

ENERDYNAMIC HYBRID TECHNOLOGIES CORP.

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held January 19, 2021

NOTICE OF MEETING AND INFORMATION CIRCULAR

This Notice of Meeting and Management Information Circular is furnished in connection with the solicitation by the management of Enerdynamic Hybrid Technologies Corp. of proxies to be voted at the Annual General and Special Meeting of shareholders of Enerdynamic Hybrid Technologies Corp. to be held on Tuesday January 19, 2021.

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ENERDYNAMIC HYBRID TECHNOLOGIES CORP.

President's Message to the Shareholders

December 16, 2020

Dear Shareholders:

We are pleased to announce our Annual General and Special Meeting of Shareholders to be held at 6040 Progress Street, Niagara Falls, Ontario, L2G 0C4 on Tuesday January 19, 2021, at 10:00 a.m. (Eastern Standard Time) (the **"Meeting"**). At the Meeting, we will vote on the proposals set forth in the accompanying Notice of Meeting (the **"Notice"**) and management information circular (the **"Information Circular"**), as well as address any other business matters that may properly come before the Meeting.

Enclosed with this message are the Notice, the Information Circular, and a form of proxy (the **"Form of Proxy"**) (together, the **"Meeting Materials"**) to be used for voting purposes. Your vote at this Meeting is important. Whether or not you plan to attend the Meeting, I hope you will vote as soon as possible. You will find voting instructions in the Information Circular and on the Form of Proxy.

As of the date of the accompanying Notice and Information Circular, it is the intention of the Corporation to hold an in-person Meeting at the location stated above. We are continuously monitoring the development of the current coronavirus outbreak (**"COVID-19"**) and in light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and NOT ATTEND THE MEETING IN PERSON. Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada: (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>). We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of Ontario, including the Ontario Health Services, and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 21 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed Form of Proxy or voting instruction form (**"VIF"**) prior to the Meeting by one of the means described in the accompanying Notice and Information Circular.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 21 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR at www.sedar.com. We strongly recommend you check the Corporation's profile on SEDAR prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended Meeting Materials.

**THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY
AND NOT ATTEND THE MEETING IN PERSON.**

If you have any questions in the interim, please email us at info@ehthybrid.com.

(signed) “John Gamble”

Chief Executive Officer and President,
Enerdynamic Hybrid Technologies Corp.

ENERDYNAMIC HYBRID TECHNOLOGIES CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of Enerdynamic Hybrid Technologies Corp. (the “**Corporation**”) will be held at the Corporation’s Niagara Falls Office, 6040 Progress Street, Niagara Falls, Ontario L2G 0C4 on January 19, 2021 at 10:00 a.m. (Eastern Standard Time) (the “**Meeting Date**”), for the following purposes:

- (a) to consider and, if deemed advisable, pass a special resolution approving an amendment to the Corporation’s articles to consolidate all of the issued and outstanding common shares of the Corporation on the basis of the Consolidation Ratio (as that term is further defined in this Information Circular) with the final ratio to be determined by the Board at any time during the 12 months following the Meeting Date;
- (b) to receive and consider the audited annual consolidated financial statements of the Corporation for the financial years ended November 30, 2018, and November 30, 2019, and the report of the auditors thereon;
- (c) to elect directors of the Corporation for the ensuing year;
- (d) to approve the appointment of HS & Partners LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
- (e) to consider and, if deemed advisable, pass an ordinary resolution ratifying and approving the incentive stock option plan (unchanged) of the Corporation; and
- (f) to transact such other business as may properly come before the Meeting or any adjournment thereof.

Specific details of the matters to be put before the Meeting are set forth in the management information circular accompanying this Notice (the “**Information Circular**”). The record date for determination of Shareholders entitled to receive notice of and to vote at the Meeting is December 14, 2020 (the “**Record Date**”). Only Shareholders whose names have been entered in the register of Common Shares at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. Each of the Common Shares entitled to be voted at the Meeting will entitle the holder to one (1) vote at the Meeting. Shareholders are requested to complete, sign and return the applicable accompanying form of proxy (the “**Form of Proxy**”) for use at the Meeting, whether or not they are able to attend personally, as described in the Information Circular.

You are a registered Shareholder if your Common Shares are held in your name and you have a certificate representing such Common Shares. If you are a registered Shareholder and are unable to attend the Meeting in person, please date, complete and sign the enclosed Form of Proxy and deliver it to the Corporation’s transfer agent, Computershare, in accordance with one of the methods of delivery described on the Form of Proxy, which include by mail to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, or by facsimile to 1-(888)-453-0330. In order to be valid and acted upon at the Meeting or at any adjournment or postponement thereof, proxies must be received by Computershare at the aforesaid address at least forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the time set for the Meeting or any adjournment or postponement thereof. The Corporation may waive the proxy cut-off time without notice in its discretion. Failure to deposit a Form of Proxy in accordance with the foregoing may result in its invalidation.

You are a beneficial Shareholder if your Common Shares are held in the name of an intermediary or a nominee. If you are a beneficial holder of Common Shares, please date, complete, sign and return the voting instruction form (“**VIF**”) provided by your broker or other intermediary in accordance with the instructions provided therein.

At the date of this Notice and the accompanying Information Circular, it is the intention of the Corporation to hold an in-person Meeting at the location stated above in this Notice. We are continuously monitoring the development of the current coronavirus outbreak (“COVID-19”). **In light of the rapidly evolving public health guidelines related to COVID-19, we ask shareholders to consider voting their shares by proxy and NOT ATTEND THE MEETING IN PERSON.** Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada: (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>). We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of Ontario, including the Ontario Health Services, and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 21 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed Form of Proxy or VIF prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Corporation reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 21 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation’s profile on SEDAR at www.sedar.com. We strongly recommend you check the Corporation’s profile on SEDAR prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended Meeting Materials.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.

DATED at Toronto, Ontario this 16th day of December 2020.

**BY ORDER OF THE BOARD OF DIRECTORS
OF ENERDYNAMIC HYBRID TECHNOLOGIES CORP.**

(signed) “John Gamble”

Chief Executive Officer and President

Enerdynamic Hybrid Technologies Corp.

ENERDYNAMIC HYBRID TECHNOLOGIES CORP.
MANAGEMENT INFORMATION CIRCULAR
as at November 30, 2020

In this information circular (the “**Information Circular**”), “**EHT**” or the “**Corporation**” refers to Enerdynamic Hybrid Technologies Corp. (either alone or together with its subsidiaries, as applicable in the context). Unless otherwise stated, the information contained in this Information Circular is as of November 30, 2020.

FORWARD-LOOKING INFORMATION

Certain statements in this Information Circular contain forward-looking information and statements within the meaning of applicable Canadian securities laws (hereinafter referred to as “**forward-looking statements**”) that involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements or industry results to be materially different from any future results, performance or achievements or industry results expressed or implied by such forward-looking statements. All information and statements in this Information Circular which are not statements of historical fact may be forward-looking statements. Such statements and information may be identified by looking for words such as “**may**”, “**believe**”, “**could**”, “**expect**”, “**will**”, “**intend**”, “**should**”, “**plan**”, “**objective**”, “**predict**”, “**potential**”, “**project**”, “**anticipate**”, “**estimate**”, “**continuous**” or similar words or the negative thereof or other comparable terminology, including references to assumptions. Such information may involve, but is not limited to, statements with respect to: (a) the use of proceeds from offerings; (b) capital expenditure programs; (c) information based on forecasts of future operational or financial results; (d) future acquisitions of assets; (e) future or potential product or service offerings; (f) current or future market trends; (g) strategies for growth; (h) projections of market prices and costs; (i) future liquidity and financial capacity; (j) supply and demand for the Corporation’s products and services; and (k) expectations regarding the Corporation’s ability to raise capital.

Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other things contemplated by the forward-looking statements will not occur. Such forward-looking statements or information are based on a number of assumptions which may prove to be incorrect, including those assumptions listed below and those discussed elsewhere in this Information Circular. Some of the assumptions made by the Corporation, upon which such forward-looking statements are based, include: (a) the business operations of the operating businesses of the Corporation continuing on a basis consistent with prior years; (b) the ability of the Corporation and its subsidiaries to access financing from time to time on favourable terms; (c) the ability of the Corporation to realize anticipated benefits of past or future acquisitions; (d) the continuation of executive and operating management or the non-disruptive replacement of them on competitive terms; (e) the ability of the Corporation to maintain reasonably stable operating and general administrative expenses; (f) current economic conditions that may be influenced by international economic developments in the United States, Europe, Asia and elsewhere; (g) currency, exchange and interest rates and commodity prices being reasonably stable at current rates; (h) the impact of increasing competition; and (i) the timely receipt of any required regulatory approvals.

Forward-looking statements reflect current expectations of management regarding future events and operating performance as of the date of this Information Circular. Such information: (a) involves significant risks and uncertainties; (b) should not be read as guarantees of future performance or results; and (c) will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the risks related to: (a) general economic and political conditions; (b) competition for acquisition candidates; (c) the failure to identify, acquire and develop suitable acquisition targets; (d) unknown liabilities within acquired businesses; (e) insufficient cash flows from subsidiaries; (f) the loss of key personnel; (g) lack of diversification; (h) changes in laws or regulations or the interpretation thereof; (i) regulatory risk; (j) the inability to generate sufficient cash flow from operations to meet current and future obligations; (k) the inability to obtain required debt and/or equity capital on acceptable terms or at all; (l) legal proceedings against the Corporation; (m) potential conflicts of interest of directors and officers; (n) changes in tax law or other adverse tax consequences; (o) diversion of management to manage issues in the Corporation's operating subsidiaries; (p) shift of management's focus to integration, administration or unforeseen business or operating issues; (q) declining employee morale and employee retention issues; (r) integration of subsidiary administrative systems; (s) lack of sufficient business and financial controls or other procedures or policies within acquired entities; (t) fluctuations in operating performance and seasonality; (u) fluctuations in commodity prices; (v) illiquidity of investments; (w) adverse weather conditions; (x) uninsured and underinsured losses; (y) competition in industries in which our subsidiaries operate; (z) contractual risks, including indemnity obligations; (aa) failure to retain significant customers; (bb) damage to brand reputation; (cc) failure to attract qualified employees or interruption of the labour supply; (dd) competition for, among other things, capital, equipment, materials and personnel; and (ee) environmental liabilities.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking statements contained in this Information Circular and the documents incorporated herein by reference are expressly qualified by this cautionary statement.

Although the forward-looking statements contained in this Information Circular are based upon what the Corporation's management believes to be reasonable assumptions, the Corporation cannot assure readers that actual results will be consistent with such information. Forward-looking statements reflect management's current beliefs and are based on information currently available to the Corporation. We caution readers of this Information Circular not to place undue reliance on our forward-looking statements because a number of factors, such as those referred to in the paragraph above, could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed in the forward-looking statements contained in this Information Circular. The forward-looking statements are made as of the date of this Information Circular or, in the case of documents incorporated herein by reference, as of the dates of such documents, and the Corporation disclaims any, and assumes no, intent or obligation to update or revise such information to reflect new events or circumstances, except as may be required by applicable Canadian securities laws.

