

ENWAVE CORPORATION

#1 - 1668 Derwent Way
Delta, B.C. V3M 6R9
Phone: 604-806-6110

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of **EnWave Corporation** (the “**Corporation**”) will be held on **Friday, March 20, 2020** in Strategy Room 2300 at the SFU Segal Building, 500 Granville Street, Vancouver, BC, British Columbia, V6C 1W6 at **2:00 p.m.** (Vancouver time) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for its fiscal year ended September 30, 2019, together with the report of the auditors thereon;
2. to set the number of directors at seven (7) for the ensuing year;
3. to elect the directors for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP, Independent Registered Chartered Professional Accountants, as the Corporation’s auditor for the ensuing year and to authorize the directors to fix their remuneration;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to re-approve the Corporation’s Stock Option Plan, as more fully described in the accompanying Information Circular;
6. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution to amend the Corporation’s Restricted Share Plan to increase the maximum number of common shares which may be reserved for issuance from treasury by the Corporation pursuant to such plan and make two housekeeping amendments, all as more fully described in the accompanying Information Circular;
7. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution ratifying and confirming the Corporation’s Shareholder Rights Plan, as more fully described in the accompanying Information Circular; and
8. to transact such other business as may properly come before the Meeting or any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular (the “**Circular**”) accompanying this notice. The Corporation’s audited consolidated financial statements and related MD&A for the financial year ended September 30, 2019 have been mailed to those shareholders who have previously requested to receive them. They are available upon request to the Corporation and can be found on SEDAR at www.sedar.com or on the Corporation’s website at www.enwave.net.

The Board of Directors of the Corporation has, by resolution, fixed the close of business on **February 11, 2020** as the **record date**, being the date for the determination of the holders of common shares of the Corporation entitled to notice of and to vote at the Meeting and any adjournment(s) or postponement(s) thereof.

This notice is accompanied by the Circular, either a form of proxy for registered shareholders or a voting instruction form (“**VIF**”) for certain beneficial shareholders and a supplemental mailing list return card. If you are unable to attend the Meeting in person, you should read the notes to the enclosed form of proxy or VIF, as applicable, and complete and return the proxy or VIF, as applicable, to the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment(s) thereof. In addition, Computershare provides both telephone voting and internet voting services as described on the form of proxy and VIF. If you are able to attend the Meeting, voting by telephone, by internet or by sending your proxy or VIF will not prevent you from voting in person. **If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you are a non-registered shareholder of the Corporation and do not complete and return the materials in accordance with such instructions, you may lose your right to vote at the Meeting, either in person or by proxy.**

DATED at Vancouver, British Columbia, this 11th day of February, 2020.

BY ORDER OF THE BOARD

(signed) Mr. Brent Charleton
Chief Executive Officer

ENWAVE CORPORATION

#1 - 1668 Derwent Way
Delta, B.C. V3M 6R9

MANAGEMENT INFORMATION CIRCULAR

(all information is as at February 11, 2020, unless otherwise noted)

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of EnWave Corporation (the “Corporation”) for use at the Annual General and Special Meeting of Shareholders (the “Meeting”) of the Corporation to be held on Friday, March 20, 2020 at the time and place and for the purposes set forth in the accompanying Notice of Annual General and Special Meeting of Shareholders (the “Notice”) and at any adjournments thereof. While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers, employees or agents of the Corporation. All costs of this solicitation will be borne by the Corporation. The Corporation is not sending proxy-related materials using notice-and-access.

All dollar amounts referenced herein are expressed in Canadian dollars unless otherwise stated.

APPOINTMENT AND REVOCATION OF PROXIES

The individuals named in the accompanying form of proxy are directors or officers of the Corporation. A shareholder of the Corporation (a “Shareholder”) wishing to appoint some other person (who need not be a Shareholder) to attend and act for the Shareholder and on the Shareholder’s behalf at the Meeting has the right to do so, either by inserting such person’s name in the blank space provided in the form of proxy, or by completing another form of proxy. A proxy will not be valid unless the completed, dated and signed form of proxy is delivered to Computershare Investor Services Inc. (“Computershare”), Proxy Dept., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment(s) thereof. In addition, Computershare provides both telephone voting and internet voting services as described on the form of proxy itself which contains complete instructions.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder’s attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered office of the Corporation at 1000 Cathedral Place - 925 West Georgia Street, Vancouver, British Columbia, Canada V6C 3L2 at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) thereof or provided at the Meeting to the Chair of the Meeting. **Only registered Shareholders have the right to revoke a proxy. Non-Registered Holders (as defined below) who wish to change their vote must, in sufficient time before the Meeting, arrange for their respective Intermediaries (as defined below) to revoke the proxy on their behalf.**

A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

SPECIAL INSTRUCTIONS FOR VOTING BY NON-REGISTERED HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Many Shareholders are “non-registered” Shareholders because the shares of the Corporation they own are not registered in their names but are instead registered in the name of an Intermediary (as defined below) through which they hold the shares. More particularly, a person is not a registered Shareholder in respect of shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs,

RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS, which acts as nominee for many Canadian brokerage firms. Shares so held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Non-Registered Holder. Without specific instructions, Intermediaries are prohibited from voting shares held for Non-Registered Holders.

There are two categories of Non-Registered Holders: (a) those who object to their name being made known to the issuer of securities which they own (called “**OBOs**” for Objecting Beneficial Owners), and (b) those who do not object to the issuer of the securities they own knowing who they are (called “**NOBOs**” for Non-Objecting Beneficial Owners).

Non-Objecting Beneficial Owners

The Corporation has decided to take advantage of those provisions of National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators (“**NI 54-101**”) that permit it to directly deliver proxy-related materials to NOBOs who have not waived the right to receive them. As a result, NOBOs can expect to receive a scannable Voting Instruction Form (“**VIF**”) together with the Notice, this Circular and related documents from our transfer agent, Computershare. These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting services as described in the VIF. In that regard, Computershare is required to follow the voting instructions properly received from NOBOs. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. **NOBOs should carefully follow the instructions of Computershare, including those regarding when and where the completed VIFs are to be returned to Computershare.**

Should a NOBO wish to attend and vote at the Meeting in person, the NOBO must insert the NOBO’s name (or such other person as the NOBO wishes to attend and vote on the NOBO’s behalf) in the blank space provided for that purpose on the VIF and return the completed VIF in line with the instructions provided or the NOBO must submit to the Corporation any other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. In such circumstances, with respect to proxies held by management in respect of securities owned by the NOBO so requesting, the Corporation must arrange, without expense to the NOBO, to appoint the NOBO or a nominee of the NOBO as a proxyholder in respect of those securities. Under NI 54-101, if the Corporation appoints a NOBO or a nominee of the NOBO as a proxyholder as aforesaid, the NOBO or nominee of the NOBO, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of management in respect of all matters that may come before the Meeting and any adjournment or continuance thereof, unless corporate law does not permit the giving of that authority. Pursuant to NI 54-101, if the Corporation appoints a NOBO or its nominee as proxyholder as aforesaid, the Corporation must deposit the proxy within the timeframe specified above for the deposit of proxies if the Corporation obtains the instructions at least one (1) business day before the termination of that time.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the securities on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

NOBOs that wish to change their vote must, in sufficient time in advance of the Meeting, contact Computershare to arrange to change their vote.

Objecting Beneficial Owners

In accordance with the requirements of NI 54-101, we have distributed copies of the Notice, this Circular and related documents (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to OBOs. Intermediaries are required to forward the Meeting Materials to OBOs unless the OBO has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to OBOs. With those Meeting Materials, Intermediaries or their service companies should provide OBOs of shares with a “request for voting instruction form” which, when properly completed and signed by such OBO and **returned to the Intermediary or its service company**, will constitute voting instructions which the Intermediary must follow. The purpose of this procedure is to permit OBOs of shares to direct the voting of the shares that they beneficially own. The Corporation will pay for the distribution of the Meeting Materials by clearing agencies and intermediaries to OBOs.

Should an OBO wish to attend and vote at the Meeting in person, the OBO must insert the OBO’s name (or such other person as the OBO wishes to attend and vote on the OBO’s behalf) in the blank space provided for that purpose on the request for voting instruction form and return the completed request for voting instruction form to the Intermediary or its service provider or the OBO must submit, to their Intermediary, any other document in writing that requests that the OBO or a nominee of the OBO be appointed as proxyholder. In such circumstances, an Intermediary who is the registered holder of, or holds a proxy in respect of, securities owned by an OBO is required under NI 54-101 to arrange, without expense to the OBO, to appoint the OBO or a nominee of the OBO as a proxyholder in respect of those securities. Under NI 54-101, if an Intermediary appoints an OBO or the nominee of the OBO as a proxyholder as aforesaid, the OBO or nominee of the OBO, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of the Intermediary, in respect of all matters that may come before the Meeting and any adjournment or continuance thereof, unless corporate law does not permit the giving of that authority. Pursuant to NI 54-101 an Intermediary who appoints an OBO or its nominee as proxyholder as aforesaid is required under NI 54-101 to deposit the proxy within the timeframe specified above for the deposit of proxies if the Intermediary obtains the instructions at least one (1) business day before the termination of that time.

OBOs should carefully follow the instructions of their Intermediary, including those regarding when and where the completed request for voting instructions is to be delivered.

OBOs of shares who wish to change their vote must, in sufficient time in advance of the Meeting, arrange with their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set out above.

VOTING OF PROXIES AND EXERCISE OF DISCRETION

A Shareholder may indicate the manner in which the persons named in the accompanying form of proxy or VIF are to vote with respect to a matter to be acted upon at the Meeting by marking the appropriate space. **If the instructions as to voting indicated in the proxy or VIF are certain, the shares represented by the proxy or VIF will be voted or withheld from voting in accordance with the instructions given in the proxy on any ballot that may be called for. If no choice is specified in the proxy or VIF with respect to a matter to be acted upon, the proxy or VIF confers discretionary authority with respect to that matter upon the proxyholder named in the accompanying form of proxy or VIF. It is intended that the proxyholder named by management in the accompanying form of proxy and VIF will vote the shares represented by the proxy and VIF in favour of each matter identified in the proxy and VIF and for the nominees of the Corporation’s Board of Directors (the “Board of Directors” or “Board”) for directors and the auditor.**

The accompanying form of proxy and VIF also confers discretionary authority upon the named proxyholder with respect to amendments or variations to the matters identified in the accompanying Notice and with respect to any other matters which may properly come before the Meeting. As of the date of this Circular, management of the Corporation is not aware of any such amendments or variations, or any other matters that will be presented for action at the Meeting other than those referred to in the accompanying Notice of Meeting. If, however, other matters that are not now known to management properly come before the

Meeting, then the persons named in the accompanying form of proxy and VIF intend to vote on them in accordance with their best judgment.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share structure of the Corporation consists of an unlimited number of common shares (the “**Common Shares**”) and an unlimited number of preferred shares. As at the date of this Circular, **111,219,755** Common Shares were issued and outstanding, each such Common Share carrying the right to one vote at the Meeting. No preferred shares were issued and outstanding. The Corporation has no other classes of voting securities. The close of business on **February 11, 2020** has been fixed by the directors of the Corporation as the record date for the purpose of determining those Shareholders entitled to receive notice of and to vote at the Meeting.

The Common Shares are listed on the TSX Venture Exchange (the “**TSXV**”).

To the knowledge of the directors and executive officers of the Corporation, as of the date hereof, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected until all such vacancies have been filled. If the number of nominees for election is equal to the number of vacancies to be filled all such nominees will be declared elected.

RECEIPT OF FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the fiscal year ended September 30, 2019 and accompanying auditor’s report will be presented at the Meeting.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Corporation’s *Independence Committee* (“**Independence Committee**”) is mandated to oversee the administration of the Corporation’s compensation plans, including its stock option plan and its restricted share plan, in light of the corporate goals and objectives. The *Independence Committee* is presently comprised of Ms. Mary Ritchie, Dr. Stewart Ritchie, Mr. Hugh McKinnon and Mr. Stephen Sanford. The *Independence Committee* meets at least once a year to review compensation policies relating to the Corporation and its subsidiaries and to approve and recommend to the Board specific compensation awards and benefits. The *Independence Committee* monitors levels of executive remuneration to ensure overall compensation reflects the Corporation’s objectives and philosophies and meets the Corporation’s desired relative compensation position. The key components comprising the Corporation’s executive officer compensation may include base salary and bonus (short-term incentives) and participation in the Corporation’s stock option plan and restricted share plan (long-term incentives). The Corporation established these components for its executive compensation package because it believed that a competitive base salary and bonus may be required to retain key executives and participation in the Corporation’s stock option plan and restricted share plan enables the Corporation’s executive officers to participate in the long-term success of the Corporation and aligns their interests with those of the Shareholders. Ms. Ritchie, Dr. Ritchie, Mr. McKinnon and Mr. Sanford are also members of the Corporation’s *Audit Committee* (“**Audit Committee**”) and information concerning their skills and experience relevant to their responsibilities as members of this committee is detailed later in this Circular under “AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR – *Relevant Education and Experience*”.

Base Salary and Bonus

The base salaries (and bonus, if any) of the Corporation's executive officers are set by the Board, based on recommendations from the *Independence Committee*. Executive officers who are also directors of the Corporation abstain from voting on their proposed base salaries and/or bonuses. Base salaries (and bonuses, if any) of the Corporation's executive officers are determined through the annual assessment of each individual's performance (as described in more detail below) and other factors the *Independence Committee* considers to be relevant, including prevailing industry demand for personnel having comparable skills and performing similar duties, the compensation the individual could reasonably expect to receive from a competitor, the Corporation's ability to pay and cost of living factors.

