

CANADABIS CAPITAL INC.
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MANAGEMENT INFORMATION CIRCULAR FOR THE
ANNUAL & SPECIAL MEETING TO BE HELD ON JULY 30, 2018

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

This Management Information Circular is furnished in connection with the solicitation of proxies by the management of CanadaBis Capital Inc. (the "Corporation" or "CanadaBis") for use at the Annual & Special Meeting of the holders of common shares ("Common Shares") in the capital of the Corporation (the "Shareholders") to be held at Suite 815, 808 – 4th Avenue S.W., Calgary, Alberta, on Monday, June 30, 2018, commencing at 10:00 a.m. (Calgary time) (the "Meeting"), for the purposes set forth in the Notice of Annual & Special Meeting (the "Notice") accompanying this Management Information Circular. Solicitation of proxies will be primarily by mail, but may also be undertaken by way of telephone, internet, facsimile or oral communication by the directors, officers and regular employees of the Corporation, at no additional compensation. Costs associated with the solicitation of proxies will be borne by the Corporation. Unless otherwise stated, information contained herein is given as of June 25, 2018.

Appointment of Proxyholders

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is June 25, 2018 (the "**Record Date**"). Only Shareholders whose names are entered in the Corporation's register of shareholders at the close of business on that date and holders of Common Shares issued by the Corporation after such date and prior to the Meeting will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any of his or her Common Shares after such date and the transferee of those Common Shares establishes that he or she owns such Common Shares and demands, not later than ten days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Accompanying this Management Information Circular is an instrument of proxy for use at the Meeting. Shareholders who are unable to attend the Meeting in person are required to date and sign the enclosed instrument of proxy and return it in the enclosed return envelope. **To be voted at the Meeting, all properly executed instruments of proxy for Shareholders must be mailed so as to reach or be deposited with the Corporation's Secretary at Suite 815, 808-4th Avenue S.W., Calgary, Alberta T2P 3E8 (facsimile number 403-266-2606) not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of Alberta) prior to the time set for the Meeting or any adjournment thereof.**

The persons designated in the instrument of proxy are directors or officers of the Corporation. **A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons designated in the accompanying instrument of proxy, to attend at and represent the Shareholder at the Meeting.** To exercise this right, a Shareholder should insert the name of the designated representative in the blank space provided on the instrument of proxy and strike out the names of management's nominees or complete another appropriate form of proxy.

Signing of Proxy

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

Revocability of Proxies

A Shareholder who has submitted an instrument of proxy may revoke it at any time prior to the exercise thereof. In addition to any manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his or her duly authorized attorney or, if the Shareholder is a corporation, under its corporate seal or executed by a duly authorized officer or attorney of the corporation and deposited either: (i) with the Corporation's Secretary at the address referred to above at any time up to and including the last business day preceding the day of the Meeting, or any adjournments thereof, at which the instrument of proxy is to be used; or (ii) with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof. In addition, an instrument of proxy may be revoked: (i) by the Shareholder personally attending the Meeting and voting the securities represented thereby or, if the Shareholder is a corporation, by a duly authorized representative of the corporation attending at the Meeting and voting such securities; or (ii) in any other manner permitted by law.

Voting of Proxies and Exercise of Discretion by Proxyholders

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the instrument of proxy, the Common Shares represented by the instrument of proxy will be voted in accordance with such instructions. The management designee named in the accompanying instrument of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing him or her on any ballot that may be called for at the Meeting. **In the absence of such direction, such Common Shares will be voted "FOR" the proposed resolutions at the Meetings. The accompanying instrument of proxy confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the accompanying Notice and with respect to other matters that may properly be brought before the Meeting.** At the time of printing this Management Information Circular, the management of the Corporation knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice.

VOTING SHARES AND PRINCIPAL HOLDERS OF COMMON SHARES

Voting of Common Shares – General

Shareholders of record on the Record Date are entitled to receive notice of and attend the Meeting and vote thereat on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to the Record Date; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case the transferee shall be entitled to vote his or her Common Shares at the Meeting.

On the Record Date, of the Corporation's authorized unlimited number of Common Shares, 8,000,000 Common Shares were issued and outstanding as fully paid and non-assessable.

Quorum

Pursuant to the By-Laws of the Corporation, a quorum of Shareholders is present at the Meeting irrespective of the number of persons actually present if two (2) Shareholders or duly appointed proxyholders are present in person, each being a shareholder entitled to vote at the Meeting. Pursuant to the *Business Corporations Act* (Alberta) and the By-Laws, if a quorum is present at the opening of the Meeting, the Shareholders present may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting. If a quorum is not present at the opening of the Meeting, the Shareholders present may adjourn the Meeting to a fixed time and place but may not transact any other business.

