

Preferred Dental Technologies Inc.

B01 – 185 Provencher Blvd

Winnipeg, MB, Canada, R2H 0G4

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS OF PREFERRED DENTAL TECHNOLOGIES INC

NOTICE IS HEREBY GIVEN that an Annual General and Special Meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of voting common shares (“**Common Shares**”) in the capital of Preferred Dental Technologies Inc. (the “**Company**”) will be held at B01 – 185 Provencher Blvd, Winnipeg, MB, Canada, R2H 0G4 **on July 10, 2018 at 10:30AM (CST)**, for the following purposes:

To receive and consider the financial statements of the Company for the fiscal year ended July 31, 2017,

To set the number of Directors at 5;

To elect directors of the Company for the coming financial year;

To appoint auditors of the Company for the ensuing year and to authorize the Board of Directors to fix their remuneration;

To ratify and approve the continuation of the Stock Option Plan

To ratify the settlement of Debt Transaction 1

To ratify the settlement of Debt Transaction 2

To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

Proxies are being solicited by the management of the Corporation. Shareholders who are unable to attend the Meeting in person are requested to complete, date and sign the enclosed proxy and to mail it or deposit it with Computershare Investor Services, 100 University Ave., 8th Floor, Toronto, ON M5J 2Y1. **In order to be effective, forms of proxy must be returned to the aforesaid address not less than 48 hours before the time set out for the meeting or any adjournment thereof.** The Company has set a record date for the meeting for **June 5, 2018** (the “**Record Date**”) and shareholders of record on the Record Date are entitled to receive notice of and to attend and vote at the Meeting unless after that date a Shareholder of record transfers any Common Shares and the transferee, upon producing properly endorsed certificates evidencing such shares or otherwise establishing ownership of such shares, requests, at least 10 days prior to the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote, in which case such transferee shall be entitled to vote such shares at the Meeting.

Dated at Winnipeg, Manitoba, this 5th day of June, 2018.

BY ORDER OF THE BOARD OF DIRECTORS
OF PREFERRED DENTAL TECNOLOGIES INC.

Per: (signed) “George H Gale”

PREFERRED DENTAL TECHNOLOGIES INC

B01 – 185 Provencher Blvd Winnipeg, MB, Canada, R2H 0G4

INFORMATION CIRCULAR

FOR AN ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 10, 2018

This information is given as of June 5, 2018 (unless otherwise noted).

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of PREFERRED DENTAL TECHNOLOGIES INC (the "Company") for use at an Annual General and Special Meeting (the "Meeting") of the shareholders of the Company, to be held on July 10, 2018 at the time and location and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

In this Information Circular, references to "the Company", "Preferred", "PDTI", "we" and "our" refer to PREFERRED DENTAL TECHNOLOGIES INC. "Common Shares" means common shares without par value in the capital of the Company. "Beneficial Shareholders" means shareholders who do not hold Common Shares in their own name and "intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. All references to shareholders in this Information Circular and the accompanying form of Proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed form of Proxy is solicited by Management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Instrument of Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT OF PROXYHOLDER

A duly completed form of proxy will constitute the person(s) named in the enclosed form of proxy as the proxyholder for the shareholder ("Registered Shareholder"). The persons named in the accompanying form of Proxy for the Meeting are directors or officers of the Company (the "Management Proxyholders").

A Registered Shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed form of Proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the Proxy and insert the name of his nominee in the blank space provided, or by completing a proxy in a form similar to the enclosed Proxy form. A proxyholder need not be a Registered Shareholder.

VOTING BY PROXY

The persons named in the Proxy will vote or withhold from voting the Common Shares represented for each respective matter in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and if the Registered Shareholder specifies a choice with respect to any matter to be acted upon. If the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a Registered Shareholder as proxyholder, such person will vote in favour of each matter identified in the notice of Meeting and for the nominees of management for directors and auditor.

The Proxy confers discretionary authority on the persons named therein with respect to each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors, any amendment to or variation of any matter identified therein, and any other matter that properly comes before the Meeting. In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

COMPLETION AND RETURN OF PROXY

The Proxy must be dated and be signed by the shareholder or his attorney in writing, or if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

Completed forms of proxy must be deposited either at the **Head Office of the Company** at B01 – 185 Provencher Blvd, Winnipeg, MB, Canada, R2H 0G4 (Fax: 204-809-4702) or with the **Company's Registrar and Transfer Agent**, Computershare Investor Services Inc., ("Computershare"), 100 University Ave., 8th Floor, Toronto, ON M5J 2Y1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays and holidays, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

REVOCATION OF PROXY

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a shareholder may revoke a Proxy in writing either by: (1) signing a Proxy bearing a later date, or by an officer or attorney thereof duly authorized, and depositing it at any time up to and including the last business day preceding the date of the Meeting at the registered office of the Company, or (2) signing and dating a written notice of revocation (in the same manner as the Proxy is required to be executed as set out in the notes to the Proxy) and either depositing it at the place and within the time indicated above or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (3) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such Proxy shall be deemed to have been revoked. **Only Registered Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must, at least 7 days before the Meeting, arrange for the Company or their respective Intermediary, as the case may be, to revoke the proxy on their behalf.**

NON-REGISTERED HOLDERS OF COMPANY'S SHARES

Only Registered Shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Some shareholders of the Company are "non-registered" shareholders because the common shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the common shares. More particularly, a person is not a Registered Shareholder in respect of common shares that are held on behalf of that person (the "Non-Registered Holder"), but are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the common shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRFs, RESPs and similar plans); or (b) in the name of a clearing agency of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration for the Canadian Depository for Securities), which company acts as nominee for many Canadian brokerage firms.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "NOBO's". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "OBO's".

