



**IBEX TECHNOLOGIES INC.**

**NOTICE**

**OF**

**ANNUAL MEETING OF SHAREHOLDERS**

**NOTICE** is hereby given that the Annual Meeting of Shareholders (the “**Meeting**”) of IBEX Technologies Inc. (the “**Corporation**”) will be held at the offices of Fasken Martineau DuMoulin LLP, 800 Place Victoria, Suite 3700, Montréal, Québec H4Z 1E9 on Wednesday, January 24, 2018 at 10:30 a.m. (eastern time) for the following purposes:

- i. to receive the consolidated financial statements of the Corporation for the fiscal year ended July 31, 2017, together with the auditor’s report thereon;
- ii. to elect the directors of the Corporation for the ensuing year;
- iii. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditor of the Corporation and authorize the board of directors of the Corporation to set its remuneration; and
- iv. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation has fixed November 29, 2017 as the record date for the Meeting. If you are unable to attend the Meeting in person, please date, sign and return the enclosed form of proxy. Proxies to be used at the Meeting must be deposited with Computershare Investor Services Inc. (Attention: Proxy Department), 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 prior to 5:00 p.m. (eastern time) on January 22, 2018 or with the Secretary of the Corporation before the commencement of the Meeting or at any adjournment thereof.

By Order of the Board of Directors

Richard Collin  
Secretary  
Montréal, Québec, December 14, 2017.



# IBEX TECHNOLOGIES INC.

## MANAGEMENT PROXY CIRCULAR

### SOLICITATION OF PROXIES BY MANAGEMENT

**This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of IBEX Technologies Inc. (“IBEX” or the “Corporation”) for use at the Annual Meeting of Shareholders (the “Meeting”) of IBEX, to be held at the time and for the purposes set out in the Notice of Meeting and all adjournments thereof.** The solicitation will be made primarily by mail. However, officers and employees of IBEX may also solicit proxies by telephone, telecopier, e-mail or in person. The total cost of solicitation of proxies will be borne by IBEX. Pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to certain beneficial owners of the shares. See “Appointment and Revocation of Proxies – Notice to Beneficial Holders of Shares” below.

Except as otherwise stated, the information contained herein is given as of November 29, 2017.

### INTERNET AVAILABILITY OF PROXY MATERIALS

#### Notice-and-Access

The Corporation has elected to use “notice-and-access” rules (“**Notice-and-Access**”) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for distribution of its Proxy-Related Materials (as defined below) to shareholders who do not hold shares of the Corporation in their own names (referred to herein as “**Beneficial Shareholders**”). Notice-and-Access is a set of rules that allows issuers to post electronic versions of proxy-related materials on SEDAR and on one additional website, rather than mailing paper copies. “Proxy-Related Materials” refers to this Circular, the Notice of Meeting, a voting instruction form and the Corporation’s audited consolidated financial statements for the fiscal year ended July 31, 2017 and the related Management’s Discussion and Analysis.

The use of Notice-and-Access is more environmentally friendly as it helps reduce paper use. It also reduces the Corporation’s printing and mailing costs. Beneficial Shareholders may obtain further information about Notice-and-Access by contacting: (i) for Beneficial Shareholders with a 15-digit Control Number: Computershare Investor Services Inc. toll free at 1-866-962-0498 (within North America) or 514-982-8716 (outside North America); or (ii) for Beneficial Shareholders with a 16-digit Control Number: Broadridge Financial Solutions, Inc. toll free at 1-877-907-7643 (within North America) or 905-507-5450 (outside North America).

The Corporation is not using Notice-and-Access for delivery to shareholders who hold their shares directly in their respective names (referred to herein as “**Registered Shareholders**”). Registered Shareholders will receive paper copies of the Circular, related materials and the Corporation’s audited consolidated financial statements for the fiscal year ended July 31, 2017 and the related Management’s Discussion and Analysis via prepaid mail.

#### Websites Where Proxy-Related Materials are Posted

The Proxy-Related Materials are available on the Corporation’s website at [www.ibex.ca](http://www.ibex.ca) and under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

#### Notice Package

Although the Proxy-Related Materials have been posted on-line as noted above, Beneficial Shareholders will receive paper copies of a notice package via prepaid mail containing information prescribed by NI 54-101 such as: the date, time and location of the Meeting, the website addresses where the Proxy-Related Materials are posted, a voting instruction

form, and supplemental mail list return card for Beneficial Shareholders to request they be included in the Corporation's supplementary mailing list for receipt of the Corporation's interim financial statements for the 2018 fiscal year.

### **How to Obtain Paper Copies of Proxy-Related Materials**

Beneficial Shareholders may obtain paper copies of this Circular and the Corporation's audited consolidated financial statements for the fiscal year ended July 31, 2017 and the related Management's Discussion and Analysis free of charge by contacting: (i) for Beneficial Shareholders with a 15-digit Control Number: Computershare Investor Services Inc. toll free at 1-866-962-0498 (within North America) or 514-982-8716 (outside North America); or (ii) for Beneficial Shareholders with a 16-digit Control Number: Broadridge Financial Solutions, Inc. toll free at 1-877-907-7643 or 905-507-5450 (outside North America). Any request for paper copies which are required in advance of the Meeting should be sent so that the request is received by the Corporation by January 10, 2018 in order to allow sufficient time for Beneficial Shareholders to receive their paper copies and to return their voting instruction form by its due date.

## **APPOINTMENT AND REVOCATION OF PROXIES**

### **Appointment of Proxy**

A shareholder who is unable to attend the Meeting in person is requested to complete and sign the enclosed form of proxy and to deliver it to Computershare Investor Services Inc. by mail or hand delivery to Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1. A shareholder may also vote using the internet at [www.investorvote.com](http://www.investorvote.com) or by telephone at 1-866-732-8683. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 5:00 p.m. (eastern time) on January 22, 2018 or be deposited with the Secretary of the Corporation before the commencement of the Meeting or any adjournment thereof.

The document appointing a proxy must be in writing and executed by the shareholder or his attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

**A shareholder submitting a form of proxy has the right to appoint a person (who does not need to be a shareholder of the Corporation) to represent him or her at the Meeting other than the persons designated in the form of proxy furnished by the Corporation. To exercise that right, the name of the shareholder's appointee should be legibly printed in the blank space provided. In addition, the shareholder should notify the appointee of the appointment, obtain his or her consent to act as appointee and instruct the appointee on how the shareholder's shares are to be voted.**

Shareholders who are not registered shareholders should refer to "Notice to Beneficial Holders of Shares" below.

### **Revocation of Proxy**

A shareholder who has submitted a form of proxy as directed hereunder may revoke it at any time prior to the exercise thereof. If a person who has given a proxy personally attends the Meeting at which that proxy is to be voted, that person may revoke the proxy and vote in person. In addition to the revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the shareholder or his attorney or authorized agent and deposited with Computershare Investor Services Inc. at any time up to 5:00 p.m. (eastern time) on January 22, 2018 by mail or by hand delivery to Proxy Department, 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1, or deposited with the Secretary of the Company before the commencement of the Meeting, or any adjournment thereof, and upon either of those deposits, the proxy will be revoked.

### **Notice to Beneficial Holders of Shares**

The information set out in this section is of importance to many shareholders, as a substantial number of shareholders do not hold shares of the Corporation in their own name. Beneficial Shareholders should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of shares can be recognized and acted upon at the Meeting or any adjournment(s) thereof. If shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those shares will not be registered in the shareholder's name on the

records of the Corporation. Those 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 Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can be voted (for or against resolutions or withheld from voting) only upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. Subject to the following discussion in relation to NOBOs (as defined below), the Corporation does not know for whose benefit the shares of the Corporation registered in the name of CDS & Co., a broker or another nominee, are held.

