

**DISSIDENT PROXY CIRCULAR
(the "CIRCULAR")**

TO BE USED IN CONNECTION WITH THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF

CURRENT WATER TECHNOLOGIES INC.

TO BE HELD ON SEPTEMBER 14, 2018 AT 10:00 A.M.
AT FAIRFIELD INN, 35 COWAN PLACE, GUELPH, ONTARIO N1G 1C0

**FOR THE SOLICITATION OF PROXIES
BY AND ON BEHALF OF
THE CONCERNED SHAREHOLDERS**

**JACQUELINE BODDAERT, RON HRYNYK, AMAR BHATIA,
BODDAERT FAMILY TRUST AND 2386337 ONTARIO INC.
(collectively, the "CONCERNED SHAREHOLDERS")**

THIS PROXY CIRCULAR SOLICITS YELLOW PROXIES OPPOSED TO THOSE PROXIES SOLICITED BY THE MANAGEMENT OF CURRENT WATER TECHNOLOGIES INC. ("CURRENT WATER" OR THE "CORPORATION"). PLEASE FOLLOW THE INSTRUCTIONS SET FORTH UNDER "GENERAL PROXY INFORMATION" IN THIS CIRCULAR ON HOW TO DEPOSIT A YELLOW PROXY.

A LATER-DATED YELLOW PROXY AUTOMATICALLY REVOKES ANY PREVIOUSLY SUBMITTED PROXY.

THE CONCERNED SHAREHOLDERS RECOMMEND VOTING ONLY THE YELLOW PROXY:

✓ VOTE FOR THE ELECTION OF THE EIGHT CONCERNED SHAREHOLDERS' NOMINEES AS DIRECTORS OF CURRENT WATER TECHNOLOGIES INC.

1. AMAR BHATIA
2. ZACHERY DINGSDALE
3. SUNIL GHORAWAT
4. STEVEN GLASER
5. NIZAR KAMMOURIE
6. PETER KENNEDY
7. NENO KOVACEVIC
8. ROBERT TWEEDY

✓ VOTE FOR THE RE-APPOINTMENT OF BDO CANADA LLP AS THE AUDITORS OF THE CORPORATION

YOUR VOTE IS EXTREMELY IMPORTANT - PLEASE VOTE ONLY YOUR YELLOW PROXY TODAY
Questions or voting assistance please call D.F. King at 1-647-351-3085 Ext. 1

IN ORDER TO ENSURE YOUR PROXY IS DEPOSITED IN TIME TO BE USED AT THE MEETING, YOUR **YELLOW** PROXY MUST BE RECEIVED BY D.F. KING, AN AST INVESTOR SERVICES INC. (CANADA) COMPANY (“D.F. King”) PRIOR TO 5:00 P.M. (TORONTO TIME) ON SEPTEMBER 11, 2018.

If you have any questions or require assistance in completing or returning the enclosed **YELLOW** form of proxy, please contact the Concerned Shareholders’ strategic consultant, D.F. King at:



D.F. King
Attention: Dexter John
Fax: 1-647-351-3176
Telephone: 1-647-351-3085 Ext. 1
Email: inquiries@dfking.com

NOTICE TO UNITED STATES SHAREHOLDERS

This solicitation of proxies is not subject to the requirements of Section 14(a) of the United States Securities Exchange Act of 1934, as amended (the “**U.S. Exchange Act**”). Accordingly, such solicitation is made in the United States with respect to securities of a Canadian foreign private issuer in accordance with Canadian corporate and securities laws and this proxy circular has been prepared in accordance with disclosure requirements applicable in Canada. Shareholders of Current Water Technologies Inc. in the United States should be aware that such requirements are different from those of the United States applicable to proxy statements under the U.S. Exchange Act.

FORWARD-LOOKING STATEMENTS

Information included, attached to or incorporated by reference into this Circular may contain forward-looking statements. All statements, other than statements of historical fact, included or incorporated by reference in this Circular are forward-looking statements, including, without limitation, statements regarding activities, events or developments that the Concerned Shareholders expect or anticipate may occur in the future. These forward-looking statements can be identified by the use of forward-looking words such as “will”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “believe” or “continue” or similar words or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur. We caution readers of this Circular not to place undue reliance on forward looking statements contained in this Circular, which are not a guarantee of performance and are subject to a number of uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include general economic and market conditions, changes in law, actions of competitors, and the ability to implement business strategies and pursue business opportunities. Current Water shareholders are cautioned that all forward-looking statements involve risks and uncertainties, including those risks and uncertainties detailed in Current Water’s filings with applicable Canadian securities commissions, copies of which are available at www.sedar.com. We urge you to carefully consider those factors.

The forward-looking statements contained in this Circular are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this Circular are made as of the date of this Circular and the Concerned Shareholders undertake no obligation to publicly update such

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forward-looking statements to reflect new information, subsequent events or otherwise, except as required by law.

INFORMATION REGARDING CURRENT WATER

Unless otherwise noted, the information concerning Current Water contained in this Circular has been taken from or is based upon publicly available documents or records on file with Canadian securities regulatory authorities (including the management information circular dated August 14, 2018) and other public sources. Although the Concerned Shareholders have no knowledge that would indicate that any information contained herein taken from or based upon such documents, records and sources is untrue or incomplete, the Concerned Shareholders do not assume any responsibility for the accuracy or completeness of such information or for any failure by Current Water to disclose material information which may affect the significance or accuracy of any such information. Information concerning Current Water is available for review on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Current Water's registered head office is located at 70 Southgate Drive, Unit 4, Guelph, Ontario, N1G 4P5. Unless otherwise indicated, all currency references in this Circular are to Canadian dollars.

