HAMPTON FINANCIAL CORPORATION

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE THAT an annual general meeting (the "**Meeting**") of the shareholders of Hampton Financial Corporation (the "**Corporation**") will be held at the offices of Torkin Manes LLP, Suite 1500, 151 Yonge Street, Toronto, Ontario, Canada M5C 2W7 on Thursday, February 20, 2020 at 10:00 a.m., Eastern Time, for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended August 31, 2019 and the accompanying report of the auditors thereon;

2. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the auditors' remuneration, as more fully described in the management information circular dated January 21, 2020 (the "**Management Information Circular**"), accompanying this notice of Meeting;

3. to elect directors of the Corporation;

4. to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution ratifying and re-approving the amended and restated stock option plan of the Corporation (attached as Schedule "B" to the Management Information Circular), as more fully described in the Management Information Circular; and

5. to transact such other business as may be properly brought before the Meeting or any postponement or adjournment thereof.

A copy of the Management Information Circular and form of proxy accompany this notice of Meeting.

Only holders of multiple voting shares or subordinate voting shares in the capital of the Corporation of record as of January 16, 2020 are entitled to notice of the Meeting and to vote at the Meeting or at any adjournment or postponement thereof.

IMPORTANT

It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose. To be valid, all forms of proxy must be deposited at the office of the Registrar and Transfer Agent of the Corporation, Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any postponement or adjournment thereof. Late forms of proxy may be accepted or rejected by the Chairman of the Meeting in his discretion and the Chairman is under no obligation to accept or reject any particular late forms of proxy.

DATED at Toronto, Ontario, this 21st day of January, 2020.

By Order of the Board of Directors of Hampton Financial Corporation

(signed) Peter M. Deeb

Peter M. Deeb
Executive Chairman and Chief Executive Officer

HAMPTON FINANCIAL CORPORATION
MANAGEMENT INFORMATION CIRCULAR
January 21, 2020

SOLICITATION OF PROXIES

This management information circular (this "**Management Information Circular**") is provided in connection with the solicitation of proxies by management of Hampton Financial Corporation (the "**Corporation**") for use at the annual general meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of the Corporation. The Meeting will be held on Thursday, February 20, 2020 at 10:00 a.m. at the offices of Torkin Manes LLP, 151 Yonge Street, Suite 1500, Toronto, Ontario, Canada M5C 2W7, or at such other time or place to which the Meeting may be adjourned or postponed, for the purposes set forth in the notice of annual general meeting accompanying this Management Information Circular (the "**Notice**").

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of electronic communication. In accordance with National Instrument 54-101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the multiple voting shares and subordinate voting shares in the capital of the Corporation (together, the "**Shares**") held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

These securityholder materials are being sent to both registered and non-registered owners of the Shares. If you are a non-registered owner, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings or securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Accompanying this Management Information Circular (and filed with applicable securities regulatory authorities) is a form of proxy for use at the Meeting ("**Instrument of Proxy**" or "**form of proxy**"). Each Shareholder who is entitled to attend at Shareholders' meetings is encouraged to participate in the Meeting and Shareholders are urged to vote on matters to be considered in person or by proxy.

Unless otherwise stated, the information contained in this Management Information Circular is given as of January 21, 2020 (the "**Effective Date**").

All time references in this Management Information Circular are references to Eastern Time.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of a Proxy

Those Shareholders who wish to be represented at the Meeting by proxy must complete and deliver a proper form of proxy to Computershare Investor Services Inc. (the "**Transfer Agent**") either in person, or by mail or courier, to 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, by fax at 1 (866) 249 – 7775 or via the internet at www.investorvote.com.

The persons named as proxyholders in the Instrument of Proxy accompanying this Management Information Circular are directors or officers of the Corporation and are representatives of the Corporation's management for the Meeting. A Shareholder who wishes to appoint some other person (who need not be a Shareholder) to attend and act for him, her or it and on his, her or its behalf at the Meeting other than the management nominee designated in the Instrument of Proxy may do so by either: (i) crossing out the names of the management nominees AND legibly printing the other person's name in the blank space provided in the accompanying Instrument of Proxy; or (ii) completing another valid form of proxy. In either case, the completed form of proxy must be delivered to the Transfer Agent, at the place and within the time specified

herein for the deposit of proxies. A Shareholder who appoints a proxy who is someone other than the management representatives named in the Instrument of Proxy should notify the nominee of the appointment, obtain the nominee's consent to act as proxy, and provide instructions on how the Shares are to be voted. The nominee should bring personal identification to the Meeting. In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form).

In order to validly appoint a proxy, Instruments of Proxy must be received by the Transfer Agent (the address is stated above or in the Instrument of Proxy) at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting or any adjournment or postponement thereof. After such time, the Chairman of the Meeting may accept or reject a form of proxy delivered to him in his discretion but is under no obligation to accept or reject any particular late form of proxy.

Revoking a Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any other manner permitted by law, a proxy may be revoked with an instrument in writing signed and delivered to either the registered office of the Corporation or the Transfer Agent, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting, or any postponement or adjournment thereof at which the proxy is to be used, or deposited with the Chairman of such Meeting on the day of the Meeting, or any postponement or adjournment thereof. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

Also, a Shareholder who has given a proxy may attend the Meeting in person (or where the Shareholder is a corporation, its authorized representative may attend), revoke the proxy (by indicating such intention to the Chairman before the proxy is exercised) and vote in person (or withhold from voting).

Signature on Proxies

The form of proxy must be executed by the Shareholder or his or her duly appointed attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer whose title must be indicated. A form of proxy signed by a person acting as attorney or in some other representative capacity should indicate that person's capacity (following his signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has been previously filed with the Corporation).

Voting of Proxies

Each Shareholder may instruct his, her or its proxy how to vote his, her or its Shares by completing the blanks on the Instrument of Proxy.

The Shares represented by the enclosed Instrument of Proxy will be voted or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions. If a Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. In the absence of such direction, such Shares will be voted FOR each of the resolutions described in the Instrument of Proxy and below. If any amendment or variation to the matters identified in the Notice 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 accompanying Instrument of 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 Shares represented by a valid Instrument of Proxy will be voted in favour of the election of nominees set forth in this Management Information Circular except where a vacancy among such nominees occurs prior to the Meeting, in which case, such Shares may be voted in favour of another nominee in the proxyholder's discretion. As at the Effective Date, management of the Corporation knows of no such amendments or variations or other matters to come before the Meeting.

Advice to Beneficial Shareholders

The information set forth in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold Shares in their own name. Shareholders who hold their Shares through brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Shares in their own name (referred to in this Management Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders who are registered shareholders (that is, shareholders whose names appear on the records maintained by the registrar and transfer agent for the Shares as registered holders of Shares) will be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Shares will, in all likelihood, not be registered in the Shareholder's name. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are 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). Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers (or their agents and nominees) are prohibited from voting shares for the broker's clients. Subject to the following discussion in relation to NOBOs (as defined below), the Corporation does not know for whose benefit the shares of the Corporation registered in the name of CDS & Co., a broker or another nominee, are held.

There are two categories of Beneficial Shareholders for the purposes of applicable securities regulatory policy in relation to the mechanism of dissemination to Beneficial Shareholders of proxy-related materials and other securityholder materials and the request for voting instructions from such Beneficial Shareholders. Non-objecting beneficial owners ("**NOBOs**") are Beneficial Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Corporation, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. **Securities legislation restricts the use of that information to matters strictly relating to the affairs of the Corporation.** Objecting beneficial owners ("**OBOs**") are Beneficial Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Corporation.

The Corporation is entitled to deliver the Notice, this Management Information Circular, and a voting instruction form or a form of proxy, as applicable (collectively, the "**Meeting Materials**") to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. In accordance with the requirements of NI 54-101, the Corporation is sending the Meeting Materials directly to NOBOs and indirectly through intermediaries to OBOs. NI 54-101 permits the Corporation, in its discretion, to obtain a list of its NOBOs from intermediaries and use such NOBO list for the purpose of distributing the Meeting Materials directly to, and seeking voting instructions directly from, such NOBOs. The Corporation does not intend to pay the fees and expenses of intermediaries for delivery of the Meeting Materials to OBOs and, accordingly, OBOs will not receive the Meeting Materials unless their intermediary assumes the cost of delivery.

The Corporation has used a NOBO list to send the Meeting Materials directly to NOBOs whose names appear on that list. If the Transfer Agent has sent these materials directly to a NOBO, such NOBO's name and address and information about its holdings of Shares have been obtained from the intermediary holding such shares on the NOBO's behalf in accordance with applicable securities regulatory requirements. As a result, any NOBO of the Corporation can expect to receive a voting instruction form from the Transfer Agent. NOBOs should complete and return the voting instruction form to the Transfer Agent in the envelope provided. In addition, Internet voting is available. Instructions in respect of the procedure for Internet voting can be found in the voting instruction form. The Transfer Agent will tabulate the results of voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by such voting instruction forms.

Applicable securities regulatory policy requires intermediaries, on receipt of Meeting Materials that seek voting instructions from Beneficial Shareholders indirectly, to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings on Form 54-101F7 (*Request for Voting Instructions Made by Intermediary*) ("**Form 54-101F7**"). Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting or any adjournment(s) or postponement(s) thereof. Often, the form of proxy supplied to a

Beneficial Shareholder by its broker is identical to the form of proxy provided to registered shareholders; however, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder. Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and Form 54-101F7. Beneficial Shareholders can also write the name of someone else whom they wish to attend at the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in Form 54-101F7 will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in Form 54-101F7 or this Management Information Circular. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a voting instruction form in lieu of the form of proxy. Beneficial Shareholders are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Broadridge will then provide aggregate voting instructions to the Transfer Agent, which tabulates the results and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting or any adjournment or postponement thereof.

By choosing to send the Meeting Materials to NOBOs directly, the Corporation (and not the intermediary holding Shares on your behalf) has assumed responsibility for (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

All references to Shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice are to registered Shareholders unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The directors have fixed January 16, 2020 (the "**Record Date**") as the record date for the determination of shareholders entitled to receive notice of the Meeting. Only registered holders of Shares on the Record Date are entitled to receive notice and attend and vote at the Meeting.

As at the Effective Date, the Corporation is authorized to issue an unlimited number of subordinate voting shares, an unlimited number of multiple voting shares and an unlimited number of class A preferred shares. Each subordinate voting share entitles the holder to one vote, and each multiple voting share entitles the holder to twenty votes, in respect of any matter that may come before the Meeting. The class A preferred shares do not carry the right to vote.

As at the Effective Date, the Corporation had 15,910,370 issued and outstanding subordinate voting shares, 15,149,845 issued and outstanding multiple voting shares and 243,695 issued and outstanding class A preferred shares.

To the knowledge of the directors and senior officers of the Corporation as at the Effective Date, based on information provided on the System for Electronic Disclosure by Insiders (SEDI) and on information filed by third parties on the System for Electronic Document Analysis and Retrieval (SEDAR), the following persons or companies beneficially own, or exercise control or direction over, directly or indirectly, 10% or more of the voting rights attached to any class of voting securities of the Corporation:

Name	**Number of securities beneficially owned, or controlled or directed, directly or indirectly**	**Percentage of the class of outstanding voting securities**
Peter M. Deeb	2,113,500 subordinate voting shares(1)(2)(3)(5)	13.3% of subordinate voting shares
Peter M. Deeb	15,149,845 multiple voting shares(4)	100% of multiple voting shares

Notes:

(1) Peter M. Deeb holds 726,000 subordinate voting shares directly.

(2) Deeb & Company Limited ("**DeebCo**"), a company controlled by Peter M. Deeb, holds 1,387,500 subordinate voting shares. John H. Sununu, a director of the Corporation, is a minority shareholder of DeebCo and indirectly holds approximately 1.68% of the votes attaching to all outstanding shares of DeebCo.

(3) DeebCo, a company controlled by Peter M. Deeb, holds 850,000 warrants exercisable for subordinate voting shares on a one-for-one ratio. If DeebCo exercises all of the warrants for subordinate voting shares, Peter M. Deeb, directly and indirectly through DeebCo, could own and control approximately 2,963,500 subordinate voting shares, being

approximately 17.7% of the issued and outstanding subordinate voting shares (based on 16,760,370 subordinate voting shares then issued and outstanding).

