



YAPPN CORP.
1001 Avenue of the Americas, 11th Floor
New York, NY 10018

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

I am pleased to give you notice that the 2017 Annual Meeting of Stockholders (the “Meeting”) of **Yappn Corp.** (the “Company”) will be held at 1674 Meridian Avenue, Suite 320, Miami Beach, FL, 33139 United States on October 30, 2017 at 10:00 a.m., local time for the following purposes:

1. To elect five directors of the Company, each to hold their offices until the next annual meeting of the Company’s stockholders or until their successors have been duly elected and qualified or until his earlier resignation, removal or death. The Board of Directors recommends that Stockholders vote “FOR” each Director.
2. To ratify the appointment of MNP LLP, Chartered Accountants, as the Company’s independent registered public accounting firm for the fiscal year ending May 31, 2018 and to authorize the Board of Directors to fix their remuneration. The Board of Directors recommends that the Stockholders vote “FOR” this proposal at the Meeting.
3. To transact such other business as may properly come before the Meeting. This Notice also services as notice of action by written consent (see Sale of Substantially all of Yappn Corp’s assets to Yappn Canada Inc.) pursuant to Delaware General Corporation law.

The Board of Directors has fixed the close of business on September 27, 2017 at 5:00p.m local time as the record date for the annual meeting. Only holders of record of the Company’s Shares (“Stockholders”) at that time are entitled to notice of, and to vote at, the meeting.

Dated: September 27, 2017

/s/ Craig McCannell

Chief Financial Officer

This year, the Company has decided to deliver its meeting materials, which includes the proxy statement (the “**Meeting Materials**”), to Stockholders by posting them on a website

(<https://yappn.com/uncategorized/2017/10/02/2017-notice-of-annual-meeting-of-stockholders/>

which website, apart from the Meeting Materials, is not incorporated into this Proxy). The use of this delivery method is more environmentally friendly as it helps reduce paper use and it will also reduce the Company’s printing and mailing costs. The Meeting Materials will be available on the website as of October 5, 2017, and will remain on there for one year thereafter. Stockholders may request paper copies of the Meeting Materials be sent to them by postal delivery for one year from the mailing of the Meeting Materials. These copies will be mailed by the Company and are available at no cost to Stockholders. If you wish copies of the Meeting Materials, please call the Company toll-free at (888) 859-4441. Where a request for paper copies of the Meeting Materials is made before the Meeting, the materials will be sent to the requesting Stockholder within three (3) business days of the request. Stockholders that wish to receive paper copies of the Meeting Materials before the voting deadline and the Meeting date should ensure their request is received no later than five (5) business days before the date that is 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the Meeting.

Regardless of the number of shares you own or whether you plan to attend the meeting, it is important that your shares be voted. Please fill in, date, sign and return the enclosed proxy card. If you hold your shares in "street name" (that is, through a broker, bank or other nominee), complete, date and sign the voting instruction card that has been provided to you by your broker, bank or other nominee and promptly return it in the enclosed envelope. If you hold your shares directly and plan to attend the meeting in person, please remember to bring a form of personal identification with you and, if acting as a proxy for another stockholder, bring written confirmation from that Stockholder that you are acting as a proxy. If you hold your shares in "street name" and plan to attend the meeting in person, remember to bring a form of personal identification with you and proof of beneficial ownership. The Annual meeting for which this notice is given may be adjourned without further notice other than announcement at the meeting or any adjournment thereof. Any business for which notice is hereby given may be transacted at any such adjourned meeting.



YAPPN CORP.
1001 Avenue of the Americas, 11th Floor
New York, NY 10018
Telephone: (888) 859-4441

PROXY STATEMENT FOR 2017 ANNUAL MEETING OF STOCKHOLDERS OF YAPPN CORP.

October 30, 2017

Unless otherwise stated, the information contained in this proxy statement is as of September 27, 2017.

Introduction

This proxy statement is being furnished to the stockholders of Yappn Corp. (the “**Company**”) in connection with the solicitation by or on behalf of management by its Board of Directors (the “**Board**”) in connection with the 2017 Annual Meeting of Stockholders (the “**Meeting**”) to be held at 1674 Meridian Avenue, Suite 320, Miami Beach, FL, 33139 United States on October 30, 2017 at 10:00 a.m, local time, or at any adjournment or postponement thereof.

The Company is listed on the OTCQB in the United States of America (ticker: YPPN) but no longer reports pursuant to the Securities Exchange Act of 1934, as amended.

Our registered United States office is located at 1001 Avenue of the Americas, 11th Floor, New York, NY 10018.

All dollar amounts referenced herein, unless otherwise indicated, are expressed in United States dollars and Canadian dollars are referred to as “CAD”.

Date, Time and Place

This proxy statement is being sent to you in connection with the solicitation of proxies by the Board to holders of its shares of common stock (the “**Shares**”) for use at the Annual Meeting of Stockholders to be held at 1674 Meridian Avenue, Suite 320, Miami Beach, FL, 33139 United States on October 30, 2017 at 10:00 a.m., local time, or at any adjournment or postponement thereof. The proxy cut-off date for shares to be voted in advance of the meeting will be on October 25, 2017 if by mail and October 27, 2017 if by scanned email or facsimile by 5:00pm, EST. Proxies will be solicited primarily by mail but may also be solicited personally, by telephone or by facsimile by the regular employees of the Company at nominal costs. The costs of solicitation by management will be borne by the Company.

Record Date

Stockholders of record at the close of business on September 27, 2017, the record date for the annual meeting, are entitled to receive this proxy statement and to vote at the meeting and at any adjournment or postponement thereof. On the record date, there were 89,873,948 issued and outstanding shares of the Company’s common stock entitled to notice of and to vote at the annual meeting. Holders of our Shares have one vote per share on each matter to be acted upon.

The presence in person or by proxy of holders of at least fifty percent of the outstanding shares of the Company constitutes a quorum. For purposes of determining the presence of a quorum for transacting business, abstentions and broker “non-votes” (proxies from banks, brokers or nominees indicating that such persons have not received instructions from the beneficial owner or other persons entitled to vote shares on a particular matter with respect to which the banks, brokers or nominees do not have discretionary power) will be treated as shares that are present. There are no cumulative voting rights. The inspector of election who will be appointed for the Meeting will tabulate votes cast by proxy or in person and will determine whether or not a quorum is present.

Proposals to be considered by Stockholders

At the Meeting, we will ask holders of our Shares to consider and vote upon the following items:

(1) Election of Directors

The election of the Company's directors, namely C. Kent Jespersen, David Berry, Luis Vázquez Senties, Tracie Crook, and Carrie Stone. If elected, these directors will each serve until the next annual meeting of the Company's stockholders, or until their successors have been duly elected and qualified or until his or her earlier resignation, removal or death.

