See "*Registration of a Proxyholder for Online Meeting Participation*" and "*Proxies - Advice to Beneficial Shareholders of Common Shares*" below.

If you are eligible to vote at the Meeting, it is important that you are connected to the internet at all times during the meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting.

The Corporation recommends that Shareholders log in at least thirty (30) minutes before the time of the Meeting. Shareholders will be able to log in to the site one hour before the time of the Meeting.

Registration of a Proxyholder for Online Meeting Participation

The following applies to Shareholders who wish to appoint someone as their proxyholder other than the management designees named in the enclosed Instrument of Proxy to attend the virtual Meeting and vote on their behalf. This includes Beneficial Shareholders who wish to appoint themselves as proxyholder to attend and participate in the Meeting. Shareholders who wish to appoint someone other than the management designees as their proxyholder to attend and participate at the Meeting as their proxy and vote their Common Shares **MUST** submit their form of proxy appointing that person as proxyholder (see "*Proxies - Solicitation of Proxies*" and "*Proxies - Advice to Beneficial Holders of Common Shares*" below) **AND** must register that proxyholder, as described below. **Registering a Shareholder's proxyholder is an additional step to be completed AFTER such Shareholder has submitted their proxy. Failure to register the proxyholder will result in the proxyholder not receiving the Meeting-specific control number from Computershare that is required in order to participate and vote at the Meeting.** If you are a Beneficial Holder and you wish to participate or vote at the Meeting, you must appoint yourself as proxyholder by inserting your own name in the space provided on the form of proxy sent to you by your intermediary, and follow all the applicable instructions provided by your intermediary **AND** you must also register yourself as your proxyholder, as described below. By doing so, you are instructing your intermediary to appoint you as proxyholder. Beneficial Shareholders who have not appointed themselves as proxyholder (and registered as instructed below) cannot vote online during the Meeting. This is because the Corporation and Computershare do not maintain the records for Beneficial Shareholders and we have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder.

Shareholders must register their proxyholder in advance of the Meeting. Before registering, you must first appoint your proxyholder (see below). To register a proxyholder, Shareholders MUST contact Computershare by 3:00 p.m. (Mountain Daylight Time) on March 26, 2021 and provide Computershare with the required proxyholder contact information, so that the Transfer Agent may provide the proxyholder with a Meeting-specific control number via email. Beneficial Shareholders in the United States must first obtain a valid legal proxy from their broker, bank or other agent and then register in advance to attend the Meeting. See "*Logging into the Meeting to Vote – Registered Shareholders and Duly Appointed Proxyholders – United States Beneficial Shareholders*" for more information.

Without a Meeting-specific control number, proxyholders will not be able to attend and vote online at the Meeting.

PROXIES

Appointment and Revocation of Proxies

The Instrument of Proxy must be in writing and must be executed by you or your attorney authorized in writing or, if you are a corporation, under your corporate seal or by a duly authorized officer or attorney of the corporation.

The persons named (the "**Management Designees**") in the enclosed Instrument of Proxy have been selected by the Board and have indicated their willingness to represent, as proxy, the Shareholder who appoints them. **A Shareholder has the right to designate a person (who need not be a Shareholder) other than the Management Designees to represent him or her at the Meeting.** Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy, the name of the person to be designated and by striking out the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the Corporation's transfer agent, Computershare Trust Company of Canada, Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting or any adjournment thereof. Registered Shareholders may also use the internet site at www.investorvote.com to transmit their voting instructions or vote by phone at 1-866-732-VOTE (8683) (toll free within North America), or 1-312-588-4290 (outside North America). **Shareholders should notify any nominee that is not a Management Designee of the appointment, obtain the nominee's consent to act as proxy and should provide instructions on how the Shareholder's Common Shares are to be voted and of the instructions on how to register and vote such Common Shares contained herein.** In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form).

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and delivered to the Corporation's transfer agent, Computershare Trust Company, 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, Attention: Proxy Department or faxed to Computershare Trust Company at 1-866-249-7775, at least forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays in the Province of Alberta, before the Meeting or any adjournment thereof. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

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. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Shareholder or by his or her authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Corporation or with Computershare Trust Company, 8th Floor, 100 University Avenue, Toronto, ON M5J 2Y1, at any time prior to 4:30 p.m. (Mountain Daylight Time) on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or at any adjournment thereof. If you are using a 15-digit control number to login to the online meeting and you accept the terms and conditions, you will be revoking any and all previously submitted proxies. **If you DO NOT wish to revoke all previously submitted proxies, do not accept the terms and conditions, in which case you can only enter the meeting as a guest.**

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Management Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders who appear on the records maintained by the Corporation's transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Securities Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for their clients (the Beneficial Shareholder). **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting. A Beneficial Shareholder wishing to vote at the Meeting must follow the instructions set forth under "*Virtual Meeting – Registration of a Proxyholder for Online Meeting Participation*".**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of the Meeting. Every broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from their clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") or another intermediary. Broadridge typically prepares a machine readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge or another intermediary it cannot be used as a proxy to vote Common Shares directly at the Meeting as the proxy must be returned (or otherwise reported) as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **A Beneficial Shareholder wishing to vote at the Meeting must follow the Instructions set forth under "*Virtual Meeting – Registration of a Proxyholder for Online Meeting Participation*".**

All references to Shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

Exercise of Discretion by Proxy

Each Shareholder may instruct his or her proxy how to vote his or her Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting, by properly executed proxies, will be voted or withheld from voting (including the voting on any ballot) and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy accepted by the Corporation, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.**

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments or variations of those matters identified in the Instrument of Proxy and Notice of Meeting and with respect to any other matters which may properly be brought before the Meeting or any adjournment thereof. As of the time of printing this Management Information Circular, management knows of no such amendment, variation or other matter. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.

This solicitation is made on behalf of management of the Corporation. The Corporation is not using "notice-and-access" to send its proxy-related materials to Shareholders, and paper copies of such materials will be sent to all Shareholders. The costs incurred in the preparation and mailing of the instrument appointing a proxy (the "**Instrument of Proxy**"), Notice of Meeting and this Management Information Circular will be borne by the Corporation. In addition to mailing Instruments of Proxy, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the Beneficial Shareholders (as defined below) by such persons, and since costs are being borne by the Corporation, the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The Corporation does not intend to pay for costs of an intermediary to deliver to objecting Beneficial Holders (as defined below) the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary* of NI 54-101, and objecting Beneficial Holders will not receive the materials unless their intermediary assumes the cost of delivery.

QUORUM

The by-laws of the Corporation provide that a quorum of Shareholders is present at a meeting of Shareholders of the Corporation if at least two persons holding or representing by proxy not less than five (5%) percent of the outstanding shares of the Corporation entitled to vote at the Meeting are present.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. As at February 23, 2021 there were 54,365,214 Common Shares issued and outstanding and no preferred shares issued and outstanding. The Common Shares are the only shares entitled to be voted at the Meeting and holders of Common Shares are entitled to one vote for each Common Share held.

Holders of Common Shares as at the Record Date (being February 23, 2021) are entitled to vote such Common Shares at the Meeting except to the extent that: (a) the Shareholder has transferred the ownership of any of his, her or its Common Shares, as applicable, after the Record Date; and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he, she or it, as applicable, owns the Common Shares, and demands not later than ten (10) days before the Meeting that his, her or its name, as applicable, be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his, her or its Common Shares, as applicable, at the Meeting.

Other than as stated below, to the best of the knowledge of the Corporation's directors and executive officers, as at the date hereof, no person or company beneficially owns or controls or directs, directly or indirectly, Common Shares carrying more than 10% of the votes attached to all of the issued and outstanding Common Shares.

Name of Shareholder	Common Shares Owned, Controlled or Directed ⁽²⁾	Percentage of the Outstanding Common Shares of the Corporation
DAK Capital Inc.	12,284,864	22.6%

Notes:

- (1) This information as to Common Shares owned, controlled or directed, has been furnished by the respective Shareholder based on public filings.
- (2) DAK Capital Inc. ("**DAK**") has been provided the right that, so long as DAK (including any affiliates of DAK) owns and controls (directly or beneficially) greater than 5% of the outstanding Common Shares on a fully diluted basis, DAK shall have the right to nominate one individual to be a director of the Corporation (the "**DAK Nominee**"). See "*Interest of Informed Persons in Material Contracts*".

MATTERS TO BE ACTED UPON AT THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting and detailed below.

Receipt of the Financial Statements and Auditors' Report

At the Meeting, Shareholders will receive and consider the audited financial statements of the Corporation for the year ended October 31, 2020 and the auditors' report thereon. The audited financial statements of the Corporation for the year ended October 31, 2020 and the auditors' report thereon have been approved by the Board and no formal action is required, or proposed to be taken, at the Meeting with respect to these financial statements. These financial statements are available at the Corporation's profile on SEDAR at www.sedar.com.

Fixing the Number of Directors

At the Meeting, it is proposed that the number of directors of the Corporation to be elected at the Meeting be fixed at seven (7), as may be adjusted between Shareholders' meetings by way of resolution of the Board. **Accordingly, unless otherwise directed, it is the intention of management to vote proxies in the accompanying Instrument of Proxy in favour of fixing the number of directors of the Corporation to be elected at the Meeting at seven (7)**

Election of Directors

The Corporation currently has six (6) directors for whom their term of office expires at the Meeting. All of the current directors are standing for re-election as directors of the Corporation at the Meeting. In addition to the current directors, Ms. Barbara Holzapfel is standing for election at the Meeting. **Unless otherwise directed, it is the intention of management to vote proxies in the accompanying Instrument of Proxy in favour of the election as directors for the ensuing year the seven (7) nominees hereinafter set forth:**

Cody Slater	Robert Herdman
Michael Hayduk	Brad Gilewich
Dr. John Finbow	Cheemin Bo-Linn
Barbara Holzapfel	

Management does not contemplate that any of such nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of shareholders or until their successor is duly elected or appointed, unless their office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* (Alberta).

The following table sets forth various details with respect to each of the persons proposed to be nominated for election as a director.

Name, Province/State and Country of Residence	Position Presently Held	Director Since	Principal Occupation During the Five Preceding Years	Number and Percentage⁽¹⁾ of Common Shares Beneficially Owned or Controlled or Directed on February 23, 2021
Cody Slater Alberta, Canada	Chief Executive Officer, Chairman and Director	February 25, 2009	CEO of Blackline Safety Corp.	1,415,749 2.6%
Dr. John Finbow⁽³⁾ Alberta, Canada	Director	January 10, 2011	Independent businessman providing an advisory role to technology firms	974,730 ⁽⁵⁾ 1.8%
Michael Hayduk⁽²⁾ Alberta, Canada	Director	February 25, 2009	Lawyer with Smith Mack Lamarsh	65,000 0.1%
Robert Herdman⁽²⁾⁽³⁾ Alberta, Canada	Director	April 5, 2011	Retired. Formerly a partner with PricewaterhouseCoopers LLP.	53,495 0.1%
Brad Gilewich⁽²⁾⁽⁴⁾ Alberta, Canada	Director	June 23, 2016	Senior Vice President, Corporate Affairs at the Katz Group	192,750 ⁽⁶⁾⁽⁷⁾ 0.4%
Cheemin Bo- Linn⁽²⁾⁽³⁾ California, USA	Lead Director and Director	November 10, 2020	Chief Executive Officer of Peritus Partners, Inc.	-
Barbara Holzapfel Washington, USA	Nominee	-	Vice President, Microsoft Education	-

Notes:

- (1) As at February 23, 2021 there were 54,365,214 Common Shares issued and outstanding.
- (2) Member of the Audit Committee. Robert Herdman is the Chairman of the Audit Committee.
- (3) Member of the Corporate Governance and Compensation Committee.
- (4) Mr. Gilewich is standing for election as the DAK Nominee.
- (5) Includes 243,630 Common Shares controlled by Dr. John Finbow but registered in the names of his spouse, children and grandchildren.
- (6) Mr. Gilewich owns or controls 150,000 Common Shares through WACS Consulting Inc.
- (7) Mr. Gilewich is the nominee of DAK, which owns or control 12,284,864 Common Shares, representing approximately 22.6% of the issued and outstanding Common Shares.

