



ANNUAL INFORMATION FORM

For the Year Ended February 28, 2017

DATED: May 31, 2017

Table of Contents

FORWARD LOOKING STATEMENTS.....	3
CORPORATE STRUCTURE.....	4
Name, Address and Incorporation.....	4
Inter-corporate Relationships	4
DESCRIPTION AND DEVELOPMENT OF THE BUSINESS	4
Summary	4
History of OneSoft Solutions Inc.	4
Business Strategy and Relationship with Microsoft Inc.....	5
Products.....	6
Consolidated Revenue.....	6
Products and Markets	6
RISK FACTORS:	10
SIGNIFICANT ACQUISITIONS	15
DIVIDENDS AND DISTRIBUTIONS.....	15
DESCRIPTION OF CAPITAL STRUCTURE.....	16
MARKET FOR SECURITIES	16
ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER.....	17
DIRECTORS AND OFFICERS	17
LEGAL PROCEEDINGS.....	19
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	19
TRANSFER AGENTS AND REGISTRARS.....	20
MATERIAL CONTRACTS	20
INTEREST OF EXPERTS	20
ADDITIONAL INFORMATION.....	20
APPENDIX A: THE AUDIT COMMITTEE'S CHARTER.....	21

FORWARD LOOKING STATEMENTS

This 2017 Annual Information Form (the "2017 AIF") contain historical information, descriptions of current circumstances and statements about potential future developments and anticipated financial results, performance or achievements of the Company and its subsidiaries. The latter statements, which are forward-looking statements, are presented to provide guidance to the reader but their accuracy depends on a number of assumptions and are subject to various known and unknown risks and uncertainties. Forward-looking statements are included under the headings "Company Products", "New Products", "Changes to Contracts" and the section entitled "Risk Factors". When used in the 2017 AIF, such statements may contain such words as "may," "will," "intend," "should," "expect," "believe," "outlook," "predict," "remain," "anticipate," "estimate," "potential," "continue," "plan," "could," "might," "project," "targeting" or the negative of these terms or other similar terminology. Forward looking information in the 2017 AIF includes, without limitation, statements regarding funding requirements. These statements are based on management's current expectations regarding future events and operating performance, are based on information currently available to management, speak only as of the date of the 2017 AIF and are subject to risks described herein and in the Company's public filings on the Canadian Securities Administrators' website at www.sedar.com ("SEDAR") and as updated from time to time, and would include, but are not limited to, dependence on market economic conditions, sales and margin risk, acquisition and integration risks, competition, information system risks, risks associated with the introduction of new products, product design risk, environmental risks, customer and vendor risks, credit risks, currency risks, tax risks, risks of legislative changes, risks relating to remote operations, key executive risk and litigation risks. In addition, there are numerous risks associated with an investment in the Company's common shares, which are updated from time to time in the Company's other public filings on SEDAR. These risks and uncertainties may cause actual results to differ materially from those expressed in forward-looking statements. Such statements reflect management's current views and are based on certain assumptions. Some of the key assumptions include, but are not limited to, assumptions regarding the performance of the Canadian and the United States economies, interest rates, exchange rates, capital availability, the amount of the Company's cash flow from operations; tax laws; laws and regulations relating to the protection of the environment; and capital spending requirements or planning in respect thereto, including but not limited to the performance of any such business and its operation. They are, by necessity, only estimates of future developments and actual developments may differ materially from these statements due to a number of known and unknown factors. Investors are cautioned not to place undue reliance on these forward-looking statements. All forward-looking information in the 2017 AIF is qualified by these cautionary statements. Although the forward-looking information contained these 2017 AIF is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Certain statements included in the 2017 AIF may be considered "financial outlook" for purposes of applicable securities laws, and such financial outlook may not be appropriate for purposes other than this 2017 AIF.

The forward-looking statements contained in the 2017 AIF are made as of the date of this report, and should not be relied upon as representing management's views as of any date subsequent to the date of this report. Except as required by applicable law, the Company undertakes no obligation to publicly update or otherwise revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

CORPORATE STRUCTURE

Name, Address and Incorporation

OneSoft Solutions Inc. (“OneSoft” or the “Company”) is a corporation incorporated by certificate of incorporation issued pursuant to the provisions of the Alberta *Business Corporations Act* on September 6, 1996 under the name Discovery Acquisitions Inc. On October 15, 2002, the Company amended its Articles of Incorporation to change its name to Visions HRM Software Inc. and on December 2, 2004, the Company changed its name to Serenic Corporation. On July 28, 2014, the Company changed its name to OneSoft Solutions Inc.

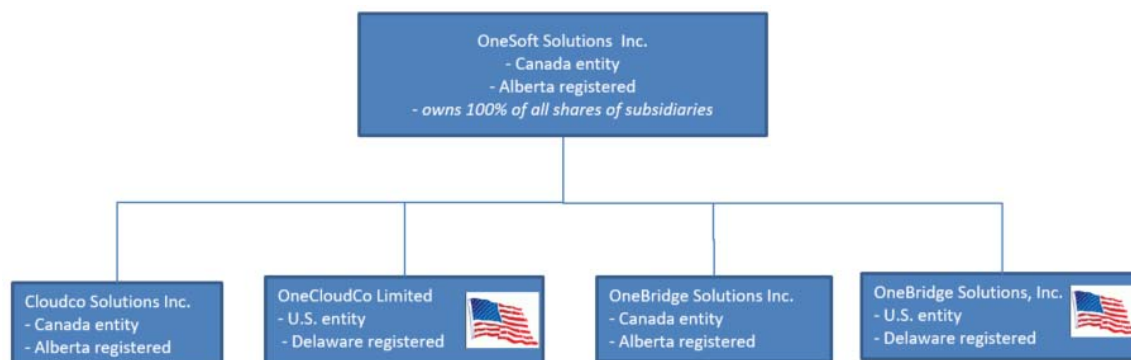
The head office of the Company is located at 4227 Enterprise Square, 10230 Jasper Avenue, Edmonton, Alberta, T5J 4P6 and its telephone number is 780-248-5794. The registered office of the Company is located at 1700 Enbridge Centre, 10175 - 101 Street, Edmonton, Alberta, T5J 0H2.

OneSoft is a public company which common shares trade on the TSX Venture Exchange under the trading symbol "OSS and on the OTCQB market in the USA under the symbol "OSSIF".

Inter-corporate Relationships

The Company conducts its operations through its wholly owned and controlled subsidiaries, OneCloudCo Limited, CloudCo Solutions Inc., OneBridge Solutions Inc. and OneBridge Solutions, Inc. OneCloudCo Limited was incorporated in the State of Delaware, USA, on July 18, 2014. CloudCo Solutions Inc. was incorporated in Alberta, Canada on July 15, 2014. OneBridge Solutions Inc. was incorporated in Alberta on June 16, 2015. It provides software services to the oil and gas pipeline industry and it owns the net assets purchased from Bridge Solutions Inc. OneBridge Solutions, Inc. was incorporated in the State of Delaware, USA, on November 19, 2015 and it markets and sells software use licenses for OneBridge Solutions Inc. OneCloudCo and CloudCo were inactive as at February 28, 2017.