The target amount for the annual performance bonus in each financial year for the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") is a maximum of 50% of their base salary, as recommended by the *Independence Committee*. For the CEO and CFO, the *Independence Committee* assesses the individual's performance in conjunction with the Corporation's performance and makes a bonus recommendation for the year. The actual amount of such bonuses is based on the *Independence Committee's* assessment of the individual's contributions, the economic factors pertaining to the Corporation and the performance of the Corporation as a whole. The bonuses are paid at the end of the calendar year.

Mr. Brent Charleton became the Corporation's President and CEO in August 2018. In the case of Mr. Charleton, the *Independence Committee's* assessment includes consideration for factors and corporate achievements in the Corporation's most recently completed financial year. The factors considered include the successful commissioning of large-scale Radiant Energy Vacuum ("REV") machines, advancement of the commercial-scale design of REV™ equipment, the signing of new commercial royalty bearing licenses, execution of manufacturing orders, and advancing the Corporation's ability to commercially manufacture REV™ machines for sale. Mr. Charleton was awarded a bonus of \$145,000 (100% of the proposed maximum bonus or 50% of his base annual salary in place at the time of the payment of the bonus) for the Corporation's most recently completed financial year.

Mr. John Budreski became the Corporation's Executive Chairman in June 2014. Mr. Budreski is an employee of the Corporation and is paid an annual salary of \$107,500 per year, exclusive of any bonuses, stock-based or other compensation. In the case of Mr. Budreski, the *Independence Committee's* assessment includes consideration for factors and corporate achievements in the Corporation's most recently completed financial year. The factors include development of the Corporation's short-term and long-term strategies, corporate development, evaluation, staffing and management of executive officers, financing and investor relations. The *Independence Committee* has not established a target bonus percentage for Mr. Budreski based on his base salary, but may award Mr. Budreski a discretionary annual bonus. Mr. Budreski was awarded a bonus of \$145,000 for the most recently completed financial year.

Mr. Dan Henriques became the Corporation's CFO in September 2015. Mr. Henriques' bonus was based on the *Independence Committee's* assessment of his contributions with respect to the timely completion of the Corporation's annual financial statements and management discussion and analysis, improvements to accounting and administration, financing activities, the management of the annual audit, the preparation of performance reports, the preparation of the annual budget and improved financial analysis. Mr. Henriques was awarded a bonus of \$125,000 (100% of the proposed maximum bonus or 50% of his base annual salary in place at the time of the payment of the bonus) for the most recently completed financial year.

Mr. Mike Pytlinski became the CEO of the Corporation's wholly-owned subsidiary, NutraDried Food Company, LLC ("NutraDried"), in September 2018 and he reports directly to the Board of Directors of the Corporation (see "CEO of NutraDried"). In the case of Mr. Pytlinski, the *Independence Committee* establishes annual revenue and EBITDA targets for NutraDried, and if achieved, Mr. Pytlinski is eligible to receive up to 35% of his base salary as a bonus. The determination of Mr. Pytlinski's annual bonus is weighted 50% to achievement of the annual revenue target and 50% to the achievement of the annual EBITDA target for NutraDried. Mr. Pytlinski was awarded a bonus of \$104,545 (US \$79,165) for the Corporation's most recently completed financial year.

To date, there has been no defined benchmark of companies that the Corporation referred to in setting its base salaries and bonuses.

It should be noted however, that in December 2019, the Corporation retained Lane Caputo Consulting Inc. (“**Caputo**”) to provide a report to assist the Corporation in the review of compensation arrangements for its executive team and non-executive directors by benchmarking the Corporation’s compensation practices against a group of peer companies reflecting the Corporation’s current size and stage of development. The Caputo report highlighted any changes required to align pay elements and/or strategy with both current market practices and the Corporation’s business strategy, which includes the rapid growth of NutraDried. Caputo presented the Corporation with market data on executive competitiveness, commented on various incentive design and governance related trends including performance metrics and supported the *Independence Committee* in conducting its compensation program risk assessment. The *Independence Committee* considered the data and advice of Caputo, as well as many other factors. Ultimately, all decisions and recommendations made by the *Independence Committee* to the Board are their own. In 2019, the Corporation paid \$34,000 to Caputo for services related to this advice on compensation for the directors and executive officers. No fees for services not related to executive and director compensation matters have been billed to the Corporation by Caputo or any of their affiliates.

Stock Options

The Corporation provides long-term incentives to its executive officers by way of stock option grants. Stock options are granted to reward individuals for current performance, expected future performance and to align the long-term interests of the Corporation’s executive officers with those of the Shareholders. The Corporation’s stock option plan (“**Stock Option Plan**”) (summarized under the heading “*Incentive Plan Awards – Stock Option Plan*” below) is administered by the Board based, in part, upon recommendations of the *Independence Committee*. The Stock Option Plan is designed to give to directors, officers, employees and consultants of the Corporation and its affiliates, as additional compensation, the opportunity to participate in the profitability of the Corporation by granting to such individuals options to buy shares of the Corporation. The Stock Option Plan also enables the Corporation to attract and retain individuals with experience and ability, and to reward such individuals for current performance and expected future performance. The Board, based, in part, upon recommendations of the *Independence Committee*, considers the amount and terms of previously granted stock options when reviewing executive officer compensation packages as a whole and determining any new stock option grants. Executive officers who are also directors of the Corporation abstain from voting on their proposed stock option grants. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter.

The Board determines, upon the recommendations of the *Independence Committee*, the key employees and service providers to whom grants are to be made and determines the terms and conditions of the options forming part of such grants. Individual grants are determined by an assessment of an individual’s current and expected future performance, level of responsibilities and the importance of the position to the Corporation.

The number of stock options granted to executive officers for the Corporation’s most recently completed financial year was based on the individual’s performance and the number and exercise price of options previously issued to the individual.

The Black-Scholes option pricing model has been used to assess the fair value of the stock options.

Please also refer to the section entitled “Annual Approval of Stock Option Plan” under “PARTICULARS OF MATTERS TO BE ACTED UPON” in this Circular for additional details concerning the Stock Option Plan.

Restricted Share Rights

The Corporation also provides long-term incentives to its executive officers by way of the award of Restricted Share Rights (“**RSRs**” or “**Restricted Share Rights**”) under the Corporation’s restricted share plan (“**Restricted Share Plan**”). The Restricted Share Plan (summarized under the heading “*Incentive Plan Awards – Restricted Share Plan*” below) provides that RSRs may be granted to employees, officers,

directors, management company employees and consultants of the Corporation as a discretionary payment in consideration of current performance and expected future performance. The purpose of the Restricted Share Plan is to advance the interests of the Corporation through the motivation, attraction and retention of key persons and to secure for the Corporation and the Shareholders the benefits inherent with the retention of such persons. Each RSR entitles the holder to receive one fully paid Common Share without payment of additional consideration upon vesting of the RSR.

The Board determines, upon the recommendations of the *Independence Committee*, the key employees, officers, directors, management company employees and consultants to whom RSR grants are to be made and determines the terms and conditions of the RSRs granted. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position to the Corporation. Consideration is also given to the individual's past impact on or contribution to, and/or the individual's ability in the future to have an impact on or contribute to the long-term performance of the Corporation.

Please also refer to the section entitled "Approval of Amendments to Restricted Share Plan" under "PARTICULARS OF MATTERS TO BE ACTED UPON" in this Circular for additional details concerning the Restricted Share Plan.

CEO of NutraDried

NutraDried and Mr. Mike Pytlinski entered into an employment agreement dated as of July 20, 2018 (the "**Pytlinski Agreement**") pursuant to which Mr. Pytlinski assumed the role of CEO of NutraDried. Pursuant to the terms of the Pytlinski Agreement, Mr. Pytlinski was paid a base salary of US\$255,000 in respect of the most recently completed financial year, which represents the maximum base salary payable to the executive unless otherwise determined by the Corporation's Board. Mr. Pytlinski is also eligible for an annual bonus as described above in "*Base Salary and Bonus*". Additionally, in order to incentivize Mr. Pytlinski to execute on the Corporation's aggressive growth strategy for NutraDried, NutraDried has agreed to pay Mr. Pytlinski a one-time special bonus (the "**Special Bonus**") equal to 5% of the aggregate value of the common stock of NutraDried exceeding a baseline amount that increases annually by a compounding rate of 5%, subject to certain deductions and adjustments, which is payable upon completion of a transaction resulting in a change of control of voting equity interests of NutraDried or a public offering and stock exchange listing of NutraDried (a "**Divestiture**"). The Special Bonus, or a portion thereof, is also payable in the event that Mr. Pytlinski's employment as CEO of NutraDried is terminated prior to the completion of a Divestiture, subject to the terms and conditions of the Pytlinski Agreement, unless Mr. Pytlinski is terminated for cause or terminates his employment without good reason, in which case the Special Bonus is forfeited.

Compensation Risk Assessment and Governance

The *Independence Committee* has considered the implications of the risks associated with the Corporation's compensation program and has determined that the compensation program does not encourage the Named Executive Officers or directors of the Corporation to take inappropriate or excessive risks. As discussed above, the committee follows an overall compensation model which ensures that an adequate portion of overall compensation for the Named Executive Officers is "at risk" and only realized through the performance of the Corporation over both the short-term and long-term. Short-term incentive structures (i.e. annual performance based cash incentives) are designed to include multiple elements so as to mitigate the risk of maximizing one component at the expense of another. Long-term components, such as the grant of stock options or RSRs, are subject to vesting periods, thus reducing incentives on the part of executives to engage in any imprudent short-term risks. The realization of value from the long-term incentive component of the executive compensation program is entirely dependent upon long-term appreciation in Shareholder value. There are no risks which have been identified in the Corporation's compensation policies or practices that would reasonably be likely to have a material adverse effect on the Corporation. The *Independence Committee* will continue to monitor compensation governance and risk assessment practices on an ongoing basis to ensure that the Corporation's compensation program is appropriately structured.

The Corporation does not permit its executive officers or directors to hedge any of the equity compensation granted to them.

Other Long-term Incentives

The Corporation currently does not provide a pension plan to its executive officers, nor does it have any long-term incentives other than those previously described.

Chief Executive Officer Compensation

For the most recently completed financial year, the compensation of the CEO consisted of an annual base salary and bonus, all determined in the manner described above. The CEO participated in discussions and reviews relating to executive compensation for other executive officers, but did not participate in the discussions and reviews relating to his own compensation.

Summary Compensation Table

The following table sets forth all annual and long-term compensation for services in all capacities to the Corporation for the two most recently completed financial years of the Corporation, being the periods ended September 30, 2019 and September 30, 2018, in respect of each of the following executive officers of the Corporation:

- (a) the CEO;
- (b) the CFO;
- (c) the Corporation’s (including any of its subsidiaries) most highly compensated executive officer, other than the CEO and CFO, who was serving as executive officer or acting in a similar capacity and whose total compensation was in excess of \$150,000 as at the end of the most recently completed financial year; and
- (d) each individual for whom disclosure would have been provided under (c) but for the fact that the individual was neither serving as an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year

(collectively the “Named Executive Officers” or “NEOs”).

NEO Name and Principal Position	Year	Salary (\$)	Share-Based Awards (\$) ⁽¹⁾	Option-Based Awards (\$) ⁽²⁾	Non-equity incentive plan compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans ⁽³⁾	Long-term Incentive Plans			
John P.A. Budreski ⁽⁴⁾ <i>Executive Chairman</i>	2019	113,875	80,400	566,800	145,000	NIL	N/A	NIL	906,075
	2018	124,750	50,750	NIL	107,500	NIL	N/A	NIL	283,000
Brent Charleton ⁽⁵⁾ <i>CEO</i>	2019	221,250	NIL	NIL	145,000	NIL	N/A	NIL	366,250
	2018	170,104	131,250	320,000	107,500	NIL	N/A	NIL	728,854
Mike Pytlinski ⁽⁶⁾⁽⁷⁾ <i>NutraDried CEO</i>	2019	316,944	NIL	NIL	104,545	NIL	N/A	NIL	421,489
	2018	23,057	NIL	NIL	8,365	NIL	N/A	NIL	31,422
Dan Henriques <i>CFO</i>	2019	204,167	NIL	NIL	125,000	NIL	N/A	NIL	329,167
	2018	162,188	113,700	263,040	100,000	NIL	N/A	NIL	638,928

Notes:

- (1) The amounts in this column are RSRs. The fair value of the RSRs is calculated on the grant date using the closing price of the Corporation's Common Shares on the date the RSRs are granted.
- (2) The Black-Scholes model is used as the methodology to calculate the grant date fair value for stock options and the Corporation relied on the following key assumptions and estimates for 2019 and 2018: **2019** - dividend yield 0.0%, expected stock price volatility 42%, risk-free interest rate 1.82% and expected life of 3.64 years. **2018** - dividend yield 0.0%, expected stock price volatility 43%, risk-free interest rate 2.2% and expected life of 3.64 years. The Corporation chose this methodology as it is the standard for companies in Canada.
- (3) The amounts in this column were paid by the Corporation as annual cash bonuses in respect of the financial year noted.
- (4) Mr. Budreski became the Corporation's Executive Chairman on June 23, 2014 and is an employee of the Corporation. Mr. Budreski does not receive any additional compensation for his role as a director.
- (5) Mr. Charleton became the Corporation's CEO and President on August 28, 2018 and became a director of the Corporation on August 29, 2018. Mr. Charleton is an employee of the Corporation and does not receive any additional compensation for his role as a director.
- (6) Mr. Pytlinski became NutraDried's CEO on September 4, 2018.
- (7) The amounts reported for Mr. Pytlinski are in Canadian dollars but were paid to him in U.S. dollars. The amounts reported for 2019 have been converted using an exchange rate of 1.3206 CAD/USD. The amounts reported for 2018 have been converted using an exchange rate of 1.2869 CAD/USD. The USD amounts have been converted using the Bank of Canada indicative rates for the fiscal year, and this method of conversion is consistent with the method used in the Corporation's annual financial statements.