The Board has adopted a policy (the "**Majority Voting Policy**") which requires that any nominee for director who receives a greater number of votes "withheld" than votes "for" their election as a director shall, forthwith following the applicable shareholders' meeting, submit their resignation to the Board. The Board shall make a determination whether to accept or reject the resignation within 90 days of the applicable shareholders' meeting and a press release shall be issued by the Corporation announcing the Board's determination and the reasons for such determination. In determining whether to accept or reject the tendered resignation, the Board will assess all matters the Board believes to be relevant and shall accept such resignation absent exceptional circumstances. Any director who tenders their resignation shall not participate in any meetings to consider whether the resignation shall be accepted. The Majority

Voting Policy applies only to uncontested elections, meaning elections where the number of nominees for director is equal to the number of directors to be elected. If the Board determines to accept the resignation, the Board may fill any vacancy resulting from a resignation pursuant to the Majority Voting Policy in accordance with the Corporation's by-laws and articles and applicable laws.

Cease Trade Orders

To the knowledge of the management of the Corporation, except as described below, none of the proposed directors is, or has been in the last 10 years, a director, chief executive officer or chief financial officer of an issuer (including the Corporation) that: (a) while that person was acting in that capacity, was the subject of a cease trade order or similar order, or an order that denied the issuer access to any exemptions under securities legislation, for a period of more than 30 consecutive days; or (b) was, after that person ceased to be a director, chief executive officer or chief financial officer, the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation, for a period of more than 30 consecutive days, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer.

Mr. Herdman, a director of the Corporation, served as a director of SemBioSys Genetics Inc. ("**SemBioSys**") a development stage biotechnology company, until May 1, 2012. On May 25, 2012, the Alberta Securities Commission issued a cease trade order against SemBioSys for failure to file the required certification of interim filings for the interim period ended March 31, 2012. The securities commission of each of British Columbia, Manitoba, Ontario and Quebec issued similar orders in respect of the failure to file the certification of interim filings.

Bankruptcies

Except as disclosed below, to the knowledge of the management of the Corporation, no proposed director of the Corporation is, or within the 10 years prior to the date of this Management Information Circular was: (a) declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been 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 person; or (b) was a director or executive officer of a corporation (including the Corporation) that while that person was acting in that capacity or within a year of the person ceasing to act as a director or officer of the corporation became bankrupt or 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.

Mr. Robert Herdman served as a director of SemBioSys, a development stage biotechnology company, until May 1, 2012. On June 22, 2012, a secured creditor of SemBioSys was granted an order under the *Bankruptcy and Insolvency Act* (Canada) appointing a receiver to take possession of and deal with specific assets of SemBioSys which had been pledged to that creditor.

Penalties or Sanctions

To the knowledge of management of the Corporation, no proposed director of the Corporation has been subject to: (a) 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; or (b) 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 of the Corporation.

Appointment of Auditor

Unless otherwise directed, it is management's intention to vote the proxies in favour of the re-appointment of PricewaterhouseCoopers LLP, Chartered Accountants ("**PwC**"), to serve as auditors of the Corporation until the next annual meeting of shareholders and to authorize the directors to fix their remuneration as such. PwC has acted as the auditor of the Corporation since October 11, 2006.

Re-Approval of the Stock Option Plan

Pursuant to the TSX Venture Exchange (the "**Exchange**") Policy 4.4 – *Incentive Stock Options* (the "**Option Policy**") the Corporation is permitted to maintain a "rolling" stock option plan (the "**Stock Option Plan**") reserving a maximum of 10% of the issued and outstanding Common Shares for issuance pursuant to stock options ("**Options**") granted under the Stock Option Plan. In accordance with the Option Policy, rolling option plans must receive shareholder approval yearly at the Corporation's annual meeting.

Shareholders will be asked at the Meeting to consider and if thought advisable, re-approve the existing Stock Option Plan (the "**Option Plan Resolution**"). The Shareholders of the Corporation last approved the Stock Option Plan at the annual and special meeting of Shareholders held on April 7, 2020. The Corporation currently has 3,276,648 outstanding Options at an average exercise price of \$4.74 per Common Share.

The purpose of the Stock Option Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants (collectively, "**Service Providers**") of the Corporation and of its subsidiaries and affiliates, if any, to acquire Common Shares thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentives in their efforts on behalf of the Corporation.

The Stock Option Plan is administered by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board.

The Board may designate eligible Service Providers of the Corporation and its subsidiaries and affiliates to whom Options may be granted and the number of Common Shares to be optioned to each, provided that the number of Common Shares to be optioned will not exceed the limitations set out below:

- (a) the total number of Common Shares reserved for issuance on exercise of Options issued under the Stock Option Plan at any given time shall not exceed 10% of the aggregate of the issued and outstanding Common Shares at such time;
- (b) the aggregate number of Common Shares reserved for issuance to any one optionee in a 12-month period shall not exceed 5% of the number of issued and outstanding Common Shares (determined at the time an Option is granted);
- (c) the aggregate number of Common Shares reserved for issuance to any one consultant in a 12-month period shall not exceed 2% of the number of issued and outstanding Common Shares (determined at the time an Option is granted); and
- (d) the aggregate number of Common Shares reserved for issuance to all persons conducting investor relations activities in a 12-month period shall not exceed 2% of the number of issued and outstanding Common Shares (determined at the time an Option is granted).

Options that are cancelled, terminated or expire prior to the exercise of all or a portion thereof, will result in the Common Shares that were reserved for issuance thereunder being available for a subsequent grant of Options pursuant to the Stock Option Plan.

The Board (or appointed committee of the Board) may, in its sole discretion, determine: (i) the time during which Options will vest; and (ii) the method of vesting. The exercise price of Options shall be determined by the Board, provided however that the exercise price of Options shall not be less than the price permitted by any stock exchange on which the Common Shares are then listed. The period during which an Option is exercisable shall be such period, not in excess of five (5) years, as may be determined by the Board at the time of grant (the "**Option Period**"). Options will not be assignable or transferable by the optionee either in whole or in part.

In the event of a subdivision or consolidation of the outstanding Common Shares, a corresponding adjustment will be made changing the number of Common Shares deliverable upon the exercise of any Option granted prior to such event. In the event the Corporation is reorganized, merged, consolidated or amalgamated with another corporation, appropriate provisions will be made for the continuance of the Options outstanding under the Stock Option Plan.

The Stock Option Plan allows the Board to amend or discontinue the Stock Option Plan at any time subject to regulatory approval, and if deemed necessary or desirable by the Board, Shareholder approval.

A copy of the Stock Option Plan was attached as Schedule "C" to the Corporation's management information circular dated March 3, 2020. A copy of such management information circular was filed on SEDAR on March 18, 2020 and can be found at www.sedar.com. The Corporation will, upon request being made, provide a copy of such Stock Option Plan free of charge to a Shareholder.

Notwithstanding the approval of the Option Plan Resolution at the Meeting and the re-approval of the Option Plan, in the event the Corporation completes a listing of its Common Shares on the TSX, and Shareholders approve the Amended and Restated Stock Option Plan, the current Option Plan will be amended and restated by the Amended and Restated Stock Option Plan as further described under "*Approval of the Amendment and Restatement of the Stock Option Plan*" below.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the following ordinary resolutions to re-approve the Stock Option Plan:

"BE IT RESOLVED THAT:

1. the stock option plan (the "**Stock Option Plan**") of Blackline Safety Corp. (the "**Corporation**"), as described in the management information circular and proxy statement of the Corporation dated February 23, 2021, be and is hereby re-approved and adopted as the Stock Option Plan of the Corporation;
2. the form of the Stock Option Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further Shareholder approval; and
3. any one (or more) directors or officers of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders who vote in person or by proxy at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies in favour of the ordinary resolution approving the Stock Option Plan.

Approval of the Amendment and Restatement of the Stock Option Plan

To facilitate a future listing of the Common Shares on the Toronto Stock Exchange ("**TSX**"), the Board has approved the amendment and restatement of the Stock Option Plan (the "**Amended and Restated Stock Option Plan**"), conditional on Shareholder approval of the same and the listing of the Common Shares on the TSX. There is no certainty that the Common Shares will be listed on the TSX at any time in the future and the approval of the Amended and Restated Stock Option Plan is not intended to be indicative in any way that the Common Shares will be listed on the TSX. In the event the Corporation does not complete a listing of its Common Shares on the TSX, or Shareholders do not approve the Amended and Restated Stock Option Plan, the current Option Plan (as described above) will remain in force and effect.

The principal purpose of the Amended and Restated Stock Option Plan is to conform the Stock Option Plan to the provisions of the TSX Company Manual and to update the Stock Option Plan to contemplate a number of administrative and house keeping changes and common practices. A copy of the Amended and Restated Stock Option Plan is attached to this Management Information Circular as Schedule "C".

Shareholders will be asked at the Meeting to consider and if thought advisable, approve an ordinary resolution to approve the amendment and restatement of the Stock Option Plan effective as (and subject to) the listing of the

Common Shares on the TSX (the "**Option Plan Amendment and Restatement Resolution**"). The principal changes contemplated by the Option Plan Amendment and Restatement are as follows:

Limits on Grant

The Amended and Restated Option Plan provides for certain changes to the number of Options available for grant to certain persons. Specifically it adds the restriction that the number of Common Shares issuable to insiders of the Corporation:

- (a) at any time, under all share compensation arrangements, including the Stock Option Plan, will be limited to 10% of the then outstanding Common Shares; and
- (b) within any one year period, under all share compensation arrangements, including the Stock Option Plan, will be limited to 10% of the then outstanding Common Shares.

It also removes the restriction that the number of Options granted within a twelve month period to any one consultant or to persons employed to provide investor relation activities not exceed 2% of the outstanding Common Shares. This provision was premised entirely on the requirements of the Exchange and its removal is simply to reflect the absence of such requirement in the TSX Company Manual. The Corporation does not have any present intention of issuing shares to such persons in excess of such limits.

Exercise Price

Under the Amended and Restated Plan, the exercise price of any Option is required to be no be less than the "Current Market Price". For this purpose, "Current Market Price" means the volume weighted average trading price of the Common Shares on the TSX (or if the Common shares are listed on more than one stock exchange, on such stock exchange as may be designated for such purpose) for the five (5) trading days immediately preceding the date of the grant of Options and, for this purpose, the weighted average trading price shall be calculated by dividing the total value by the total volume of Common shares traded for such period. The Stock Option Plan does not currently restrict the exercise price at which Options may be granted other than to provide that it may not be less than as permitted by the stock exchange on which the Common Shares are listed.

Cashless Exercise

In accordance with the TSXV Corporate Finance Manual, the Stock Option Plan does not currently contemplate or provide for the cashless exercise of Options. Under the Amended and Restated Option Plan, if permitted by the Board, an Option holder may elect to exercise an Option by surrendering such Option in exchange for the issuance of Common Shares equal to the number determined by multiplying the number of Common Shares which the Optionee is entitled to purchase pursuant to the Options being surrendered by a fraction of which the numerator is the difference between the Current Market Price (calculated based on the for the five (5) trading days immediately preceding the date such exercise) and the exercise price of such Option and of which the denominator is the Current Market Price (as calculated for the numerator).

Change of Control

Under the Stock Option Plan the Board was provided sole discretion to determine the timing and method of vesting of Options. Under the Amended and Restated Option Plan, vesting of Options shall accelerate and Options shall be exercisable immediately prior to the time that a "Change of Control" takes place. A "Change of Control" is defined in the Amended and Restated Plan as:

- (i) a successful take-over bid resulting in a holder owning more than 50% of the votes attached to all any securities of the Corporation ordinarily carrying the right to vote for the election of directors ("**Voting Shares**"); or
- (ii) the purchase or acquisition, without the approval or consent of the Board, of securities by a person which results in the person beneficially owning, or exercising control or direction over, securities of the Corporation such that, assuming only the conversion of convertible securities beneficially owned or over which control

- or direction is exercised by the person, the person would beneficially own, or exercise control or direction over, Voting Shares carrying the right to cast more than 50% of the votes attaching to all Voting Shares; or
- (iii) the Corporation completes an amalgamation, arrangement, merger or other consolidation or combination of the Corporation with another corporation or entity which requires approval of the shareholders of the Corporation pursuant to its statute of incorporation, such that assuming only the conversion of convertible securities beneficially owned or over which control or direction is exercised by a holder, the holder would beneficially own, or exercise control or direction over, Voting Shares carrying the right to cast more than 50% of the Voting Shares, and immediately following the event described in this paragraph, the directors of the Corporation immediately prior to such event do not constitute a majority of the Board (or equivalent) of the successor or continuing corporation or entity immediately following such event; or
 - (iv) the election at a meeting of the Corporation's shareholders of that number of persons who would represent a majority of the Board, as directors of the Corporation who are not included in the slate for election as directors proposed to the Corporation's shareholders by the Corporation; or
 - (v) the liquidation, dissolution or winding-up of the Corporation; or
 - (vi) the sale, lease or other disposition of all or substantially all of the assets of the Corporation (other than pursuant to an internal reorganization); or
 - (vii) a determination by the Board that there has been a change, whether by way of a change in the holding of the Voting Shares of the Corporation or otherwise, in the ownership of the Corporation's assets or by any other means, as a result of which any person or group of persons acting jointly or in concert is in a position to exercise effective control of the Corporation.