There are two categories of Beneficial Shareholders under applicable securities regulations for purposes of dissemination to Beneficial Shareholders of proxy-related materials and other securityholder materials and requests for voting instructions from such Beneficial Shareholders. Non-objecting beneficial owners ("**NOBOs**") are Beneficial Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Corporation, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. Securities legislation restricts the use of that information to matters strictly relating to the affairs of the Corporation. Objecting beneficial owners ("**OBOs**") are Beneficial Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Corporation.

In accordance with the requirements of NI 54-101, the Corporation is sending the Notice and Access Document and a voting instruction form or form of proxy, as applicable (collectively, the "**Meeting Materials**"), directly to NOBOs and indirectly through intermediaries to OBOs. NI 54-101 allows the Corporation, in its discretion, to obtain a list of its NOBOs from intermediaries and to use such NOBO list for the purpose of distributing the Meeting Materials directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Corporation is entitled to deliver Meeting Materials to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. The cost of the delivery of the Meeting Materials by intermediaries to OBOs will be borne by the Corporation.

The Corporation has used a NOBO list to send the Meeting Materials directly to NOBOs whose names appear on that list. If the Corporation's transfer agent, Computershare Investor Services Inc., has sent these materials directly to a NOBO, such NOBO's name and address and information about its holdings of common shares of the Corporation have been obtained from the intermediary holding such shares on the NOBO's behalf in accordance with applicable securities regulations. As a result, any NOBO of the Corporation can expect to receive a voting instruction form from Computershare Investor Services Inc. NOBOs should complete and return the voting instruction form to Computershare Investor Services Inc. in the envelope provided. In addition, telephone voting and internet voting are available; instructions in respect of the procedure for telephone and internet voting can be found on the voting instruction form. Computershare Investor Services Inc. will tabulate the results of voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by such voting instruction forms.

Applicable securities regulations require intermediaries, on receipt of Meeting Materials that seek voting instructions from Beneficial Shareholders indirectly, to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings on Form 54-101F7. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting or any adjournment(s) thereof. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered shareholders; however, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder. Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and Form 54-101F7. Beneficial Shareholders can also write the name of someone else whom they wish to appoint to attend the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in Form 54-101F7 will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in Form 54-101F7 or this Management Proxy Circular. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a voting instruction form in lieu of a form of proxy. Beneficial Shareholders are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free telephone number to vote the shares held by them or access Broadridge's dedicated voting website at <https://central-online.proxyvote.com> to deliver their voting instructions. Broadridge will then provide aggregate voting instructions to the Corporation's transfer agent

and registrar, which will tabulate the results and provide appropriate instructions respecting the voting of shares to be represented at the Meeting or any adjournment(s) thereof.

### EXERCISE OF DISCRETION BY PROXIES

**Shares represented by properly-executed proxies in favour of the persons designated in the enclosed form of proxy, in the absence of any direction to the contrary, will be voted for: (i) the election of directors; and (ii) the appointment of the auditor, as stated under such headings in the Circular.** Instructions with respect to voting will be respected by the persons designated in the enclosed form of proxy. With respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting, such shares will be voted by the persons so designated in their discretion. At the time of printing this Circular, management of the Corporation knows of no such amendments, variations or other matters. All matters will be decided by a majority of the votes cast by the shareholders entitled to vote thereon.

### VOTING SHARES

As at November 29, 2017, there were 24,703,244 common shares of IBEX issued and outstanding. Each common share entitles the holder thereof to one vote. The Corporation has fixed November 29, 2017 as the record date (the “**Record Date**”) for the purpose of determining shareholders entitled to receive notice of the Meeting. Pursuant to the *Canada Business Corporations Act* (the “**CBCA**”), the Corporation is required to prepare, no later than ten days after the Record Date, an alphabetical list of shareholders entitled to vote as of the Record Date that shows the number of shares held by each shareholder. A shareholder whose name appears on the list referred to above is entitled to vote the shares shown opposite his, her or its name at the Meeting. The list of shareholders is available for inspection during usual business hours at the head office of the Corporation and at the Meeting.

### PRINCIPAL SHAREHOLDER

As at November 29, 2017, to the best knowledge of the Corporation, the following is the only person who beneficially owned, or exercised control or direction over, directly or indirectly, more than 10% of the common shares of the Corporation:

<u>Name and place of residence</u>	<u>Number of common shares held</u>	<u>Percentage of class</u>
Lloyd I. Miller, III <sup>(1)</sup> ..... West Palm Beach, Florida	4,079,200	16.51%

(1) The figure set out above is taken from insider reports filed on SEDI by Lloyd I. Miller, III.

### ELECTION OF DIRECTORS

The Board of Directors is currently composed of six directors. The persons named in the enclosed form of proxy intend to vote for the election of the six nominees whose names are set out below. Each director elected will hold office until the next annual meeting of shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of IBEX.

The following table sets out the name, province or state and country of residence of each person proposed to be nominated for election as directors, all other positions and offices with the Corporation now held by such persons, their principal occupation, the year in which they first became directors of IBEX and the number of shares of IBEX beneficially owned, or over which control or direction is exercised, directly or indirectly, by each of them or over which each of them exercised control or direction as at the date indicated below.

Name, province or state and country of residence and position with the Corporation	Principal occupation	First year as director	Number of common shares beneficially owned, directly or indirectly, as at November 29, 2017
<i>Paul Baehr</i> ..... Québec, Canada President, Chief Executive Officer, Chairman and Director	President and Chief Executive Officer of IBEX	1995	2,356,477
<i>Bruce Connop</i> <sup>(2)(3)</sup> ..... Ontario, Canada Director	Vice-President, Non-Clinical & Pharmaceutical Development Transition Therapeutics Inc., a subsidiary of OPKO Health, Inc. (pharmaceutical company)	2017 <sup>(4)</sup>	—
<i>Robert J. DeLuccia</i> <sup>(1)(2)(3)</sup> ..... New York, U.S.A. Lead Director	Co-founder and Managing Partner of Ampex Pharmaceuticals, LLC. (pharmaceutical company)	2000	68,000
<i>Thomas O. Hecht</i> <sup>(1)</sup> ..... Québec, Canada Director	President Haemosan Inc. (holding company)	1972	827,273
<i>Danilo Netto</i> <sup>(2)(3)</sup> ..... Québec, Canada Director	Vice-President of Finance Avior Integrated Products Inc. (aerospace supplying company)	2007	21,500
<i>Joseph Zimmermann</i> <sup>(1)</sup> ..... Québec, Canada Director	President and Chief Executive Officer Biodextris Inc.  (contract manufacturing organization (CMO), biologics development company)	2017 <sup>(4)</sup>	—

(1) Member of the Compensation Committee.

(2) Member of the Audit Committee.

(3) Member of the Corporate Governance Committee.

(4) Appointed as a director on October 11, 2017.

The Board of Directors does not have an Executive Committee. The information as to shares beneficially owned or over which the above-named individuals exercise control or direction, directly or indirectly, is not within the knowledge of the Corporation and has been furnished by the respective nominees individually.

To the knowledge of the Corporation, none of the foregoing nominees for election as director of the Corporation:

- (a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:
  - (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

- (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

None of the foregoing nominees for election as 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 security holder in deciding whether to vote for a proposed director.