Incentive Plan Awards

Stock Option Plan

The Stock Option Plan dated for reference January 24, 2012, was last approved by Shareholders on March 22, 2019 and, under TSXV policies, must be approved and ratified by the Shareholders on an annual basis (please see "*PARTICULARS OF MATTERS TO BE ACTED UPON – Annual Approval of Stock Option Plan*" in this Circular). The purpose of the Stock Option Plan is to advance the interests of the Corporation by encouraging equity participation in the Corporation through the acquisition of Common Shares by directors, officers, employees and consultants of the Corporation ("**Service Providers**"). Below is a summary of the Stock Option Plan.

Number of Shares Reserved for Issuance

The maximum aggregate number of Common Shares which may be issuable under the Stock Option Plan, together with all of the Corporation's other previously established or proposed share compensation arrangements, shall not exceed 10% of the Corporation's issued and outstanding Common Shares as at the date of grant. In the event an option granted under the Stock Option Plan expires unexercised or is terminated by reason of dismissal of the optionee for cause or is otherwise lawfully cancelled prior to exercise of the option, the Common Shares that were issuable thereunder will be returned to the Stock Option Plan and will be eligible for re-issuance.

Restrictions

The following restrictions on issuances of options are applicable under the Stock Option Plan:

- (a) no Service Provider can be granted an option if that option would result in the total number of options, together with all other share compensation arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the outstanding number of Common Shares (unless the Corporation has obtained disinterested Shareholder approval to do so);
- (b) no options can be granted under the Plan if the Corporation is on notice from the TSXV to transfer its listed shares to the NEX;
- (c) the aggregate number of options granted to Service Providers conducting investor relations activities in any 12-month period cannot exceed 2% of the outstanding number of Common Shares, calculated at the time of grant, without the prior consent of the TSXV; and

- (d) the aggregate number of options granted to any one consultant in any 12-month period cannot exceed 2% of the outstanding number of Common Shares, calculated at the time of grant, without the prior consent of the TSXV.

Amendments to the Plan

Subject to the requirements of the policies of the TSXV and the prior receipt of any necessary regulatory approval, the Board may in its absolute discretion, amend or modify the Stock Option Plan or any option granted as follows:

- (a) it may make amendments which are of a typographical, grammatical or clerical nature only;
- (b) it may change the vesting provisions of an option;
- (c) it may change the termination provision of an option which does not entail an extension beyond the original expiry date of such option;
- (d) it may make amendments necessary as a result in changes in securities laws applicable to the Corporation;
- (e) if the Corporation becomes listed or quoted on a stock exchange or stock market senior to the TSXV, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (f) it may amend the Stock Option Plan (except for previously granted and outstanding options) to reduce the benefits that may be granted to Service Providers (before a particular option is granted) subject to the other terms thereof.

Amendments Requiring Disinterested Shareholder Approval

Under the terms of the Stock Option Plan, the Corporation shall obtain disinterested Shareholder approval prior to any of the following actions becoming effective:

- (a) the Stock Option Plan, together with all of the Corporation's other share compensation arrangements, could result at any time in:
 - (i) the aggregate number of Common Shares reserved for issuance under options granted to insiders exceeding 10% of the outstanding number of Common Shares;
 - (ii) the number of Common Shares issuable upon exercise of options to insiders within a one-year period exceeding 10% of the outstanding number of Common Shares; or
 - (iii) the issuance to any one optionee, within a 12-month period, of a number of Common Shares exceeding 5% of the outstanding number of Common Shares; or
- (b) any reduction in the exercise price of an option previously granted to an insider.

Exercise Price

The exercise price of an option will be set by the Board on the date of grant and such exercise price cannot be less than the "Discounted Market Price" (within the meaning of the policies of the TSXV).

Term

An option can be exercisable for a maximum of 10 years from the date of grant or five years from the date of grant where the Corporation is classified as a NEX Issuer.

Vesting

The vesting period of options shall be at the discretion of the Board, and will generally be subject to: (a) the Service Provider remaining employed by or continuing to provide services to the Corporation or any of its affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Corporation or any of its affiliates during the vesting period; or (b) the Service Provider remaining as a director of the Corporation or any of its affiliates during the vesting period.

Notwithstanding the foregoing, options granted to consultants conducting investor relations activities will vest: (a) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or (b) such longer vesting period as the Board may determine.

In the Event of a Takeover Bid

If a takeover bid is made to the Shareholders generally then the Corporation shall, immediately upon receipt of notice of the takeover bid, notify each optionee currently holding an option of the takeover bid, with full particulars thereof whereupon such option may, subject to receipt of regulatory approval, be immediately exercised in whole or in part by the optionee.

Blackout Periods

Should the expiry date for an option fall within a blackout period, or within nine business days following the expiration of a blackout period, such expiry date shall be automatically extended without any further act or formality to that day which is the tenth business day after the end of the blackout period.

Optionee ceasing to be Director, Employee or Service Provider

No option may be exercised after the earlier of the date the Service Provider has left his employ/office and the date that the Service Provider has been advised by the Corporation that his services are no longer required or his service contract has expired (the "**Termination Date**"), except as follows:

- (a) in the case of the death of an optionee, any vested option held by him at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option;
- (b) an option granted to any Service Provider (other than a Service Provider conducting investor relations activities) will expire upon the earlier of the original expiry date and 90 days after the Termination Date, but only to the extent that such option has vested as at the Termination Date;
- (c) options granted to a Service Provider conducting investor relations activities will expire upon the earlier of the original expiry date and 30 days after the Terminate Date, but only to the extent that such option has vested as at the Termination Date; and
- (d) the case of an optionee being dismissed from employment or service for cause, such optionee's options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

Non Assignable

All options granted under the Stock Option Plan are exercisable only by the optionee to whom they are granted and are not assignable or transferable.

Hold Periods

Share certificates issued in connection with the exercise of options will bear a legend stipulating that the Common Shares are subject to a four-month TSXV hold period commencing the date of grant of the option if: (i) the exercise price is set below the then current market price of the Common Shares on the TSXV; or (ii) the optionee is an insider.

Restricted Share Plan

On February 13, 2015, the Board approved the adoption of the Restricted Share Plan, which received Shareholder approval on March 23, 2015. The purpose of the adoption of the Restricted Share Plan was to have a wide range of incentive plans, including a restricted share rights plan available to attract, retain and motivate officers, directors, employees, management company employees and consultants of the Corporation.

The Restricted Share Plan provides that RSRs may be granted by a committee (as defined in the Restricted Share Plan) (the "**Committee**") which administers the Restricted Share Plan to employees, officers, directors, management company employees and consultants of the Corporation as a discretionary payment in consideration of past services to the Corporation.

Pursuant to the terms of the Restricted Share Plan approved in 2015, the aggregate maximum number of Common Shares reserved for issuance under the Restricted Share Plan from treasury:

- (a) shall not exceed **1,000,000** Common Shares; and
- (b) to any one Participant (as defined in the Restricted Share Plan) within a 12-month period shall not exceed **500,000** Common Shares.

Pursuant to TSXV guidelines, any Common Shares subject to a Restricted Share Right which have been awarded under the Restricted Share Plan and which have been cancelled or terminated in accordance with the terms of the Restricted Share Plan without the applicable Restricted Period(s) having expired will again be available for issuance under the Restricted Share Plan.

In addition, the number of Common Shares which may be issuable under the Restricted Share Plan and all of the Corporation's other previously established or proposed share compensation arrangements, within a 12-month period:

- (a) to any one Participant (and companies wholly owned by that Participant) shall not exceed 5% of the total number of issued and outstanding Common Shares on the date of the grant on a non-diluted basis;
- (b) to Insiders (as defined in the Restricted Share Plan) (as a group) shall not exceed 10% of the total number of issued and outstanding Common Shares, calculated on the date of the grant on a non-diluted basis;
- (c) to any one Eligible Contractor (as defined in the Restricted Share Plan) shall not exceed 2% in the aggregate of the total number of issued and outstanding Common Shares, calculated on the date of the grant on a non-diluted basis; and
- (d) to all Eligible Employees or Eligible Contractors (as defined in the Restricted Share Plan) conducting Investor Relations Activities (as defined in the TSXV policies) shall not exceed 2% in the aggregate of the total number of issued and outstanding Common Shares,

calculated on the date of the grant on a non-diluted basis (kindly note that the TSXV has advised the Corporation that it does not permit the award of Restricted Share Rights to persons conducting Investor Relations Activities and, accordingly, the Board has approved a housekeeping amendment to the Restricted Share Plan to remove this particular provision from the plan, as discussed in this Circular under the section "*Particulars of Matters to be Acted Upon – Approval of Amendments to Restricted Share Plan*").

Each RSR entitles the holder to receive one fully paid Common Share without payment of additional consideration on the later of: (i) the end of a restricted period of time wherein a RSR cannot be exercised as determined by the Committee ("**Restricted Period**"); and (ii) a date determined by an eligible Participant that is after the Restricted Period and before a Participant's retirement date or termination date (a "**Deferred Payment Date**"). A Participant's entitlement to receive the Common Shares may not, however, be deferred by a Participant to a date which is later than December 31st of the third calendar year following the date of grant of the RSRs to the Participant, or such later date as may be expressly permitted by the Corporation and applicable income tax laws.

Under the Restricted Share Plan, the Board may from time to time amend or revise the terms of the Restricted Share Plan or may discontinue the Restricted Share Plan at any time. Subject to receipt of requisite Shareholder and regulatory approval, the Board may make amendments to the Restricted Share Plan to (a) materially increase the benefits under the Restricted Share Plan; (b) increase the maximum number of Common Shares issuable under the Restricted Share Plan; and (c) materially modify the requirements as to eligibility for participation in the Restricted Share Plan. All other amendments to the Restricted Share Plan may be made by the Board without obtaining Shareholder approval, such amendments including an amendment to the restricted period of a RSR or an amendment to the termination provisions of a RSR.

Except as otherwise may be expressly provided for under the Restricted Share Plan, or pursuant to a will or by the laws of descent and distribution, no RSR and no other right or interest of a Participant is assignable or transferable.

Canadian Participants seeking to set a Deferred Payment Date (as defined in the Restricted Share Plan) must give the Corporation at least 30 days' written notice prior to the expiration of the applicable Restricted Period in order to effect such a change.

In the event of a Participant's retirement or termination during a Restricted Period, any RSR held by the Participant will automatically immediately terminate, unless otherwise determined by the Committee. In the event of the retirement or termination of a Participant after a Restricted Period and, if applicable, prior to any Deferred Payment Date, the Corporation will forthwith issue the Restricted Shares in accordance with the RSRs held by the Participant and any dividends declared but unpaid to the Participant. In the event of death or total disability of a Participant, the Corporation will forthwith issue the Restricted Shares in accordance with the RSRs held by the Participant. In the event of a Change of Control (as defined in the Restricted Share Plan), all RSRs held by a Participant will be immediately deemed vested notwithstanding any Restricted Period(s) and any applicable Deferred Payment Date(s).

Subject to the absolute discretion of the Committee, the Committee may determine to pay Participants cash equal to any cash dividends declared on Common Shares that would be payable on Restricted Shares issuable in accordance with the Restricted Share Rights for which the Restricted Period has not expired in the manner and at the time such dividends are ordinarily paid to holders of Common Shares. The Corporation shall pay Participants cash equal to any cash dividends declared and paid on Common Shares that would be payable on Restricted Shares after the applicable Restricted Period, if the Deferred Payment Date has not occurred, in the manner and at the time such dividends are ordinarily paid to holders of Common Shares.

The maximum number of Common Shares which may be made subject to (a) RSRs under the Restricted Share Plan, and (b) stock options under the Stock Option Plan, together may not exceed 10% (on a rolling basis) of the Corporation's issued and outstanding Common Shares from time to time (on a non-diluted

basis). As discussed above, the aggregate maximum number of Common Shares which may be reserved for issuance from treasury pursuant to the Restricted Share Plan approved in 2015 is **1,000,000**, representing approximately **0.9%** of the Corporation's current issued and outstanding Common Shares. The number of RSRs that are awarded pursuant to the Restricted Share Plan from time to time are deducted from this 1,000,000 ceiling, thus reducing the amount of future RSRs eligible for award. It is important to note that, after a RSR vests and is converted into a Common Share, there is no replenishment of the initial limit of RSRs reserved under the 1,000,000 ceiling.

As of the date of this Circular, **745,000** RSRs are outstanding under the Restricted Share Plan (representing approximately **0.67%** of the Corporation's current issued and outstanding Common Shares). A total of **150,000** Common Shares have been issued upon vesting of RSRs at the end of applicable Restricted Periods and now form part of the issued and outstanding Common Share count of the Corporation. A total of **120,000** RSRs have terminated without having vested (which made such number available for re-grant under the Restricted Share Plan). As a result, the Corporation currently only has **105,000** RSRs (representing approximately **0.09%** of the current issued and outstanding Shares) available for the award of new RSRs.

The Corporation uses RSRs as part of its compensation program for the independent directors of the Corporation. Each independent director who chairs a Board committee receives an annual award of 25,000 RSRs as compensation for their services. If an independent director is on the Board but does not chair a Board committee, that director receives an annual award of 20,000 RSRs as compensation for their services. From time to time, the Board may also award additional RSRs to an independent director for leading additional special projects or initiatives. For 2020, the Corporation intends to award an aggregate of 110,000 RSRs as compensation for its independent directors. Given the remaining extremely limited capacity currently available under the Restricted Share Plan of 105,000 Common Shares for RSRs, the Corporation would like to replenish its capacity for RSR awards under this plan back to the original 1,000,000, which increased capacity will be used for future annual compensation for directors, officers and management of the Corporation. In order to achieve this increase under TSXV guidelines, in February 2020, the Board approved an amendment to the Restricted Share Plan to increase the aggregate maximum number of Common Shares which may be reserved for issuance under it from treasury from **1,000,000** to **1,895,000** (the "**2020 Restricted Share Plan Amendment**") and the Board also approved two housekeeping amendments. These amendments received conditional approval from the TSXV, subject to the approval of the Shareholders at this Meeting. If approved by the Shareholders, final approval will be applied for and received from the TSXV. It is important for the Shareholders to note that this increase does not allow for a new issuance of 1,895,000 RSRs, but rather sets the limit for future RSR awards at 1,000,000, as 895,000 prior RSRs have already been awarded.

