

VIER CAPITAL CORP.

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OF
VIER CAPITAL CORP.**

TO BE HELD ON WEDNESDAY MAY 17, 2017

and

**MANAGEMENT INFORMATION CIRCULAR
DATED APRIL 17, 2017**

This management information circular and the accompanying materials require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please consult your financial, legal, tax or other professional advisor.

VIER CAPITAL CORP.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, MAY 17, 2017

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Vier Capital Corp. (the “**Corporation**”) will be held at the offices of Borden Ladner Gervais LLP, at 1900, 520 – 3rd Avenue S.W., Calgary, Alberta T2P 0R3, at 10:00 a.m. (Calgary time) on Wednesday, May 17, 2017, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2016, together with the notes thereto and the auditors’ report thereon;
2. to fix the number of directors to be elected at the Meeting at five (5);
3. to elect the board of directors of the Corporation (the “**Board**”) to hold office until the next annual meeting of Shareholders or until their successors are elected or appointed;
4. to approve the appointment of MNP LLP as auditors of the Corporation for the ensuing year at such remuneration as may be fixed by the Board;
5. to approve the Corporation’s stock option plan;
6. to consider, and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the accompanying management information circular (“**Information Circular**”) prepared for the purposes of the Meeting, authorizing the change of name of the Corporation to such other name as the Board, in their sole discretion and subject to the approval of the TSX Venture Exchange, determines to be appropriate;
7. to consider, and, if deemed advisable, to approve, with or without variation, a special resolution, the full text of which is set forth in the accompanying Information Circular prepared for the purposes of the Meeting, approving an amendment to the articles of incorporation of the Corporation to consolidate the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for up to every ten (10) pre-consolidation Common Shares;
8. to consider and, if thought advisable, to approve, with or without variation, an ordinary resolution of disinterested shareholders, the full text of which is set forth in the accompanying Information Circular prepared for the purposes of the Meeting, authorizing the Corporation to:
 - (i) transfer to the NEX board of the TSX Venture Exchange (the “**TSXV**”);
 - (ii) to cancel an amount of Seed Shares (as defined in TSXV policies) purchased by non-arm’s length parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO (as defined in TSXV policies) price; and
9. to transact any other business as may properly be brought before the Meeting or any adjournment(s) or postponement thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the Information Circular of the Corporation accompanying this Notice of Annual and Special Meeting.

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is April 11, 2017 (the “**Record Date**”).

If you are unable to attend the Meeting in person we request that you date, sign and return the enclosed form of proxy to Vier Capital Corp.'s transfer agent, TSX Trust Company, 200 University Avenue Suite 300, Toronto, Ontario M5H 4H1, Attention: Proxy Department, in the enclosed self-addressed envelope not later than 10:00 a.m. (Calgary time) on Monday, May 15, 2017 or not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment of the Meeting.

If you are a non-registered holder of Common Shares and have received these materials from your broker or another intermediary, please complete and return the voting instruction form or other authorization form provided to you by your broker or intermediary in accordance with the instructions provided. Failure to do so may result in your Common Shares not being eligible to be voted at the Meeting.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Corporation knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Annual General and Special Meeting. Shareholders who are planning on returning the accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form.

DATED this 17 day of April, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS OF
VIER CAPITAL CORP.**

(signed) "*Jason Krueger*"

Jason Krueger
President and Chief Executive Officer
Vier Capital Corp.

VIER CAPITAL CORP.

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, MAY 17, 2017

MANAGEMENT INFORMATION CIRCULAR

GENERAL

This management information circular (the “**Information Circular**”) is furnished to holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Vier Capital Corp. (the “**Corporation**”) in connection with the solicitation of proxies by the management of the Corporation for use at the annual and special meeting (the “**Meeting**”) of Shareholders to be held at the offices of Borden Ladner Gervais LLP, at 1900, 520 – 3rd Avenue S.W., Calgary, Alberta T2P 0R3, at 10:00 a.m. (Calgary time) on Wednesday, May 17, 2017, and at any adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of Annual General and Special Meeting (the “**Notice of Meeting**”).

The information contained herein is given as of April 17, 2017, except where otherwise indicated. Enclosed herewith is a form of proxy for use at the Meeting. Each Shareholder who is entitled to attend at meetings of Shareholders is encouraged to participate in the Meeting and Shareholders are urged to vote on matters to be considered in person or by proxy.

Vier Shareholders should not construe the contents of this Information Circular as legal, tax or financial advice and should consult with their own professional advisors in considering the relevant legal, tax, financial or other matters contained in this Information Circular.

If you hold Common Shares through a broker, investment dealer, bank, trust company, nominee or other intermediary (collectively, an “**Intermediary**”), you should contact your Intermediary for instructions and assistance in voting and surrendering the Common Shares that you beneficially own.

Persons Making the Solicitation

This solicitation is made on behalf of the management of the Corporation. This Information Circular and other proxy-related materials are not being sent to registered or beneficial owners of the Common Shares using the Notice-and-Access procedures contained in NI 54-101. The costs incurred in the preparation of both the form of proxy and this Information Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone or any form of electronic communication or by directors, officers and employees of the Corporation who will not be directly compensated therefor.

In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Corporation has determined to deliver the proxy solicitation materials directly to the non-objecting beneficial owners of Common Shares (“**NOBOs**”). The costs thereof will be borne by the Corporation.

The Corporation does not intend to pay for intermediaries to deliver proxy-related materials or Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to the objecting beneficial owners of Common Shares (“**OBOs**”) and as such, OBOs will not receive such materials unless their intermediary assumes the costs thereof (OBOs and NOBOs are herein collectively referred to as the “**Non-Registered Shareholders**”). See also “*Proxy Related Information – Advice to Non-Registered Shareholders*” in this Information Circular.

The Corporation will not be providing the Notice of Meeting, the Information Circular or the form of proxy to registered Shareholders or Non-Registered Shareholders through the use of notice-and-access, as such term is defined in NI 54-101.

PROXY RELATED INFORMATION

Appointment and Revocation of Proxies

Those Shareholders desiring to be represented at the Meeting by proxy must complete and deposit their proper form of proxy to Vier Capital Corp.'s transfer agent, TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1, Attention: Proxy Department (the "**Transfer Agent**"), in the enclosed self-addressed envelope. In order to be valid, proxies must be received by the Transfer Agent at least forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays in Alberta, prior to the Meeting or any adjournment thereof. A proxy must be executed by the Shareholder or by his duly appointed attorney authorized in writing, or if the Shareholder is a corporation, under its seal or by an officer or attorney thereof duly authorized. A proxy is valid only at the Meeting in respect of which it is given or any adjournment or postponement of the Meeting.

The Corporation may refuse to recognize any instrument of proxy deposited in writing received later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Alberta) prior to the Meeting or any adjournment or postponement thereof.

The persons named in the enclosed form of proxy are directors or officers of the Corporation are the management designees. A Shareholder desiring to appoint some other person as his or her representative at the Meeting may do so either by inserting such person's name in the blank space provided in the form of proxy or by completing another proper form of proxy and, in either case, delivering the completed proxy to the Transfer Agent, at the place and within the time specified above for the deposit of proxies.

