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INFORMATION CIRCULAR

as at February 21, 2020 *except as otherwise indicated*

This Information Circular is furnished in connection with the solicitation of proxies by the management of Solution Financial Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on March 27, 2020 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to the “Company”, “we” and “our” refer to **Solution Financial Inc.** “**Common Shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so using one of the following methods:

- (a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (c) via Computershare's internet website www.investorvote.com. Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In each of the above cases Registered Shareholders must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or the adjournment thereof.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing process and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners ("**OBOs**") object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners ("**NOBOs**") who do not object to the issuers of the securities they own knowing who they are.

Pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") the Company distributes copies of the Notice of Meeting, this Information Circular and the form of Proxy (collectively, the "**Meeting materials**") to the Depository and Intermediaries for onward distribution to Beneficial Shareholders. The Company does not send Meeting materials directly to Beneficial Shareholders. Intermediaries are required to forward the Meeting materials

to all Beneficial Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

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

If you are a Beneficial Shareholder:

If you are a Beneficial Shareholder you should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge mails a Voting Instruction Form (“**VIF**”) in lieu of the proxy provided by the Company. The VIF will name the same persons as are named on the Company’s form of Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge’s instructions. Broadridge will then tabulate the results of all instructions received and provide appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting to vote your Common Shares.**

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder’s Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Notice to Shareholders resident in the United States

The solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Circular has been prepared in accordance with applicable

Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Company's shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

If financial statements are included or incorporated by reference herein, they have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada. Such consequences for the Company Shareholders who are resident in, or citizens of, the United States may not be described fully in this Circular.

The enforcement by the Company Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that the major assets of the Company are located outside the United States.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Company has fixed February 21, 2020 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of common shares (the "**Common Shares**") and an unlimited number of non-voting preferred shares (the "**Preferred Shares**"). The Common Shares are listed for trading on the TSX Venture Exchange (the "**Exchange**"). As of February 21, 2020 there were 79,228,631 Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

In accordance with the Company's Filing Statement with respect to a Qualifying Transaction dated June 15, 2018, certain Common Shares are held in escrow under Escrow Agreement dated June 22, 2018. At Record Date, there were a total of 38,077,428 Common Shares held in escrow.

Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Company, no persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common of the Company as at the date hereof, other than as set forth below:

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
Bryan Pang	52,008,500	65.64%

Note:

(1) The above information has been furnished by the Company and from the insider reports available at www.sedi.ca

Documents Incorporated by Reference

The following documents filed with the securities commissions or similar regulatory authority in each of the Provinces of Alberta, British Columbia, Ontario and Nova Scotia at www.sedar.com are specifically incorporated by reference into, and form an integral part of, this Information Circular:

- The audited financial statements of the Company for the financial year ended October 31, 2019 and the related management's discussion and analysis.

Copies of documents incorporated herein by reference may also be obtained by a Shareholder upon request without charge from the Company's Chief Financial Officer, Unit 137 – 8680 Cambie Road, Richmond, BC V6X 4K1.

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 or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The size of the Company's Board is currently set at six. The Board proposes that the number of directors remain at six. At the Meeting shareholders will be asked to approve an ordinary resolution to set the number of directors to be elected to the Board at six.

At the Meeting shareholders will be asked to vote on the following ordinary resolution:

“BE IT RESOLVED that the number of directors for election at this Meeting be set at six.”

The Board recommends that shareholders vote in favour of the above ordinary resolution fixing the number of directors for election at this Meeting.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is vacated earlier in accordance with the provisions of the British Columbia *Business Corporations Act*, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's six nominees for election as director, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the last five years for each director nominee), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, at February 21, 2020.

