

MAESTRO CAPITAL CORPORATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON FEBRUARY 25, 2016

AND

MANAGEMENT INFORMATION CIRCULAR

DATED JANUARY 28, 2016

MAESTRO CAPITAL CORPORATION

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT an annual general and special meeting (the “**Meeting**”) of the shareholders of Maestro Capital Corporation (the “**Corporation**”) will be held at the offices of Business Development Bank of Canada, 700 Silver Seven Road, Suite 100, Kanata, Ontario K2V 1C3 on Thursday, February 25th, 2016 at 10:00 a.m. (Toronto time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the period from January 1, 2015 to December 31, 2015 and the accompanying report of the auditors;
2. to set the number of directors of the Corporation at six;
3. to elect the directors of the Corporation, as more fully described in the management information circular of the Corporation dated January 28, 2016 (the “**Management Information Circular**”) accompanying this notice;
4. to reappoint Welch LLP Chartered Accountants as auditors for the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors, as more fully described in the Management Information Circular accompanying this notice;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution substantially in the form annexed hereto as Schedule “C” approving the stock option plan;
6. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution substantially in the form annexed hereto as Schedule “C” (the “**Name Change Resolution**”) authorizing the board of directors of the Corporation (the “**Board**”) to change the name of the Corporation to such name as the Board may, in their sole discretion, determine to be appropriate. To be effective, the Name Change Resolution must be passed by the affirmative vote of 66 2/3% of the votes cast by Shareholders, present in person or by proxy at the Meeting.
7. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution substantially in the form annexed hereto as Schedule “C” (the “**Consolidation Resolution**”) to approve the consolidation of the then outstanding common shares on the basis of 2.5 pre-consolidation common shares for every one (1) post-consolidation common shares, or such other consolidation ratio as the Board may, in their sole discretion, determine to be appropriate. To be effective, the Consolidation Resolution must be passed by the affirmative vote of 66 2/3% of the votes cast by Shareholders, present in person or by proxy at the Meeting.
8. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

Information relating to the items above is set forth in the accompanying Management Information Circular.

Only shareholders of record as of January 26, 2016, the record date, are entitled to notice of the Meeting and to vote at the Meeting and at any adjournment or postponement thereof.

IMPORTANT

It is desirable that as many common shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your common shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all instruments of proxy must be deposited at the office of the Registrar and Transfer Agent of the Corporation, TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof. Late instruments of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late instruments of proxy.

DATED at Ottawa, Ontario this 28th day of January, 2016.

By Order of the Board of Directors of Maestro Capital Corporation .

“Sean D. Caulfeild”

Sean D. Caulfeild
Chief Executive Officer



INFORMATION CIRCULAR

(Containing information as at January 28, 2016 unless otherwise indicated otherwise)

SOLICITATION OF PROXIES

This Management Information Circular (“Information Circular”) is furnished in connection with the solicitation of proxies by the management of Maestro Capital Corporation (the “Corporation”) for use at the Annual General and Special Meeting of the holders (the “Shareholders”) of common shares (“Shares”) of the Corporation (and any adjournment thereof) to be held on February 25, 2016, (the “Meeting”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will primarily be by mail, proxies may be solicited personally by telephone or email by directors, officers, employees or agents of the Corporation at nominal cost. Pursuant to National Instrument 54-101 *Communication With Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of Shares. All costs of solicitation by management will be borne by the Corporation.

The contents and the sending of this Information Circular have been approved by the directors and/or officers of the Corporation.

APPOINTMENT OF PROXY HOLDER

The individuals named as proxy holder in the accompanying form of proxy are directors and/or officers of the Corporation. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STROKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A proxy will not be valid unless the completed form of proxy is received by TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, or if the Meeting is adjourned, with respect to any matters occurring following**

the recommencement of the adjourned Meeting, prior to the recommencement thereof, or by the Chairman of the Meeting prior to the commencement of the Meeting. Proxies delivered after such time will not be accepted.

REVOCAION OF PROXIES

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney duly authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the Corporation, and delivered to (i) Equity Financial Trust Company, not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or if adjourned, any reconvening thereof, (ii) the registered office of the Corporation, at Suite 1600, Dome Tower, 333-7th Avenue SW, Calgary Alberta T2P 2Z2 at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or (iii) to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof, in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Most Shareholders of the Corporation are “non-registered” Shareholders because the Shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own names (herein referred to as “Beneficial Shareholders”) should note that only registered Shareholders may vote at the Meeting. If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in such Shareholder’s name on the records of the Corporation. Such Shares will more likely be registered under the name of the Shareholder’s broker or an agent of the broker. In Canada, the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for the Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). Shares held by Brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Shares for the broker’s clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders’ Meetings. The various brokers and

other intermediaries have their own mailing procedures and provide their 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. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e., 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”). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). 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 who received a Broadridge voting instruction form cannot use that form to vote Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions representing the voting of Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Shares voted.

This Information Circular and accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the Corporation (“Objecting Beneficial Owners”, or “OBOs”) and those who do not object to their identity being made known to the Corporation (“Non-Objecting Beneficial Owners”, or “NOBOs”). Subject to the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”) the Corporation may request and obtain a list of its NOBOs from intermediaries via the transfer agent.

Pursuant to NI 54-101, the Corporation may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs.

If you are a Beneficial Shareholder, and the Corporation or its agent has sent these materials directly to you, your name, address, and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Shares on your behalf.

The Corporation has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. By choosing to send these materials to NOBOs directly, the Corporation (and not the intermediaries holding Shares on their behalf) has assumed responsibility for (i) delivering these materials to NOBOs, and (ii) executing their proper voting instructions. As a result if you are a NOBO of the Corporation, you can expect to

receive a scannable Voting Instruction form (“VIF”) from the transfer agent. Please complete and return the VIF to the transfer agent in the envelope provided or by facsimile. In addition, internet voting information can be found in the VIF. The transfer agent will tabulate the results of the VIFs received from the Corporation’s NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by the VIFs it receives.