Revocability of Proxy

A Shareholder who has given a proxy has the power to revoke it. In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing signed by the Shareholder or by his or her attorney authorized in writing and either delivered to the Transfer Agent at the place specified above, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or deposited with the chairman of the Meeting on the day of the Meeting prior to the commencement of the Meeting.

Advice to Beneficial Holders of Common Shares

The information in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold their Common 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", are advised that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms).

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 Common 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 substantially similar to the form of proxy provided directly to registered Shareholders by the Corporation. 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 vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to 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 receives a Broadridge voting instruction form**

cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the form 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.**

Voting by Internet

Registered Shareholders may vote in person at the Meeting or may give another person authority to vote at the Meeting on their behalf by appointing a proxyholder. Please vote, sign, date and return the enclosed proxy in the envelope provided to TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 or fax:(416) 595-9593 so that it arrives no later than 48 hours, excluding Saturdays, Sundays and holidays prior to the time of the Meeting.

You may also cast your vote by internet at www.voteproxyonline.com by following the instructions provided on the form. If you choose to vote by telephone or internet, your vote must also be cast no later than 48 hours, excluding Saturdays, Sundays and holidays prior to the time of the Meeting.

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.

Exercise of Discretion with Respect to Proxies

The Common Shares represented by the enclosed proxy will be voted or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions. **In the absence of any such direction, such shares will be voted FOR the matters set forth in the Notice of Meeting and in this Information Circular.**

If any amendment or variation to matters identified in the Notice of Meeting is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the enclosed proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. Unless otherwise stated, the Common Shares represented by the enclosed proxy will be voted in favour of the election of nominees set forth in this Information Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Common Shares may be voted in favour of another nominee in the proxyholder's discretion. As at the date of this Information Circular, the management of Vier Capital Corp. is not aware of any amendments or variations or other matters to come before the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Voting Rights

The authorized share capital of the Corporation consists of an unlimited number of voting Common Shares and an unlimited number of non-voting Preferred Shares without nominal or par value. As at the date of this Information Circular, there are 7,350,000 Common Shares currently issued and outstanding and no Preferred Shares issued and outstanding. Shareholders of the Record Date are entitled to receive notice of and attend and vote at the Meeting.

On a show of hands, every Shareholder present in person or represented by proxy (and entitled to vote) has one (1) vote. On a poll or ballot, every Shareholder present in person or by proxy has one (1) vote for each Common Share held. All votes on special resolutions (if any) will be conducted by a poll and no demand for a poll is required.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof is April 11, 2017 (the “**Record Date**”).

Only Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting. **To the extent a Shareholder transfers the ownership of any of its Common Shares after the Record Date and the transferee of those Common Shares establishes that it owns such Common Shares and requests, at least ten days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, such transferee shall be entitled to vote such Common Shares at the Meeting.**

To the best of the knowledge of the directors and officers of Vier Capital Corp., no person beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the voting rights attached to all of the issued and outstanding Common Shares as at the date of this Information Circular.

Quorum

Under the by-laws of the Corporation, a quorum of Shareholders is present at a meeting if at least one (1) person is present, whom is entitled to vote at a meeting or is a duly appointed representative or proxyholder for an absent shareholder so entitled, who holds or represents by proxy in the aggregate not less than a majority of the outstanding shares of the Corporation entitled to vote at the meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or executive officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of auditors of the Corporation.

MATTERS TO BE CONSIDERED AT THE MEETING

To the knowledge of the board of directors of the Corporation (the “**Board**”), the only matters to be brought before the Meeting are those matters set forth in the Notice of Meeting.

A. ORDINARY BUSINESS

1. Financial Statements

At the Meeting, the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2016, together with the notes thereto and the auditors’ report thereon (the “**Financial Statements**”) will be presented, but no vote by the Shareholders with respect thereto is required or proposed to be taken.

2. Fixing the Number of Directors

The Board presently consists of five directors, each of whose term expires at the Meeting. Shareholders will be asked to consider and, if deemed advisable, to pass the following ordinary resolution fixing the number of directors to be elected at the Meeting at five:

“BE IT HEREBY RESOLVED as an ordinary resolution of the shareholders of Vier Capital Corporation (the “Corporation”) that the number of directors to be elected at the Meeting for the ensuing year or otherwise as authorized by the shareholders of the Corporation be and is hereby fixed at five (5).

The foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **The Board believes the passing of the above resolution is in the best**

interests of the Corporation and recommends that the Shareholders vote **IN FAVOUR** of the resolution. Unless otherwise directed, it is the intention of the persons designated in the accompanying form of proxy to vote in favour of the ordinary resolution fixing the number of directors to be elected at the Meeting at five.

3. Election of Directors

At the Meeting, Shareholders will be asked to elect the five (5) nominees set forth in the table below as directors of the Corporation, to hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed. Each of the nominees elected as a director of the Corporation will hold office until the next annual meeting of Shareholders or until his or her successor is duly elected or appointed or his or her office is vacated earlier in accordance with the articles of association of the Corporation.

Management does not contemplate that any of such nominees will be unable to serve as directors. However, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, the persons named in the enclosed form of proxy, if not expressly directed to the contrary, intend to vote proxies in favour of another nominee at the proxyholder's discretion, unless the Shareholder has specified in his proxy that his Common Shares are to be withheld from voting on the election of directors or has withheld discretionary authority.

The following table sets forth a brief description of the nominees, including the name and province or state and country of residence of each of the nominees, the date each first became a director of the Corporation, their principal occupation during the past five years and the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each of the foregoing as of the date of this Information Circular. The information contained herein is based upon information furnished by the respective nominees.

Name and Province or State and Country of Residence	Director Since	Principal Occupation for Past Five Years	Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly⁽¹⁾
Jason Krueger Alberta, Canada	September 23, 2014	President and CEO of Vier since September 2014. Prior thereto Executive Vice President of Leader Energy Services	597,000
David McGoe Alberta, Canada	November 6, 2014	President of David M McGoe Professional Corporation.	500,000
Randy Ollenberger Alberta, Canada	November 6, 2014	Managing Director at BMO Capital Markets since May 2002.	500,000
Lonny Thiessen Alberta, Canada	November 6, 2014	Chief Executive Officer of Western Manufacturing Ltd since October 2013. Prior thereto General Manager of Ledarco Industries Ltd.	700,000
Paul Crilly Alberta, Canada	November 6, 2014	Chief Executive Officer of Evolution Engineering Inc. since November 1, 2016. Prior thereto Chief Restructuring Officer of Sanjel Corporation since March 31, 2016 and Chief Financial Officer of Sanjel Corporation since January 2015. Prior thereto Managing Director of Energy for K2 & Associates Investment Management Inc.	600,000

Notes:

(1) Information respecting the number of Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, as at the date of this Information Circular has been furnished to the Corporation by the above named individuals.