As at February 28, 2017, the Company’s corporate structure was as follows:



DESCRIPTION AND DEVELOPMENT OF THE BUSINESS

Summary

OneSoft Solutions Inc. is a provider of software solutions for select markets, all of which are built using Microsoft’s Cloud technologies. Its mission is to acquire, manage and build next-generation software businesses that will provide specialized, mission-critical cloud software solutions to address customer needs. OneSoft develops software technology and products that have capability to transition legacy, on premise licensed software applications to operate on the Microsoft Cloud, in conjunction with Office 365, CRM Online, Microsoft BI and Microsoft Azure Machine Learning. OneSoft’s business strategy is to seek opportunities to convert legacy business software applications that are historically cumbersome to deploy and costly to operate, to a more cost-efficient subscription based business model utilizing the Microsoft Cloud platform and services, with accessibility through any internet capable device.

History of OneSoft Solutions Inc.

The Company began trading as a public company in 1997. It acquired Serenic Canada Inc. of Edmonton, Alberta on October 1, 2002, which sold payroll and human resource management software to users of

Microsoft Navision within North America. In 2004, the Company acquired Serenic Software Inc. of Lakewood, Colorado on July 1, 2004, and revenues grew organically to \$12.0 million by 2013. Serenic Software (EMEA) Inc. was incorporated October 23, 2012 in England to foster sales expansion into Europe. On July 28, 2014, the Company sold Serenic Software, Inc., Serenic Canada Inc. and Serenic Software (EMEA) Limited to Sylogist Ltd. of Calgary, Alberta for cash of \$7,911,471 of which it paid \$6,837,506 to its shareholders.

Following the sale of the Serenic subsidiaries, the Company's name became OneSoft Solutions Inc. ("OSS" or "OneSoft"). OneSoft retained the intellectual property and personnel associated with its Cloud based business operations, and it incorporated two new wholly-owned subsidiaries, Cloudco Solutions Inc. in Alberta, Canada, and OneCloudCo Limited in Delaware, USA. OneCloudCo Limited marketed the Company's early Cloud solutions to new customer segments not previously pursued. On February 29, 2016, OneSoft sold the business assets of OneCloudCo Limited to Tangicloud Technologies Inc. ("TTI") of Denver Colorado. Payment of the purchase price is contingent upon TTI surpassing certain revenue minimums from the business assets. Due to the uncertainty of the future revenue, OneSoft will only recognize any gain on the sale when and if payments are received. No payments have been received to date. OneSoft continued to provide software to the customers until TTI assumed full operational responsibility in July 2016.

On July 17, 2015, the Company acquired the business of Bridge Solutions Inc. ("Bridge"), a private Alberta company. Bridge had developed technology that assisted pipeline operators in optimizing their infrastructure management and in identifying potential threats to a pipeline's integrity. OneSoft, through a new subsidiary, OneBridge Solutions Inc., ("OneBridge") acquired all rights, title and interest in and to the Bridge intellectual properties for an acquisition price of \$818,077, paid by issuance of 11,733,024 OSS treasury shares. Of these shares, 4,503,800 shares are held in escrow to be released contingently based on the future earnings of OneBridge. Escrowed shares not released prior to July 17, 2020 will be cancelled. No escrowed shares have been released to date.

Business Strategy and Relationship with Microsoft Inc.

OneSoft's technological strategy is closely aligned with Microsoft, as OneSoft's management believes that Microsoft's action to promote its Cloud platform as the global cloud platform of choice will have a significant influence on our future success. In December 2015, OneBridge was selected by Microsoft Accelerator, as one of nine companies from 721 applicants from 50 countries, to participate in Microsoft's first Accelerator program to focus on Machine Learning, Data Sciences and Big Data. Accelerator took place in Seattle from February 2016 to June 2016, wherein we fast-tracked the design and development of our products. Microsoft's decision to support the OneBridge project has been highly valuable to date and we believe has provided great credibility to OneBridge's strategies. This support has included cash reimbursements, free use of software and services and collaboration with Microsoft's Oil and Gas sales field teams who have introduced us to enterprise level prospective customers, some of whom we are now engaged with. We estimate that our technology development progress was advanced by perhaps one to two years by participating in Accelerator, because of the timely access we had to various Microsoft product teams. Microsoft's support both during and after Accelerator has a potential bottom-line value to OneBridge of approximately US \$600,000, consisting of business, sales and marketing mentorship, reimbursement of certain development expenses, and provision of free software and credits for Azure usage fees to a maximum amount of U.S. \$500,000 through February of 2019.

Following this initial development sprint in Seattle, OneBridge graduated to being a Microsoft Accelerator alumni member which allows us the use Microsoft's world-wide sales and marketing facilities and resources, including collaborating on sales and marketing initiatives with Microsoft's specialized teams who sell to oil and gas pipeline customers. Our initial sales meetings with large prospective clients generally include Microsoft personnel who present the value proposition of cloud versus legacy desktop solutions to prospective customers, which is highly important given the industry's prevailing attitudes on maximum secrecy and protection of their data. Microsoft is motivated to contribute resources and expertise because successful deployment of OneBridge's solutions is expected to drive consumption of Microsoft's cloud platform and services and increase their cloud based revenues.

Products

The Company currently has one product group: software-as-a-service (“SaaS”) solutions for the North American pipeline industry. These products are developed by its Canadian subsidiary, OneBridge Solutions Inc. and marketed and licensed for use through its U.S. subsidiary, OneBridge Solutions, Inc. to pipeline operators in the USA and Canada. Previously, the Company provided accounting and operational software and implementation services to not-for-profit organizations on a software as a service basis. The Company operated in a pre-revenue mode between August 2014 and January, 2017, at which time its first pipeline SaaS solution was released to market for commercial use.

Consolidated Revenue

By Product Line:

	Year ended February,			
	2017	2016	2015	2014
	\$	\$	\$	\$
Pipeline software	530,096	127,188	-	-
Accounting software	40,681	278,230	174,466	73,131
Total revenue	570,777	405,418	174,466	73,131

By Geographic segments

	Year ended February,			
	2017	2016	2015	2014
	\$	\$	\$	\$
Canada	165,867	-	-	-
United States	404,910	405,418	174,466	73,131
Total revenue	570,777	405,418	174,466	73,131

Products and Markets

Cognitive Integrity Management (“CIM”) is a software-as-a-service (“SaaS”) application that uses the Microsoft Cloud Platform and services including machine learning, predictive analytics, business intelligence reporting and other data science components to assist pipeline companies to reduce or potentially prevent pipeline failures.

CIM was made available to certain early adopter customers commencing in July 2016 and was commercially released in January 2017. The Company continues to develop CIM and to add features and innovations which its customers believe would enhance the utility of the product. The Company anticipates it will continue to develop this product over the next several years.

OneSoft has incorporated components of Microsoft’s cloud technology and services into its CIM products to create what we believe is cutting-edge software. This software utilizes machine learning (“ML”), a form of artificial computing intelligence, to analyze the vast quantities of data (“big data”) recorded in inline inspection (“ILI”) data sets created by pipeline inspection gauges (“pigs”) inspecting oil and gas pipelines during the past two decades. Our plan is to continue to develop and enhance our proprietary ML algorithms which we believe will have capability to assess multiple factors including other data sets that might correlate with pipeline deterioration such as pipe coating failure, soil types, seismic, moisture and other environmental information etc., to determine the patterns that contribute to the deterioration and ultimate failure of hazardous pipelines.

Safety Management System/Compliance Analytics (“SMS/CA”) software is comprised of two solutions: **Public Awareness (“PA”) and Emergency Response Management (“ERM”)**. PA is designed to reduce the costs and increase the effectiveness of the annual PA mailing campaigns which are mandatory in the USA for hazardous pipeline operators. ERM provides access within minutes to critical data and information that emergency first responders require to formulate response plans to pipeline failures to enhance safety for emergency personnel and the public and to reduce damage to infrastructure and the environment.