Each of the directors, with the exception of Bruce Connop and Joseph Zimmermann, has previously been elected a director of the Corporation at a shareholders' meeting for which an information circular was issued. Accordingly, the following are brief biographies of Bruce Connop and Joseph Zimmermann, respectively, nominees for election as directors of the Corporation.

#### **Bruce Connop**

Bruce Connop, PhD, is currently Vice President, Non-Clinical & Pharmaceutical Development, Transition Therapeutics Inc. Dr. Connop received a doctorate in Pharmacology & Toxicology from Queen's University, Kingston, Ontario, followed by a Post-Doctoral Fellowship at the University of British Columbia.

#### **Joseph Zimmermann**

Joseph Zimmermann, PhD, is currently President, CEO and Founder of Biodextris Inc., Laval, Québec. Dr. Zimmermann received a Ph.D. in Biochemical Engineering from the Massachusetts Institute of Technology, a Masters of Philosophy in Pharmacology from Cambridge University (U.K.) and a Bachelor of Science in Chemical Engineering from Columbia University, New York.

### **STATEMENT OF EXECUTIVE COMPENSATION**

#### **Compensation Discussion and Analysis**

##### *Mandate and Composition of the Compensation Committee and Compensation Governance*

The Board of Directors has established a Compensation Committee to review and recommend to the Board of Directors for approval the remuneration of directors and executive officers. The Compensation Committee's primary role and responsibility concerns human resources and compensation policies and processes. The Compensation Committee considers time commitment, comparative fees and responsibilities in determining remuneration.

The Compensation Committee is composed of Robert J. DeLuccia, Thomas O. Hecht and Joseph Zimmermann, each of whom is an independent director according to the definition of "independence" set out in National Instrument 52-110 (as



hereinafter defined) as it applies to the Board of Directors. The Board of Directors believes that these directors have the knowledge, experience and background to fulfil their mandate.

If the Compensation Committee determines it necessary, it may investigate and review any human resources or compensation matter. The Compensation Committee has the authority to retain outside experts and, with the approval of the Corporate Governance Committee, engage special legal counsel.

Operationally, measurable corporate and executive objectives are established annually in line with the Corporation's strategic plan. Performance is then assessed by the Compensation Committee against the measurable objectives. The Compensation Committee does not consider any specific risk associated with its compensation policies and practices.

#### *Compensation Philosophy and Objectives*

IBEX's executive compensation is based on the belief that the interests of its executive officers and shareholders should be closely aligned with one another. Under this philosophy:

- a significant portion of each executive officer's total compensation is linked directly to the attainment of personal objectives that are intended to create value for shareholders in both the short and long-term;
- executive officers are incentivized to improve IBEX's overall performance and profitability and will be rewarded only when the specific goals established by the Compensation Committee (for the President and Chief Executive Officer and, based on the recommendations of the President and Chief Executive Officer, for other executive officers) have been achieved;
- each year, an executive officer's individual performance and contribution will be rewarded through differentiated salary adjustments and bonus paid, if any; and
- executive officers are prohibited from hedging securities of IBEX that they beneficially own, or over which they exercise control or direction, directly or indirectly, including trading in publicly-traded options, puts, calls or other derivative instruments related to IBEX's securities.

Thus, the primary objectives pursued by the Compensation Committee in reviewing annually the Corporation's compensation to executive officers are to:

- retain and motivate leadership talent needed to maintain the organization and grow the business successfully;
- link a significant portion of each executive officer's total compensation directly to the attainment of personal objectives that are intended to create value for shareholders in both the short and long-term;
- incentivize executive officers to improve overall corporation performance and profitability through short and long-term reward programs; and
- provide long-term incentive opportunities to ensure that management's interests are aligned with those of the shareholders through share-price performance.

#### *Compensation Consultant*

The Corporation does not currently use the services of a compensation consultant and has not used any such services at any time since its most recently-completed financial year.

#### *Peer Group*

A comparison of remuneration with similar companies in the pharmaceutical industry (the "**Peer Group**") was performed during 2017 by the Compensation Committee. The Peer Group was composed of the following companies:

- Antibe Therapeutics Inc.
- BlueOcean NutraSciences Inc.
- Kane Biotech Inc.
- Revive Therapeutics Ltd.
- bioMmune Technologies Inc.
- DiaMedica Inc.
- Quest Pharmatech Inc.
- Sirona Biochem Corp.

## **Compensation of Executive Officers**

### *Determining Executive Officer Compensation*

The four main components to an executive officer's compensation are (i) salary, (ii) bonus, (iii) option grants, and (iv) other benefits.

In determining the proper amount for each compensation component, the Compensation Committee reviews the compensation paid for similar positions at companies in the Peer Group. Each year the Compensation Committee reviews the compensation paid to IBEX's top executive officers, including the President and Chief Executive Officer, as well as their corporate performance and other factors in determining the appropriate performance measures and compensation levels.

#### *(i) Base Salary*

Under IBEX's compensation program, the Compensation Committee establishes a range of base salaries for the President and Chief Executive Officer, after having reviewed and analyzed the salaries paid to presidents and chief executive officers occupying similar positions and performing similar functions at companies within the Peer Group and, upon its recommendation, the Board of Directors fixes his specific salary from within that range based upon (i) the attainment of his personal objectives and (ii) IBEX's global corporate performance. For the financial year ended July 31, 2017, the President and Chief Executive Officer's annual base salary was \$320,339. However, as part of IBEX's ongoing restructuring, Mr. Baehr has elected to waive \$125,000 of this amount.

For IBEX's other executive officers, the President and Chief Executive Officer recommends the range of base salaries for each individual executive to the Compensation Committee, which then recommends to the Board of Directors the specific salary within that range for each individual executive based upon (i) the attainment of a given executive officer's personal objectives and (ii) his or her contribution to IBEX's global corporate performance, each in the most recently-completed financial year.

#### *(ii) Bonus Awards*

All executive officers are eligible to receive annual bonus awards. Payment, if any, is based principally on the profitability of the Corporation and secondarily on performance as compared to the objectives established in advance by the Compensation Committee. The Compensation Committee may choose to make adjustments to awards to reflect the impact of unplanned events.

The Board of Directors, upon the recommendation of the Compensation Committee, has also decided that, based upon a review of bonuses paid to the presidents and chief executive officers of the companies forming the Peer Group, IBEX's President and Chief Executive Officer will be eligible to receive an annual bonus equal to a maximum of 33% of his annual base salary. Every year, the Compensation Committee recommends to the Board of Directors the specific amount of the bonus award, if any, to be paid to the President and Chief Executive Officer based upon (i) the profitability of the Corporation and (ii) the attainment of personal objectives, each in the most recently-completed financial year. For the financial year ended July 31, 2017, a bonus was awarded to the President and Chief Executive Officer, as the Corporation achieved a bonus-eligible level of profitability.

The determination of bonus awards for the other executive officers of the Corporation is based on the same underlying philosophy as that for determining salaries. The President and Chief Executive Officer reviews and analyzes the bonuses paid to executives occupying similar positions and performing similar functions at the companies within the Peer Group. Every year, the President and Chief Executive Officer assesses the performance of each individual executive officer, and makes his recommendations to the Compensation Committee; the Compensation Committee then reviews and analyzes

the recommendations of the President and Chief Executive Officer and presents them to the Board of Directors, which in turn votes on such recommendations. The maximum amount of any bonus award to be paid to each individual executive officer is based (i) on the profitability of the Corporation, and (ii) thereafter on the attainment of a given executive officer's personal objectives, each in the most recently-completed financial year. In accordance with recommendations of the President and Chief Executive Officer and the Compensation Committee, the Board of Directors has decided that, based upon its review of bonuses paid to executives of companies forming the Peer Group, IBEX's Director of Finance and Secretary is eligible to receive an annual bonus equal to 25% of his annual base salary.