The Board believes the election of the above named nominees as directors of the Corporation is in the best interests of the Corporation, and recommends that the Shareholders vote FOR of electing the nominees.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favour of the election of the nominees set forth in the table above as directors of the Corporation. In order to be effective, the ordinary resolution in respect of the election of each nominee director must be passed by not less than a majority of the votes cast by Shareholders who vote in respect of this ordinary resolution.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such persons) is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation), that while such person was acting in that capacity, 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, that was in effect for a period of more than 30 consecutive days, or after such persons ceased to be a director, chief executive officer or chief financial officer of the company, 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, which resulted from an event that occurred while acting in such capacity.

In addition, none of those persons who are proposed directors of the Corporation other than other individuals listed below is, or has been within the past 10 years, a director or executive officer of any company, including the Corporation, that, while such 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. None of the persons who are proposed directors of the Corporation have, within the past 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

Mr. Crilly joined Sanjel Corporation ("**Sanjel**"), a private Canadian oil and gas service company, in January 2015 to assist in the recapitalization of the company in light of the severe downturn in the oil and gas industry. As part of the process Mr. Crilly lead a sales and investment solicitation process for Sanjel. Mr. Crilly was appointed as Chief Restructuring Officer of Sanjel in March 2016 and resigned his positions with Company in October 2016. Sanjel is currently subject to a proceeding under the *Companies' Creditors Arrangement Act* (Canada) while its sale is being consummated.

Mr. McGoey was a director of Tesla Exploration Inc. since April 2010. On July 25, 2016 he resigned as a director and the company was placed into receivership by its Canadian credit facility lender.

Mr. Jason Krueger was a director of Leader Energy Services Ltd. ("**Leader**") a TSX Venture Exchange ("**TSXV**") oilfield services company from 2004 and Executive Vice President from June 2011 until February 2015. On February 20, 2015 Leader filed a notice of Intention to File a Proposal in accordance with section 50.4(1) of the *Bankruptcy and Insolvency Act* RSC 1985, c B-3. Leader did not file a proposal and as such Leader was deemed to be bankrupt on August 20, 2015.

None of those persons who are proposed directors of the Corporation have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

4. Appointment of Auditors

At the Meeting, Shareholders will be asked to approve an ordinary resolution to approve appointment of MNP LLP, of Calgary Alberta, as auditors of the Corporation at a remuneration to be fixed by the Board and to hold such office until the next annual meeting of Shareholders. MNP LLP has served as the Corporation's auditor since September 23, 2014.

The foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **The Board believes the passing of the above resolution is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of the resolution. Unless otherwise directed, it is the intention of the persons designated in the accompanying form of proxy to vote in favour of the ordinary resolution to approve MNP LLP as auditors of the Corporation and to authorize the Board to fix the remuneration paid to the auditors.**

B. SPECIAL BUSINESS

1. Approval of the Stock Option Plan

The Corporation has adopted an incentive stock option plan (the “**Option Plan**”), substantially in the form attached as Schedule “A” to this Information Circular, which provides that the Board may from time to time, in its discretion, and in accordance with TSXV requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options (“**Options**”) to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. In connection with the foregoing, the Option Plan provides that: (i) no more than 5% of the issued shares of the Corporation will be granted to any individual in any 12 month period (unless the Company has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements); (ii) no more than 2% of the issued shares of the Corporation will be granted to any one consultant in any 12 month period; and (iii) no more than an aggregate of 2% of the issued share of the Corporation will be granted to an employee conducting investor relations activities in any 12 month period.

Options must be exercised within 90 days following cessation of the optionee’s position with the Corporation unless the optionee was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the optionee’s services to the Corporation, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. If an optionee does not continue as a director, officer, consultant or employee after the completion of a Qualifying Transaction (as such term is defined in the policies of the TSXV), options may be exercised the greater of 12 months after the completion of a Qualifying Transaction and 90 days following cessation of the optionee’s position with the Corporation, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

The exercise price of the Options shall be determined by the Board at the time any Option is granted. In no event shall such exercise price be lower than the exercise price permitted by the TSXV. Subject to any vesting restrictions imposed by the TSXV, the Board may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist.

Pursuant to the policies of the TSXV, stock option plans which reserve for issuance up to 10% of a listed company’s shares must be approved annually by shareholders of a listed corporation. This approval is being sought at the Meeting.

At the Meeting, Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, an ordinary resolution approving the Option Plan.

The text of the ordinary resolution which management intends to place before the Meeting for the approval of the Option Plan is as follows:

“BE IT HEREBY RESOLVED as an ordinary resolution of the shareholders of Vier Capital Corp. (the “**Corporation**”) that:

1. the stock option plan of the Corporation, substantially in the form attached as Schedule “A” (the “**Option Plan**”) to the management information circular of the Company dated April 17, 2017, be and is hereby approved and adopted as the stock option plan of the Corporation;
2. the form of the Option Plan may be amended in order to satisfy the requirements or requests of any regulatory

authorities without requiring further approval of the shareholders of the Corporation; and

3. any one director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution.”

The foregoing ordinary resolution must be approved by a simple majority of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **The Board believes the passing of the above resolution is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of the resolution. Unless otherwise directed, it is the intention of the persons designated in the accompanying form of proxy to vote in favour of the ordinary resolution approving the Option Plan for the ensuing year.**

2. Change of the Name of the Corporation

The Corporation is currently a Capital Pool Company (“CPC”). In the event the Corporation completes a Qualifying Transaction prior to the next annual and special meeting of Shareholders and in connection therewith desires to change the name of the Corporation, Management of the Corporation has proposed that the name of the Corporation be changed. Accordingly, Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, a special resolution (being a resolution passed by not less than two-thirds (2/3) of the votes cast by those Shareholders who, being entitled to do so, vote in person or by proxy at the Meeting) to change the name of the Corporation to such other name acceptable to the registrar, the TSXV and as the Board determine is appropriate (the “Name Change”).

As outlined in the resolution below, the new name of the Corporation will be determined by the Board. Even if approved by the Shareholders, the Board may determine not to proceed with the Name Change at its discretion.

The text of the special resolution which management intends to place before the Meeting for the approval of the Name Change is as follows:

“BE IT HEREBY RESOLVED as a special resolution of the shareholders of Vier Capital Corp. (the “Corporation”) that:

1. the change of the name of the Corporation to such other name acceptable to the TSX Venture Exchange and as the directors of the Corporation in their sole discretion determine is appropriate is authorized and approved;
2. any officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute, deliver and file all such documents and to take all such other action(s) as may be deemed necessary or desirable for the implementation of this special resolution and any matters contemplated thereby; and
3. the directors of the Corporation are hereby authorized and granted with absolute discretion to abandon the change of name of the Corporation at any time without further approval, ratification or confirmation by the shareholders of the Corporation.”

The requisite regulatory approvals for the Name Change, including the approvals of the TSXV, will not be sought by the Corporation until after the Board decides to implement the Name Change resolution. There can be no assurance that the applicable TSXV approvals will be obtained.