The Company has delayed the further development required to refine its PA and ERM products in order to focus solely on enhancing and marketing its CIM application. We expect to re-visit PA and ERM after CIM

has achieved a level of commercial success desired by the Company, as we believe a market exists for it, including our CIM customers

Product development is done in-house by our staff, augmented by an offshore development team we have exclusively contracted with. Future development costs will consist of staff salaries only and contractual amounts paid to the offshore development team. Specialized skill and knowledge, especially in machine learning, the creation and application of data analysis algorithms and other data sciences is required to develop our products. The Company employs its own data scientists and is also engaged in research work with a U.S. and a Canadian university where professors and doctoral-level students are working to generate improved results through the creation and application of advanced algorithms and predictive analytics. The Company’s internal staff has averaged twelve people over the last year and its off-shore team consists of five full time equivalents.

We caution the reader that our software solutions use numerous new cloud technology components that are not yet mainstream and, as a result, our anticipated product release cycles and schedules are highly fluid and subject to delays and numerous risks. We will grow and evolve our products in accordance with our product roadmap which is based on our deep domain expertise regarding pipeline data management, continued incorporation of applicable components of Microsoft’s cloud platform and services, and incorporation of customer input and feedback regarding product features and functionality they need to manage their pipeline assets as smart infrastructure.

Market for the Company’s Products

We are focused on the US market at the present time, which is comprised of more than 3,000 pipeline companies who collectively operate approximately 2.7 million miles of oil and gas transmission pipeline infrastructure. We consider approximately 600,000 miles of pipeline to be in our initial target market, as these are the sections of pipelines that are accessible by inline inspection tools and therefore have, or could have, ILI data. Our immediate strategy is to market the current CIM functionality to operators who have ILI data for their pipelines and to augment our ML algorithms with the capability to analyze environmental and other external data factors in conjunction with ILI data. Our longer-term strategy is to use our optimized ML algorithms to effectively analyze all pipelines regardless of whether they have ILI data, thus potentially widening the addressable market for our solutions.

The primary reason we are focusing on the US market initially is because regulatory bodies are mandating that US pipeline operators adopt improved data management systems, which we believe will provide the information necessary to utilize predictive analytics in the future and ultimately better information for management to operate their pipelines. We have learned through working with private preview customers and potential new customers that the industry and its regulators have a common objective of reducing pipeline failures to zero. Attaining this objective is highly compelling, as its achievement will greatly improve safety for individuals and the environment and save pipeline operators substantial costs. The following table⁽¹⁾ containing information reported by the US hazardous pipeline regulator, PHMSA, illustrates the human and financial costs resulting from significant pipeline incidents in the USA during the past 20 years.

Calendar Year	Number	Fatalities	Injuries	Total Cost Current Year Dollars
1997	267	10	77	\$110,377,793
1998	295	21	81	\$174,516,797
1999	275	22	108	\$178,313,209
2000	290	38	81	\$257,659,464
2001	233	7	61	\$79,086,596
2002	258	12	49	\$124,067,949
2003	297	12	71	\$163,459,897
2004	309	23	56	\$314,362,210
2005	336	16	46	\$1,476,994,582
2006	257	19	34	\$157,117,098
2007	265	15	46	\$147,800,810
2008	278	8	54	\$592,290,867
2009	275	13	62	\$180,360,208
2010	264	19	103	\$1,854,123,037
2011	288	12	51	\$447,407,013
2012	254	10	54	\$233,813,285
2013	304	8	42	\$355,213,552
2014	301	19	94	\$305,253,746
2015	328	10	49	\$338,297,940
2016	304	16	80	\$298,074,613
Grand Total	5,678	310	1,299	\$7,788,590,667

PHMSA Pipeline Incidents: Multi-Year Averages (1997-2016)
Incident Type: Significant System Type: ALL State: ALL

⁽¹⁾ PHMSA website, [Internet]: PHMSA Pipeline Significant Incidents, 1997-2016, May 17, 2017. [Url: https://hip.phmsa.dot.gov/analyticsSOAP/saw.dll?Portalpages](https://hip.phmsa.dot.gov/analyticsSOAP/saw.dll?Portalpages)

Although our focus is currently on US customers, we expect to eventually engage in other markets, including Canada and selected international markets from which we have garnered expressions of interest. Management estimates that the US market represents approximately 62%⁽²⁾ of the world market for our solutions.

⁽²⁾ Central Intelligence Agency, [Internet]: The World Factbook, May 9, 2017. URL: <https://www.cia.gov/library/publications/the-world-factbook/fields/2117.html>

The 600,000⁽¹⁾ miles of the 2.7 million miles of pipeline stated above are our prime initial market (the “phase one total potential market”). The phase one total potential market represents our immediate sales and marketing focus, and the associated maximum achievable potential revenue from CIM with its current functionality (and/or from other similar products that may be developed by competitors), assuming our anticipated pricing of USD \$60 or CAD \$78 per pipeline data/mile, equates to approximately CAD \$46.8 million annually. In the future, we believe that we will also be able to address the balance of the pipeline infrastructure (the remaining 2.1 million miles, or “phase two total potential market”) by enhancing our ML algorithms to analyze the environmental data and other external factors that correlate with pipeline degradation. Once our future ML algorithms can be developed to successfully conduct such analyses in a statistically sound manner, we believe we will be able to analyze the vast majority of all pipelines, regardless of whether ILI data for those pipeline segments exists. We estimate the phase two total potential revenue, assuming such additional functionality can be successfully developed and the current pricing model is sustained, to be approximately \$163.8 million annually (at CAD \$78/mile). We anticipate that new companion products to CIM that we are considering developing, such as sophisticated risk analysis and dig management solutions, may further increase potential revenue for these new solutions. We refer to the market as described, including its estimated size of \$210.6 million (being phase 1 estimate of \$46.8 million and phase two of \$163.8 million), as our “Total Addressable Market or “TAM”.

⁽¹⁾ An authoritative reference for this estimate has not been found. Our estimate has been developed through staff knowledge and through communications with and web searches of pipeline operators, industry suppliers, regulators, pipeline inspection gauge vendors, industry trade publications and other pipeline industry data sources.

Distribution methods

Licenses to use the Company’s product are sold directly by the Company through its sales staff. The Company does not engage resale partners and this could change in the future.

Production and Services

The Company’s products have been designed to be operated on Microsoft Azure, a cloud computing service created by Microsoft for building, deploying, and managing applications and services through a global network of Microsoft-managed data centers. Customers are assessed a monthly fee based on the mileage of the pipeline segments for which inline inspection (“ILI”) pipeline assessments have been ingested into the OneBridge solutions. Additionally, customers are assessed the costs of the Azure monthly consumption charged by Microsoft with a markup to offset related expenses and provide a small profit. To date, the Company has not assessed fees associated with normalizing the clients ILI data to ensure it can be accurately uploaded into the Company’s products. This may be revisited in the near future given that the Company’s products were designed to be self-serviceable and not to require any assistance from Company personnel.

Customers are required to sign a software use and access contract and their product usage fees and Azure consumption costs are invoiced monthly.

Competitive Conditions

Several other companies provide assessments of ILI inspection to pipeline operators. To the best of our knowledge, such assessments are being performed using legacy (desktop computing) systems and no competitor we are aware of uses machine learning, big data, predictive analytics and other data science techniques to provide the type of analysis that OneBridge provides to its customers. While we believe the

industry will eventually adopt cloud technology, Management believes OneBridge has a head-start of several years to capture market share before competitive companies offer similar software to pipeline operators, due largely to our participation in the Microsoft Accelerator program for Machine Learning and Big Data.