As at the date of this Information Circular, it is the intention of the Corporation to hold an in-person Meeting at the location stated in the Notice. We are continuously monitoring the development of the current coronavirus outbreak (“COVID-19”) and in light of the rapidly evolving public health guidelines related to COVID-19, we ask our shareholders to consider voting their shares by proxy and to NOT ATTEND THE MEETING IN PERSON. Shareholders who do wish to attend the Meeting in person, should carefully consider and follow the instructions of the federal Public Health Agency of Canada: (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>). We ask that shareholders also review and follow the instructions of any regional health authorities of the Province of Ontario, including the Ontario Health Services, and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 21 days immediately prior to the Meeting. All shareholders are strongly encouraged to vote by submitting their completed Form of Proxy (or voting instruction form) prior to the Meeting by one of the means described in this Information Circular and the accompanying Notice.

The Corporation reserves the right to take any additional precautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak, including: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of Canada within the 21 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation’s profile on SEDAR at www.sedar.com. We strongly recommend you check the Corporation’s profile on SEDAR prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended Meeting Materials.

THE BOARD OF DIRECTORS AND MANAGEMENT REQUEST ALL SHAREHOLDERS VOTE BY PROXY AND NOT ATTEND THE MEETING IN PERSON.

CERTAIN REFERENCES AND GLOSSARY

In this Information Circular, all references to “dollars” or “\$” are to Canadian dollars, unless otherwise noted. All capitalized terms used but not defined in this Information Circular shall have the meaning ascribed to such terms in the “*Glossary of Terms*” at Appendix “A” attached hereto.

GENERAL PROXY AND MEETING MATTERS

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by or on behalf of management of the Corporation for use at the Annual General and Special Meeting (the “**Meeting**”) of holders (the “**Shareholders**”) of common shares (the “**Common Shares**”) of the Corporation to be held at the Corporation’s Niagara Falls Office, 6040 Progress Street, Niagara Falls, Ontario, L2G 0C4 on January 19, 2021 at 10:00 a.m. (Eastern Standard Time) (the “**Meeting Date**”), and at any adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of Meeting (the “**Notice**”).

It is expected that solicitation of proxies will be primarily by mail but proxies may also be solicited by telephone, facsimile or in person by Directors, officers and employees of the Corporation who will not be additionally compensated therefor. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies by or on behalf of management of the Corporation will be borne by the Corporation.

Appointment of Proxies

The persons named in the accompanying form of proxy (the “Form of Proxy”) are Directors or officers of the Corporation. Each Shareholder has the right to appoint a person or company to represent such Shareholder at the Meeting other than the persons designated in the Form of Proxy, either by inserting the desired person’s name in the blank space provided in the Form of Proxy or by completing another proper form of proxy.

A Form of Proxy must be in writing executed by the Shareholder or by the Shareholder’s agent or attorney or, if the Shareholder is a corporation, by a duly authorized officer or representative of such corporation. If the Form of Proxy is executed by an agent or attorney, evidence of the agent’s or attorney’s written authority must accompany the Form of Proxy. A proxy will not be valid unless the completed Form of Proxy is received by Computershare, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, or by facsimile at number: 1-(888)-453-0330, not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) preceding the Meeting or any adjournment or postponement thereof.

Revocation of Proxies

Each Shareholder who has given a Form of Proxy may revoke it by an instrument in writing executed by such Shareholder, or by the Shareholder’s agent or attorney, and delivered to Computershare in the manner described above (together with evidence of the agent’s or attorney’s written authority) so as to arrive at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the Form of Proxy is to be used, or to the chair of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner provided by law. A revocation of a Form of Proxy does not affect any matter on which a vote has been taken prior to the revocation.

Voting of Proxies

The Named Proxyholders designated in the enclosed Form of Proxy will vote the Common Shares in respect of which they are appointed proxy, on any ballot that may be called for at the Meeting, in accordance with the instructions of the Shareholder as specified on the Form of Proxy. In the absence of such specification, the Common Shares will be voted:

- (a) “FOR” the election as Directors of the Corporation of the proposed nominees set forth in this Information Circular;**
- (b) “FOR” the appointment of HS & Partners LLP as auditors and authorization of the Directors to fix their remuneration;**
- (c) “FOR” the ratification and approval of a special resolution approving an amendment to the Corporation’s articles to consolidate all of the issued and outstanding common shares of the Corporation on the basis of the Consolidation Ratio, with the final ratio to be determined by the Board at any time during the 12 months following the Meeting Date; and**
- (d) “FOR” the ratification and approval of the Corporation’s unchanged stock option plan as set forth in this Information Circular.**

The enclosed Form of Proxy confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice and with respect to other matters that may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice are properly brought before the Meeting, or any other business is properly brought before the Meeting, it is the intention of the Named Proxyholders designated in the enclosed Form of Proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, management knows of no such amendment, variation or other matter which may be presented to the Meeting.

Non-Registered Shareholders

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name.

Shareholders who do not hold Common Shares in their own name (referred to in this Information Circular as “**Non-Registered Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker or other intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder’s name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder’s broker, agent or other intermediary. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depositary Services Inc., which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers or other intermediaries (or their agents or nominees) can only be voted, for or against resolutions, upon the instructions of the Non-Registered Shareholder. Without specific instructions, brokers and other intermediaries (and their agents and nominees) are prohibited from voting Common Shares for their clients. The Corporation does not know for whose benefit the Common Shares registered in the name of CDS & Co. are held. **Therefore, Non-Registered Shareholders**

cannot be recognized at the Meeting for the purposes of voting Common Shares in person or by way of proxy except as set forth below.

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Non-Registered Shareholders in advance of shareholders' meetings. Every broker/intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Non-Registered Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Non-Registered Shareholder by its broker/intermediary (or the agent of the broker) is very similar to the form of proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Non-Registered Shareholder. The majority of brokers/intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions, Canada ("**Broadridge**"). Broadridge typically mails a form of proxy return form to Non-Registered Shareholders and requests the Non-Registered Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Non-Registered Shareholder receiving a proxy from Broadridge cannot use that proxy to vote Common Shares directly at the Meeting; the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted. Please carefully follow the voting instructions received in order to have your Common Shares voted at the Meeting.**

These securityholder materials are being sent to both registered Shareholders and Non-Registered Shareholders. If you are a Non-Registered Shareholder, 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.

Quorum

A quorum for the Meeting shall be attendance in person or by proxy of at least two (2) holders present in person or represented by proxy and holding in excess five percent (5%) of the number of issued and outstanding Common Shares entitled to vote thereat. No business shall be transacted at the Meeting unless the requisite quorum is present.

Record Date and Voting

The record date for the Meeting is December 14, 2020 (the "**Record Date**"). Shareholders of record at the close of business on the Record Date are entitled to receive notice of and to attend and vote at the Meeting. Only Shareholders whose names have been entered in the register of Common Shares at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting, except as otherwise provided for under the OBCA. Each Common Share entitles the holder thereof to one (1) vote at the Meeting.

Approval of Resolutions

Unless otherwise specified, a simple majority of affirmative votes cast at the Meeting is required to pass each of the resolutions described herein. If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected until all such vacancies have been filled. If the number of nominees for election is equal to the number of vacancies to be filled, all such nominees will be declared elected by acclamation. The resolution to amend the Corporation's articles to consolidate its common shares requires two thirds (2/3) of affirmative votes cast at the Meeting to pass the resolutions described herein.

VOTING SHARES AND PRINCIPAL HOLDERS

The authorized capital of the Corporation consists of an unlimited number of Common Shares. As of the date hereof, there are 423,974,216 Common Shares issued and outstanding, each of which entitles the holder to one (1) vote on a ballot, and there are no other voting securities of the Corporation issued and outstanding. On a show of hands, every person present and entitled to vote at the Meeting will be entitled to one (1) vote.

Only registered holders of Common Shares at the close of business on December 14, 2020, the Record Date for the Meeting, are entitled to vote at the Meeting. See "*General Proxy and Meeting Matters – Non-Registered Shareholders*" for an explanation of voting by a Non-Registered Shareholder.

To the knowledge of the Corporation's Directors and executive officers, as of the date hereof, no person beneficially owns, directly or indirectly, or exercises control or direction over securities carrying more than ten percent (10%) of the voting rights attached to any class of voting securities.

MATTERS TO BE ACTED ON AT THE MEETING

As set out in the accompanying Notice, at the Meeting to be held at the Corporation's Niagara Falls Office, 6040 Progress Street, Niagara Falls, Ontario L2G0C4 on January 19, 2021 at 10:00 a.m. (Eastern Standard Time), Shareholders will be asked to consider and, as required, vote on the following matters:

SHARE CONSOLIDATION

The Board believes that it is in the best interests of the Corporation to consolidate the outstanding common shares of the Corporation (the "**Share Consolidation**") on the basis of one (1) post-consolidation common share for up to twenty (20) pre-consolidation shares, or such other ratio as may be determined by the Board (the "**Consolidation Ratio**") in order to heighten the interest of the financial community in the Corporation, and attract larger institutional investors whose investment guidelines restrict their ability to acquire the Corporation's common shares at current prices.

As at November 30, 2020, an aggregate of 423,974,216 of the Corporation's common shares were issued and outstanding, 257,997,558 additional common shares were issuable pursuant to the exercise of the Corporation's outstanding common share purchase warrants and 28,955,011 stock options or other convertible securities, representing an aggregate of 710,926,785 common shares outstanding on a fully-diluted basis.

Implementation of the Share Consolidation

The Share Consolidation will become effective once each of the following conditions has been satisfied:

- (i) approval of the Share Consolidation Resolution (as defined below) by at least two-thirds of the votes cast by the shareholders present in person or represented by proxy at the Meeting;
- (ii) approval of the TSX Venture Exchange (“TSXV”); and
- (iii) filing of the Corporation’s articles of amendment under the *Business Corporations Act* (Ontario) (the “OBCA”).

Under the terms of the Share Consolidation Resolution and notwithstanding the approval of the Share Consolidation Resolution, the Board will retain the discretion to determine the Consolidation Ratio or revoke the Share Consolidation Resolution and not proceed with the Share Consolidation without further approval of the shareholders. If approved by the shareholders, the Board, in its discretion, if at all, shall make the decision with respect to the timing of the Share Consolidation.

Effects of the Share Consolidation

For illustrative purposes only, if the Share Consolidation is implemented on a Consolidation Ratio of 20:1, a holder of the Corporation’s common shares will receive one (1) post-consolidation common share for up to every twenty (20) pre-consolidation common shares held immediately prior to the effective date of the Share Consolidation, subject to rounding for fractional interests (discussed below). While the Share Consolidation will result in each shareholder holding a smaller number of common shares, it will not affect a shareholder’s percentage ownership interest or voting rights in the Corporation, except to the extent that the Share Consolidation would otherwise result in a shareholder owning a fractional share. The following table reflects the approximate number of the Corporation’s common shares that would be outstanding as a result of the Share Consolidation assuming a one for twenty consolidation, and ignoring the impact of rounding for fractional interests:

Outstanding common shares (pre-consolidation) (1)	Outstanding common shares (post-consolidation) (2)
423,974,216	21,198,711

(1) Number of common shares outstanding as at November 30, 2020.

(2) Assuming no additional common shares issued between November 30, 2020, and the Share Consolidation.

