GULFSTREAM ACQUISITION 1 CORP.

68 Fifeshire Road
Toronto, Ontario
M2L 2G8

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 10, 2015

AND

INFORMATION CIRCULAR

June 9, 2015

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Information Circular, you should immediately contact your advisor.

GULFSTREAM ACQUISITION 1 CORP.
68 Fifeshire Road
Toronto, Ontario
M2L 2G8

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual and special meeting (the **"Meeting"**) of Gulfstream Acquisition 1 Corp. (the **"Company"**) will be held at the offices of Beard Winter LLP, located at 130 Adelaide Street West, Suite 701, Toronto, Ontario, on Friday, July 10, 2015, at the hour of 2:00 p.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended December 31, 2013 and December 31, 2014, together with the auditors' reports on those financial statements;

2. to set the number of directors of the Company at for the ensuing year at four (4) persons;

3. to elect Mark Attanasio, Mark Korol, Charles Shin and Frank Dottori as directors of the Company to serve from the close of the Meeting until the next annual general meeting of the shareholders Company, or until such time as their successors are duly elected or appointed in accordance with the Company's constating documents;

4. to ratify the appointment of Manning Elliott LLP as the auditors of the Company for the financial year ended December 31, 2014;

5. to ratify the remuneration paid to the auditors for the financial year ended December 31, 2014 as fixed by the board of directors of the Company;

6. to appoint Manning Elliott LLP as the auditors of the Company for the financial year ending December 31, 2015;

7. to authorize the directors of the Company to fix of the remuneration to be paid to the auditors for the financial year ending December 31, 2015;

8. to consider and, if thought fit, to approve an ordinary resolution to approve the Company's stock option plan, as described in the Information Circular accompanying this Notice of Meeting;

9. to consider and, if thought fit, to pass with or without amendment, an ordinary resolution of the shareholders of the Company, exclusive of non-arm's length parties of the Company, approving the transfer of the Company to NEX, as more particularly described in the accompanying information circular;

10. to consider and, if thought fit, to pass with or without amendment, an ordinary resolution of the shareholders of the Company, exclusive of non-arm's length parties of the Company, approving the cancellation of certain seed shares, as more particularly described in the accompanying information circular; and

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

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Company's Board of Directors has fixed June 4, 2015 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Valiant Trust Company, Suite 600, 750 Cambie Street, Vancouver, BC V6B 0A2 or Fax 604.681.3067, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Dated at Toronto, Ontario this 9th day of June, 2015.

By Order of the Board of Directors of

GULFSTREAM ACQUISITION 1 CORP.

"Charles Shin"
Charles Shin
Chief Executive Officer and Director

GULFSTREAM ACQUISITION 1 CORP.
68 Fifeshire Road
Toronto, Ontario
M2L 2G8

INFORMATION CIRCULAR
June 9, 2015

INTRODUCTION

This Information Circular accompanies the notice of annual and special meeting of shareholders (the **"Notice"**) and is furnished to shareholders (the "**Shareholders**" and each a "**Shareholder**") holding common shares (the "**Shares**" and each a "**Share**") in the capital of Gulfstream Acquisition 1 Corp. (the "**Company**") in connection with the solicitation by the management of the Company of proxies to be voted at the annual and special meeting of Shareholders (the "**Meeting**") to be held at 2:00 p.m. (Toronto time) on Friday, July 10, 2015, at the offices of Beard Winter LLP located at 130 Adelaide Street West, Suite 701, Toronto, Ontario, or at any adjournment or postponement thereof.

The date of this Information Circular is June 9, 2015. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of June 4, 2015 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the "**Designated Persons**") in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.

A SHAREHOLDER MAY EXERCISE THIS RIGHT BY STRIKING OUT THE PRINTED NAMES OF THE DESIGNATED PERSONS AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company's registrar and transfer agent, Valiant Trust Company (the "**Transfer Agent**") at their offices located at Suite 600, 750 Cambie Street, Vancouver, British Columbia V6B 0A2 Fax 604.681.3067, by mail or fax, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact, authorized in writing, or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Shares and Proxies and Exercise of Discretion by Designated Persons

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY INCLUDING THE NOMINEES OF THE COMPANY'S

BOARD OF DIRECTORS (THE "BOARD") FOR DIRECTORS, THE APPOINTMENT OF AUDITOR AND THE FIXING OF THE REMUNERATION TO BE PAID TO THE AUDITORS.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

NOTICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those Shareholders who do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided by a broker, then in almost all cases those Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his or her broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his or her Shares.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares without par value and an unlimited number of preference shares without par value. As of the record date, determined by the Board to be the close of business on June 4, 2015, a total of 6,750,000 Shares were issued and outstanding. No preference shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors or executive officers of the Company, no person or company beneficially owns, or controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to the outstanding Shares of the Company, other than as set forth below:

Name of Shareholder	Position with the Company	Number of Shares Owned	Percentage of Outstanding Shares(1)
Mark Attanasio	Director	900,000	13.33%
Charles Shin	Director and Officer	1,800,000	26.67%

(1) Based on 6,750,000 Shares issued and outstanding as of June 4, 2015.