(2) Ratification of the appointment of an Independent Registered Public Accounting Firm

The ratification of the appointment of MNP LLP, Chartered Accountants, as our independent registered public accounting firm for the fiscal year ending May 31, 2018.

Votes Required By Stockholders

(1) Election of Directors

The five directors nominated for election will be elected by a plurality of the votes cast, in person or by proxy, at the Meeting. Therefore each director who has more "for" votes than "against" votes will be elected to the Board. Abstentions from voting and broker "non-votes" on the election of directors will have no effect since they will not represent votes cast for the purpose of electing directors.

(2) Ratification of the appointment of an Independent Registered Public Accounting Firm

The proposal to ratify the appointment of MNP LLP, Chartered Accountants, as our independent registered public accounting firm for the fiscal year ending May 31, 2018, and to authorize the Board of Director's to fix the firm's remuneration, will require the affirmative vote of a majority of the votes cast. For the purposes of this vote, votes to abstain will have the same effect as votes against the proposal. Broker non-votes will have no effect on the vote on such proposal.

Voting of Proxies

A shareholder has the right to appoint a person or Company (who need not be a shareholder of the Company), other than the persons designated in the accompanying form of proxy, to represent the shareholder at the Meeting. Such right may be exercised by inserting the name of such person or Company in the blank space provided in the proxy or by completing another proper form of proxy. Your Shares will be voted in accordance with the instructions contained in the proxies. Your shares will be voted or withheld from voting in accordance with your instructions on any ballot that may be called for and, if you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly. If you return a signed proxy card without indicating your vote, your shares will be voted in the following manner: FOR the election of persons put forth in this proxy to serve on the Board of Directors; and FOR the ratification of the appointment of MNP LLP, Chartered Accountants, as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2018.

Revocability of Proxies – How to Vote

The grant of a proxy on the enclosed proxy card does not preclude a stockholder from voting in person. You may revoke a proxy at any time prior to your proxy being voted: (1) by delivering to our Chief Financial Officer, prior to the Meeting, a written notice of revocation bearing a later date or time than the proxy; (2) by timely delivery of a valid, later dated proxy; or (3) by attending the Meeting and voting in person.

Attendance at the Meeting will not by itself constitute revocation of a proxy. If an adjournment occurs, it will have no effect on the ability of stockholders of record as of the record date to exercise their voting rights or to revoke any previously delivered proxies. We do not expect to adjourn the meeting for a period of time long enough to require the setting of a new record date.

If your shares are registered directly in your name with our transfer agent, Worldwide Stock Transfer, you are considered, with respect to those shares, the "stockholder of record." The Notice of Annual Meeting of

Stockholders, Proxy Statement, and proxy card have been sent directly to you on the Company's behalf at the address on file with Worldwide Stock Transfer.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the "beneficial owner" of shares held in street name. The following documents have been forwarded to you by your broker, bank or other holder of record who is considered, with respect to those shares, the shareholder of record: Notice of Annual Meeting of Stockholders, Proxy Statement, and proxy card. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares by using the voting instruction card included in the mailing.

SOLICITATION OF PROXIES

The Company will pay the cost of solicitation of proxies on behalf of the Board. In addition to mail, proxy solicitation may be made through other means, including scanned email and facsimile. We will, upon request, reimburse banks, brokers, nominees and other record holders for their reasonable expenses in sending soliciting material to stockholders. **Stockholders should not send stock certificates with their proxy cards.**

VOTING SECURITIES

The current authorized share capital of the Company consists of four hundred million (400,000,000) shares of common stock and fifty million (50,000,000) shares of preferred stock, both \$.0001 par value respectively. As at the date hereof, 89,873,948 shares of common stock, each of which carries the right to one vote on all matters that may come before the Meeting and no shares of Preferred are issued and outstanding.

STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This proxy statement contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to the financial condition, results of operations, cash flows, financing plans, business strategies, capital and other expenditures, competitive positions, growth opportunities for existing products, plans and objectives of management and other matters. Statements in this document that are not historical facts are identified as forward-looking statements for the purpose of the safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act and Section 27A of the Securities Act of 1933, as amended, or the Securities Act.

When we use the words "anticipate," "estimate," "project," "intend," "expect," "plan," "believe," "should," "likely" and similar expressions, we are making forward-looking statements. These forward-looking statements are found at various places throughout this proxy statement and any other documents we incorporate by reference in this proxy statement. We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date they were made. We do not undertake any obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this proxy statement or to reflect the occurrence of unanticipated events. These forward-looking statements, including statements relating to future business prospects, revenues, working capital, liquidity, capital needs and income, wherever they occur in this proxy statement, are estimates reflecting judgment. These forward-looking statements involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in this proxy statement and those discussed from time to time in prior Securities and Exchange Commission, or SEC, reports, including our annual report on Form 10-K for the year ended May 31, 2017 filed with the SEC and our filed quarterly reports on Form 10-Q. Please note that we no longer file reports pursuant to the Securities Exchange Act of 1934, as amended. You should read and consider carefully the information about these and other risks set forth under the caption "Risk Factors" in such filings.

Annual Report

Any stockholder of the Company may obtain without charge additional copies of the Company's Annual Report on Form 10-K for the 2017 fiscal year, which includes the financial statements for the years ended May 31, 2017 and May 31, 2016, as filed with the Securities and Exchange Commission, by writing to the Chief Financial Officer of Yappn Corp. at 1001 Avenue of the Americas, 11th Floor, New York, NY 10018.

Sale of Substantially all of Yappn Corp's Assets to Yappn Canada Inc.

On September 27, 2017, the Board of Directors and the holders of a majority of the voting shares of the Company consented to sell substantially all the assets of Yappn Corp to Yappn Canada Inc., for consideration of shares equivalent to the appropriate number of shares of common stock of Yappn Canada Inc. based on net book value as determined on the date of sale by the Corporation's Board of Directors with the intended effective date of October 31, 2017. This sale also reflects the main business office and the operations being conducted in Canada as of the effective date.

THIS NOTICE OF ANNUAL MEETING OF SHAREHOLDERS ALSO SERVES AS NOTICE OF ACTION BY WRITTEN CONSENT OF SHAREHOLDERS PURSUANT TO THE BY-LAWS OF THE COMPANY AND SECTIONS 228 AND 271 OF THE DELAWARE GENERAL CORPORATION LAW AND IS PROVIDED TO ALL SHAREHOLDERS WHO DID NOT EXECUTE THE WRITTEN CONSENT OF THE MAJORITY OF VOTING CAPITAL SHARES.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock is quoted on the OTC Markets under the symbol "YPPN.QB". but will be trading on the OTC Markets Pink Sheets as a result of our terminating our obligation to file reports pursuant to the Securities Exchange Act of 1934, as amended.