Name of Nominee; Current Position with the Company and Province and Country of Residence	Period as a Director of the Company	Present Principal Occupation	Common Shares Beneficially Owned or Controlled⁽¹⁾
Sean Hodgins ⁽²⁾ <i>CFO, Corporate Secretary, Director</i> BC, Canada	Since June 22, 2018	President of Tandem Accounting Group Ltd.	235,000 ⁽³⁾
Desmond Balakrishnan ⁽²⁾ <i>Director</i> BC, Canada	Since December 30, 2010	Partner, McMillan LLP	281,599 ⁽⁴⁾
Bryan Pang <i>Chief Executive Officer and President, Director</i> BC, Canada	Since June 22, 2018	President of Solution	52,008,500
Kerry Meier ⁽²⁾ <i>Director</i> BC, Canada	Since June 22, 2018	Business Development Manager with Westland Insurance since December 2016; owner of Meier Insurance from 1999 to December 201	400,000 ⁽⁵⁾
Vincent Lau <i>Vice-President of Operations, Director</i> BC, Canada	Since June 22, 2018	Vice President of Operations for Solution	1,225,000 ⁽⁶⁾
John Gowans <i>Director</i> B.C. Canada	Since November 6, 2019	President of Pura Vida Consulting Ltd.	Nil ⁽⁷⁾

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) Member of Audit Committee.
- (3) Mr. Hodgins directly holds convertible debentures in the principal amount of \$25,000, options to purchase 500,000 common shares at \$0.25 per share until June 25, 2021. Mr. Hodgins also indirectly holds convertible debentures in the principal amount of \$25,000.
- (4) Mr. Balakrishnan directly holds options to purchase 250,000 common shares at \$0.25 per share until June 25, 2021.
- (5) Mr. Meier directly holds convertible debentures in the principal amount of \$100,000, and options to purchase 250,000 common shares at \$0.25 per share until June 25, 2021.
- (6) Mr. Lau directly holds options to purchase 1,400,000 common shares at \$0.25 per share until June 25, 2021.
- (7) Mr. Gowans directly holds options to purchase 250,000 common shares at \$0.37 per share until November 6, 2022.

None of the nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

Penalties, Sanctions and Cease Trade Orders

Except as set out below, no proposed director is, as at the date of this information circular, or has been, within ten (10) years before the date of this information circular, a director, chief executive officer or chief financial officer of any company (including the Company, in respect of which the information circular is being prepared) that:

- a. was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- b. was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- c. while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- d. has, within the ten (10) years before the date of this information circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Desmond Balakrishnan, a director of the Corporation, was a director of Probe Resources Ltd. (“**Probe**”) (now known as Rooster Energy Ltd.), a TSX Venture Exchange listed company, at the time Probe was issued a cease trade order on January 7, 2011, for failure to file its annual financial statements and management’s discussion and analysis for its financial year ended August 31, 2010 in the required time. Probe announced by press release dated November 16, 2010 that the company’s U.S. subsidiaries filed voluntary Chapter 11 petitions in U.S. Bankruptcy Court for the Southern District of Texas in Houston, Texas. Mr. Balakrishnan resigned upon the filing of the Chapter 11 proceeding in November 2012. Probe emerged from its Chapter 11 bankruptcy filing on April 15, 2011 and then brought its filings up to date. On February 6, 2012, the cease trade order was lifted.

Desmond Balakrishnan, a director of the Company, was a director of Aroway Energy Inc. (“**Aroway**”), a TSX Venture Exchange listed company at the time a Cease Trade Order was issued by the British Columbia Securities Commission on January 4, 2016 for not having filed its annual financial statements for the year ended June 30, 2015 and its interim financial report for the financial period ended September 30, 2015 and its management’s discussion and analysis for the periods ended June 30, 2015 and September 30, 2015. The Cease Trade Order remains in effect.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the nominees named herein as directors of the Company until the close of the next annual general meeting.

Advance Notice Provision

The Company’s Articles include an advance notice provision (the “Advance Notice Provision”). The Advance Notice Provision provides for advance notice to the Company in circumstances where nominations

of persons for election to the Board of directors of the Company are made by shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the *Business Corporations Act* (British Columbia) (“BCA”) or (ii) a shareholder proposal made pursuant to the provisions of the BCA.

The purpose of the Advance Notice Provision is to foster a variety of interests of the shareholders and the Company by ensuring that all shareholders - including those participating in a meeting by proxy rather than in person - receive adequate notice of the nominations to be considered at a meeting and can thereby exercise their voting rights in an informed manner. Among other things, the Advance Notice Provision fixes a deadline by which holders of Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the minimum information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The Advance Notice Provision also requires all proposed director nominees to deliver a written representation and agreement that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person’s term in office as a director.

The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision attached as Schedule “C” to the Company’s Information Circular dated February 8, 2019 which was filed on SEDAR on February 13, 2019.

APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Professional Accountants, of 1200 – 609 Granville Street, Pacific Centre, Vancouver, BC V7Y 1G6 will be nominated at the Meeting for appointment as auditor for the ensuing year. Davidson & Company LLP, Chartered Professional Accountants, were first appointed as the Company’s auditor on October 15, 2018.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company until the close of the next annual general meeting.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“NI 52-110”) requires the Company, 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.

The Audit Committee’s Charter

The Audit Committee has a charter. A copy of the audit committee charter is attached as Schedule “B” to the Company’s Information Circular dated February 8, 2019 which was filed on www.Sedar.com on February 13, 2019.

Composition of the Audit Committee

Members of the audit committee are Sean Hodgins, Kerry Meier and Desmond Balakrishnan. Kerry Meier and Desmond Balakrishnan are the independent members of the audit committee. Sean Hodgins is not independent as he is the CFO of the Company. All audit committee members are considered to be financially literate.

An audit committee member is independent if the member has no direct or indirect material relationship with the Corporation that could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

An audit committee member is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

Each member of the Company's audit committee has adequate education and experience relevant to their performance as an audit committee member and, in particular, the requisite education and experience that provides the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

See further information for each audit committee member below.

Sean Hodgins – CFO – Non-Independent Director

Mr. Hodgins has over 25 years of senior level management experience. As a contract CFO working with high-growth businesses, he has helped raise private, venture and public financing for a vast array of different businesses. Mr. Hodgins is the President of Tandem Accounting Group Ltd., which provides contract CFO and controllership services to a variety of private and public companies. Mr. Hodgins is a CPA, CA, CPA (Illinois) and holds a Bachelor of Commerce Degree in Economics from the University of British Columbia.

Kerry Meier – Independent Director

Mr. Meier has been the business development manager with Westland Insurance since December 2016. Prior to that, he was the owner of Meier Insurance from 1999 to December 2016.

Desmond Balakrishnan – Independent Director

Mr. Balakrishnan is a Vancouver lawyer and has practiced law as a partner at McMillan LLP since February 2002. His areas of practice focus on mergers, acquisitions, listed company maintenance, international public listings, gaming and entertainment law. He graduated from the University of Alberta in 1997 with an LL.B (with distinction) and was called to the Bar in British Columbia in 1998. Mr. Balakrishnan is now, or has been in the last five years, a director or officer of 13 public companies or reporting issuers.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any auditor other than Davidson and Company, LLP.

Reliance on Certain Exemptions

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

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemptions in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

Pre-Approval Policies and Procedures

See the Audit Committee Charter for specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by Davidson and Company, LLP to the Company to ensure auditor independence. Fees incurred with Davidson & Company, LLP for audit and non-audit services in the two most recent fiscal years, are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended October 31, 2019	Fees Paid to Auditor in Year Ended October 31, 2018
Audit Fees ⁽¹⁾	\$40,488	\$35,600
Audit-Related Fees ⁽²⁾	Nil	\$20,400
Tax Fees ⁽³⁾	\$8,418	Nil
All Other Fees ⁽⁴⁾	\$5,000	Nil
Total	\$53,906	\$56,000

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the consolidated financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the “CSA”) have adopted National Policy 58-201 Corporate Governance Guidelines, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 Disclosure of Corporate Governance Practices (“NI 58-101”), which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Board of Directors

The Board is currently composed of six directors. All of the proposed nominees for election as directors at the Meeting are currently directors of the Company. NP 58-201 suggests that the board of directors of every

listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the Company’s Board be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its independent supervision over management by conducting quarterly reviews of the Company’s consolidated financial statements and management discussion and analysis as well as requiring material transactions to be approved by the Board prior to the transaction taking place.

The independent Board members are John Gowans, Desmond Balakrishnan, and Kerry Meier.

