



MANAGEMENT INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of July 9, 2019.

This Information Circular is being mailed by the management of IZON Networks, Inc. (“IZON” or the “Company”) to everyone who was a shareholder of record of our company on July 9, 2019, which is the date that has been fixed by our directors as the record date to determine shareholders who are entitled to receive notice of the meeting.

We are mailing this Information Circular in connection with the solicitation of proxies by and on behalf of our management for use at the annual meeting of the shareholders of IZON that is to be held on **Tuesday, August 13, 2019, at 8:00 a.m. (Pacific Daylight Time) at 15211 N Kierland Blvd., Ste 200, Scottsdale, AZ 85254**. The solicitation of proxies will be primarily by mail. Certain officers or directors of IZON may also solicit proxies by telephone or in person. The cost of solicitation will be borne by IZON.

Under IZON's Bylaws, a quorum for the transaction of business at a general meeting of shareholders is one-third of the issued and outstanding shares of IZON entitled to vote at a meeting of shareholders. If such a quorum is not present in person or by proxy, we will reschedule the meeting.

PART 1 – VOTING

HOW A VOTE IS PASSED

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

See Part 3 – The Business of the Meeting for details on the proposed resolutions to be put to shareholders at the meeting.

WHO CAN VOTE?

If as at July 9, 2019, you are a registered shareholder of IZON holding shares in the capital of IZON that have voting rights, you are entitled to attend at the meeting and cast a vote for each share registered in your name on all resolutions put before the meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf but documentation indicating such officer's authority should be presented at the meeting. If you are a registered shareholder but do not wish to, or cannot, attend the meeting in person, you can appoint someone who will attend the meeting and act as your proxyholder to vote in accordance with your instructions (see “Voting by Proxy” below). If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer or other financial institution) you should refer to the section entitled “Non-registered Shareholders” set out below. The following is a summary of the voting rights held by our various classes of outstanding capital shares:

Common Stock: 1 vote per share

Preferred Series “D”: One vote per share of Series D Preferred Stock held

Preferred Series “E”: 131,667 common votes per share of Series E Preferred Stock held

Preferred Series “F”: No right to vote.

Preferred Series “G”: 100,000 common votes per share of Series G Preferred Stock held

It is important that your shares be represented at the meeting regardless of the number of shares you hold. If you will not be attending the meeting in person, we invite you to complete, date, sign and return your form of proxy as soon as possible so that your shares will be represented.

VOTING BY PROXY

If you do not come to the meeting, you can still make your votes count by appointing someone who will be there to act as your proxyholder. You can either tell that person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.

In order to be valid, you must return the completed form of proxy by 8 a.m (Pacific Daylight time) on August 9, 2019, to our transfer agent, Capital Transfer Agency, 390 Bay Street, Suite 920, Toronto, Ontario M5H 2Y2 (facsimile number: 416-350-5008), or send to info@capitaltransferagency.com.

What is a proxy?

A form of proxy is a document that authorizes someone to attend the meeting and cast your votes for you. We have enclosed a form of proxy with this Information Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

Appointing a proxyholder

You can choose any individual to be your proxyholder. It is not necessary for the person whom you choose to be a shareholder of IZON. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxyholder must attend the meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy are appointed to act as your proxyholder. Those persons are directors and/or officers of IZON.

Instructing your proxy

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

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

- ✓ **FOR setting the number of directors at three;**
- ✓ **FOR the election of the proposed nominees as directors;**
- ✓ **FOR the appointment of Dale Matheson Carr-Hilton LaBonte LLP as IZON's auditor; and**
- ✓ **FOR authorizing the directors to fix the auditor's remuneration.**

For more information about these matters, see Part 3 – The Business of the Meeting.

The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified on the Notice of Meeting. At the time of printing this Information Circular, we not aware of any other matter to be presented for action at the meeting. If, however, other matters do properly come before the meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

Changing your mind

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by (a) attending the meeting and voting in person; (b) signing a proxy bearing a later date; (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to

the registered office of IZON at 15211 N. Kierland Blvd., Suite 200, Scottsdale, AZ 85254; or (d) in any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 5:00 in the afternoon (Mountain time) on the last business day before the day of the meeting, or any adjournment thereof, or delivered to the person presiding at the meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the meeting in person.

NON-REGISTERED SHAREHOLDERS

If your shares are not registered in your own name, they will be held in the name of a “nominee,” usually a bank, trust company, securities dealer or other financial institution and, as such, your nominee will be the entity legally entitled to vote your shares and must seek your instructions as to how to vote your shares. Accordingly, unless you have previously informed your nominee that you do not wish to receive material relating to shareholders’ meetings, you will have received this Information Circular from your nominee, together with a form of proxy or a request for voting instruction form. If that is the case, **it is most important that you comply strictly with the instructions that have been given to you by your nominee on the voting instruction form.** If you have voted and wish to change your voting instructions, you should contact your nominee to discuss whether this is possible and what procedures you must follow.

If your shares are not registered in your own name, our transfer agent will not have a record of your name and, as a result, unless your nominee has appointed you as a proxyholder will have no knowledge of your entitlement to vote. If you wish to vote in person at the meeting, therefore, please insert your own name in the space provided on the form of proxy or voting instruction form that you have received from your nominee. If you do this, you will be instructing your nominee to appoint you as proxyholder. Please adhere strictly to the signature and return instructions provided by your nominee. It is not necessary to complete the form in any other respect since you will be voting at the meeting in person. Please register with representatives of our transfer agent, Computershare Trust Company of Canada, upon arrival at the meeting.

The Notice of Annual Meeting, this Information Circular and a form of proxy are being sent to both registered and non-registered owners of shares in the capital of IZON that carry voting rights. If you are a non-registered owner and we have sent these materials to you directly, your name and address and information about your holdings of shares of IZON have been obtained in accordance with applicable securities regulatory requirements from the nominee holding the securities on your behalf. By choosing to send these materials to you directly, IZON (and not your nominee) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions form that is included with this Circular.