The following table sets forth for the periods indicated the range of high and low bid quotations per share as reported by the OTC Markets. These quotations represent inter-dealer prices, without retail markups, markdowns or commissions and may not necessarily represent actual transactions. All market prices reflect the effect of any stock dividend and reverse stock split.

Quarter Ended	High (\$)	Low (\$)
August 31, 2017	\$ 0.11	\$ 0.04
May 31, 2017	\$ 0.08	\$ 0.08
February 28, 2017	\$ 0.08	\$ 0.08
November 30, 2016	\$ 0.05	\$ 0.05
August 31, 2016	\$ 0.20	\$ 0.20
May 31, 2016	\$ 0.23	\$ 0.13
February 29, 2016	\$ 0.23	\$ 0.23
November 30, 2015	\$ 0.34	\$ 0.30
August 31, 2015	\$ 0.76	\$ 0.68

Holders

On September 27, 2017, we had approximately 88 shareholders of record of our common stock, which does not include shareholders whose shares are held in street or nominee names.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth certain information as of September 27, 2017 regarding the beneficial ownership of our common stock, based on an aggregate of 98,570,808 shares of common stock consisting of (a) 89,873,948 shares of common stock issued and outstanding and (b) 8,696,860 issuable upon the conversion of securities, by (i) each executive officer and director; (ii) all of our executive officers and directors as a group; and (iii) each person or entity who, to our knowledge, owns more than 5% of our common stock.

Beneficial ownership is determined in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities and include ordinary shares issuable upon the exercise of stock options that are

immediately exercisable or exercisable within 60 days. Except as otherwise indicated, all persons listed below have sole voting and investment power with respect to the shares beneficially owned by them, subject to applicable community property laws. The information is not necessarily indicative of beneficial ownership for any other purpose.

Unless otherwise indicated in the footnotes to the following table, each person named in the table has sole voting and investment power and that person's address is c/o Yappn Corp., 1001 Avenue of the Americas, 11th Floor, New York, NY 10018.

Name of Beneficial Owner	Number of Shares Beneficially Owned (1)	Percentage Beneficially Owned (1)
<i>5% Owners</i>		
ITF Mizrahi (128 Hazelton) Inc. (2)	8,954,934	9.08%
Array Capital Corporation (3)	5,268,076	5.34%
Solar Direct Ltd (4)	20,661,133	20.96 %
<i>Officers and Directors</i>		
Anthony R. Pearlman (5)	910,000	0.92%
Craig McCannell (6)	910,000	0.92%
Luis Vazquez-Senties (7)	25,729,093	26.10%
C. Kent Jespersen (8)	1,376,820	1.40%
David Berry (9)	858,354	0.87%
Carrie Stone (10)	516,667	0.52%
Tracie Crook (11)	315,000	0.32%
All executive officers and directors as a group (seven persons) (12)	30,615,934	31.06%

- (1) Shares of common stock beneficially owned and the respective percentages of beneficial ownership of common stock assumes the exercise of all options, warrants and other securities convertible into common stock beneficially owned by such person or entity currently exercisable or exercisable within 60 days of September 27, 2017. In computing the number of shares beneficially owned and the percentage ownership, shares of common stock that may be acquired within 60 days of September 27, 2017 pursuant to the exercise of options, warrants or convertible notes are deemed to be outstanding for that person. Such shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person.
- (2) Consists of 8,954,934 shares of common stock held by ITF Mizrahi (128 Hazelton) Inc. ITF Mizrahi (128 Hazelton) Inc. is controlled by Sam Mizrahi and has an address of 320 Bay Street Suite 1600 Toronto Ontario M5H 4A6
- (3) Consists of 4,601,409 shares of common stock and 666,667 beneficially owned shares of common stock underlying convertible securities held by Array Capital Corporation. Array Capital Corporation is controlled by Benny Lau and has an address of 1370 Don Mills Road, Suite 300, Toronto Ontario M3B 3N7
- (4) Consists of 20,527,800 shares of common stock and 133,333 beneficially owned shares of common stock underlying convertible securities held by Solar Direct Ltd. Solar Direct Ltd is controlled by Sharon Lamb and has an address of 1 Caribbean Place, Box 97, Leeward Highway, Providenciales, Turks and Caicos Islands
- (5) Consists solely of beneficially owned shares of common stock underlying convertible securities.
- (6) Consists solely of beneficially owned shares of common stock underlying convertible securities.

- (7) Consists of 21,268,900 shares of common stock and 4,460,193 beneficially owned shares of common stock underlying convertible securities.
- (8) Consists of 626,820 shares of common stock and 750,000 beneficially owned shares of common stock underlying convertible securities
- (9) Consists of 450,021 shares of common stock and 408,333 beneficially owned shares of common stock underlying convertible securities.
- (10) Consists of 200,000 shares of common stock and 316,667 beneficially owned shares of common stock underlying convertible securities.
- (11) Consists of 40,000 shares of common stock and 275,000 beneficially owned shares of common stock underlying convertible securities
- (12) Consists of an aggregate of 22,585,741 shares of common stock and 8,030,193 beneficially owned shares of common stock underlying convertible securities.

Description of Securities

In March 2013, we filed an amended and restated certificate of incorporation to increase the Company's authorized capital stock to 200,000,000 shares of common stock, par value \$0.0001 per share and 50,000,000 shares of preferred stock, par value \$0.0001 per share. On December 31, 2014, we filed an amended and restated certificate of incorporation to increase the Company's authorized number of common shares to 400,000,000 shares of common stock, par value \$0.0001 per share.

The following statements relating to the capital stock set forth the material terms of our securities; however, reference is made to the more detailed provisions of, and such statements are qualified in their entirety by reference to, the Certificate of Incorporation, amendment to the Certificate of Incorporation and the By-laws.

Common Stock

The holders of our Common Stock are entitled to one vote per share on all matters to be voted on by our stockholders, including the election of directors. Our stockholders are not entitled to cumulative voting rights, and, accordingly, the holders of a majority of the shares voting for the election of directors can elect the entire Board of Directors if they choose to do so and, in that event, the holders of the remaining shares will not be able to elect any person to our Board of Directors. The holders of the Company's Common Stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the Board of Directors, in its discretion, from funds legally available there for and subject to prior dividend rights of holders of any shares of our Preferred Stock which may be outstanding. Upon the Company's liquidation, dissolution or winding up, subject to prior liquidation rights of the holders of our Preferred Stock, if any, the holders of our Common Stock are entitled to receive on a pro rata basis our remaining assets available for distribution. Holders of the Company's Common Stock have no preemptive or other subscription rights and there are no conversion rights or redemption or sinking fund provisions with respect to such shares. All outstanding shares of the Company's Common Stock are fully paid and not liable to further calls or assessment by the Company.