PROXY CIRCULAR

This Dissident Proxy Circular (the “**Circular**”) and the accompanying **YELLOW** form of proxy are furnished to you in connection with the solicitation of proxies by and on behalf of Jacqueline Boddaert, Ron Hrynyk, Amar Bhatia, Boddaert Family Trust and 2386337 Ontario Inc. (collectively, the “**Concerned Shareholders**”) to be used at the annual general meeting of shareholders (the “**Shareholders**”) of common shares (the “**Current Water Shares**”) of Current Water Technologies Inc. (“**Current Water**” or the “**Corporation**”), scheduled to be held at Fairfield Inn, 35 Cowan Place, Guelph, Ontario N1G 1C0, on Friday, September 14, 2018 at 10:00 a.m. (Toronto time), and at any and all adjournment(s) or postponement(s) thereof (the “**Meeting**”).

The Concerned Shareholders are soliciting proxies in support of: electing the following eight nominees as directors of Current Water: (1) Amar Bhatia, (2) Zachery Dingsdale, (3) Sunil Ghorawat, (4) Steven Glaser, (5) Nizar Kammourie, (6) Peter Kennedy, (7) Neno Kovacevic, and (8) Robert Tweedy (the “**Concerned Shareholders’ Nominees**”); and re-appointing BDO Canada LLP as the Corporation’s auditors.

Your vote is very important to the future of your investment in Current Water. If, after reading this Circular, you agree with the Concerned Shareholders that the Concerned Shareholders’ Nominees will better serve your interests as a Shareholder, please vote your YELLOW proxy to elect the Concerned Shareholders’ Nominees.

This solicitation of proxies is NOT made by or on behalf of management of Current Water, but rather solely by or on behalf of the Concerned Shareholders. Accordingly, the Concerned Shareholders have, where information disclosed in this Information Circular was not within their personal knowledge, relied on information as disclosed by Current Water and others in the public domain.

THE CONCERNED SHAREHOLDERS RECOMMEND VOTING ONLY THE YELLOW PROXY:

✓ VOTE FOR THE ELECTION OF THE EIGHT CONCERNED SHAREHOLDERS’ NOMINEES AS DIRECTORS OF CURRENT WATER TECHNOLOGIES INC.

1. AMAR BHATIA
2. ZACHERY DINGSDALE
3. SUNIL GHORAWAT
4. STEVEN GLASER
5. NIZAR KAMMOURIE
6. PETER KENNEDY
7. NENO KOVACEVIC
8. ROBERT TWEEDY

✓ VOTE FOR THE RE-APPOINTMENT OF BDO CANADA LLP AS THE AUDITORS OF THE CORPORATION

Please follow the instructions under the “**General Proxy Information**” heading of this Circular with respect to depositing a proxy. Even if you plan to attend the Meeting, to ensure your vote is counted, return your proxy in accordance with the enclosed instructions. **A LATER DATED YELLOW PROXY AUTOMATICALLY REVOKES ANY PREVIOUSLY SUBMITTED PROXY.**

The proxy to vote is **YELLOW**

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IMPORTANT INFORMATION

If you support the Concerned Shareholders' Nominees you must act quickly to complete the appropriate documents.

If you support the Concerned Shareholders' Nominees you should vote using only the **YELLOW** form of proxy accompanying this Circular and disregard any other form of proxy you have received from management of Current Water.

Proxies must be received by D.F. King by no later than 5:00 P.M. (Toronto time) on September 11, 2018 in order to ensure they are voted at the Meeting.

See the section entitled "General Proxy Information" for additional information about the voting process.

BACKGROUND TO THE SOLICITATION

The Concerned Shareholders are of the view that the Corporation is being poorly managed and without a concrete plan for improvement. In prior discussions with the senior management of Current Water, the Concerned Shareholders have repeatedly requested information on a plan for the betterment of the Corporation. Management of the Corporation has continually failed to adequately respond to the Concerned Shareholders' concerns. Therefore, on May 31, 2018, the Concerned Shareholders, in accordance with Section 105 of the *Business Corporations Act* (Ontario) (the "**Act**"), formally requisitioned the directors of Current Water to call a meeting of Shareholders for the purpose of electing new directors of the Corporation.

In response, on June 21, 2018, the Corporation announced that August 24, 2018 (later amended to September 14, 2018) would be the date for the meeting of Shareholders, called for the purpose of voting on the proposed changes to the Board of Directors of the Corporation (the "**Board**").

ABOUT THE CONCERNED SHAREHOLDERS

Each of Jacqueline Boddaert, Ron Hrynyk, Boddaert Family Trust and 2386337 Ontario Inc. were previously direct and/or indirect shareholders of Pumptronics Incorporated and received Current Water Shares as consideration for the sale of Pumptronics Incorporated to the Corporation.

Jacqueline Boddaert and Ron Hrynyk were directors of Pumptronics Incorporated. Boddaert Family Trust is a trust settled under the laws of the Province of Ontario of which Jacqueline Boddaert is a trustee and discretionary beneficiary. 2386337 Ontario Inc. is a corporation incorporated under the laws of the Province of Ontario and is a holding company owned by Jacqueline Boddaert.

