



A clerical error was discovered on Page 6 of the Management Information Circular dated February 11, 2021 and filed on SEDAR on February 23, 2021. The record date for the Meeting is February 17, 2021. Persons who are Registered Shareholders at the close of business on February 17, 2021, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. The previously filed version incorrectly stated February 11, 2021.

No other changes were made.



INPUT CAPITAL
THE AGRICULTURE STREAMING COMPANY



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF THE SHAREHOLDERS OF
INPUT CAPITAL CORP.**

TO BE HELD ON MARCH 29, 2021

AND MANAGEMENT INFORMATION CIRCULAR



Input Capital Corp.
Notice of Annual General and Special Meeting of the Shareholders and Management
Information Circular

CONTENTS	Page
Letter to Shareholder	i
Notice of Annual and Special Meeting of the Shareholders	ii
1. MANAGEMENT INFORMATION CIRCULAR	1
2. HOW TO VOTE	1
3. NOTICE AND ACCESS	5
4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF	6
5. PARTICULARS OF MATTERS TO BE VOTED ON	6
6. CORPORATE GOVERNANCE DISCLOSURE	12
7. STATEMENT OF EXECUTIVE COMPENSATION	17
8. INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND OTHERS	22
9. INTEREST OF CERTAIN PERSONS IN MATTERS TO BE VOTED ON	22
10. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	22
11. MANAGEMENT CONTRACTS	23
12. AUDIT COMMITTEE	23
13. ADDITIONAL INFORMATION	25
14. OTHER MATTERS	25
15. DIRECTORS' APPROVAL	26
Schedule "A" to Circular	A-1
Schedule "B" to Circular	B-1



February 11, 2021

Dear Shareholder:

We are pleased to invite you to the annual general and special meeting of the shareholders of Input Capital Corp. (the “**Company**”), which will be held at 9:00 a.m. (Saskatchewan time) March 29, 2021 at McKercher LLP, 800 – 1801 Hamilton St, Regina, SK. The meeting is an opportunity to consider matters of importance to Input and its shareholders.

The Company intends to hold the meeting in person as held in past years, however, due to the current COVID-19 pandemic, access to the meeting will be limited to essential Company personnel and registered shareholders, provided they pre-register and follow the directions and recommendations of the Public Health Agency of Canada, the Government of Saskatchewan and the Saskatchewan Public Safety Agency then in effect. The Company strongly urges and requests that shareholders vote in-advance by proxy or following the instructions provided to you by your intermediary. You are only invited to attend in person if you view it as essential and necessary.

We look forward to your participation at the meeting. You are encouraged to read the Management Information Circular in advance of voting. The Management Information Circular describes the business to be conducted at the meeting and provides information on Input’s approach to executive compensation and corporate governance.

The Company has elected to take advantage of the Notice-and-Access provisions of National Instrument 51-102 – *Continuous Disclosure Obligations* and National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Notice-and-Access reduces the volume of materials that must be physically mailed to shareholders by allowing issuers to deliver meeting materials to shareholders electronically by providing shareholders with access to these materials online. Notice-and-Access will be used to deliver the meeting materials to non-registered (beneficial) shareholders only.

If you are a registered shareholder, you will be receiving with this letter a printed copy of the Notice of Annual General and Special Meeting and the Management Information Circular, together with a form of proxy. If you are a non-registered (beneficial) shareholder, you will be receiving with this letter a Notice-and-Access Notice, which explains and sets forth important information with respect to how you may access the Notice of Annual General and Special Meeting and the Management Information Circular, together with either a voting instruction form or a form of proxy. The Notice of Annual General and Special Meeting and the Management Information Circular outlines and explains the business to be conducted at the meeting as well as other important information about Input.

Once again, you are encouraged to vote in advance by proxy and avoid in personal attendance unless you view it as essential and necessary. Please refer to the *How to Vote* section of the Management Information Circular for further information.

The board of directors and the management of Input look forward to your participation in the Company’s annual general and special meeting.

Sincerely,

Doug Emsley,
Chairman of the Board,
President and Chief Executive Officer



Notice of Annual General and Special Meeting of the Shareholders

Notice is hereby given that the annual general and special meeting (the “**Meeting**”) of the shareholders of Input Capital Corp. (the “**Company**”) will be held at McKercher LLP, 800 – 1801 Hamilton St, Regina, SK, on March 29, 2021, at 9:00 a.m. (Saskatchewan time) for the following purposes:

1. to receive the audited consolidated comparative financial statements of the Company for the financial year ended September 30, 2020, together with the report of the auditors thereon;
2. to elect directors of the Company for the ensuing year;
3. to appoint KPMG LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, adopt, with or without variation, an ordinary resolution granting the continuation of the existing stock option plan of the Company; and
5. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the Management Information Circular (the “**Circular**”). The audited consolidated financial statements and related management discussion and analysis have already been mailed to those shareholders who have previously requested to receive them. Otherwise, these documents are available upon request to the Company, or can be found on SEDAR at: www.sedar.com.

YOUR VOTE IS IMPORTANT. As a shareholder, it is important that you read this material carefully and vote your shares, either in person or by proxy at the Meeting.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company’s transfer agent, TSX Trust Company, no later than 9.00 a.m. (Saskatchewan time) on March 25, 2021, or no later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment thereof is held. Please see the *How to Vote* section of the Circular for more information.

Non-registered shareholders who receive materials under the Notice-and-Access rules in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*, either directly from the Company’s transfer agent, TSX Trust Company, or through their broker or other intermediary are requested to follow the instructions for voting provided, which may include the completion and delivery of a voting instruction form or a form of proxy. Please see the *How to Vote* section of the Circular for more information.

DATED at Regina, Saskatchewan this 11th day of February, 2021.

BY ORDER OF THE BOARD

Doug Emsley,
Chairman of the Board,
President and Chief Executive Officer



1. MANAGEMENT INFORMATION CIRCULAR

Input Capital Corp. (the “**Company**”) is providing this Management Information Circular (the “**Circular**”) and a form of proxy or voting instruction form in connection with management’s solicitation of proxies for use at the annual general and special meeting (the “**Meeting**”) of the shareholders (together, the “**Shareholders**” and each, a “**Shareholder**”) of the Company to be held on March 29, 2021, and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact with Shareholders. The Company will pay the cost of solicitation.

As a Shareholder, you have the right to attend the Meeting to vote your shares. You can vote in person or by proxy, however, due to the current COVID-19 pandemic, access to the meeting will be limited to essential Company personnel and registered Shareholders, provided they pre-register and follow the directions and recommendations of the Public Health Agency of Canada, the Government of Saskatchewan and the Saskatchewan Public Safety Agency then in effect. The Company strongly urges and requests that Shareholders vote in-advance by proxy or following the instructions provided to you by your intermediary. You are only invited to attend the Meeting in person if you view it as essential and necessary. Please refer to the *How to Vote* section of this Circular for more information.

This Circular explains what the Meeting will cover, the voting process, and other important information you need to know, such as:

- the current board of directors are proposed for reappointment;
- the current auditors are proposed for reappointment;
- the Company’s current stock option plan;
- the Company’s corporate governance practices; and
- the compensation paid to the Company’s directors and executive officers.

Shareholders will find important disclosure and governance documents on the Company’s website at: www.inputcapital.com, which links to the SEDAR website: www.sedar.com, including quarterly and annual financial statements and notes, and management’s discussion and analysis for the fiscal year ended September 30, 2020, news releases, the Company’s Code of Conduct and this Circular. Copies are also available free of charge from the Company by phone, fax or email:

Phone: +1 (306) 347-3006
Fax: +1 (306) 352-4110
Email: investor@inputcapital.com

These and other documents are also available on SEDAR at: www.sedar.com.

2. HOW TO VOTE

The Company intends to hold the meeting in person as held in past years, however, due to the current COVID-19 pandemic, access to the meeting will be limited to essential Company personnel and registered shareholders, provided they pre-register and follow the directions and recommendations of the Public Health Agency of Canada, the Government of Saskatchewan and the Saskatchewan Public Safety Agency then in effect. The Company strongly urges and requests that Shareholders vote in-advance by returning a duly completed proxy or following the instructions provided to you by your intermediary. You are only invited to attend in person if you view it as essential and necessary.

If you plan on attending the Meeting in person, you are required to pre-register no later than March 24, 2021 by contacting Shannon Young by phone at 306-347-3023 or email at: shannon.young@inputcapital.com. Due to the ongoing COVID-19 pandemic and required public health and safety measures, failure to pre-register may prevent you from attending the Meeting but efforts will be made to ensure your vote is counted.

The Company may take additional precautionary measures in relation to the Meeting in response to any further development with or governmental response to the COVID-19 pandemic. In the event it is not possible or advisable to hold the Meeting in person, Input will announce alternative arrangements for the Meeting as promptly as practicable, which may include postponing the Meeting or holding the Meeting entirely by electronic means, telephone or other communication facilities, if permitted by applicable law.

The Company encourages Shareholders not to attend the Meeting in person, particularly if they are experiencing any of the described COVID-19 symptoms, or have been in contact within the last 14 days with anyone known or suspected to have COVID-19. Instead, Input encourages Shareholders to date and sign the enclosed form of proxy and return it in the envelope provided, or, alternatively, to vote by telephone, or over the internet, in each case in accordance with the enclosed instructions. More information on how to vote is provided below.

(a) REGISTERED SHAREHOLDERS

Only Shareholders appearing on the share register for the Company (“**Registered Shareholder**”) or the persons they appoint as their proxies are permitted to vote at the Meeting. If you hold shares through the name of a brokerage firm, bank or trust company, please refer to the NON-REGISTERED SHAREHOLDERS section of this Circular.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote on behalf of a Registered Shareholder in accordance with the instructions given by the Registered Shareholder in the proxy. The persons whose names are printed in the form of proxy delivered in connection with the Meeting are officers or directors of the Company (the “**Management Proxyholders**”).

A Registered Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Registered Shareholder at the Meeting by striking out the names of the Management Proxyholders and inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the form of proxy delivered in connection with the Meeting. A proxyholder need not be a Shareholder.

VOTING BY PROXY

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted for or against or be withheld from voting on each matter referred to in the Notice of Annual General and Special Meeting in accordance with the instructions of the Registered Shareholder on any ballot that may be called for and if the Registered Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a Registered Shareholder does not specify a choice and the Registered Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Annual General and Special Meeting and in favour of all other matters proposed by management at the Meeting.

The form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Annual General and Special Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited by one of the methods below at the office of the Company's registrar and transfer agent not later than 9:00 a.m. (Saskatchewan time) on March 25, 2021, or forty-eight (48) hours, excluding Saturdays, Sundays and Statutory holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

To vote by Internet: Please go to www.voteproxyonline.com and enter the 12 digit control number provided on the form of proxy.

To vote by facsimile: Please send the form of proxy to: (416) 595-9593.

To vote by mail: Please send the form of proxy to:

TSX TRUST COMPANY
Attn: Proxy Dept.
301 – 100 Adelaide Street West
Toronto, Ontario, M5H 4H1

REVOCABILITY OF PROXY

Any Registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a Registered Shareholder, their attorney authorized in writing, or if the Registered Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

(b) NON-REGISTERED HOLDERS

The Company has elected to take advantage of the Notice-and-Access provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**Notice-and-Access**"). Notice-and-Access reduces the volume of materials that must be physically mailed to shareholders by allowing issuers to deliver meeting materials to shareholders electronically by providing shareholders with access to these materials online. Notice-and-Access will be used to deliver the meeting materials to non-registered (beneficial) shareholders only. **Please carefully review the NOTICE AND ACCESS section of this Circular.**

Only Registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting.

Registered Shareholders are holders whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased shares. Non-registered shareholders are holders whose shares are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased their shares ("**Non-Registered Shareholders**"). Most Shareholders are Non-Registered Shareholders. Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIAs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

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

Issuers can request and obtain a list of their NOBOs from Intermediaries via their transfer agents, pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* (“**NI 54-101**”) and issuers can use this NOBO list for distribution of proxy-related materials directly to NOBOs. The Company has decided to take advantage of those provisions of NI 54-101 that allow it to directly deliver proxy-related materials to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form from the Company’s transfer agent, TSX Trust Company (“**TSX Trust**”). These voting instruction forms are to be completed and returned to TSX Trust by one of the methods described below. TSX Trust will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by voting instruction forms they receive. By choosing to send these materials to NOBOs directly, the Company (and not your Intermediary) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result, NOBOs can expect to receive a voting instruction form which is to be completed and returned to TSX Trust, who will tabulate the results received from NOBOs and will provide appropriate voting instructions at the Meeting with respect to those results.

With respect to OBOs, in accordance with applicable securities law requirements, the Company will have delivered proxy-related materials to the clearing agencies and Intermediaries for distribution to such Non-Registered Shareholders. Intermediaries are required to forward the proxy-related materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward proxy-related materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive proxy-related materials will either:

- (i) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow; or
- (ii) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with TSX Trust, by the mail or facsimile methods described below, subject to instructions of their Intermediary, if applicable.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares they beneficially own. **Non-Registered Shareholders should carefully follow the instructions of TSX Trust or their Intermediary, as applicable to each NOBOs and OBOs as the case may be, including those regarding when and where the form of proxy or voting instruction form is to be delivered.**

If a Non-Registered Shareholder does not specify a choice and the Non-Registered Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

COMPLETION AND RETURN OF PROXY OR VOTING INSTRUCTION FORM

Non-Registered Shareholders should carefully follow the instructions of TSX Trust or their Intermediary, as applicable to each NOBOs and OBOs as the case may be, including those regarding when and where the proxy or voting instruction form is to be delivered.