In order to satisfy the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send the Notice of Meeting, Information Circular and Proxy (collectively, the "Meeting Materials") directly to the NOBO's, and indirectly through Intermediaries to the OBO's. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a "VIF" form). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIF's, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF. In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the common shares that they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the Meeting. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed form of Proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution will do so in accordance with such direction. In the absence of any direction in the Proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The form of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters, which may properly be brought before the Meeting. At the time of printing of this Information Circular, Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters, which are not now known to the Management, should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

The audited financial statements of the Company for its fiscal year ended July 31, 2017, the reports of the auditor and related management discussion and analysis were filed on www.sedar.com on November 28, 2017 with the securities commissions or similar regulatory authority in Saskatchewan, Manitoba, Ontario, Alberta and British Columbia.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or senior officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, save and except for those matters pertaining to the election of directors and incentive stock options.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value. On July 31, 2017 there were 61,876,668 common shares issued and outstanding. On June 5, 2018, the record date of the Meeting, 63,626,668 common shares were issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Name of Holder	No. of Common Shares	% of outstanding Common shares

To the knowledge of the directors and senior officers of the Company, no shareholders (as set out in the above table) own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company. Management understands that shares registered in the name of CDS & Co and CEDE and Co are beneficially owned through various dealers and other intermediaries on behalf of their clients and other parties. The names of the beneficial owners of such shares are not known to the Company. The above information was provided by management of the Company and the Company's registrar and transfer agent as of June 5, 2018. The Directors have determined that all shareholders of record on the close of business on the 5th day of June, 2018, will be entitled to receive notice of and to vote at the Meeting. Those shareholders so desiring may be represented by proxy at the Meeting. The Shareholders who either personally attend the Meeting or who complete and deliver a Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

Financial Statements

The audited financial statements of the Company for the financial year ended July 31, 2018 (the "Financial Statements") together with the Auditors Report for the year will be presented to the Shareholders at the Meeting. The Financial Statements are posted on SEDAR and are posted on the Company's website at www.prefdent.com.

Election of Directors

Currently the Board consists of five (5) directors, four of whom were elected at the last Annual General Meeting on April 13, 2017. The persons named in the enclosed form of proxy intend to vote for the election of the five nominees whose names are set forth below. Each director is elected annually and will hold office until the next annual meeting or until the election of his successor, unless he resigns or his office becomes vacant by removal, death or other cause. Directors are elected at each annual general meeting and will hold office until the next annual general meeting or until that person ceases to be a director.

Management does not contemplate that any of these nominees will be unable to serve as a director.

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices, which they presently hold with the Company, their respective principal occupations or employments during the past five years if such nominee is not presently an elected director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular.

The information concerning the proposed nominees was furnished by each of them.

Name and Residence of Proposed Directors and Present Offices Held	Date Elected or Appointed	Principal Occupation	Number of Shares
George H. Gale, Winnipeg, MB, CA <i>Director and Chairman,¹</i>	April 13, 2017	President and CEO, Namex Explorations Inc. (since Nov 2009); President, Galex Geology Ltd (2005-2012); Chairman and CEO, Triple Nine Resources Ltd.	1,200,000
Camille Pinette, Winnipeg, MB, CA <i>Director and CFO¹</i>	April 13, 2017	Businessman	4,941,488
Erik Siegmund, Winnipeg, MB, CA <i>Director; President and CEO</i>	April 13, 2017	Businessman	2,543,921
John Schillinger, Winnipeg, MB, CA <i>Director¹</i>	April 13, 2017	Businessman, Accountant	100,000
Lionel Gosselin, Winnipeg, MB, CA <i>Director</i>	December 29, 2017	Businessman	1,467,568

¹ Member of the Audit Committee

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of management of the Corporation and has been furnished by the respective nominees individually. Together the officers and management of the Company own 10,252,977 shares that represent 16.1 % of the issued shares of the Company.

The following are brief biographies of the proposed nominees as directors of the Company:

George H. Gale, PhD, is a geologist with over 40 years experience in mineral deposit studies and exploration. He published numerous articles on geology, mineral deposits and geochemistry during 4 years at the Geological Survey of Norway and 29 years at the Manitoba Geological Survey. Between 2005 and 2010 he was Vice President of Exploration and Director for VMS Ventures Inc and Harvest Gold Corporation. Since January 2009 he has served as President and CEO of Namex Explorations, and is chairman and CEO of Triple Nine Resources Ltd. He is a member of the Association of Professional Engineers and Geoscientists of Manitoba, a Fellow of the Society of Economic Geologists and a Certified Professional Geologist (US). He has been Chairman and Director of the company's wholly owned subsidiary, Preferred Dental Implant Corp since 2015.

Camille Pinette is a senior lending officer with Caisse Populaire. Mr. Pinette has over 32 years of experience in the financial industry, including Branch Manager of the Royal Bank of Canada, and experience in several credit unions. He was a Director of IGC Resources in 2015 and has been CFO of the company's wholly owned subsidiary, Preferred Dental Implant Corp since 2015.