Amar Bhatia is president and owner of Canada Classic Interlocking, a distributor of custom interlocking. He acquired his Current Water Shares pursuant to a private placement financing in December 2017 at \$0.15 per share.

None of the Concerned Shareholders has been a dissident of an issuer within the preceding 10 years.

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REASONS FOR THIS SOLICITATION

The purpose of this solicitation of proxies by and on behalf of the Concerned Shareholders is to elect the Concerned Shareholders' Nominees to constitute the Board of the Corporation (the "**Concerned Shareholders' Board**"). The Concerned Shareholders believe that Current Water's current management and members of the current Board lack the requisite skills and respect for good corporate governance necessary to enhance shareholder value and have embarked and will continue upon a path with significant risk, which will result in the continued poor performance of Current Water's share price and its continued failure to fulfill its potential. The Concerned Shareholders' Nominees consist of six proven professionals with successful track records that are indicative of the talent and experience required to provide the needed oversight of the Corporation, along with the two most comparatively independent incumbent directors of Current Water that are not current or former executive officers of the Corporation.

Below are some of the reasons that the Concerned Shareholders are concerned about the current Board and current management of the Corporation and believe that the Concerned Shareholders' Board will better serve the Corporation.

Little Revenue - Sustained Losses

Over the last 21 years, the Corporation has generated only \$8 million in revenue, while accumulating losses of over \$23 million.

No Delivery of Product

A purchase order to Chemsbro of Saudi Arabia, for \$1.5 million was received in February, 2017. There has been very little progress on this project and no satisfactory update has been given by the current Board, or the current management of Current Water ("**Current Management**"), to explain the reason for this ongoing delay, and as of the date of this Circular, to the knowledge of the Concerned Shareholders, the product has still not been delivered.

The Concerned Shareholders believe that Current Management lacks the ability to commercialize the Corporation's products and technology in a reasonable time-frame.

Failure to Manage Capital

The current Board and Current Management have failed to strengthen the Corporation's balance sheet and working capital deficiency. The Concerned Shareholders believe that Current Management has mishandled \$2,679,349 consisting of the \$1,320,000 received from private placement investors in connection with the acquisition of Pumptronics Incorporated completed in January 2018 as well as the \$1,359,349 raised shortly thereafter.

Current Water will need to raise significant funds in the near term in order to survive and the Concerned Shareholders are concerned that Current Management does not have any concrete plan in place from committed financiers to raise the necessary near-term funds and are further apprehensive about the capability of Current Management to raise such required working capital.

Failed Strategic Plan Resulting in Destruction of Shareholder Value

Shareholders and potential investors want a real actionable strategic business plan. The lack of a proper strategy has resulted in a 67% reduction of share price over the last 12 months from the peak price of \$0.23 for Current Water Shares on January 19, 2018 to a low price of \$0.075 on August 8, 2018.

Despite the recent injection of over \$2.5 million in capital at \$0.15 per share from the aforementioned private placement, as of the date of this Circular, the Current Water Shares are trading at \$0.09 per share.

Unresponsive to Potential Transactions

On May 11, 2018, Xogen Technologies Inc. (“**Xogen**”) provided Current Management with a letter of intent proposing a merger and concurrent financing of \$4,000,000. Xogen is in the water treatment business with complimentary electro oxidation and electro chemical technologies.

After discussions with Current Management, Xogen submitted a revised letter of intent according to the requests made by Current Management. Xogen requested a response by May 25, 2018; however, Current Water failed to respond. Instead, Current Water issued a misleading press release on June 13, 2018 stating that it had not received an offer to finance the Corporation.

On August 9, 2018, Xogen attempted once again to explore a transaction with Current Water and presented Current Management with a further revised letter of intent, including a representation that it had already received verbal commitments for \$2,500,000 for the contemplated concurrent financing. Xogen offered to meet with the Board, the CEO and the CFO of Current Water to discuss this further revised letter of intent and a go forward business plan. All attempts at discussion were refused by Current Water. It was not until August 17, 2018 that Current Water responded with a terse letter from legal counsel stating that there was no interest in the transaction.

Poor Corporate Governance Practices

The Board has demonstrated a complete disregard for standard corporate governance, continuous disclosure practices, and Shareholder communication. For example, the current Secretary (Barry Shelp), the current Chief Financial Officer (Bertan Atalay) and the previous Chief Financial Officer (Edward Tsang), each an executive officer of the Corporation, have in the past been allowed to serve on the audit committee of the Corporation, thereby leaving only a single independent director on the audit committee. This is in breach of National Instrument 52-110: *Audit Committees* which requires that a majority of audit committee members be independent.

When looking at the current Board as a whole, it is questionable whether it contains even a single independent director. Gene Shelp is President and CEO; Bertan Atalay is CFO; Barry Shelp is Secretary; Edward Tsang is the former CFO; and according to the management information circular of the Corporation, “Mr. Sunil Ghorawat and Mr. Nizar Kammourie each indirectly control a significant number of securities and Mr. Nizar Kammourie has a business relationship with [Current Water].” As such, the current Board may be in breach of corporate governance best practices to have a majority of independent directors as well as in breach of the requirements of the TSX Venture Exchange to have at least two independent directors.