NUMBER OF DIRECTORS

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at four (4). The number of directors will be approved if the affirmative vote of the majority of Common Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour to set the number of directors at four (4).

Management recommends the approval of the resolution to set the number of directors of the Company at four (4).

ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are elected or appointed, unless his office is earlier vacated in accordance with the articles of the Company or with the provisions of applicable legislation. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy, all of whom are presently members of the Board.

The Company's current Board consists of Mark Attanasio, Mark Korol, Charles Shin and Frank Dottori.

Management of the Company proposes to nominate the persons named in the table below for election by the shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Province, Country of Residence, and Position(s) with the Company	**Principal Occupation, Business, or Employment for Last Five Years**	**Periods during which Nominee has Served as a Director**	**Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly[(1)]**
Mark Attanasio[(2)(3)] Ontario, Canada *Former Chief Executive Officer and Director*	President of Dundee Capital Markets (September 2014 to present). Mr. Attanasio is also the Chief Financial Officer and Executive Vice President of Blue Goose Capital (March 2012 to present). Mr. Attanasio has also served as a director at National Bank Financial (July 2005 to March 2012) and worked at Pricewaterhouse Cooper.	Since June 8, 2012	900,000[(4)]
Mark Korol[(2)] Ontario, Canada *Chief Financial Officer, Secretary and Director*	Chief Financial Officer for Xela Enterprises Ltd. (October 2005 to present), a holding company with a wide range of commercial ventures and director of Blue Planet Environmental Inc., a public company listed on the Frankfurt Exchange. Previously, Mr. Korol has acted as the Chief Financial Officer for CDI Education Corp., a public company listed on the TSX and Zenon Environmental Inc., a water treatment company.	Since June 8, 2012	400,000 [(5)]
Charles Shin[(6)] Ontario, Canada *Chief Executive Officer and Director*	Managing Director, Investment Banking at Canaccord Genuity Corp where he was employed from February 2005 to April 2012. Previously, Mr. Shin worked at Capital Canada Limited where he was employed from 1998 to 2005 focusing on mergers & acquisitions and financial sponsors.	Since June 8, 2012	1,800,000 [(7)]
Frank Dottori[(2)] Quebec, Canada *Director*	Since May 2006 Mr. Dottori has been President of Fadco Consulting Inc. Mr. Dottori has been a director of Saputo, Inc., a member of the Ontario BioAuto Council, chair of Aditya Birla Group pulp operations in Canada and chair of the Centre for Research and Innovations in the Bio-Economy (Ontario). He has served as a director of Bell Nordiq Group Inc., Laurentian Bank, Governor of the Montreal Stock Exchange and as a director of Capital BLF Inc. He served as the vice-chair of Habitat for Humanity Rainforest Alliance as well as numerous other industry, public and related organizations. He was awarded the Order of Canada in 1989.	Since September 1, 2012	100,000 [(8)]

(1) The information as to the number of Shares (being the only voting securities of the Company) beneficially owned, or controlled or directed, directly or indirectly, is as of June 4, 2015, and has been furnished to the Company by the respective nominees individually.

(2) Member of the Audit Committee of the Company.

(3) Mr. Attanasio resigned as the Chief Executive Officer of the Company as of November 1, 2014 and remains as a director of the Company. He became a director of the Company as of June 8, 2012.

(4) Mr. Attanasio holds 900,000 Shares, all of which are subject to the CPC Escrow Agreement. Mr. Attanasio also beneficially holds 239,450 incentive stock options, each option of which entitles Mr. Attanasio to purchase one Share at the exercise price of $0.10 per Share until expiry on June 14, 2018. Any Shares issuable upon exercise of the options prior to the closing of the Qualifying Transaction will be held in escrow in accordance with the terms of the CPC Escrow Agreement.

(5) Mr. Korol holds 400,000 Shares, all of which are subject to the CPC Escrow Agreement. Mr. Korol also beneficially holds 87,700 incentive stock options, each option of which entitles Mr. Korol to purchase one Share at the exercise price of $0.10 per Share until expiry on June 14, 2018. Any Shares issuable upon exercise of the options prior to the closing of the Qualifying Transaction will be held in escrow in accordance with the terms of the CPC Escrow Agreement.

(6) Mr. Shin became the Chief Executive Officer of the Company on November 1, 2014 and also a director of the Company. Mr. Shin became a director on June 8, 2012.