Outstanding common share purchase warrants (pre-consolidation) (3)	Outstanding common share purchase warrants (post-consolidation) (4)
257,997,558	12,899,878

(3) Number of common share purchase warrants outstanding as at November 30, 2020.

(4) Assuming no additional common share purchase warrants issued between November 30, 2020, and the Share Consolidation.

Outstanding common share purchase options (pre-consolidation) (5)	Outstanding common share purchase options (post-consolidation) (6)
28,955,011	1,447,751

(5) Number of common share purchase options outstanding as at November 30, 2020.

(6) Assuming no additional common share purchase options issued between November 30, 2020, and the Share Consolidation.

The immediate effect of the Share Consolidation is anticipated to be a higher trading price for the Corporation's common shares (absent other factors which could influence the price).

Fractional Interests

No fractional common shares, share purchase warrants or share purchase options will be issued as a result of the Share Consolidation. Any fractional interest in common shares, common share purchase warrants and common share purchase options that would otherwise result from the Share Consolidation will be rounded up to the next whole common share, if the fractional interest is equal to or greater than one-half of a share, and rounded down to the next whole share if the fractional interest is less than one-half of a share. In all other respects, our post-consolidation common shares will have the same attributes as the Corporation's pre-consolidation common shares.

Because no fractional common shares (or payment in lieu) will be issued as a result of the Share Consolidation, if a shareholder does not hold a sufficient number of pre-consolidation common shares to receive at least one post-consolidation common share, that shareholder will have no further interest in the Corporation upon completion of the Share Consolidation. If a shareholder wants to hold common shares after the Share Consolidation, that shareholder should consider either purchasing a sufficient number of common shares so as to hold at least a number of common shares in the shareholder's account prior to the Share Consolidation that would entitle the shareholder to receive at least one post-consolidation common share or, if applicable, consolidate the shareholder's accounts prior to the Share Consolidation so that the shareholder has at least a number of common shares in one account prior to the Share Consolidation that would entitle the shareholder to at least one post-consolidation common share.

Treatment of Stock Options and Other Convertible Securities

Convertible securities, being common share purchase warrants and common share purchase options, that are issued and outstanding prior to the implementation of the Share Consolidation are governed by the terms of the Corporation's stock options and warrant certificates. The convertible securities that may be outstanding prior to the implementation of the Share Consolidation will be adjusted pursuant to their terms on the basis of the Consolidation Ratio under the Share Consolidation (i.e., the number of common shares issuable will decrease and the exercise price or conversion price, as applicable, will increase proportionately).

Exchange of Share Certificates

If the Share Consolidation is approved by shareholders and implemented by the Board, the registered holders of the Corporation's common shares will be required to exchange the share certificates representing their pre-consolidation common shares for new share certificates representing the post-consolidation common shares to which they are entitled. A letter of transmittal will be sent by the Corporation's transfer agent, Computershare, to each of the Corporation's registered shareholders once the share consolidation is implemented. The letter of transmittal will contain instructions on how to surrender common share certificates representing pre-consolidation common shares to Computershare should the Share Consolidation be approved at the Meeting and implemented. Computershare will then forward to each registered shareholder who has sent the required documents a new share

certificate representing the number of post-consolidation common shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-consolidation common shares will be deemed for all purposes to represent the number of whole post-consolidation common shares to which the holder is entitled as a result of the Share Consolidation. Shareholders should not destroy any share certificates and should not submit any share certificates until such time, if any, that the Share Consolidation is completed. The Corporation will publicly announce if and when the Share Consolidation is implemented.

Non-Registered Shareholders

Non-registered shareholders who hold the Corporation's common shares through a bank, broker or other nominee should note that these intermediaries may have their own procedures for processing the Share Consolidation than those that will be put in place by us for registered shareholders. Non-registered shareholders who have questions about the procedures should contact their nominees.

Risks Associated with the Share Consolidation

There can be no assurance that the market price of the Corporation's post-Share Consolidation Common Shares will increase as a result of the Share Consolidation or will not decrease in the future to below pre-consolidation levels. Furthermore, the reduced number of common shares resulting from the Share Consolidation could adversely affect their marketability and trading liquidity. Shareholders who do not hold a sufficient number of the Corporation's common shares to receive at least one post-consolidation common share will not have a continuing interest in the Corporation upon completion of the Share Consolidation (or receive any payment in lieu).

Resolution for Approval of the Share Consolidation

At the Meeting, shareholders of the Corporation will be asked to pass the Share Consolidation Resolution, the text of which is set out below, amending the articles of the Corporation to reflect the consolidation of its current issued and outstanding Common Shares in accordance with the Consolidation Ratio. The Share Consolidation is subject to the approval of the TSXV. The Board recommends that the shareholders vote FOR the Share Consolidation Resolution which ratifies, confirms and approves the Share Consolidation.

“RESOLVED THAT:

1. the articles of the Corporation be amended to:

- (a) consolidate all of the issued and outstanding common shares of the Corporation on the basis of the Consolidation Ratio (as that term is defined in the management information circular of the Corporation dated December 16, 2020), with the final ratio to be determined by the Board in its sole discretion (the “**Share Consolidation**”); and
- (b) any fractional interest of 0.5 or more of a common share resulting from the Share Consolidation will be rounded up to the nearest whole common share and any fractional interest of less than 0.5 of a common share resulting from the Share Consolidation will be rounded down to the nearest whole common share;

2. notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the Board is hereby authorized, at any time in its absolute discretion, to determine the Consolidation Ratio or revoke the resolution without further approval, ratification or confirmation by the shareholders, at any time prior to the endorsement by the Director appointed under the *Business Corporations Act* (Ontario) of a certificate of amendment in respect of the consolidation; and

3. any one director or officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver or file such documents and instruments and to do all such other acts and things as are required or as such director or officer, in such director's or officer's sole discretion, may deem necessary to give full effect to or carry out the provisions of the above resolution."

The Share Consolidation Resolution must be passed by at least two-thirds of the votes cast by the shareholders present in person or represented by proxy at the Meeting. Even if the Share Consolidation Resolution is approved by shareholders at the Meeting, the Board will have the discretion not to proceed with the Share Consolidation.

Unless such authority is withheld, the person(s) named in the enclosed instrument of proxy intend to vote FOR the ratification, confirmation and approval of the Share Consolidation Resolution.

Presentation of Consolidated Financial Statements

The audited annual consolidated financial statements of the Corporation for the financial years ended November 30, 2018 and November 30, 2019, together with the report of the auditors on such statements, will be presented to the Shareholders for review at the Meeting. No vote by the Shareholders is required with respect to this matter.

Copies are available online at www.sedar.com or upon request, without charge.

Election of Directors

Under the constating documents of the Corporation, the Corporation is required to have a minimum of one (1) Director and a maximum of ten (10) Directors. The Board currently consists of three (3) Directors. At the Meeting, the Shareholders will be asked to elect three (3) Directors. The Corporation has nominated three (3) persons for election as a Director at the Meeting. Details respecting the nominees for election as directors are set out below under "*Nominees for Election as Directors*".

All Directors so elected will hold office until the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed, unless his or her office is vacated earlier in accordance with the bylaws of the Corporation or the OBCA. **The Named Proxyholders, if named as proxy, intend to vote the Common Shares represented by any such proxy FOR the election of the nominees whose names are set forth under "*Nominees for Election as Directors*" in this Information Circular, unless the Shareholder who has given such proxy has directed that the shares be withheld from voting in the election of directors.** Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason at or prior to the Meeting, the Named Proxyholders, if named as proxy, reserve the right to vote for another nominee in their discretion.

Appointment of Auditors

The Shareholders will be asked to approve the appointment of HS & Partners LLP ("**HS**") as auditors of the Corporation (the "**Auditors**") to hold office until the close of the next annual general meeting of the Corporation. It is also proposed that the remuneration to be paid to the Auditors be fixed by the Board of Directors. HS have been appointed as the Auditors of the Corporation since March 15, 2016.

To be effective, the resolution must be passed by a majority of the votes cast thereon in person and by proxy by the Shareholders at the Meeting. The Named Proxyholders, if named as proxy, intend to vote the

Common Shares represented by any such proxy FOR the approval of the appointment of HS & Partners LLP as auditors of the Corporation at a remuneration to be fixed by the Board, unless the Shareholder who has given such proxy has directed in the proxy that the Common Shares be withheld from voting in the appointment of auditors.

Ratification of Stock Option Plan

The Corporation has in place a rolling stock option plan (the “**Stock Option Plan**”) which provides that the Board may from time to time, in its discretion and in accordance with TSXV requirements, grant to directors, officers, employees and consultants of the Corporation options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed ten percent (10%) of the Corporation’s issued and outstanding Common Shares at the date of being granted. The Stock Option Plan was adopted by the Board of Directors of the Corporation on the 27th day of January 2011, and last approved by the Shareholders at an annual general and special meeting on the 26th day of April 2019.

It is a requirement of TSXV policies that issuers who have such “rolling plans” seek annual Shareholder approval of such stock option plans. Accordingly, although no amendments are being made to the Stock Option Plan, Shareholders will be asked to re-approve the Stock Option Plan in accordance with TSXV policy.

Additional information regarding the Stock Option Plan, including restrictions on grants of stock options, is set forth below under the heading “*Executive Compensation*”.

There are currently 42,397,422 Common Shares authorized under the Stock Option Plan. As of the Record Date, there is an aggregate of 28,955,011 Options outstanding under the Stock Option Plan, which represents approximately 4.07% of the outstanding Common Shares.

The text of the resolution ratifying and approving the Stock Option Plan is as follows, subject to any amendments, variations or additions as may be approved at the Meeting:

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The Stock Option Plan is hereby ratified and approved.
2. Any of the officers or directors of the Corporation be and are hereby authorized for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute and deliver all documents and instruments and to take all such other actions as such officer or director may deem necessary or desirable to implement the foregoing resolutions and the matters authorized hereby, such determinations to be conclusively evidenced by the execution and delivery of such documents and other instruments or the taking of any such action.”

To be effective, the resolution must be passed by a majority of the votes cast thereon in person and by proxy by the Shareholders at the Meeting. The Named Proxyholders intend to vote the Common Shares represented by any proxy appointing them as proxy FOR the approval of the foregoing resolution to ratify and approve the Stock Option Plan, unless the Shareholder who has given such proxy has directed in the proxy that the Common Shares be withheld from voting in the ratification and approval of the Stock Option Plan.

Other Business

Management does not intend to introduce any other business at the Meeting and is not aware of any amendments to the matters to be considered at the Meeting. If other business or amendments to the matters to be considered at the Meeting are properly brought before the Meeting, proxies appointing the Named Proxyholders as proxyholders will be voted in accordance with their best judgment.

NOMINEES FOR ELECTION AS DIRECTORS

The following table sets forth certain information with respect to all persons proposed to be nominated by management for election as Directors. The Shareholders can vote for or withhold from voting on the election of each Director on an individual basis. Unless authority is withheld, the Named Proxyholders, if named as proxy, intend to vote FOR these nominees. If prior to the Meeting any of the nominees set forth below is unable to or unwilling to serve, the Named Proxyholders will vote for another nominee or nominees in their discretion if additional nominations are made at the Meeting. Each nominee elected will hold office until his successor is elected at the next annual meeting of the shareholders of the Corporation, or any postponement or adjournment thereof, or until his successor is elected or appointed. All of the nominees have established their eligibility and willingness to serve as directors. The information set out below is as of the date hereof.