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In addition, the Corporation's holding of its annual meetings beyond six months of its December 31 financial year end, is contrary to corporate governance best practices.

The Concerned Shareholders' Board would have the Experience, Expertise, Perspective and Motivation to Maximize Current Water's True Potential Value.

It is the Concerned Shareholders' view that it is clearly time for change. The Concerned Shareholders believe that the current Board has demonstrated a failure to adequately consider the interests of Current Water and its Shareholders when making its decisions. The Concerned Shareholders' Nominees offer Shareholders an opportunity for positive change.

The Concerned Shareholders' Nominees consist of eight individuals who have the broad range of experience and expertise to provide the necessary new leadership for Current Water, including the two most independent incumbent directors of Current Water in order to facilitate a transition into such new leadership.

As a result, the Concerned Shareholders' Board has the requisite experience, expertise, perspective and motivation to maximize Current Water's true potential value. The Concerned Shareholders believe that, once elected, the Concerned Shareholders' Nominees will be catalysts in correcting Current Water's current course and will be in a position to create value for all Shareholders.

The Concerned Shareholders' Plan for Change

1. Provide a Real Strategic Business Plan

The Concerned Shareholders' Board will place a priority on developing a full plan and timeline to complete the manufacturing and fulfilment of product orders on a timely basis. A committee consisting of independent directors may be formed to review the organizational structure of the Corporation and re-evaluate Current Management.

2. Source Funding and Attract New Investors

The Concerned Shareholders' Board will work to establish the credibility of the Corporation to attract both retail and institutional investors. Possible strategic deals will be evaluated, including certain potential investors who have independently reached out to the Concerned Shareholders since they made their concerns public.

3. Conduct a Review of the Corporation's Finances

The Concerned Shareholders' Board will conduct a review of the financial management of the Corporation by Current Management to ensure the proper handling of capital going forward.

4. Properly Consider Potential Transactions

The Concerned Shareholders expect that the Concerned Shareholders' Board will properly and critically review and consider possible transactions with third parties, including with Xogen, to determine if there is an opportunity to leverage synergies with such companies that would be beneficial to Current Water.

5. Practice Good Corporate Governance

Accountability and transparency will be a priority for the Concerned Shareholders' Board. In accordance with corporate governance best practices and TSX Venture Exchange requirements, a majority of the Concerned Shareholders' Board will be independent as at least six of the eight members are independent. Also, independent board committees will be established and the executive officers of the Corporation will no longer be members of the Corporation's audit committee.

MATTERS TO BE ACTED UPON AT THE MEETING

Election of Directors

Based on the management information circular of the Corporation dated August 14, 2018 (the "**Management Circular**"), the proposed number of directors of Current Water to be elected at the Meeting to hold office until the next meeting or until their successors are elected or appointed, is set at eight.

The Concerned Shareholders' Nominees

The Concerned Shareholders are seeking the election of eight Concerned Shareholders' Nominees.

The Concerned Shareholders recommend that you vote **FOR** the election of the Concerned Shareholders' Nominees to the Board of Directors of Current Water.

The Concerned Shareholders propose that the persons named in the following table be nominated for election as directors of Current Water. Each of the Concerned Shareholders' Nominees, if elected, would hold office until the next annual meeting of Current Water Shareholders or until his successor is duly elected or appointed.

The table and notes below set out, in respect of each Concerned Shareholder Nominee, the name of each person proposed to be nominated for election as a director, the nominee's present principal occupation, business or employment and each principal occupation, business or employment of each nominee for the previous five years and the number of Current Water Shares beneficially owned, or controlled or directed, directly or indirectly, by the nominee or over which the nominee or his affiliates exercises control or direction as of the date of this Circular. The statement as to share ownership, control and direction is, in each instance, based upon publicly disclosed information or furnished by the nominee.

Nominee	Present Principal Occupation and Principal Occupation for the Previous Five Years	Number of Current Water Shares Beneficially Owned
Amar Bhatia, Ontario, Canada	President and Owner, Canada Classic Interlocking, a distributor of custom interlocking (2012 – present). President and Owner, Global Retail Advantage, an LED distribution company (2011 to present). Chief Executive Officer and part owner, International Data Systems, an international wholesale printer distribution company (1997 – present)	1,666,667

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Zachery Dingsdale, Ontario, Canada	Founder and director of Tangent Management Corp. and Director of Hinterland Metals Corp. President & CEO of Taku Gold Corp. (2003 – 2017) and Director of Arrowhead Gold Corp. (2007 – 2015)	228,000
Sunil Ghorawat, ⁽¹⁾ New Delhi, India	CEO of Earth Water Group in India	Nil
Steven Glaser, Ontario, Canada	COO and Director of Pool Safe Inc. (TSXV: POOL) (2017 – present). President and Director of Glaser Capital Advisors (2015 – 2018). Vice-President Investment Banking of Euro Pacific Canada (2014-2015). Vice-President Corporate Finance of Brant Securities Limited (2011 – 2014)	Nil
Nizar Kammourie, ⁽¹⁾ Montreal, Quebec	CEO of Water Division of the privately-owned Saudi Brothers Commercial Group	10,911,667
Peter Kennedy, Singapore	Managing Director, CLSA Capital Partners (Singapore) Pte Ltd., a clean resources private equity fund targeting growth stage investments in the water and sustainable agriculture sectors (2009 – present)	13,000,000
Neno Kovacevic Ontario, Canada	Associate Director of IBI Group Inc., a globally integrated architecture, planning, engineering and technology firm (TSX: IBG) (2003 – present)	450,200 ⁽²⁾
Robert Tweedy Ontario, Canada	Chairman of Useppa Holdings Ltd. (1991 – present). Director of Evergreen Pacific Insurance Corporation (2018 – present). Member of the Senate of Toronto General and Western Hospital Foundation (2015 – present)	Nil

Notes:

- (1) Currently a director of Current Water.
- (2) 100,000 of these shares are held in an RESP.