Amendment or Discontinuance of the Plan

Each of the Stock Option Plan and Amended and Restated Stock Option Plan contain provisions restricting the ability of the Corporation to amend such plan without the requisite Shareholder approval. Below is a brief comparison of the respective provisions of each such plan which may not be amended without Shareholder approval.

Stock Option Plan	Restated Stock Option Plan
Any amendment to the plan to increase the number of Common Shares issuable thereunder.	Any amendment to the plan to increase the number of Common Shares issuable thereunder.
An extension of the expiry date of any outstanding Options.	An extension of the expiry date of any outstanding Options.
Any amendment to the plan that would permit a holder to transfer or assign Options to a new beneficial holder other than in the case of death or disability of the holder.	Any amendment to the plan that would permit a holder to transfer or assign Options to a new beneficial holder other than in the case of death of the holder.
To increase the number of Common Shares that may be issued to a single holder above the restrictions set forth in the plan.	Any amendment to increase the maximum limit on the number of securities that may be issued to insiders.
To amend the amending provisions of the plan.	To amend the amending provisions of the plan.
	To cancel an Option and subsequently issue the holder of such Option a new Option or other entitlements in replacement thereof.
	To reduce the exercise price of any outstanding Options.

In addition to the differences summarized above, the Amended and Restated Stock Option Plan, as described above, also contemplates a number of administrative and housekeeping changes. Subject to the approval of the Amended and Restated Stock Option Plan, the amendment and restatement of the Stock Option Plan shall take effect on date the Common Shares are listed on the TSX (the "**Restatement Effective Date**"). All outstanding Options granted prior to the Restatement Effective Date shall remain outstanding and in effect and continue to vest and be exercisable but, from the Restatement Effective Date, shall be governed by the terms and conditions of the Amended and Restated Stock Option Plan.

A copy of the Amended and Restated Stock Option Plan, as amended and restated, is attached as Schedule "C" to this Management Information Circular.

There is no certainty that the Common Shares will be listed on the TSX at any time in the future and the approval of the Amended and Restated Stock Option Plan is not intended to be indicative in any way that the Common Shares will be listed on the TSX. In the event the Corporation does not complete a listing of its Common Shares on the TSX, or Shareholders do not approve the Amended and Restated Stock Option Plan, the current Option Plan (as described above) will remain in force and effect.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve the Option Plan Amendment and Restatement Resolution as follows:

"BE IT RESOLVED THAT:

1. the amended and restated stock option plan (the "**Amended and Restated Stock Option Plan**") of Blackline Safety Corp. (the "**Corporation**"), as described in the management information circular and proxy statement of the Corporation dated February 23, 2021, be and is hereby approved and adopted as the stock option plan of the Corporation effective as of (and subject to) the listing of the Common Shares on the Toronto Stock Exchange;
2. the form of the Amended and Restated Stock Option Plan may be further amended by the Corporation, including, but not limited to, in order to satisfy the requirements or requests of any regulatory authorities without requiring further Shareholder approval; and
3. any one (or more) directors or officers of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders who vote in person or by proxy at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies in favour of the ordinary resolution set forth above approving the Amended and Restated Option Plan.

Approval of By-law Amendment

The Board believes that it is essential to have the ability to hold shareholder meetings even when an in person meeting may not be possible or would be very difficult (such as during the current COVID-19 public health emergency). At the Meeting, Shareholders will be asked to pass an ordinary resolution approving an amendment to the Corporation's by-laws which permits Shareholder meetings to be held by any electronic means, telephone or other communication facility that allow Shareholders to communicate adequately with each other (the "**By-Law Amendment**"). The full text of the amendment is attached to this Management Information Circular as Schedule "D". Because the Board has already approved this amendment, it will be effective for the Meeting, however, if Shareholders do not approve this amendment at the Meeting, the Corporation may be prevented from holding virtual shareholder meetings in the future.

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by Shareholders who vote in person or by proxy at the Meeting. Unless otherwise directed, it is the intention of management to vote proxies in favour of the ordinary resolution approving the By-Law Amendment.

STATEMENT OF EXECUTIVE COMPENSATION

The Corporation's disclosure with respect to certain director and executive compensation matters and practises is set forth in Schedule "A" hereto.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

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 (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in Column (a)) ⁽¹⁾ (c)
Equity compensation plans approved by securityholders	3,213,595	\$4.67	1,809,752
Equity compensation plans not approved by securityholders	-	-	-
Total	3,213,595	\$4.67	1,809,752

Note:

- (1) Represents the maximum number of additional Common Shares issuable under the Stock Option Plan and the ESOP based upon the 54,295,715 Common Shares outstanding as at October 31, 2020. The aggregate number of Common Shares that may be reserved for issuance under the Stock Option Plan shall not exceed 10% of the Corporation's issued and outstanding shares. See "*Matters to be Acted Upon at the Meeting – Re-Approval of the Stock Option Plan*" for the material terms of the Option Plan.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

At no time during the most recently completed fiscal year period was there any indebtedness of any executive officer, director, employee or any former executive officer, director or employee of the Corporation, or any associate of any of the foregoing, to the Corporation or to any other entity which is, or at any time since the beginning of the most recently completed financial period, has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL CONTRACTS

Except as disclosed herein, there were no material interests, direct or indirect, of any Informed Persons (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*) of the Corporation, any proposed director, or any known associate or affiliate of such persons, in any transaction since the commencement of the last completed financial year of the Corporation, or in any proposed transaction which has materially affected, or would materially affect, the Corporation or any of the Corporation's subsidiaries and affiliates.

In connection with the subscription and purchase of Common Shares and warrants in the capital of the Corporation in February 2014, DAK, an insider of the Corporation by virtue of its ownership of the Corporation's voting securities, has been provided the contractual right to nominate a mutually agreeable individual to serve on the Board, subject to customary conditions and approvals, including maintaining a significant equity interest in the Corporation (5% of the issued and outstanding Common Shares on a non-diluted basis). Brad Gilewich has been presented to the Board by

DAK for consideration and nomination as a director of the Corporation pursuant to DAK's above noted nomination right and Mr. Gilewich is included as a proposed director of the Corporation for election at the Meeting. See "*Matters to be Acted Upon at the Meeting – Election of Directors*".

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, no director or executive officer of the Corporation, or any proposed nominee of management of the Corporation 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 matters to be acted upon at the Meeting. See also "*Interest of Informed Persons in Material Contracts*".

AUDIT COMMITTEE INFORMATION

The following disclosure is provided in accordance with National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). The Corporation is a venture issuer and relies on an exemption to provide the Audit Committee disclosure contained in this Management Information Circular as required by Form 52-110F2 - *Disclosure by Venture Issuers*.

Audit Committee's Charter

The Audit Committee Charter is attached as Schedule "B" to this Management Information Circular.

Composition of the Audit Committee

The current members of the Audit Committee, all of whom are independent directors and financially literate (for the purposes of NI 52-110), are Robert Herdman (Chairman), Michael Hayduk, Brad Gilewich and Cheemin Bo-Linn (Lead Director).

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Corporation. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation.

The education and related experience of each of the Audit Committee members relevant to the performance of their responsibilities as members of the Audit Committee are set out below.

Robert Herdman, FCA: Mr. Herdman is a Fellow Chartered Accountant and was formerly a senior Partner at PwC in Calgary serving that firm's largest Calgary based public clients, with extensive experience in a number of industries including manufacturing, utilities, transportation, mining, oil and gas and financial services. After enjoying a 34-year career with PwC, Mr. Herdman retired from practice in 2010. He currently serves on the Boards of Directors of two companies and has served on a number of committees overseeing the practice of accounting in Alberta and as a director for a number of not for profit organizations. Mr. Herdman graduated with a Bachelor of Education degree from the University of Calgary.

Michael Hayduk, LLM, Q.C.: Mr. Hayduk has been a practicing lawyer since 1978, from 2007 as an associate with Smith Mack Lamarsh, from 1987 to 2006 as associate and partner with Miller Thomson LLP, from 1981 to 1987 as counsel at the Alberta Securities Commission and prior thereto with a small firm. Mr. Hayduk has been a member of the Audit Committee since 2009. He was a director of Valentine Ventures Corp., a listed capital pool corporation, from 2006 to 2010 when the qualifying transaction was completed. He was secretary of Sawtooth International Resources, a listed oil and gas company, from 1997 to 2006.

Brad Gilewich, CA: Mr. Gilewich is a Chartered Accountant with over 20 years of experience in advising private companies, including five years as a Partner at PwC in Edmonton until 2011 when he joined Katz Group. He is Senior Vice President, Corporate Affairs and is responsible for corporate investment across the organization, which includes financial review and liaising with operational leaders in the pharmacy, real estate, and sports & entertainment divisions.

Cheemin Bo-Linn: Ms. Bo-Linn currently serves as Chief Executive Officer of Peritus Partners, Inc., a valuation accelerator which also provides consulting and operations expertise in software, Internet of Things, mobile and digital (analytics, marketing, e-commerce and cybersecurity). She previously was a Vice-President of IBM Corporation where she was responsible for a fast growth multi-billion-dollar global business. In 2015, she was inducted into the Women in Technology International Professional Association Hall of Fame. Ms. Bo-Linn has also served on several boards across the U.S., Canada and Europe. Ms. Bo-Linn earned a doctorate degree in computer-based management information systems and organizational change from the University of Houston.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, the Board has not failed to adopt any recommendation of the Audit Committee, including to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits an issuer to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The Audit Committee has adopted policies regarding non-audit services to be rendered by the external auditor which are refinements of the general policies in the Audit Committee's Charter (attached hereto as Schedule "B"): (a) all non-audit services must be approved by the Chairman of the Audit Committee in advance of the Corporation engaging the services of the external audit firm; and (b) a separate engagement letter is required for each individual service to be provided by the external auditors. Where non-audit services are approved by the Chairman of the Audit Committee in advance of the Corporation engaging the services of the external audit firm, the Audit Committee is apprised of such approval at the next meeting of the Audit Committee.

External Auditor Service Fees

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit and other fees are as follows:

Fiscal Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾	Total
October 31, 2020	\$160,000	\$Nil	\$74,400	\$60,000	\$294,400
October 31, 2019	\$152,500	\$Nil	\$52,650	\$25,000	\$230,150

Notes:

- (1) "Audit Fees" include (i) fees necessary to perform the annual audit and quarterly reviews of the Corporation's consolidated financial statements, (ii) fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements, and (iii) audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services, which includes systems and organizational controls audit services and privacy regulation compliance services.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by

the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making. To achieve this goal, the Corporation has implemented an Audit Committee Charter, a Whistleblower Policy, an Insider Trading and Blackout Policy, a Disclosure and Confidentiality Policy, a Corporate Governance and Compensation Committee Terms of Reference and a Board of Directors Corporate Governance Guidelines and Board Mandate.

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**"), the Corporation is required to disclose its corporate governance practices as summarized below. The prescribed corporate governance disclosure for the Corporation is that contained in Form 58-101F2 which is attached to NI 58-101 ("**Form 58-101F2 Disclosure**").

Set out below is a description of the Corporation's current corporate governance practices, relative to Form 58-101F2 Disclosure (which is set out below in italics).

1. **Board of Directors**

Disclose the identity of directors who are independent.

The Board of the Corporation has determined that the following five (5) directors of the Corporation are independent:

Michael Hayduk
Dr. John Finbow
Robert Herdman
Brad Gilewich
Cheemin Bo-Linn (Lead Director)

Disclose the identity of directors who are not independent, and describe the basis for that determination

The Board of the Corporation has determined that the following director of the Corporation is not independent:

Cody Slater

Cody Slater, the Chief Executive Officer of the Corporation, is a member of management and, as a result, is not an independent director.

National Policy 58-201 – *Corporate Governance Guidelines* suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director's independent judgment. The Board is comprised of a majority of independent directors.