Voting of Common Shares – Advice to Non-Registered Holders

Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a "Non-Registered Holder") are registered either:

- (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers

or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or

- (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or "CDS").

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Notice, this Management Information Circular and the instrument of proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, Intermediaries will use a service company (such as Broadridge Investor Communications Solutions ("Broadridge")) to forward meeting materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will:

- (a) have received as part of the Meeting Materials a voting instruction form which must be completed, signed and delivered by the Non-Registered Holder in accordance with the directions on the voting instruction form; voting instruction forms sent by Broadridge permit the completion of the voting instruction form by telephone or through the Internet at www.proxyvotecanada.com; or
- (b) less typically, be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. The Non-Registered Holder need not sign this form of proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Corporation at Suite 815, 808-4th Avenue S.W., Calgary, Alberta, T2P 3E8, as described above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies.**

Only registered Shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set above.

Principal Holders of Common Shares

To the knowledge of the directors and senior officers of the Corporation, as of June 25, 2018, no single Shareholder beneficially owns, directly or indirectly, or exercises control or direction over more than ten percent (10%) of the votes attached to the securities of the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

Financial Statements and Auditors' Report

The financial statements of the Corporation for the years ended November 30, 2016 and December 31, 2017 and the Auditors' Report thereon will be placed before the Shareholders at the Meeting for their consideration (the "Statements"). These Statements were delivered to all registered Shareholders and any Shareholders who had requested receipt of these Statements. Upon request, the Corporation will promptly provide a copy of the year end financial statements to a Shareholder free of charge.

Shareholders who wish to receive interim financial statements are encouraged to send the enclosed notice, in the addressed envelope to the Corporation at Suite 815, 808-4th Avenue S.W., Calgary, Alberta, T2P 3E8.

Election of Directors

Unless otherwise directed, the management designees named in the accompanying instrument of proxy intend to vote in favour of the election, as directors, of the nominees whose names are set forth below. It is proposed that the number of directors to be elected at the Meeting will be fixed at five. It is intended that each person whose name appears hereunder will be nominated at the Meeting for election as a director of the Corporation to serve until the next annual meeting of the Shareholders of the Corporation, unless his office is earlier vacated. All of the nominees are currently members of the board of directors (the "Board of Directors" or the "Board", and each individual director, a "Director") of the Corporation.

In the event that prior to the Meeting, any vacancies occur on the slate of nominees submitted herewith, it is intended that discretionary authority will be granted to vote proxies solicited by or on behalf of management for the election of any other person or persons as directors. Management is not currently aware that any such nominees would not be willing to serve as Director if elected.

The following information concerning the proposed nominees has been furnished by each of them:

<u>Name, Present Office Held and Municipality of Residence</u>	<u>Principal Occupation or Employment for the Last Five Years</u>	<u>Director Since</u>	<u>Number of Common Shares Beneficially Owned and Controlled⁽²⁾</u>
Gregory Smith, CA President, CFO and Director <i>Calgary, Alberta</i>	President of Oakridge Financial Management Inc., a provider of financial and management consulting services to private and public companies. He is also the CFO and a director of Maglin Site Furniture Inc. who manufactures and distributes public site furniture. He is currently a director and chairman of the audit committee of Falcon Oil & Gas Ltd. and a director of Rhode & Liesenfeld Canada Inc., a company involved in international freight forwarding.	November 29, 2016	500,000
Barbara O'Neill Corporate Secretary and Director <i>Airdrie, Alberta</i>	Self-employed consultant providing services to publicly listed issuers. She has also served as Corporate Secretary of Jade Leader Corp. and Canex Metals Inc. since May 1993.	November 29, 2016	500,000
Donald Byers, M.Sc., B.Sc. Director ⁽¹⁾ <i>Edmonton, Alberta</i>	Self-employed consultant and President of Algold Consultants Inc., currently contracted to evaluate the academic and work experience credentials of foreign trained engineers applying for the Engineers' and Technologists' Integration Program (ETIP) and the Constructing Futures Program offered in Edmonton through the Northern Alberta Institute of Technology (NAIT) and the Edmonton Mennonite Centre for Newcomers (EMCN).	November 29, 2016	500,000

