

# AVANTE LOGIXX

## NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

to be held on May 30, 2022

and

## MANAGEMENT INFORMATION CIRCULAR

with respect to a transaction involving

**AVANTE LOGIXX INC.**

and

**SSC SECURITY SERVICES CORP.**

The Board of Directors unanimously recommends that Shareholders vote **FOR**  
the Transaction Resolution

April 28, 2022

### ***YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.***

*This document is important and requires your immediate attention. If you have any doubt as to how to deal with it, you should consult with your broker, investment dealer, lawyer or other professional advisor. This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful.*

*Your vote is very important regardless of the number of securities you own. We urge you to vote using the enclosed form of proxy or voting instruction form even if you are able to attend the meeting. Please carefully follow the instructions provided to vote your securities. If you have any questions or need assistance voting your securities, please contact TSX Trust Company toll-free in North America at 1-866-600-5869 or by email at [tsxtis@tmx.com](mailto:tsxtis@tmx.com).*

*Neither the TSX Venture Exchange, nor any securities regulatory authority has in any way passed upon the merits of the transaction described in this information circular.*

April 28, 2022

Dear Shareholders,

The board of directors (the “**Board of Directors**”) of Avante Logixx Inc. (“**Avante**” or the “**Company**”) cordially invites you to attend a special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Shares**”) of the Company to be held in a virtual only meeting format via live webcast online at <https://virtual-meetings.tsxtrust.com/1282> on May 30, 2022 at 10:00 a.m. (Toronto time).

Given the coronavirus (COVID-19) pandemic, its public health impact, the associated current restrictions on and the risk in attending large group gatherings and to mitigate risks to the health and safety of the Company’s community, Shareholders and employees, the Company has made the decision to hold the Meeting in a virtual-only format. Shareholders, regardless of geographic location and ownership, will have an opportunity to participate at the Meeting and engage with the directors of the Company and management by following the registration process outlined in the accompanying management information circular (the “**Information Circular**”).

## **THE TRANSACTION**

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve in accordance with Policy 5.3 of the TSX Venture Exchange, an ordinary resolution (the “**Transaction Resolution**”) to approve the sale (the “**Transaction**”) of all of the issued and outstanding common shares of the Company’s wholly-owned subsidiary, Logixx Security Inc. (“**LSI**”) to SSC Security Services Corp. (the “**Purchaser**” or “**SSC**”) in consideration for payment by SSC of \$23,950,000 in cash. Upon closing of the Transaction, Avante will receive cash proceeds of \$23,200,000, subject to certain adjustments, taking into account the application of an expense reimbursement fee payable to SSC in an amount equal to \$750,000.

The Information Circular contains a detailed description of the Transaction. You are urged to carefully review the Information Circular and accompanying materials as they contain important information regarding the Transaction.

## **BOARD RECOMMENDATION**

The Board of Directors unanimously recommends that the Shareholders vote **FOR** the Transaction Resolution.

## **APPROVAL REQUIREMENTS**

The Board of Directors has set the close of business on April 26, 2022 (the “**Record Date**”) as the record date for determining the Shareholders who are entitled to receive notice of, and to vote at, the Meeting. Only persons shown on the register of Shareholders at the close of business on that date, or their duly appointed proxyholders, will be entitled to attend the Meeting and vote on the Transaction Resolution. Each Share entitled to be voted at the Meeting will entitle the holder thereof as of the Record Date to one (1) vote at the Meeting in respect of the Transaction Resolution.

The Transaction is subject to customary closing conditions for a transaction of this nature. If the necessary approvals are obtained and the other conditions to closing are satisfied or waived, it is anticipated that the Transaction will be completed shortly after the Meeting (on or about May 31, 2022).

The accompanying notice of special meeting (the “**Notice of Meeting**”) and Information Circular contain a detailed description of the Transaction and set forth the actions to be taken by you at the Meeting. You should carefully consider all of the relevant information in the Notice of Meeting and the Information Circular and consult with your financial, legal or other professional advisors if you require assistance.

Your vote is important regardless of how many Shares you own. Shareholders are encouraged to vote in advance of the Meeting. If you are a registered Shareholder, whether or not you plan to attend the Meeting, to vote your Shares at the Meeting, you can either return a duly completed and executed form of proxy to the Company's transfer agent, TSX Trust Company (the "**Transfer Agent**"), 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, Attention: Proxy Department, or via the internet at [www.voteproxyonline.com](http://www.voteproxyonline.com) or by facsimile not later than 10:00 a.m. (Toronto time) on May 26, 2022 or, if the Meeting is adjourned or postponed, prior to 10:00 a.m. (Toronto time) on the second (2nd) business day before any adjournment or postponement of the Meeting. If you hold Shares through a broker, investment dealer, bank, trust company or other intermediary (a "**Beneficial Shareholder**"), you should follow the instructions provided by your intermediary to ensure your vote is counted at the Meeting.

If you have any questions or require further information with regard to voting your Shares, please contact TSX Trust Company toll-free in North America at 1-866-600-5869 or by email at [tsxtis@tmx.com](mailto:tsxtis@tmx.com).

On behalf of the Company, I would like to thank all of our Shareholders for their continuing support.

Yours very truly,

(Signed) "*Emmanuel Mounouchos*"

Chair, Board of Directors

## AVANTE LOGIXX INC.

### NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Shares**”) of Avante Logixx Inc. (“**Avante**” or the “**Company**”) will be held in a virtual only meeting format via live webcast online at <https://virtual-meetings.tsxtrust.com/1282> on May 30, 2022 at 10:00 a.m. (Toronto time) for the following purposes:

- (a) to consider, and, if thought advisable, to pass, with or without variation, in accordance with the requirements of Policy 5.3 of the TSX Venture Exchange, an ordinary resolution (the “**Transaction Resolution**”), the full text of which is set forth in Appendix “B” to the accompanying management information circular dated April 28, 2022 (the “**Information Circular**”), concerning the sale of all of the issued and outstanding common shares of the Company’s wholly-owned subsidiary, Logixx Security Inc. (“**LSI**”) to SSC Security Services Corp. (the “**Purchaser**” or “**SSC**”) in consideration for payment by SSC to the Company of the aggregate amount of \$23,950,000, subject to certain adjustments, all as more particularly described in the accompanying Information Circular; and
- (b) to transact such other business as may properly be brought before the Meeting.