In accordance with National Instrument 54-101 – *Communication With Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators, IZON has elected to send proxy-related materials directly to non-objecting beneficial owners of its shares. As IZON is unable to send proxy-related materials directly to the objecting beneficial owners (“**OBOs**”) of its shares (because OBOs are beneficial shareholders who have objected to the release of security ownership details to issuers), proxy-related materials for the meeting to which this Circular relates will be sent to OBOs indirectly through the intermediaries who hold securities on behalf of the OBOs. The intermediaries/brokers (or their service companies) are responsible for forwarding the proxy-related materials to their OBO clients. Management of IZON does not intend to pay for intermediaries to forward to their OBO clients the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* under NI 54-101 and, as such, OBOs will not receive the proxy-related materials in connection with the meeting unless such OBO’s intermediary assumes the cost of delivery.

IZON has chosen to not use the notice-and-access delivery procedures provided by NI 54-101.

PART 2 – VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

IZON has authorized voting capital of 1,725,000,000 common stock. IZON is also authorized to issue 25,000,000 Preferred shares, certain of which possess equal rights as the common shares to notice of shareholder meetings and identical voting rights and powers to vote upon the election of directors or upon any other matter.

With the exception of the Series “F” Non-Voting Non-Convertible Preferred Shares, each shareholder is entitled to one vote for each share registered in his or her name at the close of business on July 9, 2019, the date fixed by our directors as the record date for determining who is entitled to receive notice of and to vote at the meeting.

At the close of business on July 9, 2019, an aggregate 246,837,688 shares of IZON were issued and outstanding as follows:

- 246,830,294 common shares;
- 294 Series “D” Convertible Preferred shares;
- 5,000 Series “E” Convertible Preferred shares
- 100 Series “F” Preferred shares; and
- 2,000 Series “G” Convertible Preferred Shares.

The following table lists those persons who, as of the record date and to the knowledge of our management, beneficially owned, directly or indirectly, or exercised control or direction over 10% or more of IZON’s issued and outstanding shares.

Name	Type of ownership	Number and type of shares⁽¹⁾	Percentage of common vote
Allan Kaplan (KG Investments)	Control and direction	1,000,000 Common	0.1%
Allan Kaplan (KG Investments)	Control and direction	92 Series D Preferred	n/a
Allan Kaplan (KG Investments)	Control and direction	2,085 Series E Preferred	24.8%
Allan Kaplan (KG Investments)	Control and direction	94 Series G Preferred	.9%
Allan Kaplan (KG Investments)	Control and direction	Total	25.8%
Rex Atree	Control and direction	1,375 Series E Preferred	16.38%

⁽¹⁾ Information as to ownership of shares, not being within our knowledge, has been extracted from the register of shareholdings maintained by our transfer agent, insider reports filed by the person and available through the Internet on the System for Electronic Disclosure by Insiders (SEDI), or other disclosure documents filed by the person and available through the Internet on the System for electronic Document Analysis and Retrieval (SEDAR).

The Series “D” Convertible Preferred Stock

There are 403 shares of Series D Convertible Preferred Stock authorized (the “Series D”). Series D shares have a par value of \$0.001 and a stated value of \$2,500 per share.

The Series D Convertible Preferred Stock shall, with respect to dividend distributions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation, rank junior to Series E Preferred and senior to all other series of Preferred Shares which may be subsequently issued except to the extent that any such other subsequently issued series provided that it shall rank senior to the Series D Convertible Preferred Stock.

The holders of outstanding Series D Convertible Preferred Shares, in preference to the shares of Common Stock and any other stock of the Company junior to the Series D Convertible Preferred Stock, shall be entitled to receive, when, as and if declared out of the funds at the time legally available therefor, annual non-cumulative dividends on

each share of the Series D Convertible Preferred Stock equal to 10% of the Series D Convertible Preferred Stock stated value payable in cash or stock at the sole discretion of the Board of Directors.

In the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series D Convertible Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the Corporation's Common Shares or junior stock, an amount equal to \$2,500 per share. Thereafter, the assets then remaining shall be distributed equally per share to any subsequently issued junior class of Preferred Shares, or if none, then to the holders of Common Shares.

The holders of the Preferred Shares and the holders of the Common Shares issued and outstanding shall have and possess equal rights to notice of shareholders meetings, and identical voting rights and powers to vote upon the election of directors or upon any other matter.

Each share of the Series D Preferred stock of the Company held by the holder of record shall be convertible into \$2,500 worth of shares of common stock of the Company at the lower price of: 1) \$0.015 per share of common stock; or, 2) the price in which the Company makes its next offering of common stock following the date of the holder's purchase of Series D Convertible Preferred Stock, as determined by the Board of Directors at its sole discretion. The Series D Convertible Preferred stock are redeemable at the holders option.

The Series "E" Convertible Preferred Stock

There are 5,000 shares of Series E Convertible Preferred Stock authorized (the "Series E"). Series E shares have a par value of \$0.001 and a stated value of \$1,975 per share.

The Series E Convertible Preferred Stock shall, with respect to dividend distributions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation, ranks senior to all other series of Preferred Shares including Series D, and those which may be subsequently issued except to the extent that any such other subsequently issued series provided that it shall rank senior to the Series E Convertible Preferred Stock.

With respect to dividends, the holders of outstanding Series E Convertible Preferred Shares, in preference to the shares of Common Stock and any other stock of the Company junior to the Series E Convertible Preferred Stock, shall be entitled to receive, when, as and if declared out of the funds at the time legally available therefor, annual non-cumulative dividends on each share of the Series E Convertible Preferred Stock equal to 10% of the Series E Convertible Preferred Stock stated value payable in cash or stock at the sole discretion of the Board of Directors.

With respect to preference on liquidation, in the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series E Convertible Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the Corporation's Common Shares or junior stock, an amount equal to \$1,975 per share. After the holders of Series E Convertible Preferred Shares have received an amount equal to \$1,975 per share, the assets then remaining shall be distributed equally per share to the holders of Series D Preferred Shares, then any subsequently issued junior class of Preferred Shares, or if none, then to the holders of Common Shares.