<u>Name, Present Office Held and Municipality of Residence</u>	<u>Principal Occupation or Employment for the Last Five Years</u>	<u>Director Since</u>	<u>Number of Common Shares Beneficially Owned and Controlled⁽²⁾</u>
Jason Haprer, B.Sc. Director ⁽¹⁾ <i>Calgary, Alberta</i>	Mr. Harper has been with Paysafe Group PLC, an e-commerce payments firm, since 2004. Since 2011, he has held the position of senior product manager, with extensive experience in e-commerce compliance, risk management, and fraud prevention.	November 29, 2016	500,000
Christopher Pettigrew, P.Eng. Director ⁽¹⁾ <i>Calgary, Alberta</i>	Mr. Pettigrew has been a Product Manager at Garmin International developing products for the Sport & Fitness and IoT segments from August 2017 to date. He is also the President and CEO of BixMatrix Inc., an independent technology consulting company focused on custom application development.	November 29, 2016	500,000

Notes:

- (1) Member of the Audit Committee
- (2) The information as to the number of Common Shares beneficially owned, not being within the knowledge of CanadaBis, has been furnished by the respective nominees.

Other Directorships

The following Directors are currently directors of other reporting issuers or their equivalent in a domestic or foreign jurisdiction.

<u>Name of Director</u>	<u>Name of Company</u>	<u>Position</u>	<u>Term of Service</u>
Gregory Smith	Falcon Oil and Gas	Director	December 2009 to Present

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, no director of the Corporation is, or has been within the past ten years, a director or officer of any other company that, while such person was acting in that capacity:

- (i) was the subject of a cease trade or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days;
- (ii) was subject to an event that resulted, after that individual ceased to be a director or officer, in the company being the subject of a cease trade or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days; or
- (iii) within a year of that individual 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.

Mr. Smith was a director and officer of Sportsclick Inc. who on July 14, 2009, received an order of the Supreme Court of Nova Scotia protecting it from proceedings by creditors pursuant to the *Bankruptcy and Insolvency Act* and appointed Ernst & Young Inc. as receiver. Sportsclick exited from receivership upon winning a court action against a major Canadian chartered bank resulting in the bank relinquishing all claims against the Company.

Individual Bankruptcies

No director of the Corporation is or has, within the ten years prior to the date hereof, 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 that individual.

Penalties or Sanctions

Other than as disclosed below no director or proposed director of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority. No director or proposed director of the Corporation has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Ms. O'Neill was Assistant Corporate Secretary in 1990, when GR Capital, a wholly owned subsidiary of Golden Rule Resources Ltd., acquired additional shares of Waddy Lake Resources Inc. in the open market. In the absence of a formal takeover bid, the interest was in excess of that allowed by security regulations. A settlement agreement dated July 9, 1991 with the Alberta Securities Commission, allowed GR Capital to dispose of a sufficient number of shares in the open market to bring them below 10%.

Mr. Smith was a director and Ms. O'Neill was Corporate Secretary of Golden Rule Resources Ltd. ("Golden Rule"), on or about February 23, 1998, when certain persons commenced a lawsuit (the "Action") in the United States District Court for the Eastern District of Pennsylvania (the "Court") alleging, inter alia, that Golden Rule and certain of its directors (the "Defendants") had failed to disclose certain facts in violation of United States securities laws. The Action was brought as a purported class action on behalf of all purchasers of our common stock during the purported class period from October 3, 1996 through May 14, 1997. The Action sought damages in an unspecified amount.

On July 27, 2000 the United States District Court for the Eastern District of Pennsylvania issued a final judgement and an order of dismissal of a class action brought against Golden Rule and certain of its directors by a proposed class of shareholders who purchased shares during a specified period and allegedly suffered a loss as a result.

The Court determined that the terms of the settlement of the class action were fair, reasonable and adequate and in the best interest of the members of the plaintiff class. Pursuant to the settlement agreement the Company issued to the qualifying Claimants 1,500,000 common shares of Golden Rule and settlement warrants to purchase 3,000,000 shares at an exercise price of CDN \$0.65 per share for a term of five years from the distribution date.