(4) DeebCo, a company controlled by Peter M. Deeb, holds 15,149,845 multiple voting shares.

(5) The 15,149,845 multiple voting shares held by DeebCo, a company controlled by Peter M. Deeb, are convertible into subordinate voting shares on a one-for-one ratio. If DeebCo converts all of the multiple voting shares into subordinate voting shares, Peter M. Deeb, directly and indirectly through DeebCo, could own and control approximately 17,263,345 subordinate voting shares, being approximately 55.6% of the issued and outstanding subordinate voting shares (based on 31,060,215 subordinate voting shares then issued and outstanding).

The votes attaching to the 2,113,500 subordinate voting shares and 15,149,845 multiple voting shares of the Corporation owned and controlled by Peter M. Deeb constitutes approximately 95.7% of the total votes attaching to all of the Shares that may be voted at the Meeting.

Restricted Securities

The subordinate voting shares constitute "restricted securities" because, while they carry one vote per share, the Corporation's issued and outstanding multiple voting shares carry twenty votes per share. Under applicable Canadian securities laws, an offer to purchase multiple voting shares would not necessarily require that an offer be made to purchase subordinate voting shares. In accordance with the rules of the TSX Venture Exchange (the "**TSX-V**") designed to ensure that, in the event of a take-over bid, the holders of the subordinate voting shares will be entitled to participate on an equal footing with holders of multiple voting shares, the Corporation has entered into a customary coattail agreement (the "**Coattail Agreement**") dated July 29, 2016 with DeebCo, as the owner of all issued and outstanding multiple voting shares and Computershare Trust Company of Canada, as trustee. The Coattail Agreement contains provisions customary for TSX-V-listed corporations designed to prevent transactions that would otherwise deprive the holders of subordinate voting shares of rights to which they would have been entitled under applicable Canadian securities laws in the event of a take-over bid for multiple voting shares if the multiple voting shares had been subordinate voting shares.

As at the Effective Date, the Corporation had 15,910,370 issued and outstanding subordinate voting shares on a non-diluted basis, representing approximately 5% of the total votes attaching to all of the Shares that may be voted at the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Except:

(i) as set forth in this Management Information Circular;

(ii) for indebtedness that has been entirely repaid on or before the Effective Date; or

(iii) for "routine indebtedness" (as defined in paragraph 10.3(c) of Form 51-102F5 (*Information Circular*) of National Instrument 51-102 — *Continuous Disclosure Obligations* ("**NI 51-102**")),

the Corporation is not aware of any individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Corporation, a proposed nominee for election as a director of the Coporation or an associate of any of such director, executive officer or proposed nominee, who is, or has been at any time since the beginning of the most recently completed financial year indebted to the Corporation or any of its subsidiaries, or whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

Directors and employees, including officers, of Hampton Securities Limited ("**HSL**") (a wholly-owned indirect subsidiary of the Corporation) are entitled to have, for personal use, margin accounts for trading in securities and to the extent that such directors or employees utilize such accounts they may incur obligations to HSL from time to time relating to the purchase of securities held in such accounts. In connection with such margin accounts HSL is required to lodge a security deposit with a lending institution, the amount of which fluctuates in relation to the trading activity in such accounts.

During the financial year ended August 31, 2019, the Corporation entered into a loan agreement with one of its directors, also the controlling shareholder, whereby the Corporation agreed to advance an amount up to $2,500,760 being the equivalent to a corresponding payable the controlling shareholder has due to the carrying broker, National Bank Financial Inc, through its National Bank Independent Network division ("**NBIN**"). The loan was to be advanced in conjunction with the repayment schedule agreed with NBIN and carry an interest rate of 2%. Accrued interest and principal were scheduled to be repaid monthly starting September 1, 2019 until the final repayment on August 31, 2028. Actual advances made by the Corporation to NBIN on the controlling shareholder's behalf amounted to $897,000. On December 6, 2019, the advanced amount was repaid by the director (also the controlling shareholder).

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

Other than as disclosed in this Management Information Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any one of them, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No proposed director of the Corporation or informed person, or any associate or affiliate of a proposed director of the Corporation or informed person has any material interest, direct or indirect, in any transaction in which the Corporation has participated 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 Corporation or any of its subsidiaries.

EXECUTIVE COMPENSATION

The following information is presented in accordance with Form 51-102F6V (*Statement of Executive Compensation — Venture Issuers*) of NI 51-102, and provides details of all compensation for each of the directors and named executive officers ("**NEOs**") of the Corporation for the years ended August 31, 2019 and 2018.

In the two most recently completed financial years, the Corporation had four NEOs: (a) Peter M. Deeb, Executive Chairman, Chief Executive Officer; (b) Jason Mackey, Executive Vice President and Chief Financial Officer; (c) Joe Pavao, President, Chief Operating Officer; and (d) Steven Small, Executive Vice-Chairman. There were no other executive officers of the Corporation whose total compensation at the end of the most recently completed financial year was more than $150,000 for that financial year.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table discloses all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Corporation to each NEO and director for the financial years ended August 31, 2019 and 2018.

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Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Peter M. Deeb Director(8), Executive Chairman, CEO	2019 2018	562,791 1,187,291	— —	— —	— —	— —	562,791 1,187,291
Jason Mackey(1) Executive Vice-President, Chief Financial Officer	2019 2018	203,112 203,868	— 42,600(7)	— —	— —	— —	203,112 246,468
Joe Pavao(2) President, Chief Operating Officer	2019 2018	203,112 216,868	— 42,600(7)	— —	— —	— —	203,112 259,468
Steven Small(3) Director(8), Executive Vice-Chairman	2019 2018	296,875 250,000	— —	— —	— —	— —	320,875 274,000
John H. Sununu Director	2019 2018	40,000 40,000	— —	— —	— —	— —	40,000 40,000
Robert Sherman(4)(5) Director	2019 2018	104,121 89,849	— —	— —	— —	— —	104,121 89,849
William E. Thomson Director	2019 2018	40,000 40,000	— —	— —	— —	— —	40,000 40,000
Dan Mathieson(6) Director	2019 2018	20,000 —	— —	— —	— —	— —	20,000 —

Notes:

(1) Jason Mackey resigned as Executive Vice President and Chief Financial Officer effective as of October 31, 2019 and was replaced by Patrick Michaud as Chief Financial Officer.

(2) Joe Pavao resigned as President and Chief Operating Officer effective as of October 7, 2019 and was replaced by Sharon Castelino.

(3) Steven Small is not standing for re-election as a director of the Corporation at the Meeting.

(4) Robert Sherman is the Senior Vice President and Investment Advisor of HSL (an indirect subsidiary of the Corporation).

(5) Robert Sherman is not standing for re-election as a director of the Corporation at the Meeting.

(6) Dan Mathieson was elected to the Board at the Corporation's Annual General Meeting of Shareholders held February 26, 2019.

(7) Discretionary bonus accrued for but not yet paid pursuant to bonus pool entitling Messrs. Mackey and Pavao to receive, in cash or subordinate voting shares (at the discretion of the Board), up to 20% of the year-over-year increase in the Corporation's pre-tax net income, adjusted for certain extraordinary charges incurred during the year. The totality of these bonuses is discretionary and subject to Board approval.

(8) No compensation paid for director role.

Stock Options and Other Compensation Securities

The following table sets out compensation securities granted or issued by the Corporation to a director or NEO in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on the date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Steven Small(1) Director, Executive Vice-Chairman	Stock Option	250,000(2)(3) (1.6%)	November 30, 2018	$0.45	$0.32	$0.12	November 30, 2028

Notes:

(1) Steven Small is not standing for re-election as a director of the Corporation at the Meeting.
(2) Vested immediately as of November 30, 2018.
(3) Exercisable to acquire a total of 250,000 subordinate voting shares of the Corporation.

The following table sets out the total amount of compensation securities, and underlying securities, held by each NEO on the last day of the most recently completed financial year.

Name	**Total compensation securities**	**Description of underlying securities**
Peter M. Deeb	1,000,000 LTIP grant(5)	—(5)
Jason Mackey(1)	350,000 LTIP grant(5)(6)	—(5)(6)
Joe Pavao(2)	500,000 LTIP grant(5)(6)	—(5)(6)
Steven Small(3)	500,000 stock options(7)(8)(10) 1,000,000 LTIP grant(5)	500,000 subordinate voting shares —(5)
John H. Sununu	150,000 stock options(8)(9)(10)	150,000 subordinate voting shares
Robert Sherman(4)	150,000 stock options(8)(9)(10)	150,000 subordinate voting shares
William E. Thomson	150,000 stock options(8)(9)(10)	150,000 subordinate voting shares
Dan Mathieson	Nil	Nil

Notes:

(1) Jason Mackey resigned as Executive Vice President and Chief Financial Officer effective as of October 31, 2019 and was replaced by Patrick Michaud as Chief Financial Officer.
(2) Joe Pavao resigned as President and Chief Operating Officer effective as of October 7, 2019 and was replaced by Sharon Castelino.
(3) Steven Small is not standing for re-election as a director of the Corporation at the Meeting.
(4) Robert Sherman is not standing for re-election as a director of the Corporation at the Meeting.
(5) During the financial year ended August 31, 2017, the Corporation awarded 2,850,000 Long Term Incentive Plan (LTIP) grants to certain members of the executive team with an estimated fair value of $1,235,685 (estimated on the date of the grant using the Black-Scholes option pricing model using assumptions based on dividend yield, expected volatility, risk free rate and expected life). The LTIP grants vest over a three-year period of employment, may be settled, at the option of the Board, in cash or subordinated voting shares and may be triggered by the executive at any time after the third anniversary but not later than the tenth anniversary of the grant date. The calculation of the amount under the grant shall be equal to the net difference between $0.65 and the weight average closing price of the Company's shares for the 5 days immediately prior to the day of notice. No LTIP grant has vested as of the Effective Date.
(6) LTIP grant forfeited on resignation of employment. See note (1) and (2) above.
(7) Of the total stock options granted by the Corporation, 250,000 were granted on January 12, 2018 (and vested immediately) and 250,000 were granted on November 30, 2018 (and vested immediately).
(8) Granted by the Corporation on January 12, 2018.
(9) Vested one-third immediately as of January 12, 2018 and one-third on each of the first and second anniversaries of January 12, 2018.
(10) Exercisable at a price of $0.45 per share, have a term of 10 years from the date of the grant and are subject to the terms of the Stock Option Plan.

No NEO or director of the Corporation exercised compensation securities during the most recently completed financial year.

Stock Option Plans and Other Incentive Plans

Prior to the acquisition by the Corporation of all of the issued and outstanding securities of Hampton Equity Partners Limited on July 29, 2016 (the "**Qualifying Transaction**"), which constituted the Corporation's Qualifying Transaction pursuant to the policies of the TSX-V, the Corporation adopted a stock option plan dated January 7, 2015 (the "**Former Stock Option Plan**") pursuant to which the board of directors of the Corporation (the "**Board**") could from time to time, in its discretion and in accordance with TSX-V requirements, grant to directors, officers and employees of the Corporation as well as Management Company Employees and Consultants (as such terms are defined in TSXV Policy 4.4 — *Incentive Stock Options*), non-transferable options to purchase common shares of the Corporation ("**Common Shares**"), provided that the number of Common Shares reserved for issuance did not exceed 10% of the total issued and outstanding Common Shares of the Corporation, exercisable for a period of up to ten (10) years from the date of the grant.

An amended stock option plan to take effect following completion of the Qualifying Transaction was approved by the Shareholders on October 27, 2015. Following the Qualifying Transaction, the Board reviewed the amended stock option plan and decided to make further amendments thereto. At the annual and special meeting of shareholders of the Corporation held on November 30, 2016, the Shareholders approved and ratified an amended and restated stock option plan (the "**Stock Option Plan**"), a copy of which is attached hereto as Schedule "B".

