This document is important and requires your immediate attention. If you are in doubt as to how to deal with it, you should consult with your investment dealer, broker, bank manager, lawyer or other professional advisor.

SELECTCORE LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 5th, 2015

- AND –

MANAGEMENT INFORMATION CIRCULAR

SELECTCORE LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 5, 2015

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders (the "Meeting") of SelectCore Ltd. (the "Corporation") will be held at 2 King Street West, Chatham, Ontario on Thursday, November 5, 2015 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the annual financial statements of the Corporation for the financial year ended December 31, 2014;

2. to elect the directors of the Corporation for the ensuing year;

3. to re-appoint Mahendra CA Professional Corporation as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration; and

4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

This notice is accompanied by a form of proxy, a Management Information Circular, the Corporation's audited consolidated financial statements and related Management's Discussion and Analysis for the fiscal year ended December 31, 2014 and a request form for shareholders who would like to receive the Corporation's interim financial statements and related Management's Discussion and Analysis.

The Board of Directors has fixed the close of business on September 28, 2015 as the record date for the determination of holders of common shares of the Corporation entitled to notice of and to vote at the Meeting and any adjournments thereof.

It is desirable that as many common shares of the Corporation as possible be represented at the Meeting. Shareholders who are unable to be present at the Meeting are requested to sign the enclosed form of proxy and return it in the envelope provided for that purpose or send by facsimile to the Corporation's registrar and transfer agent, TMX Equity Transfer Services, at (416) 595-9593. Alternatively, electronic voting is available for the Meeting through the internet at www.voteproxyonline.com. To be effective, all proxies, whether transmitted by mail, facsimile or via the internet, must be received at the offices of TMX Equity Transfer Services, 200 University Ave, Suite 300, Toronto, Ontario M5H 4H1 by not later than 10:00 a.m. (Toronto time) on November 3, 2015 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays or holidays, preceding the time of such adjourned Meeting. Complete proxy instructions can be found in the accompanying Management Information Circular. The accompanying Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting.

DATED at Toronto, Ontario, this September 27th, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

Mohammad Abuleil
President

SELECTCORE LTD.

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF SELECTCORE LTD. (the "Corporation") for use at an annual general meeting of shareholders of the Corporation (the "Meeting") to be held at 2 King Street West, Chatham, Ontario, on Thursday, the 5th day of November, 2015, at 10:00 a.m. (Toronto time) and at any adjournments thereof, for the purposes set out in the accompanying Notice of Meeting. The solicitation will be primarily by mail but may also be by telephone, electronic means of communication or in writing by directors, officers ("Management") or designated agents of the Corporation. The cost of solicitation of proxies will be borne by the Corporation. The information contained in this Management Information Circular is given as at September 27th, 2015, unless indicated otherwise.

The Corporation may pay the reasonable costs incurred by persons who are the registered but not beneficial owners of common shares of the Corporation ("Common Shares") (such as brokers, dealers, other registrants under applicable securities laws, nominees and/or custodians) in sending or delivering copies of this Management Information Circular, the Notice of Meeting and form of proxy to the beneficial owners of such Common Shares. The Corporation will provide, without cost to such persons, upon request to the Secretary of the Corporation, additional copies of the foregoing documents required for this purpose.

APPOINTMENT AND REVOCATION OF PROXIES

VOTING IN PERSON AT THE MEETING

A registered shareholder, or a non-objecting beneficial owner ("NOBO") whose name has been provided to the Corporation's registrar and transfer agent, TMX Equity Transfer Services, will appear on a list of shareholders prepared by the registrar and transfer agent for purposes of the Meeting. To vote in person at the Meeting each registered shareholder or NOBO will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered beneficial shareholders (other than NOBOs) must appoint themselves as a proxyholder to vote in person at the Meeting. Also see "Non-Registered Holders" below.

VOTING BY PROXY AT THE MEETING

If a registered shareholder or NOBO cannot attend the Meeting but wishes to vote on the resolutions, the registered shareholder or NOBO should sign, date and deliver the enclosed form of proxy to the Corporation's registrar and transfer agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300 Toronto, Ontario M5H 4H1 so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. The persons named in the enclosed form of proxy are directors and/or officers of the Corporation (the "Management Nominees"). A shareholder giving a proxy can strike out the names of the Management Nominees printed in the accompanying form of proxy and insert the name of another nominee in the space provided, or the shareholder may complete another form of proxy. A proxy nominee need not be a shareholder of the Corporation. A shareholder giving a proxy has the right to attend the Meeting, or appoint someone else to attend as his or her proxy at the Meeting and the proxy submitted earlier can be revoked in the manner described under "Revocation of Proxies". The form of proxy may be returned to TMX Equity Transfer Services:

(1) by regular mail in the return envelope provided;

(2) by fax at 416.595.9593; or

(3) by voting by the internet at www.voteproxyonline.com and following the instructions provided on that website.