David Woolford, 62 Ontario, Canada Director	David Woolford is the principal of Woolford Venture Law, a private legal practice specializing in corporate/commercial, securities and contract laws. Mr. Woolford was formerly a partner in the business and securities law groups of Miller Thomson LLP, a well-respected national law firm, operating out of their Guelph and Toronto offices. He practiced in the corporate, commercial and technology areas with special emphasis on corporate finance, mergers and acquisitions, divestitures and reorganizations. Mr. Woolford is also an active angel investor in/advisor/General Counsel to many entrepreneurial companies, including Virox Technologies, HostPapa, Arbor Life Labs & Nondayo. He served on the boards of directors of Virox and of York Capital, Lancaster Sierra Capital and Eminence Capital I & II, each formerly a CPC listed on the TSXV until it completed its mandatory qualifying transaction (QT), and now serves on the boards of Winston Capital & Roosevelt Capital, each also a CPC currently seeking its QT. Mr. Woolford also previously served on the TSXV's Local Advisory Committee for Ontario. He was previously a partner with the law firms of Cassels, Brock & Blackwell (2003-2009), Fraser Milner Casgrain (now Dentons LLP) (2000-2003), and McMillian Binch (now McMillan LLP) from 1988 to 2000. Mr. Woolford had been elected as a director at the last annual and special meeting for the ensuing year.		
	Board/Committee Membership	Attendance	Public Board Membership
	Board of Directors	4 of 4	Forterra Environmental Corp. Winston Capital Group Corp. Roosevelt Capital Group Corp.
	Audit Committee	4 of 4	
	Securities Held		
	Common Shares (#)	Warrants (#)	Options (#)
	17,465,914	9,493,466	6,250,000

John Gamble, 61 Ontario, Canada Director since: August 2014	John Gamble is presently the Chief Executive Officer, President, and a Director of the Corporation. Mr. Gamble has over 30 years of experience working with international public and private companies in the energy, environmental, resource and technology sectors and 15 years of experience in the renewable energy and clean tech sectors and has worked on raising over \$100 million in public equity issues. Mr. Gamble has been the Chief Executive Officer and a director of EnerDynamic Hybrid Technologies since October 2013. Mr. Gamble had been elected as a director at the last annual and special meeting for the ensuing year.		
	Board/Committee Membership	Attendance	Public Board Membership
	Board of Directors Audit Committee	4 of 4 4 of 4	Forterra Environmental Corp. Winston Capital Group Corp. Roosevelt Capital Group Corp.
	Securities Held		
	Common Shares (#)	Warrants (#)	Options (#)
	2,801,448	2,000,000	5,500,000

Bruce Bent, 64 Ontario, Canada Director since: August 2014	Bruce Bent is presently a Director of the Corporation. Mr. Bent is the Vice President of Matthews South West Development, a \$500 million development company based in Dallas, Texas and Mississauga, Ontario. Mr. Bent has held various directorships in both private and public companies. Mr. Bent has served as a Director of Hegco Canada Inc., Forterra Environmental Corp., Axiotron Corp., and Norde Explosives Ltd. Mr. Bent is also a non-practicing-chartered accountant and holds a Bachelor of Commerce with honours from the University of Manitoba. Mr. Bent had been elected as a director at the last annual and special meeting for the ensuing year.		
	Board/Committee Membership	Attendance	Public Board Membership
	Board of Directors Audit Committee	4 of 4 4 of 4	Forterra Environmental Corp. Winston Capital Group Corp. Roosevelt Capital Group Corp.
	Securities Held		
	Common Shares (#)	Warrants (#)	Options (#)
	13,610,843	2,350,000	5,605,011

Notes:

- (1) The information in the foregoing table as to securities beneficially owned, directly or indirectly, not being within the knowledge of the Corporation, has been provided based on information disclosed on the System for Electronic Disclosure by Insiders (SEDI).

Summary of Director Committee Membership

Directors	Audit Committee
John Gamble	√
Bruce Bent	Committee Chair
David Woolford	√

Director Compensation

Currently the only form of compensation paid by the Corporation to Directors is by way of the grant of Options under the Stock Option Plan. Please refer to “*Director Compensation – Director Compensation Table*” for further information.

Corporate Cease Trade Orders

Except as otherwise disclosed below, to the knowledge of the Corporation, no Director, proposed Director or executive officer of the Corporation is, or within the ten (10) years prior to the date hereof has been, a director, chief executive officer or chief financial officer of any company that, while that person was acting in that capacity: (i) was the subject of a cease trade order or similar order, or an order that denied the relevant company access to any exemption under Canadian securities legislation, for a period of more than thirty (30) consecutive days; or (ii) was subject to an event that resulted, after the person ceased to be a director, chief executive officer or chief financial officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than thirty (30) consecutive days.

Bruce Bent, John Gamble, and David Woolford served as directors of Forterra Environmental Corp. (“**Forterra**”), which was an issuer that was listed on the TSXV. On May 28, 2013, the Ontario Securities Commission issued a cease trade order against Forterra for failing to file audited annual financial statements and management’s discussion and analysis for the fiscal year ended December 31, 2012, within the required time period. On May 16, 2013, the British Columbia Securities Commission issued a cease trade order against Forterra for failing to file a comparative financial statement and management’s discussion and analysis for the fiscal year ended December 31, 2012. On August 27, 2013, the Alberta Securities Commission issued a cease trade order against the securities of Forterra. To date, such cease trade orders remain in effect.

John Gamble served as a director of The Jenex Corporation (“**Jenex**”). In December 2009, cease trade orders were issued by the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission against Jenex for the failure to file its financial statements and management’s discussion and analysis for the financial year ended July 31, 2010. These cease trade orders were revoked in January 2014.

Bruce Bent and John Gamble serve as directors of Enerdynamic Hybrid Technologies Corp. The Ontario Securities Commission issued (i) a permanent management cease trade order on October 28, 2015, (ii) a permanent management cease trade order on November 4, 2015, and (iii) a permanent management cease trade order on November 16, 2015, against the management of the Corporation (collectively, the “**MCTOs**”). The MCTOs were issued in connection with the Corporation’s failure to comply with the requirements of Section 4.1 of NI 51-102 with respect to filing audited annual comparative financial statements given that the Corporation’s comparative

financial statements as at and for the year ended November 30, 2013, as included in the November 30, 2014 audited annual financial statements, have not been audited. The Corporation further failed to file its audited annual consolidated financial statements, accompanying management's discussion and analysis, and the related officer certifications for the financial year ended November 30, 2015 by the applicable filing deadline as prescribed by Parts 4 and 5 of NI 51-102 and pursuant to National Instrument 52-106 – *Certification of Disclosure in Issuers' Annual and Interim Filings*. The MCTOs were revoked on June 6, 2016.

Penalties or Sanctions

Except as otherwise disclosed herein, to the knowledge of the Corporation, no Director, proposed Director, or executive officer of the Corporation, nor any securityholder that holds a sufficient number of Common Shares to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

Bankruptcies

Except as otherwise disclosed herein, to the knowledge of the Corporation, no Director, proposed Director, or executive officer of the Corporation or shareholder holding a sufficient number of Common Shares to affect materially the control of the Corporation: (i) is, at the date hereof, or has been within the ten (10) years before the date hereof, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the ten (10) years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold such person's assets.

EXECUTIVE COMPENSATION **Compensation Discussion and Analysis**

The Corporation's compensation structure is designed to encourage highly skilled individuals to join and remain with the Corporation, to motivate and reward performance and to be competitive with similar companies in the modular building and renewable energy industries. The significant elements of compensation awarded to, earned by, and paid or payable to the Named Executive Officers for the most recently completed financial year included:

1. Annual base salaries;
2. Benefits and perquisites; and
3. Stock option incentives.

The following key principles guide the Corporation's overall compensation philosophy:

- compensation is determined on an individual basis and is aimed at retaining the Named Executive Officers, each of whom are highly qualified and experienced executives with a proven track record of performance;

- motivate executive officers to deliver strong corporate performance;
- ensure a significant portion of executive compensation is dependent upon individual and overall corporate performance;
- compensation should be fair and reasonable to Shareholders and be set with reference to the market for similar positions in comparable companies;
- an appropriate portion of total compensation should be equity-based, aligning interests of the Named Executive Officers with the Shareholders;
- compensation should be transparent to the Named Executive Officers and the Shareholders; and
- offer a compensation program that meets the interests of all shareholders in a manner that is low maintenance and complements the Corporation's corporate culture.

The Corporation has adopted a compensation program which is aimed at achieving the foregoing objectives and which has been designed as a total compensation package of short-term and long-term compensation with fixed and variable compensation components. The Board's objective is to establish a plan of continuity for executive officers and other members of senior management (collectively, "**Executive Management**") and other employees of the Corporation. The Board aims to ensure that the Corporation has an executive compensation plan that is both motivational and competitive so that it will attract, hold and inspire performance of Executive Management of a quality and nature that will enhance the sustainable profitability and growth of the Corporation.

The Board regularly reviews the cash compensation, performance and overall compensation package for each executive officer. The Board further reviews and assesses its compensation philosophy and guidelines for the Corporation, which includes reviewing the compensation philosophy and guidelines for Executive Management, as well as all employees, including annual salary and incentive policies and programs, and material new benefit programs, or material changes to existing benefit programs.

Elements of Compensation

The overall compensation program structure is comprised principally of a fixed component, in the form of an annual salary, and a component that is variable in nature, being the award of long-term incentive awards as granted under the Corporation's Stock Option Plan, which is tied to personal and corporate performance.

Annual Salary

The Corporation provides an annual base salary to the Named Executive Officers. In determining the annual base salary of each Named Executive Officer, the Board considers the (i) particular responsibilities related to the position; (ii) salaries paid by comparable businesses in the renewable energy sector; (iii) experience level of the executive officer; and (iv) his or her overall performance. In considering base salary levels, the Board did not utilize any formal or specific weighting of the above factors. The base salaries are reviewed annually.

The Board informally assesses the performance of its Named Executive Officers and considers the aforementioned objective and subjective factors when determining compensation levels.

Long-Term Incentive Awards – Stock Option Plan

The long-term aspect of the Corporation's incentive plan is comprised of options to purchase Common Shares ("**Options**") which are issued pursuant to the terms and subject to the conditions set forth in the Stock Option Plan.

In establishing the number of incentive stock options to be granted to NEOs, reference is made to the number of stock options granted to officers of other publicly traded companies in similar industries, in conjunction with the consideration of the overall number of options that are outstanding relative to the number of outstanding Common Shares and the level of effort, time, responsibility, ability, experience and level of commitment of the executive officer or director.

The Corporation is engaged in the manufacturing and distribution of proprietary, turn-key energy solutions which are intelligent, bankable and sustainable. EHT's expertise includes the development of its ENERTEC module structures with full integration of smart energy solutions. Using a proprietary skin and foam core that is stronger than traditional wood or steel structural insulated panels, EHT provides exceptional thermal energy efficiency in modular homes, cold storage facilities, residential/commercial out buildings and emergency/temporary shelters (the "**Business**"). The ability of the Corporation to successfully operate the Business is dependent upon its ability to recruit and retain skilled management. The Corporation believes that weighting compensation to options better aligns the interests of management with the interests of Shareholders and is consistent with the Corporation's growth strategy. Accordingly, the Corporation has adopted the Stock Option Plan. The description of key terms below describes the Stock Option Plan. See "*Matters to be Acted Upon at the Meeting – Ratification of Stock Option Plan*".