Appointment of Auditors

At the Meeting, Shareholders will be asked to approve an ordinary resolution to approve appointment of BDO Canada LLP, Chartered Accountants, of Calgary, Alberta as auditors of the Corporation at a remuneration to be fixed by the Corporation and to hold such office until the next annual meeting of Shareholders. BDO has served as the Corporation's auditor since January 2014. **Unless instructed otherwise, the management designees in the accompanying Instrument of Proxy intend to vote "FOR" the resolution.**

Approval of Stock Option Plan

Pursuant to TSX Venture Exchange ("TSXV") Policy 4.4, corporations that have a rolling stock option plan reserving a maximum of 10% of the issued and outstanding shares of the corporation must receive annual shareholder approval of their stock option plan. In accordance with this policy, the Corporation adopted a stock option plan on December 22, 2016 (the "Plan"). The Plan authorizes the Board to issue options to directors, officers, key employees and others who are in a position to contribute to the future success and growth of the Corporation. The Corporation wishes to continue to use the Plan and is seeking the approval of the shareholders at this Meeting.

Under the Plan, the aggregate number of Common Shares issuable upon exercise of options granted thereunder may not exceed 10% of the total number of outstanding Common Shares of the Corporation at the time the options are granted. Further, the aggregate number of Common Shares issuable upon the exercise of the options granted thereunder to any one individual may not exceed 5% of the total number of outstanding Common Shares of the Corporation and, in the case of consultants and persons retained to perform investor relation activities, shall not exceed 2% in any 12 month period. Options issued pursuant to the Plan must have an exercise price not less than that from time to time permitted by the stock exchange on which the Common Shares are then listed. The period during which an option may be exercised shall be determined by the Board at the time the option is granted, subject to any vesting limitations which may be imposed by the Board at the time such option is granted, provided no option shall be exercisable for a period exceeding 5 years from the date the option is granted for a Tier 2 Corporation and 10 years for a Tier 1 Corporation. All options are non-assignable and non-transferable.

The options granted under the Plan expire on the earlier of the date of the expiration of the option period noted above and must expire 90 days after the date a holder ceases to hold the position or positions of director, officer, employee or consultant of the Corporation and within 30 days for any optionee engaged in investor relations activities. In the event of the death or permanent disability of a holder, any option previously granted to him shall be exercisable until the end of the option period noted above or until the expiration of 12 months after the date of death or permanent disability of such option holder, whichever is earlier.

In the event of a sale by the Corporation of all or substantially all of its assets or in the event of a change in control of the Corporation, each holder shall be entitled to exercise, in whole or in part, the options granted to such holder, either during the term of the option or within 90 days after the date of the sale or change of control, whichever first occurs.

The approval by shareholders of the Plan requires a favourable vote of a majority of the Common Shares voted in respect thereof at the Meeting.

A total of 800,000 options are currently granted and outstanding under the Plan and these options have been granted to directors and officers of the Corporation at an exercise price of \$0.10 per share and an expiry date of March 7, 2022.

The text of the resolution regarding this matter is as follows:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Corporation's stock option plan as described in the Corporation's Management Circular dated June 25, 2018, as may be amended by the Board of Directors as required by applicable securities regulatory authorities or stock exchanges, is hereby ratified, adopted and re-approved;
2. the form of the plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;
3. the shareholders of the Corporation hereby expressly authorize the Board of Directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and
4. any one Director or officer of the Corporation is authorized, on behalf of the Corporation, to execute and deliver all documents and do all things as such person may determine to be necessary or advisable to give effect to this resolution."

It is the intention of the persons named in the enclosed instrument of proxy, if not expressly directed otherwise in such instrument of proxy, to vote such proxies FOR the ordinary resolution to approve the Stock Plan. A copy of the Stock Option Plan is attached hereto as Schedule "A".

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Compensation is required to be disclosed for each: (i) Chief Executive Officer (or individual who served in a similar capacity during the most recently completed financial year); (ii) each Chief Financial Officer (or individual who served in a similar capacity during the most recently completed financial year); (iii) each of the three most highly compensated executive officers (other than the Chief Executive Officer and the Chief Financial Officer) who were serving as executive officers at the end of the most recently completed fiscal year (or three most highly compensated individuals) and whose total compensation was, individually, more than \$150,000; and (iv) each individual who would meet the definition set forth in (iii) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year (collectively, the "**Named Executive Officers**"). The Named Executive Officers of the Corporation for the years ended November 30, 2016 and December 31, 2017 was Mr. Gregory Smith, President and Chief Financial Officer.

The Corporation is a capital pool company or "CPC" (as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange")) and, at present, does not conduct any active business operations. Until such time as the Corporation completes a "Qualifying Transaction" (as defined in Policy 2.4 of the Exchange), the Corporation is prohibited from paying any kind of remuneration, including salaries, consulting fees, management fees or directors' fees, to non-arms length parties. Accordingly, Mr. Smith was not paid any compensation during the financial years ended November 30, 2016 or December 31, 2017, as the Policy 2.4 prohibits directors and officers from receiving remuneration (other than incentive stock options) while the Corporation is a capital pool company.