2. **Directorships**

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The following directors of the Corporation are presently directors of other issuers that are reporting issuers (or the equivalent):

Name	Name of Reporting Issuer	Name of Exchange
Robert Herdman	Black Diamond Group Limited	Toronto Stock Exchange
Cheemin Bo-Linn	Sphere 3D Corp.	NASDAQ

3. **Orientation and Continuing Education**

Describe what steps, if any, the Board takes to orient new Board members, and describe any measures the Board takes to provide continuing education for directors.

Each new director is given an outline of the nature of the Corporation's business and its corporate strategy. New directors meet with each member of management of the Corporation to discuss and better understand the Corporation's business, governance structures and corporate values and are provided the opportunity to be advised, by counsel to the Corporation, of their legal obligations as directors of the Corporation. New directors are also given copies of the Corporation's corporate governance policies.

The introduction and education process will be reviewed on an annual basis by the Board and will be revised as necessary.

4. **Ethical Business Conduct**

Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.

An important element of governance is ensuring appropriate policies and procedures are in place to mitigate risk. To this end, the Corporation has adopted a Code of Business Conduct and Ethics (the "**Code**") with which officers, employees, consultants, contractors, contract operators and any other person or company that provides services to Blackline are expected to comply.

Management monitors compliance with the Code and to the extent that management is unable to make a determination as to whether a breach of the Code has taken place, the Board reviews the alleged breach to determine if a breach has occurred. The Corporation relies on the integrity of executive officers, employees and other service providers to comply with the Code. Each executive officer and employee must review and sign off annually to confirm they understand the Code and have complied with it. The Board has not granted any waiver of the Code and no material change reports have been filed since the beginning of our most recently completed financial year that pertain to any conduct of a director or executive officer which would constitute a material departure from the Code. The Board has established a Whistleblower Policy, which establishes the complaint procedure for reporting potential concerns with respect to the Corporation's activities and operations. The Corporation has also adopted an Insider Trading and Blackout Policy which confirms insiders are expected to comply with their reporting requirements and sets out certain restrictions from trading shares of the Corporation and a Disclosure and Confidentiality Policy which establishes procedures for ensuring adequate disclosure and compliance with disclosure requirements as well as procedures for maintaining confidentiality.

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

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, as, from time to time, the directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, directors must comply with the conflict of interest provisions of the *Business Corporations Act* (Alberta), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on resolutions of directors which involve such a conflict.

The independent judgment of the Board in carrying out its responsibilities is the responsibility of all directors. The Board facilitates independent supervision of management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. The independent directors regularly meet without management and without the directors who are not independent. The independent directors are also the sole members of the Audit Committee and regularly meet privately with the auditors of the Corporation. The Board has unfettered access to the Corporation's external auditors, legal counsel and to any of the officers of the Corporation.

5. Nomination of Directors

Disclose what steps, if any, are taken to identify new candidates for board nomination, including: (i) who identifies new candidates, and (ii) the process of identifying new candidates.

The Board has not appointed a nominating committee. No formal process has been adopted by the Board to determine new nominees. The nominees are generally the result of recruitment efforts by the Board including both formal and informal discussions among the Board and officers of the Corporation. The Corporation has recently used a professional advisory firm to identify prospective directors.

6. Compensation

Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including: (i) who determines compensation, and (ii) the process for determining compensation.

For information relating to the compensation of directors and executive officers of the Corporation see "Statement of Executive Compensation" herein.

7. Other Board Committees

If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

The Board does not have any committees other than the Audit Committee and Corporate Governance and Compensation Committee.

8. Assessments

Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.

The Board has not implemented a formal process for assessing its effectiveness or the effectiveness of its individual members or its committees. The Corporate Governance and Compensation Committee, may periodically assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors (including the competencies and skills that each individual director is expected to bring to the Board).

The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

OTHER MATTERS

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information of the Corporation's most recently completed financial year is provided, or will be provided, in the Corporation's comparative financial statements and management discussion and analysis available on SEDAR at www.sedar.com, or from the Corporation at:

Blackline Safety Corp.
Unit 100, 803 24 Avenue S.E.
Calgary, Alberta
T2G 1P5

SCHEDULE "A"

STATEMENT OF EXECUTIVE COMPENSATION

BLACKLINE SAFETY CORP.

Information Concerning Blackline Safety Corp.

Blackline Safety Corp. (the "**Corporation**") is a global connected safety technology company that develops, manufactures and markets products and services that empower businesses with real-time safety insights to manage emergency responses, evacuations and gas detection compliance programs. Set forth below is the statement of executive compensation in the form of Form 51-102F6 - *Statement of Executive Compensation* ("**Form 51-102F6**") for the Corporation for the year ended October 31, 2020.

Compensation Governance

Corporate Governance and Compensation Committee Mandate

The board of directors of the Corporation (the "**Board**") has adopted terms of reference for the Corporate Governance and Compensation Committee of the Board (the "**Committee**"), which outlines the responsibilities of the Committee with respect to compensation, sustainability and corporate governance matters of the Corporation. The Committee has the authority and responsibility for reviewing and recommending to the Board remuneration strategies for the Corporation, with particular emphasis on the senior officers and members of the Board. Without limiting the generality of the foregoing, the duties of the Committee may include any of the following as determined appropriate by the Committee or as requested by the Board from time to time:

- (a) to review the compensation policies and guidelines for supervisory and management personnel of the Corporation and to recommend to the Board improvements to the compensation policies and guidelines;
- (b) to review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer of the Corporation (the "CEO"), evaluate the CEO's performance in light of those corporate goals and objectives, and determine or make recommendations to the Board with respect to the CEO's compensation level based on such evaluation;
- (c) to review and recommend to the Board compensation policies and guidelines with respect to non-CEO officer and director compensation, including to review recommendations for proposed grants under incentive compensation plans and equity based plans;
- (d) to review and recommend to the Board, bonuses to be paid to officers and employees of the Corporation; and
- (e) to review the disclosure as to compensation matters included in any information circular and proxy statement of the Corporation as mandated by applicable securities laws including, without limitation, the compensation discussion and analysis included therein, prior to the Corporation publicly disclosing the same.

The Committee does not use any specific performance measurements to determine compensation levels of the directors and senior officers. The recommendations of the Committee are submitted to the Board for ratification.

Composition of the Committee

The Committee may be comprised of up to three Board members, provided that a majority of the members are "independent", under National Policy 58-201 – *Corporate Governance Guidelines*. During the year ended October 31, 2020, the Committee was comprised of Dr. John Finbow and Robert Herdman, both of whom are independent directors. Set forth below is a brief summary of the education and experience of the members of the Committee, which enables the members to make decisions on the suitability of the Corporation's compensation policies and practices of the Corporation.

Robert Herdman, FCA: Mr. Herdman is a Fellow Chartered Accountant and was formerly a senior Partner at PricewaterhouseCoopers LLP ("**PwC**") in Calgary serving the firm's largest Calgary based public clients with extensive experience in a number of industries including manufacturing, utilities, transportation, mining, oil and gas and financial services. After enjoying a 34-year career with PwC, Mr. Herdman retired from practice in 2010. He currently serves on the board of directors of a number of companies, he previously served on a number of committees overseeing the practice of accounting in Alberta and has also served as a director for a number of not for profit organizations. Mr. Herdman graduated with a Bachelor of Education degree from the University of Calgary.

Dr. John Finbow: Dr. Finbow has been involved in several start-up companies as an investor, director, and consultant both in the USA and the UK. Dr. Finbow was the Chairman of BW Technologies Ltd. until the sale of the company to First Technology in 2004. Prior thereto, Dr. Finbow was a founding member of City Technology Ltd., a company designed to manufacture a range of electrochemical gas sensors. He assumed the role of Chief Executive Officer in 1989 and oversaw the management buyout of the company in 1993 for \$50 million followed by its successful IPO on the London Stock Exchange in 1996 with a valuation of approximately \$170 million. Dr. Finbow retired from City Technology Ltd. in 1999. He is a graduate from the University of London with a degree in Chemistry.

Compensation Consultant or Advisor

At no time since the most recently completed financial year of the Corporation, has a compensation consultant or advisor been formally retained by the Corporation to assist the Board in determining the compensation of the directors or executive officers of the Corporation.

Compensation Discussion and Analysis

As at October 31, 2020, the named executive officers (as defined in Form 51-102F6 and as prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**")) of the Corporation were Cody Slater – CEO, Kevin Meyers – Chief Operating Officer, Shane Grennan – Chief Financial Officer, Barry Moore – Vice President of Product Development and Sean Stinson – Chief Revenue Officer (formerly Vice President of Sales and Product Management) (each a "**Named Executive Officer**").

Objectives of Executive Compensation

The compensation program of the Corporation is designed to attract, motivate, reward and retain knowledgeable and skilled executives required to achieve the Corporation's objectives and increase shareholder value. The main objective of the compensation program is to reward the contribution of executives based on the overall success and strategic growth of the Corporation. The compensation program is designed to reward individual performance by aligning a component of the compensation with the Corporation's business performance, through the Corporation's stock option plan (the "**Stock Option Plan**") and employee stock ownership plan ("**ESOP**") thereby enhancing the value of the Corporation's common shares ("**Common Shares**"). The philosophy of the Corporation is to pay the Named Executive Officers a total compensation amount that is competitive with other executives in the junior technology industry and geographical area and that is consistent with the experience and responsibility level of the individual. The Corporation does not use any specific benchmarking to determine these amounts. The purpose of executive compensation is to reward the executives and directors for their contributions to the achievements of the Corporation, on both an annual and long-term basis.

The compensation program of the Corporation provides incentives to both achieve short and long-term objectives. The short-term incentives include salary and bonus payments to the Named Executive Officers based on certain performance metrics, including the financial performance of the Corporation. Increasing the value of the Corporation may increase the amounts paid to the Named Executive Officers. The Corporation also provides long-term incentives to its executives and directors through grants of options ("**Options**") under the Stock Option Plan and through participation in the ESOP. These long-term incentives closely link the interests of the Named Executive Officers and directors to shareholders of the Corporation.

Components of Executive Compensation

The Corporation's executive compensation in the financial year ended October 31, 2020 consisted of:

- base salaries;
- annual incentive bonuses;
- option and share based awards (including participation in the ESOP); and
- personal benefits and perquisites.

A description of the criteria used in each element of compensation is described below.

Base Salaries

The purpose of the base salary is to attract and retain executives by providing a competitive base compensation. The level of base salary for each Named Executive Officer is determined by the level of responsibility given to that Named Executive Officer and the level of skills and capabilities demonstrated by the Named Executive Officer. In addition, the Committee targets base salaries at levels that are generally competitive with industry ranges.

Short-Term Incentive Compensation - Annual Incentive Bonuses

Annual incentive bonuses are a short-term variable compensation element, designed to reward Named Executive Officers on an annual basis for achieving the Corporation's business objectives. The Corporation's business objectives are generally established by the Board at the start of each year. Determination of the amount of bonus awarded to each Named Executive Officer is based on an assessment by the Committee of several factors, including but not limited, to the contribution of the individual to the overall progress of the Corporation in achieving its stated business objectives. The purpose of the annual incentive bonus is to pay for performance, align the Named Executive Officer's economic interest with the Corporation's business objectives and to motivate and retain the executives.

The Board has the discretion to alter the conditions of the bonus plan, if warranted. Discretionary bonuses may be paid to other employees at the discretion of the Board upon recommendation by the Committee. No incentive bonuses, other than commissions on certain products and services the Corporation sells, were paid in respect of the year ended October 31, 2020.

Long-Term Incentive Compensation – Option and Share-Based Awards

Options and the ESOP are designed to align executive and shareholder interests, focus executives on long-term value creation and also to retain key executives. Named Executive Officers may be issued Options to purchase Common Shares or other option-based awards as recommended by the Committee. Named Executive Officers are excluded from the decision-making process regarding option-based compensation to be awarded to them. Previous grants of option-based awards are taken into account when considering new grants to the Named Executive Officers. All employees and Board members, including Named Executive Officers, may participate in the ESOP, which was approved by shareholders on April 18, 2012 and began in November 2012.

Stock Option Plan

The Stock Option Plan is administered by the Board, or if appointed, by a special committee of directors appointed from time to time by the Board.