The Stock Option Plan provides for the grant of non-transferable Options (as such term is defined in the Stock Option Plan) to purchase subordinate voting shares to the directors, officers and employees of the Corporation as well as Management Corporation Employees and Consultants (as such terms are defined in TSX-V Policy 4.4 – *Incentive Stock Options*) provided that the number of shares reserved for issuance will not exceed 10% of the aggregate number of outstanding subordinate voting shares of the Corporation, exercisable for a period of up to ten years from the date of the grant. The number of shares reserved for issuance under the Stock Option Plan and the shares subject to any Option and price at which an Option granted pursuant to the Stock Option Plan may be exercised (the "**Exercise Price**") thereof are subject to adjustment in the event of a stock dividend or a consolidation, subdivision or reclassification or other changes in the Corporation's capitalization.

The Stock Option Plan will be administered by the Board, which has the authority to delegate administration of the plan to one or more of its committees. All Options will be evidenced by a stock option certificate and vest in accordance with the vesting schedule set forth in such stock option certificate. The Exercise Price shall be determined by the Board when granted, but shall not be less than the last closing price of the subordinate voting shares on the TSX-V or such other principal exchange on which the shares of the Corporation are listed and posted for trading or, if a blackout period is in effect, the closing price two full days of trading after the blackout period.

The number of subordinate voting shares reserved for issuance to any individual director, officer or employee of the Corporation will not exceed 5% of the aggregate number of issued and outstanding subordinate voting shares. Such number will not exceed 2% in the case of all persons providing investor relations services to the Corporation and 2% in the case of all technical consultants of the Corporation in any 12-month period.

If the employment of an employee or consultant of the Corporation is terminated for cause, no Option held by such employee or consultant may be exercised following the date upon which termination occurred. If termination occurs for any reason other than cause, then any Option held by such employee or consultant shall be exercisable, in whole or in part, for a period not later than one year thereafter or prior to the expiry date of the Option, whichever is sooner, or such shorter period of time as may be determined by the Board when the Option is granted.

The Stock Option Plan also provides that if the expiry date for an Option falls within a Blackout Period (as such term is defined in the Stock Option Plan), the expiry date of such Option shall be automatically extended for ten business day following the end of the Blackout Period, on the condition that: (i) the Blackout Period was formally imposed by the Corporation pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information (as such term is defined in TSX-V Policy 1.1 – *Interpretation*); (ii) the Blackout Period must be deemed to have expired upon the general disclosure of the undisclosed Material Information; and

(iii) the automatic extension of an Option will not be permitted where the optionee or the Corporation is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Corporation's securities.

The Board may, at any time and without shareholder approval, amend, modify or terminate the Stock Option Plan. However, the Board may not make any amendments, modifications or changes to the Stock Option Plan or to any Option granted under the Stock Option Plan with respect to the following matters without the approval of the shareholders of the Corporation, in accordance with the applicable rules and regulations of the TSX-V:

(a) a material increase in the benefits under the Stock Option Plan;

(b) an increase in the number of subordinate voting shares reserved for issuance under the Stock Option Plan (except any increase resulting automatically from an increase in the aggregate number of issued and outstanding subordinate voting shares); and

(c) a material modification in the requirement as to eligibility for participation under the Stock Option Plan.

At the Meeting, pursuant to the policies of the TSX-V, Shareholders will be asked to ratify and re-approve the Stock Option Plan (see '*Matters to be Considered at the Meeting — Ratification and Approval of Stock Option Plan*' below).

Employment, Consulting and Management Agreements

The material terms of each agreement under which compensation was provided during the most recently completed financial year to, or is payable in respect of services provided to the Corporation or any of its subsidiaries by, each NEO or director, is set out below.

Peter M. Deeb, Executive Chairman and Chief Executive Officer

Mr. Peter M. Deeb entered into an executive employment agreement with the Corporation, pursuant to which Mr. Deeb is employed as Executive Chairman and CEO of the Corporation for a minimum term of four consecutive annual general meetings of the Corporation, commencing on October 1, 2016. Mr. Deeb and the Corporation also entered into an addendum to the executive employment agreement dated March 2, 2017 and a further addendum to the executive employment agreement in May 2018. In consideration of Mr. Deeb's services, the Corporation has agreed to pay Mr. Deeb an annual base salary of $200,000 and a one-time cash bonus of $200,000 payable at any time during the first year of the executive employment agreement, at the discretion of Mr. Deeb. In addition, Mr. Deeb is entitled to receive annual bonuses at the discretion of the board which may be paid in part by shares or equity-related instruments of the Corporation and a perquisite package of $24,000 per annum. Mr. Deeb is further entitled to participate in all equity-related plans maintained by the Corporation for executive level employees. Finally, Mr. Deeb is eligible for the Corporation's short-term, medium-term, and long-term incentive plans, and is eligible to receive a supplemental bonus at the discretion of the Board or the compensation committee for extraordinary performance or materially significant acquisitions or transactions. Pursuant to the executive employment agreement Mr. Deeb has been granted, as a signing bonus, a long-term incentive plan benefit that may be triggered by him following the third anniversary of his employment and which would entitle Mr. Deeb to receive, in cash or subordinate voting shares, the difference between $650,000 and the weighted average closing price of 1,000,000 subordinate voting shares for the five days immediately prior to giving notice of the triggering of such benefit. In the event of a change of control of the Corporation, the award shall be automatically triggered. If such change of control occurs before the third anniversary of Mr. Deeb's employment, the amount shall be increased to 1,500,000 subordinate voting shares.

In the event that Mr. Deeb's employment is terminated by the Corporation for reasons other than for cause, Mr. Deeb is entitled to all accrued but outstanding amounts of base salary, vacation pay, prerequisite package, expenses and equipment that have accrued up to the termination date. In addition, the Corporation shall pay Mr. Deeb (i) the aggregate bonuses for the year of termination (pro-rated to the termination date), and (ii) a cash payment equal to two times his base compensation. Mr. Deeb would also be entitled to continue to participate in the Corporation's benefit plans for a period of two years following the termination date. Such termination payments shall be inclusive of Mr. Deeb's entitlement to notice, termination pay and severance pay under the *Employment Standard Act, 2000* (Ontario).

Steven Small, Executive Vice Chairman

Dr. Steven Small entered into an executive employment agreement with the Corporation, pursuant to which Dr. Small is employed as Executive Vice Chairman of the Corporation for a minimum term of four consecutive annual general meetings of the Corporation, commencing on November 30, 2016. Dr. Small and the Corporation also entered into addenda to the executive employment agreement effective November 30, 2016 and March 2, 2017. In consideration of Dr. Small's services to the Corporation has agreed to pay Dr. Small an annual base salary of $200,000, which is to be increased by a minimum of 25% each year from the first anniversary of the commencement date of the employment. In addition, Dr. Small is entitled to receive annual bonuses at the discretion of the board which may be paid in part by shares or equity-related instruments of the Corporation and a perquisite package of $24,000 per annum. Dr. Small is further entitled to participate in all equity-related plans maintained by the Corporation for executive level employees. Dr. Small is eligible for the Corporation's short-term, medium-term, and long-term incentive plans, and is eligible to receive a supplemental bonus at the discretion of the Board or the compensation committee for extraordinary performance or materially significant acquisitions or transactions. Pursuant to the executive employment agreement Dr. Small has been granted, as a signing bonus, a long-term incentive plan benefit that may be triggered by him following the third anniversary of his employment and which would entitle Dr. Small to receive, in cash or subordinate voting shares, the difference between $650,000 and the weighted average closing price of 1,000,000 subordinate voting shares for the five days immediately prior to giving notice of the triggering of such benefit. In the event of a change of control of the Corporation, the award shall be automatically triggered. If such change of control occurs before the third anniversary of Dr. Small's employment, the amount shall be increased to 1,500,000 subordinate voting shares.

In the event that Dr. Small's employment is terminated by the Corporation for reasons other than for cause, Dr. Small is entitled to all accrued but outstanding amounts of base salary, vacation pay, prerequisite package, expenses and equipment that have accrued up to the termination date. In addition, the Corporation shall pay Dr. Small (i) the aggregate bonuses for the year of termination (pro-rated to the termination date), and (ii) a cash payment equal to two times his base compensation. Dr. Small is also entitled to continue to participate in the Corporation's benefit plan for a period of two years following the termination date. Such termination payments shall be inclusive of Dr. Small's entitlement to notice, termination pay and severance pay under the *Employment Standard Act, 2000* (Ontario).

Joe Pavao, President and Chief Operating Officer (Former)

The Corporation was previously a party to an employment agreement with Mr. Joe Pavao, effective November 14, 2016, and an amendment thereto dated March 2, 2017. Pursuant to the terms and conditions of the agreement, Mr. Pavao was employed as President and Chief Operating Officer of the Corporation and HSL. In consideration of Mr. Pavao's services, the Corporation agreed to pay Mr. Pavao an annual salary of $200,000. Mr. Pavao was entitled to participate in all executive bonus programs. Pursuant to his employment agreement, Mr. Pavao was granted, as a signing bonus, a long-term incentive plan benefit that may be triggered by him following the third anniversary of his employment and which would entitle Mr. Pavao to receive, in cash or subordinate voting shares, the difference between $325,000 and the weighted average closing price of 500,000 subordinate voting shares for the five days immediately prior to giving notice of the triggering of such benefit. In the event of a change of control of the Corporation, the award was to be automatically triggered. If such change of control was to occur before the third anniversary of Mr. Pavao's employment, the amount was to be increased to 750,000 subordinate voting shares.

Mr. Pavao resigned as President and Chief Operating Officer of the Corporation and HSL on October 7, 2019.

Jason Mackey, Executive Vice President and Chief Financial Officer (Former)

The Corporation was previously a party to an employment agreement with Mr. Joe Pavao, effective November 14, 2016, and an amendment thereto dated March 2, 2017. Pursuant to the terms and conditions of the agreement Mr. Mackey was employed as Executive Vice President and Chief Financial Officer of the Corporation and HSL. In consideration of Mr. Mackey's services, the Corporation agreed to pay Mr. Mackey an annual base salary of

$200,000 and a $50,000 cash bonus during his first year of employment. Mr. Mackey was entitled to participate in all executive bonus programs. Pursuant to his employment agreement, Mr. Mackey was granted, as a signing bonus, a long-term incentive plan benefit that may be triggered by him following the third anniversary of his employment and which would entitle Mr. Mackey to receive, in cash or subordinate voting shares, the difference between $227,500 and the weighted average closing price of 350,000 subordinate voting shares for the five days immediately prior to giving notice of the triggering of such benefit. In the event of a change of control of the Corporation, the award was to be automatically triggered. If such change of control was to occur before the third anniversary of Mr. Mackey's employment, the amount was to be increased to 525,000 subordinate voting shares.

Mr. Mackey resigned as Executive Vice President and Chief Financial Officer of the Corporation and HSL on October 31, 2019.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of the Corporation's NEOs and directors is determined by the full Board after review and consideration of recommendations from the Compensation Committee. Compensation is determined based on factors considered relevant and appropriate, including the level of service provided, the background and expertise of the individual director or officer, amounts paid by other companies in similar industries at similar stages of development, and compensation levels necessary to attract, retain and develop management of a high calibre. While the Board considers amounts paid by other companies in similar industries at similar stages of development in determining compensation, no specifically selected peer group has been identified as a comparable. Compensation is typically reviewed annually by the Compensation Committee and the Board, but may also be reviewed on an ad hoc basis as the need arises.

Other than compensation disclosed under '*Director and Named Executive Officer Compensation, Excluding Compensation Securities'* above, no additional compensation was paid to the Corporation's NEOs and directors during the financial year ended August 31, 2019. The significant elements of compensation awarded to, earned by, paid or payable to the NEOs for the most recently completed financial year are salary and commission.

No significant events occurred during the most recently completed financial year that significantly affected director or NEO compensation.

Pension Disclosure

No pension, retirement or deferred compensation plans, including defined contribution plans, for directors or NEOs have been instituted by the Corporation and none are proposed at this time.