Preferred Stock

The Company is authorized to issue 50,000,000 shares of preferred stock, par value \$0.0001. The designations, rights, and preferences of such preferred stock are to be determined by the Board of Directors. Subsequently, 10,000,000 shares were designated as Series A Preferred Stock. The Series A Preferred Stock collectively has liquidation preference and the right to convert to one share of common stock for each share of preferred stock.

As of the date of this proxy, we have no Series A Convertible Preferred Stock issued and outstanding.

Dividends

Dividends, if any, will be contingent upon our revenues and earnings, if any, capital requirements and financial conditions. The payment of dividends, if any, will be within the discretion of our Board of Directors. We presently intend to retain all earnings, if any, for use in its business operations and accordingly, the Board of Directors does not anticipate declaring any dividends prior to a business combination.

Indemnification of directors and officers

Under the Delaware General Corporation Law, we can indemnify our directors and officers against liabilities they may incur in such capacities, including liabilities under the Securities Act of 1933, as amended (the "Securities Act"). Our amended and restated articles of incorporation provide that, pursuant to Delaware law, our directors shall not be liable for monetary damages for breach of the directors' fiduciary duty of care to us and our stockholders. This provision in the articles of incorporation does not eliminate the duty of care, and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to us or our stockholders, for acts or omissions not in good faith or involving intentional misconduct or knowing violations of law, for any transaction from which the director directly or indirectly derived an improper personal benefit, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws.

Our bylaws, as amended, provide for the indemnification of our directors and officers to the fullest extent permitted by the Delaware General Corporation Law. We are not, however, required to indemnify any director or officer in connection with any (a) willful misconduct, (b) willful neglect, or (c) gross negligence toward or on behalf of us in the performance of his or her duties as a director or officer. We are required to advance, prior to the final disposition of any proceeding, promptly on request, all expenses incurred by any director or officer in connection with that proceeding on receipt of any undertaking by or on behalf of that director or officer to repay those amounts if it should be determined ultimately that he or she is not entitled to be indemnified under our bylaws or otherwise.

We have been advised that, in the opinion of the SEC, any indemnification for liabilities arising under the Securities Act of 1933 is against public policy, as expressed in the Securities Act, and is, therefore, unenforceable.

Amendment of our Bylaws

Our bylaws may be adopted, amended or repealed by the affirmative vote of a majority of our outstanding shares. Subject to applicable law, our bylaws also may be adopted, amended or repealed by our Board of Directors.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth certain compensation information for: (i) the person who served as the Chief Executive Officer of Yappn Corp during the year ended May 31, 2017, regardless of the compensation level, and (ii) each of our other executive officers, serving as an executive officer whose total compensation exceeded \$100,000 at any time during 2017. The foregoing persons are collectively referred to in this prospectus as the “Named Executive Officers.” Compensation information is shown for the years ended May 31, 2017 and May 31, 2016:

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (1) (\$)	Non- Equity Incentive Plan Comp (\$)	Non- Qualified Deferred Comp Earnings (\$)	All Other Comp (\$)	Totals (1) (\$)
Ed									
Karthaus, CEO ⁽³⁾	2017	170,139	0	0	233,880	0	0	11,343	415,362
	2016	47,633	0	0	193,006	0	0	3,176	243,815
Anthony R.									
Pearlman, CTO	2017	160,000	0	0	125,306	0	0	12,000	297,306
	2016	66,667	0	0	131,041	0	0	5,000	202,708
Steven									
Taylor, CSO ⁽²⁾	2017	136,111	0	0	116,940	0	0	5,444	258,495
	2016	27,425	0	0	96,503	0	0	1,097	125,025
Craig									
McCannell, CFO	2017	160,000	0	0	125,306	0	0	12,000	297,306
	2016	160,000	0	0	131,041	0	0	12,000	303,041

(1) The values in the “Option Awards” and included within the “Total” columns above do not represent a cash payment of any kind related to the “Option Awards”. Rather these values represent the calculated Binomial lattice model theoretical value of granted options. It is important to note that these granted options may or may not ever be exercised. Whether granted options are exercised or not will be based primarily, but not singularly, on the Company’s future stock price and whether the granted options become “in-the-money”. If these granted options are unexercised and expire, the cash value or benefit to the above noted individuals is \$nil.

(2) Resigned position on July 13, 2017

(3) Resigned position on September 15, 2017

Employment Agreements

On September 1, 2014 we entered into an employment agreement with Craig McCannell, our CFO, which has an indefinite term. Under the terms of this agreement, Mr. McCannell will continue to serve as our Chief Financial Officer. Mr. McCannell will receive a base salary of \$160,000 per year in the first year of the agreement, subject to future increases in base salary as well as options that vest over time. Mr. McCannell will be entitled to certain bonus payments based on the revenue of the Company and standard expense reimbursements and benefits.

On January 1, 2016 we entered into an employment arrangement with Anthony R. Pearlman, our CTO, finalized by agreement on March 30, 2016 which has an indefinite term. Under the terms of this agreement, Mr. Pearlman will continue to serve as our Chief Technology Officer. Mr. Pearlman will receive a base salary of \$160,000 per year in the first year of the agreement, subject to future increases in base salary as well as options that vest over time. Mr. Pearlman will be entitled to certain bonus payments based on the revenue of the Company and standard expense reimbursements and benefits.

On February 22, 2016, we entered into an employment agreement with Edward Karthaus, our CEO, which has an indefinite term. Under the terms of this agreement, Mr. Karthaus will continue to serve as our Chief Executive Officer. Mr. Karthaus will receive a base salary of \$225,000 CAD per year in the first year of the agreement, subject to future increases in base salary as well as options that vest over time. Mr. Karthaus will be entitled to certain bonus payments based on the revenue of the Company and standard expense reimbursements and benefits. Mr. Karthaus resigned from his position as Yappn's Chief Executive Officer on September 15, 2017

On March 21, 2016, we entered into an employment agreement with Steve Taylor, our CSO, which has an indefinite term. Under the terms of this agreement, Mr. Taylor will continue to serve as our Chief Sales Officer. Mr. Taylor will receive a base salary of \$180,000 CAD per year in the first year of the agreement, subject to future increases in base salary as well as options that vest over time. Mr. Taylor will be entitled to certain bonus payments based on the revenue of the Company and standard expense reimbursements and benefits. Mr. Taylor resigned from his position as Yappn's Chief Sales Officer on July 13, 2017.