The holders of the Preferred Shares and the holders of the Common Shares issued and outstanding shall have and possess equal rights to notice of shareholders meetings, and identical voting rights and powers to vote upon the election of directors or upon any other matter.

Each share of the Series E Preferred stock of the Company held by the holder of record shall be convertible into \$1,975 worth of shares of common stock of the Company at the lower price of: 1) \$0.015 per share of common stock; or, 2) 131,666.67 shares of common stock of the Company per share of Series E Convertible Preferred Stock. Fractional shares shall be rounded to the nearest whole number.

The Series "F" Non Voting Non-Convertible Preferred Stock

There are 100 shares of Series F Preferred Stock authorized (the "Series F"). Series F shares have a par value of \$0.001 and a stated value of \$4,500 per share. The Series F has no right to vote, no right to any dividends, and no right to convert into common stock of the Company. The Series F ranks pari passu with the Series E on dissolution or liquidation at its stated value. The Company may redeem all 100 shares of the Series F Preferred for: 1) \$300,000 in the first 12 months from the date of issuance or, 2) for \$450,000 within 30 months from the date of issuance.

The Series "G" Convertible Preferred Stock

There are 2,000 shares of Series G Convertible Preferred Stock authorized (the "Series G"). Series G shares have a par value of \$0.001 and a stated value of \$1,500 per share.

The Series G Convertible Preferred Stock shall, with respect to dividend distributions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation, rank junior to the Corporation's Series D Convertible Preferred Stock, Series E Convertible Preferred Stock, and Series F Convertible Preferred Stock and shall, with respect to dividend distributions and distributions of assets and rights upon the liquidation, winding up and dissolution of the Corporation, rank senior to all other series of Preferred Shares which may be subsequently issued except to the extent that any such other subsequently issued series provides that it shall rank senior to the Series G Convertible Preferred Stock. In the event the Corporation wishes to designate a class of Preferred Stock with a rank senior to the Series G Convertible Preferred, the Board of Directors may do so by written consent, however, the written consent of the Series G Convertible Preferred Stockholders shall not be required

Subject to the prior and superior rights of the holders of any senior class of Preferred Stock with respect to dividends, the holders of outstanding Series G Convertible Preferred Shares, in preference to the shares of Common Stock and any other stock of the Company junior to the Series G Convertible Preferred Stock, shall be entitled to receive dividends, when, as and if declared out of the funds at the time legally available therefor, at the sole discretion of the Board of Directors. No right shall accrue to holders of Series G Convertible Preferred Shares by reason of the fact that dividends on said shares are not declared.

Subject to the prior and superior rights of any holders of the Series D Convertible Preferred Stock, Series E Convertible Preferred Stock, Series F Convertible Preferred Stock with respect to preference on liquidation, in the event of any liquidation, dissolution or winding up of the Corporation, the holders of Series G Convertible Preferred Shares then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made in respect of the Corporation's Common Shares or junior stock, an amount equal to \$1,875 per share. If, upon liquidation, dissolution or winding up of the Corporation, and after payment to the holders of the higher ranking Preferred Stock the remaining assets of the Corporation available for the distribution to its shareholders shall be insufficient to pay the holders of the Series G Convertible Preferred Shares an amount equal to \$1,875, the holders of the Series G Convertible Preferred Shares shall share ratably in any distribution of assets according to the respective amounts which would be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to said shares were paid in full.

A reorganization, consolidation or merger of the Corporation with or into any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed to be a liquidation, dissolution or winding up of the Corporation as those terms are used in this subdivision (e) and, in the event of any such reorganization, consolidation, merger or sale of assets, the Series G Convertible Preferred Shares shall be entitled only to the rights provided in the plan of reorganization.

The holders of the Preferred Shares and the holders of the Common Shares issued and outstanding shall have and possess equal rights to notice of shareholders meetings, and identical voting rights and powers to vote upon the election of directors or upon any other matter. Holders of Series G Preferred Shares shall be entitled to vote the amount of common stock votes they would be entitled to if they had converted their Series G Preferred Shares into common stock.

The Series G Convertible Preferred Stock shall have the right, at his option, to convert one (1) share of Series G Convertible Preferred Stock into fully paid and nonassessable shares of Common Stock of the Company. Each share of the Series G Convertible Preferred Stock of the Company held by the holder of record shall be convertible into 100,000 shares of common stock of the Company.

PART 3 – THE BUSINESS OF THE MEETING

FINANCIAL STATEMENTS

Our audited consolidated financial statements for the year ended December 31, 2018, will be placed before you at the meeting. These financial statements have been electronically filed with regulators and are available for viewing through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Copies of our annual financial statements and Management’s Discussion and Analysis will also be available at the meeting or upon request by any shareholder who wishes to receive a copy. You can contact us at 15211 N. Kierland Blvd, Suite 200, Scottsdale, Arizona 85254; e-mail: mkordysz@izonnetwork.com; telephone (604) 904-8632.

ELECTION OF DIRECTORS

Directors of IZON are elected for a term of one year. The term of office of each of the current directors, each of whom is a nominee proposed for election as a director, will expire at the meeting, and each of them, if elected, will serve until the close of the next annual meeting of shareholders, unless he resigns or otherwise vacates office before that time.

Number of Directors

Under our Bylaws, number of directors shall be at least one (1) member, and not more than nine (9) members, as shall be designated by the Board of Directors from time to time, and in the absence of such designation, the Board of Directors shall consist of one (1) member. the number of directors may be fixed or changed from time to time by ordinary resolution. The Board of Directors believes that at IZON’s current stage of development three is a sufficient number of directors to efficiently carry out the duties of the Board, as well as enhance the diversity of views, skills and experience the directors bring to the Board.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR setting the number of directors at three.