NOBOs may vote as follows:

To vote by internet:

Please go to www.voteproxyonline.com and enter the 12 digit control number provided on the form of proxy of voting instruction form.

To vote by facsimile: Please send the form of proxy or voting instruction form to: (416) 595-9593.

To vote by mail: Please send the form of proxy or voting instruction form to:

TSX TRUST COMPANY
Attn: Proxy Dept.
301 - 100 Adelaide Street West
Toronto, Ontario, M5H 4H1

OBOs should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or voting instruction form is to be delivered.

REVOCABILITY OF PROXY OR VOTING INSTRUCTION FORM

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive proxy-related materials and to vote which has been given to TSX Trust or an Intermediary at any time by written notice to TSX Trust of the Intermediary provided that TSX Trust or an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive proxy-related materials and to vote which is not received by TSX Trust or the Intermediary at least seven days prior to the Meeting. Only Registered Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must, at least seven (7) days before the Meeting, arrange for either TSX Trust or their Intermediary, as applicable to NOBOs and OBOs as the case may be, to revoke the voting instructions or proxy on their behalf.

(c) SHAREHOLDER INFORMATION

Proxy related materials are being sent to both Registered Shareholders and Non-Registered Shareholders. If you are a Non-Registered Shareholder, and the Company has sent these proxy related materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities requirements from the Intermediary on your behalf.

3. NOTICE AND ACCESS

Notice-and-Access is a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website rather than delivering such materials by mail. Notice-and-Access can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the information circular at the reporting issuer's expense.

The Company has elected to use Notice-and-Access to deliver proxy-related materials to Non-Registered Shareholders. In order for the Company to utilize Notice-and-Access to deliver proxy-related materials by posting the Circular (and certain other meeting materials) electronically on a website that is not SEDAR, the Company must send a notice ("**Notice-and-Access Notice**") to Non-Registered Shareholders, indicating that the Circular (and certain other proxy-related materials) have been posted and explaining how a Shareholder can access them or obtain from the Company, a paper copy of such proxy-related materials. Additionally, the Notice-and-Access Notice explains how a Non-Registered Shareholder can obtain a paper copy of any related financial statements and management's discussion and analysis. The Notice-and-Access Notice has been delivered to Non-Registered Shareholders by the Company, along with either a form of proxy or voting instruction form.

In order to use Notice-and-Access, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least forty (40) days prior to the meeting in order to ensure there is sufficient time for the materials to be posted on the applicable website and other materials to be delivered to shareholders. The Company will rely upon the use of "stratification". Stratification occurs when a reporting issuer using Notice-and-Access provides a paper copy of the management information circular with the Notice-and-Access Notice to any shareholders. Except

for Registered Shareholders, no shareholder will receive a paper copy of the Circular from the Company or any Intermediary unless such shareholder specifically requests same.

The proxy-related materials have been posted under the Company's SEDAR profile at www.sedar.com, and at the following internet address: <https://docs.tsxtrust.com/2097>

Any Non-Registered Shareholder who wishes to receive a paper copy of the proxy-related materials must make contact with the Company's transfer agent, TSX Trust by calling 1.866.393.4891 ext. 205 or 416.361.0930 ext. 205 or by emailing Investor Services at tmxeinvestorservices@tmx.com. In order to ensure that a paper copy of the proxy-related materials can be delivered to a requesting Shareholder in time for such Shareholder to review the proxy-related materials and return a form of proxy or voting instruction form prior to the deadline, it is strongly suggested that a Shareholder ensure their request is received no later than March 18, 2021.

The proxy-related materials will be available on the TSX Trust's website as of February 17, 2021 and will remain on the website for one full year thereafter. The proxy-related materials will also be available under the Company's profile on SEDAR at www.sedar.com.

Proxy-related materials will be sent to such Shareholders at no cost to them within three (3) business days of their request, if such requests are made before the Meeting.

Questions?

If Shareholders have additional questions, they are encouraged to contact the Company's transfer agent:

TSX Trust Company
300-5th Avenue SW, 10th Floor
Calgary, AB T2P 3C4
T: 1 (403) 265-0208
F: 1 (403) 265-0232

4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value (the "Shares"), of which 60,829,988 Shares are issued and outstanding as of February 11, 2021. Persons who are Registered Shareholders at the close of business on February 17, 2021, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. The Company has only one class of shares.

As at February 11, 2021, Doug Emsley owns, controls or directs, directly or indirectly, 13,693,327 Shares being 22.51% of all issued and outstanding Shares. To the knowledge of the directors and executive officers of the Company, as of the date hereof, no other person or company beneficially owns, or controls or directs, directly or indirectly, Shares of the Company carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

5. PARTICULARS OF MATTERS TO BE VOTED ON

(a) ELECTION OF DIRECTORS

The directors of the Company ("Directors" or "Board of Directors" or "Board") are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed.

At the Meeting, the five (5) persons named hereunder will be proposed for election as Directors of the Company (the "Nominees"). All of the Nominees currently serve on the Board and each has expressed his willingness to serve on the Board for another term. You can vote for all of these Nominees, vote for some of them and withhold for others, or withhold for all of them.

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted FOR the election of each of the Nominees as set forth above and herein. To pass an ordinary resolution requires the affirmative vote of a majority of the votes cast by the holders of Shares present at the Meeting in person or by proxy. Management does not contemplate that any of the Nominees will be unable to serve as a Director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying form of proxy to vote the proxy for the election of any other person or persons in place of any Nominee or Nominees unable to serve. Each of the Nominees was elected at the last annual and special meeting of the Shareholders held on February 11, 2020.

Majority Voting Policy

The Board has adopted a Majority Voting Policy stipulating that if the votes in favour of the election of a Director at a Shareholder's meeting represent less than a majority (i.e. 50% + 1) of the votes cast with respect to his or her election, that Director will immediately tender his or her resignation to the Board of Directors after the Shareholder meeting. Within 90 days of the Shareholder meeting, the Board of Directors will determine whether or not to accept the resignation and the Director will not participate in any Board deliberations on the resignation offer. The Board of Directors' decision to accept or reject the resignation offer will promptly be disclosed to the public by news release. The Company's Majority Voting Policy does not apply in circumstances involving contested director elections.

Director Profiles

Each of the five (5) Nominees is profiled below, including his background and experience, areas of expertise, committee memberships, share ownership and other public companies and board committees of which he is a member. Information concerning each such person is based upon information furnished to the Company by the individual Nominee.

DOUG EMSLEY		Chairman of the Board of Directors, President and Chief Executive Officer	
Age: 62 Regina, SK CANADA		Mr. Emsley is the Chairman of the Board of Directors, Director, President and Chief Executive Officer of the Company.	
Director since: July 19, 2013		Mr. Emsley has a wide array of business and professional experience. He was previously Director, President and Chief Executive Officer of Assiniboia Farmland GP 3 Corp., which was the general partner of Assiniboia Farmland Limited Partnership, a partnership which completed a sale of 115,000 acres of Saskatchewan farmland to CPPIB Assiniboia Inc. and Assiniboia Farmland Holdings LP. He is the President of Emsley & Associates. (2002) Inc. Mr. Emsley is a director of the Information Services Corporation (“ISC”) (TSX:ISV), and also serves as Vice Chairman of the Board of Directors of ISC and Chairman of the Compensation Committee. Mr. Emsley is also a director of Greenfield Carbon Offsetters Inc. He is also the Chairman and CEO of Sabre West Oil & Gas Ltd. (an oil and gas company). He was previously a trustee of Royal Utilities Income Fund (RU.UN-T), then a TSX-listed income trust involved in the mining of thermal coal in western Canada, where he also served as Chair of the Audit Committee, as well as a former member of the Board of Directors of the Bank of Canada and the Saskatchewan Roughrider Football Club. Mr. Emsley has an MBA from York University in Toronto. Current Principal Occupation: Chairman of the Board of Directors, Director, President and Chief Executive Officer of the Company.	
Non-Independent			
Areas of Expertise:			
Agriculture			
Executive Management			
Finance and Capital Markets			
Mergers and Acquisitions			
Other Public Company Directorships:		Other Public Company Committee Memberships	
Information Services Corporation		Compensation Committee/Vice-Chairman	
Number of Shares of the Company Owned, Controlled or Directed, Directly or Indirectly: ⁽¹⁾			
Shares		13,693,327	

DAVID A. BROWN, C.M., Q.C.		Lead Director and member of the Audit Committee	
Age: 81 Gilford, ON CANADA Director since: July 19, 2013 Independent <u>Areas of Expertise:</u> Law and Regulation Mergers and Acquisitions Corporate Governance		Mr. Brown is Counsel at Davies Ward Phillips & Vineberg LLP. Mr. Brown served as chairman and Chief Executive Officer of the Ontario Securities Commission (“OSC”) from April 1998 to June 2005. Prior to joining the OSC, he was a senior corporate law partner with a predecessor firm to Davies Ward Phillips & Vineberg for 29 years, focusing on mergers and acquisitions, corporate finance and reorganization. He is a former Director and Member of the Funds Advisory Board at Invesco Trimark Group of Mutual Funds. In addition, Mr. Brown is the founding chair of the Council of Governors for the Canadian Public Accountability Board. Mr. Brown is a past chair of the Technical Committee and a member of the Executive Committee of the International Organization of Securities Commissions. He was appointed Queen’s Counsel in 1984, a member of the Order of Canada in 2009 and he received the Queen’s Jubilee Medal in 2012. Mr. Brown received an honorary doctorate of laws from McMaster University in 2005, his LL.B from the University of Toronto in 1966 and his Bachelor’s degree in Civil Engineering from Carleton University in 1963. <u>Current Principal Occupation:</u> Counsel, Davies Ward Phillips & Vineberg LLP	
Other Public Company Directorships:		Other Public Company Committee Memberships	
None		None	
Number of Shares of the Company Owned, Controlled or Directed, Directly or Indirectly: ⁽¹⁾			
Shares		170,000	

BRAD FARQUHAR		Director, Executive Vice-President and Chief Financial Officer	
Age: 51 Regina, SK CANADA Director since: July 19, 2013 Non-Independent <u>Areas of Expertise:</u> Agriculture Executive Management Finance and Capital Markets Accounting		Mr. Farquhar co-founded the Company with Mr. Emsley and serves as a Director, Executive Vice-President and Chief Financial Officer to the Company. He was previously Vice-President of Assiniboia Farmland GP3 Corp., Assiniboia Farmland Holdings LP, Assiniboia Farmland LP, and Palliser Farmland Management Corp. Mr. Farquhar is a trained financial planner and has completed the Canadian Securities Course of the Canadian Securities Institute. He received a Master of Public Administration degree in Electoral Governance from Griffith University in Australia, studied political science at Carleton University, and completed a Bachelor of Arts in Liberal Arts at Providence College. Mr. Farquhar is a Director of Greenfield Carbon Offsetters Inc., Radicle Group Inc., Luxxfolio Holdings Inc. (LUXX.CN), Mongolia Growth Group Ltd. (TSXV:YAK), where he also serves on the Audit Committee, the Compensation Committee, and the Nominating Committee, Chair of the board of directors of SIM Canada and also on the advisory board of AgFunder, the world’s largest community of professional agriculture investors. He is a former director of the International Centre for Human Rights and Democratic Development and the Regina & District Chamber of Commerce. <u>Current Principal Occupation:</u> Director, Executive Vice-President and Chief Financial Officer of the Company.	
Other Public Company Directorships:		Other Public Company Committee Memberships	
Mongolia Growth Group Ltd. Luxxfolio Holdings Inc.		Audit Committee, Compensation Committee, Nominating Committee Audit Committee	
Number of Shares of the Company Owned, Controlled or Directed, Directly or Indirectly: ⁽¹⁾			
Shares		3,673,555	

MR. LORNE HEPWORTH		Director and member of the Audit Committee	
Age: 73 London, ON CANADA Director since: July 19, 2013 Independent <u>Areas of Expertise:</u> Agriculture Crop Science		Mr. Hepworth retired in 2014 as President of CropLife Canada, the national trade association representing developers, manufacturers and distributors of plant science innovations for use in agriculture, urban and public health settings. Mr. Hepworth is currently the chair of the Agricultural Research Institute of Ontario; chair and director of Canterra GP Ltd.; and a member of CARE Canada. He is a past Chair of Genome Canada; was a member of The Expert Panel on Sustainable Management of Water in the Agricultural Landscapes of Canada; and, the Governance Committee of the Canadian International Food Security Research Fund. He has served as a member of the Advisory Board of the National Research Council of Canada, Plant Biotechnology Institute, the Canadian Agri-Food Research Council, the federal Pest Management Advisory Committee and National Biotechnology Advisory Committee. A graduate of the Western College of Veterinary Medicine at the University of Saskatchewan (1971), Mr. Hepworth was a veterinarian in Alberta and Saskatchewan until 1982, when he was elected to Saskatchewan’s Legislative Assembly. He subsequently served nine years in Cabinet, during which he was minister of Agriculture, Education, Finance, and Energy and Mines. From 1993 to 1997, he held several executive positions with the Canadian Agra group of companies specializing in agri-food/feed production, processing and marketing. In 2014, he was inducted into the Canadian Agricultural Hall of Fame. <u>Current Principal Occupation:</u> Corporate Director	
Other Public Company Directorships:		Other Public Company Committee Memberships	
None		None	
Number of Shares of the Company Owned, Controlled or Directed, Directly or Indirectly: ⁽¹⁾			
Shares		142,630	

DAVID H. LAIDLEY, FCPA, FCA		Director and Chairman of the Audit Committee	
Age: 74 Montreal, QC CANADA Director since: July 19, 2013 Independent <u>Areas of Expertise:</u> Accounting Tax and Audit Corporate Governance		Mr. Laidley is a former Chairman of Deloitte LLP (Canada), an audit and financial services firm, where he was a partner from 1975 until his retirement in 2007. Mr. Laidley served as Chairman of Deloitte LLP from 2000 to 2006 and during that time, he also served on the Global Board of Deloitte Touche Tohmatsu as well as its Governance Committee and he chaired its Audit Committee. As a chartered professional accountant, he has enjoyed a distinguished career spanning 40 years with Canada’s largest professional services firm, with specialization in its tax and audit practices. Applying his background in tax, he has counseled many clients in the areas of corporate reorganizations, acquisitions and divestitures. Mr. Laidley serves on the boards of EMCOR Group Inc. (NYSE) and CT Real Estate Investment Trust (TSX). He previously served on the boards of the Bank of Canada, Aimia Inc., Nautilus Indemnity Holdings Limited (former Chairman), Bausch Health (then Biovail Corporation) and Aviva Canada Inc. Mr. Laidley is a Fellow of the Ordre des comptables professionnels agréés du Québec (FCPA) and holds a Bachelor of Commerce degree from McGill University. <u>Current Principal Occupation:</u> Corporate Director	
Other Public Company Directorships:		Other Public Company Committee Memberships	
CT Real Estate Investment Trust EMCOR Group, Inc.		Chairman, Member of Audit & Governance Committees Chairman, Audit Committee	
Number of Shares of the Company Owned, Controlled or Directed, Directly or Indirectly: ⁽¹⁾			
Shares		320,526	

Notes:

(1) Number of Shares as of February 11, 2021. For details concerning stock options and deferred share units held by each of the above persons, kindly refer to the specific disclosure contained within the *STATEMENT OF EXECUTIVE COMPENSATION* and *STATEMENT OF COMPENSATION – VENTURE ISSUER* sections of this Circular.