*(iii) Option Grants*

All executive officers are also eligible to be considered for stock option grants under the IBEX Plan (as hereinafter defined). IBEX believes that stock options provide value in three ways: (i) by closely aligning management interests with those of shareholders vis-à-vis share price performance; (ii) by acting as a means to attract high-potential executives in competition to larger, more established companies; and (iii) by having long-term retention value. When, upon the recommendation of the Compensation Committee, the Board of Directors grants options, it follows competitive long-term incentive compensation practices such that the size and value of these grants are intended to place IBEX's executive officers, including its President and Chief Executive Officer, in a competitive position as compared to the estimated value of the options granted to executive officers occupying similar positions and performing similar functions at companies within the Peer Group.

When the Compensation Committee recommends to the Board of Directors the size of new grants to each executive officer, it considers several factors which are benchmarked with similar positions in the Peer Group, including the number of shares underlying the grant, the size of the grant as a percentage of all grants, the long-term incentive value of the grant, and the level of potential ownership in the Corporation the grant represents. All options granted by the Board of Directors upon the recommendation of the Compensation Committee to IBEX's executive officers vest immediately.

*(iv) Other Benefits*

The Corporation does not offer pension benefits to its executive officers. Perquisites and personal benefits are provided to executive officers based on competitive practices, business needs and specific circumstances.

**Summary Compensation Table**

The following table sets out compensation information for the fiscal years ended July 31, 2017, 2016 and 2015 for each person who acted as President and Chief Executive Officer or Chief Financial Officer and the three most highly-compensated executive officers (or three most highly-compensated individuals acting in a similar capacity) other than the President and Chief Executive Officer and Chief Financial Officer, whose total compensation was more than \$150,000 in the Corporation's last financial year (each a "Named Executive Officer" and collectively the "**Named Executive Officers**"). For the fiscal year ended July 31, 2017, the Corporation had four Named Executive Officers.

Name and principal position	Year	Salary (\$) <sup>(1)</sup>	Share-based awards (\$) <sup>(2)</sup>	Option-based awards (\$) <sup>(3)</sup>	Non-equity incentive plan compensation (\$)		All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long term incentive plans		
Paul Baehr	2017	208,693	—	—	33,374	—	5,519	247,586
President and	2016	187,424	—	—	6,702	—	5,519	199,645
Chief Executive Officer	2015	204,921	—	—	—	—	4,919	209,840
Claire Bergeron	2017	132,162	—	7,487	30,954	—	—	170,603
Vice-President	2016	126,309	—	—	6,867	—	—	133,176
Administration	2015	122,450	—	—	—	—	—	122,450
Richard Collin	2017	143,955	—	—	25,742	—	—	169,697
Director of Finance	2016	135,551	—	—	4,479	—	—	140,030
and Secretary	2015	116,043	—	—	—	—	—	116,043
Catherine Poulin	2017	145,636	—	—	35,734	—	—	181,370
Vice-President	2016	131,460	—	—	7,324	—	—	138,784
Production	2015	127,849	—	—	—	—	—	127,849

(1) The salary amount includes an annual component of \$4,550 (prior to 2017, \$3,500) paid to executive officers as a contribution to their Registered Retirement Savings Plan.

(2) IBEX does not have a share-based compensation plan.

(3) The compensation value included herein represents the fair value of the stock options granted on the grant date as determined by using the Black Scholes model which is based on various assumptions. It does not represent cash received by the Named Executive Officer. The amount is at risk and may even be equal to zero. The weighted average assumptions used to calculate the value of the stock options are the following:

	2017
Risk-free interest rate .....	0.96%
Expected dividend yield .....	—
Expected life of options.....	10 years
Expected volatility .....	106%

## Incentive Plan Awards

*Outstanding share-based awards and option-based awards as at July 31, 2017.*

The following table sets out all awards to IBEX's Named Executive Officers outstanding at the end of the most recently-completed fiscal 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 (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Paul Baehr	300,000	0.230	Dec. 19, 2019	4,500	—	—
Total Paul Baehr	300,000			4,500		
Claire Bergeron	50,000	0.100	March 26, 2018	7,250		
	50,000	0.230	Dec. 19, 2019	750		
	35,000	0.235	April 21, 2027	350		
Total Claire Bergeron	135,000			8,350		
Richard Collin	50,000	0.080	July 3, 2023	8,250	—	—
Total Richard Collin	50,000			8,250		
Catherine Poulin	50,000	0.100	March 26, 2018	7,250		
	50,000	0.230	Dec. 19, 2019	750		
Total Catherine Poulin	100,000			8,000		

(1) The value of unexercised in-the-money options is calculated using the closing price of the common shares of the Corporation on the TSX Venture Exchange on July 31, 2017 (\$0.245), less the respective exercise prices of the options.

*Incentive plan awards – value vested or earned during the year*

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Paul Baehr	—	—	—
Claire Bergeron	—	—	—
Richard Collin	—	—	—
Catherine Poulin	—	—	—

**Pension Plan Benefits**

The Corporation has no pension plan in place.

**Termination and Change of Control Benefits**

IBEX entered into an employment agreement effective November 1, 1997 with Paul Baehr. The agreement provided for the employment of Mr. Baehr for an initial term expiring on November 1, 2001. The term of Mr. Baehr's employment agreement was subsequently extended on numerous occasions, including on September 25, 2006, at which time it was decided that effective November 1, 2006, rather than renewing the employment agreement annually, the agreement would be amended to include a provision for an 18-month severance. The November 1, 2006 amended agreement provides for the payment of an annual base salary of \$250,000 and certain benefits, including the reimbursement of reasonable out-of-pocket expenses, the use of an automobile and participation in the Corporation's benefits plan. On November 1, 2011 Mr. Baehr's employment agreement was amended to provide for a base salary of \$286,000.

On November 1, 2016, Mr. Baehr's base salary was raised to \$320,339. However, as part of IBEX's ongoing restructuring, Mr. Baehr has elected to waive \$125,000 of this latter amount. As of July 31, 2017, Mr. Baehr's annual salary was \$195,339.

In the event of termination of Mr. Baehr's employment due to a change in control of the Corporation, Mr. Baehr will be entitled to: (i) an amount equal to two year's base salary; and (ii) continuation of any benefits which he has at the time of termination, for a period of two years from the date of such termination.

The Corporation has an employment agreement for an indeterminate term with each of Claire Bergeron, Richard Collin and Catherine Poulin which provides for a base salary which is reviewed annually, and a severance payment equal to twelve months' salary in the event of a termination due to a change in control of the Corporation and continuation of any benefits which such person had at the time of termination, for a period of six months from the date of such termination.

Assuming that the triggering event for a termination of these agreements due to a change of control of the Corporation had taken place on the last business day of the Corporation's most recently-completed fiscal year, the severance payment would have been \$672,000 for Paul Baehr, \$127,000 for Claire Bergeron, \$141,000 for Richard Collin and \$143,000 for Catherine Poulin.