Key Terms of the Stock Option Plan	
Eligibility	Current employees, officers, directors or consultants of the Corporation and its affiliates, and their respective RRSPs or holding companies, determined by the Board in its discretion.
Currently issued	28,955,011 Common Shares to be issued upon exercise of outstanding Options (representing approximately 4.07% of the Corporation's issued and outstanding Common Shares as at the date hereof).
Available for issue	13,442,411 Common Shares remaining available for issuance (representing approximately 5.93% of the Corporation's issued and outstanding Common Shares as at the date hereof).
Other limits	The granting of Options is subject to the following conditions: ▪ not more than two percent (2%) of the Corporation's issued and outstanding Common Shares may be granted to any one (1) consultant in any twelve (12) month period; ▪ not more than an aggregate of two percent (2%) of the Corporation's issued and outstanding Common Shares may be granted to persons conducting investor relations activities in any twelve (12) month period; ▪ unless the Corporation has obtained disinterested shareholder approval, not more than five percent (5%) of the Corporation's issued and outstanding Common Shares may be issued to any one (1) individual in any twelve (12) month period; ▪ unless the Corporation has obtained disinterested shareholder approval, not more than ten percent (10%) of the Corporation's issued and outstanding Common Shares may be issued to any insiders in any twelve (12) month period; ▪ unless the Corporation has obtained disinterested shareholder approval, the Corporation shall not decrease the exercise price of Options previously granted to insiders; and

	the aggregate number of Common Shares that may be reserved for issuance, from time to time, under the Stock Option Plan, shall not exceed ten percent (10%) of the Corporation's issued and outstanding Common Shares.
Maximum Option Term	All Options shall expire no later than the close of business five (5) years from the date of grant.
Exercise price	The exercise price per Common Share shall be determined from time to time by the Board, but, in any event, shall not be less than the Discounted Market Price.
Expiry of Options	(a) In the event of the death of an optionee while employed by the Corporation, or while an executive, any Options held by the optionee at the date of death, which have vested, shall become exercisable, in whole or in part, but only by the persons or persons to whom the optionee's rights under the Option shall pass by the optionee's will or the laws of descent and distribution (the "Successor Optionee"). All such Options shall be exercisable only to the extent that the optionee was entitled to exercise the Option at the date of his or her death and only for one (1) year after the date of death or prior to the expiration of the applicable exercise period in respect thereof, whichever is sooner, provided that in any event and notwithstanding anything to the contrary herein the Successor Optionee shall be entitled to exercise the Option for a period of one (1) year after the date of death of the optionee. (b) In the event that the employment of an optionee shall terminate due to disability while the optionee is employed by the Corporation, any Options held by the optionee on the date the employment of the optionee is terminated due to disability, which have vested, shall become exercisable, in whole or in part. All such Options shall be exercisable only to the extent that the optionee was entitled to exercise the Options at the date of his or her termination due to disability and only for one (1) year after the date of termination or prior to the expiration of the exercise period in respect thereof, whichever is sooner, provided that Options that become exercisable due to disability shall only be exercisable by the person or persons who have the legal authority to act on behalf of the optionee in connection with the rights of the optionee to the Options. (c) Subject to the paragraph (d) below, Options granted to any optionee must expire not later than one (1) year following the date the optionee ceases to be an executive, employee, consultant or management company employee, which shall be determined by the Board at the time of each grant. In the event that the employment of an employee or consultant is terminated for cause, no Option held by such optionee may be exercised following the date upon which termination occurred.

Vesting	▪ All Options granted to an executive, employee or management company employee shall vest and become fully exercisable as follows or as determined by the Board when the Option is granted: (a) one half (1/2) of the Options on the date of grant; and (b) the final one half (1/2) of the Options on the date which is one (1) year from the date said Options are granted. ▪ All Options granted to consultants shall vest and become fully exercisable as follows or as determined by the Board when the Option is granted: (a) one third (1/3) of the Options on the date of grant; (b) one third (1/3) of the Options on the date which is one (1) year from the date said Options are granted; and (c) the final one third (1/3) of the Options on the date which is two (2) years from the date said Options are granted. ▪ All Options granted to optionees performing investor relations activities shall vest and become fully exercisable as follows or as determined by the Board when the Option is granted, but in any event such Options shall not vest any sooner: (a) one quarter (1/4) of the Options on the date which is three (3) months from the date said Options are granted; (b) one quarter (1/4) of the Options on the date which is six (6) months from the date said Options are granted; (c) one quarter (1/4) of the Options on the date which is nine (9) months from the date said Options are granted; and (d) the final one quarter (1/4) of the Options on the date which is twelve (12) months from the date said Options are granted.
Amalgamation, Consolidation, or Merger	In the event that the Corporation amalgamates, consolidates with or merges with or into another corporation any Common Shares receivable on the exercise of an Option shall be converted into the securities, property or cash which the optionee would have received upon such amalgamation, consolidation or merger if the optionee had exercised his or her option immediately prior to the record date applicable to such amalgamation, consolidation or merger, and the option price shall be adjusted appropriately by the Board and such adjustment shall be binding for all purposes of the Stock Option Plan.
Stock Option Plan changes	The Board reserves the right to amend, modify or terminate the Stock Option Plan at any time if and when it is advisable in the absolute discretion of the Board. However, any amendments of the Stock Option Plan which could result, at any time, in: (a) a material increase in the benefits under the Stock Option Plan; (b) an increase in the number of Common Shares which would be issued under the Stock Option Plan (except any increase resulting automatically from an increase in the total issued and outstanding Common Shares of the Corporation); or (c) a material modification to the requirement as to eligibility for participation in the Stock Option Plan; shall be effective only upon the approval of the Shareholders. Any amendment to any provision of the Stock Option Plan shall be subject to approval, if required, by any regulatory body having jurisdiction over the securities of the Corporation.

Benefits and Perquisites

Other components of compensation include personal benefits as determined by the Board that are consistent with overall compensation strategy, including health and dental benefits, car allowance, parking and expense reimbursement. The Corporation does not provide any pension or retirement benefits to the Named Executive Officers.

Share-Based and Option-Based Awards

Currently, the grant of Options pursuant to the Stock Option Plan are the only share-based or option-based awards which the Corporation makes on a periodic basis. The principal terms of the Stock Option Plan have been described under “*Executive Compensation – Long-Term Incentive Awards – Stock Option Plan*”.

Compensation Governance

The Corporation does not currently have a compensation committee. The Board is ultimately responsible for the review and assessment of compensation for the members of the Board as well as the officers of the Corporation. Executive compensation is reviewed and approved at meetings of the Board of Directors, as necessary. Annual evaluations of the performance of each officer for the previous year are conducted by the Board, and after review and assessment, the Board considers salary adjustments and annual incentive awards (including securities-based awards). One of the principal objectives of the Board in assessing and approving compensation recommendations is to do its best at recognizing and rewarding individual performance as well as providing a fair and competitive industry level of compensation while taking into consideration the individual’s experience and performance and the financial performance of the Corporation overall. The Board also looks at compensation being paid to individuals in similar positions at similar companies listed on the TSXV in order to remain competitive and reflect industry standards. The philosophy for Board compensation is to provide executive officers with compensation which is at a level so as to be able to retain and attract qualified directors as well as to align the interests of directors with the interests of Shareholders. Members of the Board who are also officers participate in the compensation review and assessment process at the Board level however, they may be excused from discussions and decisions with regard to their own compensation.

Summary Compensation Table

The following table sets forth, in respect of the financial years ended November 30, 2020, November 30, 2019, and November 30, 2018 the total annual compensation paid to or earned by the Corporation’s Chief Executive Officer, Chief Financial Officer, and each of the other three (3) most highly compensated executive officers receiving total compensation in excess of One Hundred Fifty Thousand Dollars (\$150,000.00) (the “**Named Executive Officers**” or “**NEOs**”).

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) ⁽⁹⁾	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
John Gamble, Chief Executive Officer and President	2020	11,000 ⁽¹⁾	Nil	175,000 ⁽⁷⁾	Nil	Nil	Nil	Nil	186,000
	2019	24,231 ⁽²⁾	Nil	124,000 ⁽⁸⁾	Nil	Nil	Nil	Nil	148,231
	2018	80,769 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	80,769
Tak Wing Law, Chief Financial Officer	2020	115,385 ⁽⁴⁾	Nil	35,000 ⁽⁷⁾	Nil	Nil	Nil	7,825	158,210
	2019	115,385 ⁽⁵⁾	Nil	Nil	Nil	Nil	Nil	8,087	123,472
	2018	115,385 ⁽⁶⁾	Nil	Nil	Nil	Nil	Nil	8,741	124,126

Notes:

- (1) Mr. Gamble's annual salary was Two Hundred and Ten Thousand Dollars (\$210,000.00). This disclosure represents compensation that was actually paid to Mr. Gamble during the financial year ended November 30, 2020, but \$199,000 was not yet paid.
- (2) Mr. Gamble's annual salary was Two Hundred and Ten Thousand Dollars (\$210,000.00). This disclosure represents compensation that was actually paid to Mr. Gamble during the financial year ended November 30, 2019, but \$185,769 was not yet paid.
- (3) Mr. Gamble's annual salary was Two Hundred and Ten Thousand Dollars (\$210,000.00). This disclosure represents compensation that was actually paid to Mr. Gamble during the financial year ended November 30, 2018, but \$129,230 was not yet paid.
- (4) Mr. Law's annual salary was One Hundred and Twenty Thousand Dollars (\$120,000.00). This disclosure represents compensation that was actually paid to Mr. Law during the financial year ended November 30, 2020, but \$4,615 was not yet paid.
- (5) Mr. Law's annual salary was One Hundred and Twenty Thousand Dollars (\$120,000.00). This disclosure represents compensation that was actually paid to Mr. Law during the financial year ended November 30, 2019, but \$4,615 was not yet paid.
- (6) Mr. Law's annual salary was One Hundred and Twenty Thousand Dollars (\$120,000.00). This disclosure represents compensation that was actually paid to Mr. Law during the financial year ended November 30, 2018, but \$4,615 was not yet paid.
- (7) The fair value of the stock options was estimated by management using the Black-Scholes Merton option pricing model with the following assumptions: dividend yield of 0%, volatility of 141%, risk-free interest rate of 1.28%, expected forfeiture rate of 5%, and an expected life of 5 years.
- (8) The fair value of the stock options was estimated by management using the Black-Scholes Merton option pricing model with the following assumptions: dividend yield of 0%, volatility of 127%, risk-free interest rate of 1.91%, expected forfeiture rate of 5%, and an expected life of 5 years.
- (9) This represents health benefits paid as part of each Named Executive Officer's compensation package.