OneBridge also leverages, when feasible, Microsoft's presence when doing sales calls. We believe Microsoft provides credibility and particularly assurance of data safety and protection to pipeline companies who may have some initial concerns about maintaining the confidentiality of their pipeline data to anyone outside their company. Microsoft is motivated to collaborate with OneBridge to engage new customers, as adoption of OneBridge solutions also drives consumption and revenue for Microsoft's cloud platform and services. We are not aware of any competitor who is as closely linked to Microsoft in this way, to derive the strategic benefits that a partner of this magnitude and capability provides.

New Products

In addition to the PA and ERM products discussed above, the Company is currently developing a new HoloLens augmented reality application. This software uses a Microsoft HoloLens device to overlay ILLI data and other digital information as 3D hologram visualizations on exposed sections of a pipeline to allow users to visualize the corrosion existing inside the pipeline to more accurately direct the refurbishment and repair of segments of pipeline. The HoloLens product was demonstrated during the first week of March 2017, at the Pipeline Pigging and Integrity Management trade show that was held in Houston, TX which draws an international audience. The HoloLens product is scheduled for release in the fiscal year ending February 2018. It is being developed by Company staff and the Company believes its only costs will be salary expense which the Company has allowed for in its annual budget.

Intangible Properties

All software applications have been developed by the Company and no royalties are due to other companies for use of the underlying software used to build the Company's applications. The Company has no patents or trademarks. The feasibility, benefit and cost effectiveness of patenting of certain software IP is being considered.

Business Cycles

The Company's products are used by pipeline companies to predict pipeline failures, optimize pipeline refurbishment schedules and to assist clients to comply with rigorous pipeline operating standards which are financially punitive for non-compliance. Pipeline failures are very expensive to remediate and very damaging to their reputations so pipeline operators are highly motivated to avoid them. Pipelines are used continuously all year and corrosion and other defects that develop must be continually addressed. Additionally, the Company intends its usage contracts to have minimum terms which will encourage clients to continue to use the software after they have successfully adopted it and to pay regular monthly payments. Given this, the Company believes its products will be used continuously throughout the year and revenue generation will be neither cyclical nor seasonal.

Economic Dependence

As at the date of this document, the Company is dependent on the provision of Microsoft Azure Cloud platform and services as the platform on which the Company's applications are installed for customer use. The Company is not currently paying the costs of usage, due to the grant of US\$500,000 of free Azure services the Company received due to its participation in the Accelerator program. In the last year, and as at February 28, 2017, the Company had consumed US\$167,783 of these credits. The Company believes it could successfully install its applications on competitive cloud network applications if there was sufficiently strong commercial reason to do so at costs similar to those of Microsoft.

The Company has no other economic dependencies.

Changes to Contracts

As at the date of this document, the Company had two private preview clients with whom we are attempting to convert to long-term commercial contracts. One of these clients has been paying monthly commercial rates since January 2017 and the contract is being negotiated. Discussions are in process with the second client. The discontinuance of these relationships would affect the company's planned revenue generation; however, other prospective customers have expressed interest in adopting our products.

Environmental Protection

There are no environmental protection regulations which would affect the normal day to day operation of the Company. Externally, the Company's clients must continually take affirmative action to comply with ever increasing pipeline regulations designed to protect people and the environment and to maintain their pipeline assets to prevent failures, which could be affected by environmental change. In this regard, the Company is a benefactor from environmental change and regulations designed to enhance protection of the environment.

RISK FACTORS:

The Company's products are new and different from current industry solutions and therefore have no established markets

Currently there is no established market for the Company's new technologies and products, or for similar technologies and products that might be provided by other software vendors. Machine learning, predictive analytics and other big data science technologies are relatively new technologies which the Company believes can be used to improve the safety of oil and gas pipelines in North America and other jurisdictions in the world. To the best knowledge of the Company, these sciences have not been successfully applied and used in the pipeline industry in the manner envisioned by Company management. While the Company believes that such applications may potentially render very favourable results, there can be no assurance that such applications will be successful, or that the Company's potential customers will adopt these new technologies, products and/or practices. Failure of potential customers to adopt these new technologies and products could materially reduce the TAM, in whole, or in part.

Demand for the Company's products is unknown as potential customers may choose to continue to use legacy solutions or alternative technology/solutions. Pipeline operators within North America may currently be using technologies, processes and procedures which they and their regulators may consider to be adequate to address the guidelines and regulations that govern the safe operation of oil and gas pipelines. While the Company believes the value proposition of its new cloud technology and products is compelling to potential customers, there can be no assurance that potential customers will adopt the Company's products, or be willing to change their current practices. Accordingly, the TAM as estimated by the Company may not develop in part, or even at all.

The introduction of new products or new technologies could render the Company's products and/or the Company's future products that are currently being planned or developed obsolete. The computer software industry, particularly regarding new cloud and big data science technologies, is undergoing rapid and constant change, and new instruments, gauges and machines are being introduced to the pipeline industry on a regular basis. The Company believes it must bring its products to market on a rapid timeline to ensure its software applications are not rendered obsolete or inferior by potentially more efficient and effective competitive products, or otherwise lose market opportunity because of superior products which may be developed and marketed by competing vendors. Such events could materially reduce or eliminate the TAM as estimated by the Company.

The Company's pricing model is different from current industry practices and may not be accepted by the industry

There is no guarantee that the Company will be able to sell its products and services based on a per mile pricing model ("SaaS Fees Structure") as anticipated by the Company. We believe that this is a new pricing model that has not been used in the industry to date, and there can be no assurance that this pricing model

will be acceptable to and embraced by prospective customers of the Company. Whereas the Company currently believes that a fee structure of USD \$60.00 per mile per year for functionality provided by its initial version of the CIM solution or by potentially similar competing products, and that a fee structure of between USD \$90 and USD \$120 per mile per year for functionality for subsequent versions of CIM as envisioned by the Company, or by potentially similar competing products, are reasonable expectations with respect to revenue assumptions, there can be no assurance that the Company's current pricing model will not need to be altered in the future, and that such potential changes may materially alter the Company's current estimate of TAM. The Company has determined the reasonableness of its SaaS Fees Structure and pricing by communicating with several potential customers and industry followers, and it believes that its planned pricing may generally be accepted by prospective customers; however, the Company to date has not yet entered into long term contracts with customers, and there can be no assurance the Company will be able to realize, either when first contracted or on a continuing basis, revenues that arise from using the Company's current SaaS Fees Structure and pricing model. Additionally, new competitors could enter and compete in the Company's intended market place. Any or all of these factors could materially alter the Company's current estimate of TAM and its generation of revenue therefrom.

Risks regarding a patent of the Company's intellectual property;

The Company has engaged a law firm to initiate the filing of a provisional patent application to protect components of its intellectual property. The Company may or may not be successful in being granted its application for a patent or patents. The lack of a patent may make the Company's products vulnerable to being copied or infringed upon by a competitor and may negatively impact the ability of the Company to compete effectively to exploit the TAM. If the Company is successfully awarded a patent or patents, it will be necessary to reveal certain details regarding the Company's technology and intellectual property secrets, which could introduce additional risks associated with competitors who may not respect patent protection rights, or may otherwise not be bound by patent protection rights because of the geographic location they operate from. Recently, the Company learned a Patent Application was filed in the United States and Canada embodying elements of its older pre-CIM intellectual property. The Patent Applications have or are being opposed, and the Company believes these actions will defeat the granting of the patent. Any or all of these factors could materially alter the Company's current estimate of TAM and its generation of revenue therefrom.