Given the coronavirus (COVID-19) pandemic, its public health impact, the associated current restrictions on and the risk in attending large group gatherings and to mitigate risks to the health and safety of the Company’s community, Shareholders and employees, the Company has made the decision to hold the Meeting in a virtual only format. Shareholders, regardless of geographic location and ownership, will have an opportunity to participate at the Meeting and engage with the directors of the Company and management by following the registration process outlined in the Information Circular.

Registered Shareholders and duly appointed proxyholders, including non-registered (beneficial) Shareholders who have duly appointed themselves as proxyholders and registered their appointment with the Transfer Agent (as defined below) as described in the Information Circular, will be able to attend, submit questions and vote at the Meeting online at <https://virtual-meetings.tsxtrust.com/1282>. Non-registered (beneficial) Shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be able to vote or ask questions at the Meeting. Additional instructions are provided in the Information Circular and accompanying materials as to how Shareholders and duly appointed proxyholders can vote their Shares at the Meeting.

Shareholders are entitled to vote at the Meeting either by attending the virtual meeting and voting while the meeting is in session or by proxy at any time prior to the proxy cut-off, with each Share entitling the holder thereof to one vote at the Meeting. The board of directors of the Company (the “**Board of Directors**”) has fixed April 26, 2022 (the “**Record Date**”), as the record date for determining Shareholders who are entitled to receive notice of and vote at the Meeting. Only Shareholders whose names have been entered in the register of the Company as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

If you are a registered Shareholder, to ensure that your vote is recorded, please return the enclosed form of proxy in the envelope provided for that purpose, properly completed and duly signed, to the Company’s transfer agent, TSX Trust Company (the “**Transfer Agent**”), at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, Attention: Proxy Department, or vote by internet or facsimile in accordance with the instructions included with the form of proxy, not later than 10:00 a.m. (Toronto time) on May 26, 2022 or, if the Meeting is adjourned or postponed, prior to 10:00 a.m. (Toronto time) on the second (2nd) business day before any adjournment or postponement of the Meeting, whether or not you plan to attend the Meeting. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline. The time limit for the deposit of proxies may also be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

If you hold your Shares through a broker, investment dealer, bank, trust company or other intermediary (an “**Intermediary**”), you should follow the instructions provided by your Intermediary to ensure your vote is counted at the Meeting.

The voting rights attached to the Shares represented by a proxy in the enclosed form of proxy will be voted in accordance with the instructions indicated thereon. If no instructions are given, the voting rights attached to such Shares will be voted **FOR** the Transaction Resolution.

A registered Shareholder who has given a proxy may revoke such proxy by: (a) completing and signing a proxy bearing a later date and depositing it with the Transfer Agent in accordance with the instructions set out above, or (b) depositing an instrument in writing executed by the registered Shareholder or by such Shareholder’s personal representative authorized in writing (i) at the office of the Transfer Agent no later than 10:00 a.m. (Toronto time) on May 26, 2022 or in the event that the Meeting is adjourned or postponed, no later than forty-eight (48) hours, excluding Saturdays, Sundays, and holidays, before any reconvened or postponed Meeting, (ii) with the scrutineers of the Meeting, addressed to the attention of the Chair of the Meeting, prior to the commencement of the Meeting on the day of the Meeting, or where the Meeting has been adjourned or postponed, prior to the commencement of the reconvened or postponed Meeting on the day of such reconvened or postponed Meeting, or (iii) in any other manner permitted by law. In addition, if you are a registered Shareholder, once you log in to the Meeting and you accept the terms and conditions, you may (but are not obliged to) revoke any and all previously submitted proxies by voting by poll of the matters put forth at the Meeting. If you attend the Meeting but do not vote by poll, your previously submitted proxy will remain valid.

A non-registered Shareholder who has given voting instructions to an Intermediary may revoke such voting instructions by following the instructions of such Intermediary. However, an Intermediary may be unable to take any action on the revocation if such revocation is not provided to such Intermediary sufficiently in advance of the Meeting or any adjournment or postponement thereof.

If you have any questions about voting your Shares, please contact the Transfer Agent, toll free in North America at 1-866-600-5869 or by email at [tsxtis@tmx.com](mailto:tsxtis@tmx.com).

Dated at Toronto, Ontario this 28<sup>th</sup> day of April, 2022.

By order of the Board of Directors  
/s/ EMMANUEL MOUNOUCHOS

Emmanuel Mounouchos  
Chair, Board of Directors

## IMPORTANT VOTING DEADLINES

Shareholders are encouraged to vote. Please complete, date and sign the enclosed form of proxy or voting instruction form and return it in the envelope provided for that purpose. Proxies, to be valid, must be deposited at the office of the Transfer Agent, located at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, Attention: Proxy Department, no later than 10:00 a.m. (Toronto time) on May 26, 2022 or, in the event the Meeting is adjourned or postponed, then not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the adjourned meeting is reconvened or the postponed meeting is convened. If you appoint Emmanuel Mounouchos or Stephen Rotz as your proxyholder, your Shares will be voted in accordance with your instructions in the form of proxy or voting instruction form or, if no such instructions are given, such proxyholders will vote **FOR** the Transaction Resolution. Shareholders may also vote by internet or facsimile by following the instructions provided in the enclosed form of proxy. If you choose to vote by internet or facsimile prior to the Meeting, your vote must also be cast no later than 10:00 a.m. (Toronto time) on May 26, 2022 or, in the event the Meeting is adjourned or postponed, then not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the adjourned meeting is reconvened or the postponed meeting is convened.

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## MANAGEMENT INFORMATION CIRCULAR

### Introduction

This management information circular (the “**Information Circular**”) is provided in connection with the solicitation of proxies by and on behalf of management of Avante Logixx Inc. (“**Avante**” or the “**Company**”) for use at the special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of the Company to be held on May 30, 2022, at the time and place and for the purposes stated in the accompanying notice of meeting (the “**Notice of Meeting**”) and any adjournment or postponement thereof.

Unless otherwise noted or the context otherwise indicates, “Avante”, the “Company”, “we”, “us” and “our” refer to Avante Logixx Inc.