REVOCATION OF PROXIES

A proxy given by a shareholder may be revoked as to any motion on which a vote has not already been cast pursuant to the authority conferred by it, by instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either at the registered and head office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law. The registered office of the Corporation is located at 14 William Street North, Chatham, Ontario, N7M 4L1. If a shareholder has voted on the internet and wishes to change such vote, such shareholder may vote again through such means before 10:00 a.m. (Toronto time) on November 3, 2015 or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment or postponement of the Meeting.

NON-REGISTERED HOLDERS

In many cases, Common Shares beneficially owned by a holder (a "Non-Registered Holder") are registered either: (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include 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 depository (such as The Canadian Depository for Securities Limited or "CDS"). Non-Registered Holders do not appear on the list of shareholders of the Corporation maintained by the transfer agent.

In accordance with Canadian securities law, the Corporation has distributed copies of the Notice of Meeting, this Management Information Circular and the form of proxy (collectively, the "meeting materials") to CDS and intermediaries for onward distribution to Non-Registered Holders. Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, intermediaries will use a service company to forward the meeting materials to Non-Registered Holders. Non-Registered Holders, other than NOBOs, will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

(a) Voting Instruction Form. In most cases, a Non-Registered Holder will receive, as part of the meeting materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Holder's behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder; or

(b) Form of Proxy. Less frequently, a Non-Registered Holder will receive, as part of the meeting materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Holder must complete the form of proxy and deposit it with the Corporation's registrar and transfer agent, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided.

In either case, Non-Registered Holders should carefully follow the instructions of their intermediaries and their service companies. If Non-Registered Holders do not follow such instructions and attend the Meeting, they will not be entitled to vote at the Meeting.

Non-Objecting Beneficial Owners

These meeting 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 and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding 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 or form of proxy delivered to you.

EXERCISE OF DISCRETION OF PROXIES

The persons named in the accompanying form of proxy for use at the Meeting will vote the Common Shares in respect of which they are appointed in accordance with the directions of the shareholders appointing them. The form of proxy provided to shareholders with the Notice of Meeting and this Management Information Circular provides the shareholder with an opportunity to specify that the Common Shares registered in his, her or its name shall be voted or withheld from voting in respect of certain of the matters to be considered at the Meeting. On any ballot that may be called for, the Common Shares represented by proxies in favour of Management Nominees will be voted or withheld from voting in accordance with the specifications made by shareholders in the manner referred to above. **IN THE ABSENCE OF SUCH DIRECTIONS, SUCH COMMON SHARES SHALL BE VOTED "FOR"**:

1. the election as directors of each of the persons listed as nominees in this Management Information Circular; and

2. the re-appointment of Mahendra CA Professional Corporation as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration.

Each of the above items requires approval by a simple majority of all votes cast at the Meeting, either in person or by proxy.

The enclosed form of proxy confers discretionary authority upon the Management Nominees with respect to any amendment or variation of matters identified in the Notice of Meeting or other matters which may properly come before the Meeting. As of the date hereof, management knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. HOWEVER, IF ANY SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS, WHICH ARE NOT NOW KNOWN TO MANAGEMENT, SHOULD PROPERLY COME BEFORE THE MEETING, THE COMMON SHARES REPRESENTED BY THE PROXIES IN FAVOUR OF THE MANAGEMENT NOMINEES WILL BE VOTED IN ACCORDANCE WITH THE BEST JUDGMENT OF THE MANAGEMENT NOMINEES.

INTERESTS OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except in so far as they may be shareholders or as otherwise disclosed in this Management Information Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of its last completed financial year, any proposed nominee for election as a director of the Corporation or any associate or affiliate of such persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS

The authorized capital of the Corporation consists of an unlimited number of Common Shares of which **30,037,852** Common Shares are issued and outstanding as at September 27th, 2015, each of which carries the right to one vote at the Meeting.

The Board of Directors has fixed a record date of September 28, 2015 to determine shareholders entitled to receive the Notice of Meeting. The failure of any shareholder to receive a copy of the Notice of Meeting does not deprive the shareholder of the right to vote at the Meeting. Only holders of Common Shares as of the record date noted above are entitled to vote such Common Shares at the Meeting on the basis of one vote in respect of each Common Share.