Outstanding Equity Awards as of May 31, 2017

Outstanding stock options granted to Named Executive Officers ("NEO's") and Directors as at May 31, 2017 are as follows:

Name	Option Awards			
	No. of Securities Underlying Unexercised Options Exercisable (#)	No. of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date
Edward Karthaus ⁽¹⁾	1,500,000	1,500,000	\$ 0.25	March 21, 2021
Craig McCannell	60,000	-	\$ 0.25	August 14, 2019
Craig McCannell	100,000	-	\$ 0.25	March 2, 2020
Craig McCannell	750,000	750,000	\$ 0.25	March 21, 2021
David Berry	112,500	337,500	\$ 0.25	August 25, 2021
C. Kent Jespersen	225,000	675,000	\$ 0.25	August 25, 2021
Carrie Stone	125,000	375,000	\$ 0.25	August 25, 2021
Tracie Crook	112,500	337,500	\$ 0.25	August 25, 2021
David Fleck ⁽²⁾	112,500	337,500	\$ 0.25	August 25, 2021
Luis Vazquez-Sentias	112,500	337,500	\$ 0.25	August 25, 2021

⁽¹⁾ Resigned position on September 15, 2017

⁽²⁾ Resigned position on September 18, 2017

The Company has no stock appreciation rights.

Options Exercises and Stocks Vested

None

Grants of Plan-Based Awards

None.

Non-Qualified Deferred Compensation

None.

Golden Parachute Compensation

None.

Compensation of Directors

Directors who provide services to the Company in other capacities have been previously reported under “Summary Compensation”. The following table summarizes compensation paid to or earned by our directors who are not Named Executive Officers for their service as directors of our company during the fiscal year ended May 31, 2017.

Name	Fees Earned or Paid in Cash		Option Awards ⁽¹⁾	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation		All other Compensation	Total ⁽¹⁾
	(\$)	Awards (\$)			Earnings (\$)	(\$)		
David Berry	0	0	52,135	0	0	0	0	52,135
C. Kent Jespersen	0	0	104,269	0	0	0	0	104,269
Carrie Stone	0	0	57,927	0	0	0	0	57,927
Tracie Crook	0	0	52,135	0	0	0	0	52,135
David Fleck ⁽²⁾	0	0	52,135	0	0	0	0	52,135
Luis Vazquez Senties	0	0	52,135	0	0	0	0	52,135

- (1) The values in the “Option Awards” and included within the “Total” columns above do not represent a cash payment of any kind. Rather these values represent the calculated Binomial lattice model theoretical value of granted options. It is important to note that these granted options may or may not ever be exercised. Whether granted options are exercised or not will be based primarily, but not singularly, on the Company’s future stock price and whether the granted options become “in-the-money”. If these granted options are unexercised and expire, the cash value or benefit to the above noted individuals is \$nil.

- (2) Resigned position on September 18, 2017

On March 21, 2016, the Board of Directors passed a resolution for a contingent common stock award in line with the metrics used in the CEO’s targets for additional bonus compensation. The award would see the members of the Board of Directors as well as the Advisory Board receive common shares for the Company reaching revenue milestones. Per the resolution, 500,000 common shares for each member of the Board of Directors and 250,000 for each Advisory Board member would be issued when the following milestones are met: (i) \$3.5 million in new revenue generated and realized within 12 months of the start date of the CEO which was February 22, 2016 and minimum of 5 new recurring revenue contracts being signed within 12 months of the start date; or (ii) \$5 million of new revenue generated and realized within 24 months of the start date and minimum of 5 new recurring revenue contracts being signed within 12 months of the start date. As of February 22, 2017 (the 12 months since the CEO start date of February 22, 2016), milestone in (i) was not met.

Directors are permitted to receive fixed fees and other compensation for their services as Directors. The Board of Directors has the authority to fix the compensation of Directors. No amounts have been paid to, or accrued to, Directors in such capacity.

Since our incorporation on November 3, 2010 and until May 31, 2017, we have not paid any cash compensation to our Directors in consideration for their services rendered to our Company in their capacity as such. Directors have been granted stock options and the contingent stock award noted above.

RELATED PARTY TRANSACTIONS

Services provided by Intertainment Media Inc. personnel in the prior fiscal year were invoiced on a per hour basis at a market rate per hour as determined by the type of activity and the skill set provided. Costs incurred by Intertainment Media Inc. on behalf of the Company for third party purchases are invoiced at cost. There were no services provided by Intertainment Media Inc. to Yappn for the year ended May 31, 2017. For the year ended May 31, 2016, related party fees incurred and paid for general development and managerial services performed by Intertainment Media Inc. and its subsidiary totaled \$146,982. \$92,589 is related to managerial services and \$54,393 related to development. As of May 31, 2016, the related party liability balance totaled \$16,654. As at May 31, 2017, there is no obligation to Intertainment Media Inc.

On September 15, 2015, the Company finalized its purchase of intellectual property assets of Ortsbo Inc. (“Ortsbo”) pursuant to an Asset Purchase Agreement executed and closed on July 15, 2015. With this closing, the Company had an obligation to issue 31,987,000 shares of common stock of Yappn to Ortsbo or its designees. Yappn also assumed \$975,388 of debt as part of the transaction. This assumed debt was immediately subscribed as part of the secured debenture in Yappn (Note 6). The fair value for the agreed upon consideration for the acquisition of intellectual property from Ortsbo was \$16,968,888, however, due to the common control of Ortsbo and the Company, the value of the intangible assets acquired from Ortsbo was recorded at the carrying value in the financial records of Ortsbo. This value was \$5,421,067 on September 15, 2015.

During the second quarter of fiscal 2016, from the share issuance obligations from the purchase of the Ortsbo intellectual property assets, 12,998,682 shares were issued comprising 8,312,500 to Ortsbo and 4,686,182 to the former debt and minority shareholders of Ortsbo, which were valued at \$1,806,608 leaving 18,988,318 shares to be issued. During the fourth quarter of fiscal 2017, as a result of an agreement between Winterberry Investments Inc. and its investors, the Company issued 16,320,903 common stock purchase warrants (with an exercise price of \$0.01 per common share) with an additional 1,600,000 common stock purchase warrants to be issued in settlement of the previous obligation of 17,687,500 shares to be issued to Winterberry Investments Inc. As at the filing date, the 1,300,818 shares at a value of \$180,793 remain reserved but not issued and subject to issuance based on the instructions from the recipients.

Directors subscribed for \$1,783,526 of \$4,550,388 from the secured debenture private placement that closed in September 2015 at which time they were not directors. Significant investments made by directors include Luis Vasquez Senties (a current member of the Board of Directors) subscribed for \$500,000 from the secured debenture offering that closed in September 2015, David Berry (a current member of the Board of Directors) subscribed for \$733,526 from the secured debenture offering that closed in September 2015, and Winterberry Investments Inc. (an entity controlled by David Berry, a current member of the Board of Directors) subscribed for \$500,000 from the secured debenture offering that closed in September 2015.