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and Executive Officers of the Company acting solely in such capacity.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Company, no proposed Director:

- (I) is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a Director, Chief Executive Officer (“CEO”) or Chief Financial Officer (“CFO”) of any company (including the Company) that:
 - (1) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (2) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or
- (II) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a Director or executive officer of any company (including the 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, except David Laidley, FCPA, FCA. Mr. Laidley was a director of 2907160 Canada Inc. (formerly ProSep Inc.) (“ProSep”) from August 2008 until January 2014 and on October 28, 2013, ProSep filed for and obtained creditor protection under the *Companies’ Creditors Arrangement Act* (Canada) (“CCAA”). At the same time, the Superior Court of Quebec (Commercial Division) approved the sale of substantially all of ProSep’s assets to a third party. The distribution of ProSep’s liquidation proceeds was completed and ProSep was dissolved on January 15, 2014; or
- (III) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromises with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director; or
- (IV) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (V) has been subject to any 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, except David Laidley, FCPA, FCA. Mr. Laidley was a director of ProSep from August 2008 until January 2014 and on April 12, 2013, the Autorité des marchés financiers issued a management cease trade order restricting all trading in securities of ProSep by management and insiders of ProSep due to failure to file its annual disclosure documents within the prescribed time period. The management cease trade order was revoked on June 17, 2013.

Meeting Attendance

The table below presents the Directors' attendance record for the fiscal year ended September 30, 2020.

Director	Board Meetings		Committee Meetings	
	#	%	#	%
Doug Emsley	9	100	4	100
David A. Brown, C.M., Q.C.	9	100	4	100
Brad Farquhar	9	100	4	100
Lorne Hepworth	9	100	4	100
David H. Laidley, FCPA, FCA	9	100	4	100

(b) APPOINTMENT OF AUDITORS

KPMG LLP, Chartered Professional Accountants, of 2000 – 1881 Scarth Street, Regina, Saskatchewan, S4P 4K9, are the auditors of the Company. The Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass an ordinary resolution, the text of which is as follows:

“BE IT HEREBY RESOLVED that the appointment of KPMG LLP as auditors of the Company to hold office until the next annual general meeting of the shareholders is hereby approved at a remuneration to be fixed by the Board of Directors.”

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted FOR the appointment of KPMG LLP as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the Board of Directors of the Company. To pass an ordinary resolution requires the affirmative vote of a majority of the votes cast by the holders of Shares present at the Meeting in person or by proxy. KPMG LLP was appointed the auditor at the last annual general and special meeting of the Shareholders held on February 11, 2020

(c) ANNUAL APPROVAL OF STOCK OPTION PLAN

Pursuant to Policy 4.4 of the TSX Venture Exchange (“**TSXV**”) Corporate Finance Manual, the Company has a rolling stock option plan reserving a maximum of 10% of the issued shares of the Company at the time of the stock option grant. TSXV Policy 4.4 stipulates that such rolling stock option plans must be approved by the shareholders of the Company on an annual basis.

The Company wishes to continue with its existing rolling stock option plan (the “**Plan**”) and, accordingly, seeks Shareholder approval of the same by ordinary resolution, being a majority of the votes cast by holders of Shares present at the Meeting in person or by proxy. The Plan is also subject to regulatory approval by the TSXV. A copy of the Plan, in the form approved by the Board of Directors of the Company, is attached as Schedule “A” hereto.

The Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass an ordinary resolution, the text of which is as follows:

“BE IT HEREBY RESOLVED that:

1. The Company is hereby authorized to continue with its existing stock option plan (the “**Plan**”) as previously approved by the shareholders and the Plan is hereby authorized, ratified and approved, subject to receipt of approval from the TSX Venture Exchange; and
2. Any one director or officer of the Company be and is hereby authorized and directed to do all such things and to execute and deliver for and on behalf of the Company all such notices, documents

and instruments, as may be considered necessary or desirable to give effect to the foregoing resolution, and to complete all transactions in connection with the continuation of the Plan.”

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted FOR the annual approval of the Plan. To pass an ordinary resolution requires the affirmative vote of a majority of the votes cast by the holders of Shares present at the Meeting in person or by proxy.

Directors and executive officers of the Company may be granted options under the Plan. Please see the *STATEMENT OF EXECUTIVE COMPENSATION* section of this Circular.

6. CORPORATE GOVERNANCE DISCLOSURE

(a) OVERVIEW

In preparing for the Company’s qualifying transaction which took effect on July 19, 2013, the Board established its corporate governance principles and practices to meet the governance standards and guidelines set out in National Policy 58-201 – *Corporate Governance Guidelines* (the “**Governance Guidelines**”) and National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (the “**Governance Disclosure Rule**”) adopted by the securities regulatory authorities in Canada. The Governance Guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of Board members and other items dealing with sound corporate governance practices. The Governance Disclosure Rule requires that, if management of an issuer solicits proxies from its security holders for the purpose of electing Directors, specified disclosure of its corporate governance practices must be included in its management information circular.

The Company and the Board recognize the importance of corporate governance to the effective management of the Company and to the protection of its employees and Shareholders. The Company’s approach to significant issues of corporate governance is designed with a view to ensuring that the business and affairs of the Company are effectively managed so as to enhance shareholder value. The Board fulfills its responsibilities directly and through regularly scheduled meetings or as required. The Board meets at least once every quarter to review the Company’s business operations, corporate governance matters, financial results and other items. The frequency of meetings may be increased, and the nature of the agenda items may be changed depending upon the state of the Company’s affairs and in light of opportunities or risks which the Company faces. The Directors are kept informed of the Company’s operations at these meetings as well as through reports and discussions with management on matters within their particular areas of expertise.

The Company’s corporate governance practices have been and continue to be in compliance with applicable Canadian requirements. The Company continues to monitor developments in Canada with a view to further revising its governance policies and practices, as appropriate.

(b) INDEPENDENCE OF MEMBERS OF BOARD

As of the date of this Circular, the Board of Directors consists of five Directors, three of whom are independent. Each of David A. Brown, C.M., Q.C., Lorne Hepworth, and David H. Laidley, FCPA, FCA are independent. Doug Emsley is not independent as he is the President and CEO of the Company. Brad Farquhar is not independent as he is the Executive Vice-President and CFO of the Company.

The Board of Directors may excuse members of management and conflicted Directors from all or a portion of any meeting where a conflict or potential conflict of interest arises or where otherwise deemed appropriate.

(c) LEAD INDEPENDENT DIRECTOR

The Board of Directors has elected David A. Brown, C.M., Q.C., an independent member of the Board, as the *Lead Independent Director*. Mr. Brown’s primary responsibilities are: (a) on matters where the Chairman may be perceived to be conflicted, to become the effective leader of the Board of Directors and oversee that the Board of Directors discharges its responsibilities; (b) to fix the compensation for the President and CEO; (c) to ensure the independence

of the Board of Directors; (d) to complement the position of the Chairman of the Board; and (e) to undertake such other duties as the Board of Directors may from time to time delegate to the *Lead Independent Director*, including organizing and presiding over in-camera meetings of the independent Directors and acting as the principal liaison between the independent Directors and the Chairman of the Board.

(d) ROLE OF THE BOARD

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

<i>Strategy Determination and Risk Management</i>	• Approve the Company's strategic direction, including adoption of a strategic planning process and approving, on at least an annual basis, a strategic plan, which identifies and addresses the opportunities and principal risks of the Company's business and appropriate systems to manage these risks. • Monitor implementation of the Company's strategic plan and risk management. • Approve acquisitions, divestitures, participation in partnerships, joint ventures and strategic alliances, and the creation of subsidiaries that may be expected to have a material impact on the Company.
<i>Management and Compensation</i>	• Approve the position description of the CEO, which includes delineating management's responsibilities, and approve the recruitment, appointment and if necessary, the replacement of, the CEO. • Approve the corporate goals and objectives that the CEO is responsible for meeting relevant to CEO compensation and the performance evaluation process, succession plan and training and development approach for the CEO. • Monitor the appointment, allocation of responsibilities and approach to succession planning for other executive officers. • Approve any compensation approach and framework for the CEO and other executive officers, including material incentive compensation plans. • Approve any equity-based compensation plans of the Company. • Approve any grants to be made under any established equity-based compensation plans. • Approve, on an annual basis, the compensation package for the directors of the Company; and the total compensation for the CEO.
<i>Financial Accountability, Corporate Performance and Internal Controls</i>	• Approve the Company's key financial performance metrics and targets. • Declare dividends, if any. • Approve the annual and quarterly Financial Statements and notes thereto. • Approve the annual and quarterly Management Discussion and Analysis of financial results and operations. • Approve the annual information form (if any) and the management information circular. • Approve changes in authorized capital, issuance and repurchase of shares and issuance of debt securities.

	• Monitor and approve, on an annual basis, the nomination of the external auditor for approval by the Company's shareholders at the annual shareholders' meeting and the fees paid to the external auditor. • Take reasonable steps to ensure the implementation and integrity of the Company's internal controls and management information systems by which the Company operates.
Organizational Governance and Corporate Communications	• Approve and take reasonable steps to monitor compliance with significant corporate policy, including policy addressing communication, disclosure and confidentiality of corporate or material information. • Report annually to the shareholders on the Board's stewardship for the preceding year. • Take reasonable steps to: ○ ensure that the Company has in place effective communication processes with shareholders, the investing public, other stakeholders and with financial, regulatory and other institutions and agencies as appropriate; ○ implement measures for receiving feedback from stakeholders; and • Ensure the timely and non-selective disclosure of any developments that have a significant and material impact on the Company and approve the content of the Company's major communications to shareholders and the investing public.
Board Governance	• Approve the Company's approach to corporate governance, including approval of and monitoring compliance with the Company's practices, principles, guidelines and related policies. • Approve the required capabilities, expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials. • Approve the proposed candidate(s) for nomination for election to the Board at the next annual general meeting of the shareholders of the Company or for appointment to fill any vacancy that is anticipated or has arisen on the Board. • Determine the "independence" of directors of the Company in accordance with the independence standards established by all applicable corporate and securities laws standards. • Approve the size and composition criteria of the Board with a view to facilitating effective decision-making. • Approve the creation, disbanding, size and composition criteria of Board Committees. • Approve annually the appointment of the Board Chair and Committee Chairs and the appointment of directors as members of Committees. • Approve annually the Charter for the Board and any Board Committees. • Approve the position descriptions for the Board Chair and each of the Board Committee Chairs.
Integrity	• To the extent feasible, satisfy itself as to the integrity of the CEO and other executive officers, including being satisfied that the CEO and other executive officers are creating a culture of integrity throughout the Company.

	• Approve any policy, and its disclosure, addressing corporate and individual integrity and ethical standards, including the Company's code of conduct, and take reasonable steps to monitor compliance. • Take reasonable steps to monitor management's implementation of systems designed to ensure that the Company operates at all times within applicable laws and regulations.
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The operations of the Company do not support a large Board and the Board of Directors has determined that the current constitution of the Board of Directors is appropriate for the Company's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent Directors are, however, able to meet at any time without any members of management including the non-independent Directors being present.

(e) POSITION DESCRIPTIONS

The Board of Directors has developed a written *Chair of the Board of Directors Position Description*, which in addition to the duties and responsibilities set out in the *Board of Directors Charter* establishes the duties and responsibilities of the Chair. The Board of Directors has not developed a position description for the Chair of the Audit Committee. The Audit Committee has adopted the *Audit Committee Charter* and the Chair of the Audit Committee is responsible for ensuring that the Audit Committee fulfills its responsibilities and duties under its Charter.