The foregoing special resolution must be approved by 66⅔% of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **The Board believes the passing of the above resolution is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of the resolution. Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favour of the special resolution approving the Name Change.**

3. Approval of Proposed Consolidation

At the Meeting, the Shareholders will be asked to approve a special resolution (being a resolution passed by not less than two-thirds (2/3) of the votes cast by those Shareholders who, being entitled to do so, vote in person or by proxy at the Meeting) approving a consolidation of the outstanding Common Shares of the Corporation on the basis of up to one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the “**Consolidation**”) that are outstanding prior to the effective date, pursuant to subsection 173(1)(f) of the *Business Corporations Act* (Alberta).

As outlined in the resolution below, the final ratio of post-Consolidation Common Shares that are issued in exchange for pre-Consolidation Common Shares will be determined by the Board. Even if approved by the Shareholders, the Board may determine not to proceed with the Consolidation at its discretion.

The text of the special resolution which management intends to place before the Meeting to approve the Consolidation is as follows:

“BE IT HEREBY RESOLVED as a special resolution of the shareholders of Vier Capital Corp. (the “**Corporation**”):

1. the Corporation be and is hereby authorized to consolidate the issued and outstanding common shares in the share capital of the Corporation (“**Common Shares**”) on the basis of one (1) Common Share, for up to a maximum of every ten (10) issued and outstanding Common Shares in the capital of the Corporation (the “**Consolidation**”). Such Consolidation may be affected at any time until the next annual meeting of shareholders of the Corporation;
2. no fractional Common Shares shall be issued in connection with the Consolidation. Where the Consolidation would otherwise result in a shareholder of the Corporation being entitled to a fractional Common Share, the number of post-Consolidation Common Shares issued to such Shareholder shall be rounded up to the next greater whole number of Commons Shares if the fractional entitlement is equal to or greater than 0.5 and shall be rounded down to the next lesser whole number of Common Shares if the fractional entitlement is less than 0.5. In calculating such fractional interests, all Common Shares held by a beneficial holder shall be aggregated;
3. any officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute, deliver and file all such documents and to take all such other action(s) as may be deemed necessary or desirable for the implementation of this resolution and any matters contemplated thereby; and
4. the directors of the Corporation are hereby authorized and granted with absolute discretion and without further approval of the shareholders, to revoke and rescind the foregoing resolution before it is acted upon.”

The requisite regulatory approvals for the Consolidation, including the approvals of the TSXV, will not be sought by the Corporation until after the Board decides to implement the Consolidation resolution. There can be no assurance that the applicable TSXV approvals will be obtained.

The foregoing special resolution must be approved by 66⅔% of the votes cast at the Meeting by the Shareholders voting in person or by proxy. **The Board believes the passing of the above resolution is in the best interests of the Corporation and recommends that the Shareholders vote IN FAVOUR of the resolution. Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies in favour of the special resolution approving the Consolidation.**

Effect of Consolidation

The Consolidation will not materially affect any Shareholders’ percentage ownership in the Corporation, although such ownership will be represented by a smaller number of post-Consolidation Common Shares. If the Consolidation is approved and given effect, the number of Common Shares outstanding will be a minimum of 735,000 Common Shares, or such amount depending on the final Consolidation ratio agreed to by the Board. The

Consolidation will lead to an increase in the number of Shareholders who will hold “odd lots”; that is, a number of shares not evenly divisible into board lots (a board lot is either 100, 500 or 1,000 shares, depending on the price of the shares). As a general rule, the cost to Shareholders transferring an odd lot of Common Shares is somewhat higher than the cost of transferring a “board lot”. Nonetheless, the Board believes the Consolidation is in the best interest of all Shareholders despite the potential increased cost to Shareholders in transferring odd lots of post-Consolidation Common Shares.

Fractional Shares

If the Consolidation is implemented, fractional post-Consolidation Common Shares will not be issued to Shareholders. Where the Consolidation would otherwise result in a Shareholder being entitled to a fractional Common Share, the number of post-Consolidation Common Shares issued to such holder of Common Shares shall be rounded up to the next greater whole number of Common Share if the fractional entitlement is equal to or greater than 0.5 and shall be rounded down to the next lesser whole number of Common Shares if the fractional entitlement is less than 0.5. In calculating such fractional interests, all Common Shares held by a beneficial holder shall be aggregated.

Implementation of Consolidation

The Consolidation is conditional upon the Corporation obtaining final approval of the TSXV. The Corporation expects to meet the TSXV requirements but, in the event that it does not receive final approval of the TSXV, the Corporation would not proceed with the Consolidation. The Consolidation resolution authorizes the Board not to proceed with the Consolidation, without further approval of the Shareholders, at any time.

As soon as practicable after the Consolidation becomes effective, Shareholders will be notified that the Consolidation has been effected. The Corporation expects that its Transfer Agent will act as exchange agent for purposes of implementing the exchange of share certificates.

Following the filing by the Corporation of articles of amendment implementing the Name Change and Consolidation (assuming that the special resolutions approving the Name Change and Consolidation are passed at the Meeting), all Common Shares held by Shareholders will be consolidated without any further action required by Shareholders. Upon completion of the Name Change and Consolidation, the number of Common Shares outstanding will be so adjusted on the Corporation’s register of Common Shares maintained by the Transfer Agent, and registered Shareholders will receive a share certificate or a statement prepared by the Transfer Agent pursuant to its direct registration system (a “**DRS Advice Statement**”) evidencing the post-Consolidation Common Shares to which such Shareholder is entitled to. Beneficial Shareholders holding their Common Shares through an Intermediary should note that such banks, brokers or other nominees may have various procedures for processing the Name Change and Consolidation. Beneficial Shareholders will not receive a share certificate or DRS Advice Statement from the Transfer Agent upon completion from the Name Change and Consolidation. If a Beneficial Shareholder has any questions in this regard, the Beneficial Shareholder is encouraged to contact its nominee.

4. Transfer of the Corporation to the NEX Board of the TSXV and the Cancellation of a Portion of the Corporation’s Seed Shares

The Corporation is a CPC. Pursuant to the policies of the TSXV, the Corporation must complete its Qualifying Transaction by May 1, 2017 and if it does not satisfy certain conditions by this date, it will be delisted from trading on the TSXV. The Corporation is currently in discussions with the TSXV regarding extending the date by when the Corporation must complete its Qualifying Transaction.

The conditions required include the Corporation either to complete its Qualifying Transaction or receive the approval of its shareholders for transfer of the listing of its Common Shares to the NEX board of the TSXV (the “**NEX**”). In order to transfer to the NEX, the Corporation has to obtain the approval of its non-arm’s length shareholders for such transfer. In addition, pursuant to the policies of the TSXV, the Corporation must also either: (a) cancel all shares (or such number determined by the TSXV) issued at a price less than \$0.10 per share (the “**Seed Shares**”), being the price at which the Corporation conducted its initial public offering (the “**IPO**”), as if the Corporation had delisted from the TSXV; or (b) subject to the approval of a majority of disinterest shareholders, cancel an amount of Seed Shares purchased by parties that are non-arm’s length to the Corporation (being certain

directors, officer and insiders of the Corporation) such that the average cost of the remaining Seed Shares is at least equal to \$0.10, the price at which the Corporation conducted its IPO (or such other number determined by the TSXV). Prior to completing its IPO, the Corporation issued 3,850,000 Seed Shares to certain parties at a price of \$0.05 per Seed Share, of which a minimum of 2,850,000 Seed Shares are considered to be held by Non Arm's Length Parties (as defined in the policies of the TSXV) to the Corporation, subject to final determination by the TSXV.