Securities Authorized for Issuance under Equity Compensation Plans

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

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Plan Category	**Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)**(1)(5)(6)(7)	**Weighted-average exercise price of outstanding options, warrants and rights**	**Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))**
Equity compensation plans approved by securityholders	1,100,000(2) subordinate voting shares	0.45	316,037(3) subordinate voting shares
Equity compensation plans not approved by securityholders	243,695(4) subordinate voting shares	1.00	2,056,305(4) subordinate voting shares
Total	1,343,695 subordinate voting shares	1.45	2,372,342 subordinate voting shares

Notes:

(1) The outstanding options granted under the Former Stock Option Plan expired on July 29, 2017.

(2) On January 12, 2018, the Corporation granted options under the Stock Option Plan to certain of its directors and officers to acquire a total of 850,000 subordinate voting shares of the Corporation. Subsequently, on November 30, 2018, the Corporation granted options under the Stock Option Plan to a director and officer to acquire a total of 250,000 subordinate voting shares of the Corporation. All of the options granted are exercisable at a price of $0.45 per share, have a term of 10 years from the date of the grant and are subject to the terms of the Stock Option Plan.

(3) The aggregate number of subordinate voting shares that may be reserved for issuance, from time to time, under the Stock Option Plan shall not exceed ten (10%) percent of the total aggregate number of subordinate voting shares of the Corporation outstanding on a non-diluted basis.

(4) In connection with the preferred share offering of the Corporation during the financial year ended August 31, 2017, the Corporation issued, in two tranches, 243,695 warrants. Each warrant entitles the holder, upon the exercise thereof, to purchase one subordinate voting share in the capital of the Corporation at the price of $1.00 per warrant for a period of 60 months following the date of the closing. The two tranches closed on June 28, 2017 and July 5, 2017, respectively. These warrants were issued under a warrant indenture dated as of July 5, 2017, which created and authorized to be issued a maximum of 2,300,000 warrants (subject to adjustment as therein provided).

(5) In connection with a non-brokered private placement unit offering of the Corporation closed on December 31, 2018, the Corporation issued 850,000 warrants. Each warrant entitles the holder, upon the exercise thereof, to purchase one subordinate voting share in the capital of the Corporation at the price of $0.40 per warrant for a period of 24 months following the date of the closing.

(6) During the financial year ended August 31, 2017, the Corporation awarded 2,850,000 Long Term Incentive Plan (LTIP) grants to certain members of the executive team with an estimated fair value of $1,235,685 (estimated on the date of the grant using the Black-Scholes option pricing model using assumptions based on dividend yield, expected volatility, risk free rate and expected life) (as of the Effective Date, of the total LTIP grants, 850,000 have been forfeited by the holders thereof). The LTIP grants vest over a three-year period of employment, may be settled, at the option of the Board, in cash or subordinated voting shares and may be triggered by the executive at any time after the third anniversary but not later than the tenth anniversary of the grant date. The calculation of the amount under the grant shall be equal to the net difference between $0.65 and the weight average closing price of the Company's shares for the 5 days immediately prior to the day of notice. No LTIP grant has vested as of the Effective Date. See "*Executive Compensation—Stock Options and Other Compensation Securities*" above.

(7) In connection with a non-brokered private placement unit offering of the Corporation closed on February 22, 2019, the Corporation issued 100,000 warrants. Each warrant entitles the holder, upon the exercise thereof, to purchase one subordinate voting share in the capital of the Corporation at the price of $0.40 per warrant for a period of 24 months following the date of the closing.

AUDIT COMMITTEE

Under National Instrument 52-110 — *Audit Committees* ("**NI 52-110**"), the Corporation is required to include in this Management Information Circular the disclosure required under Form 52-110F2 (*Disclosure by Venture Issuers*) with respect to the audit committee (the "**Audit Committee**") of the Board.

The Audit Committee's Charter

The Audit Committee's charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The table below sets out each current member of the Audit Committee and states whether or not the member is (i) independent and (ii) financially literate:

Name	Independence Status[(1)]	Financial Literacy Status
William E. Thomson (Chair)	Independent	Financially Literate
Dan Mathieson	Independent	Financially Literate
Peter M. Deeb	Not Independent[(2)]	Financially Literate

Notes:

(1) The Corporation is a "venture issuer" for the purposes of NI 52-110 and is therefore relying upon the exemption provided in Section 6.1 of NI 52-110 as the Corporation is a "venture issuer". As a result, the Corporation is exempt from the requirements of Part 3 (*Composition of Audit Committee*) of NI 52-110.

(2) Peter M. Deeb is not considered independent of the Corporation by reason of his role as an executive officer of the Corporation.

Relevant Education and Experience

Described below for each member of the Audit Committee is a brief description of the education and experience relevant to the performance of his responsibilities as an audit committee member and from which he derived his "financial literacy" as defined in NI 52-110.

William E. Thomson – Mr. Thomson is the Managing Partner of Mercana Growth Partners a merchant banking business focused on providing strategic advice, operational experience and financial acumen to develop and execute business plans and attract capital to enable entrepreneurial businesses to succeed. He has 35 years' experience in completing business turnarounds and sourcing private equity for emerging growth companies and management consulting. Mr. Thomson holds the designations of chartered professional accountant and chartered accountant, granted by the Chartered Professional Accountants of Ontario.

Dan Mathieson – Mr. Mathieson is in his fifth term as Mayor of Stratford, Ontario and has sat on municipal council since 1995. During his tenure, Mr. Mathieson has been a member on numerous boards and committees in healthcare, municipal affairs, law enforcement, athletics, not-for-profits, universities and colleges. As well, Mr. Mathieson received the Queen Elizabeth II Golden Jubilee Medal in 2002 for public service. Mr. Mathieson holds a Bachelor of Arts Degree from the University of Guelph and a Masters of Public Administration Degree from the University of Western Ontario.

Peter M. Deeb – Mr. Deeb has been an investment advisor for over 18 years and he is the founder and Chairman of Hampton Securities Limited, a registered investment dealer. Mr. Deeb has been active in regulatory matters affecting the investment industry in Canada having served as Chairman of the Ontario District Counsel of IIROC and as Chairman of its National Advisory Committee.

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

The Corporation is relying on the exemption provided in Section 6.1 of NI 52-110 as the Corporation is a "venture issuer". As a result, the Corporation is exempt from the requirements of Part 3 (*Composition of Audit Committee*) and Part 5 (*Reporting Obligations*) 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, as described in the Audit Committee charter (attached hereto as Schedule "A").

External Auditor Service Fees (By Category)

The table below sets out all fees billed by the Corporation's external auditor in respect of the Corporation's fiscal years ended August 31, 2019 and August 31, 2018.

Financial Year End	Audit Fees(1)	Audit Related Fees(2)	Tax Fees(3)	All Other Fees(4)
August 31, 2019	$180,000	$0	$15,000	$0
August 31, 2018	$95,000	$59,000	$13,900	$0

Notes:

(1) "Audit Fees" are fees billed by the Corporation's external auditor for services provided in auditing the Corporation's financial statements for the financial year.

(2) "Audit-Related Fees" are fees not included in Audit Fees that are billed by the auditor for assurance and related services that are reasonably related to performing the audit or reviewing the Corporation's financial statements.

(3) "Tax Fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning.

(4) "All Other Fees" are fees billed by the auditor for products and services not included in the previous categories.

AUDITOR

The auditors of the Corporation are MNP LLP.

Effective September 10, 2019, BDO Canada LLP resigned on its own initiative as the Corporation's auditor. The resignation of BDO Canada LLP was considered and accepted by the Audit Committee and by the Board. Effective October 8, 2019, the Board resolved to appoint MNP LLP as the Corporation's successor auditor. The appointment of MNP was considered and accepted by the Audit Committee and by the Board.

Attached hereto as Schedule "C" is a copy of the "reporting package" as that term is defined in NI 51-102, consisting of the change of auditor notices of the Corporation, the letter from MNP LLP (as successor auditor) and the letter from BDO Canada LLP (as former auditor).

BDO Canada LLP's report on any of the Corporation's financial statements relating to the "relevant period" as that term is defined in Section 4.11 of NI 51-102 did not express a modified opinion. In the opinion of the Corporation, there have been no "reportable events" as that term is defined in Section 4.11 of NI 51-102.

CORPORATE GOVERNANCE

Set forth below is a description of the Corporation's current corporate governance practices, as prescribed by Form 58-101F2 (*Corporate Governance Disclosure (Venture Issuers)*), which is attached to National Instrument 58-101 — *Disclosure of Corporate Governance Practices* ("**NI 58-101**").

In establishing its corporate governance practices, the Board has been guided by applicable Canadian securities legislation and the guidelines of the TSX-V for effective corporate governance, including National Policy 58-201 — *Corporate Governance Guidelines*. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interests of its shareholders, but that it also promotes effective decision making at the Board level.

Board of Directors

The Board has overall responsibility for the business and affairs of the Corporation.

Subject to certain exceptions, a director is "independent" within the meaning of NI 58-101 if he or she has no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship that could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment. Certain types of relationships are, by their nature, considered to be material relationships.

A total of six persons have been nominated for election to the Board. The Board has determined that if all such nominees are elected, the Board will consist of four directors who are independent within the meaning of NI 58-101 and two directors that are not.

The Corporation will take steps to ensure that adequate structures and processes are in place to permit the Board to function independently of the Corporation's management. The role of the Chair of the Board will be to effectively manage and to provide leadership to the Board and to ensure that the policies and procedures adopted by the Board will allow the Board to function independent of the Corporation's management. Where matters arise at meetings of the Board which require decision making and evaluation that is independent of the Corporation's management and interested directors of the Corporation, directors will hold an "in-camera" session among the independent and disinterested directors, without the Corporation's management being present at such meeting.

The lead director of the Corporation is William E. Thomson.

Independent Directors

The Board considers the following existing directors and proposed directors of the Corporation to be "independent" directors within the meaning of NI 58-101 since they are each independent of management and free from any material relationship with the Corporation.

- John Sununu
- William E. Thomson
- Dan Mathieson
- Ralph Lean, Q.C.

The basis for this determination is that, since the date of incorporation of the Corporation, none of the foregoing individuals have worked for the Corporation, received remuneration from the Corporation or had material contracts with or material interests in the Corporation which could interfere with their ability to act with a view to the best interests of the Corporation.

Ralph Lean, Q.C. is a proposed director who is not already a director of the Corporation.

Non-Independent Directors

The following existing directors and proposed directors of the Corporation are not considered "independent" directors within the meaning of NI 58-101.

- Peter M. Deeb, as he is an executive officer of the Corporation
- Steven Small, as he is an executive officer of the Corporation
- Robert Sherman, as he is an employee of a subsidiary of the Corporation
- Sharon Castelino, as she is an executive officer of the Corporation

Steven Small and Robert Sherman are not standing for re-election as directors of the Corporation at the Meeting.

Sharon Castelino is a proposed director who is not already a director of the Corporation.

Other Public Board Directorships

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

Name of Director	Name of Other Reporting Issuer
John H. Sununu	Anglo-Asian Mining plc, U.K., London Stock Exchange (AIM)
William E. Thomson	Score Media and Gaming Inc., TSX
Ralph Lean, Q.C.	Score Media and Gaming Inc., TSX QMX Gold Corporation, TSX-V

Orientation and Continuing Education

While the Corporation does not have formal orientation and training programs, new members of the Board are provided with (a) information respecting the functioning of the Board, committees, and copies of the Corporation's corporate governance policies, if applicable, (b) access to recent, publicly filed documents of the Corporation, and (c) access to the management.

Directors are encouraged to communicate with the management, the auditors and the technical consultants, and to keep themselves current with industry trends and developments and changes in legislation with the management's assistance. Directors have full access to the Corporation's records.

Ethical Business Conduct

The directors maintain that the Corporation must conduct and be seen to conduct its business dealings in accordance with all applicable laws and the highest ethical standards. The Corporation's reputation for honesty and integrity among its shareholders and other stakeholders is key to the success of its business. No employee or director will be permitted to achieve results through violation of laws or regulations, or through unscrupulous dealings.

Any director with a conflict of interest or who is capable of being perceived as being in conflict of interest with respect to the Corporation must abstain from discussion and voting by the Board or any committee of the Board on any motion to recommend or approve the relevant agreement or transaction. The Board must comply with conflict of interest provisions of the *Business Corporations Act* (Ontario).