(f) PARTICIPATION OF DIRECTORS IN OTHER REPORTING ISSUERS

The participation of the Directors in other reporting issuers is described in each Director profile provided under *PARTICULARS OF MATTERS TO BE VOTED ON - Election of Directors* in this Circular. The Board of Directors has determined that the simultaneous service of some of its Directors on other boards/audit committees does not impair the ability of such Directors to effectively serve on the Company's Board of Directors/Audit Committee, having regard to their qualifications, attendance and contribution as members of the Company's Board of Directors/Audit Committee.

(g) ORIENTATION AND CONTINUING EDUCATION

The Company does not have formal orientation and training programs in place for its new Directors and, instead, has adopted a tailored approach depending on the particular needs and focus of the Director being appointed. New Board members are provided with:

1. information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies;
2. documents from recent Board of Directors meetings;
3. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
4. access to management and technical experts and consultants; and
5. a summary of significant corporate and securities responsibilities.

In addition, the Company has a program where Directors and management are provided with, review and discuss developments in corporate governance, accounting practices, financing and the agricultural industry in general.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance;

and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Directors are expected to attend all scheduled Board and committee meetings in person, although attendance by telephone is permissible. During the last year, several meetings have been held via video conference due to restrictions placed on travel and meetings as a result of COVID-19. Directors are also expected to prepare thoroughly in advance of each meeting, and to stay for the entire meeting, in order to actively participate in the Board's deliberations and decisions. If there are unforeseen circumstances and a Director is unable to attend a meeting, he is expected to contact the Chairman/CEO or the Corporate Secretary of the Company as soon as possible after the meeting for a briefing on the substantive elements of the meeting.

(h) ETHICAL BUSINESS CONDUCT

The Board of Directors encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to Directors, officers and employees to assist them in recognizing and dealing with ethical issues, promoting a culture of open communication, honesty and accountability; promoting a safe work environment; and ensuring awareness of disciplinary action for violations of ethical business conduct. To this end, the Board of Directors have adopted a *Code of Conduct, Insider Trading Policy and Policy Guidance and Standards on Reporting Insiders* and each is posted on SEDAR at www.sedar.com. The codes and policies were implemented following the Company's qualifying transaction which took effect July 19, 2013. The Board of Directors intends that it will review compliance with the code and policies on an annual basis until the Company has grown to a size which warrants more frequent monitoring.

In addition, the Board of Directors, through its meetings with management and other informal discussions with management, encourages a culture of ethical business conduct and believes the Company's high caliber management team promotes a culture of ethical business conduct throughout the Company's operations and is expected to monitor the activities of the Company's employees, consultants and agents in that regard.

It is a requirement of applicable corporate law that Directors and senior officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board of Directors at which the transaction or agreement will be discussed and, in the case of Directors, abstain from discussions and voting in respect to same if the interest is material.

To date, the Company has not been required to file a material change report relating to a departure from the Code by any of its Directors or executive officers.

(i) NOMINATION OF DIRECTORS

The Company does not have a stand-alone nomination committee. The full Board of Directors has responsibility for identifying potential Board candidates. The Board of Directors assesses potential Board candidates to fill perceived needs on the Board of Directors for required skills, expertise, independence and other factors.

The Board of Directors has adopted a policy regarding majority voting for the election of Directors. This policy is described under *Election of Directors* in this Circular.

(j) COMPENSATION OF DIRECTORS AND OFFICERS

The independent Directors of the Company are currently David A. Brown, C.M., Q.C., Lorne Hepworth, and David H. Laidley, FCPA, FCA and the independent Directors have the responsibility for determining compensation for the Directors and the CEO.

Please refer to the comprehensive discussion contained within the *STATEMENT OF EXECUTIVE COMPENSATION – Compensation Discussion and Analysis* section of this Circular for information regarding compensation of the Company's named executive officers. Please also refer to the *Summary Compensation Table* located within the *STATEMENT OF EXECUTIVE COMPENSATION* section of this Circular for specific details.

For specific details regarding compensation of the Company's Directors, please refer to the *STATEMENT OF DIRECTOR COMPENSATION* section of this Circular.

(k) BOARD COMMITTEES

The Company has one committee at present being the *Audit Committee*.

The *Audit Committee* is currently comprised of three of the Company's five Directors: David A. Brown, C.M., Q.C., Lorne Hepworth, and David H. Laidley, FCPA, FCA. Each is independent and financially literate.

As the Directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of Directors, the Board has determined that additional standing committees are not necessary at this stage of the Company's development.

(l) ASSESSMENTS

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

(m) EXPECTATIONS OF MANAGEMENT

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

(n) WHISTLEBLOWER POLICY

The Company has adopted a Whistleblower Policy, which is contained within the Company's *Code of Conduct*, and establishes the framework for which employees, contractors and Board members are to report real or suspected unethical conduct or violations of the *Code of Conduct*. Employees, contractors and Board members are charged with a responsibility to report such occurrences and may, among other measures, submit a report to either the CFO or Corporate Secretary in person, by email, telephone or anonymously in writing.

The Corporate Secretary and CFO are responsible for jointly leading all internal investigations into real or suspected unethical conduct or violations of the Code except those involving the President and CEO, members of the Executive or members of the Board. Unethical conduct or violation of the Code by an executive member is to be reported to the President and CEO who will lead the investigation. Unethical conduct or violation of the Code by a member of the Board is to be reported to the Chair of the Board who will lead the investigation. Unethical conduct or violation of the Code by the Chair is to be reported to the Chair of the Audit Committee who will lead the investigation.

Upon completion of the investigation, the applicable investigating party will provide a report of the findings to the required parties for appropriate action. Findings related to an investigation that is financial in nature will also be reported to the Audit Committee.

7. STATEMENT OF EXECUTIVE COMPENSATION – VENTURE ISSUER

For the purposes of this Part 7, the terms “**compensation securities**”, “**named executive officer**”, “**NEO**”, “**plan**” and “**underlying securities**” have the meanings given to those terms in *Form 51-102F6V Statement of Executive Compensation – Venture Issuers* as modified to apply to the Company.

There are three NEOs for the Company, who are:

- **Doug Emsley**, Chairman, President and Chief Executive Officer;
- **Brad Farquhar**, Executive Vice-President and Chief Financial Officer; and
- **Gord Nystuen**, Vice-President, Market Development.

a. Director and NEO Compensation (Excluding Compensation Securities)

The following table sets out information concerning compensation, excluding compensation securities, earned by the directors (who are not NEOs) and the NEOs, during the financial years ended September 30, 2020 and September 30, 2019.

Name and Position	Year (FYE Sept 30)	Salary and Fees (\$)	Non-equity Incentive Plan Compensation		Meeting and Committee Fees (\$)	Value of Perquisites (\$)	All Other Compensation (\$)	Total Compensation (\$)
			Annual Incentive Plans ⁽¹⁾ (\$)	Long-term Incentive Plans (\$)				
Doug Emsley ⁽²⁾ President, Chief Executive Officer and Director	2020 2019	\$125,000 \$196,875	\$25,000 nil	nil nil	nil nil	nil nil	nil \$100,000 ⁽²⁾	\$150,000 \$296,875
Brad Farquhar ⁽³⁾ Executive Vice-President, Chief Financial Officer and Director	2020 2019	\$126,563 \$225,000	\$25,000 nil	nil nil	nil nil	nil nil	\$115,669 ⁽³⁾ \$93,750 ⁽³⁾	\$266,528 \$315,000
Gord Nystuen ⁽⁴⁾ Vice-President, Market Dev't	2020 2019	\$112,500 \$200,000	\$25,000 nil	nil nil	nil nil	nil nil	\$96,554 ⁽⁴⁾ \$80,000 ⁽⁴⁾	\$234,054 \$280,000
David Brown Director	2020 2019	nil ⁽⁵⁾ nil ⁽⁵⁾	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
David Laidley Director	2020 2019	nil ⁽⁵⁾ nil ⁽⁵⁾	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Lorne Hepworth Director	2020 2019	nil ⁽⁵⁾ nil ⁽⁵⁾	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
Notes: (1) These amounts represent cash bonus payments made by the Company. The Company's policy regarding annual bonus payments is described below. (2) Doug Emsley does not receive compensation in his capacity as a director of the Company. In the fiscal year ending September 30, 2019, in lieu of an annual stock option grant, Doug Emsley received a one-time cash payment of \$100,000. (3) Brad Farquhar does not receive compensation in his capacity as a director of the Company. In the fiscal year ending September 30, 2020, he received a contractual one-time cash payment of \$108,638 resulting from a reduction in base salary. During the year, he also received \$7,031 in company contributions to the Employee Share Purchase Plan. (4) In the fiscal year ending September 30, 2019, in lieu of an annual stock option grant, Brad Farquhar received a one-time cash payment of \$90,000. During the year, he also received \$3,750 in company contributions to the Employee Share Purchase Plan. (5) In the fiscal year ending September 30, 2020, Gord Nystuen received a contractual one-time cash payment of \$96,554 resulting from taking a reduction in base salary. In the fiscal year ending September 30, 2019, in lieu of an annual stock option grant, Gord Nystuen received a one-time cash payment of \$80,000. Each director (who is not a NEO) has elected to receive payment of director fees by issuance of DSUs (defined below) pursuant to the Company's DSU Plan (defined below). Director fees earned by each director (who is not a NEO) in the fiscal year ended September 30, 2020 were \$45,000 with an additional \$5,000 earned by David Brown at the lead independent director, and an additional \$5,000 earned by David Laidley as chair of the audit committee. Director fees earned during the fiscal year ended September 30, 2019 were \$70,000 with an additional \$8,000 earned by David Brown as the lead independent director and an additional \$8,000 earned by David Laidley as chair of the audit committee.								

b. Director and NEO Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to directors (who are not NEOs) and the NEOs in the financial year ended September 30, 2020 for services provided.

Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year-End (\$)	Expiry Date
Doug Emsley ⁽²⁾ President, Chief Executive Officer and Director	nil	nil	nil	nil	nil	nil	nil
Brad Farquhar ⁽³⁾ Executive Vice-President, Chief Financial Officer and Director	nil	nil	nil	nil	nil	nil	nil
Gord Nystuen Vice-President, Market Development	nil	nil	nil	nil	Nil	nil	nil
David Brown Director	Deferred Share Unit	68,503	Oct 1, 2019	nil	\$0.7299	\$1.74	n/a
David Laidley Director	Deferred Share Unit	68,503	Oct 1, 2019	nil	\$0.7299	\$1.74	n/a
Lorne Hepworth Director	Deferred Share Unit	61,652	Oct 1, 2019	nil	\$0.7299	\$1.74	n/a

Notes:

- (1) No stock options were granted to NEOs or directors (who are not NEOs) in the financial years ended September 30, 2019 and September 30, 2020.
- (2) As at September 30, 2020, the total amount of stock options and deferred share units held by the NEOs and directors that are not NEOs is as follows:

Name	Total Stock Options	% of Stock Options Outstanding	Total Deferred Share Units
Doug Emsley	907,200	26.5%	nil
Brad Farquhar	816,500	23.9%	nil
Gord Nystuen	725,700	21.2%	nil
David Brown	nil	nil	377,404
David Laidley	nil	Nil	377,404
Lorne Hepworth	nil	nil	338,876

- (3) Stock options granted by the Company are granted in accordance with the Stock Option Plan attached as Schedule A. All terms or restrictions are set out therein or are as otherwise determined by the Board at the time of the grant.
- (4) No compensation security has been re-priced, cancelled and replaced, extended or otherwise materially modified in the fiscal year ended September 30, 2020.
- (5) Each director (who is not a NEO) has elected to receive payment of director fees by issuance of DSUs (defined below) pursuant to the Company's DSU Plan (defined below). Director fees earned by each director (who is not a NEO) in the fiscal year ended September 30, 2020 were \$45,000 with an additional \$5,000 earned by David Brown at the lead independent director, and an additional \$5,000 earned by David Laidley as chair of the audit committee. Director fees earned during the fiscal year ended September 30, 2019 were \$70,000 with an additional \$8,000 earned by David Brown as the lead independent director and an additional \$8,000 earned by David Laidley as chair of the audit committee.

c. Exercise of Compensation Securities by Directors and Named Executive Officers

None of the directors nor NEOs exercised any compensation securities, being solely comprised of stock options and/or deferred share units, during the year ended September 30, 2020.

d. Stock Option Plans and Other Incentive Plans

Stock Option Plan

On February 11, 2020, the Shareholders re-approved the stock option plan of the Company (the “**Stock Option Plan**”) which was first implemented on completion of the Company’s qualifying transaction. Pursuant to applicable laws, rules and regulations, including the policies of the TSXV, the Stock Option Plan requires annual approval by the Shareholders.

The Stock Option Plan is attached as Schedule “A”. The Stock Option Plan is prepared in compliance with all applicable laws, rules and regulations, including the policies of the TSXV. The maximum number of Shares that may be issued under the Stock Option Plan will not exceed 10% of the issued and outstanding Shares, calculated on a “rolling” basis from time to time at the date the Options are granted. The maximum number of Shares that may be reserved for any one eligible person in a 12-month period is 5% of the issued and outstanding Shares at the time of the grant of the Options. The maximum number of Shares that may be issued to any insiders of the Company within a one-year period pursuant to the Stock Option Plan shall not exceed 10% of the issued and outstanding Shares. The Board considers previous grants of Options when considering new grants of Options.

Deferred Share Unit Plan

The Company has adopted a Deferred Share Unit Plan (the “**DSU Plan**”) pursuant to which it may grant deferred share units (“**DSUs**”). Currently the benefits of the DSU Plan are only made available to Directors who are not executive officers of the Company.