The Corporation’s OBOs can expect to be contacted by Broadridge or their brokers or their brokers’ agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of their brokers, a Beneficial Shareholder may attend the Meeting as proxy holder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend the meeting and indirectly vote their shares as proxy holder for an applicable registered Shareholder should enter their own names in the blank space on the 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.

All references to Shareholders in this Information Circular and the accompanying form of proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

VOTING OF PROXIES

The Shares represented by a properly executed proxy in favour of persons designated as proxy holders in the enclosed form of proxy will:

- (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxy holder on any ballot that may be called for; and
- (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL, SUCH SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED BY THE SHAREHOLDERS.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy holder thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meetings, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations matters identified in the Notice of Meeting are properly brought before the Meeting or

any further or other business is properly brought before the Meeting. It is the intention of the persons designated by management as proxy holders in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Corporation knows of no such amendment, variation or other matter that may be presented at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Authorized Capital: An unlimited number of Shares without par value

Issued and Outstanding: 6,000,000⁽¹⁾ Shares without par value

⁽¹⁾ as at January 26, 2016

Only Shareholders of record holding shares at the close of business on January 26, 2016 (the “Record Date”) who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or have their Shares voted at the Meeting except to the extent that:

1. such person transfers his or her Shares after the Record Date; and
2. the transferee of those Shares produces properly endorsed share certificates or otherwise establishes his or her ownership to the Shares;

and makes a demand to the registrar and transfer agent of the Corporation, not later than 10 days before the Meeting, that his or her name be included on the Shareholders’ list.

The by-laws of the Corporation provide that two (2) persons present and representing in person or by proxy not less than ten percent (10%) of the outstanding Shares entitled to vote at the Meeting, constitute a quorum for the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders, or who is holding a valid proxy on behalf of a Shareholder who is not present at the Meeting, will have one vote, and on a poll every Shareholder in person or represented by a valid proxy and every person who is a representative of one or more corporate Shareholders, will have one vote for each Share registered in that Shareholder’s name on the list of Shareholders, which is available for inspection during normal business hours at Equity Financial Trust Company and will be available at the Meeting. Shareholders represented by proxy holders are not entitled to vote on a show of hands.

To the knowledge of the directors and senior officers of the Corporation as at the date hereof, there is only one person who beneficially owns, directly or indirectly, Shares carrying more than ten percent (10%) of the voting rights of the outstanding Shares:

Name and Municipality of Residence	Designation of Class	Type of Ownership	Number of Shares	% of Shares
James Raymond Ottawa, Ontario	Common Shares	Direct Ownership	640,000	10.6%

FIXING THE NUMBER OF DIRECTORS

The board of directors of the Corporation (the “Board”) presently consists of six (6) directors. Each director elected will hold office until the next annual meeting of Shareholders or until his successor is duly elected or appointed pursuant to the by-laws of the Corporation unless his office is earlier vacated in accordance with the provisions of the Business Corporations Act (Alberta) or the Corporation by-laws. It is the intention of the management designees, if named as proxy, to vote FOR the resolution setting the number of directors at the meeting at six (6) members.

ELECTION OF DIRECTORS

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management’s nominees and the persons named by management as proxy holders in the accompanying form of proxy intend to vote FOR the election of these nominees. All of management’s nominees have consented to act as a director of the Corporation, and management does not contemplate that any of such nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* (Alberta).

The following table, and notes thereto, sets out the names of each person proposed to be nominated by management for election as a director, the province in which he is ordinarily resident, all offices of the Corporation now held by him, his principal occupation, the period of time for which he has been a director of the Corporation and the number of Shares of the Corporation beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at January 26, 2016:

Name, Municipality of Residence and Position	Present Occupation and Position During the last 5 Years	Director Since	Number of Common Shares
Sean Caulfeild Ottawa, Ontario President, Chief Executive Officer, Director and Promoter	Business Consultant; Self-Employed	April 15, 2014	160,000
Paul Renaud ⁽¹⁾ Ottawa, Ontario Director	Business Consultant; President and Chief Executive Officer of Lanigan Group Inc.	April 15, 2014	300,000
Bruce Fischer Ottawa, Ontario Chief Financial Officer and Director	Business Consultant; Self-Employed	April 15, 2014	400,000
Rainer Paduch Ottawa, Ontario Director	Business Consultant; Partner at Eigentum Enterprises	April 15, 2014	200,000
Jeffrey Varah ⁽¹⁾ Toronto, Ontario Director and Secretary	Chief Financial Officer, Tasca Resources Ltd (TSX-V; TAC);	August 27, 2015	160,000
Aurelio Useche Montreal, Quebec Director	Business Consultant; ZVS Investments Inc.	September 3, 2015	100,000

NOTE: (1) Member or proposed member of the Audit Committee of the Corporation. The Corporation does not have a compensation committee or a corporate governance committee.

AUDIT COMMITTEE

Under National Instrument 52-110 - *Audit Committees* (“NI 52-110”), issuers are required to provide disclosure with respect to a number of matters in connection with their audit committee, including the text of their audit committee’s charter, the composition of their audit committee and the fees paid to their external auditor. This information with respect to the Corporation is provided in Schedule “A”.

STATEMENT OF EXECUTIVE COMPENSATION

“Named Executive Officers” (each a “NEO”) means: (i) each individual who serves as the Chief Executive Officer or the Chief Financial Officer of the Corporation, or an individual who acted in a similar capacity during the fiscal year ended December 31, 2015, regardless of the amount of

compensation of that individual; (ii) each of the Corporation's three most highly compensated executive officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers, or acting in a similar capacity, at the end of December 31, 2015 and whose total compensation amounted to \$150,000 or more; and (iii) any additional individuals who would have been included under (ii) except that the individual was not serving as an officer, or acting in a similar capacity, of the Corporation as at December 31, 2015.