The new maximum of **1,895,000** Common Shares, which may be reserved for issuance under the Restricted Share Plan from treasury, if approved, will represent approximately **1.7%** of the Corporation's current issued and outstanding Common Shares (on a non-diluted basis). **Please see "*Particulars of Matters to be Acted Upon – Approval of Amendments to Restricted Share Plan*" in this Circular for additional details.**

A copy of the version of the Restricted Share Plan approved by the Shareholders in 2015 is available under the Corporation's profile on SEDAR at www.sedar.com. The final version of the recently amended Restricted Share Plan will be SEDAR filed following successful approval by the Shareholders and the TSXV.

Outstanding Share-Based Awards and Option-Based Awards

Share-based awards and option-based awards for NEOs outstanding at the end of the Corporation's most recently completed financial year (September 30, 2019), including awards granted before the most recently completed financial year, are set out in the following table:

NEO Name	Option-Based Awards				Share-Based Awards		
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$) ^{(2) (3)}	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
John P.A. Budreski <i>Executive Chairman</i>	100,000	0.87	Jan 4, 2021	104,000	135,000	257,850	N/A
	250,000	0.94	May 31, 2021	242,500			
	200,000	1.09	Mar 5, 2022	164,000			
	800,000	2.19	Aug 29, 2024	NIL			
Brent Charleton <i>CEO</i>	100,000	1.09	Mar 5, 2022	82,000	135,500	257,850	N/A
	800,000	1.17	Sep 10, 2023	592,000			
Dan Henriques <i>CFO</i>	62,400	1.09	Mar 5, 2022	51,168	110,000	210,100	N/A
	657,600	1.17	Sep 10, 2023	486,624			
Mike Pytlinski ⁽⁴⁾ <i>NutraDried CEO</i>	NIL	N/A	N/A	N/A	NIL	N/A	N/A

Notes:

- (1) Calculated using the closing price of the Corporation's Common Shares on the TSXV on September 30, 2019 of \$1.91 and subtracting the exercise price of the in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Corporation's Common Shares on the date of exercise.
- (2) The figures in this column are calculated using the closing price of the Common Shares on the TSXV on September 30, 2019 of \$1.91.
- (3) The RSRs granted are not subject to any performance conditions.
- (4) Mr. Pytlinski became NutraDried's CEO on September 4, 2018.

Incentive Plan Awards – Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year (September 30, 2019) of incentive plan awards granted to Named Executive Officers are as follows:

NEO Name	Option-Based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Share-Based Awards – Value Vested During the Year ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
John P.A. Budreski <i>Executive Chairman</i>	NIL	N/A	N/A
Brent Charleton <i>CEO</i>	416,000	N/A	N/A
Dan Henriques <i>CFO</i>	341,952	N/A	N/A
Mike Pytlinski ⁽³⁾ <i>NutraDried CEO</i>	NIL	N/A	N/A

Notes:

- (1) This amount is the dollar value that would have been realized if the stock options had been exercised on their respective vesting dates, computed by obtaining the difference between the market price of the underlying securities at exercise and the exercise or base price of the stock options under the option-based award on the vesting date.
- (2) This amount is the deemed dollar value realized by the NEO upon vesting of RSRs during 2019, calculated by multiplying the number of underlying Common Shares received by the NEO by the closing price of the Common Shares on the TSXV on the date of issuance of such Common Shares.
- (3) Mr. Pytlinski became NutraDried's CEO on September 4, 2018.

Pension Plan Benefits

The Corporation and its subsidiaries do not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement. The Corporation and its subsidiaries have no defined benefit or actuarial plans.

Termination of Employment, Change in Responsibilities and Employment Contracts

Other than described below, the Corporation has no contracts, agreements, plans or arrangements that provide for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change of control or change in an NEO's responsibilities.

Agreement with John P.A. Budreski (Executive Chairman)

Pursuant to an employment contract dated June 23, 2014, between the Corporation and John P.A. Budreski, the Corporation paid Mr. Budreski a base salary of \$107,500 during the financial year ended September 30, 2019, exclusive of any bonuses, stock-based and other compensation. If Mr. Budreski's employment contract is terminated for cause, disability or death, or by voluntary termination of Mr. Budreski, Mr. Budreski will not be entitled to any severance payment. If the employment contract is terminated by the Board for any other reason, Mr. Budreski will receive a severance payment equivalent to his annual base salary from the year before at the current rate. If such a triggering event had occurred on September 30, 2019, Mr. Budreski would have been entitled to receive \$107,500.

Agreement with Brent Charleton (Chief Executive Officer and President)

Pursuant to an employment contract dated August 31, 2018 between the Corporation and Brent Charleton, the Corporation agreed to pay Mr. Charleton a base salary of \$290,000 per annum, exclusive of any bonuses, stock-based and other compensation. Pursuant to the terms of the contract, in the case of a change of control (as defined in the agreement) of the Corporation, the Corporation will pay Mr. Charleton an amount equal to twice the annual base salary and bonus paid to him in the calendar year immediately prior to the calendar year in which a change of control occurred if the market capitalization of the Corporation on the date of the change of control is less than \$100,000,000, or an amount equal to 2% of the Corporation's market capitalization if the market capitalization is greater than \$100,000,000. All equity or equity based compensation received by Mr. Charleton and held by him immediately prior to termination or election upon a change of control shall fully vest, if not already vested, and shall be exercisable by Mr. Charleton following such termination or election, as the case may be, in accordance with their terms. If this triggering event had occurred on September 30, 2019, Mr. Charleton would have been entitled to receive \$4,233,955.

In addition, if Mr. Charleton employment contract is terminated for cause, disability or death, or by voluntary termination of Mr. Charleton, Mr. Charleton will not be entitled to any severance payment. If the employment contract is terminated by the Corporation for any other reason, Mr. Charleton will receive a severance payment equivalent to his annual base salary prior to termination plus his prorated bonus for the year. If such a triggering event had occurred on September 30, 2019, Mr. Charleton would have been entitled to receive \$398,750.

Agreement with Dan Henriques (Chief Financial Officer)

Pursuant to an employment contract dated July 30, 2015 (as amended) between the Corporation and Dan Henriques, the Corporation agreed to pay Mr. Henriques a base salary of \$250,000 per annum, exclusive of any bonuses, stock-based and other compensation. Pursuant to the terms of the contract, in the case of a change of control (as defined in the agreement) of the Corporation, the Corporation will pay Mr. Henriques an amount equal to twice his annualized base salary paid to him at the time the change of control has occurred. In addition, Mr. Henriques' benefits (as defined in the agreement) will continue for a period of two (2) years from the date of termination, or, if such is not possible, the Corporation shall pay to Mr. Henriques an amount sufficient to enable him to procure comparable benefits on a private basis for such term. All equity or equity based compensation received by Mr. Henriques and held by him immediately prior to termination or election upon a change of control shall fully vest, if not already vested, and shall be exercisable by Mr. Henriques following such termination or election, as the case may be, in accordance with their terms. If this triggering event had occurred on September 30, 2019, Mr. Henriques would have been entitled to receive \$500,000.

In addition, if Mr. Henriques' employment contract is terminated for cause, disability or death, or by voluntary termination of Mr. Henriques, Mr. Henriques will not be entitled to any severance payment. If the employment contract is terminated by the Corporation for any other reason, Mr. Henriques will receive a severance payment equivalent to his annual base salary prior to termination. If such a triggering event had occurred on September 30, 2019, Mr. Henriques would have been entitled to receive \$250,000.

Agreement with Mike Pytlinski (NutraDried Chief Executive Officer)

Pursuant to the Pytlinski Agreement, NutraDried agreed to pay Mr. Pytlinski a base salary of US\$255,000 per annum, exclusive of any bonuses and other compensation, in respect of the recently completed fiscal year.

If Mr. Pytlinski is terminated for cause or by voluntary termination of Mr. Pytlinski, Mr. Pytlinski will not be entitled to any severance payment. If Mr. Pytlinski is terminated due to disability or death, Mr. Pytlinski will be entitled to his prorated annual bonus through to the date of termination, provided that Mr. Pytlinski was on track to receive such bonus in the year. If the employment contract is terminated by the Corporation for any other reason, Mr. Pytlinski will receive a severance payment equivalent to one-half his annual base salary prior to termination, plus one additional month severance for each year of service to a maximum total severance of nine (9) months. If such a triggering event had occurred on September 30, 2019, Mr. Pytlinski would have been entitled to receive US\$148,750. In addition, Mr. Pytlinski would be entitled to receive all or a portion of the Special Bonus in the event of a Divestiture, subject to the terms, conditions and adjustments provided for in the Pytlinski Agreement (see "*Compensation Discussion and Analysis – CEO of NutraDried*").

Director Compensation

In order to align the interests of the non-executive directors with the long-term interests of Shareholders, the Board, in consultation with the *Independence Committee*, determined that the most appropriate form of payment for the services of non-executive directors is through participation in the Stock Option Plan and Restricted Share Plan, as well as an annual cash retainer and fees for meeting attendance. The Board has adopted an internal policy that non-executive directors are granted stock options upon appointment as a director and are eligible for annual grants thereafter.

The following table sets out all amounts of compensation paid to the non-executive directors for their services as directors for the Corporation's most recently completed financial year. Directors who also served as executives of the Corporation received no additional consideration for acting as a director. See the "*Statement of Executive Compensation – Summary Compensation Table*" above for compensation disclosure for executives who are also members of the Board.

Director Name	Fees earned (\$)	Share-Based Awards (\$) ⁽¹⁾	Option-Based Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Hugh McKinnon	35,000	46,600	103,260	N/A	N/A	NIL	184,860
Mary C. Ritchie	35,000	33,500	NIL	N/A	N/A	NIL	68,500
Stewart J. Ritchie	35,000	26,800	103,260	N/A	N/A	NIL	165,060
Stephen Sanford ⁽³⁾	22,500	42,400	103,260	N/A	N/A	NIL	168,160

Notes:

- (1) The amounts in this column are RSRs. The fair value of the RSRs is calculated on the grant date using the closing price of the Corporation's Common Shares on the date the RSRs are granted.
- (2) The Black-Scholes model is used as the methodology to calculate the grant date fair value for stock options and the Corporation relied on the following key assumptions and estimates for 2019: dividend yield 0.0%, expected stock price volatility 42%, risk-free interest rate 1.82% and expected life of 3.64 years.
- (3) Mr. Sanford was appointed as a director of the Corporation on February 27, 2019.

Outstanding Share-Based Awards and Option-Based Awards

Share-based awards and option-based awards for the non-executive directors of the Corporation outstanding at the end of the Corporation's most recently completed financial year (September 30, 2019) are set out in the following table. For similar information relating to the directors who also serve as executive management of the Corporation, please see "Statement of Executive Compensation – Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards" above.

Director Name	Option-Based Awards				Share-Based Awards		
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$) ⁽²⁾	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Hugh McKinnon	150,000	2.12	Apr 26, 2024	NIL	85,000	162,350	N/A
Mary C. Ritchie	NIL	N/A	N/A	N/A	75,000	143,250	N/A
Stewart J. Ritchie	150,000	2.12	Apr 26, 2024	NIL	60,000	114,600	N/A
Stephen Sanford ⁽³⁾	150,000	2.12	Apr 26, 2024	NIL	20,000	38,200	N/A

Notes:

- (1) Calculated using the closing price of the Corporation's Common Shares on the TSXV on September 30, 2019 of \$1.91 and subtracting the exercise price of the in-the-money stock options. These stock options have not been, and may never be, exercised and actual gains, if any, on exercise will depend on the value of the Corporation's Common Shares on the date of exercise.
- (2) The figures in this column are calculated using the closing price of the Common Shares on the TSXV on September 30, 2019 of \$1.91.
- (3) Mr. Sanford was appointed as a director of the Corporation on February 27, 2019.

Incentive Plan Awards – Value Vested or Earned During the Year

The value vested or earned during the most recently completed financial year (September 30, 2019) of incentive plan awards granted to non-executive directors of the Corporation is set forth in the following

table. For similar information relating to the directors who also serve as management of the Corporation, please see “*Statement of Executive Compensation – Incentive Plan Awards – Incentive Plan Awards – Value Vested or Earned During the Year*” above.

Director Name	Option-Based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Share-Based Awards – Value Vested During the Year ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Hugh McKinnon	NIL	53,000	N/A
Mary C. Ritchie	NIL	53,000	N/A
Stewart J. Ritchie	NIL	42,400	N/A
Stephen Sanford ⁽³⁾	NIL	NIL	N/A

Notes:

- (1) This amount is the dollar value that would have been realized if the stock options had been exercised on their respective vesting dates, computed by obtaining the difference between the market price of the underlying securities at exercise and the exercise or base price of the stock options under the option-based award on the vesting date.
- (2) This amount is the deemed dollar value realized by the director upon vesting of RSRs during 2019, calculated by multiplying the number of underlying Common Shares received by the director by the closing price of the Common Shares on the TSXV on the date of issuance of such Common Shares.
- (3) Mr. Sanford was appointed as a director of the Corporation on February 27, 2019.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Corporation’s compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year (September 30, 2019).