All capitalized terms used in this Information Circular but not otherwise defined herein have the meanings set forth in the Glossary of Terms in Appendix "A" or elsewhere in the Information Circular. Information contained in this Information Circular is given as of April 28, 2022, except where otherwise noted and except that information in documents incorporated by reference is given as of the dates noted therein. No person has been authorized to give any information or to make any representation in connection with the Transaction and other matters described herein other than those contained in this Information Circular and, if given or made, any such information or representation should be considered not to have been authorized by the Company or SSC.

This Information Circular does not constitute the solicitation of an offer to purchase, or the making of an offer to sell, any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation or offer is not authorized or in which the person making such solicitation or offer is not qualified to do so or to any person to whom it is unlawful to make such solicitation or offer.

Information contained in this Information Circular should not be construed as legal, tax or financial advice and Shareholders are urged to consult their own professional advisors in connection therewith.

Except as otherwise stated, the information contained herein is given as of April 28, 2022.

Description in this Information Circular of the terms of the Share Purchase Agreement is a summary of the terms of that document. Shareholders should refer to the full text of the Share Purchase Agreement attached to this Information Circular as Appendix "C". **You are urged to carefully read the full text of this document.**

### Forward-looking Statements

Certain statements contained in this Information Circular may constitute forward-looking information under the meaning of applicable Securities Laws, which are based on the opinions, estimates and assumptions of the Company’s management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. Forward-looking information may include views related to the proposed Transaction, the anticipated benefits of the Transaction, the completion of the Transaction and other expectations of the Company and are often, but not always, identified by the use of words such as “seek”, “anticipate”, “budget”, “plan”, “continue”, “estimate”, “expect”, “forecast”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar words suggesting future outcomes or statements regarding an outlook.

Such statements reflect the Company’s current views with respect to future events and are based on information currently available to the Company and are subject to certain risks, uncertainties and assumptions, including those discussed below. Many factors could cause the Company’s actual results, performance or achievements to differ materially from any future results, performance or achievements that may be expressed or implied by such forward-looking information. Should one or more of these risks or



uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

Such assumptions include assumptions as to the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary regulatory and shareholder approvals; the ability of the parties to satisfy, in a timely manner, the other conditions for the completion of the Transaction; and other expectations and assumptions concerning the Transaction. The anticipated dates indicated may change for a number of reasons, including the necessary regulatory and shareholder approvals, the necessity to extend the time limits for satisfying the other conditions for the completion of the Transaction or the ability of the Board of Directors to consider and approve, subject to compliance by the Company with its obligations under the Share Purchase Agreement, a superior proposal for the Company. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct, that the proposed Transaction will be completed or that it will be completed on the terms and conditions contemplated in this Information Circular. Accordingly, investors and others are cautioned that undue reliance should not be placed on any forward-looking statement.

Risks and uncertainties inherent in the nature of the Transaction include, without limitation, the failure of the parties to obtain the necessary regulatory, court and shareholder approvals or to otherwise satisfy the conditions for the completion of the Transaction; the failure of the parties to obtain such approvals or satisfy such conditions in a timely manner; significant transaction costs or unknown liabilities; the failure to realize the expected benefits of the Transaction; risks relating to the security industry generally; and risks relating to general economic conditions. Failure to obtain the necessary regulatory and shareholder approvals, or the failure of the parties to otherwise satisfy the conditions for the completion of the Transaction or to complete the Transaction, may result in the Transaction not being completed on the proposed terms or at all. In addition, if the Transaction is not completed, and the Company continues as an independent entity, there are risks that the announcement of the Transaction and the dedication of substantial resources by the Company to the completion of the Transaction could have an impact on its business and strategic relationships, including with future and prospective employees, customers, suppliers, lenders and partners, operating results and activities in general, and could have a material adverse effect on its current and future operations, financial condition and prospects. Additional risks and uncertainties regarding the Company are described in the Company's management discussion and analysis for the three and nine-month periods ended December 31, 2021 and December 31, 2020 which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

These factors should be considered carefully, and the reader should not place undue reliance on the forward-looking information. Forward-looking information is made as of the date of this Information Circular, and the Company does not intend, and does not assume any obligation, to update or revise forward-looking information, except as may be required under applicable laws.

## Currency

All references to "\$" and "dollars" are to Canadian dollars. **Amounts are stated in Canadian dollars unless otherwise indicated.**

All financial statements and financial data derived therefrom included or incorporated by reference in this Information Circular pertaining to the Company have been prepared in accordance with IFRS as issued by the International Accounting Standards Board.

## INFORMATION CONCERNING THE MEETING

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of the management of the Company for use at the Meeting and any adjournment or postponement thereof.

### Date, Time and Place of Meeting

The Meeting will be held on May 30, 2022 at 10:00 a.m. (Toronto time), in a virtual-only format, unless adjourned or postponed.

### Solicitation of Proxies

**The enclosed proxy is being solicited by the management of the Company.** While it is expected that the solicitation will be conducted primarily by mail, proxies may also be solicited personally, by facsimile, electronic communication or by telephone. Some proxies may also be solicited directly in the case of directors, officers or employees of the Company, without additional compensation. The Company shall directly deliver proxy documents to registered Shareholders, and the Company shall bear the cost of such delivery. The Company will also reimburse Intermediaries and other persons holding Shares on their behalf or on behalf of nominees for reasonable costs incurred in sending the proxy documents to non-registered (beneficial) Shareholders who are objecting beneficial owners and to obtain their proxies. The Company will assume the solicitation costs, which are expected to be minimal.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a scannable voting instruction form ("**VIF**") in lieu of the form of proxy. Broadridge then tabulates the results of all instructions received and provides the appropriate instructions respecting the voting of Shares to be represented at the Meeting.

### Attending a Virtual Only Meeting

To proactively deal with the unprecedented public health impact of COVID-19 and to mitigate risks to the health and safety of our communities, Shareholders, employees and other stakeholders, the Meeting will be held in a virtual-only format, which will be conducted via live webcast. Shareholders will have an equal opportunity to participate at the Meeting online regardless of their geographic location. Shareholders will not be able to physically attend the Meeting.