The Corporation had two (2) NEOs during the fiscal year ended December 31, 2015, those being Sean Caulfeild, Chief Executive Officer and Bruce Fischer, Chief Financial Officer of the Corporation.

COMPENSATION DISCUSSION & ANALYSIS

The Corporation was, during the fiscal year ended December 31, 2015, and continues to be, a “Capital Pool Company” (“CPC”), as defined in TSX Venture Exchange (the “TSXV”) Policy 2.4 - *Capital Pool Companies*, and accordingly, is restricted with respect to the amount and types of compensation that it is authorized to pay to related parties. Specifically, the Corporation is not permitted to pay any remuneration to its directors and officers, other than through the granting of incentive stock options.

As at the date of this Information Circular, the Corporation has not entered into any employment or management contracts with its NEOs or non-NEO directors. The Board is satisfied that the current compensation arrangements, namely the issuance of stock options, adequately reflect the responsibilities and risks involved in being an effective director or officer of the Corporation at this time. At this stage of the Corporation’s development, it has not been deemed necessary to appoint a formal compensation committee, however the Corporation will likely review this position upon completion of its Qualifying Transaction (as defined in TSXV Policy 2.4 – *Capital Pool Companies*).

Due to the low level of compensation available to be provided to the Corporation’s directors and officers, the Board has not performed a formal evaluation of the implications of the risks associated with the Corporation’s compensation policies and practices. However, the Board does not believe that the Corporation’s stock option compensation will result in unnecessary or inappropriate risk taking, including risks that are likely to have a material adverse effect on the Corporation.

The Corporation’s NEOs and non-NEO directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value

of equity securities granted as compensation or held, directly or indirectly, by the NEOs or non-NEO directors.

Share-based and Option-based Awards

The Corporation does not grant Share-based awards. Options are granted by the Corporation pursuant to the Corporation's approved stock option plan. The Corporation issues option-based awards to its executive officers and directors in order to maintain qualified officers and directors and to closely align the personal interests of such persons with the interests of Shareholders. All option-based awards granted are issued at an exercise price that is not lower than (i) the discounted market price allowable pursuant to TSXV policies and (ii) while the Corporation remains a CPC, \$1.00.

SUMMARY COMPENSATION TABLE

The following table is a summary of compensation paid, payable, awarded or granted to the NEOs for the financial year ended December 31, 2015. The NEOs did not receive any non-equity long term incentive plan pay grants for 2015. The option awards were a re-distribution from a previous director of the Corporation. The Corporation does not have a pension plan.

Name & Principal Position	Year	Salary (\$)	Share - based awards (\$)	Option-based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Sean Caulfeild, CEO	2015	Nil	Nil	3,600	Nil	Nil	Nil	Nil	3,600
Bruce Fischer, CFO	2015	Nil	Nil	3,600	Nil	Nil	Nil	Nil	3,600

NOTE: (1) The fair value was calculated as \$0.10 per option using the Black-Scholes option pricing model with the assumptions of an expected life of 7 years, risk free rate of 1.71%, expected dividend yield of 0% and expected volatility of 21%.

INCENTIVE PLAN AWARDS

Outstanding Share-Based and Option-Based Awards

The following table discloses particulars of all awards for each NEO outstanding as at the end of the Corporation's financial year ended December 31, 2015, including awards granted before this most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards	
	# of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)¹	# of Shares or units of Shares that have not vested (#)	Market or payout value of Share-based awards that have not vested (\$)
Sean Caulfeild, CEO	60,000	0.10	July 10, 2019	0	Nil	Nil
Bruce Fischer, CFO	120,000	0.10	July 10, 2019	0	Nil	Nil

NOTE: (1) "In-the-money options" means the difference between the market value of the Corporation's Shares as at the financial year end of December 31, 2015 and the exercise price of the options. The last trading price of the Corporation's Shares prior to the financial year end of December 31, 2015 was \$0.10.

Incentive Plan Awards – Value Vested Or Earned During the Year

The following table summarizes the value of each incentive plan award vested or earned by each NEO during the financial year ended December 31, 2015:

Name	Option-based awards – value vested during the year (\$)¹	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Sean Caulfeild, CEO	Nil	Nil	Nil
Bruce Fischer, CFO	Nil	Nil	Nil

NOTE: (1) "Value vested during the year" means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market value of the Corporation's Shares as at the vesting date and the exercise price of the options.

Narrative Discussion

The Corporation is a CPC, accordingly, during the year ended December 31, 2015, except for the option-based awards described herein, no compensation was paid by the Corporation to the NEOs in their capacity as executive officers of the Corporation, in their capacity as members of the Board, or as consultants or experts. The Corporation has not entered into any employment agreements with any of its NEOs.

PENSION PLAN BENEFITS

The Corporation does not provide retirement benefits for its directors or executive officers.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Corporation does not provide any termination or change of control benefits to its directors or executive officers.

DIRECTOR COMPENSATION

During the most recently completed fiscal year end, non-NEO directors received compensation for services. The option awards were a re-distribution from a previous director of the Corporation as follows:

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Paul Renaud	Nil	Nil	3,600 ⁽¹⁾	Nil	Nil	Nil	3,600
Jeffrey Varah	Nil	Nil	3,600 ⁽¹⁾	Nil	Nil	Nil	Nil
Rainer Paduch	Nil	Nil	3,600 ⁽¹⁾	Nil	Nil	Nil	3,600
Aurelio Useche	Nil	Nil	3,600 ⁽¹⁾	Nil	Nil	Nil	Nil

NOTE: (1) The fair value was calculated as \$.10 per option using the Black-Scholes option pricing model with the assumptions of an expected life of 7 years, risk free rate of 1.71%, expected dividend yield of 0% and expected volatility of 21%.