Nominees for Election as Directors

The following are the nominees proposed for election as directors of IZON, together with the number of common and/or preferred shares of IZON that were beneficially owned, directly or indirectly, or over which control or direction was exercised by each nominee as of the record date of the meeting to which this Circular relates. All of the nominees are currently directors of IZON. Each of the nominees has agreed to stand for election and we are not aware of any intention of any of them not to do so. If, however, one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated at the meeting for election and, in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

IZON has not, as yet, adopted a majority voting policy for election of directors at uncontested shareholder meetings at which directors are to be elected. See Part 6 – Corporate Governance – Nomination and Election of Directors.

Voting for election of directors of IZON is by individual voting and not by slate voting. You can vote your shares for the election of all of these nominees as directors of IZON; or you can vote for some of these nominees for election as directors and withhold your votes for others; or you can withhold all of the votes attaching to the shares you own and, thus, not vote for the election of any of these nominees as directors of IZON.

We recommend that shareholders vote in favour of the following three nominees for election as directors. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the three nominees as directors of IZON for the ensuing year.**

Name and place of residence	Principal occupation for the past five years	Director since	Number and type of shares⁽¹⁾
Jeff Hosek ⁽²⁾ Arizona, USA <i>Director President, Treasurer & Secretary</i>	President (since June 2017) of IZON; CEO (March 2011 to June 2017) of Adzzup, Inc.	June 2017	770 Series E Preferred shares
Giles Somerville ⁽²⁾ Arizona, USA <i>Director</i>	Managing Director (since November 2005) of Clearview Investment Partners, an investment banking firm that provides financial advisory services to small and mid-sized technology companies.	June 2017	50,000 options and 36,000,000 warrants
Tim Ummel ⁽²⁾ Arizona, USA <i>Director & Chief Executive Officer</i>	CEO (since January 1, 2018) of IZON Network, Inc. and its subsidiaries.	January 2018	66,500,000 warrants

⁽¹⁾ The information as to shares beneficially owned, not being within our knowledge, has been furnished by the respective individuals, has been extracted from the register of shareholdings maintained by IZON's transfer agent or has been obtained from insider reports filed by the individuals and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (SEDI).

⁽²⁾ Member of the Audit Committee (see Part 6 – Corporate Governance and Part 7 – Audit Committee).

Advance Notice for Nomination of Directors in 2020

If a shareholder proposes to nominate an individual or individuals for election as a director of IZON at the next annual meeting of shareholders to be held during calendar 2020, nominations for directors must be made in writing and include the nominee's written consent to the nomination and sufficient background information on the candidate to enable the IZON Board to assess his or her qualifications. Nominations must be addressed to the Chairman of the Board at the Company's headquarters address listed below, and must be received no later than March 31, 2020, in order to be included in the proxy statement for the next annual election of directors.

IZON Network, Inc.
Attn: Chairman of the Board
 15211 N. Kierland Blvd., Suite 200,
 Scottsdale, Arizona 85254

APPOINTMENT OF AUDITOR

Shareholders will be asked at the meeting to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the auditor of IZON, and to authorize the directors to fix the auditor's remuneration. Dale Matheson Carr-Hilton LaBonte LLP was first appointed as auditor of IZON May 25, 2018, and has audited the annual financial statements of IZON for the fiscal years ended December 31, 2016, 2017 and 2018.

See Part 7 – Audit Committee – External Auditor Service Fees.

We recommend that shareholders vote in favour of the appointment of Dale Matheson Carr-Hilton LaBonte LLP as IZON's auditor for the ensuing year and in favour of authorizing the directors to fix the auditor's remuneration. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Dale Matheson Carr-Hilton LaBonte LLP as the auditor of IZON until the close of the next annual meeting and FOR the resolution authorizing the directors to fix the auditor's remuneration.**

PART 4 – EXECUTIVE COMPENSATION

The purpose of this Compensation Discussion and Analysis is to provide information about compensation decisions relating to our named executive officers (“**Named Executive Officers**”) during the year ended December 31, 2018. The following individuals were IZON Network, Inc. (“**IZON**” and/or the “**Company**”) Named Executive Officers (as determined by applicable securities legislation) during its fiscal year ended December 31, 2018:

- Tim Ummel, Chief Executive Officer (since January 2018, prior to which he served in the capacity as CEO of IZON under a consulting arrangement from September 2017 until his appointment as a director and officer in January 2018);
- Vickie Wittie, Chief Financial Officer (since November 2018);
- Jeffrey Hosek, President (since June 28, 2017);
- Jason Stickler, Chief Operating Officer (since January 2018);
- Bradley Nightingale, former Chief Financial Officer (prior to November 2018).

Additional information about IZON and its operations is available in financial statements, Management's Discussion & Analysis and other public disclosure documents, which are electronically filed with regulators and are available for viewing through the Internet under IZON's issuer profile at the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

Compensation Discussion and Analysis

IZON relies solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, in determining the compensation of its executive officers. The Board of Directors is responsible for determining all forms of compensation, including long-term incentives in the form of incentive stock options that may be granted to directors, officers, employees and consultants, and for reviewing the recommendations of the Compensation Committee respecting compensation for IZON's executive officers to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of IZON's executive officers, the Board of Directors considers: (i) recruiting and retaining executives critical to the success of IZON and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and IZON's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general. The directors may, as part of its review and evaluation processes, engage independent third-party executive compensation consultants and be guided in part on reports prepared by such consultants. During IZON's fiscal year ended December 31, 2018, no such consultants were engaged. No research reports or consultants were relied on in determining any form of compensation during or subsequent to the fiscal year ended December 31, 2018.

Option Based and Share-Based Awards

Options to purchase common shares of IZON are intended to align the interests of our directors and executive officers with those of our shareholders and to provide a long-term incentive that rewards these individuals for their contribution to the creation of shareholder value. IZON's stock option incentive plan is administered by the Board of Directors. In establishing the number of the incentive stock options to be granted to the Named Executive Officers, to directors and to employees and consultants, the Board of Directors considers previous grants of options and the overall number of options that are outstanding relative to the number of outstanding common shares in determining whether to make any new grants of options, and the size and terms of any such grants, as well as the

level of effort, time, responsibility, ability, experience and level of commitment of the executive officer in determining the level of incentive stock option compensation.