The Board may designate eligible service providers of the Corporation and its subsidiaries and affiliates to whom Options may be granted and the number of Common Shares to be optioned to each, provided that the number of Common Shares to be optioned will not exceed the limitations set out below:

- (a) the total number of Common Shares reserved for issuance on exercise of Options issued under the Stock Option Plan at any given time shall not exceed 10% of the aggregate of the issued and outstanding Common Shares at such time;
- (b) the aggregate number of Common Shares reserved for issuance to any one optionee in a 12-month period shall not exceed 5% of the number of outstanding Common Shares (determined at the time an Option is granted);
- (c) the aggregate number of Common Shares reserved for issuance to any one consultant in a 12-month period shall not exceed 2% of the number of outstanding Common Shares (determined at the time an Option is granted); and
- (d) the aggregate number of Common Shares reserved for issuance to all persons conducting investor relations activities in a 12-month period shall not exceed 2% of the number of outstanding Common Shares (determined at the time an Option is granted).

Options that are cancelled, terminated or expire prior to the exercise of all or a portion thereof will result in the Common Shares that were reserved for issuance thereunder being available for a subsequent grant of Options pursuant to the Stock Option Plan.

The Board (or appointed committee of the Board) may, in its sole discretion, determine: (i) the time during which Options will vest; and (ii) the method of vesting. The exercise price of Options shall be determined by the Board, provided however that the exercise price of Options shall not be less than the price permitted by any stock exchange on which the Common Shares are then listed. The period during which an Option is exercisable shall be such period, not in excess of five (5) years, as may be determined by the Board at the time of grant (the "**Option Period**"). Options will not be assignable or transferable by the optionee, either in whole or in part.

In addition, each Option shall provide that:

- (a) upon the death, permanent disability or normal retirement of an optionee, the Option shall terminate on the earlier of: (i) the end of the Option Period; and (ii) the ninetieth (90th) day from the date of normal retirement or one (1) year from the date of death or permanent disability;
- (b) if an optionee shall no longer be a service provider (other than by reason of death, permanent disability or normal retirement), the Option shall terminate at 5:00 p.m. on the earlier of: (i) the end of the Option Period; and (ii) the ninetieth (90th) day from the date the optionee ceases to be a service provider;
- (c) if an optionee engaged in investor relations activities of the Corporation ceases to be retained by the Corporation (other than by reason of death, permanent disability or normal retirement), the Option shall terminate at 5:00 p.m. on the earlier of: (i) the end of the Option Period; and (ii) the thirtieth (30th) day from the date the optionee ceases to be engaged in investor relations activities for the Corporation;

- (d) if an optionee shall no longer be a service provider by reason of termination for cause, the Option shall terminate immediately on such termination for cause (whether notice of such termination occurs verbally or in writing), provided that the number of Common Shares that an optionee (or his or her heirs or successors) shall be entitled to purchase until such date of termination shall be, in all cases, the number of Common Shares which such optionee was entitled to purchase on the date such optionee ceased to be a service provider.

In the event of a subdivision or consolidation of the outstanding Common Shares, a corresponding adjustment will be made changing the number of Common Shares deliverable upon the exercise of any Option granted prior to such event. In the event the Corporation is reorganized, merged, consolidated or amalgamated with another corporation, appropriate provisions will be made for the continuance of the Options outstanding under the Stock Option Plan.

The Stock Option Plan allows the Board to amend or discontinue the Stock Option Plan at any time, subject to regulatory approval, and if deemed necessary or desirable by the Board, shareholder approval.

Employee Share Ownership Plan

Similar to the Stock Option Plan, the purpose of the ESOP is to advance the interests of the Corporation by encouraging the directors, officers and employees of the Corporation and of its subsidiaries and affiliates, if any, to acquire Common Shares thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentives in their efforts on behalf of the Corporation.

The ESOP is administered by the Chief Financial Officer of the Corporation or such other person as the Corporation may from time to time delegate.

Pursuant to the ESOP active employees of the Corporation who have been employed for at least three (3) months may contribute a percentage of their gross annual salary to purchase Common Shares. For each \$1.00 contributed by the employee, the Corporation will contribute \$0.50 or will issue an equivalent amount of Common Shares from treasury, rounding down to the nearest share, subject to the following current limitations set out below:

- (a) only 500,000 Common Shares may be issued from treasury under the ESOP; and
- (b) the Corporation's contribution to a participant is limited to 1% of the issued and outstanding Common Shares and a maximum of 2% in aggregate of the issued and outstanding Common Shares within a 12-month period.

Any employee electing to participate in the ESOP may contribute up to a maximum of 10% (based upon 1% increments) of their total annual salary each year, excluding bonuses, commissions, deferred compensation, overtime pay, statutory holiday pay, severance and any special incentive programs. An employee can change his or her designated percentage of payroll deduction contributed, including electing no further payroll deductions be made, to the ESOP by giving the Corporation a completed form indicating the change. The employee's contribution will be changed on the first payroll that is a minimum of five (5) business days after receipt of the change form. Since Board members are not paid by the Corporation, they may contribute up to \$1,000 per month into the ESOP.

The employee's portion of contributions, and the Corporation's contributions if Common Shares are not to be issued from treasury, will be used to acquire Common Shares. The Common Shares will be acquired through open market purchases by an appointed administrator (the "**Administrator**") through the facilities of the TSX Venture Exchange (the "**Exchange**"), or other such stock exchange, in the Administrator's sole discretion, within ten (10) business days (subject to available trading volume of Common Shares) of receiving the contribution. The Common Shares issued from treasury and acquired via the open market, if any, will be placed in an account in the name of the employee (the "**Participant Account**") with the Administrator. The Corporation's contributions vest immediately for directors and vest as follows for employees:

- (a) In the first year of enrollment, one (1) year from the date of the contribution;
- (b) In the second year of enrollment, six (6) months from the date of contribution; and
- (c) In the third year of enrollment, immediately.

All unvested Common Shares which are forfeited due to an employee leaving the Corporation (for any reason, including death or retirement) will be sold on the Exchange and the funds returned to the Corporation.

In the event of a subdivision or consolidation of the outstanding Common Shares, a corresponding adjustment will be made in the number of Common Shares held by the Administrator under the ESOP.

The ESOP allows the Corporation to amend or discontinue the ESOP at any time in its discretion.

Benefits and Perquisites

The level of other perquisites depends on the employee's position. The purpose of the benefits and perquisites is to attract, retain and motivate employees.

Risk Implications Associated with Compensation Policies and Practices

The Committee has not made an assessment of the risk implications associated with the Corporation's compensation policies and practices.

Short Sales, Puts, Calls and Options

Pursuant to the Corporation's Insider Trading and Reporting Policy, directors, officers, employees and consultants of the Corporation may not: (i) engage in "short sales" of securities of the Corporation; or (ii) buy or sell puts, calls or other derivatives in respect of securities of the Corporation that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held by such persons.

Summary Compensation Table

The following table sets forth for the years ended October 31, 2020, October 31, 2019 and October 31, 2018, information concerning the compensation paid to the Named Executive Officers.

Name and Principal Position	Year Ended October 31	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards ⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation ⁽²⁾ (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)			
Cody Slater Chief Executive Officer	2020	185,000	Nil	73,190	Nil	Nil	Nil	9,052	267,242
	2019	154,173	Nil	89,622	Nil	Nil	Nil	7,347	251,142
	2018	120,000	Nil	88,857	Nil	Nil	Nil	5,967	214,824
Kevin Meyers Chief Operating Officer	2020	175,000	Nil	73,190	Nil	Nil	Nil	8,564	256,754
	2019	175,533	Nil	89,622	Nil	Nil	Nil	8,691	273,846
	2018	170,500	Nil	88,857	Nil	Nil	Nil	8,468	267,842
Shane Grennan Chief Financial Officer	2020	182,000	Nil	73,190	Nil	Nil	Nil	8,920	264,110
	2019	179,423	Nil	89,622	Nil	Nil	Nil	8,798	277,843
	2018	160,000	Nil	88,857	Nil	Nil	Nil	3,992	252,849
Barry Moore Vice President of Product Development	2020	175,000	Nil	73,190	Nil	Nil	Nil	8,569	256,760
	2019	172,550	Nil	89,622	Nil	Nil	Nil	8,469	270,641
	2018	154,000	Nil	88,857	Nil	Nil	Nil	7,666	250,522
Sean Stinson Chief Revenue Officer (formerly Vice President of Sales and Product Management)	2020	180,000	Nil	73,190	Nil	Nil	Nil	8,809	261,999
	2019	176,865	Nil	89,622	Nil	Nil	Nil	8,672	275,160
	2018	155,000	Nil	88,857	Nil	Nil	Nil	7,706	251,563

Notes:

- (1) **"Option-Based Award"** means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. The fair values of Option grants have been determined using the same methodology and values used in determining the share option value for the Corporation's financial statements as the Corporation believes it represents the best estimate of fair value of the Options at the time of grant. The fair value of these Options was calculated by using the Black-Scholes option pricing model as follows: (i) for Options granted during the financial year ended October 31, 2020 by assuming a risk-free interest rate of 0.52% - 0.58%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 32% - 36% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 13% applied to that fair value; (ii) for Options granted during the financial year ended October 31, 2019 by assuming a risk-free interest rate of 1.41% - 1.65%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 33% - 41% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 11% applied to that fair value; and (iii) for Options granted during the financial year ended October 31, 2018 by assuming a risk-free interest rate of 2.01% - 2.32%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 42% - 49% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 18% applied to that fair value. For the value of Options that vested in the current year see *"Incentive Plan Awards – Value Vested or Earned During the Year"*.

- (2) "All Other Compensation" represents the Corporation's share of the contribution to the ESOP. See "Components of Executive Compensation – Employee Share Ownership Plan". The named executives participate in the ESOP on the same terms and using the same formulas as for other participants.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all awards outstanding for each Named Executive Officer of the Corporation as of the most recent financial year-end, including awards granted before the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾⁽²⁾ (\$)	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 (\$)
Cody Slater Chief Executive Officer	60,000	4.25	06-Apr-25	117,000	Nil	Nil	Nil
	50,000	5.26	08-Mar-24	47,000			
	40,000	5.50	17-Apr-23	28,000			
	50,000	4.40	24-Oct-22	90,000			
Kevin Meyers Chief Operating Officer	60,000	4.25	06-Apr-25	117,000	Nil	Nil	Nil
	50,000	5.26	08-Mar-24	47,000			
	40,000	5.50	17-Apr-23	28,000			
	25,000	4.40	24-Oct-22	45,000			
	25,000	2.85	21-Nov-21	83,750			
Shane Grennan Chief Financial Officer	60,000	4.25	06-Apr-25	117,000	Nil	Nil	Nil
	50,000	5.26	08-Mar-24	47,000			
	40,000	5.50	17-Apr-23	28,000			
	25,000	4.40	24-Oct-22	45,000			
Barry Moore Vice President of Product Development	60,000	4.25	06-Apr-25	117,000	Nil	Nil	Nil
	50,000	5.26	08-Mar-24	47,000			
	40,000	5.50	17-Apr-23	28,000			
	25,000	4.40	24-Oct-22	45,000			
	25,000	2.85	21-Nov-21	83,750			
Sean Stinson Chief Revenue Officer (formerly Vice President of Sales and Product Management)	60,000	4.25	06-Apr-25	117,000	Nil	Nil	Nil
	50,000	5.26	08-Mar-24	47,000			
	40,000	5.50	17-Apr-23	28,000			
	25,000	4.40	24-Oct-22	45,000			
	25,000	2.85	21-Nov-21	83,750			

Notes:

- (1) Unexercised "in-the-money" Options refer to the Options in respect of which the market value of the underlying securities as at the financial year-end exceeds the exercise or base price of the Option.
- (2) The aggregate of the difference between the closing price of the Common Shares on the Exchange on October 31, 2020, being \$6.20 per Common Share, and the exercise price of the Options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended October 31, 2020 and the value of non-equity incentive plan compensation earned during the year ended October 31, 2020.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year⁽²⁾ (\$)
Cody Slater	Nil	Nil	Nil
Kevin Meyers	Nil	Nil	Nil
Shane Grennan	Nil	Nil	Nil
Barry Moore	Nil	Nil	Nil
Sean Stinson	Nil	Nil	Nil

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the exercise price of the Options.
- (2) The Corporation does not have any non-equity incentive plans. The Corporation may award discretionary bonuses largely based on the Corporation's overall corporate performance. See "*Compensation Discussion and Analysis – Components of Executive Compensation – Short-Term Incentive Compensation – Annual Incentive Bonuses*".