Narrative Discussion

The Corporation is a CPC, accordingly, during the year ended December 31, 2015, except for the option-based awards described herein, no compensation was paid by the Corporation to the directors in their capacity as directors of the Corporation or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts, during the Corporation's most recently completed financial year.

INCENTIVE PLAN AWARDS

Outstanding Share-Based and Option-Based Awards

The following table discloses the particulars of all awards for each non-NEO director outstanding as at the end of the Corporation's financial year ended December 31, 2015, including awards granted before this most recently completed financial year:

Name	Option-Based Awards				Share-Based Awards	
	# of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money option (\$) ⁽¹⁾	# of Shares or units of Shares that have not vested (#)	Market or payout value of Share-based awards that have not vested (\$)
Jeffrey Varah	Nil	0.10	July 10, 2019	Nil	Nil	Nil
Paul Renaud	90,000	0.10	July 10, 2019	Nil	Nil	Nil
Aurelio Useche	Nil	0.10	July 10, 2019	Nil	Nil	Nil
Rainer Paduch	60,000	0.10	July 10, 2019	Nil	Nil	Nil

NOTE: (1) "In-the-money options" means the difference between the market value of the Corporation's Shares as at the financial year end of December 31, 2015 and the exercise price of the options. The last trading price of the Corporation's Shares prior to the financial year end of December 31, 2015 was \$0.10.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table summarizes the value of each incentive plan award vested or earned by each non-NEO director during the financial year ended December 31, 2015:

Name	Option-based awards – value vested during the year (\$) ¹	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
Jeffrey Varah	Nil	Nil	Nil
Paul Renaud	Nil	Nil	Nil
Aurelio Useche	Nil	Nil	Nil
Rainer Paduch	Nil	Nil	Nil

NOTE:(1) “Value vested during the year” means the aggregate dollar value that would have been realized if the options under the option-based award had been exercised on the vesting date. This amount is calculated by determining the difference between the market value of the Corporation’s Shares as at the vesting date and the exercise price of the options.

Narrative Discussion

For a description of the Corporation’s stock option plan, please see “Particulars of Matters to be Acted Upon – Annual Approval of Rolling Stock Option Plan”.

STATEMENT OF CORPORATE GOVERNANCE PRACTICE

The Alberta Securities Commission has issued guidelines on corporate governance disclosure for venture issuers as set out in Form 58-101 F2 and requires full and complete annual disclosure of listed companies’ systems of corporate governance with reference to each of such guidelines (the “Guidelines”). Where a company's corporate governance system differs from the Guidelines, each difference and the reason for the difference is required to be disclosed. The Corporation's approach to corporate governance is set out in the attached Schedule “B”.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the Corporation’s last completed fiscal year was any director, executive officer, employee, proposed management nominee for election as a director of the Corporation or any associate of any such director, executive officer, or proposed management nominee of the Corporation or any former director, executive officer or employee of the Corporation or any of its subsidiaries indebted to the Corporation or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding compensation plans under which securities of the Corporation are authorized for issuance to directors, officers, employees and consultants in effect as of the end of the Corporation’s most recently completed fiscal year end:

Equity Compensation Plan Information

Plan Category	Column (a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	Column (b) Weighted-average exercise price of outstanding options, warrants and rights	Column (c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	600,000	\$0.10	Nil
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	600,000	-	-

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

No director or any proposed management nominee for election as a director of the Corporation is, or during the ten years preceding the date of this Information Circular has been, a director or Chief Executive Officer or Chief Financial Officer of any company that, while the person was acting in that capacity:

- (a) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director or proposed management nominee ceased to be a director or Chief Executive Officer or Chief Financial Officer of the relevant company, in the relevant company being the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) within a year of the director or proposed management nominee ceasing to be a director or executive officer of the relevant company, 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.

PERSONAL BANKRUPTCIES

None of the proposed directors have, within the ten years prior to the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceeding, arrangement, or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold his assets.

PENALTIES AND SANCTIONS

None of the proposed directors 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 which would likely be considered important to a reasonable securityholder of the Corporation in deciding whether to vote for a proposed director.

MANAGEMENT CONTRACTS

The management functions of the Corporation and its subsidiaries are performed by the directors and officers of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the directors or executive officers of the Corporation, a director or executive officer of a person or company that is itself an informed person or a subsidiary of the Corporation, any Shareholder beneficially owning, directly or indirectly, Shares of the Corporation, or exercising control or direction over Shares of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Shares of the Corporation, any proposed director, nor any associate or affiliate of any of the foregoing persons has since April 15, 2014, (being the incorporation date of the Corporation) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Corporation or any of its subsidiaries.

APPOINTMENT OF AUDITOR

On August 27th, 2015, the Corporation appointed Welch LLP Chartered Accountants, of 123 Slater Street, Suite 300, Ottawa, Ontario K1P 5H2 as auditors of the Corporation. Unless such

authority is withheld, the persons named in the accompanying proxy intend to vote for the re-appointment of Welch LLP, Chartered Accountants as auditor of the Corporation to serve until the next annual meeting of the Shareholders and authorise the Board to fix their remuneration.

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

Except as otherwise set out herein, no person who has been a director or executive officer of the Corporation, nor any proposed nominee for election as a director of the Corporation, or any associates or affiliates of any of the foregoing, have a material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in the matters to be approved by the Shareholders.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Annual Approval of Rolling Stock Option Plan

Pursuant to Policy 4.4 – Incentive Stock Options of the TSXV (“Policy 4.4”), all TSXV listed companies are required to adopt a stock option plan prior to granting incentive stock options. On July 10, 2014 the Board enacted such a plan (the “Plan”). The purpose of the Plan is to attract and motivate directors, senior officers, employees, management company employees, consultants and others providing services to the Corporation and its subsidiaries, and thereby advance the Corporation’s interests, by affording such persons with an opportunity to acquire an equity interest in the Corporation, through the issuance of stock options.