In the aggregate, as of the date of the Circular, the number of Current Water Shares beneficially owned, or controlled or directed, directly or indirectly, by the Concerned Shareholders' Nominees is 26,256,534.

The Concerned Shareholders believe that, if elected, Amar Bhatia, Zachery Dingsdale, Steven Glaser, Peter Kennedy, Neno Kovacevic and Robert Tweedy will be independent directors within the meaning of National Instrument 58-101: *Disclosure of Corporate Governance Practices*. Each such independent nominee, if elected, is expected to use their independent business judgment to create long-term value for Current Water and its Shareholders.

Profiles of Concerned Shareholders' Nominees that are not Current Directors

Amar Bhatia – Toronto, Ontario, Canada

Mr. Bhatia owns and operates a number of successful corporations. He is President & Owner of Canada Classic Interlocking, a distributor of custom interlocking (since 2012). He is President & owner of Global Retail Advantage an LED distribution company with 6 locations in Canada (since 2011). Amar is CEO and Part Owner of International Data Systems an international wholesale printer distribution company with sales in the USA, Canada and Europe (since 1997). From 1991-1997 Mr. Bhatia was the owner and President of Home Accents a retail chain store with 11 locations and from 1984-1991 was President and Owner of Brass Imports a 20-store retail chain.

Mr. Bhatia has over 30 years of experience owning and operating a variety of companies in different business sectors in international markets.

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Zachery Dingsdale – Toronto, Ontario, Canada

Mr. Dingsdale is a founder and director of Tangent Management Corp., a financial management firm that provides financial consulting and management services to publicly listed companies. Mr. Dingsdale is currently a Director of Hinterland Metals Corp. (TSXV:HMI). He was President, CEO and director of Taku Gold Corp. (TSXV:TAK), a gold exploration company from November 2003 to December 2017. He has also been a director of Arrowhead Gold Corp. (TSXV:AWH), from January 2007 to December 2015 and a director of Tajiri Resources Corp. (TSXV:TAJ).

Mr. Dingsdale has over 20 years' experience in the capital markets.

Steven Glaser – Toronto, Ontario, Canada

Mr. Glaser is a financial service executive with a diverse background in corporate finance, communications and governance for private and public companies. He is currently Chief Operating Officer and Director of Pool Safe Inc. (TSXV: POOL), a company that designs, develops and distributes a product known as the "PoolSafe". From 2008 through 2017, Mr. Glaser worked in the corporate finance and investment banking arena focused on assisting late stage private and early stage public companies with strategic planning and capital raising. Prior to that, Mr. Glaser spent seven years as Vice President Corporate Affairs of Azure Dynamics Corporation. He was responsible for the company's corporate governance, its domestic and international stock exchange listings, as well as the build-out of the company's Investor Relations division. Mr. Glaser holds a Bachelor of Administrative Studies degree as well as an M.B.A. in finance.

Peter Kennedy – Singapore

Mr. Kennedy is the Managing Director of CLSA Capital Partners (Singapore) Pte Ltd. He currently heads CLSA's Clean Resources Private Equity Fund, based out of Singapore. The Fund has an impact-driven focus, targeting growth stage investments in the water and sustainable agriculture sectors. The Fund's strategy is to combine real assets/projects in Asia with best-in-class global technologies.

Mr. Kennedy was an early investor in the impact space and has closed more than 20 deals in this area since 2003. He is a frequent speaker at water and clean tech conferences, including the World Agri-Tech Investment Summit, The Blue Tech Forum, the World Water-Tech Investment Summit, Singapore International Water Week, and has been a member of The Cleantech Group's annual Expert Panel.

Prior to joining CLSA Capital Partners in 2009, Mr. Kennedy was the founding partner of Fulcrum Funds, an Impact investment fund targeting opportunities in the environmental and health care technology areas. He was an early investor in sustainable agriculture/aquaculture technologies and recycling. During this time, he served as an advisor to PG&E on their Smart Meter Strategy and has been a guest speaker and lecturer on sustainable venture investing at University of California at Berkeley, Stanford University and Columbia University.

Prior to Fulcrum, Mr. Kennedy led Morgan Stanley's research efforts in New York and London, evaluating early-stage technology and telecommunications companies. At Morgan Stanley, Mr. Kennedy brought 11 initial public offerings (IPOs) to market in an aggregate amount of over US\$1 billion and was a top Institutional Investor ranked equity analyst. Before joining Morgan Stanley, Mr. Kennedy managed new business development for NYNEX International and directed over US\$500 million of investment into new Asian and European infrastructure businesses.

Mr. Kennedy holds an MBA and BA in Economics from the Hagan School of Business, Iona College.