To the knowledge of the directors and executive officers of the Corporation, as at September 27th, 2015, no person or company owned beneficially, or exercised control or direction over, directly or indirectly, securities carrying in excess of 10% of the voting rights attached to any class of outstanding voting securities of the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

Receipt of Financial Statements

The audited financial statements of the Corporation for the financial year ended December 31, 2014 and the report of the auditors thereon will be presented to the shareholders at the Meeting.

Election of Directors

The board of directors currently consists of three (3) members. At the Meeting shareholders will be asked to re-elect Martin Bernholtz and Michael Rohrer, and to elect Mohammad Abuleil. Each director elected at the Meeting will hold office until the next annual meeting of shareholders or until his or her successor is elected or appointed, unless his or her office is earlier vacated according to the provisions of the by-laws of the Corporation or the *Business Corporations Act* (Ontario).

The following table states the names of the nominees, their principal occupation and employment for the previous five years and the number of Common Shares beneficially owned, or over which control or direction is exercised, directly, or indirectly, by each of them as of September 27th, 2015. The information as to the number of Common Shares beneficially owned or over which control or direction is exercised, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective nominees.

Name, Residence and Director Since	Principal Occupation	Number of Common Shares Beneficially Owned or Controlled	Percentage of Common Shares
Martin Bernholtz[(1)(2)(3)] Ontario, Canada December, 2006	Mr. Bernholtz BBA, CA, is and has been a director of the Corporation since December 2006. Martin became a Chartered Accountant in 1983 and has held the position of Chief Financial Officer of Kerbel Group Inc., an integrated real estate developer and property owner since 1988. He has served as a director and officer of public, private, not for profit and condominium corporations over the last 30 years. Mr. Bernholtz previously spent six years with Laventhol & Horwath in the Litigation Support and Business Valuation areas. Mr. Bernholtz graduated with a Bachelor of Business Administration degree from York University in 1981.	1,236,435	4.10%

Michael Rohrer[1][2][3] Ontario, Canada May, 2009	Mr. Rohrer has been an independent director of the Corporation since May 2009. Mr. Rohrer is currently Director of Corporate and Community Affairs for the Detroit River Tunnel Partnership, which is jointly owned by OMERS Pension Fund and Canadian Pacific Railway. In 2000 he was the youngest member appointed and served two terms with the Assessment Review Board of Ontario. He served two terms as a member of the Canada Pension Plan and Old Age Security Review Tribunal, was a board member of a local municipal Adjustment Committee and was a member of both the Canadian and United States board of directors for Sober Steering System. In 2015 Mr. Rohrer was elected to municipal government in the Town of Tecumseh. Mr. Rohrer holds a Bachelor of Arts degree from the University of Windsor and is a member of the Appraisal Institute of Canada with a CRA designation. He has been actively involved in several political campaigns and community-based organizations.	10,000	0.03%
Mohammad Abuleil[2] Ontario, Canada	Mr. Abuleil is currently the President and is also a Director of the Corporation and has been with the Corporation since February 2007. He has played different roles in the Corporation as a VP Sales, Chief Executive Officer between 2009 and June 2011, and then as executive VP business development and IT management. Mr. Abuleil has more than 25 years of IT management and senior business level management experience. Mr. Abuleil has a Bachelor of Computer Science and an MBA from Wilfrid Laurier University.	1,508,817	5%

Notes:

1. Member of the Compensation Committee.
2. Member of the Corporate Governance Committee.
3. Member of Audit Committee.

Following the Meeting and assuming the election as directors of the nominees set out in this Management Information Circular, the newly constituted Board will reassess the memberships of its standing committees in light of the relevant education, experience and skills of the directors.

Appointment and Remuneration of Auditors

The shareholders will be asked at the Meeting to pass a resolution confirming the re-appointment of Mahendra CA Professional Corporation, Chartered Accountants, as auditors of the Corporation. Unless authority to do so is withheld, the Management Nominees intend to vote FOR the re-appointment of Mahendra CA Professional Corporation, Chartered Accountants, as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize their remuneration to be fixed by the directors.

DIRECTORS' AND OFFICERS' INSURANCE AND INDEMNIFICATION

The Corporation maintains liability insurance for its directors and officers. The annual premium for the insurance is $32,400 including taxes, no portion of which is payable directly by the individual directors and officers. The aggregate insurance coverage under the policy is limited to $5,000,000 per claim with a maximum deductible of $25,000 per claim deductible. No claims have been made or paid to date under the policy.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is, or at any time during the year ended December 31, 2014 was, a director or executive officer of the Corporation, no proposed nominee for election as a director of the Corporation, or any associate of any of them is, or at any time since the beginning of the most recent completed financial year of the Corporation has been, indebted to the Corporation or was indebted to another entity, which indebtedness is, or was at any time during the most recent completed financial year of the Corporation, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Corporation, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the years ended December 31, 2014.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Named Executive Officers

For the financial year ended December 31, 2014, the Corporation had four named executive officer ("NEOs"), namely: (i) Keith McKenzie, President; (ii) Ryan Deslippe, Vice President, (iii) Mohammad Abuleil, Executive Vice President Business Development; and (iv) Fareed Sheik, Chief Financial Officer.