Future planned functionality enhancements may not be feasibly marketable

Planned future enhancements to the Company's products may not be sufficiently compelling to potential customers, which could prevent the Company from attaining its planned future pricing structure. This could materially alter the Company's current estimate of TAM and revenue model.

The Company has previously disclosed its intention to commercially release its CIM product functionality in phases. Phase 1 CIM launched on January 16, 2017. Subsequent phases of CIM functionality are in the development stage, and accurate product specification and timelines for their commercial release may be dependent upon factors that are not yet known, including potential technological hurdles and inability to address input and feedback from customers engaged prior to commercial release of the products. Phased development of CIM is integral to the Company's calculation of TAM, as is the Company's belief that customers will be willing to pay higher per mile prices for additional functionality. There can be no assurance that prospective customers will find such future functionality to be sufficiently compelling to warrant higher pricing as we anticipate today. Additionally, the Company may ultimately determine that it may be uneconomic to pursue subsequent phases of development of CIM, if the current version of the product is not purchased in sufficient numbers by customers. Any of these factors may cause the Company to not pursue subsequent phases of CIM development and sales, or to continue to provide their availability once launched, which could materially reduce the Company's current estimate of TAM and its generation of revenue therefrom.

The Company's reliance on the Microsoft cloud platform and services

Management believes that the Company currently has a degree of competitive advantage because it was an early adopter of Microsoft's cloud platform and services commencing in 2011, and it was a participant in Microsoft Venture's first Accelerator program for machine learning and data science involving big data. Microsoft is working collaboratively with the Company to assist with the introduction, marketing and sale

of our products to selected enterprise level customers within the USA. There can be no assurance that other software vendors will not, either now or in the future, develop competing products to the Company's that are also based on Microsoft's cloud platform and services, and/or on competing cloud technology platforms. Risks associated with the Company's reliance upon Microsoft include Microsoft increasing its rates for its cloud platform and services that power the Company's products, which might render the Company's products uncompetitive because of high cost; and the possibility that Microsoft may elect to work with other software vendors so they can compete with the Company. Potential changes to Microsoft's current cloud platform and services pricing model, or a reduction in the level of support that Microsoft is currently providing to assist the Company to advance its business, could materially alter the Company's current estimate of TAM and its generation of revenue therefrom.

Personnel risks concerning TAM

In determining the Company's estimate for TAM, the Company is relying on current assumptions regarding its ability to retain current personnel and attract future employees who have specialized knowledge and expertise pertaining to technology development, sales, marketing and servicing of products for oil and gas pipeline customers. There can be no assurance that the Company will be able to replace current employees or hire new employees in the future who have the specialized knowledge that is required to advance our business. The Company's potential inability to replace current skillsets and expertise and/or expand our teams to accommodate growth in a timely manner could materially alter the Company's current estimate of TAM and its generation of revenue therefrom.

OneSoft's Cloud projects are not without risk, as customers may choose to continue to use legacy solutions

Technological change often occurs at a rate that exceeds the pace at which customers are willing to adopt and pay for better ways to address their requirements. Management believes that, despite a potentially slow initial adoption rate of cloud computing by many customers, the eventual move to a Cloud strategy by businesses is inevitable and probable. However, if the general market acceptance of new Cloud products is too slow to develop, OneSoft may have to be financed by investors until cash generated by operations renders OneSoft into an economically viable company. While Management's revenue and profit forecasts in the longer term appear to be what we believe are achievable, the Company may require additional capital to attain those revenue objectives. Funding initiatives may be highly dilutive or may be disadvantageous to current shareholders in other ways.

Ability to fund continued operations

The Company is incurring losses. Management believes the Company has sufficient cash to fund the Company's go-forward operations for four quarters as currently envisioned. However, the Company could require additional capital to fund future growth opportunities that may arise. There can be no certainty that the Company will be able to achieve the required revenue growth and profitability objectives or attract additional investor funding. Future funding initiatives may result in high dilution to the current shareholders, and/or other scenarios may arise that are disadvantageous to shareholders.

Industry Risks

The market for software development products is characterized by rapid technological advances, evolving industry standards, changes in end-user requirements and frequent new product introductions and enhancements. The introduction of products embodying new technologies and the emergence of new industry standards and service offerings could render OneSoft's existing products and products currently under development obsolete. The Company's success will largely depend upon its ability to evolve its products and services to sufficiently keep pace with technological developments and respond to the needs of its existing and prospective customers. Failure to anticipate or respond adequately to technological developments or customer requirements, or any significant delays in product development or introduction, could damage the Company's competitive position in the market place and reduce revenues. There can be

no assurance that the Company will be successful in developing and marketing new products or product enhancements or service offerings on a timely basis.

Dependence on Key Personnel

The Company has entered into employment agreements with its officers and other key employees. OneSoft's operational success depends strongly on the abilities and experience of its executive officers and other key employees. Competition for highly skilled management, technical, research and development, and other key employees is significant in the software industry, and the loss of key employees could disrupt operations and impair the Company's ability to compete effectively. As part of our software offerings, we provide services that require highly specialized knowledge regarding Microsoft Cloud, software training, end-user support, and the determination of best practices. There can be no assurance that the Company will retain its key personnel, or in the event of a key person leaving the Company, that a suitable replacement will be found in a timely manner.

Dependence on Intellectual Property Rights

The Company's success and ability to compete may be enhanced by effective copyright, trade secret, and trademark law to protect its technology and the technology licensed to it by third parties. Effective trademark protection may not be available for the Company's intellectual property, intended trademarks or the trademarks licensed by it. It may be possible for third parties to copy or otherwise obtain the use of OneSoft's software or other proprietary information without authorization or to develop similar software independently. Policing unauthorized use of our technology is difficult, and the law may afford little or no effective protection of its intellectual property. There can be no assurance that misappropriation of our technology, trade dress or agreements entered into for that purpose will be enforceable.

Better-capitalized companies could negatively impact OneSoft's financial results of operations

Other corporations with considerable financial resources may have the ability to encroach on our competitive position within our chosen marketplace or compete successfully with our products and services by providing better marketing, services or support for clients. They may introduce applications that compete with our products and services and their larger sales volumes may allow them to reduce prices to levels that are uneconomic to us. Any significant adverse effect on our revenue or cost structure may materially affect our financial position.

Investment in our current research and development efforts may not provide a sufficient, timely return

The development of new software products and strategies is a costly, complex and time-consuming process, and the investment in software product development often involves a prolonged time until a return is achieved on such an investment. We have made, and will continue to make, significant investments in software development and related product opportunities. Investments in new products are inherently speculative and risky. Commercial success depends on many factors including the degree of innovation of the products developed, sufficient support from our strategic partners, and effective distribution and marketing. Accelerated product introductions and short product life cycles require high levels of expenditures for new development. These expenditures may adversely affect our operating results if they do not generate revenue increases. We believe that we must continue to dedicate a significant amount of resources to our development efforts in order to maintain our competitive position; however, significant revenue from new product and service investments may not be achieved for a prolonged period of time, if at all.

Current and future competitors could have a significant impact on our ability to generate future revenue and profits

The markets for our products are intensely competitive, and are subject to rapid technological change and other pressures created by changes within our industry. We expect competition to increase and intensify in the future as additional companies enter our markets, including competitors who may offer similar solutions but provide them through different means. We may not be able to compete effectively with current competitors and potential entrants into our marketplace. We could experience diminished market share if our current or prospective competitors introduce new competitive products; add new functionality to existing products, acquire competitive products, reduce prices, or form strategic alliances with other

companies. If competitors were to engage in aggressive pricing policies with respect to their products, or if the dynamics in our marketplace resulted in increasing bargaining power by the consumers of our products and services, we might need to lower the prices we charge for the products we offer. This could result in lower revenues or reduced margins, either of which may materially and adversely affect our business and operating results.