Benefits, Pension Plan and Perquisites

As of the year ended December 31, 2018, IZON did not offer any benefits or perquisites to its Named Executive Officers or to its directors other than entitlement to incentive stock options or share-based awards as otherwise disclosed and discussed herein or as otherwise available to all employees. IZON does not, as of the date of this Statement of Executive Compensation, offer any form of pension plan.

Risks Associated with IZON's Compensation Practises

Our Board of Directors has not, as yet, considered the implications of any risks to IZON associated with decisions regarding compensation of IZON's executive officers.

Hedging by Named Executive Officers or Directors

IZON has not, as yet, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted or awarded as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Statement of Executive Compensation, entitlement to grants of incentive stock options under IZON's stock option incentive plan is the only equity security element awarded by IZON to its executive officers and directors.

NAMED EXECUTIVE OFFICERS – SUMMARY COMPENSATION TABLE

The following table provides a summary of the compensation earned by, paid to, or accrued and payable to, each of our Named Executive Officers during the fiscal years ended December 31, 2018, December 31, 2017 and December 31, 2016. Amounts reported in this Statement of Executive Compensation are in US dollars, the currency that IZON uses for its financial statements.

Name and principal position	Fiscal year ended Dec 31	Salary/Fee (US\$)	Share-based awards (US\$)	Option-based awards (US\$)	Non-equity incentive plan compensation (US\$)			All other compensation (US\$)	Total compensation (US\$)
					Annual incentive plans	Long-term incentive plans	Pension value (US\$)		
Tim Ummel ⁽¹⁾ Chief Executive Officer & Director	2018	189,648	-	772,000 ⁽⁴⁾	-	-	-	-	961,648
	2017	142,500	-	-	-	-	-	-	142,500
	2016	-	-	-	-	-	-	-	-
Vickie Wittie ⁽²⁾ Chief Financial Officer	2018	14,125	-	-	-	-	-	-	14,125
	2017	-	-	-	-	-	-	-	-
	2016	-	-	-	-	-	-	-	-
Jeffrey Hosek ⁽³⁾ President & Director	2018	152,353	-	-	-	-	-	-	152,353
	2017	64,900	-	-	-	-	-	-	64,900
	2016	-	-	-	-	-	-	-	-
Jason Stickler Chief Operating Officer	2018	158,654	-	221,000 ⁽⁵⁾	-	-	-	-	379,654
	2017	-	-	-	-	-	-	-	-
	2016	-	-	-	-	-	-	-	-
Bradley Nightingale ⁽⁶⁾ Former Chief Financial Officer	2018	52,231	-	-	-	-	-	-	52,231
	2017	95,755	-	-	-	-	-	-	95,755
	2016	97,600	-	-	-	-	-	-	97,600

- (1) Tim Ummel has served as Chief Executive Officer and a director of IZON since January 2018, prior to which he served in the capacity as CEO of IZON under a consulting arrangement from September 2017, until his appointment as a director and officer in January 2018. Compensation for Mr. Ummel's services is provided for pursuant to an Employment/Consulting Services Agreement with IZON. See "Termination and Change of Control Benefits" below.
- (2) Vickie Wittie has served as Chief Financial Officer since November 2018. Compensation for Ms. Wittie's services is provided for pursuant to an Employment/Consulting Services Agreement with IZON. See "Termination and Change of Control Benefits" below.
- (3) Jeffrey Hosek has served as President of IZON since June 28, 2017, the date of completion of the acquisition by IZON of all of the issued and outstanding capital stock of Adzzup, Inc. ("Adzzup") in accordance with a reverse take-over transaction pursuant to which Adzzup became a wholly-owned subsidiary of IZON. Prior to June 28, 2017, Mr. Hosek served as Chief Executive Officer of Adzzup from March 2011 to June 2017).
- (4) The grant date fair value of Warrants to purchase 66,500,000 common shares in the capital of IZON at a per share exercise price of \$0.015 until December 31, 2023, estimated using the Black-Scholes option pricing model (see Note 15 to IZON's audited consolidated financial statements for the fiscal year ended December 31, 2018, for the assumptions and estimates used for this calculation). This award was made in settlement of a contractual obligation in accordance with the terms of the employment agreement between IZON and Mr. Ummel. See "Narrative Discussion", which follows.
- (5) The grant date fair value of Warrants to purchase 19,000,000 common shares in the capital of IZON at a per share exercise price of \$0.015 until December 31, 2023, estimated using the Black-Scholes option pricing model (see Note 15 to IZON's audited consolidated financial statements for the fiscal year ended December 31, 2018, for the assumptions and estimates used for this calculation). This award was made in settlement of a contractual obligation in accordance with the terms of the employment agreement between IZON and Mr. Stickler. See "Narrative Discussion", which follows.
- (6) Bradley Nightingale served as IZON's Chief Financial Officer until Ms. Wittie's appointment as Chief Financial Officer in November 2018.

Narrative Discussion

Timothy Ummel has served as Chief Executive Officer and director of IZON Network since January 2018. Mr. Ummel's employment agreement includes cash compensation of \$200,000 annually, an incentive bonus potential equal to 50% of annual salary and is awarded based on objective or subjective criteria as established by the Company's Board of Directors. There was no bonus awarded for the year ended December 31, 2018. The employment relationship is for no specified period of time and Mr. Ummel's employment is considered to be "at will". The employment agreement included an equity option award of 66,500,000 options, with an exercise price of \$0.015 and vesting schedule equal to: 25% immediately and 25% on each of the following one year anniversaries for 3 more years. The Company used a Black-Scholes model to value the incentive warrants at December 31, 2018 with the following assumptions: Expected dividend yield – 0%; Volatility – 100%; Risk-free interest rate – 1.86%; Expected life – 4.37 years.