Compensation Philosophy

The principal objectives of the Corporation's compensation policies and practices for executive compensation are to attract and retain talented executives and to motivate them to achieve annual and long-term corporate objectives that are aligned with the interests of shareholders.

In order to assist the Board in fulfilling its oversight responsibilities with respect to human resources and compensation matters, the Board has established a compensation committee (the "Compensation Committee"). During the most recently completed fiscal year, the Compensation Committee was comprised of three directors, namely Keith McKenzie, Martin Bernholtz and Michael Rohrer. Mr. Bernholtz and Mr. Rohrer are “independent” within the meaning of National Instrument 58-101 *Disclosure of Corporate Governance Practices*. In addition to each member’s general business experience, further information regarding the experience of each Compensation Committee member that is relevant to the performance of his responsibilities as a Compensation Committee member can be found under the heading “*Particulars of Matters to be Acted Upon – Election of Directors*” in this Management Information Circular.

The Compensation Committee establishes and reviews the Corporation's overall compensation philosophy and its general compensation policies with respect to the President, and other senior executives. For executive officers other than the Chief Executive Officer, the Chief Financial Officer makes compensation recommendations to the Compensation Committee. The Compensation Committee, in reviewing and making recommendations to the Board relating to executive compensation, will consider and apply, among other things, the historical operating philosophies and policies of the Corporation and the use of stock options granted under the Stock Option Plan to align the interests of management and shareholders to create shareholder value. The Compensation Committee evaluates the Chief Executive Officer’s performance and, based on its evaluation, reviews and makes recommendations to the Board with respect to all direct and indirect compensation, benefits and perquisites (cash and non-cash) for the Chief Executive Officer based on such evaluation. In determining the Chief Executive Officer’s compensation, the Compensation Committee considers his employment agreement with the Corporation and may additionally consider a number of other factors, including the Corporation’s performance, the value of similar incentive awards to Chief Executive Officers at comparable companies, the awards given to the Chief Executive Officer in past years and other factors it considers relevant. The Compensation Committee also reviews and makes recommendations to the Board with respect to compensation, benefits and perquisites for all other senior officers of the Corporation, incentive compensation and equity based plans, and policies regarding management benefits and perquisites. The Corporation does not engage an outside consulting firm to provide executive compensation consulting. There is no regulatory oversight of the Corporation’s compensation process for its named executive officers. The Corporation did not use any specific benchmarks for determining the named executive officer compensation.

Neither the Board nor the Compensation Committee specifically considers the implications of the "risks" associated with the Corporation’s compensation policies and practices because the types of compensation are relatively simple and do not generally create "risks" in and of themselves. The Corporation does not prohibit (i.e. in terms of employment or published policies of the Corporation incorporated by reference in terms of employment) any NEO, directors or employees of the Corporation or the Corporation’s subsidiaries from purchasing financial instruments (including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds), that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by directors, officers or employees.

Elements of Compensation

The elements of compensation for the Corporation’s NEO during the financial year ended December 31, 2014 included stock option grants, base salaries, company-wide employee health and welfare benefits (including medical, dental, group life insurance, accidental death and personal loss insurance, long term disability and long term care), and, in certain cases, an annual bonus opportunity. The Corporation's executive compensation structure is designed to encourage and motivate executives to achieve high levels of performance, both individually and for the Corporation, particularly over the medium-to-long term. An executive's overall compensation package in any given year will reflect the functions being performed, and his or her overall contribution to the organization, capacity to improve the Corporation's financial performance, enthusiasm and loyalty, and ability to create (or help to create) value for the benefit of the Corporation's shareholders. The Compensation Committee believes that the base salary component provides a measure of certainty and predictability to meet certain living and other financial commitments and, together with the cash bonus component, motivates executives in the short-to-medium term, while stock option grants align their interests with those of the Corporation’s shareholders and assist in keeping the Corporation competitive in attracting and retaining high quality executives.

Salary

Amounts paid to an executive officer as base salary, including merit salary increases, are determined by reference to the individual's performance and salaries prevailing in the marketplace for comparable positions. The base salary of each executive officer is reviewed as required. Salary adjustments take into consideration the general level of salaries in the marketplace for comparable positions, the performance of the executive and the Corporation's performance.