## DIRECTOR COMPENSATION

### Director Compensation Table

The following table sets out compensation information for the fiscal year ended July 31, 2017 of each non-executive director of the Corporation:

Name	Fees Earned (\$) <sup>(1)</sup>	Share-based awards (\$)	Option-based awards (\$) <sup>(4)</sup>	Non-equity incentive plan compensation (\$)	All other compensation (\$)	Total (\$)
Bruce Connop <sup>(2)</sup>	—	—	—	—	—	—
Robert J. DeLuccia	25,686	—	7,487	—	—	33,173
Thomas O. Hecht	10,001	—	7,487	—	—	17,488
Danilo Netto	19,682	—	—	—	—	19,682
Bernard R. Patriacca <sup>(3)</sup>	15,234	—	—	—	—	15,234
Joseph Zimmermann <sup>(2)</sup>	—	—	—	—	—	—

- (1) On February 1, 2009, an annual retainer of US \$5,000 was added to the existing Board of Directors' fee structure. This retainer is paid quarterly at the end of each quarter. The aggregate amount of all fees for the fiscal year ended July 31, 2017 was \$70,603.
- (2) Appointed as a director on October 11, 2017.
- (3) Bernard R. Patriacca passed away on July 8, 2017.
- (4) The compensation value included herein represents the fair value of the stock options granted on the grant date as determined by using the Black Scholes model which is based on various assumptions. It does not represent cash received by the Director. The amount is at risk and may even be equal to zero. The weighted average assumptions used to calculate the value of the stock options are the following:

	2017
Risk-free interest rate .....	0.96%
Expected dividend yield .....	—
Expected life of options.....	10 years
Expected volatility .....	106%

### Narrative Discussion

Directors of the Corporation who are not full-time employees of the Corporation are entitled to receive an annual retainer fee of US \$5,000 plus an attendance fee of US \$1,500 for each Board of Directors' or committee meeting when physically present and US \$1,000 when participating by telephone. Also, if a committee meeting is held on the same day as a Board of Directors' meeting, an additional fee of US \$750 is paid. A total of four meetings of the Board of Directors were held in the fiscal year ended July 31, 2017. Stock options were granted to Robert DeLuccia (35,000 options) and Thomas O. Hecht (35,000 options) during the fiscal year ended July 31, 2017.

### Share-based awards, option-based awards and non-equity incentive plan compensation

*Outstanding share-based awards and option-based awards as at July 31, 2017.*

The following table sets out all awards to IBEX's non-executive directors outstanding at the end of the most recently-completed fiscal 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 (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Robert J. DeLuccia	45,000	0.100	March 26, 2018	6,525	—	—
	50,000	0.230	Dec. 19, 2019	750	—	—
	35,000	0.235	April 21, 2027	350		
Total Robert J. DeLuccia	130,000			7,625		
Thomas O. Hecht	35,000	0.100	March 26, 2018	5,075	—	—
	50,000	0.230	Dec. 19, 2019	750	—	—
	35,000	0.235	April 21, 2027	350		
Total Thomas O. Hecht	120,000			6,175		
Danilo Netto	35,000	0.100	March 26, 2018	5,075	—	—
	50,000	0.230	Dec. 19, 2019	750	—	—
Total Danilo Netto	85,000			5,825		
Bernard R. Patriacca <sup>(2)</sup>	50,000	0.230	Jan. 4, 2018	750	—	—
Total Bernard R. Patriacca	50,000			750		

(1) The value of unexercised in-the-money options is calculated using the closing price of the common shares of the Corporation on the TSX Venture Exchange on July 31, 2017 (\$0.245) less the respective exercise prices of the options.

(2) Bernard R. Patriacca passed away on July 8, 2017.

*Incentive plan awards – value vested or earned during the year*

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Bruce Connop <sup>(1)</sup>	—	—	—
Robert J. DeLuccia	—	—	—
Thomas O. Hecht	—	—	—
Danilo Netto	—	—	—
Bernard R. Patriacca <sup>(2)</sup>	—	—	—
Joseph Zimmermann <sup>(1)</sup>	—	—	—

(1) Appointed as a director on October 11, 2017.

(2) Bernard R. Patriacca passed away on July 8, 2017.

### STOCK OPTION PLAN

In 1995, the Board of Directors of the Corporation adopted the Incentive Stock Option Plan (the “**IBEX Plan**”) for the Corporation's full-time employees, directors and consultants.

The following is a description of certain features of the IBEX Plan:

- (a) a maximum of 2 million common shares may be issued under the IBEX Plan;
- (b) the maximum period during which an option may be exercised under the IBEX Plan is ten years;

- (c) options granted under the IBEX Plan may not be assigned, except by will or by the laws of succession of the domicile of a deceased option holder;
- (d) the exercise price of options granted under the IBEX Plan is fixed by the Board of Directors of the Corporation at the time of granting the option, but cannot be less than the closing sale price of the common shares of the Corporation on the TSX Venture Exchange on the business day immediately preceding the day on which an option is granted;
- (e) the aggregate number of common shares reserved for issuance to any one option holder, whether under the IBEX Plan or any other share option plan, option for services or share purchase plan of the Corporation (if any), cannot exceed 5% of the number of issued and outstanding common shares of the Corporation;
- (f) no option may be granted under the IBEX Plan if such grant could result, at any time, when taken together with all of the Corporation's other share compensation arrangements (if any), in:
  - (i) the number of common shares reserved for issuance pursuant to stock options granted to insiders of the Corporation exceeding 10% of the number of issued and outstanding common shares of the Corporation;
  - (ii) the issuance to "insiders" of the Corporation within a one-year period of a number of common shares exceeding 10% of the number of issued and outstanding common shares of the Corporation; or
  - (iii) the issuance to any one "insider" of the Corporation and such person's associates, within a one-year period, of a number of common shares exceeding 5% of the number of issued and outstanding common shares of the Corporation;
- (g) unless otherwise determined by the Board of Directors at the time of grant, all stock options granted under the IBEX Plan vest immediately;
- (h) upon an option holder's employment with the Corporation being terminated for cause, any option not exercised prior to the date of termination immediately lapses and becomes null and void;
- (i) if an option holder dies while employed by the Corporation or while a director thereof, any option or unexercised part thereof held by the option holder may be exercised by the person to whom the option is transferred by will or the laws of succession, as the case may be, for that number of shares only which the option holder was entitled to acquire under the option at the time of his death, within 180 days after such date or prior to the expiration of the term of the option, whichever occurs earlier;
- (j) if an option holder's employment, consultation agreement, office or directorship with the Corporation terminates otherwise than by reason of death, termination for cause, retirement at normal retirement age, removal or disqualification by law, any option or unexercised part thereof held by the option holder may be exercised for that number of shares only which the option holder was entitled to acquire under the option at the time of his termination or end of employment or cessation, as the case may be, within 90 days after such date or prior to the expiration of the term of the option, whichever occurs earlier;
- (k) the IBEX Plan does not provide for financial assistance from the Corporation to option holders;
- (l) all amendments to the IBEX Plan are subject to shareholders' approval; and
- (m) in the event that an offer to purchase shares is made to all shareholders of the Corporation, the acceptance of which by the shareholders of the Corporation has been recommended by the Board of Directors of the Corporation, any option granted under the IBEX Plan shall become immediately exercisable and shall be exercisable only until the expiry of such offer, at which time any unexercised options shall expire.



## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out certain details as at July 31, 2017, the end of IBEX's last fiscal year, with respect to the compensation plan pursuant to which equity securities of IBEX are authorized for issuance. The IBEX Plan referred to below has been approved by the Corporation's shareholders.