Summary Compensation Table

The following table sets forth information concerning the total compensation paid during the year ended November 30, 2016 and December 31, 2017 to the Named Executive Officers.

Name and Principal Position	Fiscal Year Ended Sept. 30	Annual Compensation			Non-Equity Incentive Plan Compensation (\$)				Total Compensation (\$)
		Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Annual Incentive Plans	Long-Term Incentive Plans	Pension Value (\$)	All Other Compensation (\$)	
Gregory Smith <i>President and CFO</i>	2017	Nil	Nil	\$24,187 ⁽³⁾	Nil	Nil	Nil	\$Nil ⁽¹⁾	\$24,187 ⁽³⁾
	2016 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	\$Nil	Nil

Notes:

- (1) Amounts represent compensation paid to the individual or his/her controlled corporation for consulting services billed on an hourly or per diem basis.
- (2) Reported for the period ended November 30, 2016.
- (3) The options were valued using the Black-Scholes Option Pricing model assuming a 5 year term, volatility of 190%, a risk free discount rate of 1.18% and a dividend rate of 0%.

Outstanding Share-Based Awards and Option-Based Awards

No share-based (as opposed to option-based) awards have ever been granted to the Corporation's Named Executive Officers as of the year ended December 31, 2017. No stock options granted to the Named Executive Officers have been repriced during the years ended November 30, 2016 or December 31, 2017. No stock options granted to Named Executive Officers expired during the years ended November 30, 2016 or December 31, 2017. See "Approval of Stock Option Plan" on page 6 of this Management Information Circular for a summary of the Plan. A total of 250,000 options were granted at \$0.10 per share to Mr. Smith and an expiry date of March 7, 2022.

Details of options awarded to Named Executive Officers that were outstanding as at December 31, 2017 are set forth in the following table:

Name and Principal Position	Option-Based Awards				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)	Market or payout value of Share Based Awards that have not Vested
Gregory Smith <i>President and CFO</i>	250,000	\$0.10	March 7, 2022	\$47,500	Nil	Nil	Nil

Note:

- (1) Value of in-the-money options is calculated as the difference between the closing price of the Common Shares on the TSXV on December 31, 2017, which closing price was \$0.29 and the exercise prices of the options, multiplied by the number of Common Shares underlying the options.

Incentive Awards – Value Vested or Earned During the Year

The following table summarizes the value of options held by Named Executive Officers that vested during the year ended December 31, 2017.

Name and Principal Position	Option-Based Awards – Value Vested During the Year (\$) ⁽¹⁾	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Gregory Smith <i>President and Director</i>	\$47,500	Nil	Nil

Notes:

- (1) Calculated as the difference between the market price of the Common Shares underlying the options on the vesting date and the exercise price of the options. The closing price on the vesting date was \$0.29.

Pension Plan Benefits

The Corporation does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement.

Termination and Change of Control Benefits

There are no employment contracts between the Corporation and any executive officer. There are no compensatory plans or arrangements with any executive officer (including payments to be received from the Corporation or any subsidiary), which result or will result from the resignation, retirement or any other termination of employment of such executive officer or from a change of control of the Corporation or any subsidiary thereof or any change in such executive officer's responsibilities following a change in control.

Compensation of Directors

The Corporation does not compensate its Directors in their capacities as such, although Directors of the Corporation are reimbursed for their expenses incurred in connection with their services as Directors. The Directors did not receive any reimbursements during the financial years ended November 30, 2016 and December 31, 2017.

As a capital pool company, no salaries have or will be paid until following a qualifying transaction. Given the Corporation's size, its stage of development as a capital pool company and the fact that no officers or directors receive any financial compensation, the Corporation has not appointed a compensation committee or formalized any guidelines with respect to compensation. If and when a qualifying transaction is completed the Board of Directors intends to appoint such a committee and adopt such guidelines. The only compensation that the Company is permitted to offer its directors and executive officers is incentive stock options under the Company's stock option plan.