Erik Siegmund, BA, has been involved in research and development of dental abutment technologies since 2009. He has been President, CEO and Director of the company's wholly owned subsidiary, Preferred Dental Implant Corp since 2015 and Permatooth Inc (2009-2014).

John Schillinger is a self-employed accountant, and has had considerable experience in both his own business and running his own accounting business and management experience running other commercial entities.

Lionel Gosselin has been a businessman who has been involved in the development and management of a number of enterprises including, restaurants, automotive dealerships and a window manufacturing company. He has been an advisor to the Company and its wholly owned subsidiary since 2015.

As of the date of this Information Circular, *with the exception of George H Gale acting in his capacity as Director of Namex Explorations Inc. (see note below)*, none of the proposed directors of the Company (or any of their personal holding companies)

- (a) was, or had been, within 10 years before that date, a director or executive officer of any company (including the Company), that, while that person was acting in that capacity,
- (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (ii) was the subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) had, within the 10 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.

In addition, no proposed director has been subject to 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 has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulating authority that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Note: George H Gale was, and has remained, a director of Namex Explorations Inc. at the time of the issuance of a cease trade order in 2015 and for failure to file its financial statements with the appropriate securities regulators. This Cease Trade Order was predicated by the inability of management to obtain financing during the 2012 downturn in the mineral exploration and mining business.

The Company does not have an Executive Committee of the Board of Directors. The Audit Committee is comprised of George Gale and John Schillinger, both of whom are considered to be Independent, and Camille Pinette, who is not-independent.

Advanced notice of this Meeting has been filed on SEDAR.

Compensation of Directors

During fiscal years, 2015-2017, the Company had four directors, one of whom was a Named Executive Officer (NEO). Compensation paid to the NEO is outlined under "Summary Compensation Table" below. The Company does not pay directors of the Company for attending meetings or for serving on committees. There were no other arrangements, standard or otherwise, whereby the directors were compensated by the Company for their services as directors, for committee participation, or for involvement in special assignments during the 2015-2017 fiscal years. None of the Company's directors received any cash compensation for services provided in their capacity as directors. Stock options were granted to officers and directors during the 2017 fiscal year as indicated below. None of the proposed director nominees or directors, other than the NEO received any compensation during the 2015-2017 fiscal years.

Director Compensation Table

Name (a)	Fees Earned (\$) (b)	Share- based Awards (\$) (c)	Option- based Awards (\$) (d)	Non-equity Incentive Plan Compensation (\$) (e)	Pension Value (\$) (f)	All other Compensation (\$) (g)	Total (\$) (h)
George H Gale 2017	nil	nil	nil	n/a	n/a	nil	nil
2016	nil	nil	nil	n/a	n/a	nil	nil
2015	nil	nil	nil	n/a	n/a	nil	nil
Erik Siegmund 2017	nil	nil	nil	n/a	n/a	nil	nil
2016	nil	nil	nil	n/a	n/a	nil	nil
2015	nil	nil	nil	n/a	n/a	nil	nil
Camille Pinette 2017	nil	nil	nil	n/a	n/a	nil	nil
2016	nil	nil	nil	n/a	n/a	nil	nil
2015	nil	nil	nil	n/a	n/a	nil	nil
John Schillinger 2017	nil	nil	nil	n/a	n/a	nil	nil
2016	nil	nil	nil	n/a	n/a	nil	nil
Gary f. Zak 2017 ¹	?						nil
2016	nil	nil	nil	nil	n/a	nil	nil
2015	nil	nil	nil	nil	n/a	nil	3,500
Kenneth Phillippe 2017 ¹					n/a	n/a	nil
2016	nil	nil	nil	nil	n/a	n/a	12,000
2015	nil	nil	nil	nil	n/a	n/a	3,500

¹ Resigned June 8, 2017.

The following table discloses the particulars of the option-based awards granted to the directors under the Company's stock option plan as at July 31, 2017.

Outstanding Option-Based Awards

Name	Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options ¹
George H Gale	1,000,000	0.15	June 16, 2022	nil
Erik Siegmund	1,000,000	0.15	June 16, 2022	nil
Camille Pinette	1,000,000	0.15	June 16, 2022	nil
John Schillinger	1,000,000	0.15	June 16, 2022	nil
Gary F Zack	100,000 ²	0.10	June 10, 2026	nil
Kenneth Phillippe	100,000 ²	0.10	June 10, 2026	nil
Jerry Minni	100,000 ²	0.10	June 10, 2026	nil
Derrick Strickland	100,000 ²	0.10	June 10, 2026	nil
Wayne Dodge	100,000 ²	0.10	June 10, 2026	nil

¹In-the-Money Options¹ means the excess of the market value of the Company's shares on July 31, 2017 over the exercise price of the options. The last closing price of the Company's shares prior to July 31, 2017 was \$0.085. ² Expired September 6, 2017

There were 500,000 options granted to former Directors of Whitewater Capital Corp. These options expired unexercised on September 6, 2017.

The Company does not currently have a share-based awards program. There were no repricing of stock options under the stock option plan or otherwise during the Company's completed financial years ended July 31, 2017. The Board of Directors approved the cancellation of all outstanding Options in January 2012 with the written approval of all of the optionees.

APPOINTMENT OF AUDITORS

The persons named in the enclosed Proxy will vote for the appointment of **Manning Elliott LLP, Chartered Professional Accountants**, as auditors for the Company to hold office until the next Annual General Meeting of the shareholders, at a remuneration to be fixed by the Directors.