The Board views good corporate governance and ethical business conduct as an integral component to the success of the Corporation and to meet responsibilities to its shareholders. The Corporation has not yet adopted a Code of Conduct or taken formal steps to encourage or promote a culture of ethical business conduct but is actively considering such issues.

Nomination of Directors

Both the directors and management are responsible for selecting nominees for election to the Board. At present, there is no formal process established to identify new candidates for nomination. The Board and management determine the requirements for skills and experience needed on the Board from time to time. The present Board and management expect that new nominees have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, support for the Corporation's business objectives and a willingness to serve.

Compensation

The Corporation has a Compensation Committee, composed of Dan Mathieson (Chair), William E. Thomson and Peter M. Deeb, that has a mandate to, among other things, review and approve all senior management contracts. See '*Executive Compensation*' above.

Other Board Committees

Other than the Audit Committee and the Compensation Committee, the Board has a Corporate Governance Committee, composed of Steven Small (Chair), John Sununu and Peter M. Deeb, that has a mandate for developing the Corporation's approach to governance issues. Mr. Small is not standing for re-election as a director of the

Corporation at the Meeting. The Board intends to select a new Chair of the Corporate Governance Committee after the Meeting.

Assessments

The directors believe that nomination to the Board is not open ended and that directorships should be reviewed carefully for alignment with the strategic needs of the Corporation. To this extent, the directors constantly review (a) individual director performance and the performance of the board of directors as a whole, including processes and effectiveness; (b) the performance of each committee of the Board; and (c) the performance of the Chairman, if any, of the Board.

MANAGEMENT CONTRACTS

The Corporation does not currently have any management contracts in place under which management functions are performed other than by the directors and executive officers of the Corporation or its subsidiaries.

MATTERS TO BE CONSIDERED AT THE MEETING

To the knowledge of the Board, the only matters to be brought before the Meeting are set forth in the accompanying Notice. These matters are described in more detail below.

1. Financial Statements

The audited consolidated financial statements of the Corporation for the year ended August 31, 2019 and the auditors' report thereon will be placed before the Shareholders at the Meeting. The audited consolidated financial statements will have already been mailed to shareholders that have requested them and are also available from the Corporation upon request or they can be found on SEDAR at www.sedar.com. No vote by the Shareholders with respect to the audited consolidated financial statements is required or proposed to be taken.

2. Appointment of Auditors

The auditors of the Corporation are MNP LLP. MNP LLP were first appointed as auditors of the Corporation on October 8, 2019.

Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass an ordinary resolution to appoint MNP LLP as auditors of the Corporation to hold office until the next annual meeting of Shareholders and to authorize the directors to fix their remuneration. To be effective, the ordinary resolution must be approved by the affirmative vote of a majority of the votes cast by the holders of Shares present in person or by proxy at the Meeting. **Unless such authority is withheld, the persons designated as proxyholder in the accompanying Instrument of Proxy intend to vote FOR the appointment of MNP LLP as auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the directors to fix their remuneration.**

3. Election of Directors

At the Meeting, it is proposed that six directors be elected to the Board. Each nominee for election as director is currently a director of the Corporation, except for Ralph Lean, Q.C. and Sharon Castelino. Steven Small and Richard Sherman are not standing for re-election as directors of the Corporation at the Meeting.

Each director's term of office will expire at the next annual meeting of Shareholders of the Corporation or when his successor is duly elected or appointed, unless his term ends earlier in accordance with the articles or by-laws of the Corporation, he resigns from office or becomes disqualified to act as a director of the Corporation.

Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass an ordinary resolution to elect the six persons described below as directors of the Corporation to hold office until the next annual meeting of Shareholders or until their successors are elected or appointed. To be effective, the ordinary resolution must be approved by the affirmative vote of a majority of the votes cast by the holders of Shares present in person or by proxy at the Meeting. **Unless such authority is withheld, the persons designated as proxyholder in the accompanying Instrument of Proxy intend to vote FOR the six persons described below as directors of the Corporation to hold office until the next annual meeting of Shareholders or until their successors are elected or appointed.**

The following table sets forth the name of each of the persons proposed to be nominated for election as a director of the Corporation, all positions and offices in the Corporation presently held by such nominees, the nominees' municipality and country of residence and principal occupation, the period during which the nominees have served as directors, the nominees' memberships on each committee of the Board, and the number and percentage of Shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised.

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Name and municipality of residence	Position with the Corporation and date first appointed to the Board	Principal occupation[1]	Number and percentage of Shares beneficially owned by the nominees, directly or indirectly, or over which control or direction is exercised[19]
Peter M. Deeb[2][4][6] Toronto, Ontario, Canada	Director, Executive Chairman and Chief Executive Officer July 29, 2016	Executive Chairman and Chief Executive Officer of the Corporation and HSL (investment dealer)	2,113,500 subordinate voting shares (13.3%)[9][10][11][13] 15,149,845 multiple voting shares (100%)[12]
John H. Sununu[6] Hampton Falls, NH, USA	Director July 29, 2016	President and Chief Executive Officer, JHS Associates LLC	175,000 subordinate voting shares (1.1%)[14]
William E. Thomson[2][3][4][8] Toronto, Ontario, Canada	Director November 30, 2016	Managing Partner of Mercana Growth Partners (merchant banking business)	Nil[14]
Dan Mathieson[2][4][5] Stratford, Ontario, Canada	Director February 26, 2019	Mayor of Stratford, Ontario	225,000 subordinate voting shares (1.4%)[15][16][17]
Ralph Lean, Q.C. Toronto, Ontario, Canada	—[18]	Counsel, Gowling WLG (law firm)	Nil
Sharon Castelino Toronto, Ontario, Canada	President and Chief Operating Officer[18]	President and Chief Operating Officer of the Corporation and HSL	500,000 subordinate voting shares (3.1%)

Notes:

(1) Information as to principal occupation, business or employment is not within the knowledge of management of the Corporation and has been furnished by the respective individuals.

(2) Member of the Audit Committee.

(3) Chair of the Audit Committee.

(4) Member of the Compensation Committee.

(5) Chair of the Compensation Committee.

(6) Member of the Corporate Governance Committee.

(7) Chair of the Corporate Governance Committee.

(8) Lead Director.

(9) Peter M. Deeb holds 726,000 subordinate voting shares directly.

(10) DeebCo, a company controlled by Peter M. Deeb, holds 1,387,500 subordinate voting shares. John H. Sununu, a director of the Corporation, is a minority shareholder of DeebCo and indirectly holds approximately 1.68% of the votes attaching to all outstanding shares of DeebCo.

(11) DeebCo, a company controlled by Peter M. Deeb, holds 850,000 warrants exercisable for subordinate voting shares on a one-for-one ratio. If DeebCo exercises all of the warrants for subordinate voting shares, Peter M. Deeb, directly and indirectly through DeebCo, could own and control approximately 2,963,500 subordinate voting shares, being approximately 17.7% of the issued and outstanding subordinate voting shares (based on 16,760,370 subordinate voting shares then issued and outstanding)

(12) DeebCo, a company controlled by Peter M. Deeb, holds 15,149,845 multiple voting shares

(13) The 15,149,845 multiple voting shares held by DeebCo, a company controlled by Peter M. Deeb, are convertible into subordinate voting shares on a one-for-one ratio. If DeebCo converts all of the multiple voting shares into subordinate voting shares, Peter M. Deeb, directly and indirectly through DeebCo, could own and control approximately 17,263,345 subordinate voting shares, being approximately 55.6% of the issued and outstanding subordinate voting shares (based on 31,060,215 subordinate voting shares then issued and outstanding).

(14) Granted options by the Corporation on January 12, 2018 under the Stock Option Plan to acquire 150,000 subordinate voting shares of the Corporation. All of the options granted are exercisable at a price of $0.45 per share, have a term of 10 years and are subject in all respects to the terms of the Stock Option Plan and the requirements of the TSX-V.

(15) Dan Mathieson holds 100,000 subordinate voting shares directly.

(16) Mathieson & Associates Insurance Ltd., a company controlled by Dan Mathieson, holds 125,000 subordinate voting shares.

(17) In connection with a non-brokered private placement unit offering of the Corporation closed on February 22, 2019, Dan Mathieson was issued by the Corporation 100,000 warrants. Each warrant entitles the holder, upon the exercise thereof, to purchase one subordinate voting share in the capital of the Corporation at the price of $0.40 per warrant for a period of 24 months following the date of the closing. If Dan Mathieson converts all of the warrants into subordinate voting shares, Dan Mathieson, directly and indirectly through Mathieson & Associates Insurance Ltd., could own and control approximately 325,000 subordinate voting shares, being approximately 2% of the issued and outstanding subordinate voting shares (based on 16,010,370 subordinate voting shares then issued and outstanding).

(18) Ralph Lean, Q.C. and Sharon Castelino are proposed directors who are not already directors of the Corporation.

(19) This information, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually, as of the Effective Date.

Certain biographical information regarding the proposed directors is set out below.

Peter M. Deeb — Mr. Deeb has been an investment advisor for over 27 years and he is the founder and Chairman of Hampton Securities Incorporated. Mr. Deeb has been active in regulatory matters affecting the investment industry in Canada having served as Chairman of the Ontario District Counsel of IIROC and as Chairman of its National Advisory Committee. Peter is a member of the board of RIFT Energy Corporation and The Canadian Opera Company.

John H. Sununu — Mr. Sununu represented Salem in the New Hampshire State Legislature from 1973-1974. He became New Hampshire’s 75th Governor on January 6, 1983, and served three consecutive terms. On January 21, 1989, Governor Sununu was commissioned Chief of Staff to President George H. W. Bush, serving in the White House until March 1, 1992. From 1992 until 1998, he co-hosted CNN’s nightly Crossfire program, a news/public affairs discussion program.

William E. Thomson — Mr. Thomson is the Managing Partner of Mercana Growth Partners, a merchant banking business focused on providing strategic advice, operational experience and financial acumen to develop and execute business plans and attract capital to enable entrepreneurial businesses to succeed. Mr. Thomson has 35 years’ experience in completing business turnarounds and sourcing private equity for emerging growth companies and management consulting.

Daniel Mathieson — Mr. Mathieson is in his fifth term as Mayor of Stratford, Ontario and has sat on municipal council since 1995. During his tenure, Mr. Mathieson has been a member on numerous boards and committees in healthcare, municipal affairs, law enforcement, athletics, not-for-profits, universities and colleges. Mr. Mathieson is currently Chair of the Ontario Municipal Property Assessment Corporation (MPAC), Chair of Kings University College at Western University, Chair of the Stratford Police Services Board, a member of the Board of Directors of Festival Hydro and Rhyzome Networks, the Stratford Festival, and the Advisory Board of the University of Waterloo-Stratford Campus. Mr. Mathieson is also a Governor on the Board of i-Canada and is on the Advisory Board for Walsh University - Institute for the Study of the Intelligent Community. In November, 2015, Mr. Mathieson was awarded the Alumni Award of Excellence from the Master of Public Administration, Local Government program at Western University. He is also the 2016 Western University, Public Administration Distinguished Practitioner in Residence, lecturing on governance and innovation in public institutions. In 2012, Mr. Mathieson was chosen by the Canadian Advanced Technology Alliance (CATA) to receive the Queen Elizabeth II Diamond Jubilee Medal, paying tribute to community leaders whose endeavours have set them apart as technology innovators. As well, Mr. Mathieson received the Queen Elizabeth II Golden Jubilee Medal in 2002 for public service. Mr. Mathieson holds a Bachelor of Arts Degree from the University of Guelph and a Masters of Public Administration Degree from the University of Western Ontario.