Directorships

The current directors are board members of other reporting issuers as follows:

Name of Director	Name of Reporting Issuer	Exchange
Sean Hodgins	Backstageplay Inc. (formerly Oramerica Corp.)	TSX-V
Desmond Balakrishnan	Big Sky Petroleum Corporation	NEX
	Planet Ventures Inc.	TSX-V
	Contagious Gaming Inc.	TSX-V
	Isracann Biosciences Inc.	CSE
	Karam Minerals Inc.	CSE
	Netcoins Holdings Inc.	CSE
	Northern Dynasty Minerals Ltd.	TSX/NYSE

Orientation and Continuing Education

The Company does not provide formal continuing education to its Board members, but encourages them to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management’s assistance; and to attend related industry seminars. Board members have full access to the Company’s records.

Ethical Business Conduct

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

Nomination of Directors

The Company does not have a stand-alone nomination committee. The Board is responsible, among other things, for recommending candidates for nomination, appointment, election and re-election to the Board and its committees, and for annually assessing Board performance. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors.

Compensation

The Board of Directors is responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company and the other officers, directors and/or employees of the Company (see “*Executive Compensation – Termination of Employment, Change in Responsibilities and Employment Contracts*”).

Other Board Committees

The Board has no committees other than the audit committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and its audit committee.

STATEMENT OF EXECUTIVE COMPENSATION

The following information is provided as required under *Statement of Executive Compensation – Venture Issuer*, Form 51-102F6V (the “**F6V**”), as such form is defined in National Instrument 51-102 (“**NI 51-102**”) and relates to the Company’s years ended October 31, 2019 and October 31, 2018.

References in the F6V to “**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, all share compensation units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

All currency references in this section are expressed in Canadian dollars unless otherwise specified.

Named Executive Officer

In this section “Named Executive Officer” (“**NEO**”) means any individual who, during the Company’s most recently completed financial years ended October 31, 2019 and October 31, 2018 was:

- (a) the chief executive officer (“**CEO**”) (or an individual who acted in a similar capacity) of the Company;
- (b) the chief financial officer (“**CFO**”) (or an individual who acted in a similar capacity) of the Company;
- (c) each of the three other most highly compensated executive officers of the Company or any of its subsidiaries or the three most highly compensated individuals acting in a similar capacity (except those whose total salary and bonus does not exceed C\$150,000); and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer nor a director of the Company or any of its subsidiaries, nor acting in a similar capacity, at the end of the Company’s fiscal years ended October 31, 2019 and October 31, 2018.

The Company’s current NEOs are Bryan Pang, CEO, Sean Hodgins, CFO, and Vincent Lau VP of Operations.

Director and NEO compensation, excluding compensation securities

The following table sets forth all annual and long term compensation for services paid to or earned by each of the NEOs and directors during the Company’s years ended October 31, 2019 and October 31, 2018.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Bryan Pang <i>CEO</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	\$253,667	Nil	Nil	Nil	\$130,000	\$253,667
Sean Hodgins <i>CFO</i>	2019	\$96,000	Nil	Nil	Nil	Nil	\$96,000
	2018	\$120,000	Nil	Nil	Nil	Nil	\$120,000
Desmond Balakrishnan <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Kerry Meier <i>Director</i>	2019	\$10,000	Nil	Nil	Nil	Nil	\$10,000
	2018	\$2,500	Nil	Nil	Nil	Nil	\$2,500
John Gowans <i>Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Vincent Lau <i>Vice-President of Operations, Director</i>	2019	\$212,376	Nil	Nil	Nil	Nil	\$212,376
	2018	\$335,623	Nil	Nil	Nil	Nil	\$335,623
Antonio (Tony) M. Ricci ⁽¹⁾ <i>Former CEO and Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Zula Kropivnitski ⁽¹⁾ <i>Former CFO</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Joel Dumaresq ⁽¹⁾ <i>Former Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Nitin Kaushal ⁽¹⁾ <i>Former Director</i>	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Antonio (Tony) M. Ricci, Zula Kropivnitski, Joel Dumaresq and Nitin Kaushal resigned from their respective director and officer positions on June 22, 2018.

Stock Options and Other Incentive Plans

The authorized share capital of the Company consist of an unlimited number of common shares and an unlimited number of Preferred Shares. As at February 21, 2020 there were 79,228,631 Common Shares of the Company issued and outstanding and nil Preferred Shares issued and outstanding. The Company has a 10% rolling stock option plan (the “**Plan**”) allowing it to grant options to a maximum of 10% of the issued and outstanding shares of the Company, from time to time. During the financial year ended October 31, 2019 no options were granted to officers and directors of the Company. Subsequent to year end, 250,000 options were granted to officers and directors of the Company.