Incentive Plan Awards Outstanding Share-Based awards and Option-Based awards

The following table sets forth all share-based awards and option-based awards outstanding as of November 30, 2020 for each of the Named Executive Officers.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
John Gamble, Chief Executive Officer and President	4,000,000 ⁽¹⁾ 5,000,000	\$0.10 \$0.05	January 11, 2024 February 3, 2025	N/A	N/A	Nil	Nil
Tak Wing Law, Chief Financial Officer	500,000 1,000,000	\$0.10 \$0.05	January 11, 2024 February 3, 2025	N/A	N/A	Nil	Nil

Notes:

(1) 1,000,000 Options have been granted to John Gamble in his capacity as a Director of the Corporation.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth the value of awards vested or earned during the Corporation's financial year ended November 30, 2020 under the Stock Option Plan.

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
John Gamble, Chief Executive Officer and President	\$ 175,000	Nil	Nil
Tak Wing Law, Chief Financial Officer	\$35,000	Nil	Nil

Narrative Discussion

The Options set forth in the tables provided above have been issued pursuant to the terms of the Corporation's Stock Option Plan. Please refer to "*Executive Compensation – Long-Term Incentive Awards – Stock Option Plan*" for further information.

Pension Plan Benefits

The Corporation does not have any defined benefit or defined contribution plan, deferred compensation plan or other form of retirement compensation plan for any of its Named Executive Officers.

Employment, Consulting and Management Agreements

As of the date hereof, the Corporation is not a party to any agreement or arrangement under which compensation was provided or is payable in respect of services provided to the Corporation that were performed by a director or named executive officer or by any other party for services typically provided by a director or a named executive officer.

DIRECTOR COMPENSATION Director Compensation Table

Currently the only form of compensation paid to Directors by the Corporation is by way of the grant of Options pursuant to the Stock Option Plan. The Corporation does not currently compensate officers that also act as directors.

The following table sets forth a summary of the outstanding Options, in respect of the most recently completed financial year, granted to those Directors of the Corporation who are not also Named Executive Officers.

Option-based Awards				
Name	Common Shares underlying unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money Options (\$)
David Woolford	2,500,000	0.05	February 3, 2025	N/A
Bruce Bent	2,500,000	0.05	February 3, 2025	N/A

The Board is responsible for the review and assessment of compensation for the members of the Board. The philosophy is to provide non-executive Board members with compensation which is at a level so as to be able to retain and attract qualified directors as well as to align the interests of directors with the interests of Shareholders.

None of the members of the Board are compensated for acting as a director, save and except for the grant of Options pursuant to the terms and subject to the conditions of the Stock Option Plan.

Each of the members of the Board has received options-based compensation as indicated in the “*Director Compensation Table*”. Options-based compensation issued has been issued in accordance with the terms of the Stock Option Plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Currently the only ongoing equity compensation plan which the Corporation operates is the Stock Option Plan. The Stock Option Plan, as amended, is being put forth to the Shareholders at the Meeting for approval and ratification. See “*Matters to be Acted Upon at the Meeting – Ratification of Stock Option Plan*” and “*Executive Compensation – Long-Term Incentive Awards – Stock Option Plan*” for a detailed description of the Stock Option Plan. Pursuant to the Stock Option Plan, 28,955,011 Options have been issued as of November 30, 2020. The following table sets forth the compensation plans under which securities of the Corporation are authorized for issuance, as of November 30, 2020, the Corporation’s most recently completed financial year.

Plan Category	Number of Common Shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of Common Shares remaining available for future issuance under equity compensation plans
Equity compensation plan approved by securityholders	28,955,011 (Options)	\$0.09	13,442,411 (Options)
Equity compensation plan not approved by securityholders	Nil	Nil	Nil
Total	28,955,011	\$0.09	13,442,411

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is no outstanding indebtedness in respect of any individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Corporation, each proposed nominee for election as a director of the Corporation, and each associate of any such director, executive officer or proposed nominee of the Corporation and its subsidiaries as of the date hereof in connection with (i) the purchase of securities, and (ii) all other indebtedness, other than routine indebtedness.

CORPORATE GOVERNANCE DISCLOSURE

A discussion of the Corporation’s governance system within the context of the disclosure requirements of *National Instrument 58-101 – Disclosure of Corporate Governance Practices* (“**NI 58-101**”) is attached to this Information Circular as Appendix “B”.

AUDIT COMMITTEE

The Corporation is a venture issuer exempt from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations) of *National Instrument 52-110 – Audit Committees* (“**NI 52-110**”).

Charter of the Audit Committee

The charter of the Audit Committee of the Corporation is attached as Appendix “C” to this Information Circular.

Composition of the Audit Committee

The Audit Committee presently consists of Bruce Bent, David Woolford and John Gamble. John Gamble is considered non-independent for the purposes of NI 52-110, and Bruce Bent and David Woolford are considered “independent” within the meaning of such term for the purposes of NI 52-110. The Board has determined that all current members of the Audit Committee are “financially literate” within the meaning of such term as defined in NI 52-110.

Relevant Education and Experience

Based upon consideration of the education and experience of each current member of the Audit Committee, the Board is of the view that each such person ought to reasonably be able to, among other things: (a) understand the accounting principles used by the Corporation to prepare its financial statements; (b) have the ability to assess the general application of the Corporation’s accounting principles in connection with the accounting for estimates, accruals and provisions; (c) analyze and evaluate the Corporation’s financial statements and the accounting issues presented in connection therewith; and (d) understand internal controls and procedures for financial reporting which would be applicable for a business such as the Business of the Corporation.

The education and experience of each current Audit Committee member in each case as is relevant to the performance of their responsibilities as an audit committee member, is described within each of their respective biographies set forth above under the heading “*Nominees for Election as Directors*”.

Audit Committee Oversight

At no time since October 1, 2014 was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since October 1, 2014 has the Corporation 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 (*Exemptions*).

Pre-Approval Policies and Procedures

No specific policies or procedures for the engagement of non-audit services have been adopted by the Audit Committee.

External Auditor Service Fees (by category)

The following table sets forth, by category, the fees billed by the Corporation's external auditor during the financial year ended November 30, 2019, and the fees billed by the Corporation's external auditor for the financial year ended November 30, 2018:

Financial Year Ended November 30	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
2019	\$72,500	Nil	Nil	Nil
2018	\$74,000	Nil	Nil	Nil

Notes:

- (1) "Audit Fees" are the aggregate fees billed by the Corporation's external auditor for audit services.
- (2) "Audit-related fees" are the aggregate fees billed for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statement and are not reported as part of the audit fees.
- (3) "Tax fees" are the aggregate fees billed for professional services rendered by the Corporation's external auditor for tax compliance, tax advice and tax planning.
- (4) "All other fees" are the aggregate fees billed for products and services provided by the Corporation's external auditor, other than services reported as audit fees, audit-related fees and tax fees.

Exemption

The Corporation, as a venture issuer, is exempt under Section 6.1 of NI 52-110 from the disclosure requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110 and is relying on this exemption.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means: (a) a Director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation, or a combination of both, carrying more than ten percent (10%) of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

No informed person, no proposed director of the Corporation and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Corporation's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Corporation or any of its subsidiaries, except as set out below or elsewhere in this Information Circular.

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

Except as disclosed elsewhere in this Information Circular or as briefly described below, no (a) Director or executive officer of the Corporation who has held such position at any time since October 1, 2014, (b) proposed nominee for election as a Director of the Corporation, or (c) associate or affiliate of a person in (a) or (b), has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

Directors, officers, employees and consultants of the Corporation are entitled, in the discretion of the Board, to receive grants of options under the Stock Option Plan. Accordingly, such persons may be considered interested in the ratification of the Stock Option Plan. See “*Matters to be Acted Upon at the Meeting – Ratification of the Stock Option Plan*”.

MANAGEMENT CONTRACTS

There are no management functions of the Corporation or any of its subsidiaries which are to any substantial degree performed by a person other than the Directors or executive officers of the Corporation or one of its subsidiaries.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the persons named in the form of proxy intend to vote on any such matters in accordance with their best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice and any other matters which may properly come before the Meeting or at any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation’s audited consolidated financial statements for the year ended November 30, 2019, and related management’s discussion and analysis. Shareholders may contact the Corporation at 6040 Progress Street, Niagara Falls, Ontario, L2G 0C4, telephone (289) 488-1699 to request copies of the Corporation’s financial statements and management’s discussion and analysis.

APPROVAL OF INFORMATION CIRCULAR

The undersigned hereby certifies that the contents and the sending of this Information Circular have been approved by the Board of Directors of the Corporation.

DATED at Toronto, Ontario, this 16th day of December, 2020.

**BY ORDER OF THE BOARD OF DIRECTORS
OF ENERDYNAMIC HYBRID TECHNOLOGIES CORP.**

(signed) “John Gamble”

Chief Executive Officer and President, *Enerdynamic Hybrid Technologies Corp.*

APPENDIX “A” GLOSSARY OF TERMS

“**Audit Committee**” means the Audit Committee of the Board;

“**Auditors**” means HS & Partners LLP;

“**Board**” or “**Board of Directors**” means, collectively, the Directors of the Corporation;

“**Broadridge**” means Broadridge Investor Communication Solutions, Canada;

“**Business**” means the Corporation’s business of manufacturing and distribution of modular buildings constructed of structural insulated panels with integrated solar energy systems;

“**Cause**” shall mean any grounds at common law for which an employer is entitled to dismiss an employee summarily, and includes, without limitation, the following:

- (a) an employee’s breach of a material term of such employee’s employment agreement;
- (b) an employee’s repeated and demonstrated failure to perform the material duties of such employee’s position in a competent matter;
- (c) the conviction of an employee for a criminal offence involving fraud or dishonesty, or which otherwise adversely impacts the reputation of the Corporation;
- (d) an employee or any member of such employee’s immediate family making personal profit out of or in connection with a transaction or business opportunity to which the Corporation is involved or otherwise associated with, without making disclosure to and seeking the prior written consent of the Corporation;
- (e) an employee’s failure to act honestly and in the best interests of the Corporation;
- (f) an employee’s failure to comply with any Corporation rules or policies of a material nature; or
- (g) any actions or omissions on the part of an employee constituting gross misconduct or negligence resulting in material harm to the Corporation.

“**Common Shares**” means the common shares in the capital of the Corporation;

“**Corporation**” or “**EHT**” means Enerdynamic Hybrid Technologies Corp.;

“**Director**” means a member of the board of directors of the Corporation;

“**Discounted Market Price**” means the Market Price less the following maximum discounts based on closing price (and subject, notwithstanding the application of any such maximum discount, to a minimum price per share of \$0.05):

Closing Price	Discount
Up to \$0.50	25%
\$0.51 to \$2.00	20%
Above \$2.00	15%

“Executive Management” means the executive officers and other members of senior management of the Corporation;

“Form of Proxy” means the form of proxy accompanying this Information Circular;

“forward-looking statements” shall have the meaning ascribed thereto at page 1 of this Information Circular;

“Information Circular” means this management information circular dated November 30, 2020;

“Market Price” means the last closing price of the Corporation’s Common Shares before either the issuance of the news release or the filing of the Price Reservation Form (Form 4A) required to fix the price at which the securities are to be issued or deemed to be issued (the **“Notice of the Transaction”**), except under the following circumstances, where applicable:

- (a) **“Consolidation Exception”** - The Market Price is to be adjusted for any share consolidation or split. If the Notice of the Transaction is within 5 days following a consolidation of the Corporation’s share capital, the minimum price per share will be the greater of the Market Price, adjusted for any share consolidation or split, or \$0.05;
- (b) **“Material Information Exception”** - If the Corporation announces material information regarding the affairs of the Corporation after providing Notice of the Transaction and if the TSXV determines that a party to the transaction should reasonably have been aware of that pending material information, then the Market Price will be at least equal to the closing price of the Common Shares on the trading day after the day on which that material information was announced;
- (c) **“Price Interference Exception”** - If the TSXV determines that the closing price is not a fair reflection of the market for the Common Shares and the Common Shares appear to have been high-closed or low-closed, then the TSXV will determine the Market Price to be used;
- (d) **“Suspension Exception”** - If the Corporation is suspended from trading or has for any reason not traded for an extended period of time, the TSXV may determine the deemed Market Price to be used; and
- (e) **“Minimum Price Exception”** - The TSXV will not generally permit Common Shares to be issued from treasury at a price less than \$0.05 nor will the TSXV generally permit any securities convertible into Common Shares including incentive stock options and warrants to be issued with an effective conversion price of less than \$0.05 per share.