The following table summarizes all amounts of compensation provided to the Directors, in their capacities as Directors, during the year ended December 31, 2017.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Gregory Smith ⁽¹⁾	Nil	Nil	\$24,187	Nil	Nil	Nil	Nil
Barbara O'Neill	Nil	Nil	\$16,931	Nil	Nil	Nil	Nil
Donald Byers	Nil	Nil	\$12,093	Nil	Nil	Nil	Nil
Jason Harper	Nil	Nil	\$12,093	Nil	Nil	Nil	Nil
Christopher Pettigrew	Nil	Nil	\$12,093	Nil	Nil	Nil	Nil

Note:

- (1) For a description of all compensation paid to Mr. Smith for the year ending December 31, 2017 in his capacity as and officer of the Corporation, please refer to the sections herein entitled "*Compensation, Discussion and Analysis*", "*Summary Compensation Table*" and "*Incentive Awards*".
- (2) The options were valued using the Black-Scholes Option Pricing model assuming a 5 year term, volatility of 190%, a risk free discount rate of 1.18% and a dividend rate of 0%.

Outstanding Share-Based Awards and Option-Based Awards

No share-based (as opposed to option-based) awards have ever been granted to the directors. No stock options granted to the directors have been repriced or cancelled during the years ended November 30, 2016 or December 31, 2017. During the year ended December 31, 2017, a total of 800,000 options were granted at \$0.10 per Common Share and an expiry date of March 7, 2022 to directors and officers.

Details of options awarded to directors, who were not Named Executive Officers, that were outstanding as at December 31, 2017 are set forth in the following table:

Name and Principal Position	Option-Based Awards				Share-Based Awards	
	Number of securities underlying unexercised options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of unexercised in-the-money options⁽¹⁾ (\$)	Number of Shares or Units of Shares that have not Vested (#)	Market or Payout Value of Share-Based Awards that have not Vested (\$)
Donald Byers	125,000	\$0.10	March 7, 2022	\$23,750	Nil	Nil
Barbara O'Neill	175,000	\$0.10	March 7, 2022	\$33,250	Nil	Nil
Jason Harper	125,000	\$0.10	March 7, 2022	\$23,750	Nil	Nil
Christopher Pettigrew	125,000	\$0.10	March 7, 2022	\$23,750	Nil	Nil

Note:

- (1) Value is calculated as the difference between the closing price of the Common Shares on the TSX-V on December 31, 2017, which closing price was \$0.29, and the exercise price of the options multiplied by the number of shares underlying the options.

Incentive Awards – Value Vested or Earned During the Year

The following table summarizes the value of options on the vesting date held by directors who were not Named Executive Officers, that vested during the financial year ended December 31, 2017. No stock options vested during the year ended November 30, 2016.

Name and Principal Position	Option-Based Awards – Value Vested During the Year (\$)⁽¹⁾	Share-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Donald Byers	\$23,750	Nil	Nil
Barbara O'Neill	\$33,250	Nil	Nil
Jason Harper	\$23,750	Nil	Nil
Christopher Pettigrew	\$23,750	Nil	Nil

Note:

- (1) Value is calculated as the difference between the closing price of the Common Shares on the TSX-V on December 31, 2017, which closing price was \$0.29, and the exercise price of the options multiplied by the number of shares underlying the options.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Corporation. The Board is committed to sound corporate governance practices, which are both in the interests of its shareholders and contribute to effective and efficient decision-making. The Corporation believes that its corporate governance practices ensure that the business and affairs of the Corporation are effectively managed so as to enhance shareholder value.

Disclosure of Corporate Governance Practices

The Corporation has reviewed its own corporate governance practices in light of the guidelines contained in National Instrument 58-201 – *Corporate Governance Guidelines* ("NI 58-201"). The Corporation's practices comply generally with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. Set out below is a description of the Corporation's corporate governance practices as required by National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("NI 58-101").

Board of Directors

The Board currently functions independently of management because one half of the members are non-management. The Board has determined that three of five directors proposed for election at the meeting are independent. An "independent" director is a director who is independent of management and free from any interest, any business or other relationship that could, or could reasonably be perceived to materially interfere with the director's ability to act in the best interests of the Corporation, other than interests arising from their capacity as shareholders. Messrs. Byers, Harper and Pettigrew are considered to be independent directors. Mr. Smith and Ms O'Neill are not considered to be "independent" directors because they are officers of the Corporation.

The directors meet at least quarterly. The Board holds meetings as required at which the opinion of the independent director is sought and duly acted upon for all material matters relating to the Corporation.

The Executive Chairman of the Board, Gregory Smith, is not an independent director.

The Board has not developed written position descriptions for the chair of each committee. The role of the chair of each committee is to preside over all meetings of the Board, consult regarding agendas and information sent to the Board and notifies other Board members regarding any legitimate shareholder concerns of which they become aware.