The DSU Plan provides that each deferred share unit is a right granted by the Company to an eligible director to receive a cash payment equivalent to the value of one common share when the participant ceases to be a director of the Company. The number of deferred share units to be granted under the DSU Plan is determined by dividing the amount of such eligible directors annual board fee elected to be received by the Director as DSUs by the volume weighted average closing price of the Company’s common shares traded on the TSXV for the immediately preceding five trading days before the date on which the deferred share units are awarded to such eligible director. Director annual board fees are granted on an annual basis but vested by quarterly instalments throughout the fiscal year. DSUs are paid out in cash when a participant ceases to be a director of the Company. The DSU Plan does not permit the granting of shares in lieu of cash and therefore no approval of TSXV or the Shareholders is required.

e. Employment, Consulting and Management Agreements

Agreement with Doug Emsley (Chairman, President and CEO).

Doug Emsley provides management services through a management corporation, Emsley & Associates (2002) Inc. and has caused such management company to enter into an executive services agreement wherein the management company agrees to provide the executive services of Doug Emsley as the President and Chief Executive Officer.

Compensation payable to Emsley & Associates (2002) Inc. consists of base compensation payable in monthly instalments, a short term cash incentive of up to 50% of base compensation based on performance metrics jointly established by Doug Emsley and the independent Directors and a long term equity incentive consisting of stock option grants up to 100% of base compensation. In addition, Doug Emsley is entitled to participate in any employee benefit plans that may be provided by the Company for its employees generally in accordance with the provisions of such plans.

The agreement provides for termination upon a material breach, fraud or misappropriation of assets or an intentional or negligent disclosure of confidential information. The Company can terminate the agreement upon payment of an amount equal to six monthly instalments plus one additional monthly instalment per year of service.

Agreement with Brad Farquhar (Executive Vice-President, CFO)

Brad Farquhar provides management services through a management corporation, Nomad Holdings Ltd. and has caused such management company to enter into an executive services agreement wherein the management company agrees to provide the executive services of Brad Farquhar as Executive Vice-President and Chief Financial Officer.

Compensation payable to Nomad Holdings Ltd. consists of base compensation payable in monthly instalments, a short term cash incentive of up to 50% of base compensation based on performance metrics jointly established by Brad Farquhar and the CEO and a long-term equity incentive consisting of stock option grants up to 100% of base compensation. In addition, Brad Farquhar is entitled to participate in any employee benefit plans that may be provided by the Company for its employees generally in accordance with the provisions of such plans.

Compensation payable in the event of termination of the employment agreement, including termination that may follow a change in control of the Company, is equal to eight months' base compensation, plus an amount equal to 75% of the annual short-term incentive bonus paid in the preceding fiscal year.

Agreement with Gord Nystuen (Vice-President, Market Development)

Gord Nystuen provides management services through a management corporation, Dalhousie Capital Corp., and has caused such management company to enter into an executive services agreement wherein the management company agrees to provide the executive services of Gord Nystuen as the Vice-President, Market Development.

Compensation payable to Dalhousie Capital Corp. consists of base compensation payable in monthly instalments, a short term cash incentive of up to 50% of base compensation based on performance metrics jointly established by Gord Nystuen and the CEO and a long term equity incentive consisting of stock option grants up to 100% of base compensation. In addition, Gord Nystuen is entitled to participate in any employee benefit plans that may be provided by the Company for its employees generally in accordance with the provisions of such plans.

Compensation payable in the event of termination of the employment agreement, including termination that may follow a change in control of the Company, is equal to eight months' salary, plus an amount equal to 75% of the annual short-term incentive bonus paid in the preceding fiscal year.

f. Oversight and Description of Director and NEO Compensation

The Board has not created or appointed a compensation committee given the Company's current size and stage. All tasks related to developing and monitoring the Company's approach to the compensation of its named executive officers and directors are overseen by the independent Directors, led by David Brown as lead independent director.

Following the Company's announcement of its Strategic Alternatives Review in May 2019, the company's executive officer and director compensation was substantially reduced. The Company's compensation plan allows for appropriate and adaptable compensation reviewed annually and approved by the independent Directors with a focus on improvements in the Company's book value per share. The independent directors establish compensation for the CEO, and the CEO sets the compensation of the Executive VP & CFO, and the VP, Market Development, in consultation with the independent directors.

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of overall corporate performance and value for the shareholders. The Company's current compensation program is comprised of three major components: base salary or fees, short term incentives such as discretionary cash bonuses and long-term incentives such as compensation securities.

In making compensation decisions, the independent Directors strive to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and compensation securities encourage named executive officers and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for the CEO is determined by the independent Directors, and the annual salary or fee for the other NEOs is determined by the CEO, in consultation with the independent Directors based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The named executive officers' performances and salaries or fees are reviewed periodically.

8. INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND OTHERS

None of the Company's Directors, executive officers or employees, or former Directors, executive officers or employees, nor any associate of such individuals, is as at the date hereof, or has been, during the fiscal year ended September 30, 2020, indebted to the Company or any of its subsidiaries in connection with a purchase of securities or otherwise. In addition, no indebtedness of these individuals to another entity has been the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding of the Company or any of its subsidiaries, except for a loan guarantee provided to Gord Nystuen in the amount of \$166,000 related to a loan to purchase shares in the Company.

9. INTEREST OF CERTAIN PERSONS IN MATTERS TO BE VOTED ON

Other than the election of Directors or the appointment of auditors, no (a) person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) proposed nominee for election as a Director of the Company; 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.

10. INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

On February 1, 2021, the Company completed an acquisition of and all of the common shareholders of SRG Security Resource Group Inc. ("**SRG**"). Doug Emsley is Chairman of the Board, President and Chief Executive Officer of Company and a Control Person (as defined by applicable securities laws) of the Company. Prior to completion of the acquisition, Mr. Emsley was also the chairman of the board and chief executive officer of SRG and a shareholder of SRG holding approximately 19.3% of the SRG common shares (on a fully diluted basis). Mr. Emsley's interests in both the Company and SRG gave rise to a conflict of interest, which had a material effect on the Company. Accordingly, the Company formed a special committee of independent directors (the "**Independent Committee**") consisting of David Brown, C.M., Q.C., David Laidley, FCPA, FCA, and Dr. Lorne Hepworth, to consider and oversee the acquisition and make a recommendation to the board of directors of Company whether the proposed acquisition of the SRG would be in the best interests of the Company and its shareholders. The Independent Committee retained Davies Ward Phillips & Vineberg LLP as its independent legal advisor and MNP LLP as its independent financial advisor. Throughout the process, Mr. Emsley declared his interest and abstained from voting on the proposed acquisition at all Board meetings. Additional information relating to the acquisition, including the acquisition agreement, a material change report and various press releases, is on SEDAR at www.sedar.com.

11. MANAGEMENT CONTRACTS

Except for the executive management services of Doug Emsley, Brad Farquhar and Gord Nystuen, each providing management services through individual corporations controlled by each, respectively, no management functions of the Company or any of its subsidiaries are performed to any substantial degree by a person other than the Directors or executive officers of the Company or its subsidiaries.

12. AUDIT COMMITTEE

Input is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. Input's current Audit Committee consists of David Laidley, FCPA, FCA, David Brown, C.M., Q.C., and Lorne Hepworth. David Laidley, FCPA, FCA, serves as Chair of the Audit Committee.

Audit Committee Charter

The text of the Audit Committee Charter is attached as Schedule "C" to this Circular.

Composition of Audit Committee and Independence

National Instrument 52-110 – *Audit Committees*, ("**NI 52-110**") provides that a member of an audit committee is "*independent*" if the member has no direct or indirect material relationship with a company, which could, in the view of our Board, reasonably interfere with the exercise of the member's independent judgment. Each of David Laidley, FCPA, FCA, David Brown, C.M., Q.C., and Lorne Hepworth is independent, as that term is defined in NI 52-110.

Relevant Education and Experience

NI 52-110 provides that an individual is "*financially literate*" if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by a company's financial statements. All audit committee members have many years of practical business experience, have served for many years as directors of public companies, have experience reviewing financial statements of public companies and meet the criteria of "*financially literate*" as outlined in NI 52-110. The following sets out the members of the audit committee and their education and experience that is relevant to the performance of his responsibilities as an audit committee member.

David Laidley, FCPA, FCA – Mr. Laidley is a retired partner of Deloitte (Canada), where he served as a partner from 1975 until his retirement in 2007. A chartered professional accountant, he has enjoyed a distinguished career spanning 40 years with Canada's largest professional services firm, with specialization in its tax and audit practices. He was elected Chairman of the firm in 2000 and served in that capacity until 2006. He currently serves on the boards of EMCOR Group Inc. (NYSE) and CT Real Estate Investment Trust (TSX). He served on the boards of Bausch Health (then Biovail Corporation) from 2008 to 2010, the Bank of Canada from 2007 to 2013 where he was Lead Director, Nautilus Indemnity Holdings Limited from 2008 to 2013, where he was Chairman, ProSep Inc. from 2008 to 2014, Aimia Inc. from 2009 to 2017, and Aviva Canada Inc. from 2008-2017. Mr. Laidley is a Fellow of the Québec Order of Chartered Professional Accountants and holds a Bachelor of Commerce degree from McGill University.

David Brown, C.M., Q.C. – Mr. Brown is Counsel at Davies Ward Phillips & Vineberg LLP and is the former Chair of the Departmental Audit Committee of the Federal Department of National Defence. He served as a chairman and Chief Executive Officer of the Ontario Securities Commission from April 1998 to June 2005. He is a former director and member of the Funds Advisory Board at Invesco Trimark Group of Mutual Funds and a former member of the Investment Advisory Board at Westerkirk Capital Inc. Mr. Brown has had experience in the review and analysis of financial statements. Mr. Brown graduated in 1963 with a Bachelor's degree in Civil Engineering and a Bachelor of Laws degree in 1966.

Lorne Hepworth – Mr. Hepworth retired as President of CropLife Canada, a national trade association, in 2014. In that capacity as well as his experience as the Minister of various cabinet posts with the Government of Saskatchewan, including Minister of Finance, Mr. Hepworth has had experience in the review and analysis of financial statements. Mr. Hepworth graduated from the Western College of Veterinary Medicine at the University of Saskatchewan in 1971.

Audit Committee Oversight

Since the commencement of the Company's most recently completed fiscal year, the Audit Committee has not made any recommendations to nominate or compensate an external auditor which were not adopted by Input's Board.

Reliance on Certain Exemptions

Since the commencement of Input's most recently completed financial year and the effective date of NI 52-110, Input has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditors, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total amount of fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

Input's Audit Committee has adopted specific policies and procedures for the engagement of non-audit services which are set out in the Audit Committee Charter attached to this Circular as Schedule "B".

Audit Fees

The following table sets forth the fees paid by the Company to KPMG LLP, Chartered Professional Accountants during the year ended September 30, 2020, and to KPMG LLP, Chartered Professional Accountants and Deloitte LLP, Chartered Professional Accountants,⁽¹⁾ during the year ended September 30, 2019 for services rendered.

	Year ended September 30, 2020 (\$)	Year ended September 30, 2019 (\$)
<i>Audit Fees⁽²⁾</i>	150,000	265,000
<i>Audit-related fees⁽³⁾</i>	-	10,833
<i>Tax fees⁽⁴⁾</i>	8,500	7,500
<i>All other fees</i>	-	2,350
Total	158,500	285,683

Notes:

(1) KPMG LLP was appointed auditor of the Company on July 31, 2019. On the same date, the Board of Directors accepted the resignation of Deloitte LLP. Fees paid for the year-ended September 30, 2019 are the aggregated fees paid to both KPMG LLP and Deloitte LLP.

(2) Aggregate fees billed by the auditor (or accrued) for audit services.

(3) Aggregate fees billed by the auditor (or accrued) for audit-related services.

(4) Aggregate fees billed by the auditor (or accrued) for professional services rendered for tax compliance, tax advice and tax planning.

Exemption

The Company is relying on the exemption provided by Part 6.1 of NI 52-110 for "Venture Issuers" which allows for an exemption from Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110 and

allows for the short form of disclosure of audit committee procedures set out in Form 52-110F2 and disclosed in this Circular.

13. ADDITIONAL INFORMATION

The Company filed a notice of intention to make a normal course issuer bid (“**NCIB**”) on December 15, 2020 with the TSX Venture Exchange (“**TSXV**”), pursuant to which the Company may acquire up to a total of 3,400,000 common shares, representing 10% of the public float. Under TSXV policies, the Company is entitled to purchase up to 2% of the total issued and outstanding common shares in any 30-day period up to the maximum of 3,400,000 common shares over the 12-month period that the NCIB is in place.

The Company believes that the current and recent market prices for the Company’s common shares do not reflect the underlying value of the Company. Accordingly, the Company believes that the purchase of common shares under the NCIB will increase the proportionate interest of remaining shareholders in the Company. The NCIB purchases will provide increased liquidity to current shareholders who would like to sell their shares.

The purchases under the renewed NCIB were approved to commence on January 4, 2021, and will end on January 3, 2022, or on such earlier date as the Company may complete its purchases. Purchases made under the NCIB will be made through the facilities of the TSXV, or such other “designated exchange” as that term is defined by applicable Canadian securities laws. The NCIB will be conducted by National Bank Financial. From the renewal of the NCIB until February 1, 2021, the Company has purchased 254,300 common shares.