- **Registered Shareholders and duly appointed proxyholders:** Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting via live webcast online by following the steps listed below:
  1. Type in <https://virtual-meetings.tsxtrust.com/1282> on your browser at least 15 minutes before the Meeting starts. Please do not do a Google Search. Please use the latest version of your internet browser, but do not use Internet Explorer.
  2. Click on "I have a control number / meeting access number".
  3. Enter your 12-digit control number (on your proxy form) as your username. Duly appointed proxyholders are required to contact TSX Trust Company at [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com) in order to obtain such control number. See "Appointment of Proxyholders" below.
  4. Enter the password: "avante2022" (case sensitive).
- **Beneficial Shareholders:** Guests, including non-registered (beneficial) Shareholders who have not duly appointed themselves as a proxyholder, can login to the Meeting by following the steps listed below:

1. Type in <https://virtual-meetings.tsxtrust.com/1282> on your browser at least 15 minutes before the Meeting starts. Please do not do a Google Search. Please use the latest version of your internet browser, but do not use Internet Explorer.
2. Click on “I am a Guest”.

Guests will be able to listen to the Meeting but will not be able to ask questions or vote at the Meeting.

A summary of the information Shareholders and duly appointed proxyholders will need to attend and vote at the Meeting online is provided in this Information Circular.

If you attend the Meeting online, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. You should ensure you have a strong, preferably high-speed, internet connection wherever you intend to participate in the Meeting. The Meeting will begin promptly at 10:00 a.m. (Toronto time) on May 30, 2022, unless otherwise adjourned or postponed. Online check-in will begin forty five (45) minutes prior to the Meeting, at 9:15 a.m. (Toronto time). You should allow ample time for online check-in procedures.

Please note that the Meeting website may not be fully accessible on all Internet browsers and if you are unable to access this site on your preferred browser, we suggest trying to access it via a different browser and/or ensuring that your browser is updated to the latest version. In addition, internal network security protocols including firewalls and VPN connections may block your access to the Meeting platform. If you are experiencing any difficulty connecting or watching the Meeting, please also ensure your VPN setting is disabled or connect to the platform on a network not restricted to the security settings of your organization.

Any registered Shareholder, or duly appointed proxyholder who has been properly registered to attend the Meeting, is eligible to ask questions during the Meeting. In order to ask a question during the Meeting, click on the “Ask a Question” button located on the left side of your screen, type your question into the space provided and then press the “Submit” button. The Chair of the Meeting reserves the right to edit or reject questions he deems inappropriate, or to limit the number of questions per Shareholder in order to ensure that as many Shareholders as possible will have the opportunity to ask questions. The Chair of the Meeting has broad authority to conduct the Meeting in an orderly manner. To ensure the Meeting is conducted in a manner that is fair to all Shareholders, the Chair of the Meeting may exercise broad discretion in the order in which questions are asked and the amount of time devoted to any one question.

### **Voting Process**

The voting process is different depending on whether you are a registered or non-registered (beneficial) Shareholder and, if you are a non-registered (beneficial) Shareholder, whether you are a non-objecting beneficial owner or objecting beneficial owner.

If you have Shares registered in your own name, you are a registered Shareholder. If you do not hold Shares in your own name, you are a non-registered (beneficial) Shareholder. If your Shares are listed in an account statement provided to you by an Intermediary (as defined below), then it is likely that those Shares will not be registered in your name, but under such Intermediary’s name or under the name of an agent of such Intermediary such as CDS Clearing and Depository Services Inc., the nominee for many Canadian brokerage firms, or its nominee.

#### Registered Shareholders

If you are a registered Shareholder as of the close of business on the Record Date (as defined below), you may vote by proxy prior to the Meeting, or attend the virtual-only Meeting online at <https://virtual-meetings.tsxtrust.com/1282>. The form of proxy also provides details on how you may submit your proxy by

internet or facsimile. See “*Information Concerning the Meeting – Attending a Virtual Only Meeting*” and “*Information Concerning the Meeting – Appointment of Proxyholders*”.

If you have any questions or require further information with regard to voting your Shares, please contact TSX Trust Company toll-free in North America at 1-866-600-5869 or by email at [tsxtis@tmx.com](mailto:tsxtis@tmx.com).

### Beneficial Shareholders

If you hold your Shares through a broker, investment dealer, bank, trust company or other intermediary (an “**Intermediary**”), you should follow the instructions provided by your Intermediary to ensure your vote is counted at the Meeting.

There are two kinds of non-registered (beneficial) Shareholders: (i) objecting beneficial owners, i.e., those who object to their name being made known to the issuers of shares which they own (“**OBOs**”), and (ii) non-objecting beneficial owners, i.e., those who do not object to their name being made known to the issuers of the shares which they own (“**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from Intermediaries via their transfer agent. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly to such NOBOs.

**The Company is sending the Meeting materials directly to NOBOs and the Company intends to pay for the Intermediaries to deliver the Meeting materials to non-registered Shareholders.** By choosing to send these materials to the NOBOs directly, the Company (and not the Intermediary holding Shares on behalf of such NOBOs) has assumed responsibility for: (i) delivering these materials to the NOBOs, and (ii) executing each NOBO’s proper voting instructions.

The Company’s decision to deliver proxy-related materials directly to its NOBOs will result in all NOBOs receiving a voting instruction form from TSX Trust Company. Please complete and return the voting instruction form to TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, Attention: Proxy Department, in the envelope provided or by facsimile. In addition, instructions in respect of the procedure for internet voting or voting by facsimile can be found in the voting instruction form. TSX Trust Company will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by the voting instruction forms received by TSX Trust Company.

Securities regulation requires Intermediaries to seek voting instructions from non-registered (beneficial) Shareholders in advance of the Meeting. Non-registered (beneficial) Shareholders should be aware that Intermediaries can only vote Shares if instructed to do so by the OBO or NOBO, as applicable. If you are an OBO, your Intermediary (or its agent, typically Broadridge) will have provided you with a VIF or form of proxy for the purpose of obtaining your voting instructions. Every Intermediary has its own mailing procedures and provides instructions for voting, including deadlines for voting. You must follow those instructions carefully to ensure your Shares are voted at the Meeting.

**If you are an OBO receiving a voting instruction form or form of proxy from an Intermediary, you cannot use that proxy to vote at the Meeting. To vote your Shares at the Meeting, the VIF or form of proxy must be returned to such Intermediary well in advance of the Meeting, as instructed by such Intermediary. If you wish to attend and vote your Shares at the Meeting, follow the instructions for doing so provided by your Intermediary.** If you are an OBO, you will need to appoint yourself as proxy and register such appointment with TSX Trust Company as outlined below under “*Appointment of Proxyholders*”.