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾ (a)	Weighted-average exercise price of outstanding options, warrants and rights ⁽²⁾ (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽³⁾ (c)
Equity compensation plans approved by security holders	5,952,000 (Stock Options) 775,000 (RSRs)	\$1.45 (Stock Options) \$1.29 (RSRs)	4,131,651 (Stock Options) 105,000 (RSRs)
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<i>Total</i>	5,952,000 (Stock Options) 775,000 (RSRs)	\$1.45 (Stock Options) \$1.29 (RSRs)	4,131,651 (Stock Options) 105,000 (RSRs)

- (1) Represents, as at September 30, 2019, the number of Common Shares available for issuance upon exercise of outstanding stock options and the number of Common Shares subject to issuance upon vesting of outstanding RSRs.
- (2) Represents the weighted-average exercise price in the case of outstanding Stock Options and the weighted-average grant date fair value in the case of outstanding Restricted Share Rights.
- (3) Represents, as at September 30, 2019, the number of Common Shares remaining available for future issuance under stock options available for grant under the Stock Option Plan and the number of Common Shares remaining available for future issuance under RSRs which may be awarded under the Restricted Share Plan. Please note that the aggregate maximum number of Common Shares which may be made subject to (a) RSRs under the Restricted Share Plan, and (b) pursuant to stock options granted under the Stock Option Plan, is 10% of the Corporation’s issued and outstanding Common Shares (on a rolling basis) at the time of grant. Please refer to “Stock Option Plan” and “Restricted Share Plan” above for further details concerning the Stock Option Plan and the Restricted Share Plan.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND OTHERS

None of the Corporation's directors, nominees for director, executive officers or employees, or former directors, executive officers or employees, nor any associate of such individuals, is as at the date hereof, or has been, during the year ended September 30, 2019, indebted to the Corporation or any of its subsidiaries in connection with a purchase of securities or otherwise. In addition, no indebtedness of any of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Corporation or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Circular and except for the fact that certain directors and officers are Shareholders of the Corporation, no informed person (as defined in National Instrument 51-102, *Continuous Disclosure*) of the Corporation or proposed director of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Corporation or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

Other than the election of directors or the appointment of auditors, no (a) person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, (b) proposed nominee for election as a director of the Corporation, or (c) associate or affiliate of a person in (a) or (b), 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, except that the directors and executive officers of the Corporation may have an interest in (i) the resolution regarding the annual approval of the Stock Option Plan; and (ii) the resolution regarding the approval of the amendments to the Corporation's Restricted Share Plan, as such persons are eligible to participate in such plans.

MANAGEMENT CONTRACTS

No management functions of the Corporation or any of its subsidiaries are performed to any substantial degree by a person or persons other than the directors or executive officers of the Corporation or its subsidiaries.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators (“**NI 52-110**”) requires the Corporation, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its *Audit Committee* and its relationship with its independent auditor, as set forth below.

The Audit Committee's Charter

A copy of the *Audit Committee* charter (the “**Charter**”) is attached to this Circular as **Schedule “A”**.

Composition of the Audit Committee

The current members of the *Audit Committee* are Mary C. Ritchie (Chair), Mr. Hugh McKinnon, Dr. Stewart Ritchie and Stephen Sanford. Pursuant to the definitions contained in NI 52-110, Ms. Ritchie, Mr. McKinnon, Dr. Ritchie and Mr. Sanford are considered “independent” and all of the members of the *Audit Committee* are “financially literate”.

Relevant Education and Experience

Mary C. Ritchie – Ms. Ritchie is the President and Chief Executive Officer of Richford Holdings Ltd., an accounting and investment advisory services firm based in Edmonton, Alberta. She has over 30 years of experience in both the public, private and not-for-profit sectors and is a member of CPA Canada and a Fellow of CPA Alberta. Ms. Ritchie is a member of the board of directors and audit committee of Alaris Royalty Corp, and is also a member of RBC Global Asset Management's independent oversight committee. Ms. Ritchie is a former member of the board of directors of Industrial Alliance Insurance and Financial Services Inc. Ms. Ritchie holds a B.A. degree from the University of Western Ontario and a Bachelor of Commerce degree from the University of Alberta.

Hugh McKinnon – Mr. McKinnon has over 30 years of experience in business administration and fundraising. He is director and shareholder of Norscot Investments Ltd., a privately held company with extensive interests in media and residential/commercial developments in British Columbia, Alberta, Alaska and Washington State, and he is a Director of Premium Brands Holdings Corporation (since 2007) (TSX:PBH), which owns a broad range of leading specialty food manufacturing and differentiated food distribution businesses. Mr. McKinnon was appointed to the board of directors of Glacier Media Inc. (TSX:GVC), a media, information and marketing company in November 2019. Mr. McKinnon was a director (1999) and Chairman of the Board (2000-2005) of Rainmaker Entertainment Inc. (TSX:RNK). Mr. McKinnon was previously a director of Castanet.net, an internet media company based in Kelowna, British Columbia.

Dr. Stewart Ritchie – Dr. Ritchie has been a shareholder of a group of companies in the agricultural industry and he has extensive experience with managing the internal and external finances of this group including such transactions as foreign exchange, combined statements, and other balance sheet, income statement, and cash flow statements. Dr. Ritchie holds a B.Sc. from the UBC, a M.S. from the University of Arkansas and a Doctor of Veterinary Medicine degree from the University of Saskatchewan.

Stephen Sanford – Mr. Sanford is a seasoned legal executive with over 30 years of experience as an executive for a Fortune 500 company. He is the former Senior Counsel to Managing General Counsel at Fluor Corporation ("Fluor"), a global engineering and construction company. Mr. Sanford has significant experience structuring major commercial transactions in a variety of legal systems around the world. In his role at Fluor, Mr. Sanford manages a team of legal professionals with a global footprint that addresses intellectual property matters, taxation, insurance and risk management matters. During his tenure at Fluor, Mr. Sanford has provided legal expertise and leadership during the structuring of billions of dollars in transactions. He obtained both his Bachelor's Degree and Law Degree from Dalhousie University and holds a MBA from the University of Calgary.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on any exemption from NI 52-110 other than the exemption available in Section 6.1 from the requirements of Part 5 (Reporting Obligations) of NI 52-110, as the Corporation is a venture issuer.

Pre-Approval Policies and Procedures

The Charter sets out responsibilities regarding the provision of non-audit services by the Corporation's external auditors. This policy encourages consideration of whether the provision of services other than audit services is compatible with maintaining the auditor's independence and all non-audit related services require *Audit Committee* pre-approval.

External Auditor Service Fees (By Category)

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

Financial Year Ended September 30	Audit Fees	Audit-Related Fees ⁽¹⁾	Tax Fees ⁽²⁾	All Other Fees ⁽³⁾	Total
2019	\$133,214	nil	nil	\$6,720	\$139,934
2018	\$127,050	nil	nil	\$53,448	\$180,498

Notes:

- (1) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements which are not included under the heading "Audit Fees".
- (2) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.
- (3) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees". For 2019, Other Fees includes related to non-assurance services in connection with the Corporation's interim financial statements. For 2018, Other Fees includes fees paid to the auditors in connection with a short form prospectus offering.

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

As of the date of this Circular, the Board of Directors of the Corporation consists of seven (7) directors, five (5) of whom are considered to be independent. Hugh McKinnon, Mary C. Ritchie, Dr. Stewart Ritchie, Stephen Sanford and Patrick Turpin are independent. Mr. Charleton is not independent because he is the CEO of the Corporation. Mr. Budreski is not independent as he is the Executive Chairman of the Corporation. The independent status of each individual director is reviewed annually by the Board. The Board considers a director to be independent if he has no direct or indirect material relationship with the Corporation which, in the view of the Board, could reasonably be perceived to materially interfere with the exercise of the director's independent judgment.

The Board examines its size annually to determine whether the number of directors is appropriate. In that regard, the Board appointed new nominee, Mr. Patrick Turpin, to the Board of Directors on February 11, 2020 in order to continue to provide diversity of views and experience while maintaining efficiency. The Board believes that its composition fairly represents the interests of Shareholders, however, the Board considers potential nominees to the Board of Directors from time to time in order to enhance diversity of views and experience relevant to the industry in which it operates while maintaining efficiency.

The Board has established two (2) committees of its directors, being the *Audit Committee* (comprised of Ms. Mary C. Ritchie (Chair), Mr. Hugh McKinnon, Dr. Stewart Ritchie and Mr. Stephen Sanford) and the *Independence Committee* (comprised of Mr. Hugh McKinnon (Chair), Dr. Stewart Ritchie, Ms. Mary Ritchie, and Mr. Stephen Sanford).

Role of the Board

The duties and responsibilities of the Board of Directors are to supervise the management of the business and affairs of the Corporation and to act with a view towards the best interests of the Corporation. The Board is responsible for the oversight and review of the development of, among other things, the following matters:

- the strategic planning process of the Corporation;
- an annual strategic plan for the Corporation which takes into consideration, among other things, the risks and opportunities of the Corporation's business;
- identifying the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks;

- annual capital and operating budgets which support the Corporation's ability to meet its strategic objectives;
- material acquisitions and divestitures;
- succession planning, including appointing, training and monitoring the development of senior management;
- a communications policy for the Corporation to facilitate communications with investors and other interested parties;
- a reporting system which accurately measures the Corporation's performance against its business plan; and
- the integrity of the Corporation's internal control and management information systems.

The operations of the Corporation do not support a large Board and the Board of Directors has determined that the current constitution of the Board is appropriate for the Corporation's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are able to meet at any time without any members of management including the non-independent directors being present. Further supervision is performed through the *Audit Committee*. The Board of Directors has not adopted a formal mandate.

Participation of Directors in Other Reporting Issuers

The participation of the directors in other reporting issuers is described below under "*Election of Directors – Other Directorships*" in this Circular. The Board of Directors has determined that the simultaneous service of some of its directors on other boards and board committees does not impair the ability of such directors to effectively serve on the Board of Directors and committees, having regard to their qualifications, attendance and contribution as members of the Board of Directors and committees.

Orientation and Continuing Education

The Corporation does not have a formal orientation/training program in place for its new directors. Instead, the Corporation has adopted a tailored approach depending on the particular needs and focus of the director being appointed. When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Corporation's businesses, technology and industry. Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current on industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Corporation's operations. Board meetings may also include presentations by the Corporation's management and employees to provide the directors additional insight into the Corporation's businesses.

Directors are expected to attend all scheduled Board and committee meetings in person, although attendance by telephone is permissible. Directors are also expected to prepare thoroughly in advance of each meeting, and to stay for the entire meeting, in order to actively participate in the Board's deliberations and decisions. If there are unforeseen circumstances and a director is unable to attend a meeting, he/she is expected to contact the Chairman/CEO or the Corporate Secretary of the Corporation as soon as possible after the meeting for a briefing on the substantive elements of the meeting.

Nomination of Directors

The nomination of directors is undertaken by the *Independence Committee* whose members are currently Ms. Mary Ritchie, Dr. Stewart Ritchie, Mr. McKinnon and Mr. Sanford. One of the roles of the *Independence Committee* is to evaluate and recommend persons as nominees for the position as a director of the

Corporation and to review on an annual basis the qualifications and willingness of the current directors to devote the necessary time and energy to fulfil the duties and responsibilities of a director. The Board of Directors considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual meeting of Shareholders, taking into account the number of directors required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Compensation of Directors and Officers

Compensation matters are one of the roles of the *Independence Committee*, the members of whom are detailed above. The *Independence Committee* formulates and makes recommendations to the Board of Directors in respect of compensation relating to the directors, executive officers and other officers of the Corporation. Please refer to the discussions and tables contained within the "*Statement of Executive Compensation*" section of this Circular for detailed information concerning compensation of the Corporation's NEOs and directors.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Corporation and to meet its responsibilities to the Shareholders. On December 15, 2016, the Board adopted a *Code of Business Conduct and Ethics* (the "**Code**") and has instructed its management and employees to abide by the Code. The Board intends that it will review compliance with the Code on an annual basis until the Corporation has grown to a size which warrants more frequent monitoring. A copy of the Code is posted on SEDAR at www.sedar.com.

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to directors, officers and employees to assist them in recognizing and dealing with ethical issues, promoting a culture of open communication, honesty and accountability; promoting a safe work environment; and ensuring awareness of disciplinary action for violations of ethical business conduct. In addition, the Board, through its meetings with management and other informal discussions with management, encourages a culture of ethical business conduct and believes the Corporation's high caliber management team promotes a culture of ethical business conduct throughout the Corporation's operations and is expected to monitor the activities of the Corporation's employees, consultants and agents in that regard.

It is a requirement of applicable corporate law that directors and senior officers who have an interest in a transaction or agreement with the Corporation promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and, in the case of directors, abstain from discussions and voting in respect of the same if the interest is material. To date, the Corporation has not been required to file a material change report relating to a departure from the Code by any of its directors or executive officers.

Whistleblower Policy

The Corporation has adopted a *Whistleblower Policy* which permits its employees who feel that a violation of the Code has occurred, or who have concerns regarding accounting, audit, internal controls, financial reporting or ethical matters, to report such violation or concerns on a confidential and anonymous basis. Such reporting may be made by e-mail, in writing or by telephone to the Corporation's 24 hour whistleblower hotline. Once received, complaints are provided to the *Audit Committee* for investigation and, if necessary, appropriate corrective action.

Workplace Bullying and Harassment Policy

The Corporation is committed to creating and maintaining a workplace environment which fosters mutual respect, integrity and professional conduct. In keeping with this commitment, the Corporation has adopted a *Workplace Bullying and Harassment Policy* and a set of related reporting/investigation procedures for all

directors, officers and employees relating to this issue. This policy articulates the Corporation's position of non-tolerance with respect to bullying or harassment in the workplace.

Communications and Corporate Disclosure Policy

The Corporation has adopted a *Communications and Corporate Disclosure Policy* which is intended to assist the Corporation in fulfilling its obligations to ensure that all information relevant and material to the Shareholders and the market is disclosed in a timely manner, while protecting the Corporation's commercially sensitive information.