Shareholders may obtain a copy of the notice of intention to make a normal course issuer bid filed with the TSXV, without charge, by contacting the Company at the address below. Additional information relating to the Company is on SEDAR at www.sedar.com. You may also contact the Company at:

Input Capital Corp.
300 - 1914 Hamilton Street
Regina, Saskatchewan S4P 3N6
T: 1 (306) 347-3006
F: 1 (306) 352-4110
www.inputcapital.com
email: info@inputcapital.com

Financial information is provided in the Company’s comparative audited financial statements and management’s discussion and analysis for its fiscal year ended September 30, 2020, which are filed on SEDAR.

14. OTHER MATTERS

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

15. DIRECTORS' APPROVAL

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

DATED this 11th day of February, 2021.

APPROVED BY THE BOARD OF DIRECTORS

"Doug Emsley"

(Signed) Doug Emsley

Chairman of the Board, President and Chief Executive Officer

SCHEDULE "A" TO CIRCULAR
STOCK OPTION PLAN



**INPUT CAPITAL CORP.
STOCK OPTION PLAN**

First approved by the Shareholders: June 5, 2013
Last approved by the Shareholders: February 11, 2020

1. PURPOSE OF THE PLAN

The Company hereby establishes a stock option plan for directors, senior officers, Employees, Management Company Employees and Consultants (as such terms are defined below) of the Company and its subsidiaries (collectively **"Eligible Persons"**), to be known as the "Input Capital Corp. Stock Option Plan" (the **"Plan"**). The purpose of the Plan is to give to Eligible Persons, as additional compensation, the opportunity to participate in the success of the Company by granting to such individuals options, exercisable over periods of up to eight (8) years as determined by the Board, to buy shares of the Company at a price not less than the Market Price prevailing on the date the option is granted and as approved by the Board.

2. DEFINITIONS

In this Plan, the following terms shall have the following meanings:

- 2.1 **"Affiliate"** means an "Affiliate" as defined in the TSXV Policies.
- 2.2 **"Associate"** means an "Associate" as defined in the TSXV Policies.
- 2.3 **"Blackout Period"** means a period during which designated employees of the Company cannot trade Shares pursuant to: (i) securities regulatory requirements, (ii) the Company's policy respecting restrictions on employee trading which is in effect at that time (which, for greater certainty, does not include the period during which a cease trade order is in effect to which the Company, or in respect of an Insider, that Insider, is subject), or (iii) a notice in writing to a particular designated employee from a senior officer or director of the Company.
- 2.4 **"Board"** means the Board of Directors of the Company.
- 2.5 **"Business Day"** means a day other than a Saturday, Sunday or statutory holiday, when banks are generally open for business in the City of Regina, in the Province of Saskatchewan, for the transaction of banking business.
- 2.6 **"Change of Control"** means the occurrence of any one or more of the following events:
 - (a) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Company or any of its Affiliates and another corporation or other entity, as a result of which the holders of Shares prior to the completion of the transaction hold less than 50% of the outstanding shares of the successor corporation after completion of the transaction;
 - (b) the sale, lease, exchange or other disposition, in a single transaction or a series of related transactions, of assets, rights or properties of the Company and/or any of its subsidiaries which have an aggregate book value greater than 30% of the book value of the assets, rights and properties of the Company and its subsidiaries on a consolidated basis to any other person or entity, other than a disposition to a wholly-owned subsidiary of the Company in the course of a reorganization of the assets of the Company and its subsidiaries;
 - (c) a resolution is adopted to wind-up, dissolve or liquidate the Company;
 - (d) any person, entity or group of persons or entities acting jointly or in concert (an **"Acquiror"**) acquires or acquires control (including, without limitation, the right to vote or direct the voting) of Voting Securities of the Company which, when added to the Voting Securities owned of record or beneficially by the Acquiror or which the Acquiror has the right to vote or in respect of which the Acquiror has the right to direct the voting, would entitle the Acquiror and/or Associates and/or Affiliates of the Acquiror to cast or to direct the casting of 20% or more of the votes attached to all of the Company's outstanding

Voting Securities which may be cast to elect directors of the Company or the successor corporation (regardless of whether a meeting has been called to elect directors);

- (e) as a result of or in connection with: (A) a contested election of directors, or; (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving the Company or any of its Affiliates and another corporation or other entity, the nominees named in the most recent Management Information Circular of the Company for election to the Board shall not constitute a majority of the Board; or
- (f) the Board adopts a resolution to the effect that a Change of Control as defined herein has occurred or is imminent.

For the purposes of the foregoing, “**Voting Securities**” means Shares and any other shares entitled to vote for the election of directors and shall include any security, whether or not issued by the Company, which are not shares entitled to vote for the election of directors but are convertible into or exchangeable for shares which are entitled to vote for the election of directors including any options or rights to purchase such shares or securities.

- 2.7 “**Company**” means Input Capital Corp. and its successors.
- 2.8 “**Consultant**” has the meaning set out in Section 2.22 of National Instrument 45-106 – *Prospectus and Registration Exemptions*, as may be amended or replaced from time to time (“**NI 45-106**”).
- 2.9 “**Consultant Company**” means, for an individual Consultant, a corporation of which the individual Consultant is an employee or shareholder, and a partnership of which the individual Consultant is an employee or partner.
- 2.10 “**Disability**” means any disability with respect to an Optionee which the Board, in its sole and unfettered discretion, considers likely to prevent permanently the Optionee from:
 - (a) being employed or engaged by the Company, its subsidiaries or another employer, in a position the same as or similar to that in which he or she was last employed or engaged by the Company or its subsidiaries; or
 - (b) acting as a director or officer of the Company or its subsidiaries.
- 2.11 “**Distribution**” means a “Distribution” as defined subsection 2(1) of the Securities Act.
- 2.12 “**Eligible Persons**” has the meaning given to that term in section 1.
- 2.13 “**Employee**” means an employee, including officers, whether directors or not, and including both full-time and part-time employees, of the Company or any designated Affiliate.
- 2.14 “**Exchanges**” means the TSX Venture Exchange Inc. and, if applicable, any other stock exchange or quotation system on which the Shares are listed or quoted for trading from time to time.
- 2.15 “**Exercise Notice**” means an agreement, substantially in the form attached hereto as Schedule “B”, whereby an Optionee exercises some or all of their Options.
- 2.16 “**Expiry Date**” means the date set by the Board under section 3.1 of the Plan, as the last date on which an Option may be exercised.
- 2.17 “**Grant Date**” means the date specified in an Option Agreement as the date on which an Option is granted.

- 2.18 **"Holding Entity"** has the meaning set out in Section 2.22 of NI 45-106.
- 2.19 **"Insider"** means an "Insider" as defined in the TSXV Policies, other than a person who is an insider solely by virtue of being a director or senior officer of a subsidiary of the Company.
- 2.20 **"Investor Relations Activities"** has the meaning set out in Section 2.22 of NI 45-106.
- 2.21 **"Joint Actor"** means a person acting "jointly or in concert with" another person as that phrase is interpreted in section 99 of the Securities Act.
- 2.22 **"Management Company Employee"** means an individual employed by a person providing management services to the Company, which are required for the ongoing successful operation of the business enterprise of the Company, but excluding a person engaged in investor relations activities.
- 2.23 **"Market Price"** of Shares at any Grant Date means the last closing price per Share on any Exchange in Canada or the United States (with the greatest volume of trading) on the Grant Date, or if the Shares are not listed on any stock exchange, "Market Price" of Shares means the price per Share on the over-the-counter market determined by dividing the aggregate sale price of the Shares sold by the total number of such Shares so sold on the applicable market for the last day prior to the Grant Date.
- 2.24 **"Option"** means an option to purchase Shares granted pursuant to, or governed by, this Plan and any pre-existing stock option plan of the Company.
- 2.25 **"Option Agreement"** means an agreement, substantially in the form attached hereto as Schedule "A", whereby the Company grants to an Optionee an Option.
- 2.26 **"Optionee"** means each of the Eligible Persons granted an Option pursuant to this Plan and their heirs, executors and administrators.
- 2.27 **"Option Price"** means the price per Share specified in an Option Agreement, adjusted from time to time in accordance with the provisions of section 5.
- 2.28 **"Option Shares"** means the aggregate number of Shares which an Optionee may purchase under an Option.
- 2.29 **"Permitted Assign"** means, for an Eligible Person: (i) a Holding Entity of such Eligible Person; or (ii) a RRSP, RRIF or TFSA of such Eligible Person;
- 2.30 **"Plan"** means this Input Capital Corp. Stock Option Plan, as it may be amended from time to time.
- 2.31 **"RRIF"** means a registered retirement income fund as defined in the Tax Act;
- 2.32 **"RRSP"** means a registered retirement savings plan as defined in the Tax Act;
- 2.33 **"Shares"** means the common shares in the capital of the Company as constituted on the Grant Date provided that, in the event of any adjustment pursuant to section 5, "Shares" shall thereafter mean the shares or other property resulting from the events giving rise to the adjustment.
- 2.34 **"Securities Act"** means *The Securities Act, 1988*, S.S. 1988-89, c. S-42.2, as amended from time to time.
- 2.35 **"Tax Act"** means the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp.), as amended from time to time.
- 2.36 **"TFSA"** means a tax-free savings account as described in the Tax Act;

- 2.37 **“Trading Day”** means any day on which the TSXV is open for trading.
- 2.38 **“TSXV”** means the TSX Venture Exchange Inc.
- 2.39 **“TSXV Policies”** means the rules and policies included in the TSXV Corporate Finance Manual and **“TSXV Policy”** means any one of them.
- 2.40 **“Unissued Option Shares”** means the number of Option Shares, at a particular time, which have been reserved for issuance upon the exercise of an Option but which have not been issued, as adjusted from time to time in accordance with the provisions of section 5, such adjustments to be cumulative.
- 2.41 **“Vested”** means that an Option has become exercisable in respect of a number of Option Shares by the Optionee pursuant to the terms of the Option Agreement.

3. GRANT OF OPTIONS

3.1 Option Terms

The Board may from time to time authorize the issue of Options to Eligible Persons. The Option Price under each Option shall be not less than the Market Price on the Grant Date. The Expiry Date for each Option shall be set by the Board at the time of issue of the Option and shall not be more than eight years after the Grant Date. Options shall not be assignable (or transferable) by the Optionee except in accordance with the terms of section 6.9 herein.

3.2 Limits on Shares Issuable on Exercise of Options

The maximum number of Shares which may be issuable under the Plan together with all of the Company's other previously established or proposed share compensation arrangements shall not exceed 10% of the issued and outstanding Shares on the Grant Date (on a non-diluted basis).

The maximum aggregate number of Shares:

- (a) which may be reserved for issuance to any one Eligible Person under the Plan together with all of the Company's other previously established or proposed share compensation arrangements in any twelve month period shall not exceed 5% of the issued and outstanding Shares on the Grant Date (on a non-diluted basis);
- (b) which may be issuable to Insiders under the Plan together with all of the Company's other previously established or proposed share compensation arrangements shall not exceed 10% of the Shares issued and outstanding on the Grant Date (on a non-diluted basis);
- (c) which may be issued to Insiders under the Plan together with all of the Company's other previously established or proposed share compensation arrangements within any twelve month period shall not exceed 10% of the issued and outstanding Shares at the time of issuance (on a non-diluted basis);
- (d) which may be issuable to any one Consultant under the Plan together with all of the Company's other previously established or proposed share compensation arrangements in any twelve month period shall not exceed 2% of the issued and outstanding Shares on the Grant Date (on a non-diluted basis); and
- (e) which may be issuable to all Employees conducting Investor Relations Activities under the Plan together with all of the Company's other previously established or proposed share compensation arrangements in any twelve month period shall not exceed 2% of the issued and outstanding Shares at the Grant Date (on a non-diluted basis).

3.3 Option Agreements

Each Option shall be confirmed by the execution of an Option Agreement in the form set out in Schedule “A” hereto. Each Optionee shall have the option to purchase from the Company the Option Shares at the time and in the manner set out in the Plan and in the Option Agreement applicable to that Optionee. For stock options to Employees, Consultants, Consultant Companies or Management Company Employees, the Company is representing herein and in the applicable Option Agreement that the Optionee is a bona fide Employee, Consultant, Consultant Company or Management Company Employee, as the case may be, of the Company or its subsidiary. The execution of an Option Agreement shall constitute conclusive evidence that it has been completed in compliance with this Plan.

4. EXERCISE OF OPTION

4.1 When Options May be Exercised

Subject to sections 4.3 and 4.4, an Option may be exercised to purchase any number of Shares up to the number of Vested Unissued Option Shares at any time after the Grant Date up to 5:00 p.m. local time on the Expiry Date and shall not be exercisable thereafter. In the event that the Expiry Date of an Option falls during, or within five (5) trading days of, a trading Blackout Period imposed by the Company, the Expiry Date of such Option shall automatically be extended to a date which is ten (10) trading days following the end of such Blackout Period (the “**Extension Period**”); provided that if an additional Blackout Period is subsequently imposed by the Company during the Extension Period, then such Extension Period shall be deemed to commence following the end of such additional Blackout Period to enable the exercise of such Option within ten (10) trading days following the end of the last imposed Blackout Period.

4.2 Manner of Exercise

The Option shall be exercisable by delivering to the Company an Exercise Notice together with payment in full of the Option Price for each such Option Share purchased. Upon receipt of such Exercise Notice and payment, there will be a binding contract for the issue of the Shares in respect of which the Option is exercised, upon and subject to the provisions of the Plan. Delivery of the Optionee's cheque payable to the Company in the amount of the Option Price shall constitute payment of the Option Price unless the cheque is not honoured upon presentation in which case the Option shall not have been validly exercised.