Vickie Wittie has served as Chief Financial Officer of the Company since November 2018. Ms. Wittie operated under a consulting arrangement with the Company from November 2018 until January 1, 2019, at which time the Company entered in to an employment agreement that includes cash compensation of \$150,000 annually and an incentive bonus potential equal to 10% of annual salary and is awarded based on objective or subjective criteria as established by the CEO. The employment relationship is for no specified period of time and Ms. Wittie's employment is considered to be "at will". The employment agreement includes an incentive stock option award of 19,000,000 options with an exercise price of \$0.016 and vesting schedule equal to: 33% on the one-year anniversary after January 1, 2019 and the remainder at a rate of 2.79% monthly thereafter for 24 months.

Jason Stickler has served as Chief Operating Officer and director of IZON Network since January 2018. Mr. Stickler's employment agreement includes cash compensation of \$150,000 annually, an incentive bonus potential equal to 50% of annual salary and is awarded based on objective or subjective criteria as established by the Company's Board of Directors. There was no bonus awarded for the year ended December 31, 2018. The employment relationship is for no specified period of time and Mr. Stickler's employment is considered to be "at will". The employment agreement included an equity option award of 19,000,000 options, with an exercise price of \$0.015 and vesting schedule equal to: 25% immediately and 25% on each of the following one year anniversaries for 3 more years. The Company used a Black-Scholes model to value the incentive warrants at December 31, 2018 with the following assumptions: Expected dividend yield – 0%; Volatility – 100%; Risk-free interest rate – 1.86%; Expected life – 4.37 years.

Jeffrey Hosek has served as President of the Company since the reverse takeover transaction that completed on June 28, 2017, prior to which he served as Chief Executive Officer of Adzzup, Inc. from March 2011 to June 2017,

Adzupp now IZON’s wholly-owned subsidiary. Mr. Hosek’s compensation is not pursuant to a formal employment agreement and his employment is for no specified period of time and his employment is considered to be “at will”.

Named Executive Officers – Incentive Plan Awards – Outstanding Option-Based and Share-Based Awards

The following table sets out warrant equity compensation awards granted to the Named Executive Officers that were outstanding at the fiscal year ended December 31, 2018. No other share-based or non-equity incentive plan compensation has been awarded to our Named Executive Officers.

Named Executive Officer	Option-based Awards			Share-based Awards			
	Number of common shares underlying unexercised options (#)	Option exercise price per common share (US\$)	Option expiry date	Value of unexercised in-the-money options ⁽¹⁾ (US\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (US\$)	Market or payout value of vested share-based awards not paid out or distributed (US\$)
Tim Ummel	66,500,000	\$0.015	May 15, 2023	266,000	-	-	-
Vickie Wittie	-	-	-	-	-	-	-
Jason Stickler	19,000,000	\$0.015	May 15, 2023	76,000	-	-	-
Jeffrey Hosek	-	-	-	-	-	-	-
Bradley Nightingale	1,750,000	\$0.015	April 25, 2023	7,000	-	-	-

⁽¹⁾ The value of unexercised “in-the-money options” at the financial year-end is the difference between the market value of the underlying common shares on the OTC Market in the United States on December 31, 2018, and the option exercise price. The closing price of the common shares on December 28, 2018, the last day the stock traded prior to December 31, 2018, was \$0.019.

Named Executive Officers – Incentive Plan Awards – Value Vested or Earned During the Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

The following table sets out detail of incentive plan award value vested in favour of IZON’s Named Executive Officers during the fiscal year ended December 31, 2018.

Name	Option-based awards – Value vested ⁽¹⁾ during the fiscal year ended December 31, 2018 (US\$)	Share-based awards – Value vested during the fiscal year ended December 31, 2018 (US\$)	Non-equity incentive plan compensation – Value earned during the fiscal year ended December 31, 2018 (US\$)
Tim Ummel	66,500 ⁽¹⁾	-	-
Vickie Wittie	-	-	-
Jason Stickler	19,000 ⁽¹⁾	-	-
Jeffrey Hosek	-	-	-
Bradley Nightingale	7,000 ⁽¹⁾	-	-

⁽¹⁾ Represents the aggregate dollar value that would have been realized if the incentive stock options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

As no incentive stock options to purchase common shares of IZON were exercised by our Named Executive Officers during the fiscal year ended December 31, 2018, no value was earned by our Named Executive Officers as a result of exercise of incentive stock options during the fiscal year ended December 31, 2018.

PENSION PLAN BENEFITS

As of the year ended December 31, 2018, IZON did not offer any form of pension plan benefits its Named Executive Officers or to its directors.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Other than as described below, as of the date of this Statement of Executive Compensation, IZON is not a party to any contract, agreement, plan or arrangement with its Named Executive Officers that provide for payments to Named Executive Officers at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation or retirement, or as a result of a change in control of IZON or a change in a Named Executive Officer's responsibilities.

MANAGEMENT CONTRACTS

The management functions of IZON are performed by its directors and officers and IZON has no management agreements or other arrangements under which persons other than the directors and officers of IZON perform such management functions.

DIRECTOR COMPENSATION

IZON does not pay its directors a fee for acting as such. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and may, from time to time, be granted options to purchase common shares.

The following disclosure of compensation of our non-executive directors during IZON's fiscal year ended December 31, 2018, excludes compensation of Tim Ummel, a director and the Chief Executive Officer of IZON and of Jeffrey Hosek, a director and the President of IZON, whose compensation is disclosed above at Part 4 – Executive Compensation – Named Executive Officers – Summary Compensation Table.

Director and principal position	Fees earned (US\$)	Share-based awards (US\$)	Option-based awards (US\$)	Non-equity incentive plan compensation (US\$)		Pension value (US\$)	All other compensation (US\$)	Total Compensation (US\$)
				Annual incentive plans	Long-term incentive plans			
Giles Somerville <i>Director</i>	-	-	383,000 ⁽¹⁾	-	-	-	-	383,000

⁽¹⁾ The grant date fair value of Warrants to purchase 33,000,000 common shares in the capital of IZON at a per share exercise price of \$0.015 May 15, 2023, estimated using the Black-Scholes option pricing model (see Note 15 to IZON's audited consolidated financial statements for the fiscal year ended December 31, 2018, for the assumptions and estimates used for this calculation). This award was made as compensation for services. See "Narrative Discussion", which follows.