Bonus

The Corporation's cash bonus awards are designed to reward an executive for the direct contribution that he or she can make to the Corporation and, at the most senior level, are directly tied to the Corporation's financial performance.

Stock Options

Stock option grants are an important component of the Corporation's executive compensation structure. Grants are intended to motivate management to achieve superior long-term performance. Options align the interests of management with those of the Corporation's shareholders and assist in keeping the Corporation competitive in attracting and retaining high quality executives. Options are granted pursuant to the Stock Option Plan, which permits the Compensation Committee to determine the vesting requirements and other key terms that will attach to the options. In accordance with their design as a long-term component of compensation, options granted to executives are generally subject to various vesting periods. When considering an award of options to an executive officer, consideration of the number of options previously granted to the executive may be taken into account, however, the extent to which such prior grants remain subject to resale restrictions are generally not a factor.

Summary Compensation Table

The following table provides the details regarding compensation earned by the Corporation's NEOs during the financial year ended December 31, 2014. Other than the employees set out below, the Corporation had no other employees whose total compensation exceeded $150,000 during the last fiscal year.

Name and Principal Positions	Year	Salary ($)	Share based awards ($)	Option based awards ($)	Non-equity incentive plan compensation		Pension value ($)	All other Compensation[1] ($)	Total Compensation ($)
					Annual Incentive Plan ($)	Long-Term Incentive ($)			
Keith McKenzie	2014	151,300	Nil	Nil	Nil	Nil	N/A	6,400	157,700
	2013	174,846	Nil	Nil	N/A	N/A	N/A	9,600	184,446
President	2012	226,000	Nil	Nil	N/A	N/A	N/A	111,000	337,000
Ryan Deslippe	2014	107,970	Nil	Nil	N/A	Nil	N/A	6,400	114,370
	2013	188,772	Nil	Nil	N/A	N/A	N/A	9,600	198,372
Vice President	2012	226,000	Nil	Nil	N/A	N/A	N/A	111,000	337,000
Mohammad Abuleil	2014	151,300	Nil	Nil	N/A	N/A	N/A	9,600	160,900
	2013	192,286	Nil	Nil	N/A	N/A	N/A	9,600	201,886
Executive Vice President	2012	226,000	Nil	Nil	N/A	N/A	N/A	111,000	337,000
Fareed Sheik	2014	Nil	Nil	Nil	N/A	N/A	N/A	46,240	46,240
CFO	2013	Nil	Nil	Nil	N/A	N/A	N/A	3,955	3,955

Narrative Discussion

The fiscal 2014 base salaries for the NEOs were in accordance with their respective employment agreements. After considering the prevailing conditions in the financial markets and the early stage nature of the Corporation, the Compensation Committee determined to not make any salary adjustments for executives or to pay any annual bonuses for the 2014 financial year.

Incentive Plan Awards

The following table sets forth the details regarding the option-based incentive plan awards for each NEO outstanding as of December 31, 2014. No share-based incentive plans are outstanding as of December 31, 2014.

	Option Based Awards			
Name	Number of Securities Underlying Unexercised Options (#)	Option exercise Price ($)	Option expiration date	Value of unexercised in-the-money options [1] ($)
Keith McKenzie	Nil	N/A	N/A	N/A
Ryan Deslippe	Nil	N/A	N/A	N/A
Mohammad Abuleil	Nil	N/A	N/A	N/A
Fareed Sheik	Nil	N/A	N/A	N/A

Note:
1. Based on the closing price of the Common Shares on the TSX Venture Exchange on December 31, 2014, the last trading day of fiscal 2014, being $0.10 per share, and the option exercise price of the stock options.

Value Vested or Earned During the Financial Year Ended December 31, 2014

The following table sets forth the details regarding the value vested or earned of incentive plan awards for each NEO for the financial year ended December 31, 2014.

Name	Option-Based awards – Value vested during the year($)[1]	Non-equity incentive plan compensation – Value earned during the year($)
Keith McKenzie	N/A	Nil
Ryan Deslippe	N/A	Nil
Mohammad Abuleil	N/A	Nil
Fareed Sheik	N/A	Nil

Note:
1. Based on the closing price of the Common Shares on the TSX Venture Exchange on December 31, 2014, the last trading day of fiscal 2014, being $0.10 per share, and the option exercise price of the stock options.