The Plan is a “rolling” stock option plan permitting the grant of incentive stock options to purchase up to the number of Shares that is equal to 10% of the issued Shares of the Corporation at the time of the stock option grant. The Plan was accepted for filing by the TSXV in connection with the Corporation’s initial public offering. As a “rolling” stock option plan, the Plan is required to be re-approved by the Shareholders each year at the Corporation’s annual general meeting and filed with the TSXV. Accordingly, in compliance with TSXV policy, the Plan will be re-submitted to the Shareholders for re-approval at the Meeting.

Policy 4.4 and the terms of the Plan authorize the Board to grant stock options to optionees on the following terms:

1. The aggregate number of Shares which may be issued pursuant to options granted under the Plan, unless otherwise approved by Shareholders, may not exceed that number which is equal to 10% of the Shares of the Corporation issued and outstanding at the time of the grant.

2. The number of Shares subject to each option will be determined by the Board, provided that the aggregate number of Shares reserved for issuance pursuant to options granted to:
 - (a) insiders may not exceed 10% of the issued Shares of the Corporation;
 - (b) any one individual may not exceed 5% of the issued Shares of the Corporation during any 12 month period;
 - (c) all persons employed to provide investor relations activities (as a group) may not exceed 2% of the issued Shares of the Corporation during any 12 month period;

in each case calculated as at the date of grant of the option, including all other Shares under option to such person at that time.

3. The exercise price of an option may not be set at less than the minimum price permitted by the TSXV (which contemplates up to a prescribed discount for the market price at the time of grant).
4. Options may be exercisable for a period of up to ten years from the date of grant.
5. The options are non-assignable and non-transferable. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Plan or within a period of not more than 90 days after ceasing to be an eligible optionee (30 days in the case of a person engaged in investor relations activities) or, if the optionee dies, within one year from the date of the optionee's death.
6. On the occurrence of a takeover bid, issuer bid or going private transaction, the Board will have the right to accelerate the date on which any option becomes exercisable.

The foregoing is only a summary of the salient features of the Plan, and is qualified in its entirety by reference to the actual terms and conditions of the Plan. A copy of the Plan may be inspected at the registered office of the Corporation, Suite 1600, Dome Tower, 333-7th Avenue SW, Calgary Alberta T2P 2Z2 Canada, during normal business hours and at the Meeting. In addition, a copy of the Plan will be mailed, free of charge, to any holder of Shares who requests a copy, in writing, from the Secretary of the Corporation. Any such requests should be mailed to the Corporation's registered office, to the attention of the Secretary.

There are currently 600,000 options outstanding under the Plan, and no additional options may be granted (based on the current issued capital of 6,000,000 Shares). Notice of options granted under the Plan must be given to the TSXV on a monthly basis. Any amendments to the Plan

must also be approved by the TSXV and, if necessary, by the Shareholders prior to becoming effective. Existing incentive stock options are not affected by the vote at the Meeting with respect to the re-approval of the Plan.

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass with or without variation an ordinary resolution substantially in the form annexed hereto as Schedule “C” (the “Stock Option Plan Resolution”) approving the Plan. To be effective, the Stock Option Plan Resolution must be passed by the affirmative vote of a simple majority of the votes cast by Shareholders, present in person or by proxy at the Meeting.

Management of the Corporation recommends that Shareholders vote in favour of the Stock Option Plan Resolution. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Stock Option Plan Resolution.

2. Name Change

At the Meeting, Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution substantially in the form annexed hereto as Schedule “C” (the “Name Change Resolution”) authorizing the Board to change the name of the Corporation to such name as the Board may, in their sole discretion, determine to be appropriate. To be effective, the Name Change Resolution must be passed by the affirmative vote of 66 2/3% of the votes cast by Shareholders, present in person or by proxy at the Meeting.

Management of the Corporation recommends that Shareholders vote in favour of the Name Change Resolution. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Name Change Resolution.

3. Consolidation

At the Meeting, the Shareholders will be asked to consider and, if deemed appropriate, to pass, with or without variation, a special resolution substantially in the form annexed hereto as Schedule “C” (the “Consolidation Resolution”) to approve the consolidation of the then outstanding Shares on the basis of 2.5 pre-consolidation Shares for every one (1) post-consolidation common share, or such other consolidation ratio as the Board may, in their sole discretion, determine to be appropriate. To be effective, the Consolidation Resolution must be passed by the affirmative vote of 66 2/3% of the votes cast by Shareholders, present in person or by proxy at the Meeting.

No fractional Shares will be issued in connection with the consolidation and the aggregate number of the Shares that any Shareholder shall be entitled to receive post-consolidation shall be rounded to the next lowest whole number of Shares, and no cash amount shall be payable in respect of such fractional shares.

Management of the Corporation recommends that Shareholders vote in favour of the Consolidation Resolution. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Consolidation Resolution.

Any Other Matters

Management of the Corporation knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons designated by management as proxy holders in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Additional information regarding the Corporation and its business activities is available on the SEDAR website located at www.sedar.com, “Company Profiles – Maestro Capital Corporation” and on the Corporation’s website at www.maestrocapiatal.ca. The Corporation’s financial information is provided in the Corporation’s audited consolidated financial statements and related management discussion and analysis for its most recently completed fiscal year which are attached to this Information Circular and may be viewed on the SEDAR website. Shareholders may request copies of the Corporation’s audited financial statements and related management discussion and analysis by contacting Bruce Fischer, Chief Financial Officer, by telephone at (613) 228-9410, or by e-mail at bruce.fischer@maestrocapiatal.ca, or by sending a written request to the Chief Financial Officer of the Corporation at the registered office of the Corporation, Suite 1600, Dome Tower, 333-7th Avenue SW, Calgary Alberta T2P 2Z2 Canada.