Orientation and Continuing Education

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Corporation policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Corporation's size and current level of operations. However, if the growth of the Corporation's operations warrants it, it is likely that a formal orientation process will be implemented.

In addition, management of the Corporation makes itself available for discussion with all Board members.

Ethical Business Conduct

A Code of Ethical Business conduct is currently under review by the Board.

The Board of Directors encourages and promotes a culture of ethical business conduct by actively overseeing the management of the business. While there is no formal policy on ethical business conduct, the Corporation carries out its business in accordance with the rules and regulations of all regulatory agencies to which it is subject. This culture of compliance is stressed to all levels of management of the Corporation to ensure that business is conducted in an ethical and proper manner at all times.

In addition, the Board of Directors monitors the ethical conduct of the Corporation to ensure that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions, stock exchanges and

the Alberta *Business Corporations Act*. The Board of Directors believes that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board of Directors in which the director has an interest, have been sufficient to ensure that the Board of Directors operated independently of management and in the best interest of the Corporation.

A "Whistleblower Policy" is currently under review by the Board wherein employees, directors, officers and consultants of the Corporation will be provided with a mechanism by which they can raise concerns in a confidential, anonymous process.

Nominating and Corporate Governance Committee

The Board of Directors has not appointed a nominating committee. As a result of the Corporation's size, its stage of development as a capital pool company and the limited number of individuals on the Board of Directors, the Board of directors considers a nominating committee to be inappropriate at this time.

Assessments

Neither the Corporation nor the Board of Directors has determined formal means or methods to regularly assess the Board of Directors, its committees or individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board of Directors.

Other Committees

The Corporation does not have any committees other than the Audit Committee. The Board of Directors has determined that additional committees are not necessary at this stage of the Corporation's development.

AUDIT COMMITTEE

A copy of the Audit Committee Charter is attached hereto as Schedule "B". The Audit Committee currently consists of Messrs. Byers, Harper and Pettigrew who are all independent directors. All the members of the audit committee are considered to be "financially literate", as such term is defined in Multilateral Instrument 52-110.

Relevant Education and Experience

The education and experience of each Audit Committee member that is relevant to the performance of his responsibilities are as follows:

Mr. Byers has a Science Diploma from the Nova Scotia Agricultural College, a B.Sc in Agricultural Chemistry from Macdonald College (McGill University), and an M.Sc in Biochemistry from Cal State Long Beach, California. In addition, he has research experience with the Nova Scotia Research Foundation; taught biochemistry and other chemistry courses over a twenty year career with the Northern Alberta Institute of Technology (NAIT) in Edmonton; was employed by the Alberta Society of Engineering Technologists for a period of ten years in the positions of Registrar and then Executive Director. This was followed by four years as a Manager in the NAIT Business Development Unit. Upon retirement, he has carried out consulting work as President of Algold Consultants Inc., currently contracted to evaluate the academic and work experience credentials of foreign trained engineers applying for the Engineers' and Technologists' Integration Program (ETIP) and the Constructing Futures Program offered in Edmonton through the Northern Alberta Institute of Technology (NAIT) and the Edmonton Mennonite Centre for Newcomers (EMCN). Mr. Byers has experience with publically listed companies in the following positions: President, Manchester Resources Corporation; Director, Santoy Resources; and, more recently (2001-2007), as a Director of Ceapro Inc.

Mr. Harper has been with Paysafe Group PLC, an e-commerce payments company, since 2004. For the past 5 years, he has held the position of senior product manager, with extensive experience in e-commerce compliance, risk management, and fraud prevention. Prior to 2011, he focused on regulations regarding know your customer policies and payment processing in emerging markets. Mr. Harper graduated from the University of Calgary with a Bachelor of Social Science majoring in Economics in 2003.

Mr. Pettigrew is a Professional Engineer with 18 years of experience in the technology sector. After a long career with Mentor Engineering (later known as Trip Spark Technologies), he decided to apply his expertise in local technology start-ups. He was a key figure in developing an initial customer base for MyHeat, and most recently the Chief Operating Officer of Identifinder Inc., a company using RFID tracking technology to streamline operations in senior care facilities. Mr. Pettigrew is currently a Product Manager at Garmin International developing products for the Sport & Fitness and IoT segments. He is also the President and CEO of BixMatrix Inc., an independent technology consulting company focused on custom application development.