“**Meeting**” means the Annual General and Special Meeting of Shareholders of the Corporation to be held on Tuesday January 19, 2021, at 10:00 a.m. (Eastern Standard Time) at the Corporation’s Niagara Falls Office, 6040 Progress Street, Niagara Falls, Ontario L2G 0C4;

“**Named Executive Officers**” or “**NEOs**” means the Corporation’s Chief Executive Officer and Chief Financial Officer, and the three (3) other most highly compensated executive officers of the Corporation whose total compensation exceeded \$150,000 for the financial year ended November 30, 2020.

“**Named Proxyholders**” means John Gamble, or failing Mr. Gamble, Bruce Bent, or in the place of the foregoing, the person designated in the Form of Proxy as proxyholder for and on behalf of the Shareholder;

“**NI 58-101**” means *National Instrument 58-101 – Disclosure of Corporate Governance Practices*;

“**Non-Registered Shareholders**” means Shareholders who do not hold Common Shares in their own name;

“**Notice of Meeting**” means the Notice of the Annual General and Special Meeting of Shareholders accompanying this Information Circular;

“**OBCA**” means the *Business Corporations Act* (Ontario), including all regulations promulgated thereunder, as amended from time to time;

“**Options**” means Common Share stock options issued to directors and senior management of the Corporation pursuant to and in accordance with the Corporation’s Stock Option Plan;

“**Record Date**” means the close of business (Toronto time) on December 14, 2020;

“**Shareholders**” means, collectively, the holders of Common Shares, and “**Shareholder**” shall refer to any holder of Common Shares;

“**Stock Option Plan**” means the Corporation’s stock option plan;

“**TSXV**” means the TSX Venture Exchange; and

“**Transfer Agent**” or “**Computershare**” means Computershare Trust Company of Canada.

APPENDIX “B” CORPORATE GOVERNANCE DISCLOSURE General

Under NI 58-101, the Corporation is required to include in this Information Circular the disclosure required under Form 58-101F2 with respect to its corporate governance practices.

Board of Directors

The Board is currently comprised of three (3) Directors. Mr. John Gamble, Mr. Bruce Bent and Mr. David Woolford, of which Mr. Bent and Mr. Woolford are “independent” within the meaning of such term for the purposes of NI 58-101. Mr. Gamble is non-independent, as determined in accordance with NI 58-101, by way of his being an executive officer of the Corporation.

The duties and responsibilities of the Board are to supervise the management of the Business and affairs of the Corporation, and to act with a view towards the best interests of the Corporation. In discharging its mandate, the Board is responsible for the oversight and review of:

- (a) the strategic planning process of the Corporation;
- (b) identifying the principal risks of the Corporation’s Business and ensuring the implementation of appropriate systems to manage these risks;
- (c) succession planning, including appointing, training and monitoring senior management;
- (d) a communications policy for the Corporation to facilitate communications with investors and other interested parties; and
- (e) the integrity of the Corporation’s internal control and management information systems.

The Board discharges its responsibilities directly and indirectly through its Audit Committee. In carrying out its mandate, the Board facilitates independent supervision of management through meetings of the Board and through informal discussions among the members of the Board. The Board met four (4) times in the financial year ended November 30, 2020. The Board also holds informal conference calls on a regular basis to discuss management issues and other matters related to the operation of the Business. All members of the Board have free access to discuss any matters with the Corporation’s external auditors, legal counsel and any of the Corporation’s officers.

Directorships

The following Directors of the Corporation are presently directors of other issuers that are reporting issuers (or the equivalent):

Name of Director	Name of Other Issuer
John Gamble	Forterra Environmental Corp. Winston Capital Group Corp. Roosevelt Capital Group Corp.
Bruce Bent	Astro Aerospace Ltd Forterra Environmental Corp. Winston Capital Group Corp. Roosevelt Capital Group Corp.
David Woolford	Forterra Environmental Corp. Winston Capital Group Corp. Roosevelt Capital Group Corp.

Orientation and Continuing Education

No formal program currently exists for the orientation of new Directors of the Corporation, nor has the Corporation implemented a formal continuing education program for its Directors. Currently, new Directors are provided with information outlining the duties and obligations of Directors, nature of the Corporation's Business and operations, documents from recent Board meetings, opportunities for meetings and discussion with senior management and other Directors, its corporate strategy and current issues facing the Corporation.

Existing Directors provide orientation and education to new members on an informal basis and new members are also expected to meet with management of the Corporation to discuss and improve their understanding of the Corporation's Business. Directors are expected to attend all meetings of the Board and are also expected to prepare thoroughly in advance of each meeting in order to actively participate in the deliberations and decisions. Existing Directors of the Corporation are provided with ongoing education respecting the Corporation's operations by way of management presentations. The Board orientation and continuing education process is reviewed periodically by the Board and will be revised as necessary.

Directors are also encouraged to participate, at the Corporation's expense, in corporate governance and education programs from professional organizations, universities and colleges. In addition, the Board recognizes the importance of ongoing Director education, including the need for each Director to take personal responsibility for this process. The Board notes that it has benefited from the experience and knowledge of individual members of the Board in respect of the evolving governance regime and principles.

Ethical Business Conduct

The Board takes steps to ensure that Directors, officers and employees exercise independent judgment in considering transactions and agreements in respect of which a Director, officer or employee of the Corporation

has a material interest, which include ensuring that Directors, officers and employees are thoroughly familiar with the rules concerning reporting conflicts of interest and obtaining direction from the Corporation's Directors regarding any potential conflicts of interest. The Board encourages and promotes an overall culture of ethical business conduct by: promoting compliance with applicable laws, rules and regulations in all jurisdictions in which the Corporation conducts business; providing guidance to Directors, officers and employees to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

Nomination of Directors

Responsibility for identifying new candidates to join the Board and recommending nominees for election as directors currently rests with the Board. As part of the nomination process, the Directors and senior management are asked to suggest individuals to be considered as potential Board nominees. In making their recommendations for nomination, the Board considers the mix of expertise and qualities required by the Board and assesses these against the specific attributes of potential candidates, such as their independence, financial acumen, skills and available time to devote to the duties of the Board. The Board may also engage the services of a search firm to assist in the determination of potential director nominees. The Board will review the composition and size of the Board and tenure of Directors in advance of annual meetings when Directors are elected by the Shareholders, as well as when individual Directors indicate that their term may end or that their status may change.

Compensation

The Board is responsible for periodically, as and when necessary, reviewing the Corporation's compensation strategy, objectives and policies and implementing such changes as may be advisable. Please refer to the disclosure in the Information Circular under the heading "*Executive Compensation – Compensation Governance*", which information is incorporated herein by reference.

Other Board Committees

The Board does not currently have any other committees.

Assessments

Although the Board has not established a formal policy to monitor the effectiveness of the Directors, the Audit Committee, or the Board, they are assessed informally regularly, on at least an annual basis, as to their effectiveness and contribution. The Board reviews the requisite skills and characteristics of prospective Board members as well as the composition of the Board as a whole. This assessment will include member's contribution, qualification as independent, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board.

APPENDIX “C” AUDIT COMMITTEE CHARTER

Attached hereto.

ENERDYNAMIC HYBRID TECHNOLOGIES CORP.
AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee (the “**Committee**”) is a standing committee appointed by the board of directors (the “**Board**”) of Enerdynamic Hybrid Technologies Corp. (the “**Corporation**”). The Committee is established to fulfil applicable public company obligations respecting audit committees and to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting including responsibility to:

1. oversee the integrity of the Corporation’s financial statements and financial reporting process, including the audit process and the Corporation’s internal accounting controls and procedures and compliance with related legal and regulatory requirements;
2. oversee the qualifications and independence of the external auditors;
3. oversee the work of the Corporation’s financial management, and external auditors in these areas; and
4. provide an open avenue of communication between the external auditors, the Board and management.

In addition, the Committee shall prepare, if required, an audit committee report for inclusion in the Corporation’s annual management proxy circular, in accordance with applicable rules and regulations.

The function of the Committee is oversight. It is not the duty or responsibility of the Committee or its members (i) to plan or conduct audits, (ii) to determine that the Corporation’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles or (iii) to conduct other types of auditing or accounting reviews or similar procedures or investigations. The Committee, its Chair and its audit committee financial expert members are members of the Board of the Corporation, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Corporation, and are specifically not accountable or responsible for the day to day operation or performance of such activities. In particular, the member or members identified as audit committee financial experts shall not be accountable for giving professional opinions on the internal or external audit of the Corporation’s financial information.

Management is responsible for the preparation, presentation and integrity of the Corporation’s financial statements. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies and systems of risk assessment and internal controls and procedures designed to provide reasonable assurance that assets are safeguarded and transactions are properly authorized, recorded and reported and to assure the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with accounting standards and applicable laws and regulations. The external auditors are responsible for planning and carrying out an audit of the Corporation’s annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that, among other things, such financial statements are in accordance with generally accepted accounting principles or International Financial Reporting Standards, as applicable.

PROCEDURES, POWERS AND DUTIES

In addition to the procedures and powers set out in the resolution of the Board establishing this Committee, the Committee shall have the following procedures, powers and duties:

1. General

- (a) *Composition* – The Committee shall be composed of a minimum of three (3) members, as determined by the Board. Each Committee member shall satisfy the independence requirements of applicable securities laws, rules or guidelines, any applicable stock exchange requirements or guidelines and any other applicable regulatory rules.

All members of the Committee must be “financially literate” (as that term is defined from time to time under the requirements or guidelines for audit committee service under securities laws and the rules of any stock exchange on which the Corporation’s securities are listed for trading or if it is not so defined as that term is interpreted by the Board in its business judgement) or must become financially literate within a reasonable period of time after their appointment to the Committee.

Members of the Committee shall be appointed by the Board. Each members shall serve until his successor is appointed, unless he shall resign or be removed by the Board or he shall otherwise cease to be a director of the Corporation. The Board shall fill any vacancy if the membership of the Committee is less than three (3) directors.

The Chair may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership.