Termination and Other Employment Arrangements

There are currently no employment contracts between the Corporation and any Named Executive Officer, nor any compensatory plan, contract or arrangement where a Named Executive Officer is entitled to receive payments from the Corporation in the event of a resignation, retirement or any other termination of the Named Executive Officer's employment with the Corporation, a change of control of the Corporation or a change in the Named Executive Officer's responsibilities following a change of control, other than as set forth below. The material terms and conditions of the employment agreements with each of the Named Executive Officers are described below.

Quarterly maximum bonus of $3,000 for meeting revenue target. Quarterly maximum bonus of $3,000 for meeting EBITDA budget.

Quarterly maximum bonus of $3,000 for improving working capital position greater than 5%. Quarterly maximum board discretionary bonus of $3,000 for achieving other milestones.

1% to 5% tiered bonus on exceeding EBITDA budget by 10% to 50%. 2% bonus on incremental gross profit over the previous quarter. 0.5% bonus on the successful completion of an accretive acquisition. 0.5% bonus on the successful completion of a debt financing.

1% bonus on the successful completion of an equity financing.

The following table sets forth the estimated incremental payments which would be owing to each of Mr. McKenzie, Mr. Deslippe, Mr. Abuleil and Mr. Sheik and pursuant to the above noted employment agreements in the event that the employment of such executive officers had been terminated effective December 31, 2014, in each of the circumstances set forth below.

Name	Termination Event	Estimated Incremental Payment			
		Severance	Option-Based Awards(1)(2)	Other	Total
Keith McKenzie(3)	By Corporation for just cause	Nil	Nil	Nil	Nil
	By Corporation without just cause	695,004	Nil	Nil	695,004
	By Mr. McKenzie	Nil	Nil	Nil	Nil
	By Corporation following change of control	577,206	Nil	Nil	577,206
Ryan Deslippe(4)	By Corporation for just cause	Nil	Nil	Nil	Nil
	By Corporation without just cause	677,655	Nil	Nil	677,655
	By Mr. Deslippe	Nil	Nil	Nil	Nil
	By Corporation following change of control	562,798	Nil	Nil	562,798

Mohammad Abuleil	By Corporation for just cause	Nil	Nil	Nil	Nil
	By Corporation without just cause	700,435	Nil	Nil	700,435
	By Mr. Abuleil	Nil	Nil	Nil	Nil
	By Corporation following change of control	581,717	Nil	Nil	581,717
Fareed Sheik	By Corporation for just cause	Nil	Nil	Nil	Nil
	By Corporation without just cause	Nil	Nil	Nil	Nil
	By Mr. Sheik	Nil	Nil	Nil	Nil
	By Corporation following change of control	Nil	Nil	Nil	Nil

Notes:

1. Based on the closing price of the Common Shares on the TSX Venture Exchange on December 31, 2014, the last trading day of fiscal 2014, being $0.10 per share, and the option exercise price of the stock options.
2. Calculated for all outstanding options that would vest as a result of termination, assuming such options were exercised and the underlying securities sold on December 31, 2014.
3. Mr. McKenzie resigned on amicable terms from the Corporation on March 16, 2015. Mr. McKenzie and the Corporation reached a written resolution with respect to termination payment at that time.
4. Mr. Deslippe resigned on amicable terms on September 18, 2014, and from that point acted as a consultant to the Corporation until his consultancy agreement was terminated on February 20, 2015. Mr. Deslippe and the Corporation reached a written resolution with respect to termination payment at that time.

Securities Authorized for Issuance Under Equity Compensation Plans

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	Nil	Nil	Nil
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	Nil	Nil	Nil

<u>Compensation of Directors</u>

The following table sets forth the details regarding compensation paid to the Corporation's non-management directors during the financial year ended December 31, 2014.

Name[1]	Fees Earned ($)	Share based awards ($)	Option based awards ($)	Non-equity incentive plan compensation ($)	Pension Value ($)	All other compensation ($)	Total ($)
Martin Bernholtz	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Rohrer	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:
1. Keith McKenzie is a NEO and as such, compensation as a director of the Corporation for him is included in the column entitled "Total Compensation" under the heading "Summary Compensation Table".
2. Independent directors have been entitled to a monthly payment $2,500 each. The Corporation has not made these monthly payments due to its financial position and will deal with these at a later stage.

Incentive Plan Awards – Directors

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the details regarding the option-based incentive plan awards for each non-management director of the Corporation outstanding as of December 31, 2014. No share-based incentive plans are outstanding as of December 31, 2014.

		Option Based Awards		
Name	Number of Securities Underlying Unexercised Options (#)	Option exercise Price ($)	Option expiration date	Value of unexercised in-the-money options (1) ($)
Martin Bernholtz	Nil	Nil	Nil	N/A
Michael Rohrer	Nil	Nil	Nil	N/A

Note:

1. Based on the closing price of the Common Shares on the TSX Venture Exchange on December 31, 2014, the last trading day of fiscal 2014, being $0.10 per share, and the option exercise price of the stock options.