The Audit Committee meets at least quarterly and holds special meetings as circumstances require. The Audit Committee held four meetings during the last fiscal year.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation's external auditors not been adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in Section 2.4 of MI 52-110 nor has an exemption from MI 52-110, in whole or in part, been granted Under Part 8 of MI 52-110.

Pre-Approval Policies and Procedures

The committee has not adopted specific policies and procedures for the engagement of non-audit services. The Audit Committee will review the engagement of non-audit services as required.

Nature and Amount of Auditor's Fees - External Audit Fees by Category

BDO Canada LLP, Chartered Accountants have served as the Corporation's auditors since November 29, 2016. The following table sets forth the Audit Fees, Audit - Related Fees, Tax Fees and All Other Fees billed to the Corporation by BDO Canada LLP in each of the last two years.

	<u>2017</u>	<u>2016</u>
Audit Fees ⁽¹⁾	\$8,660	\$8900
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	<u>\$8,660⁽⁵⁾</u>	<u>\$8900</u>

Notes:

- (1) "Audit Fees" means the aggregate fees billed by BDO Canada LLP in each of the last three fiscal years for audit fees.
- (2) "Audit-Related Fees" means the aggregate fees billed in each of the last three fiscal years for assurance and related services by BDO Canada LLP that are reasonably related to the performance of the audit or review of the issuer's financial statements and are not reported under the caption "Audit Fees" above. These fees relate to the quarterly review of financial statements.
- (3) "Tax Fees" means the aggregate fees billed in each of the last three fiscal years for professional services rendered by BDO Canada LLP for tax compliance, tax advice, and tax planning.
- (4) "All Other Fees" means the aggregate fees billed in each of the last three fiscal years for products and services provided by BDO Canada LLP, other than the services reported under the captions "Audit Fees", "Audit-Related Fees" and "Tax Fees".
- (5) Interim Billing of Fees

Exemption

The Corporation is a "venture issuer" as defined in National Instrument 52-110 ("**NI 52-110**") and is relying on the exemption in section 6.1 of NI 52-110 relating to Part 5 *Reporting Obligations*.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information with respect to compensation plans under which equity securities of the Corporation are authorized for issuance for the year ended December 31, 2017.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	800,000	\$0.10	-
Equity compensation plans not approved by shareholders	-	-	-
Total	800,000	\$0.10	-

MANAGEMENT AND CONSULTING CONTRACTS

The Corporation has engaged Oakridge Financial Management Inc. to assist in the accounting, administration and submissions for the financial reporting requirements of the TSXV and the Canada Revenue Agency. Mr. Gregory Smith, President and a current director of CanadaBis, is the sole shareholder of Oakridge Financial Management Inc. Oakridge bills \$300 a month for office and accounting services and a quarterly fee of \$500 per interim financial statement and \$1,450 for the preparation of year end financial statements.

INDEBTEDNESS OF DIRECTORS, SENIOR OFFICERS, EXECUTIVE OFFICERS AND OTHER MANAGEMENT

None of the directors and officers of CanadaBis, any proposed management nominee for election as a director of CanadaBis or any associate of any director, officer or proposed management nominee are or have been indebted to CanadaBis at any time during the last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Management Information Circular, none of the directors or senior officers of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to the issued shares of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, in any transaction since the commencement of the 2016 or 2017 financial years or in any proposed transaction which, in either case, has affected or will materially affect the Corporation and none of such persons has any material interest in any transaction proposed to be undertaken by the Corporation that will materially affect the Corporation.

During fiscal 2017, Oakridge Financial Management Inc. was engaged to assist in the accounting, administration and submissions for the financial reporting requirements of the Corporation and provide office space. Oakridge incurred and billed to the corporation general, administrative and office costs in the amount of \$6,110 during fiscal 2017 (2016 - \$Nil).

INTEREST OF CERTAIN PERSONS AND COMPANIES IN MATTERS TO BE ACTED ON

Except as disclosed in this Management Information Circular, no director or senior officer of the Corporation nor any proposed nominee for election as a director of the Corporation nor any associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted on, other than the election of directors, and the approval of the Stock Option Plan.

ADDITIONAL INFORMATION

Additional Information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information is provided in the Corporation's comparative financial statements and MD&A for the years ended November 30, 2016 and December 31, 2017. Upon request, the Corporation will promptly provide a copy of any document posted on SEDAR to a shareholder free of charge.

OTHER MATTERS

As of the date of this Management Information Circular, the Board of Directors and management know of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, proxies in favour of management nominees will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy. The delivery of this Management Information Circular has been approved by the directors of the Corporation.