<b>Plan Category</b>	<b>Number of shares to be issued upon exercise of outstanding options, warrants and rights</b> (a)	<b>Weighted-average exercise price of outstanding options, warrants and rights</b> (b)	<b>Number of shares remaining available for future issuance under the Equity Compensation Plans (excluding securities reflected in column (a))</b> (c)
IBEX Plan	1,020,000	\$0.19	572,992
Equity compensation plans not previously approved by shareholders	—	—	—

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, no person who is a director, executive officer, employee or former director, executive officer or employee of the Corporation or a subsidiary of the Corporation, or who was at any time during the fiscal year ended July 31, 2017, a director or executive officer of the Corporation, and no person who is a nominee for election as director of the Corporation, and no associate of any such director, executive officer or proposed nominee, is, or was at any time since the beginning of the fiscal year ended July 31, 2017, indebted to the Corporation or a subsidiary of the Corporation. No such person has been indebted at any time since the beginning of the fiscal year ended July 31, 2017 to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or a subsidiary of the Corporation.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Circular, "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or corporation that is itself an informed person or subsidiary of the Corporation; (c) any person or corporation who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or corporation as underwriter in the course of a distribution; and (d) the Corporation if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any such securities.

To the best of the Corporation's knowledge, no informed person of the Corporation, no proposed director of the Corporation or any associate or affiliate of any informed person or proposed director, has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries.

### INFORMATION ON THE AUDIT COMMITTEE

#### 1. Charter of the Audit Committee

The charter of the Audit Committee is annexed to this Circular as Schedule A.

#### 2. Composition of the Audit Committee

The Audit Committee is currently composed of Bruce Connop, Robert J. DeLuccia and Danilo Netto (Chairman). Under National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators ("National Instrument 52-110"), a director of an audit committee is "independent" if he or she has no direct or indirect material relationship with the issuer, that is, a relationship which could, in the view of the Board of Directors, reasonably be expected to interfere with the exercise of the member's independent judgment. For the purpose of assessing the independence of a member of

an audit committee, National Instrument 52-110 further provides that an individual will be deemed to have a material relationship with an issuer if he or she accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member or as part-time chair or vice-chair of the board of directors of the issuer or any committee thereof. For this purpose, the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes the acceptance of a fee by an entity in which such individual is a partner, and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.

Based on the foregoing, the Board of Directors has determined that Bruce Connop, Robert J. DeLuccia and Danilo Netto are independent members of the Audit Committee.

The Board of Directors has determined that each of the members of the Audit Committee is “financially literate” within the meaning of section 1.6 of National Instrument 52-110, that is, each member 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’s financial statements.

### **3. Relevant Education and Relevant Experience**

The education and related experience of each of the members of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee is set out below.

Bruce Connop, PhD, currently Vice President, Non-Clinical & Pharmaceutical Development, of Transition Therapeutics Inc., a subsidiary of OPKO Health, Inc., has experience in pharmaceutical API production and pre-clinical development. Dr. Connop received a doctorate in Pharmacology & Toxicology from Queen’s University, Kingston, Ontario, followed by a Post-Doctoral Fellowship at the University of British Columbia.

Robert J. DeLuccia has broad business experience with both private and public, international biopharmaceutical/ pharmaceutical companies. Mr. DeLuccia is currently Co-founder and Managing Partner of U.S.-based Ampex Pharmaceuticals, LLC. Prior to that, he was Co-founder and Executive Chairman of U.S.-based Dipexium Pharmaceuticals, Inc., a publicly-traded pharmaceutical company, having previously been Executive Chairman of MacroChem Corporation (a U.S.-based publicly-traded specialty pharmaceutical company) having previously been President and Chief Executive Officer. He was formerly President and Chief Executive Officer of Immunomedics Inc., a U.S.-based publicly-traded biopharmaceutical company. He is also a former member of the Board of Directors of Topigen Pharmaceuticals Inc. (a Montréal-based private biopharmaceutical company). He also has held senior level executive positions in major international pharmaceutical companies including Pfizer Inc. and Sanofi. Mr. DeLuccia’s educational background includes a BA (finance and marketing) and an MBA from Iona College in New York.

Danilo Netto has more than 30 years of experience in financial related positions in several industries ranging from Biotechnology, Pharmaceuticals, Aerospace and Food. Mr. Netto is currently Vice-President Finance of Avior Integrated Products Inc., a private mid-size aerospace company. Prior to that, he served as Vice President, Finance at IBEX and held senior financial positions at Nestlé, a large publicly-traded food company. Mr. Netto holds a Bachelor of Commerce degree from Concordia University and a professional accounting designation CPA, CMA.

### **4. Pre-approval Policies and Procedures for Audit Services**

All audit and non-audit services performed by the Corporation’s auditor for the fiscal year must be pre-approved by the Audit Committee.

### **5. External Auditor Fees (By Category)**

The fees incurred by the Corporation in connection with services provided by the external auditor of the Corporation, PricewaterhouseCoopers LLP, Chartered Professional Accountants, during the year ended July 31, 2017 are based on management’s estimates, as the Corporation had not yet been billed for these fees as of the date of this Circular.

(a) *Audit Fees*

“Audit fees” consist of fees for professional services for the audit of the Corporation’s annual consolidated financial statements, assistance with interim financial statements, and related matters. The audit fees were \$92,317 during the fiscal year ended July 31, 2017 and \$95,025 during the fiscal year ended July 31, 2016.

(b) *Audit-Related Fees*

“Audit-related fees” consist of fees for professional services that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and which are not reported under “Audit Fees” above. There were no audit-related fees during the fiscal years ended July 31, 2017 and 2016.

(c) *Tax Fees*

“Tax fees” consist of fees for professional services for tax compliance, tax advice and tax planning. The tax fees were \$24,413 during the fiscal year ended July 31, 2017 and \$35,385 during the fiscal year ended July 31, 2016.

(d) *All Other Fees*

There were no fees for other services during the fiscal years ended July 31, 2017 and 2016.

**6. Reliance on Exemption**

The Corporation is relying on the exemption set out in section 6.1 of National Instrument 52-110 with respect to the composition of the Audit Committee and certain reporting obligations.

**APPOINTMENT OF AUDITOR**

Except where authorization to vote with respect to the appointment of auditor is withheld, the persons named in the accompanying form of proxy intend to vote in favour of the reappointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants, as auditor of IBEX for a term expiring at the next annual meeting of shareholders and to authorize the directors to fix its remuneration. PricewaterhouseCoopers LLP, Chartered Professional Accountants, has been the auditor of IBEX since July 31, 1983.

**OTHER MATTERS**

Management of the Corporation knows of no other matter to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

**SHAREHOLDER PROPOSALS**

The CBCA provides that a registered holder or beneficial owner of shares that is entitled to vote at an annual meeting of the Corporation may submit to the Corporation notice of any matter that the person proposes to raise at the meeting (referred to as a “**Proposal**”) and discuss at the meeting any matter in respect of which the person would have been entitled to submit a Proposal. The CBCA further provides that the Corporation must set out the Proposal in its management proxy circular along with, if so requested by the person who makes the Proposal, a statement in support of the Proposal by such person. However, the Corporation will not be required to set out the Proposal in its management proxy circular or include a supporting statement if, among other things, the Proposal is not submitted to the Corporation at least 90 days before the anniversary date of the notice of meeting that was sent to the shareholders in connection with the previous annual meeting of shareholders of the Corporation. As the notice in connection with the Meeting is dated December 4, 2017, the deadline for submitting a proposal to the Corporation in connection with the next annual meeting of shareholders of the Corporation is September 5, 2018.