(7) Mr. Shin holds 1,800,000 Shares all of which are subject to the CPC Escrow Agreement. Mr. Shin also beneficially holds 288,725 incentive stock options, each option of which entitles Mr. Shin to purchase one Share at the exercise price of $0.10 per Share until expiry on June 14, 2018. Any Shares issuable upon exercise of the options prior to the closing of the Qualifying Transaction will be held in escrow in accordance with the terms of the CPC Escrow Agreement.

(8) Mr. Dottori holds 100,000 Shares, all of which are subject to the CPC Escrow Agreement. Mr. Dottori also beneficially holds 59,125 incentive stock options, each option of which entitles Mr. Dottori to purchase one Share at the exercise price of $0.10 per Share until expiry on June 14, 2018. Any Shares issuable upon exercise of the options prior to the closing of the Qualifying Transaction will be held in escrow in accordance with the terms of the CPC Escrow Agreement.

The Company operates with a standing Audit Committee, currently consisting of Mark Attanasio, Mark Korol and Frank Dottori.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Shares represented by proxy for the election of any other persons as directors.

Cease Trade Orders

No proposed director of the Company is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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 while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) 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, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

No proposed director of the Company is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

Except as disclosed below, no proposed director of the Company has been subject to:

(a) 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

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Information Circular:

"**CEO**" means each individual who acted as chief executive officer of the Company or acted in a similar capacity for any part of the most recently completed financial year;

"**CFO**" means each individual who acted as chief financial officer of the Company or acted in a similar capacity for any part of the most recently completed financial year; and

"**Named Executive Officer**" or "**NEO**" means:

(a) a CEO;

(b) a CFO;

(c) each of the Company's three most highly compensated executive officers, including any of the Company's subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year and whose total compensation was, individually, more than $150,000 as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*, for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year.

Compensation Discussion and Analysis

Overview, Philosophy and Objectives

As the Company is currently a CPC, it does not have a formal or informal compensation program. Except as set out below or otherwise disclosed in this Information Circular, prior to completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Company to a non-arm's length party to the Company or a non-arm's length party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Company or any resulting issuer by any means, including:

(a) remuneration, which includes but is not limited to:

  (i) salaries;

  (ii) consulting fees;

  (iii) management contract fees or directors' fees;

  (iv) finder's fees;

  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

Although the Company may reimburse non arm's length parties for the Company's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"), there have been no such Permitted Reimbursements since incorporation. No Permitted Reimbursement may be made for any payment made to lease or buy a vehicle. The directors and officers of the Company will also be granted the directors' and officers' options.

Following completion of the Qualifying Transaction, it is anticipated that the Company shall pay compensation to its officers. However, no payment other than the Permitted Reimbursements, will be made by the Company or by any party on behalf of the Company, after completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

Share-Based Awards and Option-Based Awards

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's Plan to receive grants of stock options. Individual stock options are granted by the Board as a whole and the size of the options is dependent on, among other things, each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long term contribution to the Company will be crucial to its long-term success.

Stock options are normally granted by the Board when an executive officer first joins the Company based on his level of responsibility within the Company. Additional grants may be made periodically to ensure that the number of options granted to any particular officer is commensurate with the officer's level of ongoing responsibility within the Company. The Board also evaluates the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options are usually priced at the closing trading price of the Company's shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire ten years from the date of grant.

The Plan currently provides that the number of Common Shares reserved for issuance cannot exceed 10% of the issued and outstanding Common Shares at any given time. Policy 2.4 of the Exchange provides that the number of Common Shares reserved for issuance may not exceed 10% of the Common Shares outstanding as at the closing of the IPO. Accordingly, the maximum number of Common Shares reserved under the Plan is currently 675,000 Common Shares. At such time as the Company completes its Qualifying Transaction, the Plan will revert to a 10% rolling plan which will allow the Company to reserve that number of Common Shares that does not exceed 10% of the issued and outstanding Common Shares at any given time. The number of Common Shares reserved for issuance to any individual director or officer must not exceed five percent of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants must not exceed two percent of the issued and outstanding Common Shares. Stock options may be exercised the greater of 12 months after the completion of the qualifying transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the stock option may be exercised within a maximum period of one year after such death, subject to the earlier expiry of such stock option. Any Common Shares acquired pursuant to the exercise of stock options prior to the completion of the Qualifying Transaction, must be deposited in escrow in accordance with the terms of the capital pool company escrow agreement.

On September 12, 2012 the Company granted 685,000 options to its directors and officers. On March 12, 2013, the option grant was reduced to 675,000 to comply with the policies of the TSX Venture Exchange. The Company granted 239,450 stock options to Mr. Attanasio, 87,700 stock options to Mr. Korol, 288,725 stock options to Mr. Shin and 59,125 stock options to Mr. Dottori. Each option is exercisable into one common share at the exercise price of $0.10 expiring on June 14, 2018.