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

At the Meeting, Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution of disinterested shareholders (being shareholders that are arm's length to the Company), permitting the Company to list on the NEX and to consider and to cancel an amount of Seed Shares purchased by parties that are non-arm's length to the Company such that the average cost of the remaining Seed Shares is at least equal to price at which the Company conducted its IPO, as disclosed above. Accordingly, the disinterested shareholders will be asked to consider and, if thought fit, to pass the following resolution (the "**NEX Resolution**"):

"BE IT HEREBY RESOLVED as an ordinary resolution of disinterested shareholders of Vier Capital Corporation (the "**Corporation**") that:

1. the Corporation is authorized to make an application to the TSX Venture Exchange (the "**TSXV**") to transfer its listing to the NEX board of the TSXV (the "**NEX**");
2. the Corporation is authorized to prepare such disclosure documents and make such submissions and filings as the Corporation may be required to make with the TSXV to obtain TSXV acceptance of the transfer to the NEX;
3. the Corporation is authorized to cancel such number of escrowed seed shares held by non-arm's length parties to the Corporation and currently deposited into escrow in accordance with the terms of an escrow agreement between the Corporation, Equity Financial Trust Company and the seed shareholders, such that the average cost of the remaining seed shares is at least equal to the Corporation's initial public offering price of \$0.10 per share subject to and in accordance with all applicable laws and/or the requirements of any stock exchange as amended from time to time;
4. the directors of the Corporation are authorized and empowered, without further approval of the shareholders of the Corporation, to abandon, revoke or terminate this resolution if the directors of the Corporation decide to not proceed with the NEX Resolution; and
5. any one director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

In order for the transfer of the listing of the Corporation's Common Shares to the NEX to be implemented and the cancellation of certain of the Seed Shares to be approved, the NEX Resolution approving such transfer and cancellation must be passed, with or without variation, by a simple majority of shareholders, other than shareholders who are non-arm's length to the Corporation. Parties who are "non-arm's length" to the Corporation include its directors, officers, promoters and insiders, or their associates and affiliates, as such terms are defined under the policies of the TSXV. In the event such disinterested shareholder approval is not obtained, the Corporation will not proceed with the NEX Resolution, and the Corporation's shares may be delisted from the TSXV.

In the event that the Corporation's shares are transferred to NEX, the Corporation 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 the Corporation's current assets. There is no assurance that the Corporation will be able to complete a Qualifying Transaction before depleting its respective assets or at all.

The NEX Resolution will only be implemented by the Corporation if the TSXV requires the Corporation to do so or to delist from the TSXV.

Based on the foregoing, **the Board believes the passing of the above resolution is in the best interests of the Corporation and recommends that Shareholders of the Corporation vote IN FAVOUR of the NEX Resolution. Unless otherwise directed, the persons named in the enclosed form of proxy, if named as proxy, intend to vote the Common Shares represented by any such proxy IN FAVOUR of the NEX Resolution.**

5. Other Business

Management is not aware of any other matters to come before the Meeting, other than those set out in the Notice of Meeting. **If other matters come before the Meeting, it is the intention of the management designees named in the instrument of proxy to vote the same in accordance with their best judgment in such matters.**

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Corporation is currently a CPC. Pursuant to Policy 2.4 of the TSXV, and until the Corporation completes a Qualifying Transaction, no compensation of any kind may be provided to the Corporation's directors or officers, directly or indirectly, by any means, including payment of salary, other than compensation that may be provided by way of Options to purchase Common Shares in the Corporation pursuant to the Corporation's Option Plan, a copy of which is attached hereto as Schedule "A".

The Corporation chose to issue Options after completing its initial public offering ("IPO") in order to maintain a competitive position in the CPC marketplace. Issuing options was the only permissible form of compensation that could be awarded to directors and officers while the Corporation is a CPC.

The objective and purpose of any Option reward is to encourage the Corporation's officers and directors to find a Qualifying Transaction that is in the best interest of the Shareholders. If a Qualifying Transaction is not successfully completed, or if one is completed that does not increase the value of the Common Shares during the term of the Option, the directors and officers will receive no benefit, or very little benefit, from any Options.

Upon completing its IPO the Corporation granted 735,000 Options to directors and officers of the Corporation. The Corporation does not have an active compensation program and does not plan to issue additional Options to management.

Following the completion of a Qualifying Transaction by the Corporation, if any, it is anticipated that the Corporation will pay compensation to its directors and officers in accordance with industry standards, depending on the nature and size of the particular business that the Corporation acquires in connection with any Qualifying Transaction that it may complete.

Risks of Compensation Policies and Practices

The Corporation's compensation program was designed to provide executive officers incentives for the achievement of near-term and long-term objectives, without motivating them to take unnecessary risk. As part of its review and discussion of executive compensation, the Board noted the following facts that discourage the Corporation's executives from taking unnecessary or excessive risk: (i) the Corporation's business strategy and related compensation philosophy; and (ii) the effective balance, in each case, between near-term and long-term focus, corporate and individual performance, and financial and non-financial performance.

Based on this review, the Board believes that the Corporation's total executive compensation program does not encourage executive officers to take unnecessary or excessive risk.

Financial Instruments

The Corporation has not implemented any policies which restrict its executive officers and directors from purchasing financial instruments, including 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 held, directly or indirectly, by the executive officer or director.

Share-Based and Non-Equity Incentive Plan Compensation

The Corporation has not at any time granted any share-based awards nor has it provided any awards pursuant to a non-equity incentive plan.

Compensation Governance

For a discussion on policies and practices by the Board to determine the compensation of the Corporation's directors and executive officers, see "*Executive Compensation – Compensation Discussion and Analysis*". The Corporation has not established a compensation committee and does not intend to do so before the completion of a Qualifying Transaction.

Benefit, Contribution, Pension, Retirement, Deferred Compensation and Actuarial Plans

The Corporation currently has no defined benefit, defined contribution, pension, retirement, deferred compensation or actuarial plans for its Named Executive Officer (as defined below) or directors of the Corporation.

Compensation of Executive Officers

Named Executive Officers - Summary Compensation and Outstanding Option-Based Awards

Jason Krueger was appointed as the President, Chief Executive Officer of the Corporation effective September 23, 2014 and David McGoey was appointed as the Chief Financial Officer effective September 23, 2014 (collectively the "**Named Executive Officers**"). As at the date hereof, the Named Executive Officers have not received any salary, share-based awards, non-equity incentive plan compensation, pension value or other compensation. The Named Executive Officers are also directors of the Corporation.

Termination and Change of Control Benefits

Other than as provided for at common law, there is no contract, agreement, plan or arrangement that provides for payments to the Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in the Named Executive Officer's responsibilities.