The foregoing is a summary only. Shareholders should carefully review the provisions of the CBCA relating to Proposals and consult with a legal advisor.

## **CORPORATE GOVERNANCE**

National Instrument 58-101 *Disclosure of Corporate Governance Practices* and National Policy 58-201 *Corporate Governance Guidelines* of the Canadian Securities Administrators set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as IBEX, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is IBEX's required annual disclosure of its corporate governance practices.

### **1. Board of Directors**

At the annual meeting of shareholders held on January 25, 2017, shareholders elected five directors, namely Paul Baehr, Robert J. DeLuccia, Thomas O. Hecht, Danilo Netto and Bernard R. Patriacca, who passed away on July 8, 2017. On October 11, 2017, following a search by the Corporate Governance Committee, chaired by Robert J. DeLuccia, IBEX's Lead Director, the Board of Directors appointed Joseph Zimmermann as a director to fill the vacancy created by the untimely passing of Mr. Patriacca, and also appointed Bruce Connop as a director, as permitted by IBEX's Articles and the CBCA.

As a result, the Board of Directors is currently composed of six directors. The Board of Directors considers that five directors, namely Bruce Connop, Robert J. DeLuccia, Thomas O. Hecht, Danilo Netto and Joseph Zimmermann, are independent according to the definition of "independence" set out in National Instrument 52-110 as it applies to the Board of Directors.

The Board of Directors considers that only one director, Paul Baehr, is not independent, in that Mr. Baehr is a senior officer of the Corporation.

### **2. Directorships**

None of the directors is presently a director of any reporting issuer.

### **3. Orientation and Continuing Education**

The Corporation provides an orientation program for new appointees to the Board of Directors and various committees in the form of informal meetings with members of the Board and senior management, complemented by presentations on the main areas of the Corporation's business.

The Board does not formally provide continuing education to its directors. The directors are experienced members, many of whom are or have been directors of other issuers. The Board of Directors relies on professional assistance when judged necessary in order to be educated/updated on a particular topic.

### **4. Ethical Business Conduct**

The Corporation has adopted a Code of Business Conduct and Ethics which can be found on SEDAR at [www.sedar.com](http://www.sedar.com). A copy of the Code of Business Conduct and Ethics can also be obtained by contacting the Secretary of the Corporation at 5485 Paré Street, Suite 100, Montréal, Québec H4P 1P7, telephone: (514) 344-4004.

The Corporation formally monitors compliance with the Code of Business Conduct and Ethics as it forms an integral part of an employee's annual performance evaluation.

The Corporation has a Statement of Shared Values which is provided to each employee upon hiring and which is reviewed at periodic meetings of management and employees.

## **5. Nomination of Directors**

The Board of Directors has delegated to the Corporate Governance Committee the responsibility for identifying new candidates for Board nomination and proposing such nominees to the Board.

The process by which the Corporate Governance Committee identifies new candidates for board nomination begins with the approval by the Board of an outline of the skills-sets and background which are desired in a new candidate. Board members or management may suggest candidates for consideration by the Corporate Governance Committee. Occasionally a search firm may be employed. Prospective candidates are interviewed by the Chairman and the lead director and by other Board members on an *ad hoc* basis. An invitation to join the Board is extended only after the Board has reached a consensus on the appropriateness of the candidate.

All of the members of the Corporate Governance Committee are independent according to the definition of “independence” set out in National Instrument 52-110 as it applies to the Board of Directors.

In addition to the responsibilities set out above, the Corporate Governance Committee is responsible for assessing director performance on an on-going basis.

## **6. Compensation**

The Compensation Committee is mandated to review and recommend to the Board for approval the remuneration of directors. The Compensation Committee considers time commitment, comparative fees and responsibilities in determining remuneration.

With respect to the compensation of the Corporation’s officers, see “Statement of Executive Compensation” above.

The Compensation Committee is composed entirely of independent directors, according to the definition of “independence” set out in National Instrument 52-110 as it applies to the Board of Directors.

The Compensation Committee’s primary role and responsibility concern human resources and compensation policies and processes.

If the Compensation Committee determines it necessary, it may investigate and review any human resources or compensation matter. The Compensation Committee has the authority to retain outside experts and, with the approval of the Corporate Governance Committee, engage special legal counsel.

Operationally, measurable corporate and executive objectives are established annually in line with the Corporation’s strategic plan. Performance is then assessed by the Compensation Committee against the measurable objectives.

## **7. Other Board Committees**

Other than the Audit Committee and Compensation Committee, the Board has a Corporate Governance Committee. In addition to the functions described in item 5 above, the Corporate Governance Committee is responsible for developing and monitoring the Corporation’s policy with respect to corporate governance.

## **8. Assessments**

The Corporate Governance Committee assesses, by means of an annual questionnaire, the effectiveness of the Board of Directors, its committees and individual directors. The results of the questionnaire are discussed at the appropriate meeting of the Board of Directors.

## ADDITIONAL INFORMATION

Financial information about the Corporation is contained in its comparative consolidated financial statements and Management's Discussion and Analysis for the fiscal year ended July 31, 2017, and additional information about the Corporation is available on SEDAR at [www.sedar.com](http://www.sedar.com).

If you would like to obtain, at no cost to you, a copy of any of the following documents:

- (a) the comparative consolidated financial statements of the Corporation for the fiscal year ended July 31, 2017 together with the accompanying report of the auditor thereon and any interim consolidated financial statements of the Corporation for periods subsequent to July 31, 2017 and Management's Discussion and Analysis with respect thereto; and
- (b) this Management Proxy Circular,

please send your request to:

IBEX Technologies Inc.  
5485 Paré Street, Suite 100  
Montréal, Québec H4P 1P7  
Telephone: (514) 344-4004  
Telecopier: (514) 344-8827  
E-mail: [ir@ibex.ca](mailto:ir@ibex.ca)

## AUTHORIZATION

The contents and the mailing of this Circular have been approved by the Board of Directors of IBEX.

DATED at Montréal, Québec, this 14<sup>th</sup> day of December 2017.



Richard Collin  
Secretary

## SCHEDULE A

### CHARTER OF THE AUDIT COMMITTEE

#### Policy Statement

It is the policy of IBEX to establish and maintain an Audit Committee of the Board of Directors, composed entirely of independent directors, to assist the Board of Directors (the "Board") in carrying out its oversight responsibility for the Corporation's internal controls, financial reporting and risk management processes. The Audit Committee will be provided with resources commensurate with the duties and responsibilities assigned to it by the Board including administrative support. If determined necessary by the Audit Committee, it will have the discretion to institute investigations of improprieties, or suspected improprieties, within the scope of its responsibilities, including the standing authority to retain experts and, with the approval of the Corporate Governance Committee, special counsel.

#### Composition of the Audit Committee

1. The Audit Committee shall consist of at least three directors. The Board shall appoint the members of the Audit Committee. The members of the Audit Committee shall appoint one member of the Audit Committee to be the Chair of the Audit Committee.
2. Each director appointed to the Audit Committee by the Board shall be an independent director who is unrelated. An unrelated director is a director who is independent of management and is free from any interest, any business or other relationship which could, or could reasonably be perceived, to materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding. In determining whether a director is independent of management, the Board shall make reference to the then current legislation, rules, policies and instruments of applicable regulatory authorities.
3. Each member of the Audit Committee shall be "financially literate". A member is 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 issuer's financial statements.
4. A director appointed by the Board to the Audit Committee shall be a member of the Audit Committee until replaced by the Board or until his or her resignation.
5. The Chief Executive Officer of the Corporation (the "CEO") and the Chairman of the Board shall be ex officio present at the Audit Committee.