As at June 4, 2015, the Company had 675,000 stock options outstanding under the Plan.

Summary Compensation Table

Particulars of compensation earned by each NEO in the most recently completed financial year is set out in the summary compensation table below for each of the Company's three most recently completed financial years:

Name and Principal Position	Year	Salary ($)	Share-based Awards[2] ($)	Option-based Awards[3] ($)	Non-equity Incentive Plan Compensation[1] ($)		Pension Value ($)	All Other Compen-sation ($)	Total Compen-sation ($)
					Annual Incentive Plans	Long-term Incentive Plans			
Mark Attanasio[4] Former Chief Executive Officer and Director	2014[7] 2013 2012	Nil Nil Nil	Nil Nil Nil	Nil Nil $4,201.93	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil $4,201.93
Charles Shin[5] Chief Executive Officer and Director	2014[7] 2013 2012	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil
Mark Korol[6] Chief Financial Officer, Secretary and Director	2014[7] 2013 2012	Nil Nil Nil	Nil Nil Nil	Nil Nil $1,538.98	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil Nil	Nil Nil $1,538.98

(1) "Non-equity Incentive Plan Compensation" includes all compensation under an incentive plan or portion of an incentive plan that is not an equity incentive plan.

(2) "Share-based Awards" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

(3) "Option-based Awards" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features.

(4) Mark Attanasio resigned as the Chief Executive Officer of the Company on November 1, 2014 and remains as a director of the Company. Mr. Attanasio became a director of the Company on June 8, 2012.

(5) Charles Shin became the Chief Executive Officer of the Company on November 1, 2014.

(6) Mark Korol was appointed as Chief Financial Officer, Secretary and a director of the Company on June 8, 2012.
(7) Period from the date of incorporation on June, 8 2012 to December 31, 2014.

Incentive Plan Awards

An "incentive plan" is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An "incentive plan award" means compensation awarded, earned paid, or payable under an incentive plan.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all option-based awards granted to NEOs that were outstanding as of December 31, 2014. The Company has not granted any share-based awards.

	Option-based Awards			
Name	**Number of Shares underlying unexercised options (#)**	**Option exercise price ($)**	**Option expiration date**	**Value of unexercised in-the-money options[(1)] ($)**
Mark Attanasio	239,450	0.10	June 14, 2018	Nil
Mark Korol	87,700	0.10	June 14, 2018	Nil
Charles Shin	288,725	0.10	June 14, 2018	Nil

(1) Value is calculated based on the difference between the market value of securities underlying the options as of the year ended December 31, 2014 of $0.20 and the exercise price of the option.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth certain information regarding all awards outstanding for each NEO of the Company as of December 31, 2014:

Name	**Option-based awards – Value vested during the year ($)**	**Share-based awards – Value vested during the year ($)**	**Non-equity incentive plan compensation – Value earned during the year ($)**
Mark Attanasio	Nil	Nil	Nil
Mark Korol	Nil	Nil	Nil
Charles Shin	Nil	Nil	Nil

Narrative Discussion

For a summary of the material provisions of the Stock Option Plan, pursuant to which all current option-based awards have been granted, please see above under the heading "Compensation Discussion and Analysis". There was no re-pricing of stock options under the Stock Option Plan or otherwise during the Company's most recently completed financial year ended December 31, 2014.

Pension Plan Benefits

The Company has had no pension, defined benefit, defined contribution or deferred compensation plans in place.

Termination and Change of Control Benefits

The Company has no contract, agreement, plan or arrangement that provides for payments to any Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in responsibilities of the Named Executive Officer.

Director Compensation Table

The following table sets out certain information regarding compensation provided to the directors of the Company who are not Named Executive Officers during the financial year ended December 31, 2014.

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Frank Dottori[(1)]	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Frank Dottori was appointed as a director of the Company on September 1, 2012.

Incentive Plan Awards for Directors

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth all option-based awards granted to the Company's directors, other than the NEOs, that were outstanding as of December 31, 2014, including awards granted before the period ended December 31, 2014. The Company has not granted any Share-based awards:

	Option-based Awards			
Name	Number of Shares underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options[(1)] ($)
Frank Dottori	59,125	0.10	June 14, 2018	Nil

(1) As at December 31, 2012, the Company shares were not trading on any stock exchange.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth certain information regarding all awards outstanding for each director, other than the NEOs, of the Company as of December 31, 2014:

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Frank Dottori	Nil	Nil	Nil

Narrative Discussion

For a summary of the material provisions of the Stock Option Plan, pursuant to which all current option-based awards have been granted, please see above under the heading "Compensation Discussion and Analysis". There was no re-pricing of stock options under the Stock Option Plan or otherwise during the Company's most recently completed financial year ended December 31, 2014.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's only equity compensation plan as of December 31, 2014:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	675,000	$0.10	Nil
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	**675,000**	**$0.10**	**Nil**

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer, employee, or proposed nominee for election as a director, or associate of such person is, or at any time during the most recently completed financial year has been, indebted to the Company.