Diversity Policy

The Corporation is committed to creating and maintaining a culture of workplace diversity. In keeping with this commitment, the Corporation has adopted a *Diversity Policy* which sets out the guidelines by which the Corporation will endeavour to establish and maintain diversity throughout the Corporation, including at the Board level, and applies to executive and non-executive directors, full-time, part-time and casual employees, contractors, and consultants of the Corporation. The Corporation will benefit from employee and Board diversity, including a broader pool of high-quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.

Management of the Corporation will promote a work environment that values and utilizes the contributions of women and men, equally, with a variety of backgrounds, experiences and perspectives. The Board will consider diversity in the selection criteria of new Board members and senior executive officer appointments. The Board monitors the effectiveness of the *Diversity Policy* through ongoing discussions with management and review of diversity within the Corporation at both the Board and employee level.

New Diversity Disclosure Prescribed Pursuant to the *Canada Business Corporations Act* ("CBCA")

Board of Directors

The Corporation has not adopted a written policy specifically relating to the identification and nomination of directors from the four designated "Diversity Groups" (which include women, Indigenous peoples, persons with disabilities and members of visible minorities) nor does the Board or the *Independence Committee* consider the level of representation of Diversity Groups on the Board when nominating candidates for election to the Board.

The Board and *Independence Committee* evaluate potential nominees to the Board by reviewing the qualifications of the nominee, irrespective of whether the nominee falls under the designated Diversity Groups, and determines their appropriateness by taking into consideration the then current Board composition and the anticipated skills required to round out the capabilities of the Board.

However, the Corporation values diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin as part of its overall business strategy.

The Corporation has not adopted a target regarding Diversity Groups on its Board and in its senior management. The Corporation considers candidates based on their qualifications, personal qualities, business background and experience, and does not feel that targets necessarily result in the identification or selection of the best candidates.

Currently, one individual from the designated Diversity Groups serves on the Corporation's Board, representing approximately 14% of the Board.

Senior Management

In nominating candidates to positions as members of the senior management team, the Corporation does not take into account the representation of Diversity Groups in the senior management team. The

Corporation's objective is to identify the person who best possesses the skills required for each senior officer position, regardless of whether the nominee falls under the four designated Diversity Groups. However, the Corporation values diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin as part of its overall business strategy.

As of the date of this Circular, no individual from the designated Diversity Groups held any executive officer positions within the Corporation. However, the Corporation has several women in various positions in senior roles throughout the organization.

Term Limits

The Corporation has not adopted term limits for the directors of the Board or other mechanisms of Board renewal because the term limits and other mechanisms reduce continuity and experience on the Board, and force valuable, experienced and knowledgeable directors to leave. The Corporation regularly assesses Board members' effectiveness and annual elections are considered sufficient.

Policy on Stock Trading and Use of Material Information

The Corporation has adopted a *Policy on Stock Trading and Use of Material Information*. Canadian and United States securities laws prohibit "insider trading" and impose restrictions on trading securities while in possession of material undisclosed information. The rules and procedures implemented in the Corporation's *Policy on Stock Trading and Use of Material Information* have been implemented in order to prevent improper trading of the Corporation's securities or of companies with which the Corporation (or one or more of its subsidiaries) has a significant business relationship or with which the Corporation (or one or more of its subsidiaries) is proposing to enter into a business transaction. The *Policy on Stock Trading and Use of Material Information* is intended to ensure that the directors, officers and employees of the Corporation and its subsidiaries act, and are perceived to act, in accordance with applicable laws.

Assessments

The Board of Directors does not consider that formal assessments would be useful at this stage of the Corporation's development. The Board of Directors conducts informal annual assessments of the Board's effectiveness, the individual directors and its two committees. To assist in its review, the Board of Directors conducts informal surveys of its directors and receives a report from the *Audit Committee* respecting its own effectiveness. As part of the assessments, the Board of Directors and its two committees may review their respective roles/charters and conduct reviews of applicable corporate policies.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The Board of Directors for the Corporation currently consists of seven (7) directors and management of the Corporation is seeking Shareholder approval of an ordinary resolution determining the number of directors of the Corporation at **seven (7)** for the ensuing year.

The Articles of the Corporation provide that the number of directors for the Corporation will be a minimum of three (3) and a maximum of nine (9). The term of office of each of the current directors of the Corporation will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the CBCA, each director elected will hold office until the conclusion of the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected, or if he or she becomes disqualified to act as a director.

At the Meeting, the seven (7) persons named hereunder will be proposed for election as directors of the Corporation (the "**Nominees**"). All of the Nominees currently serve on the Board of Directors and each has expressed his/her willingness to serve on the Board of Directors for the forthcoming term. **Unless authority to do so is withheld, the persons named in the accompanying proxy intend to vote FOR the election of each of the Nominees whose names are set forth below.** Management does not contemplate that any of the Nominees will be unable to serve as a director but, if that should occur for any reason prior to

the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve.

Management of the Corporation proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual Nominees, is as follows:

Name, Jurisdiction of Residence and Position(s)	Principal Occupation or employment and, if not a previously elected Director, occupation during the past five years	Previous Service as a Director	Number of Common Shares Beneficially owned, or controlled or directed, directly or indirectly ⁽¹⁾
John P.A. Budreski British Columbia, Canada <i>Executive Chairman and Director</i>	Executive Chairman of the Corporation since June 2014; Executive Chairman of Morien Resources Corp. (TSXV:MOX) since November 2018; President and Chief Executive Officer of Morien Resources Corp. from November 2012 to November 2018.	Since June 23, 2014	1,671,411 ⁽²⁾
Brent Charleton British Columbia, Canada <i>Chief Executive Officer, President and Director</i>	Chief Executive Officer of the Corporation since August 2018; Senior Vice President, Sales and Business Development of the Corporation from January 2015 to August 2018; Vice President, Marketing and Corporate Affairs of the Corporation from May 2013 to January 2015.	Since August 29, 2018	6,500
Hugh McKinnon ^{(3) (4)} British Columbia, Canada <i>Director</i>	Director, Norscot Investments Ltd. since 1987. Director, Premium Brands Holdings Corporation since 2007. Director of Glacier Media Inc. since 2019.	Since January 24, 2014	155,100
Mary C. Ritchie ^{(3) (4)} Alberta, Canada <i>Director</i>	President and Chief Executive Officer of Richford Holdings Ltd., an accounting and investment advisory services company.	Since October 6, 2014	137,500
Dr. Stewart Ritchie ^{(3) (4)} British Columbia, Canada <i>Director</i>	President, Canadian Poultry Consultants since 1989 and S.J. Ritchie Research Farms since 1993.	Since November 25, 2013	81,700
Stephen Sanford ⁽⁴⁾ Texas, U.S.A. <i>Director</i>	Former Senior Vice President and Managing General Counsel, Fluor Corporation (a global engineering and construction company) from 1994 to 2019.	Since February 27, 2019	10,000
Patrick Turpin California, U.S.A. <i>Director</i>	Former Chief Executive officer of Kona Deep Corporation (a beverage company) from 2014 to 2019; President of Popchips, Inc (a snack product company) from 2005 to 2014.	Since February 11, 2020	NIL

Notes:

- (1) Common Shares beneficially owned by the Nominees (directly or indirectly or over which control or direction is exercised) is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees.
- (2) Of the 1,671,411 Common Shares held by Mr. Budreski, 1,643,411 are held directly and 28,000 are held by his spouse.
- (3) Member of the *Audit Committee*.
- (4) Member of the *Independence Committee*.

Mr. Patrick Turpin

Management would like to provide the Shareholders with important information concerning newly appointed Director to the Board, Mr. Patrick Turpin, and accordingly refer you to the biography below:

Mr. Patrick Turpin is an accomplished senior executive who has successfully conceived and launched revenue-generating retail channel businesses and brands. Mr. Turpin is a veteran of the retail and consumer packaged goods industry and has close to 30 years of experience leading organizations in multiple areas of the value chain. Mr. Turpin was the co-founder of Popchips, Inc. ("**Popchips**"), one of the leading better-for-you snack brands in North America. During his tenure with Popchips, Mr. Turpin helped to scale the business from inception to \$100 million in sales within 5 years. Prior to Popchips, Mr. Turpin was a senior executive at Costco Wholesale where he led multiple strategic initiatives, including launching Costco's gas station business and Costco's Executive Membership division. Mr. Turpin also managed Costco's vertically integrated snack and confection packaging business.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Corporation, no proposed director:

- (a) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:
 - (i) was subject to an order (being a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation) that was issued while the proposed director was acting in the capacity of director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company; or
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director,

other than John P.A. Budreski, who was a director of EarthFirst Canada Inc. ("**EarthFirst**") until March 2, 2010. EarthFirst was engaged in the development of wind power and related generation facilities, when it obtained creditor protection under the *Companies' Creditors Arrangement Act* (Canada) (the "**CCAA**") on November 4, 2008. The CCAA process has been completed and EarthFirst amalgamated with another

entity and no longer exists as a separate entity. In addition, Mr. Budreski became a director of Colossus Minerals Inc. (“**Colossus**”) in late March of 2014 pursuant to the terms of, and upon the completion of, a Court supervised restructuring. Prior to Mr. Budreski joining the Board of Colossus, Colossus had failed to file its requisite disclosure materials with the applicable regulatory bodies and, on April 29, 2014, the Ontario Securities Commission issued a cease trade order against Colossus. As of the date hereof, the cease trade order remains in effect.

Penalties and Sanctions

No proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding to vote for a proposed director.

Other Directorships

The following directors of the Corporation hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
John P.A. Budreski	Morien Resources Corp. Sandstorm Gold Ltd. Colossus Minerals Inc. NuLegacy Gold Corp.
Hugh McKinnon	Premium Brands Holdings Corporation Glacier Media Inc.
Mary C. Ritchie	Alaris Royalty Corp. IPL Plastics Inc.
Patrick Turpin	N/A

Appointment of Auditor

At the Meeting, Shareholders will be asked to approve an ordinary resolution to re-appoint PricewaterhouseCoopers LLP as the auditor of the Corporation to hold office until the next annual meeting of the Shareholders at a remuneration to be fixed by the Board of Directors. **Unless otherwise instructed, proxies given pursuant to this solicitation will be voted FOR this resolution.** PricewaterhouseCoopers LLP was first appointed as auditor of the Corporation on September 25, 2007.

Annual Approval of Stock Option Plan

Background Information

The Stock Option Plan was most recently approved by the Shareholders at the meeting of Shareholders of the Corporation held on March 22, 2019 and was accepted for filing by the TSXV. Please see “*Statement of Executive Compensation – Incentive Plan Awards – Stock Option Plan*” in this Circular for a full summary of the Stock Option Plan.

The Corporation currently has **111,219,755** issued and outstanding Common Shares, meaning that the number of stock options currently available for grant under the Stock Option Plan, together with any RSRs which may be awarded under the Restricted Share Plan would be 10% of that number (on a rolling basis) or **11,121,975** Common Shares. As of the date of this Circular, the Corporation had **6,262,334** stock options outstanding under the Stock Option Plan (representing **5.6%** of the Corporation’s current issued and outstanding Common Shares, on a non-diluted basis) and the Corporation reserved a maximum of **1,000,000** Common Shares for RSRs under its Restricted Share Plan, leaving **3,859,641** Common Shares

currently available pursuant to the future grant of stock options. However, it should be noted that, as disclosed below under “Approval of Amendments to Restricted Share Plan”, the Corporation is seeking Shareholder and TSXV approval to the 2020 Restricted Share Plan Amendment which, if approved, will increase the maximum of **1,000,000** Common Shares reserved for RSRs under the Restricted Share Plan to **1,895,000** Common Shares, thus reducing the number of Common Shares which will be available pursuant to the future grant of Stock Options under the Stock Option Plan from **3,859,641** Common Shares to **2,964,641** Common Shares.

The TSXV Requires Annual Shareholder Approval for the Stock Option Plan

The Stock Option Plan is a rolling stock option plan which sets the number of Stock Options available for grant by the Corporation at an amount equal to 10% of the Corporation’s issued and outstanding Common Shares from time to time. Under TSXV policies, the Stock Option Plan must be approved and ratified by the Shareholders on an annual basis.

Shareholder Approval Being Sought

A copy of the Stock Option Plan is available upon request to any Shareholder at no charge, or may be inspected at the Corporation’s registered office during normal business hours until the date of the Meeting. The Stock Option Plan can also be found under the Corporation’s profile on SEDAR at www.sedar.com.

The Board and management consider the approval of the Stock Option Plan to be appropriate and in the best interests of the Corporation. **Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, FOR the approval of the Stock Option Plan.**

The text of the ordinary resolution approving the Stock Option Plan to be submitted to Shareholders at the Meeting is set forth below, subject to such amendments, variations or additions as may be approved at the Meeting:

“RESOLVED, with or without amendment, THAT:

- (a) *subject to receipt of annual acceptance by the TSX Venture Exchange, the Corporation’s Stock Option Plan, pursuant to which the directors of the Corporation may, from time to time, authorize the issuance of stock options (pursuant to and subject to the terms and conditions of the Stock Option Plan) to directors, officers, employees, management company employees and consultants of the Corporation and its subsidiaries to a maximum of 10% of the issued and outstanding Common Shares of the Corporation at the time of the grant, be and is hereby approved;*
- (b) *any committee created pursuant to the Stock Option Plan is authorized to make such amendments to the Stock Option Plan from time to time as the Board of Directors may, in its discretion, consider to be appropriate, provided that such amendments may be subject to the approval of applicable regulatory authorities and in certain cases, in accordance with the terms of the Stock Option Plan, the shareholders of the Corporation; and*
- (c) *any director or officer of the Corporation be and is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the corporate seal of the Corporation or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution, including the filing of all necessary documentation with regulatory authorities including the TSX Venture Exchange.”*

Approval of Amendments to Restricted Share Plan

Background Information

As extensively discussed earlier in this Circular under “Restricted Share Plan”, the Restricted Share Plan provides that the Board is permitted to make amendments to the Restricted Share Plan to increase the

maximum number of Common Shares which may be issued under it, provided that such increase is approved by the Corporation's Shareholders and the TSXV.