Ralph Lean, Q.C. —Ralph E. Lean is a highly regarded business lawyer and a trusted adviser to clients that range from start-ups to global corporations. A corporate director certified by the Institute of Corporate Directors, Mr. Lean has held many leadership positions. Mr. Lean currently serves on several public, private and not-for-profit corporations, including: Score Media and Gaming (director); QMX Gold Corporation (director); Dream Maker Developments (chair); B'nai Brith Canada (board of governors); Justin Eves Foundation (board of trustees); and Portage Program for Drug Dependencies Inc. (governor). Mr. Lean is also the honorary consul to the Kingdom of

Morocco and a distinguished counsel in residence at Ryerson University, where he teaches an MBA and fourth year undergraduate class at the Ted Rogers School of Management. In 2013, Mr. Lean was awarded the Queen Elizabeth II Diamond Jubilee Medal. He was also awarded an honorary doctor of laws from Ryerson University in 2015. He has, arguably, one of the most extensive network of contacts in the country, prompting the National Post to call him one of Canada's "most influential" business people.

Sharon Castelino — Ms. Castelino has built an impressive track record of strategic, operational and multi-faceted leadership within the financial services industry. Ms. Castelino was most recently Vice President, Home Financing Solutions, Scotiabank and has held executive roles at TD Bank, Real Matters and CIBC. Ms. Castelino earned her MBA with Distinction, Ivey Scholar from the Richard Ivey School of Business, completed her undergraduate degree from York University and McGill University and received her ICD.D certification from the Institute of Corporate Directors.

Cease Trade Orders

Except as described below, no proposed director of the Corporation is, as at the Effective Date, or has been, within the 10 years before the Effective Date, a director, chief executive officer or chief financial officer of any company (including the Corporation), that:

(a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes hereof, “order” means (a) a cease trade order, (b) an order similar to a cease trade order, or (c) 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.

Bankruptcies

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

No proposed director of the Corporation has, within the 10 years before the Effective Date, 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 the assets of the proposed director.

Penalties or Sanctions

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

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

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

In 2013, Peter M. Deeb was required to pay a minimal fine in respect of two administrative violations of IIROC Dealer Member Rules (in the amount $10,000 in each instance). Specifically, the violations related to: (i) IIROC Dealer Member Rule 17.2, Dealer Member Rule 200 and National Instrument 31-103 — *Registration Requirements, Exemptions and Ongoing Registrant Obligations*; and (ii) IIROC Dealer Member Rule 19.6. The IIROC hearing panel described the record keeping deficiencies as "relatively minor". The fines did not affect Mr. Deeb's status as a registrant under applicable securities laws.

4. Re-Approval of Stock Option Plan

The Stock Option Plan is a "rolling" stock option plan reserving for issuance pursuant to the exercise of stock options a number of subordinate voting shares of the Corporation equal up to a maximum of 10% of the issued subordinate voting shares of the Corporation at the time of any stock option grant. Under the policies of the TSX-V, the Stock Option Plan must be approved by the Shareholders on an annual basis.

Therefore, Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass an ordinary resolution to ratify and re-approve the Stock Option Plan (the "**Stock Option Plan Resolution**"). To be effective, the Stock Option Plan Resolution must be approved by the affirmative vote of a majority of the votes cast by the holders of Shares present in person or by proxy at the Meeting. **The persons designated as proxyholders in the accompanying Instrument of Proxy (absent contrary directions) intend to vote FOR the Stock Option Plan Resolution.**

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com and on the Corporation's website at www.hamptonsecurities.com, or may be obtained from the Corporation upon request by contacting Peter M. Deeb, CEO of the Corporation, at pdeeb@hamptonsecurities.com. The Corporation may require the payment of a reasonable charge if the request is made by a person who is not a shareholder of the Corporation. Financial information is provided in the Corporation's audited consolidated financial statements and MD&A for its most recently completed financial year.

DIRECTORS' APPROVAL

The contents of this Management Information Circular and the sending thereof to the Shareholders of the Corporation have been approved by the Board.

DATED the 21st day of January, 2020.

By Order of the Board of Directors of Hampton Financial Corporation

(signed) Peter M. Deeb

Peter M. Deeb
Executive Chairman and Chief Executive Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

HAMPTON FINANCIAL CORPORATION
(the "Company")

CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

1: PURPOSE

The Audit Committee is a committee of the board of directors (the "**Board**") of the Company. The function of the Audit Committee is to assist the Board in fulfilling its responsibilities to the shareholders of the Company, the securities regulatory authorities and stock exchanges, the investment community and others by:

1.1 reviewing the annual and interim (quarterly) financial statements, related management discussion and analysis ("**MD&A**") and, where applicable, other financial information disclosed by the Company to any governmental body or the public, prior to its approval by the Board;

1.2 overseeing the review of interim (quarterly) financial statements and/or MD&A by the Company's external auditor;

1.3 recommending the appointment and compensation of the Company's external auditor, overseeing, the external auditor's qualifications and independence and providing an open avenue of communication among the external auditor, financial and senior management and the Board:

1.4 directly overseeing the work of the external auditor on the audit of annual financial statements; and

1.5 monitoring the Company's financial reporting process and internal controls and compliance with legal and regulatory requirements related thereto.

The Audit Committee should primarily fulfill these responsibilities by carrying out the activities enumerated in Section III of this Charter. However, it is not the duty of the Audit Committee to prepare financial statements, to plan or conduct audits, to determine that the financial statements are complete and accurate and are in accordance with generally accepted accounting principles ("**GAAP**"), to conduct investigations, or to assure compliance with laws and regulations or the Company's internal policies, procedures and controls, as these are the responsibility of management and in certain cases the external auditor.

2: COMPOSITION

2.1 The Audit Committee shall have a minimum of three members.

2.2 Every Audit Committee member must be a director of the Company. The Audit Committee shall be comprised of such directors as are determined by the Board, the majority of whom shall not be officers, executive officers, employees or control persons of the Company or an associate or affiliate of the company, as such terms are defined in applicable securities legislation and in the corporate finance policies of the TSX Venture Exchange.

2.3 All members of the Audit Committee must have (or should gain within a reasonable period of time after appointment) a working familiarity with basic finance and accounting practices and otherwise be financially, literate within the meaning of NI 52-110 (or exempt therefrom). Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant.

2.4 The members of the Audit Committee shall be elected by the Board on an annual basis or until their successors shall be duly appointed. Audit Committee members shall hold office until the next annual meeting of shareholders subsequent to their appointment.

2.5 Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by majority vote of the full Audit Committee membership.

2.6 The Secretary of the Audit Committee will be appointed by the Chair.

2.7 Any member of the Audit Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Audit Committee on ceasing to be a Director. The Board may fill vacancies on the Audit Committee by election from among the directors on the Board. If and whenever a vacancy shall exist on the Audit Committee, the remaining members may exercise all its powers so long as a quorum remains.

3: DUTIES AND RESPONSIBILITIES

3.1 The Audit Committee shall review and recommend to the Board for approval:

(a) the Company's annual and interim financial statements, including any certification, report, opinion or review rendered by the external auditor, and review related MD&A;

(b) press releases of the Company that contain financial information;

(c) other financial information provided to any governmental body, stock exchange or the public as they see fit;

(d) documents referencing, containing or incorporating by reference the annual audited consolidated financial statements or interim financial results (e.g., prospectuses, press releases with financial results and Annual Information Form -- when applicable) prior to their release; and

(e) any other matter not mentioned herein but otherwise required pursuant to applicable laws, including, without limitation, NI 52-110 and the OBCA.

3.2 The Audit Committee, in fulfilling its mandate, will:

(a) satisfy itself that adequate internal controls and procedures are in place to allow the Chief Executive Officer and the Chief Financial Officer to certify financial statements and other disclosure documents as required under securities laws;

(b) review with management relationships with regulators, and the accuracy and timeliness of filing with regulatory authorities (when and if applicable);

(c) ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company’s financial statements and periodically assess the adequacy of those procedures;

(d) recommend to the Board the selection of the external auditor, consider the independence and effectiveness and approve the fees and other compensation to be paid to the external auditor;

(e) review the performance of the external auditor and approve any proposed discharge and replacement of the external auditor when circumstances warrant

(f) review the annual audit plans of the internal and external auditors of the Company;

(g) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;

(h) monitor the relationship between management and the external auditor including reviewing any management letters or other reports of the external auditor and discussing any material differences of opinion or disagreements between management and the external auditor;

(i) periodically consult with the external auditor out of the presence of management about significant risks or exposures, internal controls and other steps that management has taken to control such risks, and the fullness and accuracy of the organization's financial statements. Particular emphasis should be given to the adequacy of internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper;

(j) arrange for the external auditor to be available to the Audit Committee and the full Board as needed. Ensure that the auditors communicate directly with the Audit Committee and are made accountable to the Board and the Audit Committee, as representatives of the shareholders to whom the auditors are ultimately responsible;

(k) ensure that the external auditors are prohibited from providing non-audit services and approve any permissible non-audit engagements of the external auditors, in accordance with applicable legislation;

(l) review with management and the external auditor the Company's major accounting policies, including the impact of alternative accounting policies and key management estimates and judgments that can materially affect the financial results;

(m) review with management their approach to controlling and securing corporate assets (including intellectual property) and information systems, the adequacy of staffing of key functions and their plans for improvements;

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

(o) review the expenses of the Chairman and President of the Company annually;

(p) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters and the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters; and

(q) perform such other duties as required by the Company's incorporating statute and applicable securities legislation and policies, including, without limitation, NI 52-110 and the OBCA.

3.3 The Audit Committee may engage independent counsel and other advisors as it determines necessary to carry out its duties, and may set and pay the compensation of such counsel and advisors. The Audit Committee may communicate directly with the Company's internal and external counsel and advisors.

4: MEETING PROCEDURES

4.1 The Audit Committee shall meet at such times and places as the Audit Committee may determine, but no less than four times per year. The Audit Committee should meet within forty-five (45) days (sixty (60) days in the event the Company is a "venture issuer" (as such term is defined in National Instrument 51-102 - *Continuous Disclosure Obligations*)) following the end of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related MD&A, and shall meet within ninety (90) days (one hundred and twenty (120) days in the event the Company is a "venture issuer") following the end of the financial year end to review and discuss the audited financial results for the preceding year and the related MD&A as well as any accompanying press release, or in both cases, by such earlier times as may be required in order to comply with applicable law or any stock exchange regulation.

4.2 Members of the Audit Committee shall be provided with reasonable notice of the time and place of meetings, which shall be not less than twenty-four (24) hours. The notice period may be waived by all members of the Audit Committee. Each of the Chairman of the Board, the external auditor, the Chief Executive Officer or the Chief Financial Officer shall be entitled to request that any member of the Audit Committee call a meeting.

4.3 The Audit Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. For purposes of performing their duties, members of the Audit Committee shall have full access to all corporate information and any other information deemed appropriate by them, and shall be permitted to discuss such information and any other matters relating to the financial position of the Company with senior employees, officers and the external auditor of the Company, and others as they consider appropriate. The external auditor may, at its option, attend meetings of the Audit Committee.

4.4 In order to foster open communication, the Audit Committee or its Chair should meet at least annually with management and the external auditor in separate sessions to discuss any matters that the Audit Committee or each of these groups believes should be discussed privately. In addition, the Audit Committee or its Chair should meet with management quarterly in connection with the Company's interim financial statements.

4.5 Meetings of the Audit Committee may be conducted with members in attendance in person, by telephone or by video conference facilities.

4.6 Quorum for the transaction of business at any meeting of the Audit Committee shall be a majority of the number of members of the Audit Committee or such greater number as the Audit Committee shall by resolution determine.

4.7 A resolution in writing signed by all the members of the Audit Committee is valid as if it had been passed at a meeting of the Audit Committee.

4.8 The Audit Committee shall ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the Company.

SCHEDULE “B”

AMENDED AND RESTATED STOCK OPTION PLAN

HAMPTON FINANCIAL CORPORATION

1: INTRODUCTION

1.1 Purpose

The purpose of this Stock Option Plan (the “**Plan**”) is to secure for the Corporation and its shareholders the benefits of incentive inherent in share ownership by the directors, officers, key employees and, subject to the terms and conditions herein, consultants of the Corporation and its Affiliates who, in the judgment of the Board, will be largely responsible for its future growth and success.