Value Vested or Earned During the Financial Year Ended December 31, 2014

The following table sets forth the details regarding the value vested or earned of incentive plan awards for each non-management director of the Corporation for the financial year ended December 31, 2014.

Name	Option-Based awards – Value vested during the year($)(1)	Non-equity incentive plan compensation – Value earned during the year($)
Martin Bernholtz	Nil	Nil
Michael Rohrer	Nil	Nil

Note:

1. Based on the closing price of the Common Shares on the TSX Venture Exchange on December 31, 2014, the last trading day of fiscal 2014, being $0.10 per share, and the option exercise price of the stock options.

AUDIT COMMITTEE INFORMATION

National Instrument 52-110 *Audit Committees* (“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 (the “Audit Committee”) and its relationship with its independent auditor, as set forth below.

Audit Committee Charter

As a “venture issuer” within the meaning of NI 52-110, the Corporation is required to have an Audit Committee for the purpose of monitoring and enhancing the quality of the financial information disclosed by the Corporation. The Audit Committee’s Charter is reproduced as Schedule “A” attached hereto.

Composition of Audit Committee

The Audit Committee is comprised of two (2) directors, namely, Michael Rohrer and Martin Bernholtz. Michael Rohrer and Martin Bernholtz are "independent" within the meaning of NI 52-110. All members of the Audit Committee are "financially literate" within the meaning of NI 52-110. In addition to each member's general business experience, further information regarding the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member can be found under the heading "*Particulars of Matters to be Acted Upon – Election of Directors*" in this Management Information Circular.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the re-appointment and/or compensation of the Corporation's external auditors not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on exemptions in relation to "*De Minimus Non-Audit Services*" or any exemption provided by Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Except as set out in the Audit Committee Charter, the Corporation has not adopted any specific policies in relation to the engagement of non-audit services.

External Auditor Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Corporation's external auditor for services provided in auditing the Corporation's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Corporation to its auditors in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2014	$45,200	Nil	Nil	Nil
December 31, 2013	$55,000	Nil	Nil	Nil

STATEMENT OF CORPORATE GOVERNANCE

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Corporation's required annual disclosure of its corporate governance practices.

1. Board of Directors - The Board considers that Messieurs Michael Rohrer and Martin Bernholtz are independent according to the definition of "independence" set out in NI 52-110 as it applies to the Board. The Board facilitates its exercise of independent supervision over management primarily by having a majority of the Board members consist of individuals who are independent of the Corporation. Following the Meeting and assuming the election as directors of the nominees set out in this Management Information Circular, the newly constituted Board will review the independence of its members.

2. Directorships – Mr. Bernholtz is a director of Continental Precious Minerals Inc. (TSX), Covalon Technologies Limited (TSX-V), Lingo Media (TSX-V), Musgrove Minerals Ltd. (TSX-V), Titan Medical Devices Inc. (TSX-V).

3. Orientation and Continuing Education – While the Corporate Governance Committee assists in organizing an orientation and education program for new directors, the Board has not adopted a formal policy on the orientation and continuing education of new and current directors. When a new director is appointed, the Board delegates individual directors the responsibility for providing an orientation and education program for any new director. This may be delivered through informal meetings between the new directors and the Board and senior management, complemented by presentations on the main areas of the Corporation's business. When required the Board may arrange for topical seminars to be provided to members of the Board or committees of the Board. Such seminars may be provided by one or more members of the Board and management or by external professionals.

4. Ethical Business Conduct - The directors are required to abide by all relevant regulatory rules and regulations. The Board monitors compliance by requiring directors and officers to declare any conflicts of interest or any other situation that could represent a potential violation of any applicable rules and regulations. When applicable, the Board will receive reports from management regarding any allegations of unethical conduct.

5. Nomination of Directors - The Board has not adopted any formal policy for the nomination of new directors. The Board relies on each director to identify new candidates for Board nomination based on the needs of the Board.

6. Compensation - The Board has a Compensation Committee that is responsible for ensuring that the Corporation has high caliber executive management in place and a total compensation plan that is competitive, motivating and rewarding for participants. It is also responsible for overseeing employee compensation and benefits plans and director compensation. The role of the Compensation Committee is discussed in further detail under the heading "*Executive Compensation – Compensation Discussion and Analysis*" in this Management Information Circular.