Directors also subscribed for \$1,075,000 of the \$2,040,000 convertible secured debentures issued on December 30, 2015. Significant investments made by directors include Luis Vasquez Senties (a current member of the Board of Directors) who subscribed for \$500,000 from the secured debenture offering that closed in December 2015, and David Berry (a current member of the Board of Directors) through a related entity which he does not control which subscribed for \$500,000 from the secured debenture offering that closed in December 2015.

David Berry (a current member of the Board of Directors) through a related entity in which he does not control advanced \$170,468 to the Company on an anticipated second closing of the same convertible secured debenture financing that closed on December 30, 2015. This \$170,468 closing occurred on May 1, 2016.

The Company issued 300,000 common stock purchase warrants on September 28, 2015 to advisors prior to their appointment as members of the Board of Directors at an exercise price of \$1.00 with expiry of five years from September 1, 2015. \$227,100 was expensed as stock based compensation. These common stock purchase warrants were repriced to \$0.25 on March 21, 2016 and are revalued at \$233,490. The additional \$6,390 was also expensed to stock based compensation.

The Company issued 1,750,000 common stock purchase warrants on March 21, 2016 to members of the Company's Advisory Board at an exercise price of \$0.25 with expiry date of March 21, 2021. The common stock purchase warrants were valued at \$349,825 and stock based compensation is recognized over a graded vesting schedule.

The Company issued 250,000 common stock purchase warrants on August 25, 2016 to a recently appointed Advisory Board member at an exercise price of \$0.25 with expiry date of August 25, 2021. The common stock purchase warrants were valued at \$48,075 and stock based compensation is recognized over a graded vesting schedule.

On May 1, 2016, the Company completed a secured debenture financing with a consultant, whose principal is the former CEO of the Company, for \$200,000 with no warrant financing, through the offering of units by way of private placement, with each unit consisted of a 12% secured convertible debenture with a maturity date of five years from issuance convertible at \$0.25 per common. This closing was a conversion of \$200,000 in consulting expense. The Company also issued 4,000,000 common stock purchase warrants, valued at \$721,200, at an exercise price of \$0.25 included in consulting expense, with an expiry of May 1, 2021. This consultant was also granted a \$100,000 signing bonus payable in cash.

All obligations prior to May 1, 2016 due directly or indirectly to the former CEO of Yappn including \$294,906 in cash obligations as an employee and \$18,200 as a consultant, have been forgiven. All obligations being forgiven were recorded as general and administrative expenses within fiscal 2016 and were reversed out from general and administrative expenses.

1,200,000 of the shares from the 2nd tranche of common stock private placement at \$0.25 per unit totaling \$300,000 in cash proceeds were issued to members of the Board of Directors. Significant investments made by Directors include Luis Vasquez Senties (a current member of the Board of Directors) who advanced \$200,000 to the Company.

1,000,000 of the shares from the 3rd tranche of common stock private placement at \$0.25 per unit totaling \$250,000 in cash proceeds and compensation for consulting work were issued to members of the Board of Directors. Significant investments made by Directors include Winterberry Investments Inc. (an entity controlled by David Berry, a current member of the Board of Directors) who advanced \$100,000 to the Company.

80,000 of the shares from the 4th tranche of common stock private placement at \$0.25 per unit totaling \$20,000 in cash proceeds were issued to a member of the advisory board.

On March 21, 2016, the Board of Directors passed a resolution for a contingent common stock award in line with the metrics used in the CEO's targets for additional bonus compensation. The award would see the members of the Board of Directors as well as the Advisory Board receive common shares for the Company reaching revenue milestones. Per the resolution, 500,000 common shares for each member of the Board of Directors and 250,000 for each Advisory Board member would be issued when the following milestones are met: (i) \$3.5 million in new revenue generated and realized within 12 months of the start date of the CEO which was February 22, 2016 and minimum of 5 new recurring revenue contracts being signed within 12 months of the start date; or (ii) \$5 million of new revenue generated and realized within 24 months of the start date and minimum of 5 new recurring revenue contracts being signed within 12 months of the start date. As of February 22, 2017 (the 12 months since the CEO start date of February 22, 2016), milestone (i) was not met.

On August 25, 2016 a recently appointed Advisory Board member received the same contingent common stock award of 250,000 common shares as described above for the March 21, 2016 award to Advisory Board members.

During the second, third, and fourth quarter of fiscal 2017, Company received \$2,226,348 in bridge financing from three directors. These loans are classified as long term loans which are to be subscribed into a convertible secured debenture with an expected term of 5 years to maturity. The Company expects additional participation, although not guaranteed, at which time a final closing will be completed with the final agreed to terms for this financing

Review, approval or ratification of transactions with related persons

Our Board of Directors is responsible to approve all related party transactions. We have not adopted written policies and procedures specifically for related person transactions.

DISCLOSURE OF COMMISSION POSITION OF INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

The Delaware General Corporation Law and our bylaws provide for the indemnification of our directors, officers, employees and other persons against claims and liability by reason of serving as a director, officer or employee.

Indemnification Under Delaware Law

Our officers and directors are indemnified as provided by the Delaware General Corporation Law..

Section 102 of the General Corporation Law of the State of Delaware permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Our certificate of incorporation provides that no director of the Registrant shall be personally liable to it or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability, except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty.

Section 145 of the General Corporation Law of the State of Delaware provides that a corporation has the power to indemnify a director, officer, employee or agent of the corporation, or a person serving at the request of the corporation for another corporation, partnership, joint venture, trust or other enterprise in related capacities against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with an action, suit or proceeding to which he was or is a party or is threatened to be made a party to any threatened, ending or completed action, suit or proceeding by reason of such position, if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, in any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that, in the case of actions brought by or in the right of the corporation, no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and control persons pursuant to the foregoing provisions or otherwise, we have been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy, and is, therefore, unenforceable.

PROPOSAL 1 - ELECTION OF DIRECTORS

The following table sets forth the name, age and position of nominated director of the Company as at September 27, 2017. Directors of the Company hold their offices until the next annual meeting of the Company's shareholders or until their successors have been duly elected and qualified or until their earlier resignation, removal of office or death. Executive officers of the Company are appointed by the Board of Directors (the "Board") to serve until their successors are elected and qualified. There are no family relationships between any director or executive officer of the Company.

C. Kent Jespersen	71	Director, Chairman of the Board
David Berry	52	Director
Luis Vázquez Senties	69	Director
Tracie Crook	52	Director
Carrie Stone	60	Director

The following is a brief account of the education and business experience of each director, executive officer and key employee during at least the past five years, indicating each person's principal occupation during the period, and the name and principal business of the organization by which he or she was employed, and including other directorships held in reporting companies.