If you have any questions or require further information with regard to voting your Shares, please contact TSX Trust Company toll-free in North America at 1-866-600-5869 or by email at [tsxtis@tmx.com](mailto:tsxtis@tmx.com).

## Record Date

The record date for determining those Shareholders entitled to receive notice and to vote at the Meeting is the close of business on April 26, 2022 (the "**Record Date**"). Only registered and non-registered Shareholders as of the close of business on the Record Date are entitled to receive notice of and to vote at the Meeting. No person becoming a registered or non-registered Shareholder after the Record Date shall be entitled to receive notice of the Meeting, nor can any registered or non-registered Shareholder vote the Shares they acquire after the Record Date at the Meeting. The failure of any Shareholder to receive notice of the Meeting does not deprive the Shareholder of the right to vote at the Meeting. As of the Record Date, there were 26,489,438 Shares issued and outstanding.

## Appointment of Proxyholders

**The persons named as proxyholders in the enclosed form of proxy or voting instruction form, Mr. Emmanuel Mounouchos and Mr. Stephen Rotz, are directors and/or officers of the Company. You are entitled to appoint a person, who need not be a Shareholder, other than the persons designated in the enclosed form of proxy, to represent you at the Meeting by striking out the names of the nominees printed in the accompanying form of proxy and inserting the name of another nominee in the space provided or by completing another form of proxy appointment and, in either case, depositing the form of proxy appointment with the Transfer Agent, located at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, Attention: Proxy Department at any time before the proxy deadline, being 10:00 a.m. (Toronto time) on May 26, 2022 or, in the event the Meeting is adjourned or postponed, then not less than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the adjourned meeting is reconvened or the postponed meeting is convened.**

OBOs should follow the instructions provided by their Intermediary and must return the form of proxy or VIF as directed by their Intermediary sufficiently in advance of the proxy deadline to enable their Intermediary to act on it before the proxy deadline. The Chair of the Meeting reserves the right to accept late proxies and to waive the proxy deadline with or without notice but is under no obligation to accept or reject any particular late proxy.

Registering your third-party proxyholder, including appointing yourself as a proxyholder if you are a non-registered Shareholder, requires an additional step to be completed after you have submitted your form of proxy. Failure to register the proxyholder will result in the proxyholder not receiving a control number that is required for them to vote at the Meeting.

- **Step 1: Submit your Form of Proxy:** To appoint yourself or a third-party proxyholder, insert such person's name in the blank space provided in the form of proxy and follow the instructions for submitting such form of proxy. This must be completed prior to registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy.
- **Step 2: Register your Proxyholder:** To register yourself or a third-party proxyholder, you (if you are appointing yourself as a proxyholder) or such third-party proxyholder must contact TSX Trust Company in advance of the Meeting by emailing the "**Request for Control Number**" form (which can be found here: <https://tsxtrust.com/resource/en/75>) to [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com). For certainty, if you are a non-registered Shareholder and want to vote online at the Meeting, you must appoint yourself as proxyholder and register with TSX Trust Company in advance of the Meeting by emailing the "**Request for Control Number**" form (which can be found here: <https://tsxtrust.com/resource/en/75>) to [tsxtrustproxyvoting@tmx.com](mailto:tsxtrustproxyvoting@tmx.com).

Failure to register yourself or your proxyholder in the manner set out above will result in the proxyholder not receiving a control number that will act as the proxyholder's log-in credentials and is required for them to vote at the Meeting and, consequently, the proxyholder will not be able to vote or ask questions at the

Meeting, instead only being able to attend the Meeting online as a guest. Guests will be able to listen to the meeting but will not be able to submit questions. Non-registered Shareholders located in the United States must also provide TSX Trust Company with a duly completed legal proxy if they wish to vote at the Meeting or appoint a third party as their proxyholder.

### **Revocation of Proxies**

You may revoke your proxy at any time before 10:00 a.m. (Toronto time) on May 26, 2022 by completing an instrument executed by such registered Shareholder or NOBO. Registered Shareholders and NOBOs may also revoke their proxy without providing new voting instructions by giving a notice in writing signed by such Shareholder, or by his or her attorney authorized in writing to the Transfer Agent, located at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, Attention: Proxy Department, no later than the close of business on the last business day preceding the day of the Meeting or any adjournment thereof, or to the Chair of the Meeting on the day of the Meeting or any adjournment thereof or in any other manner permitted by law; provided that if the registered Shareholder or NOBO is not an individual, the notice in writing must be signed by a duly authorized officer of such Shareholder. Registered Shareholders may attend the Meeting and vote online and, if they do so, any voting instructions previously given by them for such Shares will be revoked. OBOs must contact their Intermediary in order to revoke their voting instructions and/or provide new voting instructions.

If you login to the Meeting using your control number and you click on the “Voting” icon and submit a vote online by ballot at the Meeting, you will be revoking any and all previously submitted proxies. **If you do not wish to revoke all previously submitted proxies, do not click on the “Voting” icon and submit a vote online, or enter the Meeting as a guest.** If you enter the Meeting as a guest, you will not be able to vote and you will not be able to ask questions.

### **Exercise of Voting Rights by Proxies**

The persons named as proxies will vote the Shares in respect of which they are appointed for or against any particular question at the Meeting, in accordance with the instructions of the Shareholder appointing them. **In the absence of such instructions, such Shares will be voted in favour of all the matters identified in the attached Notice of Meeting.** The enclosed form of proxy confers discretionary authority upon the persons named therein to vote as they see fit with respect to amendments or variations to matters identified in the Notice of Meeting and to other matters which may properly come before the Meeting or any adjournment or postponement thereof, whether or not the amendment or variation or other matter that comes before the Meeting is or is not routine or is contested. As at the date of this Information Circular, the management of the Company knows of no such amendment, variation or other matter expected to come before the Meeting other than the matters referred to in the Notice of Meeting.

### **Notice to Shareholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of Ontario, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (Ontario), certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

## VOTES NECESSARY TO PASS RESOLUTIONS

In accordance with the requirements of the TSXV, a simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolution, being the Transaction Resolution (as defined below).