Summary of Stock Option Plan

Pursuant to the Plan, the aggregate number of common shares reserved for issuance under the Plan and common shares reserved for issuance under any other share compensation arrangement granted or made available by the Company from time to time may not exceed in aggregate 10% of its common shares issued and outstanding at the time of grant. TSXV policy requires that rolling stock option plans that set the number of shares issuable under the plan at a maximum of 10% of the issued and outstanding shares from time to time must be approved and ratified by shareholders and submitted to the Exchange for approval on an annual basis.

A summary of the material aspects of the Plan is as follows:

1. the Plan is administered by the Company's Board of Directors of the Company or, if appointed, by a Committee appointed from time to time by the Board of Directors of the Company;
2. the term of any options granted under the Plan will be fixed by the Board of Directors and may not exceed five years from the date the Option is granted;
3. the maximum number of shares in respect of which options may be outstanding under the Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company at that time, less the number of shares, if any, subject to prior options;
4. following termination of an optionee's employment, directorship, consulting agreement or other qualified position, the optionee's option shall terminate upon the expiry of such period of time following termination, not to exceed 90 days (30 days if the optionee is engaged in providing investor relations services), as has been determined by the directors;
5. an option granted under the Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;
6. as long as required by Exchange policy, no one individual may receive options on more than 5% of the issued and outstanding shares of the Company (the "Outstanding Shares") in any 12 month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12 month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12 month period;
7. options may not be granted at prices that are less than the Discounted Market Price as defined in Exchange policy which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the Exchange, less a discount of from 15% to 25%, depending on the trading value of the Company's shares;
8. any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals;
9. so long as the Company remains a policy of the Exchange, the Company will obtain disinterested shareholder approval for:
 - (a) any reduction in the exercise price of the option if the optionee is an insider of the Company at the time of the proposed amendment;

(b) the grant to any optionee, if the optionee is an insider of the Company at the time of the grant, within a 12 month period, of a number of options exceeding 10% of the issued shares; and

(c) the issuance to any one optionee, if the optionee is an insider of the Company at the time of grant, of a number of shares exceeding 10% of the issued shares.

Stock Option Grants

During the Company's year ended October 31, 2019, the following options were granted to the NEOs and Directors:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Sean Hodgins <i>CFO</i>	Options	500,000	June 25, 2018	\$0.25	N/A	\$0.37	June 25, 2021
Desmond Balakrishnan <i>Director</i>	Options	250,000	June 25, 2018	\$0.25	N/A	\$0.37	June 25, 2021
Kerry Meier <i>Director</i>	Options	250,000	June 25, 2018	\$0.25	N/A	\$0.37	June 25, 2021
Steve Saville <i>Former Director</i>	Options	250,000	June 25, 2018	\$0.25	N/A	\$0.37	June 25, 2021
Vincent Lau <i>Vice-President of Operations, Director</i>	Options	1,400,000	June 25, 2018	\$0.25	N/A	\$0.37	June 25, 2021
John Gowans <i>Director</i>	Options	250,000	November 6, 2019	\$0.37	N/A	\$0.37	November 6, 2022
Total:		2,900,000					

Exercise of Compensation Securities by NEOs and Directors

There were no compensation securities exercised by any of the NEOs or directors of the Company during the financial year ended October 31, 2019.

Employment, consulting and management agreements

Except as disclosed in this Information Circular, the Company does not have any employment, consulting or management agreements or arrangements with any of the Company's current directors or NEOs.

Oversight and description of director and NEO compensation

Elements of Executive Compensation Program

The Board has not appointed a compensation committee so the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation programs, recommending

compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, is performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Board receives independent competitive market information on compensation levels for executives.

Philosophy and Objectives

The compensation program for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

The Company relies solely on the discussions of the Board, without any formal objectives, criteria and analysis, for determining executive compensation.

Base Salary or Consulting Fees

In the Board's view, paying base salaries or fees competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies within the industry is compiled from a variety of sources, including surveys conducted by independent consultants and national and international publications.

Equity Participation

The Company currently offers equity participation in the Company through the Stock Option Plan.