STATEMENT OF EXECUTIVE COMPENSATION

In this section "Named Executive Officer" (NEO) means (a) the Chief Executive Officer (CEO) (or an individual who acted in a similar capacity), (b) the Chief Financial Officer (CFO) (or an individual who acted in a similar capacity), (c) each of the Company's other most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity (except those whose total salary and bonus does not exceed \$ 150,000), and (d) any additional individuals whose total salary and bonus exceeded \$ 150,000 during the years ended July 31, 2017, 2016 and 2015. The following table sets out all annual and long-term compensation for services in all capacities to the Corporation for the fiscal years ended July 31, 2017, 2016 and 2015, of the Chief Executive Officer and the Chief Financial Officer of the Corporation (collectively, the "Named Executive Officer"). No other executive officer of the Corporation received more than \$150,000 in salary and bonus, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for the fiscal years ended July 31, 2017, 2016 and 2015. *(All dollar amounts referenced herein are Canadian Dollars unless otherwise specified).*

In June 2017, Erik Siegmund was appointed President and CEO by the Board. Camille Pinette was appointed Chief Financial Officer (CFO) in June 2017. Camille Pinette has not received any compensation from the Company up to the time of this circular and does not have any management contracts with the Company.

COMPENSATION DISCUSSION AND ANALYSIS

The Company does not have a formal compensation program. The board of directors meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long term shareholder value; (b) align management's interests with the long term interests of shareholders; (c) provide a compensation package that is commensurate with other junior mineral exploration companies to enable the Company to attract and retain talent; and (d) to ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact it is a junior company without a history of earnings.

Base salary is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his abilities and in the best interests of the Company. The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each NEO's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to directors, officers, consultants and employees at the commencement of employment and periodically afterwards. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's stock option plan (the "Stock Option Plan").

The Company has no long term incentive plans other than the Stock Option Plan. The Company's directors, officers, consultants and employees are entitled to participate in the Stock Option Plan. Options are granted by the Board of Directors. In monitoring or adjusting the option allotments, the Board takes into account its own observation on individual performance and its assessment of individual contributions to shareholder value, previous option grants and the objectives set for the officers, NEO and the Board. The Board determines the number of options to be granted and makes the following determinations:

- Parties entitled to participate in the Stock Option Plan;
- market price on the day of grant;
- the date on which each option is granted;
- vesting period if any for each option granted; and
- any re-pricing or amendment to a stock option grant

The Board makes these determinations subject to and in accordance with the provisions of the Stock Option Plan. The board of Directors reviews and approves grants of options on an annual basis and periodically during a financial year.

Pursuant to the Company's stock option plan, the Company's Board grants options to directors, officers, consultants and employees as incentives. The level of stock options awarded to a NEO is determined by his position and his potential future contributions to the Company. The exercise price of stock options is determined by the Board, but shall not be less than the trading price of the common shares of the Company on the Exchange at the time of the grant of the option. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the securities commissions.

Summary Compensation Table

Summary Compensation paid to each NEO for the fiscal year ended July 31, 2017 and for each of the fiscal years ended July 31, 2016 and 2015 are indicated in the table below.

Name and Principal Position (a)	Year End July 31 (b)	Salary \$ (c)	Share Based Awards \$ (d)	Option Based Awards \$ (e)	Non-equity Incentive Plans (f)		Pension Value \$ (g)	All other Compensation \$ (h)	Total Compensation \$ (i)
					Annual Incentive Plan (f1)	Long term Incentive Plan (f2)			
Erik Siegmund CEO, President	2017 2016 2015	48,250 42,250 14,286	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 ³ 0 ²	48,250 42,250 14,286
Camille Pinette CFO	2017 2016 2015	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 ⁴ 0 ⁴ 0 ⁵	0 0 0

INCENTIVE PLAN AWARDS:

Incentive plan awards - value vested or earned during the 2017 fiscal year

Name (a)	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#) (b)	Option exercise price (\$) (c)	Option expiration date (d)	Value of unexercised in-the-money options (e)	Number of shares or units of shares that have not vested (#) (f)	Market or payout value of share-based awards that have not vested (\$) (g)	Market or payout value of share-based awards not paid or distributed (\$) (h)
Erik Siegmund, CEO 2017 2016	1,000,000 0	0.15 0	June 16, 2022 0	0 0	0 0	0 0	0 0
Camille Pinette CFO 2017 2016	1,000,000 0	0.15 0	June 16, 2022 0	0 0	0 0	0 0	0 0

Stock-based compensation plan and warrants

Shareholders have approved a stock option plan pursuant to which the Company's board of directors (the "Board") has granted stock options to its directors, officers, consultants and service providers.

In 2016, the Company adopted to account for stock options granted using the fair value method. The fair value of options granted is estimated on the date of grant using the Black-Scholes option pricing model and a stock based compensation expense is charged in the period the options are granted and a corresponding amount in the contributed surplus. The amounts are subsequently transferred to capital stock on exercise of the options.

The Company also issues broker warrants and warrants with certain equity transactions. In 2016, the Company adopted to account for warrants using the fair value method. The fair value of the warrants, as determined using the Black-Scholes valuation model, is credited to Contributed Surplus. The recorded value of warrants is transferred to Capital Stock upon exercise.

The Company's disinterested shareholders approved the Stock Option Plan at the 2016 annual general meeting and regulatory approval was subsequently obtained. The maximum number of shares of the Corporation that could be issued under the Plan was 6,187,666, which represented 10% of the issued and outstanding shares as at July 31, 2017.