No indebtedness of a current or former director, executive officer, employee, or proposed nominee for election as a director, or associate of such person to another entity is, or at any time during the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both carrying more than ten percent of the voting rights attached to the Shares outstanding (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, 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 has materially affected or would materially affect the Company, except with an interest arising from the ownership of Shares where such person will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Shares.

MANAGEMENT CONTRACTS

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

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognize the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

The Board facilitates its exercise of independent supervision over management by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the industry in which the Company operates in order to identify and manage risks. The Board also holds periodic meetings to discuss the operation of the Company.

Frank Dottori is "independent" in that he is independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising as shareholders.

Charles Shin and Mark Korol are not "independent" as determined under NI 52-110 because Mr. Shin is the Chief Executive Officer of the Company and Mr. Korol is the Chief Financial Officer and Secretary of the Company. Mark Attanasio is not "independent" as determined under NI 52-110 because he recently served as the Chief Executive Officer of the Company.

Directorships

The following directors are presently directors of other reporting issuers as set out below:

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market
Mark Korol	Blue Planet Environmental Inc.	Frankfurt Exchange

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the board new director nominees for the next annual meeting of Shareholders.

Compensation

As the Company is a CPC, the Company is prohibited from paying any kind of remuneration to directors until such time as it completes its Qualifying Transaction. Upon completion of its Qualifying Transaction, the Company anticipates that the Board will conduct reviews with regard to the compensation of the directors and Chief Executive Officer once a year.

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Board has no specific procedures for regularly assessing the effectiveness and contribution of the Board, its committees, if any, or individual directors. As the Board is relatively small, it is expected that a significant lack of performance on the part of a committee or individual director would become readily apparent, and could be dealt with on a case-by-case basis. With respect to the Board as a whole, the Board monitors its performance on an ongoing basis, and as part of that process considers the overall performance of the Company and input from its Shareholders.

APPOINTMENT OF AUDITOR

Manning Elliott LLP, located at 1050 West Pender Street, Vancouver, British Columbia, are the current auditors of the Company and receive remuneration fixed by the Board. Manning Elliott LLP was first appointed as the Company's auditors on September 1, 2012.

At the Meeting, shareholders will be asked to vote for the appointment of Manning Elliott LLP to serve as auditor of the Company for the Company's fiscal year ending December 31, 2015, at a remuneration to be fixed by the Company's Board.

Management recommends shareholders vote for the appointment of Manning Elliott LLP as the Company's auditors for the Company's fiscal year ending December 31, 2015, at a remuneration to be fixed by the Board.

At the Meeting, Shareholders will also be asked to vote for the ratification of the appointment of Manning Elliott LLP to serve as auditors of the Company for the fiscal year ended December 31, 2014, at a remuneration as fixed by the Board.

Management recommends shareholders vote for the ratification of the appointment of Manning Elliott LLP as the Company's auditors for the fiscal year ended December 31, 2014, at a remuneration as fixed by the Board.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee Charter

The full text of the Company's Audit Committee Charter is disclosed at Schedule "A" to this Information Circular.

Composition of the Audit Committee

The Company's Audit Committee is currently comprised of three directors, being Mark Attanasio, Mark Korol and Frank Dottori. Only Mr. Dottori is independent but Mr. Attanasio and Mr. Korol are not independent. However, Mr. Attanasio is currently not an executive officer of the Company. All of the Audit Committee members are "financially literate", as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting. If each of the proposed nominee directors are elected at the Meeting, the Audit Committee will be comprised of Mark Attanasio, Mark Korol and Frank Dottori.

Relevant Education and Experience

Mark Attanasio

Mr. Attanasio currently also serves as President of Dundee Capital Markets (September 2014 to present). Mr. Attanasio is also the Chief Financial Officer and Executive Vice President of Blue Goose Capital (March 2012 to present). Mr. Attanasio has also served as a director at National Bank Financial (July 2005 to March 2012) and worked at Pricewaterhouse Cooper.

Mark Korol

Mr. Korol holds a Bachelor of Arts and Bachelor of Finance from the University of Windsor and obtained his Certified Public Accountant designation in Virginia in 2003 as well as his Chartered Financial Analyst designation in 1992.

Mr. Korol currently acts as the Chief Financial Officer for Xela Enterprises Ltd. (October 2005 to present), a holding company with a wide range of commercial ventures and director of Blue Planet Environmental Inc., a public company listed on the Frankfurt Exchange. Previously, Mr. Korol has acted as the Chief Financial Officer for CDI Education Corp., a public company listed on the TSX and Zenon Environmental Inc., a water treatment company.