7. Other Board Committees – There are three standing committees of the Board, being the Audit Committee, the Compensation Committee and the Corporate Governance Committee. The Board does not have any other committees. Given the size of the Corporation and the nature of its activities, the Board does not see fit at this time to create any other committees.

Audit Committee

The Audit Committee is responsible for the integrity of the Corporation's internal accounting and control systems. The Committee receives and reviews the financial statements of the Corporation and makes recommendations thereon to the Board prior to their approval by the full Board. The Audit Committee communicates directly with the Corporation's external auditors in order to discuss audit and related matters whenever appropriate.

Compensation Committee

The Compensation Committee makes recommendations to the Board regarding the compensation policies and practices of the Corporation that apply to senior management and the Board. The role of the Compensation Committee is discussed in further detail under the heading "*Executive Compensation – Compensation Discussion and Analysis*" in this Management Information Circular.

Corporate Governance Committee

The Corporate Governance Committee is charged with reviewing, overseeing and evaluating the governance and policies of the Corporation. In addition, the Corporate Governance Committee is responsible for: (i) assessing the effectiveness of the Board, each of its committees and individual directors; (ii) organizing an orientation and education program for new directors; and (iii) considering and approving proposals by the directors to engage outside advisers on behalf of the directors as a whole or on behalf of the independent directors.

8. **Assessments -** The Board does not have any formal policies to evaluate the effectiveness of the Board, its standing committees and the individual directors. The Board may appoint a special committee of directors to evaluate the Board and its committees and assess the contribution of its individual directors and to recommend any modifications to the functioning and governance of the Board and its committees. To date, the Board has not appointed any such special committee of directors to perform such analysis.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management knows of no other matters to come before the Meeting other than those as set forth in this Management Information Circular. **HOWEVER, IF ANY SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS, WHICH ARE NOT NOW KNOWN TO MANAGEMENT, SHOULD PROPERLY COME BEFORE THE MEETING, THE COMMON SHARES REPRESENTED BY THE PROXIES IN FAVOUR OF THE MANAGEMENT NOMINEES WILL BE VOTED IN ACCORDANCE WITH THE BEST JUDGMENT OF THE MANAGEMENT NOMINEES.**

AVAILABILITY OF CERTAIN DOCUMENTS

A person or company who wishes to receive interim financial statements from the Corporation must deliver a written request for such material to the Corporation, together with a signed statement that the person or company is the owner of securities (other than debt instruments) of the Corporation. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed return card, together with the completed form of proxy, in the addressed envelope provided to the Corporation’s transfer agent, TMX Equity Transfer Services, 200 University Ave, Suite 300, Toronto Ontario M5H 4H1. The Corporation will maintain a supplemental mailing list of persons and companies wishing to receive interim financial statements.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available under the Corporation’s profile on the SEDAR website at www.sedar.com. Copies of the Corporation’s 2014 audited comparative financial statements (together with the auditors’ report thereon) and accompanying management’s discussion and analysis for the fiscal year ended December 31, 2014 are available on SEDAR or shareholders may contact the Corporation to request copies of the financial statements and MD&A by: (i) mail to 14 William Street North, Chatham, Ontario, N7M 4L1 or (ii) fax to 1-866-682-5348.

APPROVAL

The undersigned hereby certifies that the directors of the Corporation have approved the contents and the sending of this Management Information Circular.

DATED this September 27th, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

Mohammad Abuleil
President

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Corporation is to provide an open avenue of communication between management, the Corporation's independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Corporation's financial reporting and disclosure practices;
- the Corporation's compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Corporation's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Corporation's articles and governing laws as the Committee or Board deems necessary or appropriate.

Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Corporation or of an affiliate of the Corporation. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Corporation or of an affiliate of the Corporation. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Corporation's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("GAAP"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Corporation's financial statements and to provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material aspects, the financial position, results of operations and cash flows of the Corporation in accordance with GAAP.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Corporation's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of an oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

Authority and Responsibility

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Corporation’s Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the independent auditor the adequacy and effectiveness of the Corporation’s accounting and financial controls and the adequacy and timeliness of its financial reporting processes.

4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.

5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.

6. Review the Corporation’s financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.

7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Corporation, including consideration of the independent auditor’s judgment about the quality and appropriateness of the Corporation’s accounting policies. This review may include discussions with the independent auditor without the presence of management.

8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.

9. Pre-approve all non-audit services to be provided to the Corporation by the independent auditor.

10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Corporation and all non-audit work performed for the Corporation by the independent auditor.

11. Establish and review the Corporation’s procedures for the:

    - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and

    - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.

12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities.

    The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors as the expense of the Corporation.

13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (Ontario) and the articles of the Corporation.