As of the date of this Circular, **745,000** RSRs are outstanding under the Restricted Share Plan (representing approximately **0.67%** of the Corporation's current issued and outstanding Common Shares). **150,000** Common Shares have been issued upon vesting of RSRs at the end of applicable Restricted Periods and now form part of the issued and outstanding Common Share count of the Corporation. **120,000** RSRs have terminated without having vested (which made such number available for re-grant under the Restricted Share Plan). As a result, the Corporation currently has only **105,000** RSRs (representing approximately **0.09%** of the current issued and outstanding Shares) available for the award of new RSRs.

As explained in detail earlier in this Circular under "Restricted Share Plan", the Corporation uses RSRs as part of its compensation program for the independent directors of the Corporation and, for 2020, the Corporation intends to award an aggregate of 110,000 RSRs to its independent directors. Given the remaining extremely limited capacity currently available under the Restricted Share Plan of **105,000** Common Shares for RSRs, the Corporation would like to replenish its capacity for RSR awards under this plan back to the original 1,000,000, which increased capacity will be used for future annual compensation for directors, officers and management of the Corporation. In order to achieve this increase under TSXV guidelines, in February 2020, the Board deemed it advisable to approve an amendment to the Restricted Share Plan to increase the aggregate maximum number of Common Shares which may be reserved for issuance under it from treasury from **1,000,000** to **1,895,000** Common Shares (previously defined in this Circular as the "**2020 Restricted Share Plan Amendment**"). **It is important for the Shareholders to note that this increase does not allow for a new issuance of 1,895,000 RSRs, but rather sets the limit for future RSR awards at 1,000,000, (as was established at the origin the Restricted Share Plan) as 895,000 prior RSRs have already been awarded.**

The new maximum of **1,895,000** Common Shares, which may be reserved for issuance under the Restricted Share Plan from treasury, if approved, will represent approximately **1.7%** of the Corporation's current issued and outstanding Common Shares (on a non-diluted basis) and management of the Corporation believes that this increase, relative to the Corporation's issued and outstanding Common Shares, is within a competitive range for its industry.

Other than the 2020 Restricted Share Plan Amendment as detailed above, all of the other provisions of the Restricted Share Plan shall remain substantially unchanged and in full force and effect, except that the Board has also approved two further changes to the Restricted Share Plan which make two housekeeping amendments to section 2.06 of the Restricted Share Plan to: (i) add a paragraph which clarifies that any Common Shares subject to a Restricted Share Right which have been awarded under the Restricted Share Plan and which have been cancelled or terminated in accordance with the terms of the Restricted Share Plan without the applicable Restricted Period(s) having expired will again be available for issuance under the Restricted Share Plan (this provision was absent from the version of the Restricted Share Plan approved by the Shareholders in 2015); and (ii) delete subsection (d) on page 5 of the Restricted Share Plan in its entirety, as that section appears to infer that Restricted Share Rights can be awarded to Eligible Employees or Eligible Contractors conducting Investor Relations Activities (which is contrary to TSX Venture Exchange policies), (collectively, the "**Housekeeping Amendments**"). These Housekeeping Amendments are in accordance with TSXV guidelines.

The Board approved the 2020 Restricted Share Plan Amendment and Housekeeping Amendments, subject to receipt of both Shareholder approval and final TSXV acceptance. The 2020 Restricted Share Plan Amendment and Housekeeping Amendments have received conditional approval from the TSXV, subject to the approval of the Shareholders at this Meeting. If approved by the Shareholders, final acceptance will be applied for and received from the TSXV.

Shareholder Approval Being Sought

The Board and management consider the approval of the 2020 Restricted Share Plan Amendment and Housekeeping Amendments to be appropriate and in the best interests of the Corporation. **Accordingly,**

unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, FOR the approval of these amendments to the Restricted Share Plan.

The text of the ordinary resolution approving these matters to be submitted to Shareholders at the Meeting is set forth below, subject to such amendments, variations or additions as may be approved at the Meeting:

“RESOLVED, with or without amendment, THAT:

- (a) *subject to receipt of final acceptance by the TSX Venture Exchange, the amendments to the Corporation’s Restricted Share Plan which: (a) increase the number of Common Shares which may be reserved for issuance from treasury under the Restricted Share Plan from a maximum of 1,000,000 Common Shares to a maximum of 1,895,000 Common Shares; (b) make two housekeeping amendments to section 2.06 of the Restricted Share Plan to: (i) add a paragraph which clarifies that any Common Shares subject to a Restricted Share Right which have been awarded under the Restricted Share Plan and which have been cancelled or terminated in accordance with the terms of the Restricted Share Plan without the applicable Restricted Period(s) having expired will again be available for issuance under the Restricted Share Plan; and (ii) delete subsection (d) on page 5 of the Restricted Share Plan in its entirety, as that section appears to infer that Restricted Share Rights can be awarded to Eligible Employees or Eligible Contractors conducting Investor Relations Activities (which is contrary to TSX Venture Exchange policies), all as described in the Corporation’s Management Information Circular dated February 11, 2020, be and are hereby ratified and approved; and*
- (b) *any director or officer of the Corporation be and is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution, including the filing of all necessary documents with regulatory authorities including the TSX Venture Exchange.”*

As previously mentioned in this Circular, a copy of the version of the Restricted Share Plan approved by the Shareholders in 2015 is available under the Corporation’s profile on SEDAR at www.sedar.com. The final version of the recently amended Restricted Share Plan will be SEDAR filed following successful approval by the Shareholders and final acceptance by the TSXV.

Approval of Shareholder Rights Plan

Background Information

On September 30, 2019, the Board approved and the Corporation entered into a shareholder rights plan agreement (the “**2019 Rights Plan**”) with Computershare Investor Services Inc. (as the “**Rights Agent**”) designed to, among other things, ensure to the extent possible, that all Shareholders of the Corporation are treated fairly and equally in connection with any take-over offer which may be made for the Corporation or other acquisition of control of the Corporation. The 2019 Rights Plan has not been adopted in response to any specific takeover bid or other proposal to acquire control of the Corporation and the Corporation is not aware of any such pending or contemplated proposals.

The 2019 Rights Plan has been submitted to the TSXV and has received their conditional acceptance but requires ratification/confirmation by the Shareholders at the Meeting. The 2019 Rights Plan does not have a fixed termination date but rather, provides that the 2019 Rights Plan must be reconfirmed at every third annual shareholder meeting of the Corporation held after 2020. If the 2019 Rights Plan is not so reconfirmed or is not presented for reconfirmation at any such annual meeting, then the 2019 Rights Plan and all outstanding Rights (the “**Rights**”) (as defined in the 2019 Rights Plan) under it will terminate and be void and of no further force or effect on and from the date of termination of any such annual meeting. In the event that the requisite approval is obtained, the 2019 Rights Plan will remain in effect.

Shareholder Approval Being Sought

A summary of the terms of the 2019 Rights Plan is set out in **Schedule “B”** to this Circular. The summary is qualified in its entirety by the full text of the 2019 Rights Plan, which is available under the Corporation’s profile at www.sedar.com or is available on request of the Corporate Secretary of the Corporation.

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution in the form set out below (the “**2019 Rights Plan Resolution**”), subject to such amendments, variations or additions as may be approved at the Meeting, ratifying and confirming the 2019 Rights Plan.

The Board and management consider the approval of the 2019 Rights Plan Resolution to be in the best interests of the Corporation. **Accordingly, unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, FOR the 2019 Rights Plan Resolution.**

The text of the ordinary resolution approving this matter to be submitted to Shareholders at the Meeting is set forth below, subject to such amendments, variations or additions as may be approved at the Meeting:

“RESOLVED, with or without amendment, THAT:

- (a) *the shareholder rights plan agreement, as adopted by the Board of Directors of the Corporation on September 30, 2019, a summary of which is attached to the Information Circular of the Corporation dated February 11, 2019 as Schedule “B” and the full text of which is available under the Corporation’s profile at www.sedar.com, be and is hereby ratified and confirmed; and*
- (b) *any director or officer of the Corporation be and is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution.”*

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com under the Corporation’s name. Financial information is provided in the audited consolidated financial statements and management’s discussion and analysis (“**MD&A**”) for its most recently completed financial year ended September 30, 2019, which are filed on SEDAR. Copies of the financial statements and MD&A may also be obtained from the Corporation free of charge by writing to Dan Henriques, Chief Financial Officer of the Corporation, at the above noted address or by telephoning no. (604) 806-6110.

OTHER MATTERS

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the Notice. If any other matter properly comes before the Meeting, it is the intention of the persons named in the accompanying form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

SHAREHOLDER PROPOSALS

The final date by which the Corporation must receive any proposals for any matter that a person is entitled to vote at an annual meeting of Shareholders of the Corporation proposes to raise at the next annual

meeting of Shareholders of the Corporation is 90 days before the date of the accompanying notice of meeting, subject to the requirements of the CBCA.

DIRECTORS' APPROVAL

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board of Directors of the Corporation.

DATED at Vancouver, British Columbia, as of the 11th day of February, 2020.

APPROVED BY THE BOARD OF DIRECTORS

(signed) Brent Charleton
Chief Executive Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

1. Mandate

The audit committee will assist the board of directors (the "**Board**") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the company's business, operations and risks.

2. Composition

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Corporation. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must not be officers, employees or control persons of the Corporation.

2.2 Expertise of Committee Members

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Corporation's Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;

- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Corporation. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Corporation; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (c) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (d) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (e) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (f) review and approve the interim financial statements prior to their release to the public; and
- (g) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (h) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Corporation or any subsidiary of the Corporation shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (b) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Corporation and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
 - (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (c) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;
 - (ii) the audit committee is informed of each non-audit service; and
 - (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 *Other Responsibilities*

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;

- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board; and
- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

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

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

6.1 Internal Control

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and

- (c) understand industry best practices and the Corporation's adoption of them.

Annual Financial Statements

- (d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Corporation reports or trades its shares;
- (e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (f) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (g) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (h) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (j) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the company's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;
 - (v) there are any significant or unusual events or transactions;
 - (vi) the Corporation's financial and operating controls are functioning effectively;
 - (vii) the Corporation has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
 - (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

- (a) review, with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements.

SCHEDULE "B"

SUMMARY OF THE SHAREHOLDER RIGHTS PLAN

The following is a summary of the principal terms of the 2019 Rights Plan of the Corporation. This summary is qualified in its entirety by, and is subject to, the full text of the shareholder rights plan agreement dated September 30, 2019 made between the Corporation and Computershare Investor Services Inc., as Rights Agent, which is available under the Corporation's profile at www.sedar.com or on request from the Corporation's Corporate Secretary as described in the Information Circular to which this schedule is attached. All capitalized terms used in the summary without definition have the meanings attributed to them in the 2019 Rights Plan unless otherwise indicated. In addition, all references to section numbers in the summary refer to section numbers in the 2019 Rights Plan unless otherwise indicated.

Issue of Rights

The Corporation issued one right (a "**Right**") in respect of each Common Share outstanding at the close of business on September 30, 2019 (the "**Record Time**"). The Corporation will issue Rights on the same basis for each Common Share issued after the Record Time but prior to the earlier of the Separation Time (as defined below) and the Expiration Time (as defined below).

Rights Certificates and Transferability

Before the Separation Time, the Rights will be evidenced by the registered ownership of the Common Shares (whether or not evidenced by a certificate representing such Common Shares) and the Rights will not be transferable separate from the Common Shares. From and after the Separation Time, the Rights will be evidenced by separate Rights Certificates which will be transferable separate from and independent of the Common Shares.

Exercise of Rights

Rights are not exercisable before the Separation Time. After the Separation Time and before the Expiration Time, each Right entitles the holder (other than holders described below) to acquire that number of Common Shares having an aggregate Market Price on the date of the occurrence of the Flip-in Event (as defined below) equal to twice the Exercise Price for an amount in cash equal to the Exercise Price (subject to certain anti-dilution adjustments). Subject to adjustment in accordance with the terms of the Rights Plan, the Exercise Price shall be an amount equal to five times the Market Price per Common Share determined as of the Separation Time. Effectively, this means that a shareholder of the Corporation, other than an Acquiring Person (as defined below) and certain persons related to such Acquiring Person as further described in the Rights Plan, can acquire additional Common Shares from treasury at half their Market Price after the Separation Time.

Definition of "Acquiring Person"

Subject to certain exceptions, an Acquiring Person is a person who is the Beneficial Owner (as defined below) of 20% or more of the outstanding Common Shares.

Definition of "Beneficial Ownership"

Under the Rights Plan, a person shall be deemed the "Beneficial Owner" of, and to have "Beneficial Ownership" of, and to "Beneficially Own":

1. any securities of which such person or any Affiliate or Associate of such person or any other person acting jointly or in concert with such person is the owner in law or equity; and
2. any securities as to which such person or any Affiliate or Associate of such person or any other person acting jointly or in concert with such person has the right to acquire upon the conversion, exchange

or exercise of any Convertible Securities or pursuant to any agreement, arrangement, pledge or understanding, subject to certain exceptions, in each case if such right is exercisable immediately or within a period of 60 days thereafter.

However, a person is not deemed the "Beneficial Owner" of, or to have "Beneficial Ownership" of, or to "Beneficially Own" securities under the Rights Plan where, among other things:

1. by reason of the holders of such securities having agreed to deposit or tender such securities to a Take-over Bid made by such person or any of such person's Affiliates or Associates or by any other person acting jointly or in concert with such person pursuant to a Permitted Lock-up Agreement, until those securities have been taken up or paid for, whichever occurs first;
2. such securities have been deposited or tendered pursuant to a Take-over Bid made by such person or any of such person's Affiliates or Associates or by any other person acting jointly or in concert with such person, until those securities have been taken up or paid for, whichever occurs first;
3. such person, any Affiliate or Associate of such person or any other person acting jointly or in concert with such person holds such security, provided that such person is an investment fund or mutual fund manager, a trust company, a statutory body established to manage funds of public bodies, an agent of the Crown for the management of public assets, a pension fund or a pension fund administrator or trustee, as long as such person is not making a Take-over Bid or acting jointly or in concert with a person who is making a Take-over Bid, the whole as more fully described in the Rights Plan and subject to certain exceptions set forth therein; or
4. such person is a registered holder of securities as a result of carrying on the business of or acting as a nominee of a securities depository.