The Company's disinterested shareholders approved the Stock Option Plan at the 2016 annual meeting. The maximum number of shares of the Corporation that can be issued under the Plan is 10% of issued common shares. The Stock Option Plan is a Rolling Plan and the total number of shares to be issued shall not exceed 10% of the outstanding shares at any time.

Options Granted During the 2017 Fiscal Year

Name	Number of shares	% of total options granted to employees in financial year	Exercise price	Market value on date of grant	Expiration date
Erik Siegmund 2017	1,000,000	25%	0.15	0.085	June 17, 2022
Camille Pinette	1,000,000	25%	0.15	0.085	June 17, 2022

Options Exercised in Fiscal Years, 2017, 2016 and Fiscal Year End Option Value

The following table sets out the value of the options held by the Named Executive Officer at fiscal years ending on July 31, 2017, 2016.

Name	Shares Acquired on Exercise	Value Realized (\$)	Number of Unexercised Options at Fiscal Year End Exercisable / Unexercisable	Value of Unexercised in-the-Money Options at Fiscal Year End Exercisable / Unexercisable
Erik Siegmund 2017	nil	nil	1,000,000	nil

Long Term Incentive Plan (LTIP) Awards

The Company does not have any long-term incentive plans and, save as disclosed above, no remuneration payments were made, directly or indirectly, by the Company to its Named Executive Officers during the years ended July 31, 2017, 2016 and 2015.

An LTIP means "any plan providing compensation intended to serve as an incentive for performance to occur over a period longer than one fiscal year whether performance is measured by reference to financial performance of the Company or an affiliate or the price of the Company's shares, but does not include option or stock appreciation rights plans or plans for compensation through restricted shares or units".

Incentive Plan Awards

The Company does not currently have a share-based awards program.

There were no repricing of stock options under the stock option plan or otherwise during the Company's completed financial years ended July 31, 2017, 2016 and 2015.

Pension Plan Benefits

The Company does not have any pension or retirement plans.

Name (a)	Number of years credited service (b)	Annual benefits payable (\$) (c)		Opening Present value of defined benefit obligation (\$) (d)	Compensatory change (\$) (e)	Non-compensatory change (\$) (f)	Closing present value of defined benefit obligation (\$) (g)
		At year end	At age 65				
Erik Siegmund CEO	0	0	0	0	0	0	0
Camille Pinette, CFO	0	0	0	0	0	0	0

Termination and Change of Control Benefits

In 2017 the Company entered into an employment contract with Erik Siegmund, the Named Executive Officer to provide management services for a total of \$90,090/yr. All previous Whitewater contracts were cancelled at the time of the merger on June 8, 2017.

Except as otherwise disclosed herein, there are no compensatory plans, contracts or arrangements in place with the Named Executive Officer resulting from the resignation, retirement or any other termination of employment of the Named Executive Officer with the Company or from a change in control of the Company or a change in the Named Executive Officer's responsibilities following a change in control, where in respect of the Named Executive Officer the value of such compensation exceeds \$50,000.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As of the financial year ended July 31, 2017, the Company's Stock Option Plan was the only equity compensation plan under which securities were authorized for issuance. The following table sets forth information with respect to the Company's Stock Option Plan at fiscal year ended May 31, 2017 and before the RTO with Preferred Dental Implant Corp on June 8, 2017.

Plan category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of Outstanding options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	4,500,000	0.15	1,687,666
Equity compensation plans not approved by securityholders	nil	n/a	n/a
<i>Total</i>	4,500,000	0.15	1,687,666

The following table sets out information with respect to the Company's Stock Option Plan at fiscal year ended July 31, 2017 after RTO with PDIC

Plan category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of Outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
		(b)	
Equity compensation plans approved by securityholders	4,000,000	0.15	1,687,666
	500,000	0.10	
Equity compensation plans not approved by securityholders	nil	n/a	n/a
<i>Total</i>	4,500,000	0.14	1,687,666

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of the Company or any associates or affiliates of the Company are or have been indebted to the Company at any time since the beginning of the last completed financial year of the Company.

INTEREST OF MANAGEMENT AND INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company's 2007 financial year or in any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries other than as set out herein. The term "informed person" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means a director or executive officer of the Company, or any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution.

During the year, the Company engaged in the following related party transactions.

Nil

All transactions and balances are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

MANAGEMENT CONTRACTS

Except as otherwise disclosed in this Information Circular, management functions of the Company are generally performed by directors and senior officers of the Company (or private companies controlled by them, either directly or indirectly) and not, to any substantial degree, by any other person to whom the Company has contracted.

AUDIT COMMITTEE

The Board of Directors of Preferred Dental Technologies Inc. (the "Corporation") has delegated the responsibilities, authorities and duties to the Audit Committee of the Board of Directors (the "Audit Committee") as described in the June 5, 2018 Information Circular and published on SEDAR. The Audit Committee will provide independent review and oversight of the Corporation's financial reporting process, the system of internal control and management of financial risks, and the audit process, including the oversight of the Corporation's external auditors. In so doing, the Audit Committee will comply with all applicable Canadian securities laws, rules and guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.

Composition of the Audit Committee

The following are the members of the Audit Committee in 2017:

George H Gale	Independent ¹	Financially literate ¹
John Schillinger	Independent ¹	Financially literate ¹
Camille Pinette	Not-independent	Financially literate ¹

¹As defined by NI 52-110.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member is as follows:

George H Gale has managed public companies for over 10 years and has been involved with the Company as a Director since 2016.