Frank Dottori

Mr. Dottori holds a Bachelor of Science in chemical engineering from the University of Toronto. Mr. Dorrori was a founder of Tembec Inc. and served as President and Chief Executive Officer from January 1979 until his retirement in January 2006. Since May 2006 he has been President of Fadco Consulting Inc. Mr. Dottori has been a director of Saputo, Inc., a member of the Ontario BioAuto Council, chair of Aditya Birla Group pulp operations in Canada and chair of the Centre for Research and Innovations in the Bio-Economy (Ontario). He has served as a director of Bell Nordiq Group Inc., Laurentian Bank, Governor of the Montreal Stock Exchange and as a director of Capital BLF Inc. He served as the vice-chair of Habitat for Humanity Rainforest Alliance as well as numerous other industry, public and related organizations. He was awarded the Order of Canada in 1989.

Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year, the Board has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110. Section 2.4 *(De Minimis Non-audit Services)* provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 *(Exemptions)* permits a company to apply to a securities regulatory authority for an exemption from the requirements of National Instrument 52-110 in whole or in part.

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the audit committee charter of the Company. The full text of the Company’s audit committee charter is disclosed in Schedule “A” to this Information Circular.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditor in the last two fiscal years, by category, are as follows:

Financial Year Ended December 31	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2014	$8,475	Nil	Nil	Nil
2013	$10,735	Nil	Nil	Nil

Exemption

The Company is relying on the exemption provided by Section 6.1 of National Instrument 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of National Instrument 52-110.

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

No 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, proposed nominee for election as a director of the Company, or associate or affiliate of any such director, executive officer or nominee, 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 other than the election of directors.

PARTICULARS OF MATTERS TO BE ACTED UPON

Share Option Plan

The Company has a 10% share option plan dated for reference September 19, 2012 and amended March 12, 2013 (the "**Plan**"). The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board of the Company. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company's other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares as at the closing of the IPO. At such time as the Company completes its Qualifying Transaction, the Plan will revert to a 10% rolling plan which will allow the Company to reserve that number of Common Shares that does not exceed 10% of the issued and outstanding Common Shares at any given time. As at the information date of this Information Circular, options have been granted and remain outstanding to purchase an aggregate of 675,000 Common Shares.

At the Meeting, the Shareholders will be asked to pass the following ordinary resolution to approve the Plan:

"RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. The Company's Stock Option Plan, approved by the directors on September 19, 2012 and amended March 12, 2013 is approved and confirmed, including the reserving for issuance under the Stock Option Plan at any time of a maximum of 10% of the issued and outstanding Common Shares of the Company, subject to any amendments that may be required by the TSX Venture Exchange ("TSXV").

2. The Company be authorized to abandon or terminate all or any part of the Stock Option Plan if the directors of the Company deems it appropriate and in the best interests of the Company to do so;

3. The Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Stock Option Plan; and

4. Any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution."

It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such instrument of proxy, to vote such proxies FOR the ordinary resolution to approve the Stock Option Plan. An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

Management of the Company recommends that shareholders vote in favour of the above ordinary resolution.

Approval of the Transfer of the Company to NEX

The Company is a capital pool company (a "**CPC**") under the policies of the TSX Venture Exchange (the "**TSXV**"). The policies of the TSXV allow capital pool companies that have not completed a qualifying transaction, as defined by the policies of the TSXV (a "**Qualifying Transaction**"), within the time frame prescribed by the policies of the TSXV to apply for listing on NEX rather than being delisted from the TSXV. NEX is a separate trading board of the TSXV.

The Company has been put on notice by the TSXV that if it does not satisfy certain conditions prior to the delisting deadline of June 14, 2015, it will be delisted from trading on the TSXV. The conditions required include either completion of the Company's Qualifying Transaction, or transfer to NEX. In order to transfer to NEX, the Company has to complete certain pre-requisites, including obtaining the approval from its shareholders, exclusive of votes from non-arm's length shareholders (the **"Shareholder Approval"**). The Company does not anticipate that it will complete its Qualifying Transaction prior to June 14, 2015. Hence, if the Company has not obtained an extension from the TSXV or obtained the Shareholder Approval prior to June 15, 2015, the Company will be delisted from trading on the TSXV. As part of the Company's listing on the TSXV, the management of the Company signed an undertaking that within 90 days of the date of a delisting from the TSXV, the Company will, in accordance with applicable law, wind-up and liquidate its assets, and distribute its remaining assets on a pro rata basis to its shareholders unless, within that 90 day period, shareholders, pursuant to a majority vote, exclusive of the votes of non-arm's length shareholders, approve another use of the remaining assets.