SCHEDULE “A”

AUDIT COMMITTEE

Composition of the Audit Committee

The Audit Committee currently consists of Jeffrey Varah, Paul Renaud and Rainer Paduch, all of whom are financially literate within the meaning of National Instrument 52-110 *Audit Committees* (“NI 521-110”) of the Canadian Securities Administration. Messrs. Renaud and Paduch are considered to be independent within the meaning of NI 52-110. Mr. Varah is not considered to be independent within the meaning of NI 52-110 as a result of being an officer of the Corporation.

Following the election of the directors pursuant to the Information Circular, the following will be the members of the Audit Committee: Jeffrey Varah, Paul Renaud and Rainer Paduch all of whom are financially literate within the meaning of 52-110. Mr. Varah is not considered to be independent within the meaning of NI 52-110 as a result of being an officer of the Corporation.

Relevant Education and Experience

Jeffrey Varah (Current Audit Committee member)

Mr. Varah is a finance professional with over 30 years of senior management experience with major global manufacturing and distribution companies. From 2000 to 2014, Mr. Varah was employed in the rare earth material processing and distribution industry by Neo Material Technologies (TMX listing). During his tenure with Neo Material Technologies, Mr. Varah was Vice President, treasurer and director of tax; Vice President and corporate controller (2000 to 2005); and was general manager the global ERP (SAP) implementation (2011 to 2013).

Mr. Varah is presently CFO of Tasca Resources Ltd (TSX-V; TAC), a junior mining company with exploration properties in northwestern Ontario.

Mr. Varah has a B.Sc (Engineering Chemistry) from Queen’s University and a Master of Business Administration degree from the Rotman School of Business at the University of Toronto, and is also a Chartered Professional Accountant (CPA-CMA).

Paul Renaud (Current Audit Committee member)

Mr. Renaud was a founder of Adaptivity, an IT planning software provider acquired by EMC, Chief Technology Officer of Level Platforms, an IT management software provider acquired by

AVG and vice-Chair of Ubiquity's Chairman's Advisory Board. Prior to its acquisition by Avaya, Ubiquity was a publicly traded corporation in the UK.

Mr. Renaud is founder and Chief Executive Officer of The Lanigan Group, a management consultancy that specializes in assisting clients with customer-driven product strategy and business-aligned IT service delivery. He is currently an executive-level advisor in the communications and financial services industry and his clients have included publicly traded firms such as Cogeco, Sprint, Bell Emergis, Mitel, Research in Motion, Wachovia Investment Bank, and Morgan Stanley.

Rainer Paduch (Current Audit Committee member)

Mr. Paduch was the founder of iSTAR Internet Inc. where he served as President, Chief Technology Officer and Vice Chairman (1994-1998). He successfully led iSTAR from start-up to rapid growth and through IPO. During his term with iSTAR, company sales rose to \$40 million annual rate. Mr. Paduch also led a team that raised \$76 million during the early development stages of the company. In February 1998, PSINet Inc acquired iSTAR. Mr. Paduch was also an investor in and a Director of Milkyway Networks (1994-1997) an Ottawa-based start-up that achieved a successful IPO.

Over the course of his career, Mr. Paduch has held senior-level positions including Vice President of Technology at Fonorola Inc., Director Application Engineering at Newbridge Networks Corp. and co-founder and Vice President Engineering at Enfin Technologies Inc. Mr. Paduch held technical positions at Mitel Corp., EDS-Systemhouse Ltd., and Canadian Marconi Ltd., and served on the Advisory Board of the Entrepreneurship Center of Ottawa Centre for Research and Innovation (OCRI).

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Discretionary Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee is required to review the performance of the Corporation's external auditor and to approve in advance the provision of services other than auditing. The Audit Committee is also required to consider the independence of the external auditor, including reviewing the range of services provided in the context of all consulting services bought by the Corporation. The Chairman of the Audit Committee is authorized to approve any non-audit services or additional work that the Chairman deems as necessary. In such a case, the Chairman of the Audit Committee is to notify the other members of the Audit Committee of such non-audit or additional work.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditor in the last fiscal year was as follows. The auditor was appointed on May 9, 2014.

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All other Fees⁽⁴⁾
December 31, 2015	\$9,500	\$5,500	\$1,500	\$3,920

NOTES:

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not included under the heading "Audit Fees".
- (3) The aggregate fees billed for professional services rendered for tax compliance and preparation of corporate income tax returns.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

Reliance on Exemption in Section 6.1 of NI 52-110

The Corporation is currently a "venture issuer", as defined in Section 1.1 of NI 52-110. Accordingly, in providing the disclosure contained in this Schedule "A", the Corporation is relying upon the exemption in Section 6.1 of NI 52-110 (which is available to all venture issuers) whereby the Corporation's Audit Committee members are not required to be either "independent" or "financially literate".

The Audit Committee's Charter

The Audit Committee (for the purposes of this section, the “Committee”) of the Board will carry out the procedures, responsibilities and duties set out below, with an aim of maintaining financial controls in strict adherence to applicable regulatory standards.