John Schillinger is a practicing accountant with a variety of accounting experiences.

Camille Pinette (CFO) has been involved in financial institutions as a manager for over 20 years.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

Audit Fees and External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last four fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees ¹	Tax Fees ²	All Other Fees ³
2017	\$28,750	0	\$1,500	\$5,885
2016	\$15,100	\$500 (PDIC)	nil	5,350
2015	\$19,240	\$300 (PDIC)	nil	\$nil
2014	nil	\$0.0	nil	\$nil

¹Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".²Fees charged for tax compliance, tax advice and tax planning services.³Fees for services other than disclosed in any other column.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Company is relying on the exemption provided by section 6.1 of NI52-110 by virtue of the fact that it is a venture issuer. Section 6.1 exempts the Company from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110 and allows for the short form of audit committee procedures set out in Form 52-110F2 and disclosed in this Information Circular.

Corporate Governance

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The following is a summary of the Company's corporate governance disclosure required by Form 58-101F2 of National Instrument 58-101-*Disclosure of Corporate Governance Practices*.

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

Board of Directors

The Board does not have a written mandate. The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Chairman of the Board, George H Gale, is independent.

The Board is currently comprised of four (4) directors, of whom George H Gale and John Schillinger are independent for the purposes of NI58-101F1.

Erik Siegmund is not independent because he serves as Chief Executive Officer and President and Camille Pinette is not independent as he serves as the Chief Financial Officer. The independent directors exercise their responsibilities for independent oversight of management, and provide leadership through their ability to meet independently of management whenever deemed necessary.

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

Director	Other Reporting Issuer
George Gale	Triple Nine Resources Ltd., Namex Explorations Inc

During each Board meeting, members of management leave the meeting in order for the independent directors to meet whenever there are issues directly involving management to be discussed. No such meetings were held in 2017. In addition, other meetings of the independent directors without management may be held as required.

George H Gale is the current Chairman of the Board of Directors and is an independent director. The Chairman presides at all meetings of the Board and, unless otherwise determined and at all meetings of the shareholders. The Chairman ensures that the Board is able to function independently of management and, when appropriate, that meetings of the independent directors can take place as, and if, required.

The attendance record of each of the directors of the Corporation for Board meetings and committee meetings held since June 8, 2017.

Name	Board Meetings Attended/Held	Audit Committee Meetings Attended/Held
George H Gale	3/3	1/1
Erik Siegmund	3/3	N/A
Camille Pinette	3/3	1/1
John Schillinger	3/3	1/1

Orientation and Continuing Education

The Board has not developed written position descriptions for the Chairman or its committee chair positions.

The Board has not developed a written position description for the CEO. At this early stage of development of the Company, the Board relies on the President and CEO and the CFO to use their best judgment in apportioning management duties and responsibilities.

New Board members are provided with copies of the Company's annual reports and updated on current activities of the Company as well as all public disclosure filings of the Company. Due to the size of the Company, Board Meetings generally involve all of the Company's management and are combined with management presentations in order to keep the Directors up to date on the Company's business. The Company has not developed position descriptions for the chairs of its committees due to the small size of the Company, and its stage of development in order to permit the Board and its committees to operate in an efficient and flexible manner. The Board will tailor orientation activities to the particular needs and experience of each director and the overall needs of the Board.

No formal continuing education program currently exists for the directors of the Corporation.

Ethical Business Conduct

The Board finds that the fiduciary duties placed on individual Directors by the Company's governing corporate legislation, the common law and restrictions placed by applicable corporate legislation on an individual directors participation in decisions of the Board in which the director has an interest are sufficient to ensure that the Board operates independently of management and in the best interests of the Company. In addition two of the Board members are also governed by the Code of Ethics of their professional organizations.

There have been no material change reports filed since the beginning of the Corporation's most recently completed financial year that pertains to any conduct of a director or executive officer.

Conflict of Interest

As some of the directors of the Company may also serve as directors and officers of other companies engaged in similar business activities, the Board of Directors must comply with the conflict of interest provisions of the British Columbia, Alberta, Saskatchewan, Manitoba and Ontario securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors, which evoke any such conflict.

Nomination of Directors

The Board determines new nominees to the Board, although a formal process has not been adopted. The Board as a whole reviews the composition of the Board and its committees and agrees to changes if needed, evaluates potential candidates and proposes nominees. The Board does not have a nominating committee and individual nominees are generally the result of recruitment efforts by Board members, however, this policy will be reviewed on an annual basis.

Board Committees

As the Directors are actively involved in the operations of the Company and the size of the Company's operations the Board has determined that additional committees beyond the Audit Committee are not needed at this stage of the Company's development.

Assessments

The Board does not consider formal assessments to be useful at this stage of the Company's development. The Company has a relatively small Board, which provides opportunities for all directors to actively interact and to become familiar with each other. Any issues with respect to effectiveness and contribution readily become apparent and are brought to the attention of the Board by the Director concerned.

Management is expected to operate the business of the Company in a manner that is consistent with the highest level of integrity and enhance shareholder value. Management is also expected to execute the Company's business plan and to meet performance goals and objectives.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Set the number of Directors at 5

2. Election of Directors

BE IT RESOLVED that the nominees set forth by management be elected as Directors. In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted **FOR** the nominees listed above in the section **Election of Directors**.