1.2 Definitions

(a) “**affiliate**” has the meaning ascribed thereto in the *Business Corporations Act* (Ontario) as amended from time to time;

(b) “**Blackout Period**” means a period during which the Corporation prohibits Optionees from exercising their options;

(c) “**Board**” means the board of directors of the Corporation;

(d) “**Consultant**” has the meaning ascribed to such term in Policy 4.4;

(e) “**Corporation**” means Hampton Financial Corporation, and includes any successor corporation thereto;

(f) “**Consultant**” means Hampton Financial Corporation, a corporation duly incorporated under the laws of the Province of Ontario, and its Affiliates, if any;

(g) “**Eligible Person**” shall mean an officer or director of the Corporation (“**Executive**”) or an employee of the Corporation (“**Employee**”) or a Management Company Employee or a Consultant;

(h) “**Exchange**” means the TSX Venture Exchange or such other principal exchange on which the shares of the Corporation are listed and posted for trading;

(i) “**Exercise Notice**” means the notice respecting the exercise of an Option, substantially in the form attached to the Option Certificate, duly executed by the Optionee;

(j) “**Exercise Price**” means the price at which an Option may be exercised as determined in accordance with section 2.3;

(k) “**Insider**” means: (i) an insider as defined in the *Securities Act* (Ontario), other than a person who falls within the definition solely by virtue of being a director or senior officer of a subsidiary of the Corporation; and (ii) an associate of any person who is an insider by virtue of the preceding sub-clause (i);

(l) “**Investor Relations Activities**” has the meaning ascribed to such term in Policy 1.1;

(m) “**Management Company Employee**” has the meaning ascribed to such term in Policy 4.4;

(n) “**Market Price**” means the last closing price of the Shares on the Exchange;

(o) “**Material Information**” has the meaning ascribed to such term in Policy 1.1;

(p) “**Option**” shall mean an option granted under the terms of the Plan;

(q) “**Option Certificate**” means the certificate, substantially in the form set out as Schedule “A” hereto, evidencing an Option;

(r) “**Optionee**” shall mean an Eligible Person to whom an Option has been granted under the terms of the Plan;

(s) “**Option Period**” shall mean the period during which an option may be exercised;

(t) “**Outstanding Issue**” means the aggregate number of Shares of the Corporation outstanding, from time to time, on a non-diluted basis;

(u) “**Plan**” means the stock option plan established and operated pursuant to Part 2 hereof;

(v) “**Policy 1.1**” means the Exchange’s Policy 1.1 entitled “Interpretation” as amended from time to time;

(w) “**Policy 4.4**” means the Exchange’s Policy 4.4 entitled “Incentive Stock Options” as amended from time to time;

(x) “**Shares**” shall mean the subordinate voting shares of the Corporation.

2: SHARE OPTION PLAN

2.1 Participation

Options shall be granted only to Eligible Persons.

2.2 Determination of Option Recipients

The Board shall make all necessary or desirable determinations regarding the granting of Options to Eligible Persons and may take into consideration the present and potential contributions of a particular Eligible Person to the success of the Corporation and any other factors which it may deem proper and relevant.

2.3 Price

The price at which an Optionee may purchase a Share upon the exercise of an Option shall be determined from time to time by the Board and shall be as set forth in the Option Plan and Certificate issued in respect of such Option but, in any event, shall not be less than the price of the shares at the close of trading on the day prior to the grant or, if the Corporate and Regulatory blackout period is in effect, the closing price of the shares two (2) full days of trading after the blackout period.

2.4 Grant of Options

The Board may at any time authorize the granting of Options to such Eligible Persons as it may select for the number of Shares that it shall designate, subject to the provisions of the Plan. The date of each grant of Options shall be determined by the Board when the grant is authorized.

In the event that Options are granted to Employees, Management Company Employees or Consultants, the Corporation represents that such Optionees shall be bona fide Employees, Management Company Employees or Consultants, as the case may be.

The Corporation may at the time of granting options hereunder provide for additional terms and conditions which are not inconsistent with Part 2 hereof including, without limitation, terms and conditions deferring or delaying the date at which an Option may be exercised in whole or in part. Such additional terms and conditions shall be as set forth in the Option Certificate issued in respect of such Option.

2.5 Term of Options

Unless otherwise expired pursuant to the terms of the Plan, all Options granted to an Optionee pursuant to this Plan shall expire at the close of business ten (10) years from the date of grant, or in the case of a Consultant or Employee, such earlier date as the Board shall decide when the Option is granted.

Upon the expiration of the Option Period the Options granted shall forthwith expire and terminate and be of no further force or effect whatsoever as to such of the Shares in respect of which the Option hereby granted has not then been exercised.

Notwithstanding the foregoing, if the expiration of the Option Period falls within a Blackout Period, the expiration of the Option Period shall be automatically extended for ten (10) business days after the expiry of the Blackout Period on the condition that: (i) the Blackout Period was formally imposed by the Corporation pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information; (ii) the Blackout Period must be deemed to have expired upon the general disclosure of the undisclosed Material Information; and (iii) the automatic extension of an Optionee's options will not be permitted where the Optionee or the Corporation is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Corporation's securities.

No Optionee or his or her legal representative, legatees or distributes will be, or will be deemed to be, a holder of any Shares subject to an Option, unless and until certificates for such Shares are issued to him, her or them or a securities intermediary with whom the Optionee (or his or her legal representative, legatees or distributes) has an account, is recorded as the owner of such Shares in a book-entry system under the terms of the Plan.

2.6 Exercise of Options

Except as set forth in section 2.10, no Option may be exercised unless the Optionee is at the time of such exercise:

(a) in the case of an Employee, in the employ of the Corporation or any Affiliate and shall have been continuously so employed since the grant of his or her Option, or have been a Consultant of the Corporation during such time thereafter, but absence on leave, having the approval of the Corporation or such Affiliate, shall not be considered an interruption of employment for any purpose of the Plan;

(b) in the case of a Consultant, under contract with the Corporation or any Affiliate and shall have been continuously so contracted since the grant of the Option; or

(c) in the case of an Executive, a director or officer of the Corporation or any Affiliate and shall have been such a director or officer continuously since the grant of his or her Option.

The exercise of any Option will be contingent upon receipt by the Corporation of cash payment of the full Exercise Price of the Share being purchased by 5:00 p.m. (EST) on the last day of the Option Period by delivering to the Corporation an Exercise Notice, the applicable Option Certificate and a certified cheque or bank draft payable to the Corporation in an amount equal to the aggregate Exercise Price of the Shares to be purchased pursuant to the exercise of the Option.

2.7 Vesting of Option

<u>Executives, Employees, Management Company Employees and Consultants</u>

All Options granted to an Executive, Employee or Management Company Employee pursuant to this Plan shall vest and become fully exercisable as determined by the Board when the Option is granted.

Optionees performing Investor Relations Activities

All Options granted to Optionees performing Investor Relations Activities, pursuant to this Plan shall vest and become fully exercisable as follows or as determined by the Board when the Option is granted, but in any event such Options shall not vest any sooner:

(a) one quarter (1/4) of the Options on the date which is three (3) months from the date said Options are granted;

(b) one quarter (1/4) of the Options on the date which is six (6) months from the date said Options are granted;

(c) one quarter (1/4) of the Options on the date which is nine (9) months from the date said Options are granted; and

(d) the final one quarter (1/4) of the Options on the date which is twelve (12) months from the date said Options are granted.

2.8 **Restrictions on Grant of Options**

The granting of Options shall be subject to the following conditions:

(a) not more than two (2%) percent of the Outstanding Issue may be granted to any one Consultant in any 12 month period;

(b) not more than an aggregate of two (2%) percent of the Outstanding Issue may be granted in aggregate to Eligible Persons conducting Investor Relations Activities in any 12 month period;

(c) unless the Corporation has obtained disinterested shareholder approval, not more than five (5%) percent of the Outstanding Issue may be issued to any one individual in any 12 month period;

(d) unless the Corporation has obtained disinterested shareholder approval, not more than an aggregate of ten (10%) percent of the Outstanding Issue may be issued to Insiders in any 12 month period; and

(e) unless the Corporation has obtained disinterested shareholder approval, the Corporation shall not decrease the Exercise Price of Options previously granted to Insiders.

If disinterested shareholder approval is required, the proposed grant(s) or plan must be approved by a majority of the votes cast by all shareholders at the shareholders' meeting, excluding votes attaching to shares beneficially owned by: (i) Insiders to whom options may be granted under the stock option plan; and (ii) Associates of such Insiders. Holders of non-voting and subordinate voting shares must be given full voting rights on a resolution that requires disinterested shareholder approval.

2.9 **Lapsed Options**

If Options are surrendered, terminated or expire without being exercised in whole or in part, new Options may be granted covering the Shares not purchased under such lapsed Options.

2.10 **Effect of Termination of Employment, Death or Disability**

(a) If an Optionee shall die while employed by the Corporation or its Affiliate, or while an Executive, any Options held by the Optionee at the date of death, which have vested pursuant to section 2.07, shall be exercisable, but only by the person or persons to whom the Optionee's rights under the Option shall pass by the Optionee's will or the laws of descent and distribution (the "**Successor Optionee**"). All such Options shall be exercisable only to the extent that the Optionee was entitled to exercise the Option at the date of his or her death and only for one (1) year after the date of death or prior to the expiration of the Option Period is earlier than one (1) year after the date of death, with the consent of the Exchange, the Options shall be exercisable for up to one (1) year after the date of death of the Optionee.

(b) If the employment of an Optionee shall terminate due to disability while the Optionee is employed by the Corporation or its Affiliate, any Option held by the Optionee on the date the employment of the Optionee is terminated due to disability, which have vested pursuant to section 2.7, shall be exercisable. All such Options shall be exercisable only to the extent that the Optionee was entitled to exercise the Option at the date of his or her termination due to disability and only for one (1) year after the date of termination or prior to the expiration of the Option Period in respect thereof, whichever is sooner, provided that Options that become exercisable due to disability shall only be exercisable by the person or persons who have the legal authority to act on behalf of the Optionee in connection with the rights of the Optionee to the Option.

(c) Subject to section 2.10(d), Options granted to any Optionee must expire not later than one (1) year following the date the Optionee ceases to be an Executive, Employee, Consultant or Management Company Employee, which shall be determined by the Board at the time of each grant. All such Options shall be exercisable only to the extent that the Optionee was entitled to exercise such Options at the date of his or her cessation as an Executive, Employee, Consultant or Management Company Employee.

(d) If the employment of an Employee or Consultant is terminated for cause, no Option held by such Optionee may be exercised following the date upon which Termination occurred.

2.11 **Effect of Amalgamation, Consolidation or Merger**

If the Corporation amalgamates, consolidates with or merges with or into another corporation, any Shares receivable on the exercise of an Option shall be converted into the securities, property or cash which the Optionee would have received upon such amalgamation, consolidation or merger if the Optionee had exercised his or her option immediately prior to the record date applicable to such amalgamation, consolidation or merger, and the Exercise Price shall be adjusted appropriately by the Board and such adjustment shall be binding for all purposes of the Plan.

2.12 **Adjustment in Shares Subject to the Plan**

If there is any change in the Shares through or by means of a declaration of stock dividends of Shares or consolidations, subdivisions or reclassification of Shares, or otherwise, the number of Shares available under the Plan, the Shares subject to any Option, and the Exercise Price thereof shall be adjusted appropriately by the Board and such adjustment shall be effective and binding for all purposes of the Plan.

2.13 **Hold Period**

All Options and any Shares issued on the exercise of Options may be subject to and legended with a four month hold period commencing on the date the Options were granted pursuant to the rules of the Exchange and applicable securities laws. Any Shares issued on the exercise of Options may be subject to resale restrictions contained in National Instrument 45-102 – *Resale of Securities* which would apply to the first trade of the Shares.

2.14 **Notification of Grant of Option**

Following the granting of an Option by the Board, the Corporation shall notify the Optionee in writing of the Option and shall enclose with such notice the Option Certificate representing the Option so granted. Each Optionee, concurrently with the notice of the grant of an Option, shall be provided with a copy of the Plan.