Neno Kovacevic – Toronto, Ontario, Canada

Mr. Kovacevic is the Associate Director for IBI Group (TSX: IBG), a globally integrated architecture, planning, engineering and technology firm. He has also been the Executive Director of IBI Montenegro since 2009. Mr. Kovacevic leads the Toronto Urban Design practice for the firm and in the past few years he has been involved in several major P3 initiatives, such as Eglinton Crosstown LRT, Ottawa LRT, Relief Line Toronto, and Yonge Richmond Hill extension.

Mr. Kovacevic is a Landscape Architect and Urban Designer with more than 25 years of experience and has been involved in major planning, hospitality and renewable energy assignments carried out in North America, Central America, Middle East, China and Europe.

Robert Tweedy – Toronto, Ontario, Canada

Mr. Tweedy is currently the Chairman of Useppa Holdings Ltd., and serves as a director of Evergreen Pacific Insurance Corporation, and is a member of the Senate of Toronto General and Western Hospital Foundation.

Mr. Tweedy has also recently served as a director and Chairman of STT Enviro Corp. (TSX) and Aurcana Corp Inc. (TSX) as well as a past director of Trans America Life Canada, Dream Office REIT (TSX), CPI Plastics Group Ltd., Rockwater Capital Corp. (TSX), Route1 Inc. (TSX) and an advisor to MaRS.

Mr. Tweedy began his career in 1966 with McKinsey and Company, a worldwide consulting firm and then served as CEO in both public and private companies including Sklar Peppler Furniture Corp., Stephenson's Rental Ltd., PCL Industries Ltd., Bata Shoe Co. Inc. (USA and Caribbean), and Dufferin Concrete Products Group Ltd. In 2003, Mr. Tweedy was awarded Her Majesty the Queen's Golden Jubilee Medal for his work with Care Canada. Mr. Tweedy has a BA in Political Science and Economics from the University of Toronto and an MBA from Stanford University.

The Board of Current Water Going Forward

If the Concerned Shareholders are successful at the Meeting, the Current Water board will consist of eight directors and will be comprised of the Concerned Shareholders' Nominees: (1) Amar Bhatia, (2) Zachery Dingsdale, (3) Sunil Ghorawat, (4) Steven Glaser, (5) Nizar Kammourie, (6) Peter Kennedy, (7) Neno Kovacevic, and (8) Robert Tweedy.

The Concerned Shareholders recommend that Shareholders vote FOR the election of the Concerned Shareholders' Nominees to the Board of Directors of Current Water. The representatives named in the enclosed YELLOW proxy intend to cast the votes represented by such YELLOW proxy FOR the election of the Concerned Shareholders' Nominees, unless instructed otherwise.

Appointment of Auditors

Based on the Management Circular, BDO Canada LLP has been proposed to be re-appointed as auditors of Current Water until the next annual meeting of shareholders at a remuneration to be fixed by the board of directors.

The Concerned Shareholders recommend that you vote **FOR** the re-appointment of BDO Canada LLP as auditors of Current Water until the next annual meeting of shareholders at a remuneration to be fixed by the board of directors.

The Concerned Shareholders recommend that Shareholders vote FOR the re-appointment of BDO Canada LLP as auditors of Current Water. The representatives named in the enclosed YELLOW proxy intend to cast the votes represented by such YELLOW proxy FOR the re-appointment of BDO Canada LLP as auditors of Current Water, unless instructed otherwise.

Additional Information

The Concerned Shareholders do not expect that any of the nominees will be unable to stand for election to the Board of Directors or to serve as a director if elected. In the event that a vacancy in the slate of the Concerned Shareholders' Nominees should occur unexpectedly, the Concerned Shareholders may appoint a substitute candidate selected by them.

Corporate Cease Trade Orders, Penalties, Sanctions or Bankruptcies

None of the Concerned Shareholders' Nominees (or a personal holding company of such person):

- (A) is or 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; or
- (B) is or 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 shareholder in deciding whether to vote for a proposed director; or
- (C) is, or has been in the last ten years, a director, chief executive officer or chief financial officer of any company that,
 - (i) 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
 - (ii) 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; or
- (D) is or has been in the last ten years, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (E) has, in the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any

proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such proposed director's assets.

Interest in Material Transactions and Matters to be Acted Upon

Other than as set out below or in the Management Circular, none of the Concerned Shareholders, the Concerned Shareholders' Nominees or any of their respective associates or affiliates:

- (i) has had a material interest, direct or indirect, in any transaction since the commencement of Current Water's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect Current Water or any of its subsidiaries, or
- (ii) has any material interest, direct or indirect (other than in respect of their beneficial ownership of securities of Current Water described elsewhere in this Circular) in any matter to be acted upon at the Meeting other than the election of directors.

None of the Concerned Shareholders, the Concerned Shareholders' Nominees or any of their respective associates or affiliates, has any arrangement or understanding between any of the Concerned Shareholders' Nominees and any other person or company, pursuant to which such nominees are to be elected as directors of Current Water.

Acquisition of Pumptronics Incorporated

On January 8, 2018, the Corporation completed the acquisition of all of the shares of Pumptronics Incorporated. As direct and/or indirect shareholders of Pumptronics Incorporated, each of Jacqueline Boddaert, Ron Hrynyk, Boddaert Family Trust and 2386337 Ontario Inc. received in the aggregate: (i) \$800,000 in cash; (ii) a promissory note in the principal amount of \$400,000; and (iii) 12,000,000 Current Water Shares at a deemed purchase price of \$0.15 per share.