The NEX is a distinct trading board of the TSXV designed for listed issuers which were previously listed on the Toronto Stock Exchange or the TSXV that have been unable to meet the ongoing financial listing standards of those markets. NEX provides a trading forum for publicly listed shell companies while they seek and undertake transactions which will result in the Company carrying on an active business. A CPC that transfers to NEX must continue to comply with all of the requirements and restrictions of the TSXV Policy 2.4 Capital Pool Companies.

Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution of arm's length shareholders permitting the Company to list on NEX if it does not complete its Qualifying Transaction within the time period required by the TSXV. Accordingly, arm's length shareholders will be asked to consider and, if thought fit, pass the following resolution (the "**NEX Resolution**"):

"Subject to TSX Venture Exchange approval, as an ordinary resolution of arm's length shareholders, BE IT RESOLVED THAT:

1. The Company is hereby authorized to make an application to the TSX Venture Exchange (the "**TSXV**") to transfer its listing to the NEX as an alternative to delisting if it is unable to complete its qualifying transaction, as defined in the policies of the TSXV, within the time period required by the TSXV;

2. The Company is hereby authorized to prepare such disclosure documents and make such submissions and filings as the Company may be required to make with the TSXV to obtain TSXV acceptance of the transfer to NEX;

3. The directors of the Company are hereby authorized and empowered, without further approval of the shareholders of the Company, to abandon or terminate this resolution if the directors of the Company decide to not proceed with the transfer of the Company's listing to NEX; and

4. Any one director or officer of the Company be and is hereby authorized for and on behalf of the Company to make all such arrangements, to do all acts and things and to sign and execute all documents and instruments in writing, whether under the corporate seal of the Company or otherwise, as may be considered necessary or advisable to give full force and effect to the foregoing."

In order for the transfer of the listing of the Company to NEX to be implemented, the foregoing resolution approving such transfer must be passed, with or without variation, by the shareholders of the Company at a meeting of the shareholders of the Company by a simple majority of votes cast in person or by proxy, other than non-arm's length parties. "non-arm's length shareholders" includes directors, senior officers, promoters or insiders of the Company, or their associates and affiliates, as such terms are defined under the polices of the TSXV. In the event such arm's length shareholder approval is not obtained, the Company will not proceed with the NEX Resolution.

The Board will only take the steps necessary to list the Shares on the NEX if the Qualifying Transaction does not occur for any reason whatsoever, prior to such date that the TSXV may permit.

In the event that the listing of the Company is transferred to the NEX, the Company will be required to continue searching for and evaluating potential assets and/or businesses to acquire and, in the process of doing so, may deplete its current assets. There is no assurance that, the Company will be able to complete a Qualifying Transaction before depleting their respective assets or at all.

Irrespective of whether the NEX Resolution is passed by the Shareholders, the Board may elect not to proceed with the NEX Resolution and other transactions contemplated in the NEX Resolution.

Management of the Company recommends that shareholders vote in favour of the NEX Resolution.

Approval of the Cancellation of Seed Shares

Under the rules of the TSXV, for the Company to be eligible to list on the NEX, one option provided by the TSXV is for the Company to, subject to arm's length shareholder approval, cancel an amount of seed shares purchased by non-arm's length parties to the Company at less than $0.10 per share (the "**Seed Share**") so that the average cost of the remaining Seed Shares is at least equal to $0.10 per share, the price at which the Company conducted its initial public offering. Prior to completing its initial public offering the Company issued 4,200,000 Seed Shares as follows:

Name and Municipality of Residence of Shareholder	Number of Seed Shares	Price paid for Seed Share	Seed Shares to be Cancelled	Seed Shares Remaining
Mark Attanasio, Toronto, ON	900,000	$0.05	450,000	450,000
Mark Korol, Burlington, ON	400,000	$0.05	200,000	200,000
Charles Shin, Oakville, ON	1,800,000	$0.05	900,000	900,000
Frank Dottori, Temiscaming, ON	100,000	$0.05	50,000	50,000
Yvonne Cheung, Vancouver, BC	500,000	$0.05	250,000	250,000
Max Vichniakov, Toronto, ON	500,000	$0.05	250,000	250,000
TOTAL	**4,200,000**		**2,100,000**	**2,100,000**

Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution of arm's length shareholders authorizing the Company to cancel an amount of Seed Shares so that the average cost of the remaining Seed Shares is at least equal to $0.10 per share, the price at which the Company conducted its initial public offering, as a condition of the proposed transfer of the Company's listing to the NEX and, if thought fit, pass the following resolution (the "**Seed Share Resolution**"):

> "Subject to TSX Venture Exchange approval, as an ordinary resolution of arm's length shareholders, BE IT RESOLVED THAT:
>
> 1. As a condition of the proposed transfer of the Company's listing to NEX, the Company is hereby authorized to cancel 2,100,000 common shares of the Company issued by the Company as seed shares before its initial public offering (the "**Seed Shares**"), as more particularly described in the Company's Information Circular dated June 9, 2015;
>
> 2. Any one or more directors or officers of the Company are authorized to sign such documents or carry out such acts as may be necessary to carry out the intent of these resolutions in respect of the cancellation of the Seed Shares; and
>
> 3. The directors of the Company are authorized not to proceed with the transactions contemplated by these resolutions in their sole discretion without any further shareholder approvals."