### Conflicts of Interest

Conflicts of interest may arise as a result of the directors of the Company also holding positions as directors or officers of other companies. Some of the directors of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company are involved with companies in direct competition with the Company. Conflicts, if any, are currently subject to the procedures and remedies provided under the *Business Corporations Act* (Ontario). Currently, any directors who are in a position of conflict abstain from voting on any matters, which may relate in any way to the matter in conflict.

## PARTICULAR OF MATTERS TO BE ACTED UPON

### Sale of Logixx Security Inc.

#### Background of the Transaction

The entering into of the Share Purchase Agreement and transactions contemplated thereby is the result of extensive arm's length negotiations between representatives of the Company and the Purchaser, as well as their respective advisors. The following is a summary of the principal events that led to the execution of the Share Purchase Agreement (including the related definitive transaction agreements) and certain meetings, negotiations, discussions and actions of various parties that preceded the public announcement of the Share Purchase Agreement as well as certain relevant events following the public announcement of the Share Purchase Agreement and the issuance of this Information Circular.

On August 25, 2021, the Company announced that the Board of Directors had resolved to consider and evaluate various strategic alternatives available to the Company (the "**Strategic Review**"). The Strategic Review was not initiated in response to any specific proposal; however, in the months preceding its announcement of the Strategic Review, the Company had received inbound unsolicited inquiries, which considered with recent industry developments, prompted the Board of Directors to initiate the Strategic Review to fully consider all of the alternatives available to the Company in the pursuit of maximizing value for its shareholders and other stakeholders.

In connection with the Strategic Review, the Company engaged Canaccord Genuity Corp. and Imperial Capital, LLC as financial advisors (collectively, the "**Financial Advisors**") to coordinate a process (the "**Process**") for soliciting and considering acquisition proposals with respect to the Company and its businesses from potential bidders (each, a "**Potential Bidder**") in Canada, the United States and elsewhere.

Commencing in September 2021, the Company, through its Financial Advisors, initiated the Process, soliciting interest from nearly 80 strategic purchasers and financial sponsors. As a result of this solicitation, between September 2021 and November 2021 the Company entered into in excess of 25 confidentiality and standstill agreements with Potential Bidders and provided these Potential Bidders with a confidential information memorandum describing the Company and its businesses.

At the end of the Process, the Company entered into an arrangement agreement with the Purchaser pursuant to which the Purchaser would acquire all of the issued and outstanding common shares of the Company by way of statutory plan of arrangement (the "**Arrangement**"). On February 9, 2022, the Arrangement was publicly announced prior to the open of markets.



On March 24, 2022, the Company announced that it had been in discussions with its significant Shareholders with respect to the Arrangement and had agreed with the Purchaser to postpone the special meeting of shareholders of the Company previously scheduled to be held on April 19, 2022.

As a result of shareholder discussions, it became apparent that the proposed transaction was not going to receive the requisite level of shareholder support to succeed. As a result, the Company entered into discussions with SSC regarding an alternative transaction.

On March 30, 2022, the Company announced that it had entered into agreements (the “**Transition Agreements**”) with its largest shareholder, being certain subsidiaries of Fairfax Financial Holdings Limited (collectively, “**Fairfax**”), and Emmanuel Mounouchos, the founder and a significant shareholder of the Company, in connection with which certain changes to the Board. Pursuant to the Transition Agreements, each of Leland Verner, Emmanuel Mounouchos, Robert Klopot and Wes Hall were appointed to the Board (the “**New Board**”) and the incumbent directors have stepped down to facilitate such appointments. At such time, the New Board appointed Emmanuel Mounouchos as Co-Chief Executive Officer of the Company, a role he has held previously, effective as of March 30, 2022.

The Company also announced on March 30, 2022 that it had agreed with the Purchaser to terminate the proposed arrangement between them and instead enter into an agreement pursuant to which SSC will acquire all of the outstanding shares of LSI, a wholly-owned subsidiary of Avante (the “**Transaction**”). In accordance with the termination agreement (the “**Termination Agreement**”), dated as of the March 30, 2022, the special meeting of shareholders called in connection with the Arrangement, previously scheduled for April 19, 2022, was cancelled.

#### Principal Terms of Transaction

Pursuant to the Share Purchase Agreement, a copy of which is attached hereto as Appendix "C", it is contemplated that all of the issued and outstanding common shares of the Company's wholly-owned subsidiary, Logixx Security Inc. (“**LSI**”), be sold to SSC in consideration for payment by SSC of \$23,950,000 in cash, subject to certain adjustments. In lieu of the expense reimbursement fee payable to SSC for the termination of the Arrangement, the parties agreed to apply an amount equal to \$750,000 to payment of the purchase price by Avante under the Share Purchase Agreement. The Transaction does not involve any Non-Arm's Length Parties (as defined in the TSXV's Policy 1.1 – *Interpretation*).

Pursuant to the Share Purchase Agreement, Avante has agreed to customary non-competition and non-solicitation restrictions and will provide customary transition services to SSC, primarily as it relates to premises access and IT infrastructure.

Closing of the Transaction is subject to the receipt of certain third party consents and acceptance by the TSXV, as well as other customary conditions precedent.

#### Reasons for the Transaction

The key benefits of the Transaction are anticipated to be:

- The sale will permit Avante to focus on continuing to improve and organically grow its residential security business.
- The sale of one operating unit, along with other actions to be implemented, is expected to reduce total operating expenses for the Company, in-line with its revenue base.
- Net proceeds from the sale of LSI will be used to eliminate the Company's funded debt and pay for all costs associated with the Strategic Review, including the terminated Arrangement.



Management of the Company believes the Transaction is in the best interests of the Company. The cash consideration to be received by the Company on closing of the Transaction in consideration for the Company's 100% shareholder interest in LSI will provide the Company with working capital and ongoing liquidity for the Company's currently contemplated projects.

Further, if the Transaction is not completed, the Company will be required to pay an amount equal to \$750,000 to SSC, which represents the expense reimbursement fee payable to SSC for the termination of the Arrangement, as well as substantial costs associated with the Strategic Review, including the terminated Arrangement. In order to make such payments, the Company may be required to incur additional indebtedness, in addition to the Company's existing funded debt which will remain outstanding if the Transaction is not completed.