RECOMMENDATION TO CURRENT WATER SHAREHOLDERS

The Concerned Shareholders recommend voting only the **YELLOW** proxy:

- **FOR** the election of the eight Concerned Shareholders' Nominees as directors
 1. **AMAR BHATIA**
 2. **ZACHERY DINGSDALE**
 3. **SUNIL GHORAWAT**
 4. **STEVEN GLASER**
 5. **NIZAR KAMMOURIE**
 6. **PETER KENNEDY**
 7. **NENO KOVACEVIC**
 8. **ROBERT TWEEDY**

- **FOR** the re-appointment of BDO Canada LLP as the auditors of the Corporation

If you support the Concerned Shareholders' Nominees you should vote using only the **YELLOW** form of proxy accompanying this Circular and disregard any other form of proxy you have received from management of Current Water.

Proxies must be received by D.F. King by no later than 5:00 P.M. (Toronto time) on September 11, 2018 in order to ensure they are voted at the Meeting.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This Circular is furnished by the Concerned Shareholders in connection with the solicitation by them and on their behalf of proxies for use at the Meeting scheduled to be held at Fairfield Inn, 35 Cowan Place, Guelph, Ontario N1G 1C0, on Friday, September 14, 2018 at 10:00 a.m. (Toronto time), and at any and all adjournment(s) or postponement(s) thereof.

Proxies may be solicited by mail, telephone, fax or other electronic means and in person, as well as by newspaper or other media advertising.

The Concerned Shareholders have retained D.F. King to act as strategic consultant and to assist in the tabulation of proxies. If the Concerned Shareholders decide to engage a proxy solicitation firm to solicit proxies, such firm may also contact shareholders.

The fees and costs incurred in the preparation and mailing of this Circular and the solicitation will be borne by the Concerned Shareholders. The Concerned Shareholders may seek reimbursement from Current Water of their out-of-pocket expenses, including legal fees, incurred in connection with the Meeting.

No person is authorized to give information or to make any representations other than those contained in this Circular and, if given or made, such information or representations must not be relied upon as having been authorized to be given or made.

Record Date and Voting Shares

Current Water established July 18, 2018 (the "**Record Date**") as the record date for determining Shareholders entitled to notice of the Meeting. Each Shareholder is entitled to one vote for each Current Water Share registered in his or her or its name as of the close of business on the Record Date.

As at the Record Date, to the Concerned Shareholders' knowledge, 147,600,252 Current Water Shares were issued and outstanding, each carrying the right to one vote per share. The aforementioned Current Water Shares are the only voting securities issued and outstanding in the capital of the Corporation.

Appointment and Revocation of Proxies

The persons named as proxyholders in the enclosed **YELLOW** form of proxy are Ron Hrynyk and Jacqueline Boddaert. **DO NOT VOTE THE PROXY YOU HAVE RECEIVED PURSUANT TO MANAGEMENT'S SOLICITATION OF PROXIES.**

THE ENCLOSED YELLOW FORM OF PROXY IS THE PROXY TO VOTE.

Shareholders should carefully complete and sign their proxies in accordance with the instructions contained in this circular and on the **YELLOW** proxy in order to ensure that their proxies can be used at the Meeting. Completed and executed proxies should be returned in accordance with the instructions on the **YELLOW** form of proxy.

Proxies received by D.F. King in accordance with the foregoing will be delivered to Current Water or its transfer agent in time for use at the Meeting.

YOUR VOTE IS EXTREMELY IMPORTANT - PLEASE VOTE ONLY YOUR YELLOW PROXY TODAY
Questions or voting assistance please call D.F. King at 1-647-351-3085 Ext. 1

IN ORDER TO ENSURE YOUR PROXY IS VOTED AT THE MEETING, IT MUST BE RETURNED PRIOR TO 5:00 P.M. (TORONTO TIME) ON SEPTEMBER 11, 2018 BY ONE OF THE FOLLOWING MEANS:

EMAIL:	inquiries@dfking.com
FAX:	1-647-351-3176
MAIL, COURIER OR HAND DELIVERY:	D.F. King, 1 Toronto Street, Suite 1200, Toronto, ON M5C 2V6

DUE TO THE LIMITED TIME AVAILABLE WE RECOMMEND EMAILING YOUR PROXY BACK TO INQUIRIES@DFKING.COM AS THE PREFERRED METHOD. FOR ASSISTANCE IN VOTING YOUR YELLOW PROXY, PLEASE CALL 1-647-351-3085 Ext 1.

A Shareholder who has given a proxy may revoke it at any time prior to its exercise. The proxy will be revoked if the Shareholder who has given it attends the Meeting and revokes the proxy to vote in person. In addition, the Shareholder may revoke the proxy (i) by instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the shareholder is a body corporate, by an officer or attorney thereof duly authorized and deposited at the registered office of the Corporation at any time prior to 4:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or any adjournment thereof, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, or (ii) in any other manner permitted by law. The registered office of the Corporation is located at 70 Southgate Drive, Unit 4, Guelph, Ontario N1G 4P5.