- (b) *Service on Multiple Audit Committees* – If a Committee member serves on the audit committees of more than three (3) public corporations, including the Corporation, the Board must determine that such service would not impair the ability of the member to effectively serve on the Committee and disclose such determination in the annual proxy circular.
- (c) *Separate Executive Meetings* - The Committee shall meet periodically with the Chief Financial Officer and the external auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately and such persons shall have access to the Committee to bring forward matters requiring its attention. However, the Committee shall also meet periodically without management present.
- (d) *Professional Assistance* - The Committee may require the external auditors to perform such supplemental reviews or audits as the Committee may deem desirable. In addition, the Committee may retain such special legal, accounting, financial or other consultants as the Committee may determine to be necessary to carry out the Committee’s duties at the Corporation’s expense.
- (e) *Reliance* - Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on (i) the integrity of those persons or organizations within and outside the Corporation from which it receives

information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations and (iii) representations made by management and the external auditors as to any information technology, internal audit and other non-audit services provided by the external auditors to the Corporation and its subsidiaries.

- (f) *Reporting to the Board* - The Committee will report through the Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

AUDIT RESPONSIBILITIES OF THE COMMITTEE

Selection and Oversight of the External Auditors

1. The external auditors are ultimately accountable to the Committee and the Board as the representatives of the shareholders of the Corporation and shall report directly to the Committee and the Committee shall so instruct the external auditors. The Committee shall evaluate the performance of the external auditors and make recommendations to the Board on the reappointment or appointment of the external auditors of the Corporation to be proposed in the Corporation's proxy circular for shareholder approval and shall have authority to terminate the external auditors. If a change in external auditors is proposed, the Committee shall review the reasons for the change and any other significant issues related to the change, including the response of the incumbent auditors, and enquire on the qualifications of the proposed auditors before making its recommendation to the Board.
2. The Committee shall approve in advance the terms of engagement and the compensation to be paid by the Corporation to the external auditors with respect to the conduct of the annual audit. The Committee may approve policies and procedures for the pre-approval of services to be rendered by the external auditors, which policies and procedures shall include reasonable detail with respect to the services covered. All non-audit services to be provided to the Corporation or any of its affiliates by the external auditors or any of their affiliates which are not covered by preapproval policies and procedures approved by the Committee shall be subject to pre-approval by the Committee.
3. The Committee shall review the independence of the external auditors and shall make recommendations to the Board on appropriate actions to be taken which the Committee deems necessary to protect and enhance the independence of the external auditors. In connection with such review, the Committee shall:
 - (a) actively engage in a dialogue with the external auditors about all relationships or services that may impact the objectivity and independence of the external auditors;
 - (b) require that the external auditors submit to it on a periodic basis, and at least annually, a formal written statement delineating all relationships between the Corporation and its subsidiaries, on the one hand, and the external auditors and their affiliates on the other hand;
 - (c) require that (i) both the lead audit partner and the partner responsible for performing a second review respecting the audit be rotated at least every five (5) years and be subject to a five (5) year time out and (ii) all other partners on the audit engagement team who provide more than ten (10) hours of audit, review or attest services with respect to the Corporation's

consolidated financial statements or who serve as the lead partner in connection with any audit or review related to financial statements of a subsidiary whose assets or revenues constitute at least twenty percent (20%) of the consolidated assets or revenues of the Corporation be rotated at least every seven (7) years and be subject to a two (2) year time out;

- (d) consider whether there should be a regular rotation of the external audit firm itself; and
 - (e) consider the auditor independence standards promulgated by applicable auditing regulatory and professional bodies.
- 4. The Committee shall prohibit the external auditor and its affiliates from providing certain nonaudit services to the Corporation and its affiliates.
 - 5. The Committee shall establish and monitor clear policies for the hiring by the Corporation of employees or former employees of the external auditors.
 - 6. The Committee shall require the external auditors to provide to the Committee, and the Committee shall review and discuss with the external auditors, all reports which the external auditors are required to provide to the Committee or the Board under rules, policies or practices of professional or regulatory bodies applicable to the external auditors, and any other reports which the Committee may require. Such reports shall include:
 - (a) a description of the external auditors' internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues; and
 - (b) a report describing (i) all critical accounting policies and practices to be used in the annual audit, (ii) all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors and (iii) other material written communication between the external auditors and management, such as any management letter or schedule of unadjusted differences.
 - 7. The Committee is responsible for resolving disagreements between management and the external auditors regarding financial reporting.

Oversight and Monitoring of Audits

- 8. The Committee shall review with the external auditors and management the audit function generally, the objectives, staffing, locations, co-ordination, reliance upon management and scope of proposed audits of the financial statements of the Corporation and its subsidiaries, the overall audit plans, the responsibilities of management and the external auditors, the audit procedures to be used and the timing and estimated budgets of the audits.

9. The Committee shall discuss with the external auditors any difficulties or disputes that arose with management during the course of the audit and the adequacy of management's responses in correcting audit-related deficiencies.
10. The Committee shall review with management the results of external audits.
11. The Committee shall take such other reasonable steps as it may deem necessary to satisfy itself that the audit was conducted in a manner consistent with all applicable legal requirements and auditing standards of applicable professional or regulatory bodies.

Oversight and Review of Accounting Principles and Practices

12. The Committee shall, as it deems necessary, oversee, review and discuss with management and the external auditors:
 - (a) the quality, appropriateness and acceptability of the Corporation's accounting principles and practices used in its financial reporting, changes in the Corporation's accounting principles or practices and the application of particular accounting principles and disclosure practices by Management to new transactions or events;
 - (b) all significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of alternative methods within generally accepted accounting principles on the financial statements and any "second opinions" sought by Management from an independent auditor with respect to the accounting treatment of a particular item;
 - (c) disagreements between management and the external auditors regarding the application of any accounting principles or practices;
 - (d) any material change to the Corporation's auditing and accounting principles and practices as recommended by management or the external auditors or which may result from proposed changes to applicable generally accepted accounting principles;
 - (e) the effect of regulatory and accounting initiatives on the Corporation's financial statements and other financial disclosures;
 - (f) any reserves, accruals, provisions, estimates or management programs and policies, including factors that affect asset and liability carrying values and the timing of revenue and expense recognition, that may have a material effect upon the financial statements of the Corporation;
 - (g) the use of special purpose entities and the business purpose and economic effect of off-balance sheet transactions, arrangements, obligations, guarantees and other relationships of the Corporation and their impact on the reported financial results of the Corporation;
 - (h) any legal matter, claim or contingency that could have a significant impact on the financial statements, the Corporation's compliance policies and any material reports, inquiries or other correspondence received from regulators or governmental agencies and the manner in which any such legal matter, claim or contingency has been disclosed in the Corporation's financial statements;

- (i) the treatment for financial reporting purposes of any significant transactions which are not a normal part of the Corporation's operations;
 - (j) the use of any "pro forma" or "adjusted" information not in accordance with generally accepted accounting principles; and
 - (k) Management's determination of goodwill impairment, if any, as required by applicable accounting standards.
13. The Committee will review and resolve disagreements between management and the external auditors regarding financial reporting or the application of any accounting principles or practices.

Oversight and Monitoring of Internal Controls

14. The Committee shall, as it deems necessary, exercise oversight of, review and discuss with management and the external auditors:
- (a) the adequacy and effectiveness of the Corporation's internal accounting and financial controls and the recommendations of management and the external auditors for the improvement of accounting practices and internal controls;
 - (b) any material weaknesses in the internal control environment, including with respect to computerized information system controls and security; and
 - (c) Management's compliance with the Corporation's processes, procedures and internal controls.

Communications with Others

15. The Committee shall establish and monitor procedures for the receipt and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or audit matters and the anonymous submission by employees of concerns regarding questionable accounting or auditing matters and review periodically with management these procedures and any significant complaints received.

Oversight and Monitoring of the Corporation's Financial Disclosures

16. The Committee shall:
- (a) review with the external auditors and management and recommend to the Board for approval the audited financial statements and the notes and Managements' Discussion and Analysis accompanying such financial statements, the Corporation's annual report and any financial information of the Corporation contained in any prospectus or information circular of the Corporation; and
 - (b) review with the external auditors and management each set of interim financial statements and the notes and Managements' Discussion and Analysis accompanying such financial statements and any other disclosure documents or regulatory filings of the Corporation containing or accompanying financial information of the Corporation.

Such reviews shall be conducted prior to the release of any summary of the financial results or the filing of such reports with applicable regulators.

17. Prior to their distribution, the Committee shall discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies, it being understood that such discussions may, in the discretion of the Committee, be done generally (i.e., by discussing the types of information to be disclosed and the type of presentation to be made) and that the Committee need not discuss in advance each earnings release or each instance in which the Corporation gives earning guidance.
18. As part of the process by which the Committee shall satisfy itself as to the reliability of public disclosure documents that contain audited and unaudited financial information, the Committee shall require each of the Chief Executive Officer and the Chief Financial Officer of the Corporation to provide a certificate addressed to the Committee certifying in respect of each annual and quarterly report the matters such officers are required to certify in connection with the filing of such reports under applicable securities laws.
19. The Committee shall review the disclosure with respect to its pre-approval of audit and non-audit services provided by the external auditors.

Oversight of Finance Matters

20. Appointments of the key financial executives involved in the financial reporting process of the Corporation, including the Chief Financial Officer, shall require the prior review of the Committee.
21. The Committee shall receive and review:
 - (a) periodic reports on compliance with requirements regarding statutory deductions and remittances, the nature and extent of any non-compliance together with the reasons therefor and the management's plan and timetable to correct any deficiencies;
 - (b) material policies and practices of the Corporation respecting cash management and material financing strategies or policies or proposed financing arrangements and objectives of the Corporation; and
 - (c) material tax policies and tax planning initiatives, tax payments and reporting and any pending tax audits or assessments.
22. The Committee shall meet periodically with management to review and discuss the Corporation's major financial risk exposures and the policy steps management has taken to monitor and control such exposures, including the use of financial derivatives and hedging activities.
23. The Committee shall receive and review the financial statements and other financial information of material subsidiaries of the Corporation and any auditor recommendations concerning such subsidiaries.
24. The Committee shall meet with management to review the process and systems in place for ensuring the reliability of public disclosure documents that contain audited and unaudited financial information and their effectiveness.

Committee Reporting

25. If required by applicable laws or regulations or stock exchange requirements, the Committee shall prepare, review and approve a report to shareholders and others (the “**Report**”). In the Report, the Committee shall state whether it has:
- (a) reviewed and discussed the audited financial statements with management or the external auditors;
 - (b) received from the external auditors all reports and disclosures required under legal, listing and regulatory requirements and this Charter and have discussed such reports with the external auditors, including reports with respect to the independence of the external auditors; and
 - (c) based on the reviews and discussions referred to in clauses (a) and (b) above, recommended to the Board that the audited financial statements be included in the Corporation’s annual report.

Additional Responsibilities

26. The Committee shall review and make recommendations to the Board concerning the financial structure, condition and strategy of the Corporation and its subsidiaries, including with respect to annual budgets, long-term financial plans, corporate borrowings, investments, capital expenditures, long term commitments and the issuance and/or repurchase of stock.
27. The Committee shall review and/or approve any other matter specifically delegated to the Committee by the Board and undertake on behalf of the Board such other activities as may be necessary or desirable to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting.

THE CHARTER

The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. The performance of the Committee shall be evaluated with reference to this Charter annually.