#### Meetings of the Audit Committee

1. The Audit Committee shall convene a minimum of four times each year at such times and places as may be designated by the Chair of the Audit Committee and whenever a meeting is requested by the Board, a member of the Audit Committee, the auditors, or a senior officer of the Corporation. Meetings of the Audit Committee shall correspond with the review of the quarterly and annual financial statements and management's discussion and analysis.
2. The rules for calling, holding, conducting and adjourning meetings of the Audit Committee shall be the same as those governing meetings of the Directors as are set out in the Corporation's By-laws.
3. Notice of each meeting of the Audit Committee shall be given to each member of the Audit Committee.

4. Notice of a meeting of the Audit Committee shall:
  - (a) be in writing;
  - (b) state the nature of the business to be transacted at the meeting in reasonable detail;
  - (c) to the extent practicable, be accompanied by copies of documentation to be considered at the meeting; and
  - (d) be given at least two business days prior to the time stipulated for the meeting or such shorter period as the members of the Audit Committee may permit.
5. A quorum for the transaction of business at a meeting of the Audit Committee shall consist of a majority of the members of the Audit Committee. However, it shall be the practice of the Audit Committee to require review and, if necessary, approval of certain important matters by all members of the Audit Committee.
6. A member or members of the Audit Committee may participate in a meeting of the Audit Committee by means of such telephonic, electronic or other communication facilities, as permits all persons participating in the meeting to communicate adequately with each other. A member participating in such a meeting by any such means is deemed to be present at the meeting.
7. In the absence of the Chair of the Audit Committee, the members of the Audit Committee shall choose one of the members present to be Chair of the meeting. In addition, the members of the Audit Committee shall choose one of the persons present to be the Secretary of the meeting.
8. The Chairman of the Board, senior management of the Corporation and other parties may attend meetings of the Audit Committee; however the Audit Committee: (i) shall meet with the external auditors independent of management; and (ii) may meet separately with management.
9. Minutes shall be kept of all meetings of the Audit Committee and shall be signed by the Chair and the Secretary of the meeting.

**Duties and Responsibilities of the Audit Committee**

1. The Audit Committee's primary duties and responsibilities are to:
  - (a) identify and monitor the management of the principal risks that could impact the financial reporting of the Corporation;
  - (b) monitor the integrity of the Corporation's financial reporting process and system of internal controls regarding financial reporting and accounting compliance;
  - (c) monitor the independence and performance of the Corporation's external auditors;
  - (d) deal directly with the external auditors to approve external audit plans, other services (if any) and fees;
  - (e) directly oversee the external audit process and results (in addition to items described in Section 4 below);
  - (f) provide an avenue of communication among the external auditors, management and the Board;
  - (g) establish procedures for: a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters; and
  - (h) ensure that an appropriate Code of Business Conduct and Ethics is in place and understood by employees and directors of the Corporation.



2. The Audit Committee shall have the authority to:
  - (a) inspect any and all of the books and records of the Corporation, its subsidiaries and affiliates;
  - (b) discuss with management of the Corporation, its subsidiaries and affiliates and senior staff of the Corporation, any affected party and the external auditors, such accounts, records and other matters as any member of the Audit Committee considers necessary and appropriate;
  - (c) engage independent counsel and other advisors as it determines necessary to carry out its duties; and
  - (d) to set and pay the compensation for any advisors employed by the Audit Committee.
3. The Audit Committee shall, at the earliest opportunity after each meeting, report to the Board the results of its activities and any reviews undertaken and make recommendations to the Board as deemed appropriate.
4. The Audit Committee shall:
  - (a) review the audit plan with the Corporation's external auditors and with management;
  - (b) discuss with management and the external auditors any proposed changes in major accounting policies or principles, the presentation and impact of significant risks and uncertainties and key estimates and judgments of management that may be material to financial reporting;
  - (c) review with management and with the external auditors significant financial reporting issues arising during the most recent fiscal period and the resolution or proposed resolution of such issues;
  - (d) review and resolve any problems experienced or concerns expressed by the external auditors in performing an audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
  - (e) review with senior management the process of identifying, monitoring and reporting the principal risks affecting financial reporting;
  - (f) review audited annual financial statements and related documents in conjunction with the report of the external auditors and obtain an explanation from management of all significant variances between comparative reporting periods;
  - (g) consider and review with management, the internal control memorandum or management letter containing the recommendations of the external auditors and management's response, if any, including an evaluation of the adequacy and effectiveness of the internal financial controls of the Corporation and subsequent follow-up to any identified weaknesses;
  - (h) review with financial management the quarterly unaudited financial statements and management discussion and analysis ("MD&A") before release to the public;
  - (i) before release, review and if appropriate, recommend for approval by the Board, all public disclosure documents containing audited or unaudited financial information, including any prospectuses, annual reports, annual information forms, annual financial statements, management's discussion and analysis and press releases; and
  - (j) oversee any of the financial affairs of the Corporation, its subsidiaries or affiliates, and, if deemed appropriate, make recommendations to the Board, external auditors or management;
  - (k) ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the issuer's financial statements (other than public disclosure such as financial statements, MD&A and annual and interim earnings report), and must periodically assess adequacy of those procedures;

- (l) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former and current external auditor of the Corporation.
5. The Audit Committee shall:
  - (a) evaluate the independence and performance of the external auditors and annually recommend to the Board the appointment of the external auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the issuer;
  - (b) consider the recommendations of management in respect of the appointment of the external auditors;
  - (c) pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by its external auditors, or the external auditors of the Corporation's subsidiary entities;
  - (d) approve the engagement letter for non-audit services to be provided by the external auditors or affiliates, together with estimated fees, and considering the potential impact of such services on the independence of the external auditors;
  - (e) when there is to be a change of external auditors, review all issues and provide documentation related to the change, including the information to be included in the Notice of Change of Auditors and documentation required pursuant to National Instrument 51-102 (or any successor legislation) of the Canadian Securities Administrators and the planned steps for an orderly transition period; and
  - (f) review and resolve all reportable events, including disagreements, unresolved issues and consultations, as defined by applicable securities policies, on a routine basis, whether or not there is to be a change of external auditors.
6. The Audit Committee shall review the amount and terms of any insurance to be obtained or maintained by the Corporation with respect to risks inherent in its operations and potential liabilities incurred by the directors or officers in the discharge of their duties and responsibilities.
7. The Audit Committee shall review the appointments of the Chief Financial Officer and any key financial managers who are involved in the financial reporting process.
8. The Audit Committee shall assess, on an annual basis, the adequacy of this Mandate and the performance of the Audit Committee.
9. In contributing to the Audit Committee's discharging of its duties under this Mandate, each Member shall be entitled to rely in good faith upon:
  - (a) accounting information of the Corporation represented to him by an officer of the Corporation or in a written report of the auditors; and
  - (b) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.
10. In contributing to the Audit Committee's discharging of its duties under this Mandate, each Member shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this Mandate is intended, or may be construed, to impose on any Member a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board Members are subject. The essence of the Audit Committee's duties is the monitoring and reviewing to gain reasonable assurance (but not to ensure) that the Corporation's business activities are being conducted effectively and that the financial reporting objectives are being met and to enable the Audit Committee to report thereon to the Board.