Employment Contracts, Termination and Change of Control Benefits

There are currently no contracts, agreements, plans or arrangements in place for any of the Named Executive Officers that provide for payments to a Named Executive Officer following, or in connection with, any termination, resignation, retirement, change in control of the Corporation or a change in a Named Executive Officer's responsibilities. Upon a change of control of the Corporation or termination of employment of any Named Executive Officer, there is no automatic acceleration of, or any other benefit relating to, any Options which may as at such date be held by any Named Executive Officer.

Pension Plans and Retiring Allowances

The Corporation does not currently provide its Named Executive Officers with pension plan benefits or retiring allowances.

Directors' Summary Compensation Table

For the year ended October 31, 2020, the Corporation had five (5) directors, one (1) of which was also a Named Executive Officer (Cody Slater, CEO). For a description of the compensation paid to the Named Executive Officer of the Corporation who also acts as a director of the Corporation, see "*Compensation Discussion and Analysis*". The following table sets forth for the year ended October 31, 2020 information concerning the compensation paid to the Corporation's directors other than directors who are also Named Executive Officers during the year ended October 31, 2020.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards ⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation ⁽²⁾ (\$)	Total (\$)
Michael Hayduk	Nil	Nil	36,590	Nil	Nil	Nil	36,590
John Finbow	Nil	Nil	36,590	Nil	Nil	6,000	42,590
Robert Herdman	Nil	Nil	36,590	Nil	Nil	Nil	36,590
Brad Gilewich	Nil	Nil	36,590	Nil	Nil	Nil	36,590

Notes:

- (1) **"Option-Based Award"** means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. There were Option-based awards granted during the financial year ended October 31, 2020. The fair value of these Options was calculated by using the Black-Scholes option pricing model as follows: (i) for Options granted during the financial year ended October 31, 2020 by assuming a risk-free interest rate of 0.52% - 0.58%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 32% - 36% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 13% applied to that fair value; (ii) for Options granted during the financial year ended October 31, 2020 by assuming a risk-free interest rate of 1.41% - 1.65%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 33% - 41% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 11% applied to that fair value; and (iii) for Options granted during the financial year ended October 31, 2020 by assuming a risk-free interest rate of 2.01% - 2.32%, a dividend yield of \$nil per share, the expected annual volatility of the Corporation's share price of 42% - 49% and an expected life of the Options of three years for employees and four years for directors, officers and consultants with an expected forfeiture rate of 18% applied to that fair value. For the value of Options that vested in the current year see *"Incentive Plan Awards – Value Vested or Earned During the Year"*.
- (2) **"All Other Compensation"** represents the Corporation's share of the contribution to the ESOP. See *"Components of Executive Compensation – Employee Share Ownership Plan"*. The directors participate in the ESOP on the same terms and using the same formulas as for other participants.

Directors of the Corporation do not receive any cash compensation for their services. Director compensation is determined by the Board, after receiving input from the Committee. Directors are compensated for out-of-pocket expenses incurred in connection with attending meetings of the Board or committees thereof.

Directors' Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth for each of the Corporation's directors, other than directors who are also Named Executive Officers, all share-based awards and option-based awards outstanding at the end of the year ended October 31, 2020.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾⁽²⁾ (\$)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested (\$)
Michael Hayduk	30,000	4.25	06-Apr-25	58,500	Nil	Nil
	50,000	5.26	08-Mar-24	47,000		
	50,000	5.50	17-Apr-23	35,000		
	50,000	4.40	24-Oct-22	90,000		
	50,000	2.85	21-Nov-21	167,500		
John Finbow	30,000	4.25	06-Apr-25	58,500	Nil	Nil
	50,000	5.26	08-Mar-24	47,000		
	50,000	5.50	17-Apr-23	35,000		
	50,000	4.40	24-Oct-22	90,000		
Robert Herdman	30,000	4.25	06-Apr-25	58,500	Nil	Nil
	50,000	5.26	08-Mar-24	47,000		
	50,000	5.50	17-Apr-23	35,000		
	50,000	4.40	24-Oct-22	90,000		
	50,000	2.85	21-Nov-21	167,500		
Brad Gilewich	30,000	4.25	06-Apr-25	58,500	Nil	Nil
	50,000	5.26	08-Mar-24	47,000		
	50,000	5.50	17-Apr-23	35,000		
	50,000	4.40	24-Oct-22	90,000		

Notes:

- (1) Unexercised "in-the-money" Options refer to the Options in respect of which the market value of the underlying securities as at the financial year end exceeds the exercise or base price of the Option.
- (2) The aggregate of the difference between the closing price of the Common Shares on the Exchange on October 31, 2020, being \$6.20 per Common Share, and the exercise price of the Options.

None of the awards disclosed in the table above have been transferred at other than fair market value.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth for each of the Corporation's directors, other than directors who are also Named Executive Officers, the value of option-based awards and share-based awards which vested during the year ended October 31, 2020 and the value of non-equity incentive plan compensation earned during the year ended October 31, 2020.

Name	Option-based awards – Value vested during the year⁽¹⁾ (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year⁽²⁾ (\$)
Michael Hayduk	Nil	Nil	Nil
John Finbow	Nil	Nil	Nil
Robert Herdman	Nil	Nil	Nil
Brad Gilewich	Nil	Nil	Nil

Notes:

- (1) Calculated based on the difference between the market price of the Common Shares on the vesting date and the exercise price of the Options.
- (2) The Corporation does not have any non-equity incentive plans for its directors.

Other Compensation to Named Executive Officers or Directors

Other than as set forth herein, the Corporation did not pay any other compensation to Named Executive Officers or directors (including personal benefits and securities or properties paid or distributed, which compensation was not offered on the same terms to all full time employees) during the most recently completed financial year, other than benefits and perquisites which did not amount in the aggregate to \$50,000 or more per person, or were worth, as applicable, 10% or more of a Named Executive Officer's total salary for the most recently completed financial year.

SCHEDULE "B"

BLACKLINE SAFETY CORP. (the "Corporation") AUDIT COMMITTEE CHARTER

June 16, 2017

1. MANDATE

The primary function of the audit committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting, and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporations' financial statements and management's discussion and analysis ("**MD&A**").
- Review and appraise the performance of the Corporation's external auditors.
- Provide an open avenue of communication among the Corporation's auditors, financial and senior management, and the Board of Directors.

2. COMPOSITION

The Committee shall be comprised of not less than three directors as determined by the Board of Directors, the majority of whom shall be independent, meaning they are not officers, employees or control persons of the Corporation or its associates or affiliates.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholder's meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

3. MEETINGS

The Committee shall meet at least quarterly or more frequently as circumstances dictate. The Committee shall notify its auditors of each meeting.

The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to the Audit Committee members with copies to the Board of Directors, the Chief Financial Officer or such other officer acting in that capacity and shall be made available to the external auditor.

4. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

1. Review and update this Charter annually.
2. Review and make a recommendation to the Board of Directors respecting the Corporation's financial statements, MD&A and earnings press releases before the Corporation publicly discloses this information, and review any reports or other financial information (including quarterly financial statements), which are submitted or disclosed to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

3. Require the external auditors to report directly to the Committee and oversee the work of the external auditor.
4. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee.
5. Obtain annually, a formal written statement from the external auditors setting forth all relationships between the external auditors and the Corporation and confirming their independence from the Corporation.
6. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval and the compensation of the external auditors.
7. Review with management and the external auditors the terms of the external auditors' engagement letter.
8. At each meeting at which the external auditors are in attendance, may consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
9. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
10. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
11. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (a) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute no more than five percent (5%) of the total amount of fees paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
 - (b) such services were not recognized by the Corporation at the time of engagement to be non-audit services; and

- (c) such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Process

- 12. In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- 13. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- 14. Consider and approve, if appropriate, changes to the Corporation's accounting principles and practices as suggested by the external auditors and management.
- 15. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- 16. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- 17. Review any disagreement among management and the external auditors regarding financial reporting.
- 18. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- 19. Review the certification process.
- 20. Establish procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

5. OTHER

Review disclosure of any related party transactions.

6. AUTHORITY

The Committee may:

- (a) engage independent outside counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the Committee; and
- (c) communicate directly with the internal auditors, if any, and the external auditors.

The Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.

SCHEDULE "C"



AMENDED AND RESTATED SHARE OPTION PLAN

1. Purpose of Plan

The purpose of this plan (the "**Plan**") is to develop the interest of existing or proposed officers, directors, employees and Service Providers (as defined herein) of Blackline Safety Corp. (the "**Corporation**") and its subsidiaries and other persons who provide or are proposed to provide ongoing management or consulting services to the Corporation or its subsidiaries in the growth and development of the Corporation by providing them with the opportunity through share purchase options to acquire an increased proprietary interest in the Corporation.

2. Definitions

In this Plan, capitalized terms not otherwise defined in this Plan have the following meanings:

- (a) "**Affiliate**" has the meaning ascribed thereto by the *Securities Act* (Ontario) as from time to time amended, supplemented or re-enacted;
- (b) "**Associate**" has the meaning ascribed thereto by the *Securities Act* (Ontario) as from time to time amended, supplemented or re-enacted;
- (c) "**Blackout Period**" means the period when, pursuant to any policies of the Corporation, any securities of the Corporation may not be traded by certain persons as designated by the Corporation, including any holder of an Option;
- (d) "**Board**" means the board of directors of the Corporation;
- (e) "**Business Day**" means a day other than a Saturday, Sunday or a day when banks in the City of Calgary, Alberta are generally not open for business;
- (f) "**Cashless Exercise Price**" means the volume weighted average trading price of the Common Shares on the Exchange (or if the Common shares are listed on more than one stock exchange, on such stock exchange as may be designated by the Committee for such purpose) for the five (5) trading days immediately preceding the date of the exercise of an Option and, for this purpose, the weighted average trading price shall be calculated by dividing the total value by the total volume of Common shares traded for such period; or, if the Common Shares are not listed on any Exchange, a price determined by the Committee;
- (g) "**Change of Control**" means and it shall be deemed to have taken place if any of the following shall have occurred:
 - (i) a successful Take-Over Bid; or

- (ii) the purchase or acquisition, without the approval or consent of the Board, of any Voting Shares or Convertible Securities by a Holder which results in the Holder beneficially owning, or exercising control or direction over, Voting Shares or Convertible Securities such that, assuming only the conversion of Convertible Securities beneficially owned or over which control or direction is exercised by the Holder, the Holder would beneficially own, or exercise control or direction over, Voting Shares carrying the right to cast more than 50% of the votes attaching to all Voting Shares; or
 - (iii) the Corporation completes an amalgamation, arrangement, merger or other consolidation or combination of the Corporation with another corporation or entity which requires approval of the shareholders of the Corporation pursuant to its statute of incorporation, such that assuming only the conversion of Convertible Securities beneficially owned or over which control or direction is exercised by the Holder, the Holder would beneficially own, or exercise control or direction over, Voting Shares carrying the right to cast more than 50% of the votes attaching to all Voting Shares, and immediately following the event described in this paragraph, the directors of the Corporation immediately prior to such event do not constitute a majority of the Board (or equivalent) of the successor or continuing corporation or entity immediately following such event; or
 - (iv) the election at a meeting of the Corporation's shareholders of that number of persons who would represent a majority of the Board, as directors of the Corporation who are not included in the slate for election as directors proposed to the Corporation's shareholders by the Corporation; or
 - (v) the liquidation, dissolution or winding-up of the Corporation; or
 - (vi) the sale, lease or other disposition of all or substantially all of the assets of the Corporation (other than pursuant to an internal reorganization); or
 - (vii) a determination by the Board that there has been a change, whether by way of a change in the holding of the Voting Shares of the Corporation or otherwise, in the ownership of the Corporation's assets or by any other means, as a result of which any person or group of persons acting jointly or in concert is in a position to exercise effective control of the Corporation;
- (h) "**Convertible Securities**" means any securities convertible or exchangeable into Voting Shares or carrying the right or obligation to acquire Voting Shares;
- (i) "**Exchange**" means the the Toronto Stock Exchange and such other stock exchange on which the Common Shares are listed for trading from time to time;
- (j) "**Holder**" means a person, a group of persons or persons acting jointly or in concert, or persons associated or affiliated, within the meaning of NI 62-104, with any such person, group of persons or any of such persons acting jointly or in concert;
- (k) "**Insider**" of the Corporation means:
- (i) an insider as defined in the *Securities Act* (Ontario) as from time to time amended, supplemented or re-enacted, other than a person who falls within that definition solely by virtue of being a director or senior officer of a Subsidiary; and
 - (ii) an Associate or Affiliate of any person who is an Insider by virtue of paragraph 2(j)(i);