Compensation of Directors

Director Compensation

Due to the Corporation's status as a CPC, no compensation other than Option-based awards have been paid to the Corporation's directors. The Corporation closed its IPO on April 30, 2015.

The following table sets forth information in respect of Option-based awards outstanding as at the end of the financial year ended December 31, 2015 held by directors of the Corporation other than the Named Executive Officer. The Corporation does not have outstanding share-based awards.

Name	No. of securities underlying unexercised Options (#) ⁽¹⁾	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In- The-Money Options(\$) ⁽²⁾
Jason Krueger	141,842	\$0.10	April 30, 2020	\$0.00
David McGoey	128,947	\$0.10	April 30, 2020	\$0.00
Randy Ollenberger	128,947	\$0.10	April 30, 2020	\$0.00
Lonny Thiessen	180,526	\$0.10	April 30, 2020	\$0.00
Paul Crilly	154,737	\$0.10	April 30, 2020	\$0.00

Note:

- ⁽¹⁾ The Corporation has calculated the grant date fair value of the Options granted to the directors of the Corporation using the Black-Scholes model. The Corporation chose this methodology because it is recognized as the most common methodology for valuing options and doing value comparisons. The Black-Sholes assumptions used by the Corporation for the Options granted on April 30, 2015, were: (i) an initial expected useful life of 4 years; (ii) a forfeiture rate of 0%; (iii) expected volatility of 90%; and (iv) risk-free interest rate of 0.81%.
- ⁽²⁾ Value is calculated based on the difference between the exercise price of the Options and the closing price of the Common Shares on the TSXV on December 31, 2016, of \$0.05.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Corporation's equity compensation plans under which equity securities are authorized for issuance as at December 31, 2016, the end of the most recently completed financial year.

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
The Option Plan	735,000 ⁽¹⁾⁽²⁾	\$0.10 ⁽¹⁾⁽²⁾	Nil ⁽¹⁾⁽³⁾
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	735,000⁽¹⁾⁽²⁾	N/A⁽¹⁾⁽²⁾	Nil⁽¹⁾⁽³⁾

Note:

- ⁽¹⁾ The Option Plan is a "rolling" stock option plan which reserves for issuance a maximum of 10% of the issued and outstanding Common Shares at the time of the Option grant.
- ⁽²⁾ On April 30, 2015, upon completion of the Corporation's initial public offering, the Corporation granted 735,000 Options to directors and officers of the Corporation with an exercise price of \$0.10 per Common Share.
- ⁽³⁾ The Corporation currently has no Options available for further issuance under the Option Plan.

CORPORATE GOVERNANCE DISCLOSURE

General

The Board views effective corporate governance as an essential element for the effective and efficient operation of the Corporation. The Corporation believes that effective corporate governance improves corporate performance and benefits all of its Shareholders. The following statement of corporate governance practices sets out the Board's review of the Corporation's governance practices relative to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Policy 58-201 - *Corporate Governance Guidelines*.

Board of Directors

The Board, which is responsible for supervising the management of the business and affairs of the Corporation, is currently comprised of five (5) directors. Following the Meeting, it is anticipated that there will be five (5) directors, of which three (3) are independent, as such term is defined in NI 58-101 and National Instrument 52-110 - *Audit Committees* ("NI 52-110"). The independent directors are Randy Ollenberger, Lonny Thiessen and Paul Crilly. Jason Krueger, the President, and David McGoey, the Chief Financial Officer, are not independent by virtue of them being members of the Corporation's management.

The Board has not adopted any formal terms of reference or mandate for the Board other than a charter (“**Audit Committee Charter**”) for the audit committee of the Corporation (“**Audit Committee**”) which is attached hereto as Schedule “B”.

The Board has plenary power to manage and supervise the management of the business and affairs of the Corporation and to act in the best interest of the Corporation. The Board is responsible for the overall stewardship of the Corporation and approves all significant decisions that affect the Corporation before they are implemented. The Board also considers their implementation and reviews the results. The Board has the responsibility to participate with management in finding, and ultimately approving, the Corporation’s Qualifying Transaction.

Other Reporting Issuer Experience

Certain of the Corporation’s directors or nominee directors are currently directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Term
Jason Krueger	Gold Horn International Enterprises Group Limited	TSX	Director	August 2015 – Present
David McGoey	Yellowhead Mining Inc.	TSX	Chief Financial Officer	February 2016 - Present

Orientation and Continuing Education of Board Members

The Corporation currently does not have any formal orientation or continuing education programs in place for new directors. At such time as there is a change in the Board, this policy will be reviewed.

Ethical Business Conduct

The Board is of the view that the fiduciary duties placed on individual directors pursuant to corporate legislation and the common law, and the conflict of interest provisions under corporate legislation which restricts 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 Corporation.

Nomination of Directors

The size of the Board is reviewed annually when the Board considers the number of directors to recommend for election at the annual meeting of Shareholders. The Board takes into account the number of directors required to carry out the Board duties effectively, and to maintain a diversity of view and experience.

Compensation of Directors and Officers

Other than Options granted pursuant to the Option Plan, the directors and officers of the Corporation are not currently compensated for acting in such capacities. See “*Executive Compensation - Compensation of Directors*”.

Other Board Committees

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

Assessment of Directors, the Board and Board Committees

The Board monitors the adequacy of information given to directors, the communications between the Board and management and the strategic direction and processes of the Board and its Audit Committee, to satisfy itself that the Board, its Audit Committee and its individual directors are performing effectively.

AUDIT COMMITTEE

The following information is provided in accordance with Form 52-110F2 under NI 52-110.

Audit Committee Charter

The primary function of the Audit Committee of the Corporation (the “**Committee**”) is to assist the Board of Directors of the Corporation (the “**Board**”) in fulfilling its oversight responsibilities by reviewing:

1. the financial information that will be provided to the shareholders and others;
2. the systems of internal controls which management and the Board have established; and
3. all audit processes.

Primary responsibility for the financial reporting, information systems, risk management and internal controls of the Corporation is vested in management and is overseen by the Board.

Composition of the Audit Committee

The Audit Committee of the Board currently consists of Lonny Thiessen, Paul Crilly and David McGoey. All members of the Audit Committee are “Financially Literate” as such term is defined in NI 52-110.

Relevant Education and Experience of Audit Committee Members

Lonny Thiessen

Mr. Thiessen is currently President and CEO of Western manufacturing Ltd., Partner of TAU Group, and Founding Partner of Westcap AG and Steelmax Processing Ltd.

Paul Crilly

Mr. Crilly has been a Chartered Accountant for 28 years and has over 23 years’ experience with numerous public and private companies in both operational and financial roles. Mr. Crilly received the ICD.D designation from the Institute of Corporate Directors in 2012.

David McGoey

Mr. McGoey was chairman of the audit committees of Destiny Resource Services Corp from 2003 to 2009, WIN Energy Corp from 2006 to 2007 and was audit committee chairman for Tesla Exploration Inc. from 2010 to July 2016. Mr. McGoey has been president, chief financial officer and director of several private companies and has over 35 years of public accounting experience.