#### Support and Voting Agreements

On March 30, 2022, the Company and the Purchaser entered into a Support and Voting Agreement with each of the former directors of the Company who holds Shares, and certain key shareholders (collectively holding, directly or indirectly, or exercising control or direction over, an aggregate of 11,474,175 Shares, which represented approximately 43.3% of the issued and outstanding Shares as of the Record Date). Pursuant to the Support and Voting Agreements, the Supporting Shareholders have agreed, among other things, to vote their Shares **FOR** the Transaction Resolution.

#### Regulatory Approval

Since the Transaction is a Reviewable Disposition (as defined in the TSXV's Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets*) ("**Policy 5.3**") that constitutes a disposition of more than 50% of the Company's assets, business or undertaking as such terms are defined in the policies of the TSXV), the Company is required to obtain shareholder approval for the Transaction. Assuming that all of the closing conditions to the Transaction are satisfied or waived, Avante expects that the Transaction will close on or about May 31, 2022.

No evidence of value has been submitted to the TSXV and the TSXV has been asked to grant its acceptance to the Transaction without such evidence of value, on the basis consideration to be received by the Company has been approved by shareholders.

In addition to the required approval of the Shareholders of the Company pursuant to Policy 5.3, the satisfaction of certain other conditions is also required for acceptance by the TSXV prior to closing of the Transaction.

#### Transaction Resolution

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass an ordinary resolution (the "**Transaction Resolution**") to approve the Transaction, such Transaction Resolution being in the form attached as Appendix "B" to this Information Circular.

#### Recommendation of the Board

The Board of Directors has unanimously approved the Transaction Resolution.

The Board of Directors recommends that Shareholders vote **FOR** the Transaction Resolution. **The persons representing management of the Company named on the enclosed form of proxy intend to vote FOR the Transaction Resolution, unless the Shareholder specifies otherwise in the proxy.**

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise described elsewhere in this Information Circular, to the knowledge of the directors and executive officers of the Company, as at the date of this Information Circular, there is no person or company who beneficially owns, or controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all Shares of the Company, or any associate or affiliate of any of the foregoing, having any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Company's most recently completed financial year, which has materially affected or would materially affect the Company or any of its subsidiaries.

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, the following are the only persons who beneficially own, or control or direct, directly or indirectly, securities carrying more than 10% of the voting rights attached to any class of outstanding voting securities of the Company entitled to be voted at the Meeting:

Name of Shareholder	Common Shares	Percentage of Voting Rights
Craig Campbell <sup>(1)</sup>	3,070,600	11.6%
Emmanuel Mounouchos	2,740,891	10.3%
Fairfax Financial Holdings Limited <sup>(2)</sup>	5,297,434	20.0%

Notes:

- (1) Craig Campbell holds 284,500 Shares, and controls another 2,786,100 Shares in his capacity as the owner of Resilience Security Partners GP Inc., the general partner of Resilience Security Partners LP, a limited partnership and a corporation he controls called Resilience Special Partner Inc..
- (2) Fairfax beneficially owns and controls (indirectly through its subsidiaries Allied World Insurance Company and Northbridge General Insurance Company) 5,297,434 Shares.

## OTHER INFORMATION AND MATTERS

There is no information or matter not disclosed in this Information Circular but known to the Company that would be reasonably expected to affect the decision of Shareholders to vote for or against the Transaction Resolution.

As of the date of this Information Circular, management of the Company is not aware of any other matters which may come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed proxy to vote the Shares represented thereby in accordance with their best judgement on such matter.

## ADDITIONAL INFORMATION

If you have any questions that are not answered by this Information Circular, or would like additional information, you should contact your professional advisors. You can also contact the Transfer Agent at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, Attention: Proxy Department.

Additional information relating to the Company is available free of charge under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.avantelogixx.com](http://www.avantelogixx.com). Financial information for the Company's most recently completed financial year is provided in its audited consolidated annual financial statements and management's discussion and analysis of the Company's financial condition and results of operations for fiscal 2021, which is also available under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.avantelogixx.com](http://www.avantelogixx.com).

Shareholders may request copies of the Company's financial statements and management's discussion and analysis of the Company's financial condition and results of operations for fiscal year 2021 and any document to be approved at the Meeting, free of charge, by contacting the Chief Financial Officer of the Company by mail at 130 Bloor Street West, Suite 601, Toronto, Ontario M5S 1N5, Attention: Chief Financial Officer, or by email at [steve@avantelogixx.com](mailto:steve@avantelogixx.com).

## **APPROVAL OF THE INFORMATION CIRCULAR**

The content and transmission of this Information Circular have been approved by the Board of Directors. Toronto, Ontario on the 28<sup>th</sup> day of April, 2022.

By order of the Board of Directors

/s/ EMMANUEL MOUNOUCHOS

Emmanuel Mounouchos  
Chair, Board of Directors  
Avante Logixx Inc.

## APPENDIX "A" GLOSSARY

The following terms used in this Information Circular, including without limitation the Notice of Special Meeting of Shareholders, have the meanings set forth below:

**"affiliate"** has the meaning ascribed thereto in National Instrument 45-106 – *Prospectus Exemptions*.

**"Arrangement"** has the meaning ascribed thereto under *"Particular Of Matters to Be Acted Upon– Sale of Logixx Security Inc. – Background of the Transaction"*.

**"associate"** has the meaning ascribed thereto in the *Securities Act* (Ontario).

**"Avante"** means Avante Logixx Inc.

**"Beneficial Shareholder"** means a Shareholder that holds Shares through a broker, investment dealer, bank, trust company or other intermediary.

**"Board of Directors"** means the board of directors of the Company as constituted from time to time.

**"Broadridge"** means Broadridge Financial Solutions, Inc.

**"Company"** means Avante Logixx Inc.

**"COVID-19"** means the coronavirus disease 2019 (generally referred to as COVID-19), caused by the severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2) and/or any other virus, variant or disease developing from or arising as a result of SARS-CoV-2 and/or COVID-19.

**"Fairfax"** means Fairfax Financial Holdings Limited.

**"Financial Advisors"** has the meaning ascribed thereto under *"Particular Of Matters to Be Acted Upon– Sale of Logixx Security Inc. – Background of the Transaction"*.