3. Appointment of Auditor

BE IT RESOLVED that **Manning Elliott LLP, Chartered Professional Accountants, of 11th Floor, 1050 West Pender St, Vancouver, BC V6E 3S7** be appointed as auditor of the Company for the ensuing year.

The persons named in the enclosed Instrument of Proxy will vote for the appointment of **Manning Elliott LLP, Chartered Accountants**, as auditor of the Company for the ensuing year, until the close of the next annual general meeting of the shareholders at remuneration to be fixed by the directors.

Manning Elliott LLP, Chartered Professional Accountants was appointed to the position of auditor of the Company on August 22, 2016.

The Directors recommend that the shareholders vote **FOR** the appointment of Manning Elliott LLP, Chartered Accountants, of Vancouver as the Company's auditor.

4. At the meeting, Shareholders will be asked to vote on the following resolution approving continuation of the 2017 "Stock Option Plan" that was approved at the April 13, 2017 Annual meeting. Disinterested Shareholders are being asked to approve the continuation of the "Stock Option Plan" at the Meeting. The approval requires a disinterested majority of the Common Shares either present in person or represented by proxy at the meeting.

The text of the resolution regarding the above matter is as follows:

BE IT RESOLVED as an ordinary resolution, that: the rolling stock option plan (the "Stock Option Plan"), authorizing the issuance of incentive stock options to eligible persons for up to an aggregate of 10% of the issued shares of the Corporation from time to time be ratified and approved. The Corporation is seeking shareholder approval by the Corporation's "disinterested shareholders" on an annual basis.

5. Shares for Debt Transaction 1: Approval of Shares for Debt settlement with Erik Siegmund.

In order to facilitate the listing and financing of the Company, Erik Siegmund provided management services to the Company and invoiced the Company for \$65,625 for consulting fees in the 2017 fiscal year. Of this amount \$14,750.00 was accrued and \$2,625 were recorded as shareholder loans. Other accrued amounts and shareholder loans from the 2016 fiscal year resulted in a total owing of \$42,500. Disinterested members of the Board approved by way of resolution to settle the outstanding amount of \$42,500 (Shares for Debt Transaction 1) with the issuance of 425,000 Units of the Company at a nominal value of \$0.10. Each unit consists of one share and one share purchase warrant exercisable for one year at a price of \$0.25 per Share to purchase one additional Share.

Disinterested Shareholders are being asked to approve the Shares for Debt Transaction 1 at the Meeting. The approval of Shares for Debt Transaction 1 requires a disinterested majority of the Common Shares either present in person or represented by proxy at the meeting.

The text of the resolution regarding the above matter is as follows:

BE IT RESOLVED THAT, the Company settle the debts owed to Erik Siegmund totaling \$42,500 for services rendered in the ordinary course of business by way of the issuance of 425,000 Units.

(b) Any director or officer of the Company be and is hereby authorized, for and on behalf of the Company to execute and deliver all documents and instruments and take such other actions, including making all necessary filing with the applicable regulatory bodies and stock exchanges, as such director or officer may determine to be necessary or desirable to implement this resolution and the matter authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument and the taking of any such action.

Unless such authority is withheld, the disinterested persons named in the accompanying form of proxy intend to vote FOR the resolution to approve the Shares for Debt Transaction 1. The disinterested Directors of the Company recommend that the shareholders vote FOR the resolution to approve the Shares for Debt settlement with Erik Siegmund.

6. Shares for Debt Transaction 2. Approval of Shares for Debt settlement with Joanne McClusky.

In order to facilitate the listing and financing of the Company, the Company incurred significant legal expenses in the amount of \$41,061 during the year. Subject to regulatory approval the disinterested members of the Board have agreed to reimburse the debt of \$8,000 (Shares for Debt Transaction 2) with the issuance to Joanne McClusky of 80,000 Units of the Company at a nominal value of \$0.10. Each unit consists of one share and one share purchase warrant exercisable for one year at a price of \$0.25 per Share to purchase one additional Share. Disinterested Shareholders are being asked to approve the Shares for Debt Transaction 2 at the Meeting. The approval of Shares for Debt Transaction 2 requires a disinterested majority of the Common Shares either present in person or represented by proxy at the meeting.

The text of the resolution regarding the above matter is as follows:

BE IT RESOLVED THAT the Company approve the issuance to Joanne McClusky a maximum of 80,000 Units of the Company to settle debt in the amount of \$8,000.

- a) Any director or officer of the Company be and is hereby authorized, for and on behalf of the Company to execute and deliver all documents and instruments and take such other actions, including making all necessary filing with the applicable regulatory bodies and stock exchanges, as such director or officer may determine to be necessary or desirable to implement this resolution and the matter authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument and the taking of any such action.

Unless such authority is withheld, the disinterested persons named in the accompanying form of proxy intend to vote FOR the resolution to approve the Shares for Debt settlement with Joanne McClusky.

The disinterested Directors of the Company recommend that the shareholders vote FOR the resolution to approve the Shares for Debt settlement with Joanne McClusky.

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on the SEDAR website at www.sedar.com. The Company's annual audited financial statements and management discussion and analysis ("MD&A") for the fiscal year ended July 31, 2017 is available for review under the Company's profile on SEDAR. A copy of these financial statements and MD&A will be mailed out to those shareholders who return the Company's Financial Statement Request Form provided with the Company's enclosed meeting material, in accordance with National Instrument 51-102 "Continuous Disclosure Obligations".