RESPONSIBILITIES AND DUTIES

1. The duties and responsibilities of the Committee shall include the following:
 - (i) assist the Board in the discharge of their fiduciary responsibilities relating to the Corporation’s accounting policies, reporting practices and internal controls, as well as to its risk management policies and practices, both financial and operational;
 - (ii) maintain direct lines of communications with the Chief Financial Officer and with the external auditor;
 - (iii) monitor the scope and costs of the activity of the external auditor, and assess its performance;
 - (iv) formally consider the continuation of or a change in the external auditor and review all issues related to a change of external auditor, including any differences between the Corporation and the external auditor that relate to the external auditor's opinion or a qualification thereof or an auditor comment;
 - (v) recommend to the Board an external auditor for approval by the Shareholders of the Corporation; review and approve the terms of its engagement; review and approve the fee, scope and timing of the audit, and be apprised of and approve in advance any audit related services and any non-audit services (which are not prohibited non-audit services) to be provided by the external auditor and the costs thereof and consider any impact of the provision of such services on the maintenance of its independence and review and the Corporation’s hiring policies regarding present and former employees of the external auditor;
 - (vi) review and recommend approval by the Board of the audited annual financial statements, management discussion and analysis and strategic overview of the Corporation;
 - (vii) review before publication the Corporation’s unaudited quarterly financial statements, reports of quarterly earnings, and management discussion and analysis with particular attention to the presentation of unusual or sensitive matters such as disclosure of related

party transactions, significant non-recurring events, significant risks, changes in accounting principles and estimates of reserves, all significant variances between comparative reporting periods and approve the publication of the Corporation's unaudited quarterly financial statements and reports of quarterly earnings;

- (viii) review all financial information included in annual information forms, press releases, prospectuses, other offering memoranda or other documents requiring approval by the Board;
- (ix) review the Statement of Management's Responsibility for the Financial Statements as signed by senior management and included in any published document and review and approve the statement regarding the role of the Committee as signed by the Chairperson of the Committee and included in any published documents;
- (x) review any litigation, claim or other contingency, including tax assessments, that could have a material effect upon the financial position or operating results of the Corporation and monitor disclosure thereof in documents reviewed by the Committee;
- (xi) review the appropriateness and quality of the accounting policies used in the preparation of the Corporation's financial statements, and consider any proposed changes to such policies;
- (xii) review with the external auditor the contents of the annual audit report and review any significant recommendations made by the external auditor to strengthen the internal controls of the Corporation;
- (xiii) review the results of the external audit, any significant problems encountered in performing the external audit and the contents of any management letter issued by the external auditor to the Corporation, and management's response thereto;
- (xiv) annually review a report on the audit function with respect to the terms of reference, organization, staffing, independence, performance and effectiveness of the audit services, receive and approve the annual audit plan and obtain assurances in respect of conformity with CICA professional standards and the regulatory standards of other applicable bodies;
- (xv) oversee management's responsibility for designing, installing and maintaining an effective control environment; approve in advance any internal control-related services performed by the external auditor; and receive regular reports on the Corporation's

- internal control policies and procedures, with particular emphasis on accounting and financial controls, and recommend changes where appropriate;
- (xvi) review any unresolved significant issues between management and the external auditor that could affect the financial reporting or internal controls of the Corporation;
 - (xvii) review and make recommendations to the Board concerning the following:
 - a. the Corporation's policies regarding hedging, investments, credit and risk management; and
 - b. the Corporation's risk identification, analysis and management procedures;
 - (xviii) review, prior to each annual Shareholders' meeting, the policies and practices concerning the regular examination of officer expenses and perquisites, including the use of Corporation assets; and
 - (xix) report annually to the Board, on the state of completion of the annual agenda items of the Committee, with appropriate recommendations.

ORGANIZATION AND PROCEDURES

2. The Committee shall meet regularly, not less than four times per year, and at such other times as may be requested by the Chairman of the Committee. The Chief Executive Officer, the Chief Financial Officer, the external auditor or any member of the Committee may also request a meeting of the Committee.
3. The Chairman of the Committee, in consultation with the Chief Financial Officer, shall set the agenda for each meeting which shall then be circulated among the Committee members.
4. The Chief Executive Officer and the Chief Financial Officer shall have direct access to the Committee and shall receive notice of and attend all meetings of the Committee except private sessions.
5. The external auditor shall ultimately report to the Board and the Committee and shall at any time have direct access to the Committee and shall receive notice of and be invited to attend all meetings of the Committee except private sessions.
6. The external auditor, and one or more representatives of senior management, shall each meet separately with the Committee, in private sessions, at least once annually.

7. The Committee will establish procedures for the receipt, retention and treatment of complaints regarding accounting controls or auditing matters.

8. The Committee will periodically review its own Charter, and make recommendations to the Board as required.

MEMBERSHIP

9. The Committee shall consist of between three and five directors, the majority of whom are independent directors. The Chairman of the Board shall be an *ex-officio* member of the Committee.

10. The Board will annually appoint the members of the Committee.

11. The members of the Committee will serve at the pleasure of the Board and may be removed or replaced at any time, with or without cause, by a majority vote of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by appointment of the Board as soon as is reasonably possible following the vacancy.

MEETINGS

Timing

12. The Committee shall review and prepare a calendar detailing the dates, times and locations of Committee meetings for the following twelve calendar months (the “Scheduled Meetings”).

13. In the event of any revisions to the Scheduled Meetings, or Committee meetings called in addition thereto, notice must be given orally, in writing or by facsimile to each member of the Committee at least 48 hours prior to the time fixed for such Scheduled Meeting unless all Committee members waive this right.

14. The Chairman of the Committee shall prepare an agenda for each Committee meeting and forward such agenda to the Committee at a time reasonably in advance of such meeting.

Attendance

15. The Chairman of the Committee shall preside at Committee meetings. In the absence of the Chairman, an alternate may be elected by the Committee to preside at a meeting.

16. The Chairman of the Committee or a person delegated by the Chairman will be responsible for recording the minutes of each Committee meeting. Copies of the minutes will be forwarded to all Committee members in a timely manner, and the originals will be organized and maintained at the Corporation's head office.