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 (*De Minimis Non-audit Services*) of NI 52-110, the exemption in subsection 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services under the heading “*Accounting Systems, Internal Controls and Procedures*” of the Audit Committee Charter of the Corporation which is attached hereto as Schedule “B”.

External Auditor Service Fees (By Category)

The approximate aggregate fees paid by the Corporation to the external auditors of the Corporation for the two last financial years for audit fees are described below. The Corporation was incorporated on September 23, 2014.

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2016	\$6,741.00	Nil	Nil	Nil
December 31, 2015	\$7,864.50	Nil	Nil	Nil

Exemption

As an issuer listed on the TSXV, the Corporation currently relies on the exemption set forth in Section 6.1 of NI 52-110 pertaining to composition of the Audit Committee and reporting obligations under NI 52-110.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee of the Corporation, or any proposed nominee director, or any of their respective associates or affiliates, is or has been at any time since the beginning of the last completed fiscal year, indebted to the Corporation or any of its subsidiaries nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation or any of its subsidiaries.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth herein, the Corporation is not aware of any material interest, direct or indirect, of any “informed person” of the Corporation, any proposed director of the Corporation or any associate or affiliate, of any of the foregoing in any transaction since the commencement of the Corporation’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the company or any of its subsidiaries.

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

There are potential conflicts of interest to which all of the directors and officers of the Corporation may be subject in connection with the operations of the Corporation. All of the directors and officers are engaged in and will continue to be engaged in corporations or businesses, including publicly traded corporations, which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction, as such term is defined in the policies of the TSXV. Accordingly, situations may arise where all of the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (Alberta).

MANAGEMENT CONTRACTS

The Corporation has no management contracts or other arrangement in place where management functions are performed by a person or company other than the directors or executive officers of the Corporation.

ADDITIONAL INFORMATION

Additional financial information is provided in the Corporation's audited consolidated financial statements and management's discussion and analysis for the financial year ended December 31, 2016.

Any request for these documents can be made by contacting the President and Chief Executive Officer of the Corporation at 1900, 520 – 3rd Avenue SW, Calgary, Alberta, T2P 0R3. Information relating to the Corporation can also be obtained on SEDAR under the Corporation's profile at www.sedar.com.

SCHEDULE “A”
STOCK OPTION PLAN
OF
VIER CAPITAL CORP.

STOCK OPTION PLAN OF VIER CAPITAL CORP.

1. Purpose

The purpose of the Stock Option Plan (the "**Plan**") of **VIER CAPITAL CORP.**, a corporation incorporated under the *Business Corporations Act* (Alberta) (the "**Corporation**") is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Corporation (the "**Shares**"), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

2. Administration

The Plan shall be administered by the Board of Directors of the Corporation or by a special committee of the directors appointed from time to time by the Board of Directors of the Corporation pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors of the Corporation, is hereinafter referred to as the "**Board**"). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

3. Stock Exchange Rules

All options granted pursuant to this Plan shall be subject to rules and policies of any stock exchange or exchanges on which the common shares of the Corporation are then listed and any other regulatory body having jurisdiction hereinafter (hereinafter collectively referred to as, the "**Exchange**").

4. Shares Subject to Plan

Subject to adjustment as provided in Section 15 hereof, the Shares to be offered under the Plan shall consist of common shares of the Corporation's authorized but unissued common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding common shares of the Corporation from time to time. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

However, other than in connection with a "Qualifying Transaction" (as defined in Policy 2.4 of the Exchange) or otherwise accepted by the TSX Venture Exchange, during the time that the Corporation is a "Capital Pool Company" (as defined in Policy 2.4 of the Exchange), the aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the common shares of the Corporation issued and outstanding at the closing of the Corporation's initial public offering.

5. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

6. Eligibility and Participation

Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services to the Corporation or its subsidiaries ("**Management Company Employees**") shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as "**Participants**"). Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option. In the case of employees or consultants of the Corporation or Management Company Employees, the option agreements to which they are party must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

7. Exercise Price

- (a) The exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange.
- (b) Once the exercise price has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of an option may only be reduced if at least 6 months have elapsed since the later of the date of the commencement of the term, the date the Corporation's shares commenced trading or the date the exercise price was reduced. In the case of options held by insiders of the Corporation (as defined in the policies of the Exchange), the exercise price of an option may be reduced only if disinterested shareholder approval is obtained.

8. Number of Optioned Shares

- (a) The number of Shares subject to an option granted to anyone Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds the maximum number permitted by the Exchange.
- (b) No single Participant may be granted options to purchase a number of Shares equalling more than 5% of the issued common shares of the Corporation in any twelve month period unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.
- (c) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve month period to anyone consultant of the Corporation (or any of its subsidiaries).
- (d) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve month period to persons employed to provide investor relation activities. Options granted to Consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than 1\4 of the options vesting in any 3 month period.

9. Duration of Option

Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange, being 10 years for the TSX Venture Exchange.

10. Option Period, Consideration and Payment

- (a) The option period shall be a period of time fixed by the Board not to exceed the maximum term permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections 11 and 12 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Corporation or its subsidiaries, or death of the Participant.
- (b) Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.
- (c) Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period. To the extent required by the Exchange, no options may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Corporation.
- (d) Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Corporation or any of its subsidiaries, or a Management Company Employee of the Corporation or any of its subsidiaries.
- (e) The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Shares with respect to which the option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares of the Corporation unless and until the certificates for Shares issuable pursuant to options under the Plan are issued to him or them under the terms of the Plan.

11. Ceasing To Be a Director, Officer, Consultant or Employee

- (a) Subject to subsection (b), if a Participant shall cease to be a director, officer, consultant, employee of the Corporation, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Participant's services to the Corporation.
- (b) If the Participant does not continue to be a director, officer, consultant, employee of the Resulting Issuer upon completion of the Corporation's Qualifying Transaction (as such terms are defined in the policies of the Exchange), the options granted hereunder must be exercised by the Participant within the later of 12 months after completion of the Qualifying Transaction and 90 days after the Participant ceases to become a director, officer, consultant or employee of the Resulting Issuer.
- (c) Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, consultant, employee or Management Company Employee of the Corporation or of any of its subsidiaries or affiliates.

12. Death of Participant

Notwithstanding section 11, in the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

- (a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that such Participant was entitled to exercise the Option at the date of his death.

13. Rights of Optionee

No person entitled to exercise any option granted under the Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such option until such Shares shall have been issued.

14. Proceeds from Sale of Shares

The proceeds from the sale of Shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

15. Adjustments

If the outstanding common shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation or another corporation or entity through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, any adjustments relating to the Shares optioned or issued on exercise of options and the exercise price per Share as set forth in the respective stock option agreements shall be made in accordance to the terms of such agreements.

Adjustments under this Section shall be made by the Board whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Share shall be required to be issued under the Plan on any such adjustment.