We may become involved in legal matters that may materially adversely affect our business

From time to time in the ordinary course of our business, we may become involved in various legal proceedings, including commercial, product liability, employment, class action and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause us to incur significant expenses. Furthermore, because litigation is inherently unpredictable, and can be very expensive, the results of any such actions may have a material adverse effect on our business, operations or financial condition.

Cybersecurity risks may not be fully mitigated

The Company stores all its information, software applications, customer data and internal financial system on remote servers made available to the Company in the Microsoft Azure Cloud Platform. The Company provides customers access to the software applications housed on those remote servers through the use of online ID and password systems. Each employee of the Company has a personal computer on which certain Company information is stored. All computers are protected by antivirus software and by using personal IDs and passwords to prevent unauthorized access. The Azure Cloud Platform and Services are used by a vast range of Microsoft customers and they process an extremely high number of transactions on a daily basis. Due to these factors, the Azure platform is continually tested by Microsoft and is always in compliance with the very latest and highest level of computer industry security certifications. The Company places a high reliance on those certifications to protect the data it stores on those servers. Despite those protections, the Company acknowledges it may be susceptible to a cybersecurity attack by determined activists which could potentially lead to the loss of sensitive data and the loss of customers and the related revenue they pay to the Company, and / or cause the Company to suffer remediation costs which could be very expensive or perhaps fatal to the Company. There can be no assurance that Company security policies would be effective to ward off any and all threats to its cybersecurity protections.

Foreign currency risks

The Company operates on an international basis and is subject to foreign exchange risk exposures arising from transactions denominated in foreign currencies. The Company's objective with respect to foreign exchange rate risk is to minimize the impact of the volatility related to financial assets and liabilities denominated in a foreign currency through effective cash flow management. The majority of the Company's revenue, and a large portion of its expenses, are transacted in US dollars. The Company has a natural hedge to foreign exchange risk as the majority of its revenue and expenses are being transacted in foreign currency and the uncertainty of timing between collections and disbursements is managed by its ability to maintain cash balances in the currency and country of the Company's choice.

The Company's monetary assets and liabilities denominated in US dollars included in its financial statements are small at this stage and consequently a foreign exchange fluctuation would have no material impact.

Interest rate sensitivity

The Company is not exposed to interest rate sensitivity as its cash balances are not currently interest bearing deposits.

Credit risk analysis

Credit risk is the risk that a counterpart fails to discharge an obligation to the Company. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognized at the reporting date, as summarized below:

	February 28, 2017	February 29, 2016
	\$	\$
Classes of financial assets - carrying amounts:		
Cash and cash equivalents	92,274	779,053
Trade and other receivables	183,502	309,225
Carrying amount	<u>275,776</u>	<u>1,088,278</u>

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by group, and incorporates this information into its credit risk controls. The Company mitigates its credit risk by invoicing with short credit terms and actively collecting its accounts receivable. The Company is exposed to credit risk through its cash. The Company manages the credit risk associated with its cash by holding its funds with reputable financial institutions.

Liquidity risk analysis

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages this risk by regularly evaluating its liquid resources to fund its current and long-term obligations in a cost-effective manner.

The Company's exposure to liquidity risk is mitigated through its continued ability to sell subscriptions to use its software and services and the prompt collection of accounts receivable. The Company controls its liquidity risk by managing its cash and cash flows.

The Company's financial liabilities are short-term in nature and payment is due within one year. Financial liabilities outstanding were February 28, 2017 - \$331,702 (February 29, 2016 - \$330,812).

The Company considers cash flows from financial assets of \$275,776 (2016 - \$1,088,278) in assessing and managing liquidity risk, in particular its cash resource and trade receivables. The Company's existing cash resources and trade receivables do not exceed the current cash outflow requirements. Cash flows from trade and other receivables are contractually due within two months.

On March 6, 2017, certain senior management, directors and other parties related to OneSoft sold an aggregate of 15,375,107 shares on the TSX Venture Exchange at an average price of \$0.20 per share and exercised 15,330,755 share purchase warrants at a weighted average price of \$0.12 per share to acquire an equal number of common shares for proceeds to the Company of \$1,822,389. The warrants were issued as part of private placement financings closed on March 27, 2015, February 25, 2016 and March 31, 2016 and had expiry dates of February 25, 2018 and March 31, 2018. The Company will use the proceeds to fund business plans and for general working capital purposes.

SIGNIFICANT ACQUISITIONS

The acquisition of the assets of Bridge Solutions Inc. described on page 5 of this document was a significant acquisition by the Company although disclosure was not required by the Company pursuant to Part 8 of National Instrument 51-102. There have been no acquisitions since the Bridge acquisition.

DIVIDENDS AND DISTRIBUTIONS

The directors of the company have the discretion to declare and pay dividends on any class or classes of shares or any series within a class of shares issued and outstanding, subject to any rights, privileges, restrictions and conditions which the directors may have attached to a series of preferred shares and subject to corporate and security laws.

On July 29, 2014, the Board of Directors passed a resolution approving a distribution to the shareholders by a reduction of the paid-up capital of the Company in an amount estimated to be \$0.26 per fully diluted share totaling approximately \$4,000,000 with a record date of August 22, 2014 and a payment date of August 29, 2014.

On July 29, 2014, the Board of Directors passed a resolution approving a taxable special dividend of \$0.19 per fully diluted share totaling approximately \$2,900,000 with a record date of September 5, 2014 and a payment date of September 12, 2014.

On August 29, 2014, \$3,950,559 was paid to shareholders as a return of capital. On September 12, 2014, \$2,886,947 was paid to shareholders as a dividend.

DESCRIPTION OF CAPITAL STRUCTURE

The Company is authorized to issue an unlimited number of common shares of no par value and an unlimited of preferred shares of no par value.

Common Shares

Holders of common shares are entitled to one vote per common share at meetings of shareholders of the Company, to receive dividends if and when declared by the board of directors and to receive pari passu the Company's assets upon the winding-up, liquidation or dissolution of the Company, subject to the prior rights and privileges attaching to any series of preferred shares of the Company.

Preferred Shares

The authorized preferred shares may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. Holders of preferred shares are not entitled to receive notice or vote at any general meeting of the Company. The shareholders have equal rights on dissolution, liquidation, winding-up or other distribution of the Company's property among its shareholders for the purpose of winding-up its affairs.

At February 28, 2017, the Company had 67,581,148 common shares outstanding, each entitled to one vote, warrants to purchase up to 32,679,666 common shares and stock options to purchase up to 6,050,000 common shares. There were no preferred shares outstanding.

Additional information on the capital structure of the Company can be found in the audited financial statements for the fiscal year ended February 28, 2017 filed on SEDAR at www.SEDAR.com.

Exercise of Share Purchase Warrants

See the section titled Liquidity Risk Analysis on page 15 for a description of share purchase warrants exercised March 6, 2017.

MARKET FOR SECURITIES

The Company's common shares are listed for trading on the TSX Venture Exchange under the symbol "OSS". On May 9, 2017, the Company was accepted to be listed on the U.S. OTCQB market.

For the fiscal years ended February 29, 2016 and February 28, 2017, the following table sets forth the monthly price range and volume traded of the common shares on the TSX Venture Exchange for each month during the fiscal years.