- (l) "**NI 62-104**" means *National Instrument 62-104 – Take-Over Bids and Issuer Bids*, as amended or replaced from time to time;
- (m) "**Outstanding Common Shares**" at the time of any share issuance or grant of Options means the aggregate number of Common Shares that are outstanding immediately prior to the share issuance or grant of Options in question on a non-diluted basis, or such other number as may be determined under the applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including any Exchange on which the Common Shares may be listed;
- (n) "**Retirement**" shall mean the date that an Optionee (as defined herein) reaches the age of fifty-five (55) (and provided that the Optionee has provided services to the Corporation or a Subsidiary for a minimum of five (5) years at such time), voluntarily ceases to be a director, officer of or be in the employ of, or a consultant or other Service Provider to either the Corporation or a Subsidiary and, unless otherwise waived by the Chief Executive Officer of the Corporation, enters into an agreement in respect of such retirement with the Corporation that is acceptable to the Corporation, or such other meaning as the Committee or the Board shall determine from time to time but, for greater certainty, shall not include any of the events described in paragraphs 7(a), (b), (c), (d) or (f). The agreement in respect of retirement referred to above will, among other things, restrict the Optionee's ability to engage in activities which are in competition with or are otherwise adverse to the interests of the Corporation as well as the consequences of breaching such restrictions;
- (o) "**Service Provider**" means a person or company engaged, or proposed to be engaged, by the Corporation to provide services for an initial, renewable or extended period of twelve months or more;
- (p) "**Share Compensation Arrangement**" means (i) a stock option plan for the benefit of employees, Insiders, Service Providers or any one of such groups, (ii) individual stock options granted to employees, Insiders or Service Providers if not granted pursuant to a plan previously approved by the Corporation's securityholders, (iii) stock purchase plans where the Corporation provides financial assistance or where the Corporation matches a whole or a portion of the securities being purchased, (iv) stock appreciation rights involving issuances of securities from treasury, (v) any other compensation or incentive mechanism involving the issuance or potential issuance of securities of the Corporation, and (vi) security purchases from treasury by an employee, Insider or Service Provider which is financially assisted by the Corporation by any means whatsoever, but excludes the performance common share purchase warrants proposed to be issued or reserved for issuance by the Corporation. For greater certainty, arrangements which do not involve the issuance from treasury or potential issuance from treasury of securities of the Corporation are not Share Compensation Arrangements;
- (q) "**Subsidiary**" means a subsidiary of the Corporation within the meaning assigned thereto under the *Securities Act* (Ontario) as from time to time amended, supplemented or re-enacted; and
- (r) "**Take-Over Bid**" means a take-over bid (as defined in NI 62-104), which is not exempt from the take-over bid requirements of Part 4 of NI 62-104 (or its replacement or successor provisions) made for the Common Shares or other Voting Shares of the Corporation with or without the approval or consent of the Board pursuant to which, if the Take-Over Bid is successful, will result in a Holder beneficially owning, or exercising control or direction over, Voting Shares or Convertible Securities such that, assuming only the conversion of the Convertible Securities beneficially owned or over which control or direction is exercised by the Holder, the Holder would beneficially own, or exercise control or direction over, Voting Shares that have the right to cast more than 50% of the votes attached to all Voting Shares; and

- (s) "**Voting Shares**" means any securities of the Corporation ordinarily carrying the right to vote for the election of directors.

3. Administration

The Plan shall be administered by the Board, or if appointed, by a committee of directors appointed from time to time by the Board (such committee, or if no such committee is appointed, the Board is hereinafter referred to as the "**Committee**") pursuant to, if applicable, rules of procedure fixed by the Board in this regard.

4. Granting of Options

The Committee may from time to time designate existing or proposed directors, officers, employees and Service Providers of the Corporation or its subsidiaries (collectively, the "**Optionees**") to whom options ("**Options**") to purchase common shares ("**Common Shares**") of the Corporation may be granted and the number of Common Shares to be optioned to each and may grant such Options, provided that:

- (a) the number of Common Shares reserved for issuance on exercise of all Options outstanding under the Plan and all other Share Compensation Arrangements at any time shall not exceed 10% of the Outstanding Common Shares at the time in question (the "**Common Share Maximum**") subject to adjustment as set forth in Section 10 and as hereinafter provided;
- (b) the number of Common Shares reserved for issuance under the Plan to any one Optionee shall not exceed 2% of the Outstanding Common Shares;
- (c) the number of Common Shares issuable to Insiders, at any time, under all Share Compensation Arrangements, including this Plan, shall not exceed 10% of the Outstanding Common Shares;
- (d) the number of Common Shares issued to Insiders, within any one year period, under all Share Compensation Arrangements, including this Plan, shall not exceed 10% of the Outstanding Common Shares.

For the purposes of this Section 4, any increase in the Outstanding Common Shares (whether as a result of the exercise of Options or otherwise) will result in an increase in the number of Common Shares that may be issued on Exercise of Options outstanding at any time and any decrease in the number of Options outstanding, due to the exercise of Options, will make new grants available under the Plan.

The Common Shares that are reserved for issuance on exercise of outstanding Options that are cancelled, terminated or expire prior to the exercise of all or a portion thereof shall be available for a subsequent grant of Options pursuant to this Plan to the extent of any Common Shares issuable thereunder that are not issued under such cancelled, terminated or expired Options.

5. Vesting

Unless otherwise determined by the Committee at the time of grant, the vesting of Options shall be as to one sixth of the number of Options granted on the date that is sixth months after the date of grant and as to one sixth of the number of Options granted on the last day of each of the next five succeeding six month periods thereafter. Notwithstanding the foregoing, vesting of Options shall accelerate and Options shall be exercisable immediately prior to the time that a Change of Control takes place and as otherwise provided herein. Further, the Committee may accelerate or provide for the acceleration of, vesting of Options previously granted where exceptional circumstances exist as determined by the Committee and confirmed by the Board.

6. Exercise Price

The exercise price (the "**Exercise Price**") of any Option shall be fixed by the Committee when such Option is granted, provided that such price shall not be less than the Current Market Price. For this purpose, "**Current Market Price**" means the volume weighted average trading price of the Common Shares on the Exchange (or if the Common shares are listed on more than one stock exchange, on such stock exchange as may be designated by the Committee for such purpose) for the five (5) trading days immediately preceding the date of the grant of Options and, for this purpose, the weighted average trading price shall be calculated by dividing the total value by the total volume of Common shares traded for such period; or, if the Common Shares are not listed on any Exchange, a price determined by the Committee.

7. Option Terms

The period during which an Option is exercisable (the "**Exercise Period**") shall, subject to the provisions of the Plan requiring acceleration of rights of exercise, be such period as may be determined by the Committee at the time of grant provided that no Option may be exercised beyond five (5) years from the date of grant. Each Option shall, among other things, contain provisions to the effect that the Option shall be personal to the Optionee and shall not be assignable. In addition, each Option shall provide that:

- (a) *Termination for Cause* – if the Optionee shall no longer be an officer of or be in the employ of, or Service Provider to, either the Corporation or a Subsidiary, as a result of termination for cause, effective at the date on which notice is given to the Optionee of such termination, all Options held by the Optionee, whether vested at such date or unvested, shall terminate and become null and void;
- (b) *Termination not for Cause* – if the Optionee shall no longer be an officer of or be in the employ of, or Service Provider to, either the Corporation or a Subsidiary, as a result of termination other than termination for cause, effective at the earlier of the date on which notice is given in respect of such termination and the end of the Exercise Period, all Options held by the Optionee which have not vested at such date shall terminate and become null and void, unless determined otherwise by the Committee in its sole discretion. With respect to the portion of the outstanding Options which are held by such Optionee and which have vested at the expiration of such period, unless determined otherwise by the Committee in its sole discretion, the Optionee shall have until the earlier of:
 - (i) ninety (90) days from the date on which notice is given in respect of such termination; and
 - (ii) the end of the Exercise Period;

to exercise any Options which have vested as aforesaid and any vested Options which have not been so exercised shall terminate and become null and void;

- (c) *Voluntary Resignation* – if the Optionee voluntarily ceases to be a director or officer of or be in the employ of, or Service Provider to, either the Corporation or a Subsidiary other than as a result of such Optionee's Retirement or death, effective at the earlier of the last day of any notice period applicable in respect of such voluntary resignation and the date on which the Optionee ceases to be a Service Provider, all unvested Options held by the Optionee shall terminate and become null and void and all vested Options held by the Optionee shall terminate and become null and void on the date that is 30 days from such date;
- (d) *Retirement* – if an Optionee ceases to be a director or officer of or be in the employ of, or a Service Provider, to either the Corporation or a Subsidiary as a result of such Optionee's Retirement, and if on the date of such Optionee's Retirement, the Optionee shall only have until the earlier of:

- (i) ninety (90) days from the date of such Optionee's Retirement or such other date as may be determined by the Committee; or
- (ii) the end of the Exercise Period;

to exercise any Options which have vested at the date of exercise, and at the expiration of such period any Options which have not been exercised shall terminate and become null and void.

Furthermore, the Committee shall have the discretion, if it feels that it is appropriate, to alter the consequences of the Retirement of an Optionee on such Optionee's outstanding Options; and

- (e) *Death* – if the Optionee shall no longer be a director or officer of or be in the employ of, or a Service Provider to, either the Corporation or a Subsidiary, as a result of the death of the Optionee, all Options which have not vested at such date shall immediately vest and the executor, administrator or personal representative of such Optionee shall have until the earlier of:
 - (i) twelve (12) months from the date of death of such Optionee; and
 - (ii) the end of the Exercise Period;

to exercise any outstanding Options, and at the expiration of such period, any Options which have not been exercised shall terminate and become null and void.

For the purposes of this Plan and any Options granted pursuant to this Plan, the Optionee shall be deemed to have terminated or resigned from employment or other service arrangement with the Corporation or any Subsidiary, as applicable, for the purposes hereof or for the purposes of any Option issued pursuant to the terms hereof, as of the date the Optionee is no longer actively providing services to the Corporation or any Subsidiary (regardless of the reason for such termination or resignation and whether or not it is later to be found invalid or in breach of employment or service laws in the jurisdiction where the Optionee performs services), and unless expressly provided otherwise in this Plan or any grant agreement, the Optionee's right to vesting of Options will terminate as of such date and will not be extended by any notice period (contractual, common law, or under employment laws). The finding that an Optionee is in the active performance of all of the regular duties of the Optionee's job by any court of law or any notice period enforced by a court of law shall, for the purposes of this Plan, be disregarded in the determination of whether the Optionee has ceased in the active performance of all of the regular duties of the Optionee's job for the purposes of this Plan.

If the normal expiry date of any Options falls within any Blackout Period or within ten (10) Business Days following the end of any Blackout Period ("**Blackout Options**"), then the Expiry Date of such Blackout Options shall, without any further action, be extended to the date that is ten (10) Business Days following the end of such Blackout Period. The foregoing extension applies to all Options whatever the date of grant and shall not be considered an extension of the term of the Options as referred to in Section 15(d).

8. Exercise of Option

Subject to the provisions of this Plan, an Option may be exercised from time to time by delivery to the Corporation at its head office or such other place as may be specified by the Corporation, of a written notice of exercise specifying the number of Common Shares with respect to which the Option is being exercised and accompanied by payment in full of the purchase price of the shares then being purchased.

9. Cashless Exercise

Subject to the provisions of this Plan, if permitted by the Board, an Optionee may elect to exercise an Option by surrendering such Option in exchange for the issuance of Common Shares equal to the number determined by multiplying the number of Common Shares which the Optionee is entitled to purchase pursuant to the Options being surrendered by a fraction of which the numerator is the difference between the Cashless Exercise Price and the exercise price of such Option and of which the denominator is the Cashless Exercise Price. An Option may be exercised pursuant to this Section 9 from time to time by delivery to the Corporation at its head office in Calgary, Alberta or such other place as may be specified by the Corporation, of a written notice of exercise specifying that the Optionee has elected to complete a cashless exercise of such Option and the number of Options to be exercised. The Corporation will not be required, upon the exercise of any Options pursuant to this Section 9, to issue fractions of Common Shares. There will be paid to the Optionee by the Corporation upon the exercise of such Options pursuant to this Section 9 within ten (10) Business Days after the exercise date, an amount in lawful money of Canada equal to the then fair market value of such fractional interest (as determined by the Board), provided that the Corporation will not be required to make any payment, calculated as aforesaid, that is less than \$10.00. Upon exercise of the foregoing, the number of Common Shares actually issued shall be deducted from the number of Common Shares reserved with the Exchange for future issuance under the Plan and the balance of the Common Shares that were issuable pursuant to the Options so surrendered shall be considered to have been cancelled and available for further issuance.