2.15 **Options Granted to Corporations**

Except in relation to a Consultant that is a corporation, Options may only be granted to an individual or a corporation that is wholly-owned by an Eligible Person. If a corporation is an Optionee, it must provide the Exchange with a completed Form 4F – *Certification and Undertaking Required from a Corporation Granted an*

Incentive Stock Option. The Corporation must agree not to effect or permit any transfer of ownership or option of shares of the corporation nor to issue further shares of any class in the corporation to any other individual or entity as long as the Option remains outstanding, except with the written consent of the Exchange.

3: GENERAL

3.1 **Number of Shares**

The aggregate number of Shares that may be reserved for issuance, from time to time, under the Plan shall not exceed ten (10%) percent of the total Outstanding Issue.

3.2 **Transferability**

All benefits, rights and options accruing to any Optionee in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein. During the lifetime of an Optionee, all benefits, rights and options may only be exercised by the Optionee.

3.3 **Employment**

Nothing contained in any Plan shall confer upon any Optionee any right with respect to employment or continuance of employment with the Corporation or any Affiliate, or interfere in any way with the right of the Corporation or any Affiliate to terminate the Optionee's employment at any time. Participation in any Plan by an Optionee is voluntary.

3.4 **Approval of Plan**

Options issued under the Plan shall only become exercisable after the Plan has been approved by the shareholders of the Corporation; provided, however:

(a) unless consistent with the terms contained herein and approved by the Board, nothing contained herein shall in any way affect Options previously granted by the Corporation and currently outstanding;

(b) the Plan must receive shareholder approval yearly, at the Corporation's annual general meeting.

The obligation of the Corporation to sell and deliver Shares in accordance with the Plan is subject to the approval of any governmental authority having jurisdiction or any stock exchanges on which the Shares are listed for trading which may be required in connection with the authorization, issuance or sale of such Shares by the Corporation. If any Shares cannot be issued to any Optionee for any reason including, without limitation, the failure to obtain such approval, then the obligation of the Corporation to issue such Shares shall terminate and any Optionee's option price paid to the Corporation shall be returned to the Optionee.

3.5 **Administration of the Plan**

The Board is authorized to interpret the Plan from time to time and to adopt, amend and rescind rules and regulations for carrying out the Plan. The interpretation and construction of any provision of the Plan by the Board shall be final and conclusive. Administration of the Plan shall be the responsibility of the appropriate officers of the Corporation and all costs in respect thereof shall be paid by the Corporation.

All of the powers exercisable by the Board under the Plan may, to the extent permitted by applicable law and authorized by resolution of the Board, be exercised by a Compensation Committee of not less than 3 directors. A majority of the members of any such Compensation Committee shall not be employees or executive officers of the Corporation.

3.6 **Income Taxes**

As a condition of and prior to participation in the Plan, if requested by the Board, an Optionee shall authorize the Corporation in written form to withhold from any remuneration otherwise payable to such Optionee any amounts required by any taxing authority to be withheld for taxes of any kind as a consequence of such participation in the Plan.

In addition, if the Corporation is required under the *Income Tax Act* (Canada) or any other applicable law to make source deductions in respect of employee stock option benefits to the Optionee and to remit to the applicable governmental authority an amount on account of tax on the value of the taxable benefit associated with the issuance of Shares on exercise of Options, then the Optionee shall: (i) pay to the Corporation, in addition to the Exercise Price for the Options, sufficient cash as is reasonably determined by the Corporation to be the amount necessary to permit the required tax remittance; (ii) authorize the Corporation, on behalf of the Optionee, to sell in the market on such terms and at such time or times as the Corporation determines, a portion of the Shares being issued upon exercise of the Options to realize cash proceeds to be used to satisfy the required tax remittance; or (iii) make other arrangements acceptable to the Corporation to fund the required tax remittance.

3.7 **Amendments to the Plan**

The Board reserves the right to amend, modify or terminate the Plan at any time if and when it is advisable in the absolute discretion of the Board. However, any amendments of the Plan which could result, at any time, in:

(a) a material increase in the benefits under the Plan; or

(b) an increase in the number of Shares which would be issued under the Plan (except any increase resulting automatically from an increase in the total Outstanding Issue); or

(c) a material modification in the requirement as to eligibility for participation in the Plan;

shall be effective only upon the approval of the shareholders of the Corporation. Any amendment to any provision of the Plan shall be subject to approval, if required, by any regulatory body having jurisdiction over the securities of the Corporation.

3.8 **No Representation or Warranty**

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

3.9 **Interpretation**

The Plan will be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

3.10 **Compliance with Applicable Law, etc.**

If any provision of the Plan or of any Option Certificate delivered pursuant to the Plan contravenes any law or any order, policy, by-law or regulation of any regulatory body or stock exchange having authority over the Corporation or the Plan then such provision shall be deemed to be amended to the extent required to bring such provision into compliance therewith.

SCHEDULE “A”

HAMPTON FINANCIAL CORPORATION

STOCK OPTION PLAN

OPTION CERTIFICATE

This Certificate is issued pursuant to the provisions of the Hampton Financial Corporation (the “**Corporation**”) stock option plan (the “**Plan**”) and evidences that ● is the holder (the “**Optionee**”) of an option (the “**Option**”) to purchase up to ● subordinate voting shares (the “**Shares**”) in the capital stock of the Corporation at a purchase price of $● per Share (the “**Exercise Price**”).

Subject to the provisions of the Plan:

(a) the effective date of the grant of the Option is ●;

(b) the Option Period expires at 5:00 p.m. (EST) on ●; and

(c) The Options shall vest as follows ●:

The vested portion or portions of the Option may be exercised at any time and from time to time from and including the date of the grant of the Option through to 5:00 p.m. (EST) on the expiration date of the Option Period by delivering to the Corporation an Exercise Notice, in the form attached, together with this Certificate and a certified cheque or bank draft payable to the Corporation in an amount equal to the aggregate of the Exercise Price of the Shares in respect of which the Option is being exercised.

This Certificate and the Option evidenced hereby is not assignable, transferable or negotiable and is subject to the detailed terms and conditions contained in the Plan, the terms and conditions of which the Optionee hereby expressly agrees with the Corporation to be bound by. This Certificate is issued for convenience only and in the case of any dispute with regard to any matter in respect hereof, the provisions of the Plan and the records of the Corporation shall prevail.

All terms not otherwise defined in this Certificate shall have the meanings given to them under the Plan.

Dated this ● day of ●, ●.

[●]

Per:

____
Authorized Signatory

HAMPTON FINANCIAL CORPORATION

STOCK OPTION PLAN

EXERCISE NOTICE

TO: Hampton Financial Corporation (the "Corporation")

The undersigned, being the holder of Options to purchase ● subordinate voting shares of the Corporation at the exercise price of $● per Share, hereby irrevocably gives notice, pursuant to the stock option plan of the Corporation (the "**Plan**"), of the exercise of the Option to acquire and hereby subscribes for ● of such subordinate voting shares of the Corporation.

The undersigned tenders herewith a certified cheque or bank draft payable to the Corporation in an amount equal to the aggregate Exercise Price of the aforesaid subordinate voting shares exercised and directs the Corporation to issue a share certificate evidencing said subordinate voting shares in the name of the undersigned to be mailed to the undersigned at the following address:

Registration Details:

[Name]

[Address]

Delivery Details:

[Mailing address for delivery of certificate]

By executing this Exercise Notice, the undersigned hereby confirms that the undersigned has read the Plan and agrees to be bound by the provisions of the Plan. All terms not otherwise defined in this Exercise Notice shall have the meanings given to them under the Plan or the attached Option Certificate

DATED this ________ day of ________________, 20__.

____
Signature of Option Holder

SCHEDULE “C”

REPORTING PACKAGE

HAMPTON FINANCIAL CORPORATION

NOTICE OF CHANGE OF AUDITOR
(Section 4.11 of National Instrument 51-102)

TO: BDO Canada LLP

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission

Dears Sirs/Mesdames:

Re: Notice regarding proposed change of auditor pursuant to Section 4.11 of National Instrument 51-102—*Continuous Disclosure Obligations* ("NI 51-102")

Notice is hereby given of a change of auditor of Hampton Financial Corporation (the "**Corporation**").

Effective September 10, 2019, BDO Canada LLP ("**BDO**") resigned on its own initiative as the Corporation's auditor. The resignation of BDO was considered and accepted by the audit committee of the Corporation's board of directors and by the Corporation's board of directors.

BDO's report on any of the Corporation's financial statements relating to the "relevant period" as that term is defined in Section 4.11 of NI 51-102 did not express a modified opinion. In the opinion of the Corporation, there have been no "reportable events" as that term is defined in Section 4.11 of NI 51-102.

Dated at Toronto, Ontario, this 13th day of September, 2019.

HAMPTON FINANCIAL CORPORATION

(signed) "Jason Mackey"

Jason Mackey
Chief Financial Officer

Tel: 416 865 0200
Fax: 416 865 0887
www.bdo.ca

BDO Canada LLP
222 Bay Street
Suite 2200. P.O. Box 131
Toronto, ON M5K 1H1 Canada

Private & Confidential

September 13, 2019

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Hampton Financial Corporation

We have read the statements made by Hampton Financial Corporation in the Notice of Change of Auditor dated September 13, 2019 which we understand will be filed pursuant to section 4.11 of National Instrument 51-102. We agree with the statements in this Notice of Change of Auditor.

Yours truly,

BDO Canada LLP

Chartered Professional Accountants, Licensed Public Accountants

HAMPTON FINANCIAL CORPORATION

NOTICE OF CHANGE OF AUDITOR
(Section 4.11 of National Instrument 51-102)

TO: MNP LLP

AND TO: BDO Canada LLP

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission

Dears Sirs/Mesdames:

Re: Notice regarding proposed change of auditor pursuant to Section 4.11 of National Instrument 51-102—*Continuous Disclosure Obligations* ("NI 51-102")

Notice is hereby given of a change of auditor of Hampton Financial Corporation (the "**Corporation**").

Effective September 10, 2019, BDO Canada LLP ("**BDO**") resigned on its own initiative as the Corporation's auditor. The resignation of BDO was considered and accepted by the audit committee of the Corporation's board of directors and by the Corporation's board of directors.

Effective October 8, 2019, the board of directors of the Corporation resolved to appoint MNP LLP ("**MNP**") as the Corporation's successor auditor, subject to compliance with all applicable statutory requirements. The appointment of MNP was considered and accepted by the audit committee of the Corporation's board of directors and by the Corporation's board of directors.

BDO's report on any of the Corporation's financial statements relating to the "relevant period" as that term is defined in Section 4.11 of NI 51-102 did not express a modified opinion. In the opinion of the Corporation, there have been no "reportable events" as that term is defined in Section 4.11 of NI 51-102.

Dated at Toronto, Ontario, this 8th day of October, 2019.

HAMPTON FINANCIAL CORPORATION

(signed) "Peter M. Deeb"

Peter M. Deeb
Chief Executive Officer

MNP LLP

October 15, 2019

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Hampton Financial Corporation (the "Company")
Notice of Change of Auditor Pursuant to National Instrument 51-102 ("Notice")

As required by National Instrument 51-102 – Continuous Disclosure Obligations, we hereby notify you that we have read the Company's Notice of Change of Auditor dated October 8, 2019 given by the Company to ourselves and BDO Canada LLP.

In reference to the Notice of Change of Auditor, we wish to advise the relevant Securities Commissions that we have read the Notice and, based on our knowledge as of the date of this letter that we agree with all comments within the Notice.

Yours very truly,

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Tel: 416 865 0200
Fax: 416 865 0887
www.bdo.ca

BDO Canada LLP
222 Bay Street
Suite 2200. P.O. Box 131
Toronto, ON M5K 1H1 Canada

Private & Confidential

October 15, 2019

British Columbia Securities Commission
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
Manitoba Securities Commission
Ontario Securities Commission

Dear Sirs/Mesdames:

Re: Hampton Financial Corporation

We have read the statements made by Hampton Financial Corporation in the revised Notice of Change of Auditor dated October 8, 2019 which we understand will be filed pursuant to section 4.11 of National Instrument 51-102. We agree with the statements in this Notice of Change of Auditor as they pertain to BDO Canada LLP.

Yours truly,

BDO Canada LLP

Chartered Professional Accountants, Licensed Public Accountants