Narrative Discussion

The Company's Board of Directors approved an equity option award of 33,000,000 options for Giles Somerville, director of the Company, with an exercise price of \$0.015 and vesting schedule equal to: 34% immediately and 33% on each of the following one-year anniversaries for 2 years. The Company used a Black-Scholes model to value the incentive warrants at December 31, 2018 with the following assumptions: Expected dividend yield – 0%; Volatility – 100%; Risk-free interest rate – 1.86%; Expected life – 4.37 years.

Directors – Incentive Plan Awards – Outstanding Option-Based and Share-Based Awards

The following table sets out warrant equity compensation awards granted to our non-executive directors during the fiscal year ended December 31, 2018, which were outstanding at the fiscal year ended December 31, 2018. No other

share-based or non-equity incentive plan compensation has been awarded to our non-executive directors. See “Named Executive Officers – Incentive Plan Awards – Outstanding Option-Based Awards” above for outstanding options held by Tim Ummel, CEO and director.

Director	Option-based Awards				Share-based Awards		
	Number of common shares underlying unexercised options (#)	Option exercise price per common share (US\$)	Option expiry date	Value of unexercised in-the-money options ⁽¹⁾ (US\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (US\$)	Market or payout value of vested share-based awards not paid out or distributed (US\$)
Giles Somerville	33,000,000	\$0.015	May 15, 2023	132,000	-	-	-

⁽¹⁾ The value of unexercised “in-the-money options” at the financial year-end is the difference between the market value of the underlying common shares on the OTC Market in the United States on December 31, 2018, and the option exercise price. The closing price of the common shares on December 28, 2018, the last day the stock traded prior to December 31, 2018, was \$0.019.

Directors – Incentive Plan Awards – Value Vested or Earned During the Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

The following table sets out detail of incentive plan award value vested in favour of IZON’s non-executive directors during the fiscal year ended December 31, 2018.

Director	Option-based awards – Value vested ⁽¹⁾ during the fiscal year ended December 31, 2018 (US\$)	Share-based awards – Value vested during the fiscal year ended December 31, 2018 (US\$)	Non-equity incentive plan compensation – Value earned during the fiscal year ended December 31, 2018 (US\$)
Giles Somerville	44,880	-	-

⁽¹⁾ Represents the aggregate dollar value that would have been realized if the incentive stock options had been exercised on the vesting date – that is, the difference between the market price of the underlying shares and the option exercise price on the vesting date.

As no incentive stock options to purchase common shares of IZON were exercised by IZON’s non-executive directors during the fiscal year ended December 31, 2018, no value was earned by the non-executive directors as a result of exercise of incentive stock options during the fiscal year ended December 31, 2018.

PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as of December 31, 2018, IZON's most recently completed financial year. IZON does not have a formal stock option incentive plan in place as of December 31, 2018 and as of the date of this Circular.

Plan Category	Number of securities⁽¹⁾ to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	-Nil	N/A	N/A
Equity compensation plans not approved by securityholders	7,000,000	\$0.03	N/A

(1) Underlying securities are common shares in the capital of IZON Network, Inc.

(2)

PART 6 – CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to shareholders and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of IZON. The Board of Directors of IZON is committed to sound corporate governance practices, which are in the interest of its shareholders and also contribute to effective and efficient decision making. Follows is a summary of IZON's approach to corporate governance.

Composition of the Board of Directors

As of the date of this Circular, the Board of Directors of IZON was comprised of three directors:

- Jeff Hosek (President, Treasurer and Secretary);
- Tim Ummel (Chief Executive Officer);
- Giles Somerville.

Giles Somerville is considered to be independent of management applying the guidelines contained in applicable securities legislation. In determining whether a director is independent, the Board considers, for example, whether a director has a relationship which could, or could be perceived to, interfere with the director's ability to objectively assess the performance of management. On this basis, Joseph Hosek and Tim Ummel, as executive officers of IZON, are not considered to be independent of management.

Board consideration and approval is required for all material contracts, business transactions and all debt and equity financing proposals. The Board delegates to management, through the Chief Executive Officer, responsibility for meeting defined corporate objectives, evaluating new business opportunities and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives.

Directorships in other Public Companies

The directors of IZON are not directors of any other reporting issuers.

Orientation and Continuing Education of Directors

IZON has not yet developed an official orientation or training program for new directors and each director is responsible for staying informed about IZON's business and developments in the industry. All of IZON's current directors are familiar with IZON's business and industry sector and with publicly traded companies in general and, as such, formal orientation has not, to date, been required. New directors will be provided with a thorough overview of IZON's business, assets, operations, as well as strategic plans and objectives through discussions and meetings with other directors and with officers. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

Management of IZON endeavours to provide a continuous flow of information to its directors for continuing education purposes relating to IZON's business and operations, as well as information and other initiatives intended to keep the Board abreast of new developments and challenges that IZON may face and each director, by virtue of the role, is responsible for staying informed about IZON's business and developments in the industry.

Ethical Business Conduct

The Board monitors the ethical conduct of IZON and its management to ensure that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by IZON's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, are sufficient, at this time, to ensure that the Board operates independently of management and in the best interests of IZON and its shareholders.

As of the date of this Circular, IZON's Board of Directors had not adopted a code of business conduct and ethics.

Nomination and Election of Directors

The Board considers its size each year when it determines the number of directors, and the nominees, to recommend to shareholders for election at annual meetings, taking into account the number required to carry out the Board's duties effectively and to maintain diversity of view and experience. In considering nominees for election as directors, the Board takes into consideration (a) the independence of each individual; (b) the competencies, skills and experience of the individual, as well as the individual's ability to engage in informed governance, strategic business development, risk assessment and management, and effective teamwork; (c) the personality of the individual and other qualities that could impact Board dynamics; and (d) IZON's strategic direction.