**"Governmental Entity"** means (i) any international, multinational, national, federal, provincial, state, regional, municipal, local or other government, governmental or public department, central bank, court, tribunal, arbitral body, commission, commissioner, board, bureau, minister, ministry, governor in council, cabinet, agency or instrumentality, domestic or foreign, (ii) any subdivision or authority of any of the above, (iii) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority under or for the account of any of the foregoing or (iv) any stock exchange.

**"IFRS"** means generally accepted accounting principles as set out in the *CPA Canada Handbook – Accounting* for an entity that prepares its financial statements in accordance with International Financial Reporting Standards, at the relevant time, applied on a consistent basis.

**"Information Circular"** means this management information circular of the Company dated April 28, 2022, together with all appendices hereto, distributed to Shareholders in connection with the Meeting.

**"Intermediary"** has the meaning ascribed thereto under *"Information Concerning the Meeting – Voting Process – Beneficial Shareholders"*.

**"Law"** means, with respect to any Person, any and all applicable law (statutory, common or otherwise), constitution, treaty, convention, ordinance, code, rule, regulation, order, injunction, judgment, decree, ruling or other similar requirement, whether domestic or foreign, enacted, adopted, promulgated or applied by a Governmental Entity that is binding upon or applicable to such Person or its business, undertaking, property

or securities, and to the extent that they have the force of law, policies, guidelines, notices and protocols of any Governmental Entity, as amended unless expressly specified otherwise.

“**LSI**” means Logixx Security Inc.

“**Meeting**” has the meaning ascribed thereto under “*Management Information Circular – Introduction*”.

“**NI 54-101**” means National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

“**NOBOs**” means non-objecting beneficial owners, i.e., those non-registered (beneficial) Shareholders who do not object to their name being made known to the issuers of the Shares which they own.

“**Notice of Meeting**” has the meaning ascribed thereto under “*Management Information Circular – Introduction*”.

“**OBOs**” means objecting beneficial owners, i.e., those non-registered (beneficial) Shareholders who object to their name being made known to the issuers of Shares which they own.

“**officer**” has the meaning ascribed thereto in the *Securities Act* (Ontario).

“**ordinary resolution**” means a resolution that is submitted to the Meeting, and passed, with or without amendment, at the Meeting by at least a majority of the votes cast.

“**Person**” includes any individual, partnership, association, body corporate, organization, trust, estate, trustee, executor, administrator, legal representative, government (including a Governmental Entity), syndicate or other entity, whether or not having legal status.

“**Policy 5.3**” means the TSXV’s Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets*.

“**Potential Bidder**” has the meaning ascribed thereto under “*Particular Of Matters to Be Acted Upon– Sale of Logixx Security Inc. – Background of the Transaction*”.

“**Process**” has the meaning ascribed thereto under “*Particular Of Matters to Be Acted Upon– Sale of Logixx Security Inc. – Background of the Transaction*”.

“**Purchaser**” means SSC Security Services Corp.

“**Record Date**” means the record date for the Meeting, being April 26, 2022.

“**Securities Laws**” means the *Securities Act* (Ontario) and any other applicable Canadian provincial and territorial securities Laws, rules and regulations and published policies thereunder and the rules and policies of the TSXV.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval.

“**Share Purchase Agreement**” means the share purchase agreement between the Company and the Purchaser dated March 30, 2022.

“**Shareholders**” means the registered and/or beneficial holders of the Shares, as the context requires.

“**Shares**” means the common shares in the capital of the Company.

“**SSC**” means SSC Security Services Corp.

**“Strategic Review”** has the meaning ascribed thereto under *“Particular Of Matters to Be Acted Upon– Sale of Logixx Security Inc. – Background of the Transaction”*.

**“Support and Voting Agreements”** means, collectively, the support and voting agreements dated March 30, 2022 between the Purchaser, Avante and each of the Supporting Shareholders.

**“Supporting Shareholders”** means all of the former directors of the Company who holds Shares, and certain key shareholders (collectively holding, directly or indirectly, or exercising control or direction over, an aggregate of 11,474,175 Shares, which represented approximately 43.3% of the issued and outstanding Shares as of the Record Date).

**“Transaction”** means the sale of all of the issued and outstanding common shares of LSI to SSC pursuant to the Share Purchase Agreement.

**“Transaction Resolution”** has the meaning ascribed thereto under *“Information Concerning the Meeting – Particular Of Matters to Be Acted Upon – Transaction Resolution”*.

**“Transfer Agent”** means the Company’s transfer agent, TSX Trust Company.

**“TSXV”** means the TSX Venture Exchange.

**“VIF”** has the meaning ascribed thereto under *“Information Concerning the Meeting – Solicitation of Proxies”*.

**“VPN”** means virtual private network.

**APPENDIX "B"**  
**TRANSACTION RESOLUTION**

**BE IT RESOLVED THAT:**

1. The transaction (the "**Transaction**") involving the sale by Avante Logixx Inc. (the "**Corporation**") of all of the shares in the capital of Logixx Security Inc., as more particularly described and set forth in the management information circular (the "**Circular**") of the Corporation dated April 28, 2022 accompanying the notice of this meeting (as the Transaction may be amended, modified or supplemented in accordance with the share purchase agreement made as of March 30, 2022 between the Corporation and SSC Security Services Corp. (the "**Share Purchase Agreement**"), is hereby authorized, approved and adopted.
2. The (i) Share Purchase Agreement and all the transactions contemplated therein; (ii) actions of the directors of the Corporation in approving the Share Purchase Agreement; and (iii) actions of the directors and officers of the Corporation in executing and delivering the Share Purchase Agreement, and any amendments, modifications or supplements thereto, and causing the performance by the Corporation of its obligations thereunder, are hereby ratified and approved.
3. Notwithstanding that this resolution has been passed (and the Transaction adopted) by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered to, without notice to or approval of the shareholders of the Corporation, (i) amend, modify or supplement the Share Purchase Agreement and (ii) subject to the terms of the Share Purchase Agreement, not to proceed with the Transaction and related transactions.
4. Any officer or director of the Corporation is hereby authorized and directed for and on behalf of the Corporation to execute or cause to be executed and to deliver or cause to be delivered all such other documents and instruments and to perform or cause to be performed all such other acts and things as such person determines may be necessary or desirable to give full effect to the foregoing resolution and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document or instrument or the doing of any such act or thing.



**APPENDIX "C"**  
**SHARE PURCHASE AGREEMENT**

See attached.