Definition of "Separation Time"

The Separation Time occurs on the tenth trading day after the earlier of the following dates, or such later date as may be determined by the Board:

1. the first date of public announcement of facts indicating that a person has become an Acquiring Person;
2. the date of the commencement or announcement of the intent of a person to commence a Take-over Bid (other than a Permitted Bid (as defined below)); and
3. the date on which a Permitted Bid ceases to qualify as such.

However, if any such Take-over Bid expires, is cancelled, is terminated, or is otherwise withdrawn prior to the Separation Time, then the Take-over Bid shall be deemed never to have been made for purposes of determining the Separation Time.

Definition of "Expiration Time"

The Expiration Time occurs on the date being the earlier of:

1. the time at which the right to exercise Rights is terminated under the terms of the Rights Plan; and
2. if the Corporation does not request that its shareholders confirm the Rights Plan in accordance with the terms of the Rights Plan or if a majority of votes cast by Independent Shareholders who vote in respect of the resolution to approve the Rights Plan are voted against the Rights Plan, immediately upon the confirmation by the chairman of such shareholders' meeting of the result of the vote on such resolution.

Definition of a "Flip-in Event"

A Flip-in Event occurs when a person becomes an Acquiring Person. Upon the occurrence of a Flip-in Event, any Rights that are beneficially owned by an Acquiring Person or by certain persons related to the Acquiring Person or by persons to whom the Acquiring Person has transferred its Rights, will become null and void. As a result, the Acquiring Person's investment in the Corporation would be greatly diluted if a substantial portion of the Rights are exercised after a Flip-in Event occurs.

Definition of "Permitted Bid"

A Permitted Bid is a Take-over Bid made by an Offeror by way of a Take-over Bid circular that complies with the following conditions:

1. the Take-over Bid is made to all registered holders of Common Shares (other than Common Shares held by the Offeror);
2. the Offeror agrees that no Common Shares and/or Convertible Securities will be taken up or paid for under the bid on a date which is not earlier than 105 days following the commencement of the bid, or such shorter period that a take-over bid (that is not exempt from the general take-over bid requirements of National Instrument 62-104 *Take-Over Bids and Issuer Bids* ("**NI 62-104**")) must remain open for deposits of securities thereunder in the applicable circumstances at such time, pursuant to NI 62-104;
3. the Offeror agrees that no Common Shares and/or Convertible Securities will be taken up or paid for under the bid unless, on the date referred to in paragraph 2 above: (i) if the Take-over Bid is for Common Shares only, more than 50% of the outstanding Common Shares held by Independent Shareholders have been deposited or tendered pursuant to the bid and not withdrawn; or (ii) in all other cases, more than 50% of a combination of the then outstanding Common Shares and Convertible Securities held by Independent Shareholders have been deposited or tendered pursuant to the bid and not withdrawn;
4. the Offeror agrees that the Common Shares and, if applicable, Convertible Securities may be deposited to the Take-over Bid at any time before the date of the first take-up of or payment for Common Shares and, if applicable, Convertible Securities, unless the Take-over Bid is withdrawn, and Common Shares deposited to the Take-over Bid may be withdrawn at any time until taken up or paid for; and
5. if the condition in paragraph 3 above is satisfied, the bid shall remain open for an additional period of at least 10 days to permit the remaining shareholders to tender their Common Shares and, if applicable, Convertible Securities.

A Permitted Bid also includes a Competing Permitted Bid (as defined below).

Definition of "Competing Permitted Bid"

A Competing Permitted Bid is a Take-over Bid that:

1. is made while another Permitted Bid is in existence; and
2. satisfies all the requirements of a Permitted Bid, other than the requirement set out in paragraph 2 of the definition of "Permitted Bid" above, and contains a condition that no Common Shares and/or Convertible Securities shall be taken up or paid for under the Competing Permitted Bid prior to a date that is no earlier than the date on which Common Shares may be taken up or paid for under any other Permitted Bid that preceded the Competing Permitted Bid that is then in existence for the Common Shares.

Definition of "Permitted Lock-up Agreement"

A Permitted Lock-up Agreement is an agreement between a person making a Take-over Bid (the "**Lock-up Bid**") and one or more holders (each, a "**Locked-up Person**") of Common Shares and/or Convertible

Securities pursuant to which such Locked-up Persons agree to deposit or tender Common Shares or Convertible Securities to the Lock-up Bid and where the agreement:

1. permits the Locked-up Person to terminate its obligation to deposit or tender to or not to withdraw Common Shares and/or Convertible Securities from the Lock-up Bid in order to tender or deposit such Common Shares and/or Convertible Securities to another Take-over Bid or support another transaction where the price or value per Common Share or Convertible Security offered under such Take-over Bid or transaction is higher than the price or value per Common Share or Convertible security offered under the Lock-up Bid; or
2. permits the Locked-up Person to terminate its obligation to deposit or tender to or not to withdraw Common Shares and/or Convertible Securities from the Lock-up Bid in order to tender or deposit such Common Shares and/or Convertible Securities to another Take-over Bid or support another transaction if: (i) the price or value per Common Share or Convertible Security offered under the other Take-over Bid or transaction exceeds the price or value per Common Share or Convertible Security offered under the Lock-up Bid by as much as or more than a specified amount not greater than 7% of the price or value per Common Share or Convertible Security offered under the Lock-up Bid; or (ii) the number of Common Shares or Convertible Securities to be purchased under such other Take-over Bid or transaction exceeds the number of Common Shares or Convertible Securities offered to be purchased under the Lock-up Bid by as much or more than a specified number of Common Shares or Convertible Securities not greater than 7% of the number of Common Shares or Convertible Securities offered to be purchased under the Lock-up Bid, at a price or value per Common Share or Convertible Security that is not less than the price or value per Common Share or Convertible Security offered under the Lock-up Bid; and
3. provides for no "break-up" fees, "top-up" fees, penalties, expenses or other amounts that exceed in the aggregate the greater of: (i) the cash equivalent of 2.5% of the price or value payable under the Lock-up Bid to the Locked-up Person, and (ii) 50% of the amount by which the price or value payable under another Take-over Bid or another transaction to a Locked-up Person exceeds the price or value of the consideration that such Locked-up Person would have received under the Lock-up Bid, to be payable by such Locked-up Person pursuant to the agreement if any Locked-up Person fails to tender Common Shares or Convertible Securities pursuant thereto or withdraws Common Shares or Convertible Securities previously tendered thereto in order to tender such Common Shares or Convertible Securities to another Take-over Bid or support another transaction.

Fiduciary Duties of Directors

The Rights Plan will not detract from or lessen duties of the Board, including the duty to act honestly and in good faith with a view to the best interests of the Corporation and its shareholders. The Board will continue to have the duty and power to take such actions and make such recommendations to the Corporation's shareholders as are considered appropriate.

Redemption of Rights

The Rights may be redeemed by the Board at its option with the prior approval of the shareholders at any time prior to the later of the Stock Acquisition Date and the Separation Time at a redemption price of \$0.000001 per Right. In addition, the Rights will be redeemed automatically in the event of a successful Permitted Bid, including a Competing Permitted Bid, or a bid for which the Board has waived, in accordance with the provisions of the Rights Plan, the operation of the Rights Plan.

Waiver

Before a Flip-in Event occurs, the Board may waive the application of the Flip-in provisions of the Rights Plan to any prospective Flip-in Event which would occur by reason of a Take-over Bid made by a Take-over Bid circular to all registered holders of Common Shares. However, if the Board waives the Rights Plan with respect to a particular bid, it will be deemed to have waived the Rights Plan with respect to any other Take-over Bid made by Take-over Bid circular to all registered holders of Common Shares before the expiry of that first bid.

The Board may also waive the "Flip-in" provisions of the Rights Plan in respect of any Flip-in Event provided that the Board has determined that the Acquiring Person became an Acquiring Person through inadvertence and on the condition that such Acquiring Person reduces its ownership to such a level that it is no longer an Acquiring Person.

Finally, the Board may waive the "Flip-in" provisions of the Rights Plan in respect of any Flip-in Event provided that the Acquiring Person has reduced its ownership or has entered into a contractual arrangement with the Corporation or other acceptable undertaking to do so such that at the time the waiver becomes effective such person is no longer an Acquiring Person.

Other waivers of the "Flip-in" provisions of the Rights Plan will require prior approval of the shareholders of the Corporation.

Term of the Rights Plan

The Rights Plan must be ratified by shareholders at the Meeting in order to stay in effect. Subsequently, the Rights Plan must be reconfirmed by the shareholders every three years thereafter.

Amending Power

Except for minor amendments to correct clerical or typographical errors and amendments to maintain the validity of the Rights Plan as a result of a change in any applicable legislation, regulations or rules, consent of shareholders is required for amendments to the Rights Plan before the Separation Time. Consent of the holders of Rights is required for amendments to the Rights Plan after the Separation Time and before the Expiration Time.

Rights Agent

Computershare Investor Services Inc.

Holders of Rights not Shareholders

Until a Right is exercised, the holder thereof as such will have no rights as a shareholder of the Corporation.

Objectives of the Rights Plan

The Rights Plan is not being proposed by management in anticipation of any pending or threatened take-over bid, nor to deter take-over bids generally. The primary objectives of the Rights Plan are to seek to ensure that, in the context of a bid for control of the Corporation through an acquisition of Common Shares, all shareholders have an equal opportunity to participate in the bid. The Rights Plan is not intended to prohibit a change of control of the Corporation in a transaction that is procedurally fair to shareholders. The rights of shareholders to seek a change in the Board or to influence or promote action of the Board in a particular manner will not be affected by the Rights Plan. The Rights Plan is not designed to alter, diminish or reduce the fiduciary duties of our directors if faced with a potential change of control transaction or restrict the potential actions that might be taken by the directors in such circumstances.

In adopting the Rights Plan, the Board considered a number of factors, including the following concerns arising from the existing securities law framework that applies to take-over bids in Canada after the changes to NI 62-104 were implemented in 2016.

Under the previous take-over bid regime in Canada, a take-over bid was only required to remain open for 35 days. Shareholder rights plans were utilized to effectively extend such time period, which allowed the board of the target company to solicit white knights or pursue other alternative transactions. As a result of recent amendments to the take-over bid regime under NI 62-104, a formal take-over bid must now remain open for a minimum of 105 days, subject to certain exceptions, and this time period also applies under the Rights Plan.

While existing Canadian securities legislation has established a number of procedural requirements for the conduct of take-over bids, which generally require that a take-over bid be made to all shareholders and that a bidder offer identical consideration to all shareholders, the take-over bid regime includes exemptions to the formal bid requirements that could operate to allow control of an issuer to be acquired without the making of a formal take-over bid to all shareholders. Specifically, Canadian securities legislation allows a small group of securityholders to dispose of their securities pursuant to a private agreement at a premium to market price, which premium is not shared with other securityholders. In addition, a person may slowly accumulate securities through stock exchange acquisitions which may result, over time, in an acquisition of control without payment of fair value for control or a fair sharing of a control premium among all securityholders. It may also be possible to engage in transactions outside of Canada without regard to these protections. The Rights Plan addresses these concerns by applying to all acquisitions that would result in a person owning 20% or more of the Common Shares (subject to certain limited exceptions), thereby generally precluding a person from acquiring a control interest in the Corporation without making a Permitted Bid to all shareholders.

A shareholder may feel pressured to tender to a bid that the shareholder considers to be inadequate out of a concern that failing to tender may result in the shareholder being left with illiquid or minority discounted securities in the Corporation. This is particularly so in the case of a partial bid for less than all securities of a class, where the bidder wishes to obtain a control position but does not wish to acquire all of the Common Shares. The Rights Plan provides a mechanism in the Permitted Bid provision that is intended to address this concern by requiring that a take-over bid remain open for acceptance for a further 10 Business Days following public announcement that more than 50% of the Common Shares held by Independent Shareholders have been deposited and not withdrawn. This mechanism is intended to lessen any undue pressure to tender that may be encountered by a shareholder, as the shareholder will have the ability to tender during a subsequent offering period after learning that a majority of the other shareholders of the Corporation have tendered to the offer.

General Impact of the Rights Plan

It is not the intention of the Board, in approving the Rights Plan, to secure the continuance of existing directors or management in office, nor to avoid a bid for control of the Corporation in a transaction that is procedurally fair. For example, through the Permitted Bid mechanism, shareholders may tender to a bid that meets the Permitted Bid criteria without triggering the exercise of Rights under the Rights Plan, regardless of the value of the consideration being offered under the bid. The Rights Plan should not preclude any shareholder from utilizing the proxy mechanism under the *Canada Business Corporations Act* ("**CBCA**") and securities laws to promote a change in the management or direction of the Corporation, or the Board, and is designed to have no effect on the rights of holders of outstanding Common Shares to requisition a meeting in accordance with the provisions of the CBCA, or to enter into agreements with respect to voting their Common Shares. The definitions of "Acquiring Person" and "Beneficial Ownership" have been developed to minimize concerns that the Rights Plan may be inadvertently triggered or triggered as a result of an overly broad aggregation of holdings of institutional shareholders and their clients. The Rights Plan is not expected to interfere with the day-to-day operations of the Corporation. The issuance of the Rights does not in any way alter the financial condition of the Corporation, impede its business plans or alter its financial statements. In summary, the Board believes that the dominant effect of the Rights Plan will be to ensure equal treatment of all shareholders in the context of an acquisition of control.