If you would like to obtain, at no cost to you, a copy of any of the following documents, which are also available on the Company's website:

www.prefdent.com

(a) the comparative financial statements of the Corporation for the fiscal year ended July 31, 2017 together with the accompanying report of the auditors thereon, and the most recent quarterly report of the Corporation with management's discussion analysis; and

(b) this Proxy Circular, please send your request to:

Preferred Dental Technologies Inc., B01-185 Provencher Blvd. Winnipeg, MB, R2H 0G4 Or by Fax: 204-809-4702 or by e-mail: info@prefdent.com

APPROVAL

The contents of this Information Circular and the sending thereof to the shareholders of the Company have been approved by the Board of Directors.

DATED at Winnipeg, Manitoba this 5th day of June 2018.

BY ORDER OF THE BOARD

"George H Gale, PhD "

Director, Chairman of the Board.

Schedule "A"

CHARTER OF THE AUDIT COMMITTEE

1. General

The Board of Directors of Preferred Dental Technologies Inc. (the "Corporation") has delegated the responsibilities, authorities and duties described below to the Audit Committee of the Board of Directors (the "Audit Committee").

The Audit Committee will provide independent review and oversight of the Corporation's financial reporting process, the system of internal control and management of financial risks, and the audit process, including the oversight of the Corporation's external auditors. In so doing, the Audit Committee will comply with all applicable Canadian securities laws, rules and guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.

2. Members

The Audit Committee shall be composed of a minimum of three members. Members of the Audit Committee shall be appointed by the Board of Directors. In this regard, the Board of Directors, at its first meeting held after an annual meeting of shareholders, shall appoint the members of the Audit Committee to hold office until the next annual meeting of shareholders. The Board of Directors may at any time appoint additional members of the Audit Committee, remove or replace any member of the Audit Committee, or fill any vacancy on the Audit Committee. Any member of the Audit Committee ceasing to be a director shall cease to be a member of the Audit Committee. The Board of Directors shall fill a vacancy if the membership of the Audit Committee is less than three directors as a result of such vacancy. The Chair of the Audit Committee may be designated by the Board of Directors or, if it does not do so, the members of the Audit Committee may elect a Chair by vote of a majority of the full Audit Committee membership.

A majority of the members of the Audit Committee shall be "independent" within the meaning of Multilateral instrument 52-110 *Audit Committees*.

3. Meetings

The Audit Committee shall meet at least quarterly at such times and locations as the Chair of the Audit Committee shall determine, provided that meetings shall be scheduled so as to permit the timely review of the Corporation's quarterly and annual financial statements and the related management's discussion and analysis and earnings press releases. The external auditor or any two members of the Audit Committee may also request a meeting of the Audit Committee. The Chair of the Audit Committee shall hold *in camera* sessions of the Audit Committee, without management present, at every meeting. The Audit Committee may invite such other persons to its meetings as it deems appropriate in order to carry out its duties.

The Audit Committee shall submit the minutes of all meetings to the Board of Directors, and when so requested, shall review the matters discussed at an Audit Committee meeting with the Board of Directors.

A quorum for any meeting shall be two members of the Audit Committee.

The Audit Committee shall have the authority to require the attendance of the Corporation's officers at meetings of the Audit Committee, as it deems appropriate or necessary.

4. Committee Charter

The Audit Committee shall review and reassess the adequacy of this charter at least annually or otherwise, as it deems appropriate, and propose recommended changes to the Board of Directors, if necessary.

5. Duties of the Audit Committee

The Audit Committee shall have the following duties:

(a) Oversight of Financial Information and Reporting

(i) The Audit Committee shall review, with management and the external auditor, and recommend to the Board of Directors for approval, the annual financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases.

(ii) The Audit Committee shall review, with management and the external auditor, if deemed necessary, and recommend to the Board of Directors for approval, the interim financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases.

(iii) The Audit Committee shall review, with management and the external auditor, and recommend to the Board of Directors for approval, any financial statements of the Corporation which have not previously been approved by the Board of Directors and which are to be included in a prospectus or other public disclosure document of the Corporation.

(iv) The Audit Committee shall consider and be satisfied that adequate policies and procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements (other than disclosure referred to above), and periodically assess the adequacy of such procedures.

(b) Relationship with External Auditors

The Audit Committee shall recommend to the Board of Directors the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or test services for the Corporation and shall recommend to the Board of Directors the compensation of the external auditor. The external auditor is required to be an auditor registered with the Canadian Public Accountability Board ("CPAB") that is in compliance with any restrictions or sanctions imposed by the CPAB.

The Audit Committee shall be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting.

(c) Pre-Approval of Non-Audit Services

The Audit Committee shall pre-approve all non-audit services to be provided to the Corporation (or any subsidiary entities) by the Corporation's external auditor.

(d) Complaints Procedure

The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(e) Hiring Policies

The Audit Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

(f) Reporting

The Audit Committee shall report regularly to the Board of Directors regarding any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the performance and independence of the external auditor, or the internal audit function.

6. Authority to Engage Independent Counsel and Advisors

The Audit Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee, and to communicate directly with the internal and external auditors.

The Corporation shall provide appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board of Directors, for (a) payment of compensation to the external auditors employed by the issuer for the purpose of rendering or issuing an audit report; (b) payment of compensation to any advisors employed by the Audit Committee; and (c) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit Committee shall have the authority, within the scope of its responsibilities, to seek any information it requires from any employee of the Corporation and from external parties.

END