17. The Committee may invite to its meetings other members of the Board, management of the Corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Procedure

18. All Committee meetings shall be conducted in accordance with the Articles and the By-laws of the Corporation. No business of the Committee may be transacted except at a meeting of the members at which a quorum of the Committee is present (in person or by means of telephone conference) or by a resolution in writing signed by all of the Committee members. A majority of the members of the Committee constitutes a quorum.

AUTHORITY

19. This Charter gives the Committee the authority to carry out the responsibilities described in this Charter, and any other responsibilities that the Committee deems necessary to fulfill its obligations and assist the Board in meeting its responsibilities and obligations in respect of matters addressed in this Charter.

20. As appropriate, the Committee may retain independent advisors to help it carry out its responsibilities, including fixing such advisors' fees and retention terms, subject to advising the Board Chairman.

REPORTS

21. The Chairman of the Committee shall report to the Board regularly regarding its deliberations. The Committee shall make such recommendations to the Board as it may deem appropriate and has such decision-making authority as the Board may determine from time to time.

MISCELLANEOUS

22. The Committee shall conduct an annual review and assessment of its performance, including a review of its compliance with this Charter. In conducting its review, the Committee shall take into account all applicable legislative and regulatory requirements, and any guidelines recommended by regulators or stock exchanges with which the Corporation has a reporting relationship. The Committee may approve revisions to this Charter, with guidance from the Chairman of the Board or any committee when appropriate.

23. Nothing contained in this Charter is intended to assign to the Committee the Board's responsibility to ensure the Corporation's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the Committee.

SCHEDULE “B”

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Corporation. The Board supports thorough and effective corporate governance standards and is committed to delivering value to all Shareholders by assuming explicit responsibility for the stewardship of the Corporation.

National Policy 58-201 - *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. The Corporation has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Corporation's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“NI 58-101”) mandates disclosure of corporate governance practices for venture issuers in Form 58-101 F2, which disclosure is set out below.

Board of Directors

Structure and Compensation

The Board is currently composed of six (6) directors. Following the meeting there will be six (6) directors.

NI 58-101 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors as defined under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. “Material relationship” is defined as a relationship which could, in the view of the Corporation's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment. Of the proposed nominees, only three are directors who are not independent, namely Sean Caulfeild, Chief Executive Officer, Bruce Fischer, Chief Financial Officer and Jeffrey Varah, proposed Secretary and accordingly are not considered “independent”. The three (3) remaining nominees are considered by the Board to be “independent”, within the meaning set out in NI 52-110.

Directorships

No directors or proposed directors are associated with any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction as applicable.

Orientation and Continuing Education

As the Corporation is a capital pool company, it does not currently have a business and accordingly, there is minimal need for orientation and continuing education at this time.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation'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 are sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Nomination of Directors

The Board assesses its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual general meeting of Shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, rather these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this policy will be reviewed.

Compensation

The Corporation is currently a capital pool company and accordingly, has restrictions on the type and amount of compensation that it may offer its directors and officers. Until such time as the Corporation completes its Qualifying Transaction (as defined in TSXV Policy 2.4 – *Capital Pool Companies*), the Corporation has determined that it is not necessary to appoint a compensation committee.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and process of the Board and Audit Committee. During the year end audit, both the Board and the Audit Committee review the information contained within the financial statements, express any opinions which they may have and make self-assessments regarding whether the information is accurate and representative of clear communications between the Board and management of the Corporation.

SCHEDULE "C"

SPECIAL RESOLUTIONS

RESOLUTION APPROVING STOCK OPTION PLAN

“BE IT RESOLVED, AS AN ORDINARY RESOLUTION THAT:

- a) the stock option plan as described in the Management Information Circular dated January 28, 2016, a copy of which has been made available to shareholders, be and is hereby approved;
- b) the directors of the Corporation is authorized to reserve up to 10% of the number of outstanding common shares, from time to time, in connection with grants of options pursuant to the stock option plan; and
- c) any director or officer of the Corporation be authorized and directed to do all acts and things to execute and deliver all documents required, which in the opinion of such director or officer, may be necessary or appropriate in order to give effect to this resolution.”

RESOLUTION APPROVING NAME CHANGE

“BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

- a) an amendment to the articles of the Corporation to change the name of the Corporation from “Maestro Capital Corporation” to such other name as the directors of the Corporation may in their sole discretion determine to be appropriate, and without further approval of the shareholders of the Corporation, is hereby authorized and approved;
- b) notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation may, in their sole discretion, and without further approval of the shareholders of the Corporation, revoke this special resolution before it is acted upon and not proceed with the name change as contemplated herein; and
- c) any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution.”

RESOLUTION APPROVING CONSOLIDATION

“BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

- a) an amendment to the articles of the Corporation to provide that the authorized share capital of the Corporation be altered by consolidating all of the issued and outstanding common shares in the capital of the Corporation (the “Common Shares”) on the basis of one post-consolidation Common Share for every 2.5 pre-consolidation Common Shares, or such other consolidation ratio as the directors of the Corporation may in their sole discretion determine to be appropriate, and without further approval of the shareholders of the Corporation, is hereby authorized and approved (the “Consolidation”);
- b) no fractional Common Shares shall be issued in connection with the Consolidation and, in the event a shareholder would otherwise be entitled to receive a fractional Common Share in connection with the Consolidation, the number of Common Shares to be received by such shareholder shall be rounded to the next lowest whole number of the Common Shares and no cash amount shall be payable in respect of such fractional shares;
- c) notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation may, in their sole discretion and without further approval of the shareholders of the Corporation, revoke this special resolution before it is acted upon and not proceed with the Consolidation as contemplated herein; and
- d) any director or officer of the Corporation is hereby authorized and directed, acting for, in the name of and on behalf of the Corporation, to execute or cause to be executed, under the seal of the Corporation or otherwise, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such other acts and things, as may in the opinion of such director or officer of the Corporation be necessary or desirable to carry out the intent of the foregoing resolution.”