We have not yet adopted a formal advance notice policy requiring that a shareholder proposing to nominate a person for election as a director at a meeting of shareholders. If a shareholder proposes to nominate an individual or individuals for election as a director of IZON at the next annual meeting of shareholders to be held during calendar 2020, nominations for directors must be made in writing and include the nominee's written consent to the nomination and sufficient background information on the candidate to enable the IZON Board to assess his or her qualifications. Nominations must be addressed to the Chairman of the Board at the Company's headquarters address listed below, and must be received no later than March 31, 2020, in order to be included in the proxy statement for the next annual election of directors.

IZON Network, Inc.
Attn: Chairman of the Board
15211 N. Kierland Blvd., Suite 200,
Scottsdale, Arizona 85254

Voting for election of directors of IZON is by individual voting and not by slate voting. IZON has not, as yet, adopted a majority voting policy for election of directors at uncontested shareholder meetings at which directors are to be elected.

Compensation

IZON relies solely on its Board of Directors, through discussion without any formal objectives, criteria or analysis, to determine the compensation of its executive officers. The Board is responsible for determining all forms of compensation, including long-term incentives in the form of stock options or warrants to be granted to officers and directors, and for reviewing from time to time the Chief Executive Officer's recommendations respecting compensation for employees or consultants, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining compensation, the Board of Directors considers: i) recruiting and retaining executives critical to IZON's success and the enhancement of shareholder value; ii) providing fair and competitive compensation; iii) balancing the interests of management and our shareholders; and iv) rewarding performance, both on an individual basis and with respect to our operations in general.

Board Committees – Audit Committee

As of the date of this Circular, IZON's Board had appointed only one committee, the Audit Committee. See Part 7 – Audit Committee, which follows.

Assessments

The Board does not formally review the contributions of individual directors; however, it believes that its current size facilitates informal discussion and evaluation of members' contributions within that framework.

PART 7 – AUDIT COMMITTEE

For detail with respect to IZON's Audit Committee, its members and their relevant education and experience, external auditor service fees, pre-approved policies and procedures for non-audit services and reliance on certain exemptions related to an Audit Committee, please refer to section 9.4 of IZON's Annual Information Form for the fiscal year ended December 31, 2018, which has been filed by IZON with regulators and is available for viewing through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

PART 8 – OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the most recently completed fiscal year ended December 31, 2018, and as at the date of this Circular, no director, executive officer or employee or former director, executive officer or employee of IZON, nor any nominee for election as a director of IZON, nor any associate of any such person, was indebted to IZON or its subsidiaries, nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by IZON or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No proposed nominee for election as a director, and no director or officer of IZON who has served in such capacity since the beginning of IZON's most recently completed fiscal year ended December 31, 2018, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of IZON's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had or has any interest in any transaction with

IZON or its subsidiaries, or in any proposed transaction, that has materially affected IZON or its subsidiaries or is likely to do so.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON AT THE MEETING

None of the directors or executive officers of IZON who have served in such capacity since the beginning of our most recently completed fiscal year ended December 31, 2018, no proposed nominee for election as a director of IZON, nor any associate or affiliate of any of those individuals, has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the meeting other than the election of directors, the details of which are disclosed at Part 3 – The Business of the Meeting.

PENALTIES AND SANCTIONS

As at the date of this Information Circular, no proposed nominee for election as a director of IZON (nor any personal holding company of a proposed director) 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 shareholder in deciding whether to vote for a proposed director.

CEASE TRADE ORDERS AND BANKRUPTCY

Except as disclosed below, as at the date of this Information Circular no proposed nominee for election as a director of IZON is, or has been, within 10 years before the date of this Information Circular:

1. a director, chief executive officer or chief financial officer of any company (including IZON and any personal holding company of the proposed director) that, while that person was acting in that capacity:
 - (a) was subject to:
 - (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order), or
 - (ii) an order similar to a cease trade order, or
 - (iii) an order that denied the relevant company access to any exemption under securities legislation,that was in effect for a period of more than 30 consecutive days (an “**Order**”); or
 - (b) 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; or
2. a director or executive officer of any company (including IZON and any personal holding company of the proposed director) that, while that person 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.

Cease Trade Order – IZON Network, Inc.

On February 6, 2013, the British Columbia Securities Commission (the “BCSC”) ordered that all trading in the securities of Digital Caddies, Inc. (now known as IZON Network, Inc. by change of name effective September 19, 2017) cease as the issuer had failed to file continuous disclosure documents with the BCSC, via SEDAR, in accordance with Multilateral Instrument 51-105 *Issuers Quoted in the U.S. Over-the-Counter Markets*. IZON prepared and filed all outstanding continuous disclosure materials required by applicable legislation and made application to the BCSC for full revocation of the cease trade order, which revocation was issued by the BCSC on December 21, 2018.

PERSONAL BANKRUPTCY

No proposed nominee for election as a director of IZON has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

OTHER MATTERS

Management of IZON is not aware of any other matters to come before the meeting other than as set forth in the Notice that accompanies this Information Circular. If any other matter properly comes before the meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

You may obtain additional financial information about IZON Network, Inc. in our comparative consolidated financial statements and Management’s Discussion and Analysis for the fiscal year ended December 31, 2018, which have been electronically filed by IZON with regulators and are available for viewing through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Additional copies may be obtained without charge upon request to us at 15211 N. Kierland Blvd., Suite 200, Scottsdale, Arizona 85254; e-mail: mkordysz@izonnetwork.com; telephone (604) 904-8632. You may also access IZON’s disclosure documents through the Internet on SEDAR at www.sedar.com.

The Board of Directors of IZON Network, Inc. has approved the contents of this Circular and its distribution to each shareholder entitled to receive notice of the meeting to which this Circular relates.

Scottsdale, Arizona, July 9, 2019.

IZON Network, Inc.

By:

Jeff Hosek
Director and President