4.3 Vesting of Option Shares

The Board, subject to the policies of the Exchanges, may determine and impose terms upon when each Option shall become Vested in respect of Option Shares. Unless otherwise specified by the Board at the time of granting an Option, and subject to the other limits on Option grants set out in section 3.2 hereof, all Options granted under the Plan shall vest and become exercisable in full upon their granting.

4.4 Termination of Employment

If an Optionee ceases to be an Eligible Person, his or her Option shall be exercisable as follows:

(a) Death or Disability

If the Optionee ceases to be an Eligible Person, due to his or her death or Disability or, in the case of an Optionee that is a company, the death or Disability of the person who provides management or consulting services to the Company or to any entity controlled by the Company, the Option then held by the Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of:

- (i) 365 days after the date of death or Disability; and

(ii) the Expiry Date;

(b) Termination For Cause

If the Optionee, or in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person as a result of termination for cause, as that term is interpreted by the courts of the jurisdiction in which the Optionee, or, in the case of a Management Company Employee or a Consultant Company, of the Optionee's employer, is employed or engaged; any outstanding Option held by such Optionee on the date of such termination, whether in respect of Option Shares that are Vested or not, shall be cancelled as of that date.

(c) Early Retirement, Voluntary Resignation or Termination Other than For Cause

If the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person due to his or her retirement at the request of his or her employer earlier than the normal retirement date under the Company's retirement policy then in force, or due to his or her termination by the Company other than for cause, or due to his or her voluntary resignation, the Option(s) then held by the Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of the Expiry Date and the date which is 90 days after the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person.

For greater certainty, an Option that had not become Vested in respect of certain Unissued Option Shares at the time that the relevant event referred to in this section 4.4 occurred, shall not be or become vested or exercisable in respect of such Unissued Option Shares and shall be cancelled.

4.5 Effect of a Take-Over Bid

If a *bona fide* offer (an "**Offer**") for Shares is made to the Optionee or to shareholders of the Company generally or to a class of shareholders which includes the Optionee, which Offer, if accepted in whole or in part, would result in the offeror becoming a "control person" of the Company, within the meaning of subsection 2(1) of the Securities Act, the Company shall, immediately upon receipt of notice of the Offer, notify each Optionee of full particulars of the Offer, whereupon (subject to the approval of the Exchanges) all Option Shares subject to such Option will become Vested and the Option may be exercised in whole or in part by the Optionee so as to permit the Optionee to tender the Option Shares received upon such exercise, pursuant to the Offer. However, if:

- (a) the Offer is not completed within the time specified therein; or
- (b) all of the Option Shares tendered by the Optionee pursuant to the Offer are not taken up or paid for by the offeror in respect thereof,

then the Option Shares received upon such exercise, or in the case of clause (b) above, the Option Shares that are not taken up and paid for, may be returned by the Optionee to the Company and reinstated as authorized but unissued Shares and with respect to such returned Option Shares, the Option shall be reinstated as if it had not been exercised and the terms upon which such Option Shares were to become Vested pursuant to section 4.3 shall be reinstated. If any Option Shares are returned to the Company under this section 4.5, the Company shall immediately refund the Option Price to the Optionee for such Option Shares.

4.6 Acceleration of Expiry Date

If at any time when an Option granted under the Plan remains unexercised with respect to any Unissued Option Shares, an Offer is made by an offeror, the Board may, upon notifying each Optionee of full particulars of the Offer, declare all Option Shares issuable upon the exercise of Options granted under the Plan, Vested, and declare that the

Expiry Date for the exercise of all unexercised Options granted under the Plan is accelerated so that all Options will either be exercised or will expire prior to the date upon which Option Shares must be tendered pursuant to the Offer. The Board shall give each Optionee as much notice as possible of the acceleration of the Options under this section, except that not less than five (5) business days notice is required and more than thirty (30) days notice is not required.

4.7 Effect of a Change of Control

If a Change of Control occurs, all Option Shares subject to each outstanding Option will become Vested, whereupon such Option may be exercised in whole or in part by the Optionee, subject to the approval of the Exchanges, if required.

4.8 Exclusion From Severance Allowance, Retirement Allowance or Termination Settlement

If the Optionee, or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, retires, resigns or is terminated from employment or engagement with the Company or any subsidiary of the Company, the loss or limitation, if any, pursuant to the Option Agreement with respect to the right to purchase Option Shares which were not Vested at that time or which, if Vested, were cancelled, shall not give rise to any right to damages and shall not be included in the calculation of nor form any part of any severance allowance, retiring allowance or termination settlement of any kind whatsoever in respect of such Optionee.

4.9 Shares Not Acquired

Any Unissued Option Shares not acquired by an Optionee under an Option which has expired may be made the subject of a further Option pursuant to the provisions of the Plan.

5. ADJUSTMENT OF OPTION PRICE AND NUMBER OF OPTION SHARES

5.1 Share Reorganization

Whenever the Company issues Shares to all or substantially all holders of Shares by way of a stock dividend or other distribution, or subdivides all outstanding Shares into a greater number of Shares, or combines or consolidates all outstanding Shares into a lesser number of Shares (each of such events being herein called a “**Share Reorganization**”) then effective immediately after the record date for such dividend or other distribution or the effective date of such subdivision, combination or consolidation, for each Option:

- (a) the Option Price will be adjusted to a price per Option Share which is the product of:
 - (i) the Option Price in effect immediately before that effective date or record date; and
 - (ii) a fraction, the numerator of which is the total number of Shares outstanding on that effective date or record date before giving effect to the Share Reorganization, and the denominator of which is the total number of Shares that are or would be outstanding immediately after such effective date or record date after giving effect to the Share Reorganization; and
- (b) the number of Unissued Option Shares will be adjusted by multiplying (i) the number of Unissued Option Shares immediately before such effective date or record date by (ii) a fraction which is the reciprocal of the fraction described in subsection (a)(ii).

5.2 Special Distribution

Subject to the prior approval of the Exchanges, whenever the Company issues, by way of a dividend or otherwise distributes to all or substantially all holders of Shares,

- (a) shares of the Company, other than the Shares;
- (b) evidences of indebtedness;
- (c) any cash or other assets, excluding cash dividends (other than cash dividends which the Board has determined to be outside the normal course); or
- (d) rights, options or warrants;

then to the extent that such dividend or distribution does not constitute a Share Reorganization (any of such non-excluded events being herein called a “**Special Distribution**”), and effective immediately after the record date at which holders of Shares are determined for purposes of the Special Distribution, for each Option the Option Price will be reduced and the number of Unissued Option Shares will be correspondingly increased, by such amount, if any, as is determined by the Board in its sole and unfettered discretion to be appropriate in order to properly reflect any diminution in value of the Option Shares as a result of such Special Distribution.

5.3 Corporate Organization

Whenever there is:

- (a) a reclassification of outstanding Shares, a change of Shares into other shares or securities, or any other capital reorganization of the Company, other than as described in sections 5.1 or 5.2;
- (b) a consolidation, merger or amalgamation of the Company with or into another corporation resulting in a reclassification of outstanding Shares into other shares or securities or a change of Shares into other shares or securities; or
- (c) a transaction whereby all or substantially all of the Company's undertaking and assets become the property of another corporation;

(any such event being herein called a “**Corporate Reorganization**”) the Optionee will have an option to purchase (at the times, for the consideration, and subject to the terms and conditions set out in the Plan) and will accept on the exercise of such option, in lieu of the Unissued Option Shares which he would otherwise have been entitled to purchase, the kind and amount of shares or other securities or property that he would have been entitled to receive as a result of the Corporate Reorganization if, on the effective date thereof, he had been the holder of all Unissued Option Shares or if appropriate, as otherwise determined by the Board.

5.4 Determination of Option Price and Number of Unissued Option Shares

If any questions arise at any time with respect to the Option Price or number of Unissued Option Shares deliverable upon exercise of an Option following a Share Reorganization, Special Distribution or Corporate Reorganization, such questions shall be conclusively determined by the Company's auditor, or, if they decline to so act, any other firm of Chartered Accountants in Regina, Saskatchewan, that the Board may designate and who will have access to all appropriate records and such determination will be binding upon the Company and all Optionees.

5.5 Regulatory Approval

Any adjustment to the Option Price or the number of Unissued Option Shares purchasable under the Plan pursuant to the operation of any one of sections 5.1, 5.2 or 5.3 is subject to the approval of the Exchanges and any other governmental authority having jurisdiction.

6. MISCELLANEOUS

6.1 Right to Employment

Neither this Plan nor any of the provisions hereof shall confer upon any Optionee any right with respect to employment or continued employment with the Company or any subsidiary of the Company or interfere in any way with the right of the Company or any subsidiary of the Company to terminate such employment.

6.2 Necessary Approvals

The Plan shall be effective only upon the approval of the shareholders of the Company given by way of an ordinary resolution. Any Options granted under this Plan prior to such approval shall only be exercised upon the receipt of such approval. Disinterested shareholder approval (as required by the Exchanges) will be obtained for any reduction in the Option Price of any Option granted under this Plan if the Optionee is an Insider of the Company at the time of the proposed amendment. The obligation of the Company to sell and deliver Shares in accordance with the Plan is subject to the approval of the Exchanges and any governmental authority having jurisdiction. If any Shares cannot be issued to any Optionee for any reason, including, without limitation, the failure to obtain such approval, then the obligation of the Company to issue such Shares shall terminate and any Option Price paid by an Optionee to the Company shall be immediately refunded to the Optionee by the Company.

6.3 Administration of the Plan

The Board shall, without limitation, have full and final authority in their discretion, but subject to the express provisions of the Plan, to interpret the Plan, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations deemed necessary or advisable in respect of the Plan. Except as set forth in section 5.4, the interpretation and construction of any provision of the Plan by the Board shall be final and conclusive. Administration of the Plan shall be the responsibility of the appropriate officers of the Company and all costs in respect thereof shall be paid by the Company.

6.4 Withholding Taxes

The exercise of each Option granted under the Plan is subject to the condition that if at any time the Company determines, in its discretion, that the satisfaction of withholding tax or other withholding liabilities is necessary or desirable in respect of such exercise, such exercise is not effective unless such withholding has been effected to the satisfaction of the Company. In such circumstances, the Company may require that the Optionee pay to the Company, in addition to and in the same manner as the Option Price for the Shares, such amount as the Company is obliged to remit to the relevant tax authority in respect of the exercise of the Option. Alternatively, the Company shall have the right in its discretion to satisfy any such liability for withholding or other required deduction amounts by retaining or acquiring any Shares acquired upon exercise of any Option, or retaining any amount payable, which would otherwise be issued or delivered, provided or paid to an Optionee by the Company, whether or not such amounts are payable under the Plan.

6.5 Amendments to the Plan

- (a) The Board may at any time and from time to time, and without shareholder approval amend any provision of the Plan, or any Options granted hereunder, or terminate the Plan, subject to any applicable regulatory or Exchange requirements or approvals at the time of such amendment or termination, including, without limitation, making amendments:
 - (i) to sections 4.1 and 4.2 relating to the exercise of Options;
 - (ii) deemed by the Board to be necessary or advisable because of any change in applicable securities laws or other laws;

- (iii) to the definitions set out in section 2;
 - (iv) to the change of control provisions provided for in the Plan. For greater certainty, any change made to the change of control provisions shall not allow Optionees to be treated any more favourably than other holders of Shares with respect to the consideration that the Optionees would be entitled to receive for their Shares upon a Change of Control;
 - (v) to section 6.3 relating to the administration of the Plan;
 - (vi) to the vesting provisions of any outstanding Options as contemplated by the Plan; and
 - (vii) fundamental or otherwise, not requiring shareholder approval under applicable laws or the rules of the TSXV, including amendments of a “clerical” or “housekeeping” nature and amendments to ensure that the Options granted under the Plan will comply with any provisions respecting income tax and other laws in force in any country or jurisdiction of which an Optionee may from time to time be resident or a citizen.
- (b) Notwithstanding subsection 6.5(a) above, the Board shall not be permitted to:
- (i) amend section 3.2 in order to increase the maximum number of Shares which may be issued under the Plan or in order to increase the Insider participation limit;
 - (ii) make any amendment which reduces the Option Price of any Option after the Options have been granted or any cancellation or termination of an Option prior to its expiry for the purpose of re-issuing Options to the same Optionee with a reduced Option Price, except in the case of an adjustment pursuant to section 5.3, if shareholder approval for such amendment is required by any applicable Exchange);
 - (iii) make any amendment which extends the Expiry Date of any Option held by Insiders beyond the original Expiry Date, except in the case of an extension due to a Blackout Period;
 - (iv) make any amendment which reduces the Option Price of any Option held by Insiders;
 - (v) make any amendment which would permit an Option granted under the Plan to be transferable or assignable by any Optionee other than as currently permitted under the Plan;
 - (vi) make any amendment to this section 6.5 of the Plan so as to increase the ability of the Board to amend the Plan without shareholder approval;
- in each case without having first obtained the approval of a majority of the holders of the Shares voting at a duly called and held meeting of holders of Shares** and, in the case of an amendment to increase the Insider participation limits (as set out in section 3.2) approval of a majority of the holders of the Shares voting at a duly called and held meeting of holders of the Shares, excluding Shares voted by Insiders who are Eligible Persons.
- (c) Any amendment or termination shall not materially and adversely alter the terms or conditions of any Option or materially or adversely impair any right of any Optionee under any Option granted prior to the date of any such amendment or termination without the consent of such Optionee.
 - (d) If the Plan is terminated, the provisions of the Plan and any administrative guidelines, and other rules adopted by the Board and in force at such time, will continue in effect so long as any Options under the Plan or any rights pursuant thereto remain outstanding. However, notwithstanding the

termination of the Plan, the Board may make any amendments to the Plan or Options it would be entitled to make if the Plan were still in effect.