C. Kent Jespersen, Chairman. Kent Jespersen, 71, has extensive and diverse international experience in government, business and executive leadership. He has diverse governance experience in a number of industries. He has held numerous leadership positions in national and international non-profit organizations. Mr. Jespersen is also a Chairman and Director of Seven Generations Ltd. and Chairman and Director of Iskander Energy Corp. Mr. Jespersen holds a Bachelor of Science in Education and a Master of Science in Education from the University of Oregon.

David Berry, Director. David Berry, 52 obtained a BSc honours in mathematics from Queen's University, an MBA in Finance and Accounting from Rotman School of Management as well as a CFA and a CA. After leaving Ernst & Young LLP in 1995, David moved to Scotia McLeod. He ran the preferred share department from 1997 – 2005 and built it from a department that made virtually no money and had very little market share to the biggest profit center at Scotiabank and a market share of 70%, numbers never seen before in Canada. He became the highest paid trader on Bay Street for this period. Since leaving Scotia he has been managing his personal portfolio, a portion of which he uses in a merchant bank type capacity financing companies that have great potential but have poor means to finance.

Luis Vazquez-Senties, Director. Mr. Vazquez-Senties, 69, is the founder and Chairman of the Board of Directors of Diavaz since 1982 to date. Diavaz is a 100% Mexican business partnership made up by several basic business units jointly created through strategic and business alliances. The activities of DIAVAZ are related to the Mexican energy industry, ranging from oil and gas exploration and production, its process, transportation, storage until its final consumption. He has been and still is an advisor of several national and international companies, all of them related to the energy industry. Luis Vázquez actively participates in a wide variety of Chambers, Associations, as well as Professional and Entrepreneurial Organizations. Eng. Mr. Vázquez is former president and current member of Mexico's Chapter of the World Energy Council, as well as of the Mexican Natural Gas Association. Luis Vázquez is a chemical engineer; he graduated from Ryerson University in Toronto, Canada.

Tracie Crook, Director. Tracie Crook, 52, is the Chief Operating Officer of McCarthy Tétrault LLP. Prior to that she was President and CEO of the ResMor Trust Company, a federally regulated mortgage provider, Director of Business Management for the TSX Group and Director of Management and Outsourcing with Sprint Canada. A Certified Director, Tracie currently sits on the advisory board of Intapp Inc., Women of Influence, and a former Board member of the Ontario Public Service Employees' Union, the Housing Services Inc., and the GMAC Residential Funding of Canada Limited and The Fraser Institute. Ms. Crook holds a Master of Science from Central Michigan University, a Bachelor of Business Administration from Ferris State University and has taken executive courses at Harvard Business School, the Massachusetts Institute of Technology (MIT) and Queen's University.

Carrie Stone, Director. Carrie Stone, 60, is President of cStone & Associates, an international executive search firm, performing senior executive and board assignments since 2003. She advises companies and boards on complex business issues and strategies for talent acquisition, pay for performance, transition and succession planning. Ms. Stone served as a venture partner with Enterprise Partners Venture Capital, a \$1.1B venture fund investing in disruptive technologies and biotechnology. Prior CEO leadership and senior executive experience includes building high growth consumer products and retail business with the Walt Disney Company and JCrew. Ms. Stone is a member of the Corporate Directors forum, serving on the director of the year nominating committee. Ms. Stone was named to the Agenda Compensation 100, identifying the 100 top candidates to serve on compensation committees. Ms. Stone co-founded the San Diego Women Corporate Directors Chapter in 2013 and serves on the Executive Committee. She is an 18 year Member of Young Presidents' Organization/World President's Organization including serving on the International Board of Directors, International Forum Committee Chair, Compensation And Diversity Committees, and Committee Leadership of 8 Global Leadership Conferences. Ms. Stone Holds a B.S. From the University Of Vermont, attended Stanford University Law School Director's College and Harvard Business School's Executive Education, Compensation Committees.

Family Relationships

There are currently no family relationships between any of the members of our board of directors or our executive officers.

Conflicts of Interest

Members of our management and board are associated with other firms involved in a range of business activities. Consequently, there are potential inherent conflicts of interest in their acting as officers and directors of our company. Although the officers and directors are engaged in other business activities, we anticipate they will devote an important amount of time to our affairs.

Our officers and directors are now and may in the future become shareholders, officers or directors of other companies, which may be formed for the purpose of engaging in business activities similar to ours. Accordingly, additional direct conflicts of interest may arise in the future with respect to such individuals acting on behalf of us or other entities. Moreover, additional conflicts of interest may arise with respect to opportunities which come to the attention of such individuals in the performance of their duties or otherwise. Currently, we do not have a right of first refusal pertaining to opportunities that come to their attention and may relate to our business operations.

Our officers and directors are, so long as they are our officers or directors, subject to the restriction that all opportunities contemplated by our plan of operation which come to their attention, either in the performance of their duties or in any other manner, will be considered opportunities of, and be made available to us and the companies that they are affiliated with on an equal basis. A breach of this requirement will be a breach of the fiduciary duties of the officer or director. If we or the companies with which the officers and directors are affiliated both desire to take advantage of an opportunity, then said officers and directors would abstain from negotiating and voting upon the opportunity. However, all directors may still individually take advantage of opportunities if we should decline to do so. Except as set forth above, we have not adopted any other conflict of interest policy with respect to such transactions.

Involvement in Certain Legal Proceedings

None of the following events have occurred during the past ten years and are material to an evaluation of the ability or integrity of any director or officer of the Company:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

2. Such person was convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);
3. Such person was the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities:
 - a. Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or an associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;
 - b. Engaging in any type of business practice; or
 - c. Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;
4. Such person was the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph (f)(3)(i) of this section, or to be associated with persons engaged in any such activity;
5. Such person was found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;
6. Such person was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;
7. Such person was the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:
 - a. Any Federal or State securities or commodities law or regulation; or
 - b. Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or
 - c. Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Such person was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26))), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29)), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Meetings and Committees of the Board of Directors

Our Board of Directors held 5 formal meetings during the year ended May 31, 2017.

The Board of Directors has a separately designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Exchange Act. As of May 31, 2017, the members of our Audit Committee are David Fleck, who serves as Chairperson of the Audit Committee, Tracie Crook and C. Kent Jespersen. Our Board of Directors has determined that Mr. Fleck qualifies as a “financial expert” as that term is defined in the rules of the SEC implementing requirements of the SARBANES-OXLEY Act of 2002. The Audit Committee meets four (4) times per year.

The Board of Directors has a separately designated Compensation Committee.

The members of our Compensation Committee are Carrie Stone, who serves as Chairperson of the Compensation Committee, David Berry and C. Kent Jespersen.