The Seed Share Resolution must be passed, with or without variation, by the shareholders of the Company at a meeting of the shareholders of the Company by a simple majority of votes cast in person or by proxy, other than non-arm's length parties.

The Board will only take the steps necessary to cancel the Seed Shares if the Company proceeds with the transfer to NEX.

Management of the Company recommends that shareholders vote in favour of the Seed Share Resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Shareholders may contact the Company by mail at its office at 68 Fifeshire Road, Toronto, Ontario M2L 2G8 to request copies of the Company's financial statements and related management's discussion and analysis. Financial information is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed financial year.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each Shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Toronto, Ontario this 9th day of June, 2015.

By Order of the Board of Directors

GULFSTREAM ACQUISITION 1 CORP.

"Charles Shin"
Charles Shin
Chief Executive Officer and Director

SCHEDULE "A"

GULFSTREAM ACQUISITION 1 CORP.
(the "**Company**")

AUDIT COMMITTEE CHARTER

1. MANDATE

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

2. COMPOSITION

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

2.1 Independence

A majority of the members of the audit committee must be "independent" (as defined in Sec. 1.4 of National Instrument 52-110 (Audit Committees)) ("**NI 52-110**").

2.2 Expertise of Committee Members

A majority of the members of the audit committee must be "financially literate" (as defined in Sec. 1.6 of NI 52-110) or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise.

3. MEETINGS

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

4. ROLES AND RESPONSIBILITIES

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

4.1 External Audit

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

(a) recommend to the Board that the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Company;

(b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;

(c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;

(d) review and recommend to the Board the compensation to be paid to the external auditors;

(e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards; and

(f) review and approve the Company's hiring policies regarding partners and employees, and former partners and employees, of the present and former external auditor of the Company.

4.2 Internal Control

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

(a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and

(b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

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

General

(a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions;

(b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate;

Annual Financial Statements

(c) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;

(d) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered;

(e) review management's discussion & analysis respecting the annual reporting period prior to its release to the public;

Interim Financial Statements

(f) review and approve the interim financial statements prior to their release to the public;

(g) review management's discussion & analysis respecting the interim reporting period prior to its release to the public; and

Release of Financial Information

(h) where reasonably possible, review and approve all public disclosure containing financial information, including news releases, prior to release to the public. An audit committee must be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and must periodically assess the adequacy of those procedures.

4.4 Non-Audit Services

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

Delegation of Authority

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

De-Minimis Non-Audit Services

(b) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:

    (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or

    (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

(c) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

    (i) the pre-approval policies and procedures are detailed as to the particular service;

    (ii) the audit committee is informed of each non-audit service; and

    (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

(a) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;

(b) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(c) ensure that significant findings and recommendations made by management and the external auditor are received and discussed on a timely basis;

(d) review the policies and procedures in effect for considering officers’ expenses and perquisites;

(e) perform other oversight functions as requested by the Board; and

(f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

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

5. RESOURCES AND AUTHORITY OF THE AUDIT COMMITTEE

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

(a) engage independent counsel and other advisors as it determines necessary to carry out its duties;

(b) set and pay the compensation for any advisors employed by the audit committee; and

(c) communicate directly with the internal and external auditors.

6. GUIDANCE – ROLES & RESPONSIBILITIES

The audit committee should consider undertaking the actions described in the following guidance, which is intended to provide the audit committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

6.1 Internal Control

(a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities,

(b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown, and

(c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management;

6.2 Financial Reporting

General

(a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements,

(b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks,

(c) understand industry best practices and the Company's adoption of them;

Annual Financial Statements

(d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;

(e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;

(f) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;

(g) consider management's handling of proposed audit adjustments identified by the external auditors;

(h) ensure that the external auditors communicate all required matters to the committee;

Interim Financial Statements

(i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;

(j) meet with management and the auditors, either telephonically or in person, to review the interim financial statements;

(k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:

   (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;

   (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financials statements are consistent with changes in the Company's operations and financing practices;

   (iii) generally accepted accounting principles have been consistently applied;

(iv) there are any actual or proposed changes in accounting or financial reporting practices;

(v) there are any significant or unusual events or transactions;

(vi) the Company's financial and operating controls are functioning effectively;

(vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and

(viii) the interim financial statements contain adequate and appropriate disclosures;

6.3 Compliance with Laws and Regulations

(a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";

(b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements;

(c) review the findings of any examinations by securities regulatory authorities and stock exchanges; and

6.4 Other Responsibilities

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