6.6 Form of Notice

A notice given to the Company shall be in writing, signed by the Optionee and delivered to the head business office of the Company, addressed as follows:

Input Capital Corp.
300 – 1914 Hamilton Street
Regina, Saskatchewan S4P 3N6
Attention: Brad Farquhar
Fax: (306) 352-4110

6.7 No Representation or Warranty

The Company makes no representation or warranty as to the future market value of any Shares issued in accordance with the provisions of the Plan.

6.8 Compliance with Applicable Law

If any provision of the Plan or any Option Agreement contravenes any law or any order, policy, by-law or regulation of any regulatory body or Exchange having authority over the Company or the Plan, then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.

6.9 No Assignment or Transfer

Options shall be non-assignable and non-transferable by the Optionee otherwise than by will or the laws of descent and distribution and shall be exercisable only by the Optionee during the lifetime of the Optionee and only by the Optionee's legal representative after the death of the Optionee. Provided however, that Options may be assigned by an Eligible Person to whom an Option has been granted to a Permitted Assign of such Eligible Person, following which such Options shall be non-assignable and non-transferable by such Permitted Assign, except to another Permitted Assign, otherwise than by will or the laws of descent and distribution, and shall be exercisable only by such Permitted Assign during the lifetime of the Permitted Assign and only by such Permitted Assign's legal representative after death of such Permitted Assign. An improper transfer of any Option will not create any rights in the purported transferee, will cause the immediate termination of the Options and the Company will not issue any Shares upon the attempted exercise of improperly transferred Options.

6.10 Rights of Optionees

An Optionee shall have no rights whatsoever as a shareholder of the Company in respect of any of the Unissued Option Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering).

6.11 Previously Granted Options

Stock options which are outstanding under pre-existing stock option plan(s) of the Company as of the effective date of this Plan shall continue to be exercisable and shall be deemed to be governed by and be subject to the terms and conditions of this Plan except to the extent that the terms of this Plan are more restrictive than the terms of such pre-existing plan(s) under which such stock option were originally granted, in which case the applicable pre-existing plan(s) shall govern.

6.12 Conflict

In the event of any conflict between the provisions of this Plan and an Option Agreement, the provisions of this Plan shall govern.

6.13 Governing Law

The Plan and each Option Agreement issued pursuant to the Plan shall be governed by the laws of the Province of Saskatchewan and the federal laws of Canada applicable therein.

6.14 Time of Essence

Time is of the essence of this Plan and of each Option Agreement. No extension of time will be deemed to be or to operate as a waiver of the essentiality of time.

6.15 Entire Agreement

This Plan and the Option Agreement sets out the entire agreement between the Company and the Optionees relative to the subject matter hereof and supersedes all prior agreements, undertakings and understandings, whether oral or written.

SCHEDULE "A"

INPUT CAPITAL CORP.

STOCK OPTION PLAN - OPTION AGREEMENT

This Option Agreement is entered into between **INPUT CAPITAL CORP.** (the "**Company**") and the **OPTIONEE** named below pursuant to the Company Stock Option Plan (the "**Plan**"), a copy of which is attached hereto, and confirms that:

1. on ●, 20● (the "**Grant Date**");
2. ● (the "**Optionee**");
3. was granted the option (the "**Option**") to purchase ● common shares (the "**Option Shares**") of the Company;
4. for the price (the "**Option Price**") of C\$● per share;
5. which rights to purchase the Option Shares under the Option may be exercised and will vest as follows:
 - (a) ● (●) of the total number of share options granted will vest ● (●) **MONTHS** after the Grant Date, being ●;
 - (b) a further ● (●) of the total number of share options granted will vest ● (●) **MONTHS** after the Grant Date, being ●; and
 - (c) a further ● (●) of the total number of share options granted will vest ● (●) **MONTHS** after the Grant Date, being ●; and
6. the Option will terminate on ● (the "**Expiry Date**");

all on the terms and subject to the conditions set out in the Plan. For greater certainty, Option Shares continue to be exercisable until the termination or cancellation thereof as provided in this Option Agreement and the Plan.

Where the Optionee is resident in or otherwise subject to the securities laws of the United States, the Optionee acknowledges that any Option Shares received by him/her upon exercise of the Option have not been registered under the United States *Securities Act of 1933*, as amended, or the Blue Sky laws of any state (collectively, the "**Securities Acts**"). The Optionee acknowledges and understands that the Company is under no obligation to register, under the Securities Acts, the Option Shares received by him/her or to assist him/her in complying with any exemption from such registration if he/she should at a later date wish to dispose of the Option Shares. The Optionee acknowledges that the Option Shares shall bear a legend restricting the transferability thereof, such legend to be substantially in the following form:

"The shares represented by this certificate have not been registered or qualified under the United States Securities Act of 1933, as amended or state securities laws. The shares may not be offered for sale, sold, pledged or otherwise disposed of unless so registered or qualified, unless an exemption exists or unless such disposition is not subject to U.S. federal or state securities laws, and the Company may require that the availability of any exemption or the inapplicability of such securities laws be established by an opinion of counsel, which opinion of counsel shall be reasonably satisfactory to the Company."

By signing this Option Agreement, the Optionee acknowledges that the Optionee has read and understands the Plan and agrees to the terms and conditions of the Plan and this Option Agreement.

Acknowledgement – Personal Information

The undersigned hereby acknowledges and consents to:

- (a) the disclosure to the TSX Venture Exchange Inc. and all other regulatory authorities of all personal information of the undersigned obtained by the Company; and
- (b) the collection, use and disclosure of such personal information by the TSX Venture Exchange Inc. and all other regulatory authorities in accordance with their requirements, including the provision to third party service providers, from time to time.

IN WITNESS WHEREOF the parties hereto have executed this Option Agreement as of the ● day of ●, 20●.

Signature

Print Name

Address

INPUT CAPITAL CORP.

Per: _____
Authorized Signatory

INPUT CAPITAL CORP.

STOCK OPTION PLAN – EXERCISE NOTICE FORM

I, _____ (print name), hereby exercise the Option to purchase _____ Shares of **INPUT CAPITAL CORP.** (the “**Corporation**”) at a purchase price of Cdn. \$_____ per Option Share. This Exercise Notice is delivered in respect of the Option to purchase _____ Option Shares of the Corporation that was granted to me on _____ pursuant to the Option Agreement entered into between the Corporation and me, a copy of which is attached hereto.

In connection with the foregoing, I enclose cash, certified cheque, bank draft or money order payable to the Corporation in the amount of Cdn. \$ _____ representing payment in full of the Option Price;

Date

Participant’s Signature

Participant’s Name
(Please Print)

Schedule “B” TO CIRCULAR
AUDIT COMMITTEE CHARTER



INPUT CAPITAL CORP.
AUDIT COMMITTEE CHARTER

I. Introduction and Overall Responsibilities

The Audit Committee (the “**Committee**” or the “**Audit Committee**”) of Input Capital Corp. (“**Input**” or the “**Corporation**”) is a committee of the Board of Directors (the “**Board**”). The Committee shall assist the Board in fulfilling its obligations and oversight responsibility for:

- Financial and corporate performance;
- Financial disclosure and accounting practices;
- Risk management and internal controls; and
- Internal and external audit processes.

II. Responsibilities and Authority of the Committee

Subject to the Articles and By-Laws of the Corporation, the Committee has authority over the following areas of responsibility:

(A) Financial and Corporate Performance:

- Review and recommend to the Board for approval:
 - Key financial performance metrics and targets; and
 - Declaration of dividends.

(B) Financial Disclosure and Accounting Practices

- Review and recommend to the Board for approval policies for the Corporation addressing disclosure and confidentiality of material financial information and monitor compliance and report exceptions to the Board.
- Ensure adequate procedures are in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s financial statements and periodically assess the adequacy of these procedures.
- Review and recommend to the Board for approval and public disclosure:
 - the Annual and Quarterly Financial Statements and notes thereto;
 - the Annual and Quarterly Management Discussion and Analysis of financial results and operations;
 - the portions of the annual information form and management information circular containing significant information relating to the Committee and matters within its mandate;

- o all financial statements included in prospectuses or other offering documents; and
 - o significant financial information respecting the Corporation contained in a press release, material change report, or that provides estimates or information regarding the Corporation's future financial performance or prospects.
- Review and recommend to the Board on an annual basis the budget of the Corporation.
- Review and recommend to the Board for approval significant financial policies, particularly policies that address financial and corporate commitments that require Board approval.
- Review and recommend to the Board for approval significant financial transactions or commitments that require Board approval as required by applicable laws or as may be established by corporate policy.
- Review and report to the Board any financial transactions or commitments that impact the financial statements in a significant manner that do not require Board approval.
- Review and recommend to the Board for approval the Corporation's accounting principles, policies and practices as recommended by the external auditor, management or the internal auditor, if any.

(C) Risk Management and Internal Controls

- Review and report to the Board for approval the Corporation's plan to identify, mitigate and manage risks.
- Establish procedures for and monitor:
 - o the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - o the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Monitor the status of outstanding litigation and insurance claims and report material instances quarterly to the Board.
- If applicable, review disclosures by the Corporation's Chief Executive Officer ("CEO") and Chief Financial Officer during their certification process about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

(D) Internal Audit Process

- Approve the appointment of the internal auditor, if any, or the individual or entity to deliver the functions and responsibilities of the internal auditor.
- Review and approve any internal audit charter and the internal audit scope and plan, including the costs of such plan.
- Direct, review, monitor, oversee and provide guidance to the internal audit function, if any, and review the performance of the internal auditor at least annually.
- Monitor the independence of the internal auditor through open communication and meeting in camera at the request of the Committee or the internal auditor at least annually without management present and report exceptions to the Board.

(E) External Audit Process

- On an annual basis, recommend to the Board the external auditor to be nominated for approval by the Corporation's shareholders at the annual shareholders' meeting for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation.
- Conduct a comprehensive review of the external auditor once every five (5) years in accordance with the then current guidelines and approaches promulgated by the Chartered Professional Accountants of Canada (or any successor institution thereto).
- Establish and maintain a direct reporting relationship with the external auditor.
- Directly oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation and ensure that management implements appropriate recommendations of the external auditor, and report any exceptions to the Board.
- Monitor and review at least annually the external auditor's independence in accordance with guidelines for independence established by the Canadian Securities Administrators and report exceptions to the Board.
- Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and any former external auditor of the Corporation.
- On an annual basis, review the performance of the external auditor and assess the quality of the external audit and recommend to the Board for approval the fees to be paid to the external auditor for the audit services.
- Review the audit scope and plan of the external auditor.
- On a regular basis, meet with the external auditor without the presence of management, to discuss the accuracy and quality of the Corporation's financial statements, financial reporting, internal controls, and the quality, consistency and appropriateness of the accounting policies and standards used and accounting estimates made.
- Inquire regularly of management and the external auditor whether there have been any significant issues between them regarding financial reporting or other matters and directly oversee the resolution of any disagreements.

(F) Non-Audit Services

- Pre-approve, in accordance with applicable law, permitted non-audit services that are to be provided to the Corporation or its subsidiary entities by the Corporation's external auditor, subject to:
 - delegation by the Committee to one or more independent members to provide the pre- approval and inform the Committee at its next scheduled meeting of any pre-approvals; and
 - adoption by the Committee of specific policies and procedures for the engagement of non- audit services.
- Monitor the Corporation's expenditures for non-audit services performed by any accounting firm other than the external auditor.

(G) General Responsibilities

- The Committee, through the Chair of the Committee (the "Chair"), will provide a report to the Board at each regularly scheduled Board meeting outlining the results of the Committee's activities and any reviews it has undertaken.

- Approve the CEO's expenses, through the Chair, and report exceptions to the Board.
- The Committee may perform any other activities consistent with this Charter, the Corporation's By-Laws and applicable law, as the Committee or the Board deems necessary or appropriate.
- The Committee may engage independent counsel and other advisors the Committee determines necessary to carry out its duties and the Committee may set and pay the compensation for any advisors employed by the Committee.

III. Meetings

(A) Number of Meetings

The Committee may meet as many times per year as necessary to carry out its responsibilities provided however that the Committee shall meet at least four (4) times per year.

(B) Procedure

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

IV. Committee Composition Criteria

(A) Number of Members

The Committee shall be comprised of a minimum of three (3) and maximum of five (5) directors, each of whom shall be "independent" according to the independence standards established by all applicable corporate and securities laws.

(B) Quorum

A quorum for the transaction of business at any Committee meeting shall consist of a majority of currently appointed members of the Committee.

(C) Appointments

The Board shall make appointments to the Committee and the Chair.

(D) Financially Literate Requirement

Every Committee member must be considered "financially literate" according to the definition established by the Canadian Securities Administrators, as amended from time to time. A Committee member who is not "financially literate" may be appointed to the Committee provided that the member becomes "financially literate" within a reasonable period of time following his/her appointment.

(E) Board Chair Attendance at Meetings

The Chair of the Board may attend any Committee meeting as may be appropriate but can only vote at such Committee meetings if the Chair of the Board is a member of the Committee.

(F) Non-Voting Participant at Meetings

The Chair may invite other directors of the Board or management to attend any Committee meeting as may be appropriate as a non-voting participant.

V. No Rights Created

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Audit Committee functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's Articles and By-laws, it is not intended to establish any legally binding obligations. Further, nothing contained in this Charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the Directors of the Corporation or the members of the Audit Committee.

VI. General

The Committee shall be bound by the terms of National Instrument 52-110 *Audit Committees*, as amended from time to time.