Fiscal Year	Month	Share Prices			Share Volume
		High	Low	Closing	
2016	Mar	\$ 0.08	\$ 0.06	\$ 0.06	332,410
	Apr	\$ 0.10	\$ 0.05	\$ 0.08	150,859
	May	\$ 0.08	\$ 0.07	\$ 0.07	40,000
	Jun	\$ 0.09	\$ 0.07	\$ 0.09	181,900
	Jul	\$ 0.15	\$ 0.10	\$ 0.11	185,500
	Aug	\$ 0.15	\$ 0.12	\$ 0.12	69,500
	Sep	\$ 0.15	\$ 0.10	\$ 0.10	261,499
	Oct	\$ 0.13	\$ 0.04	\$ 0.08	72,453
	Nov	\$ 0.10	\$ 0.05	\$ 0.05	290,033
	Dec	\$ 0.10	\$ 0.05	\$ 0.10	93,499
	Jan	\$ 0.09	\$ 0.06	\$ 0.07	50,800
	Feb	\$ 0.10	\$ 0.07	\$ 0.09	54,500
2017	Mar	\$ 0.08	\$ 0.08	\$ 0.08	10,200
	Apr	\$ 0.09	\$ 0.06	\$ 0.09	102,800
	May	\$ 0.50	\$ 0.09	\$ 0.44	1,366,575
	Jun	\$ 0.48	\$ 0.19	\$ 0.19	425,031
	Jul	\$ 0.23	\$ 0.18	\$ 0.23	343,200
	Aug	\$ 0.22	\$ 0.18	\$ 0.20	1,085,400
	Sep	\$ 0.21	\$ 0.19	\$ 0.20	382,257
	Oct	\$ 0.28	\$ 0.19	\$ 0.22	965,600
	Nov	\$ 0.24	\$ 0.20	\$ 0.21	233,785
	Dec	\$ 0.21	\$ 0.20	\$ 0.20	219,690
	Jan	\$ 0.22	\$ 0.18	\$ 0.22	452,585
	Feb	\$ 0.25	\$ 0.20	\$ 0.25	625,715

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Designation of Class	Number of Securities held in escrow or subject to a contractual restriction on transfer	Percentage of Class (%)
Common Shares	4,503,800	6.8

Common shares are held in escrow for the following reason. On July 30, 2015, the Company issued 11,733,024 treasury shares for consideration of \$818,077 to acquire the net assets of Bridge Solutions Inc. 4,503,800 shares are being held under escrow restrictions and will be released contingently based upon the future generation of EBITDA by OneBridge Solutions Inc. Escrowed shares that do not become releasable in accordance with the earned-out value calculation within five years will be cancelled.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The following table sets out the names of the directors and executive officers of OneSoft, the province and country of residence, the position held by such director or officer of the Company, their principal occupations for the five preceding years, the period for which each has been a director of the Company, and the number of common shares of the Company or any of its subsidiaries beneficially owned by each, directly or indirectly, or over which control or direction is exercised. The term of office of each of the directors expires at the next annual general meeting of the shareholders.

Name, Province and Country of Residence	Position and Year First Elected as Director	Principal Occupation During Past Five Years	Common Shares Owned or Controlled Directly and Indirectly as at May 12, 2017
R. Dwayne Kushniruk ^{(1) (2)} Edmonton, Alberta Canada	Director, January 2000	Chief Executive Officer since August 1, 2014 prior to which he was Chairman and Director of Business Development of the Company	11,155,999 (13.3%) ⁽³⁾
Ronald Odynski ^{(1) (2)} Edmonton, Alberta Canada	Director, February 1998	Managing Partner of Ogilvie LLP in Edmonton.	4,095,473 (4.9%)
Randy Keith Alpharetta, Georgia USA	Director, March 2008	Businessman; President and Chief Executive Officer of the Company from July 1, 2007 to August 1, 2014.	1,009,000 (1.2%)
Doug Thomson, FCA ^{(1) (2)} Edmonton, Alberta Canada	Chair of the Board, April 2010	Corporate Director; Retired;	3,613,066 (4.3%)
Paul Johnston Edmonton, Alberta Canada	Not Applicable	Chief Financial Officer since 1995. Mr. Johnston is an accredited CPA CMA and has more than 35 years of accounting and finance experience.	2,314,100 (2.8%)

(1) Member of audit committee.

(2) Member of corporate governance and compensation committee.

(3) R. Dwayne Kushniruk, a director of the Company, owns, directly or indirectly, 4,606,869 common shares of record and beneficially owns 1,512,250 common shares through his wholly owned corporations. He controls 4,575,280 common shares through his partial ownership of Bridge Solutions Inc. which owns 11,731,486 common shares.

Committees of the Board

The Board of Directors has an audit committee and a governance and compensation committee.

Audit Committee

The audit committee assists the Board in fulfilling its responsibilities for oversight and supervision of financial and accounting matters. The committee oversees the adequacy of internal accounting controls and financial reporting practices and procedures and the quality and integrity of audited and unaudited financial statements, which includes discussions with external auditors. The committee monitors the management of financial risk throughout our organization.

Our audit committee operates under a written charter that sets out its responsibilities and composition requirements. A copy of this charter is attached as Appendix "A" to this Annual Information Form.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No director or executive officer of the Company in the 10 years preceding the date of this Annual Information Form, was a director, chief executive officer or chief financial officer of any company that was (a) the subject of an cease trade or similar order or an order that denied any such company access to any exemption under securities legislation for a period of more than 30 consecutive days, while that person was acting in the capacity as director, chief executive officer or chief financial officer, or (b) subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No director or executive officer of the Company and, to the knowledge of the Company, no shareholder holding a sufficient number of securities of the Company to materially affect its control is or was, in the 10 years preceding the date of this Annual Information Form, within a year of such person ceasing to act in that capacity, became bankrupt, made a proposal under any bankruptcy or insolvency related legislation 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.

LEGAL PROCEEDINGS

On February 13, 2015 a Statement of Claim was filed against the purchaser of certain equity interests previously owned by the Company ("Defendant"). On April 1, 2015, the Defendant filed a Statement of Defence and Counterclaim. The Counterclaim named the Company and three of its officers and alleged that misrepresentations were made and negligence occurred during the sale process. The Counterclaim sought judgement in the amount of \$334,637, a declaration that the Defendant is entitled to the holdback amount of \$240,000 and payment of \$1.75 million for negligence or misrepresentation pursuant to the Share Purchase Agreement.

The Company had licensed certain technology from the Defendant for use in its cloud-based financial accounting software products. The terms of the license required a quarterly payment based on a percentage of the revenues related to these products and commencing August 1, 2015, the minimum annual payment was \$150,000, which the Company recorded pro-rata on a monthly basis. On November 25, 2015, the Company terminated the agreement effective February 24, 2016. Royalties based on a percentage of the related revenues were recorded until July, 2016 when use to the licensed technology concluded.

On October 21, 2016, the Company and the Defendant finalized an agreement which is a compromise of the disputed claims without admission of liability by either side. All actions have been discontinued on a without costs basis. OneSoft has received \$244,306 and unpaid accrued royalties of \$88,268 were forgiven.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than what may have been discussed herein, no director or executive officer of the Company, or any person or company that beneficially owns, or who exercises control over, directly or indirectly, more than 10% of the outstanding common shares of the Company, or any associate or affiliate of such persons, had any material interest, direct or indirect, in any transaction or any proposed transaction within the three most recently completed financial years or during the current financial year which has materially affected or would materially affect the Company or any of its subsidiaries, other than the following:

Acquisition of Assets of Bridge Solutions Inc.