10. Mergers, Amalgamation and Sale

If the Corporation shall become merged (whether by plan of arrangement or otherwise) or amalgamated in or with another corporation or entity or shall sell the whole or substantially the whole of its assets and undertakings for shares or securities of another corporation or other entity, the Corporation shall, subject to this Section 10, make provision that, upon exercise of an Option during its unexpired period after the effective date of such merger, amalgamation or sale, the Optionee shall receive such number of shares of the continuing successor corporation or other entity in such merger or amalgamation or the securities or shares of the purchasing corporation or other entity as the Optionee would have received as a result of such merger, amalgamation or sale if the Optionee had purchased the shares of the Corporation immediately prior thereto for the same consideration paid on the exercise of the Option and had held such shares on the effective date of such merger, amalgamation or sale and, upon such provision being made, the obligation of the Corporation to the Optionee in respect of the Common Shares subject to the Option shall terminate and be at an end and the Optionee shall cease to have any further rights in respect thereof. Alternatively, and in lieu of making such provision, in the event of such merger, amalgamation or sale, the Corporation may satisfy any obligations to an Optionee by paying to the Optionee, in cash, the difference between the Exercise Price of all unexercised Options held by the Optionee and the fair market value of the securities to which the Optionee would be entitled upon exercise of all unexercised Options. Adjustments under this section or any determinations as to fair market value of any securities shall be made by the Committee, and any determination made by the Committee shall be binding and conclusive.

11. Acceleration of Vesting and Termination of Option in the Event of Take-Over Bid

In the event of a Take-Over Bid, Optionees shall have the right to exercise Options granted hereunder to purchase all of the Common Shares which have not been previously purchased under such Options, but any such Common Shares not otherwise vested and exercisable may only be purchased for tender pursuant to such Take-Over Bid. If for any reason such Common Shares are not so tendered or, if tendered, are not for any reason taken up and paid for by the offeree pursuant to such Take-Over Bid, any such Common Shares so purchased by an Optionee shall be and be deemed to be cancelled and returned to treasury of the Corporation, shall be added back to the number of Common Shares, if any, remaining unexercised under the applicable Option and, upon presentation to the Corporation of share certificates representing such shares properly endorsed for transfer back to the Corporation, the Corporation shall refund to the Optionee all consideration paid on the exercise thereof (less any amounts remitted to any taxing authority in respect of which the Corporation or Optionee is not entitled to receive a refund). In the event a Take-Over Bid is made and Common Shares are taken up and paid for pursuant to such Take-Over Bid, the Corporation shall have the right to satisfy any obligations to an Optionee in respect of any Options not exercised by paying to the Optionee, in cash, the difference between the Exercise Price of unexercised Options and the fair market value of the securities to which the Optionee would

have been entitled upon exercise of the unexercised Options on such date, which determination of fair market value shall be conclusively made by the Committee. Upon payment as aforesaid, the Options shall terminate and be at an end and the Optionee shall cease to have any further rights in respect thereof.

12. Alterations in Shares

In the event, at any time or from time to time, that the share capital of the Corporation shall be consolidated or subdivided prior to the exercise by the Optionee, in full, of any Option in respect of all of the Common Shares granted or the Corporation shall pay a dividend (other than in respect of a regularly paid dividend in respect of which holders of Common Shares as of the record date in respect thereof are entitled to elect payment in the form of Common Shares) upon the Common Shares by way of issuance to the holders thereof of additional Common Shares, securities or other assets, or other relevant changes in the share capital of the Corporation, Options with respect to any Common Shares which have not been purchased at the time of any such consolidation, subdivision, stock dividend or other change shall be proportionately adjusted (including as to the number of Common Shares subject to the Option and the exercise price thereof, as applicable) so that the Optionee shall from time to time, upon the exercise of an Option, be entitled to receive the number of shares, securities or other property of the Corporation he or she would have held following such consolidation, subdivision, stock dividend or other change if the Optionee had purchased the shares and had held such shares immediately prior to such consolidation, subdivision, stock dividend or other change. Upon any such adjustments being made, the Optionee shall be bound by such adjustments and shall accept the terms of such Options in lieu of the Options previously outstanding.

For greater certainty, and anything in this Section 12 to the contrary notwithstanding, no adjustment shall be made in accordance with this Section 12 with respect to the issue of Common Shares being made pursuant to or in connection with:

- (a) any stock option plan or stock purchase plan, including this Plan, in force from time to time for existing or proposed officers, directors, employees or Service Providers of the Corporation; or
- (b) the issuance of additional Common Shares pursuant to a public offering or private placement by the Corporation or a take-over bid made by the Corporation for the securities of another entity.

13. Option Agreements

A written agreement will be entered into between the Corporation and each Optionee to whom an Option is granted hereunder, which agreement will set out the number of Common Shares subject to Option, the Exercise Price, provisions as to vesting and expiry and any other terms approved by the Committee, all in accordance with the provisions of this Plan. The agreement will be in such form as the Committee may from time to time approve or authorize the officers of the Corporation to enter into and may contain such terms as may be considered necessary in order that the Option will comply with this Plan, any provisions respecting Options in the income tax or other laws in force in any country or jurisdiction of which the person to whom the Option is granted may from time to time be a resident or citizen and the rules of any regulatory body having jurisdiction over the Corporation.

14. Regulatory Authorities Approvals

The Plan and the Corporation's obligation to issue and deliver Common Shares under any Option shall be subject to the approval, if required, of any Exchange on which the Common Shares are listed for trading. Any Options granted prior to such approval, if required, shall be conditional upon such approval being given and no such Options may be exercised unless such approval, if required, is given.

15. Amendment or Discontinuance of the Plan

Subject to the restrictions set out in this Section 15 the Committee may amend or discontinue the Plan and Options granted thereunder at any time without shareholder approval, provided any amendment to the Plan that requires approval of any Exchange may not be made without approval of such Exchange. Without the prior approval of the shareholders, or such approval as may be required by the Exchange, the Committee may not:

- (a) make any amendment to the Plan to increase the Common Share Maximum;
- (b) reduce the exercise price of any outstanding Options;
- (c) cancel an Option and subsequently issue the holder of such Option a new Option or other entitlements in replacement thereof;
- (d) extend the term of any outstanding Option beyond the original expiry date of such Option;
- (e) make an amendment to increase the maximum limit on the number of securities that may be issued to Insiders;
- (f) make any amendment to the Plan that would permit an Optionee to transfer or assign Options to a new beneficial Optionee other than in the case of death of the Optionee; or
- (g) make an amendment to amend this Section 15.

The Committee may amend or terminate the Plan or any outstanding Option granted hereunder at any time without the approval of the Corporation, the shareholders of the Corporation or any Optionee whose Option is amended or terminated, in order to conform the Plan or such Option, as the case may be, to applicable law or regulation or the requirements of any relevant Exchange or regulatory authority, whether or not that amendment or termination would affect any accrued rights, subject to the approval of that Exchange or regulatory authority.

In addition, no amendment to the Plan or Options granted pursuant to the Plan may be made without the consent of the Optionee, if it adversely alters or impairs any Option previously granted to such Optionee under the Plan.

16. Common Shares Duly Issued

Common Shares issued upon the exercise of an Option granted hereunder will be validly issued and allotted as fully paid and non-assessable upon receipt by the Corporation of the Exercise Price therefor in accordance with the terms of the Option and the issuance of Common Shares thereunder will not require a resolution or approval of the Board.

17. Options to Companies

The provisions herein in respect of the grant of Options shall apply, with appropriate modifications, to the grant of Options to a company either: (i) wholly-owned by any person to whom Options may otherwise be granted hereunder; or (ii) controlled by any person to whom Options may otherwise be granted hereunder (and the shares of which are held directly or indirectly by any such person and such person's spouse, minor children and/or minor grandchildren), subject to any requirements of any applicable regulatory authority having jurisdiction, including any Exchange.

18. No Effect on Employment or Retainer

Participation in the Plan by an Optionee is entirely voluntary and does not affect the Optionee's employment or continued retainer by, or other engagement with, the Corporation nor does it interfere in any way with the right of the Optionee, the Corporation or a Subsidiary to terminate the Optionee's employment or service provision at any time. Neither this Plan nor the granting to an Optionee of an Option hereunder in and of itself gives such Optionee any right to continue to be a director, officer, employee or Service Provider of the Corporation. None of the terms and conditions governing an Option shall be affected by any change in the terms of the Optionee's employment or by engagement with the Corporation so long as the Optionee continues to hold Options.

19. Optionee's Rights

An Optionee shall not have any rights as a shareholder of the Corporation by virtue of their status as an Optionee until the issuance of a certificate for Common Shares or other evidences of ownership upon the exercise of an Option or a portion thereof, and then only with respect to the Common Shares represented by such certificate or certificates.

20. Tax Withholding

The Corporation shall have the power and the right to deduct or withhold, or require an Optionee to remit to the Corporation, the required amount to satisfy federal, provincial, and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of the Plan, including the grant or exercise of Options granted under the Plan. With respect to required withholding, the Corporation shall have the irrevocable right (and the Optionee consents) to the Corporation setting off any amounts required to be withheld, in whole or in part, against amounts otherwise, owing by the Corporation to such Optionee (whether arising pursuant to the Optionee's relationship as a director, officer or employee of the Corporation or as a result of the Optionee providing services on an ongoing basis to the Corporation or otherwise), or may make such other arrangements satisfactory to the Optionee and the Corporation. In addition, the Corporation may elect, in its sole discretion, to satisfy the withholding requirement, in whole or in part, by withholding such number of Common Shares as it determines are required to be sold by the Corporation, as trustee, to satisfy the withholding obligation net of selling costs. The Optionee consents to such sale and grants to the Corporation an irrevocable power of attorney to effect the sale of such Common Shares and acknowledges and agrees that the Corporation does not accept responsibility for the price obtained on the sale of such Common Shares. Any reference in this Plan to the issuance of Common Shares or a payment of cash is expressly subject to this Section 20.

21. No Guarantees Regarding Tax Treatment

Optionees (or their beneficiaries) shall be responsible for all taxes with respect to any Option under the Plan, whether arising as a result of the grant or exercise of Options or otherwise. The Board and the Corporation make no guarantees to any person regarding the tax treatment of an Option or payments made under the Plan and none of the Corporation, nor any of its employees or representatives, shall have any liability to an Optionee with respect thereto.

22. Decisions Final and Binding

All decisions and interpretations by the Committee respecting this Plan or Options granted hereunder, including decisions as to adjustments in the number of Common Shares to be received upon exercise of an Option or the exercise price thereof in accordance with Section 12 shall be final and binding on the Corporation and all Optionees and their respective successors.

23. Applicable Law

The Plan shall be governed by, administered and construed in accordance with the laws of the

Province of Alberta and the laws of Canada applicable therein.

24. Effective Date

Subject to the approval of this amended and restated Plan by the shareholders of the Corporation, the amendment and restatement of the Plan shall take effect on date the Common Shares are listed on the Toronto Stock Exchange (the "**Restatement Effective Date**"). All outstanding Options granted prior to the Restatement Effective Date shall remain outstanding and in effect and continue to vest and be exercisable but, from the Restatement Effective Date, shall be governed by the terms and conditions of this Plan as amended and restated.

SCHEDULE "D"

BY-LAW NO. 1 AMENDMENT

By-Law No. 1 (the "**By-Law**") of Blackline Safety Corp. is hereby amended as follows:

Section 19 of the By-Law "Meeting by Telephone" as well as the heading itself are deleted and replaced as follows:

"ELECTRONIC MEETINGS

19. Electronic Meetings - A director may participate in a meeting of the board or of a committee of the board by means of telephone or other communication facilities that permit all persons participating in any such meeting to hear each other.

Any person entitled to attend a meeting of shareholders may participate in the meeting, in accordance with the Business Corporations Act, by electronic means, telephone or other communication facility that permits all participants to hear each other or otherwise communicate with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means shall be deemed to be present at the meeting.

If the directors or the shareholders of the Corporation call a meeting of shareholders, those directors or shareholders, as the case may be, may determine that the meeting shall be held, in accordance with the Business Corporations Act, entirely by electronic means, telephone or other communication facility that permits all participants to communicate adequately with each other during the meeting."