The Board of Directors is responsible for all other committee activity, outside the Audit Committee and Compensation Committee.

We believe that the Board of Directors through its meetings can perform all of the duties and responsibilities which might be contemplated by additional committees. As our business expands we anticipate forming other committees.

Board Leadership Structure and Role in Risk Oversight

Our Board of Directors is primarily responsible for overseeing our risk management processes. The Board of Directors receives and reviews periodic reports from management, auditors, legal counsel and others, as considered appropriate regarding our company’s assessment of risks. The Board of Directors focuses on the most significant risks facing our company and our company’s general risk management strategy, and also ensures that risks undertaken by our company are consistent with the Board’s appetite for risk. While the Board oversees our company, our company’s management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks facing our company and that our Board leadership structure supports this approach.

Material Changes to the Procedures by which Security Holders May Recommend Nominees to the Board of Directors

Except as may be provided in our bylaws, we do not have in place any procedures by which security holders may recommend nominees to the Board of Directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than 10% of our common stock to file reports of ownership and changes in ownership of our common stock with the SEC. Based on the information available to us during the year ended May 31, 2017, we believe that all applicable Section 16(a) filing requirements were met on a timely basis.

Code of Ethics

As part of our system of corporate governance, our Board of Directors has adopted a Code of Ethics and Conduct that is specifically applicable to our Chief Executive Officer and senior financial officers.

Recommendation of the Board of Directors

The Board recommends a vote FOR the election of each of the nominees.

PROPOSAL 2 - RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

At the Meeting of Stockholders, the stockholders will vote to ratify the appointment of MNP LLP (“MNP”), as our independent registered public accounting firm for the fiscal year ending May 31, 2018. MNP served as auditor for the fiscal year ended May 31, 2017 and 2016. We do not expect a representative of MNP to be present at the Meeting.

The Board has selected MNP as our independent registered public accounting firm for the fiscal year ending May 31, 2018. Although the selection of the independent registered public accounting firm is not required under the Company’s By-laws or otherwise to be ratified by our stockholders, the Board has directed that the appointment of MNP be submitted to our stockholders for ratification due to the significance of their appointment. If our stockholders fail to ratify the selection, it will be considered as a direction to the Board to consider the selection of a different firm. Even if the selection is ratified, the Board in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

Recommendation of the Board of Directors

The Board of Directors recommends a vote FOR the ratification of the appointment of MNP LLP, as the Company’s independent registered public accounting firm for the fiscal year ending May 31, 2018.

Stockholder Proposals & Nominations

To be eligible for inclusion in our next proxy statement, your proposal must be received by us no later than November 1, 2017. While the Board of Directors will consider stockholder proposals, we reserve the right to omit from our proxy statement stockholder proposals. You may write to our Secretary at one of the Company’s addresses as reported above to deliver the notices discussed above and to request a copy of the relevant By-law provisions regarding the requirements for making stockholder proposals and nominations of directors.

Other Matters

As of the date of this proxy statement, we know of no matters other than those set forth herein that will be presented for consideration at the meeting. If any other matter or matters are properly brought before the meeting or any adjournment thereof, the persons named in the accompanying proxy will have discretionary authority to vote, or otherwise act, with respect to such matters in accordance with their judgment.

Additional Information

Additional information relating to the Company, including the Company’s annual filings (including audited consolidated financial statements and management’s discussion and analysis) for the year ended May 31, 2017, on the United States Securities and Exchange Commission website at www.sec.gov. Stockholders may also request copies from the Secretary of the Company. Such copies will be made available free of charge. The Company does not intend to file public reports on a going forward basis.

**Revocable Proxy - Yappn Corp.
Proxy for the Annual Meeting of Stockholders**

This Proxy is solicited on behalf of the Board of Directors and management of Yappn Corp. (the "Company") for the 2018 Annual Meeting of Stockholders ("2018 Meeting") to be held at 1674 Meridian Avenue, Suite 320, Miami Beach, FL, 33139 United States on October 30, 2017 at 10:00 a.m., local time.

The undersigned, a holder of Shares of the Company, hereby appoints Craig McCannell (the "Proxyholder") or, _____ (print name) and each of them, the true and lawful attorneys and proxies with full power of substitution, for and in the name, place and stead of the undersigned, to vote all of the Shares of the Company which the undersigned would be entitled to vote if personally present at the 2017 Meeting, and at any adjournment or postponement thereof, in all matters indicated on the reverse side hereof, and with discretionary authority to vote as to any other matters that may properly come before such meeting.

	For	Abstain
Proposal 1 - The election of the following individuals as Directors of the Company, each to serve a term of one year or until his or her successor is duly elected or appointed		

C. Kent Jespersen	[]	[]
David Berry	[]	[]
Luis Vázquez Senties	[]	[]
Tracie Crook	[]	[]
Carrie Stone	[]	[]

	For	Against	Abstain
Proposal 2 - To ratify the appointment of MNP LLP, Chartered Accountants, as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2018 and allow the directors to fix their remuneration			
	[]	[]	[]

Signature of Stockholder	Name of Stockholder (print exactly as it appears hereon)
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Number of Shares Held	Certificate Number(s)	Date
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Check here if you plan to attend the 2017 Annual Meeting of Stockholders []

This proxy should be read in conjunction with the meeting materials prior to voting. To be valid, this proxy must be signed. When signed, this Proxy will be voted in the manner directed. If no direction is given, this Proxy will be voted FOR proposals 1 and 2. By completing and returning this proxy, you are granting the Proxyholders, and each of them, the right and authority to vote in their discretion with respect to any amendments to any of the above proposals, as well as with respect to any other matter that may properly be brought before the 2018 Meeting, in each case in accordance with the judgment of the person or persons voting. The Company does not expect that any matter

other those noted above to be brought before the 2018 Meeting. Once completed send the proxy to our office at 80 Tiverton Ct., Suite 100, Markham, ON, L3R 0G4, Canada (fax: 905-763-6175) or directly to the Company on or before October 25, 2017 at 5:00 p.m (EST) (facsimiles and scanned emails (pepper@yappn.com) can be received until 5:00 pm EST on October 27, 2017). Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If you appoint Management's nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, in accordance with the Management voting recommendations highlighted for each resolution. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose. This proxy confers discretionary authority on the person named to vote in his or her discretion with respect to amendments or variations to the matters identified in the Notice of the Meeting accompanying the proxy or such other matters which may properly come before the Meeting or any adjournment or postponement thereof. Please date the proxy. If the proxy is not dated, it is deemed to bear the date of its being mailed to the shareholders of the Company. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion. If the shareholder is a corporation, the proxy must be executed by an officer or attorney thereof duly authorized, and the shareholder may be required to provide documentation evidencing the signatory's power to sign the proxy.