Compensation Review Process

Risks Associated with the Company's Compensation Program

Due to the small size of the Company and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation policies and practices. Risks, if any, may be identified and mitigated through regular meetings of the Board during which financial and other information of the Company are reviewed. No risks have been identified arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company.

Benefits and Perquisites

The Company does not offer any benefits or perquisites to its directors or NEOs other than potential grants of incentive stock options as otherwise disclosed and discussed herein.

Hedging by Directors or NEOs

At this time NEOs and directors are not allowed to hedge risk of their Company's securities. The Board has not proceeded to a formal evaluation of the implications of risks associated with the Company's

compensation policies and practices. The Board reviews the risks at least once annually, if any, associated with the Company's compensation policies and practices at such time.

Option-Based Awards

The Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes stock option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require approval of the Board. Pension disclosure The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

Pension disclosure

The Company does not have any deferred compensation plan or pension plan in place that provides for payments or benefits at, following or in connection with retirement.

Actions, Decisions, Policies made after the Company's October 31, 2019 Financial Year End

John Gowans was appointed to the board of directors of the Company effective November 6, 2019.

Steve Saville resigned from the board of directors of the Company effective November 6, 2019.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

See disclosure under "*Stock Options and Other Compensation Securities*" under "*Statement of Executive Compensation*" above for disclosure on the Company's equity compensation regime.

The following table sets out equity compensation plan information as at the end of the financial year ended October 31, 2019, when there was 79,228,631 Common Shares outstanding. Accordingly, there was an aggregate maximum of 7,922,863 Common Shares available for exercise of Options pursuant to the Stock Option Plan.

Equity Compensation Plan Information - 2019

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans to be approved by securityholders - (the Plan)	4,653,600	N/A	3,269,263
Equity compensation plans not approved by securityholders	N/A	N/A	Nil
Total	4,653,600	N/A	3,269,263

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company or have any indebtedness that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, 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 Company 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 Company or any of its subsidiaries during the year ended October 31, 2019 or has any interest in any material transaction in the current year or as of the date hereof other than as set out herein.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Items of Business

1. Presentation of Financial Statements.
2. Election of Directors.
3. Appointment of Auditor.
4. Continuation of Stock Option Plan.

The Company adopted a rolling incentive stock option plan on November 27, 2007. Under the Plan, options totalling a maximum of 10% of the Common Shares outstanding from time to time are available for grant.

To comply with the policies of the Exchange covering “rolling” option plans, continued grants under the Plan must be approved annually by the shareholders of the Company. At the Meeting, shareholders will be asked to ratify and approve the Plan for continuation until the next annual general meeting of the Company. As at February 21, 2020, there were 79,228,631 Common Shares issued and outstanding. Accordingly, under the Plan the Company has the authority to grant options to purchase up to a total of 7,922,863 Common Shares. As of the date of this Information Circular, there are 4,653,600 options to purchase Common Shares outstanding under the Plan.

The Plan is administered by the Board and the term of any options granted under the Plan will be fixed by the Board; but may not exceed ten years. The exercise price of options granted under the Plan will be determined by the Board at the time of grant, provided that it is not less than the lowest price permitted by the Exchange. See *Summary of Stock Option Plan*.

Shareholder Approval

At the Meeting, shareholders will be asked to vote on the following ordinary resolution, with or without variation:

“BE IT RESOLVED that the Company’s 10% rolling Incentive Stock Option Plan, be and is hereby ratified and approved until the next annual general meeting of the Company.”

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

We recommend that shareholders vote in favour of the resolution to ratify and approve the Plan for continuation. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR approval of continuation of the Plan.

ADDITIONAL INFORMATION

Financial information is provided in the audited consolidated financial statements of the Company for the years ended October 31, 2019 and 2018, the reports of the auditor and in the related management discussion and analyses (together, the “**Financial Statements**”). Copies of the Financial Statements are available on www.sedar.com and will be available at the Meeting.

Additional information relating to the Company is available as filed on www.sedar.com and upon request from the Company’s Chief Financial Officer at Unit 137 – 8680 Cambie Road, Richmond, BC V6X 4K1. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

APPROVED by the Board at Vancouver, British Columbia, this 26th day of February, 2020

BY ORDER OF THE BOARD

“Bryan Pang”

Bryan Pang
Chief Executive Officer