16. Transferability

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the Exchange. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

17. Amendment and Termination of Plan

Subject to the policies, rules and regulations of any lawful authority having jurisdiction (including any exchange on which the Common Shares are listed for trading), the Board may at any time, without further action by the shareholders, amend the Plan or any option granted hereunder in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to ensure that options granted hereunder will comply with any provisions respecting stock options in the income tax or other laws in force in any country or jurisdiction of which a person to whom an option has been granted may from time to time be resident or citizen or the Board may at any time, without action by shareholders, terminate the Plan. The Board may not, however, without the consent of the option holder, alter or impair any of the rights or obligations under any option theretofore granted.

18. Necessary Approvals

The ability of a Participant to exercise options and the obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from shareholders of the Corporation and any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any Shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

19. Effective Date of Plan

The Plan has been adopted by the Board of the Corporation subject to the approval of the Exchange and, if so approved, subject to the discretion of the Board, the Plan shall become effective upon such approvals being obtained.

20. **Interpretation**

The Plan will be governed by and construed in accordance with the laws of the Province of Alberta.

SCHEDULE “B”
AUDIT COMMITTEE CHARTER
OF
VIER CAPITAL CORP.

VIER CAPITAL CORP.

(the “Corporation”)

AUDIT COMMITTEE CHARTER

I. PURPOSE

The primary function of the Audit Committee of the Corporation (the “**Committee**”) is to assist the Board of Directors of the Corporation (the “**Board**”) in fulfilling its oversight responsibilities by reviewing:

1. the financial information that will be provided to the shareholders and others;
2. the systems of internal controls which management and the Board have established; and
3. all audit processes.

Primary responsibility for the financial reporting, information systems, risk management and internal controls of the Corporation is vested in management and is overseen by the Board.

II. COMPOSITION AND PROCESS

1. The Committee shall be composed of a minimum of three directors, a majority of whom shall be independent as that term is defined in National Instrument 52-110 *Audit Committees* (“**NI 52-110**”).
2. Members shall be appointed by the Board on an annual basis, shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience.
3. The Chair of the Committee shall be appointed by the Board for a one-year term, and may serve any number of consecutive terms.
4. All members of the Committee shall be financially literate. Financial literacy is the ability to read and understand a balance sheet, income statement and cash flow statement that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.
5. The Chair shall, in consultation with management and the external auditor and internal auditor (if any), establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting. The external auditor will also receive notice of all meetings of the Committee. The Committee may employ a list of prepared questions and considerations as a portion of its review and assessment process.
6. The Committee shall try to meet at least four times per year and may call special meetings as required. A quorum at meetings of the Committee shall be its Chair and one of its other members. The Committee may hold its meetings, and members of the Committee may attend meetings, by telephone conference if this is deemed appropriate.
7. The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to Committee members with copies to the Board, the President (if any), the Chief Executive Officer (if any) and the Chief Financial Officer (if any).
8. The Committee reviews, prior to their presentation to the Board and their release, all material financial information required by securities regulations.
9. The Committee enquires about potential claims, assessments and other contingent liabilities.

10. The Committee periodically reviews with management, depletion, depreciation and amortization policies, loss provisions and other accounting policies for appropriateness and consistency.
11. The Charter of the Committee shall be reviewed by the Board on a bi-annual basis or as the Board deems appropriate.

III. AUTHORITY

1. The Committee is appointed by the Board pursuant to provisions of the *Business Corporations Act* (Alberta) and the bylaws of the Corporation.
2. Primary responsibility for the Corporation's financial reporting, accounting systems and internal controls is vested in senior management and is overseen by the Board. The Committee is a standing committee of the Board established to assist it in fulfilling its responsibilities in this regard. The Committee shall have responsibility for overseeing management reporting on internal controls. While it is management's responsibility to design and implement an effective system of internal control, it is the responsibility of the Committee to ensure that management has done so.
3. In fulfilling its responsibilities, the Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.
4. The Committee shall have direct communication channels with the internal auditors (if any) and the external auditors to discuss and review specific issues as appropriate.
5. The Committee shall have the sole authority to retain (or terminate) advisors or consultants as it determines necessary to assist the Committee in discharging its functions hereunder. The Committee shall establish the compensation to be paid to any advisors employed by the Committee and such compensation shall be paid by the Corporation as directed by the Committee.

IV. RELATIONSHIP WITH EXTERNAL AUDITORS

1. An external auditor must report directly to the Committee.
2. The Committee is directly responsible for overseeing the work of the external auditor including the resolution of disagreements between management and the external auditor regarding financial reporting.
3. The Committee shall implement structures and procedures to ensure that it meets with the external auditor on a regular basis and in any event at least once per year in the absence of management.

V. ACCOUNTING SYSTEMS, INTERNAL CONTROLS AND PROCEDURES

1. The Committee shall obtain reasonable assurance from discussions with and/or reports from management, and reports from external auditors that accounting systems are reliable and that the prescribed internal controls are operating effectively for the Corporation and its subsidiaries and affiliates.
2. The Committee shall review to ensure to its satisfaction that adequate procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements and will periodically assess the adequacy of those procedures.
3. The Committee shall direct the external auditor's examinations to particular areas.
4. The Committee will review control weaknesses identified by the external auditors, together with management's response and review with external auditors their view of the qualifications and performance of the key financial and accounting executives.

5. In order to preserve the independence of the external auditor, the Committee will:
 - (a) recommend to the Board the external auditor to be nominated;
 - (b) recommend to the Board the compensation for the external auditors' engagement; and
 - (c) review and pre-approve any engagements for non-audit services to be provided by the external auditors or its affiliates, together with estimated fees, and consider the impact (if any) on the independence of the external auditor.
6. The Committee will review with management and with the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting.
7. The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
8. The Committee shall establish a periodic review procedure to ensure that the external auditor complies with the Canadian Public Accountability Regime under National Instrument 52-108 *Auditor Oversight*.

VI. STATUTORY AND REGULATORY RESPONSIBILITIES

1. Annual Financial Information - review the annual audited financial statements and related management's discussion and analysis ("MD&A"), including any Letter to Shareholders, and related press releases (if any) if same contains material information and recommend their approval to the Board, after discussing matters such as the selection of accounting policies (and changes thereto), major accounting judgments, accruals and estimates with management and the external auditor.
2. Annual Report - review the MD&A section and all other relevant sections of the annual report, if prepared, to ensure consistency of all financial information included in the annual report.
3. Interim Financial Statements - review the quarterly interim financial statements and related MD&A, including any Letter to Shareholders and related press releases (if any) and recommend their approval to the Board.
4. Earnings Guidance/Forecasts - review forecasted financial information and forward-looking statements.

VII. REPORTING

1. The Committee will report, through the Chairperson of the Committee, to the Board following each meeting on the major discussions and decisions made by the Committee, and report annually to the Board on the Committee's responsibilities and how it has discharged them.
2. The Committee will review and reassess this Audit Committee Charter annually and recommend any proposed amendments to the Board.

VIII. OTHER RESPONSIBILITIES

1. Investigating fraud, illegal acts or conflicts of interest.
2. Discussing selected issues with corporate counsel or the outside auditor or management.