On July 28, 2015, the Company acquired the business of Bridge Solutions Inc. which now operates as OneBridge Solutions Inc., a wholly owned subsidiary of the Company, as is described on page 5 of this document. As payment of the purchase price, 11,733,024 common shares of the Company (the "Acquisition Shares") were issued to Tim Edward, Dwayne Kushniruk and Brandon Taylor as to 50%, 39% and 11% respectively. Tim Edward is the President of OneBridge Solutions Inc., Dwayne Kushniruk is President, Chief Executive Officer and a director of the Company and Brandon Taylor is President of OneBridge Solutions, Inc., a wholly owned subsidiary of the Company. Of the Acquisition Shares issued, 4,503,800 are being held under escrow restrictions in accordance with the policies of the TSX Venture Exchange. The Acquisition Shares will be released contingently based on a performance earn-out value determined by the future earnings before interest income, income taxes, depreciation and amortization expense by OneBridge Solutions Inc. Escrowed shares that do not become releasable within five years of the acquisition date will be cancelled.

Private placements

On July 30, 2015, the Company completed a non-brokered private placement consisting of 20,000,000 units ("Units") of the Company at a price of \$0.05 per Unit for gross proceeds of \$1,000,000. Each Unit was comprised of one (1) common share and one (1) common share purchase warrant entitling the holder to purchase one (1) additional common share of the Company at a price of \$0.10 per common share for a period of thirty-six (36) months following the date of closing, subject to an acceleration clause.

Subsequent to the year ended February 29, 2016, the Company closed on a private placement of an aggregate of 16,666,666 units ("Units") of the Company at a price of \$0.075 per Unit for gross proceeds of \$1,250,000. Each Unit was comprised of one (1) common share and one (1) common share purchase

warrant entitling the holder to purchase one (1) additional common share of the Company at a price of \$0.15 per common share for a period of twenty-four (24) months following the date of closing, subject to an acceleration clause.

Directors and executive officers participated directly or indirectly in these private placements.

Exercise of Share Purchase Warrants

On March 6, 2017, certain senior management, directors and other parties related to OneSoft sold an aggregate of 15,375,107 shares on the TSX Venture Exchange at an average price of \$0.20 per share and exercised 15,330,755 share purchase warrants at a weighted average price of \$0.12 per share to acquire an equal number of common shares for proceeds to the Company of \$1,822,389. These Warrants were originally issued as part of the private placement financings that closed on March 27, 2015, February 25, 2016 and March 31, 2016, and were due to expire between February 25, 2018 and March 31, 2018.

The disposition of Common Shares by insiders and subsequent exercise of Warrants (the "Financing Transaction") served to fund the Company's working capital requirements to further execute its business plans. The Company had previously announced a private placement financing on January 13, 2017 which has since been cancelled. The Board and Management believe that this Financing Transaction is highly advantageous for all current shareholders as well as for any new shareholders of the Company, as the private placement financing that would have generated the equivalent proceeds for the Company would have created additional dilution of approximately 20%. This additional dilution does not occur in the Financing Transaction as the Warrants had been previously issued, but unexercised.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar for the common shares is Computershare Trust Company of Canada at its office in Calgary, Alberta.

MATERIAL CONTRACTS

There are no other material contracts, other than contracts entered into in the normal course of business, which have been filed with the Canadian securities regulators pursuant to section 12.2 of National Instrument 51-102, *Continuous Disclosure Obligations*, within the most recently completed financial year, or before the most recently completed financial year and remain in effect other than as follows:

INTEREST OF EXPERTS

Grant Thornton LLP, Edmonton, Chartered Professional Accountants, have audited the financial statements for the year ended February 28, 2017.

Grant Thornton LLP has advised that it is independent with respect to the Company in accordance with Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Alberta.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, is contained in the most recent Management Information Circular. Additional financial and other information with respect to the Company is contained in the Company's audited consolidated financial statements for the year ended February 28, 2017, and the Company's Management's Discussion and Analysis for the year ended February 28, 2017.

All information and filings relating to the Company may be found on SEDAR at www.sedar.com.

APPENDIX A: THE AUDIT COMMITTEE'S CHARTER

Purpose

The overall purpose of the Audit Committee (the "Committee") of OneSoft Solutions Inc. (the "Corporation") is to ensure that the Corporation's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Corporation, and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Corporation's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Corporation. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Corporation's independent auditors.

Composition, Procedures and Organization

1. The Committee shall consist of at least three members of the Board of Directors (the "Board").
2. A majority of the members of the Committee shall be independent and who, in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least two (2) members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Corporation. For the purposes of this Charter, an individual 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 Corporation's financial statements.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
8. The external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

Roles and Responsibilities

9. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.

10. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and to approve the engagement of, and fee of, the external auditors for any other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - i) contents of their report;
 - ii) scope and quality of the audit work performed;
 - iii) adequacy of the Corporation's financial and auditing personnel;
 - iv) co-operation received from the Corporation's personnel during the audit;
 - v) internal resources used;
 - vi) significant transactions outside of the normal business of the Corporation;
 - vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - viii) the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

11. The duties and responsibilities of the Committee as they relate to the Corporation's internal auditors, if applicable, are to:
 - (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.

12. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
 - (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
 - (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

13. The Committee is also charged with the responsibility to:

- (a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- (b) review and approve the financial sections of:
 - i) the annual report to shareholders;
 - ii) the annual information form, if required;
 - iii) annual and interim MD&A;
 - iv) prospectuses;
 - v) news releases discussing financial results of the Corporation; and
 - vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Corporation's consolidated financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
- (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

14. The Committee shall have the authority:

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

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Committee are Doug Thomson, Ron Odynski and Dwayne Kushniruk. All of the members, with the exception of Dwayne Kushniruk, are considered independent, and all of the members are financially literate. "Independent" and "financially literate" have the meaning used in NI 52-110 of the Canadian Securities Administrators.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

Mr. Thomson has over 30 years of senior executive and financial experience in a variety of roles and industries. He has a Bachelor of Commerce from the University of Alberta, is a Chartered Professional Accountant, a Fellow of the Chartered Professional Accountants of Alberta and holds the ICD.D designation as a certified director from the Institute of Corporate Directors. He currently sits on the Boards of two other organizations and is a past President of the Institute of Chartered Accountants of Alberta

Mr. Odynski has practiced law with Ogilvie & Company of Edmonton and Calgary, Alberta since 1975 and is the managing partner in Edmonton. He was admitted to the Law Society of Alberta in 1975, appointed Queen's Counsel in 1990, and is a graduate of the Institute of Corporate Directors, holding the ICD.D designation. Mr. Odynski has extensive experience providing legal services to healthcare institutions and advanced technology companies.

Mr. Kushniruk has been directly involved in the startup, financing and ongoing management of several financial software companies during the past 29 years, including several TSX Venture Exchange listed (or equivalent) companies. During this time, he has developed an extensive understanding of financial systems, financial statements and accounting standards, Canadian and international capital markets and listed company disclosure requirements.

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, Grant Thornton LLP, Chartered Accountants) not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

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

ITEM 6: PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee must review and approve the fee, scope and timing of the audit and must approve the engagement of, and fee of, the external auditors for any other related services rendered by the external auditors.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES:

The aggregate fees invoiced to the Corporation by the external auditor during the period of the last two fiscal years are as follows:

	<u>FYE 2017</u>	<u>FYE 2016</u>
Audit fees	\$63,724	\$75,964
Tax fees	23,390	27,366
All other fees	16,267	24,511
Total Fees:	\$103,381	\$127,841

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Corporation is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.