Voting of Current Water Shares Represented by Proxy and Exercise of Discretion

The Current Water Shares represented by the enclosed YELLOW proxy will be voted on any ballot at the Meeting or any adjournment(s) or postponement(s) thereof, and where you specify a choice with respect to any matter to be acted upon, the Current Water Shares will be voted in accordance with your specification.

In the absence of such specification, Current Water Shares represented by the enclosed YELLOW form of proxy will be voted **FOR** the election of the Concerned Shareholders' Nominees to the Board of Current Water and will be voted **FOR** the re-appointment of BDO Canada LLP as auditors of Current Water. The persons appointed under the proxy are conferred with discretionary authority (which they will exercise in accordance with their best judgement) with respect to amendments of those matters specified in the proxy and with respect to any other matters which may properly be brought before the Meeting or any adjournment(s) thereof. The Concerned Shareholders are not currently aware of any such amendment, variation or other matter.

Registered Shareholders

If you are a registered Shareholder of Current Water (meaning your Current Water Shares are held by you directly and not by your broker or other intermediary), you should follow the procedures set out in the enclosed YELLOW form of proxy and as set out below. As a registered Shareholder, you will likely receive a form of proxy from Current Water's management in addition to the one you received with this Circular. The proxy to submit is the YELLOW form of proxy. **Do not submit any other form of proxy you have received from Current Water's management.**

YOUR VOTE IS EXTREMELY IMPORTANT - PLEASE VOTE ONLY YOUR YELLOW PROXY TODAY
Questions or voting assistance please call D.F. King at 1-647-351-3085 Ext. 1

In order to vote **FOR** the election of the Concerned Shareholders' Nominees to the Board of Directors of Current Water, you should do the following:

1. Complete the **YELLOW** form of proxy enclosed by marking:

"FOR" with respect to the election of each of the Concerned Shareholders' Nominees to the Board of Directors of Current Water;

AND

"FOR" the re-appointment of BDO Canada LLP as auditors of Current Water.
2. Sign and date the **YELLOW** form of proxy and email it back to inquiries@dfking.com. In order to ensure that your vote is returned prior to the deadline, we recommend that you return your proxy via email.

If you support voting **FOR** the election of the Concerned Shareholders' Nominees to the Board of Directors of Current Water, then SIGN, DATE AND RETURN ONLY THE **YELLOW** PROXY.

A registered Shareholder has the right to appoint a person, who need not be a Shareholder of Current Water, other than the persons named in the YELLOW form of proxy accompanying this Circular, as proxyholder to attend and act for and on behalf of such Shareholder at the Meeting and may exercise such right by striking out the names of the persons named in the YELLOW form of proxy and inserting the name of the person to be appointed as proxyholder in the blank space provided on the YELLOW form of proxy.

Advice to Non-Registered Shareholders

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

- (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans (each, an "**Intermediary**"); or
- (b) in the name of a depository (such as CDS Clearing and Depository Services Inc. or "**CDS**").

In accordance with Canadian securities law, the Concerned Shareholders will distribute copies of this Dissident Circular, the **YELLOW** form of proxy and any other related meeting materials to the depositories and intermediaries for onward distribution to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries are required to forward all meeting materials to Non-Registered Holders.

Generally, Non-Registered Holders who have not waived the right to receive meeting materials will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

YOUR VOTE IS EXTREMELY IMPORTANT - PLEASE VOTE ONLY YOUR YELLOW PROXY TODAY
Questions or voting assistance please call D.F. King at 1-647-351-3085 Ext. 1

- (a) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the meeting materials, a voting instruction form that must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form.
- (b) **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the meeting materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. In this case, the Non-Registered Holder who wishes to submit a **YELLOW** proxy should properly complete the **YELLOW** proxy and submit it by email to: inquiries@dfking.com.

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 received from the Intermediary and insert the Non-Registered Holder or such other person's name in the blank space provided or, in the case of a voting information form, follow the corresponding instructions on the form. **In any case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy (or voting information form) is to be delivered.**

A Non-Registered Holder may revoke a proxy or voting instruction form which has been given to an Intermediary by written notice to the Intermediary. In order to ensure that an Intermediary act upon a revocation of a proxy or voting instruction form, the written notice should be received by the Intermediary well in advance of the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As of the Record Date, to the knowledge of the Concerned Shareholders, 147,600,252 Current Water Shares were issued and outstanding. Each Current Water Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. The Record Date for determination of Shareholders entitled to receive notice of the Meeting has been fixed by Current Water at July 18, 2018.

As at the date of this Circular, to the best of the knowledge of the Concerned Shareholders, no person beneficially owns, directly or indirectly, or exercises control or direction over, Current Water Shares carrying more than 10% of the voting rights attached to all issued and outstanding Current Water Shares.

CERTAIN INFORMATION REGARDING CURRENT WATER

Information regarding the compensation of executives and directors of the Corporation (including the information prescribed by Form 51-102F6 – Statement of Executive Compensation), management contracts, securities authorized for issuance under equity compensation plans, indebtedness of directors and executive officers of Current Water, audit committee oversight, reliance on certain exemptions and external auditor service fees is not known to the Concerned Shareholders and is not reasonably within the power of the Concerned Shareholders to obtain as none of the Concerned Shareholders are current directors or officers of Current Water. Accordingly, for this information, please refer to the Management Information Circular, and other continuous disclosure filed by the Corporation on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. The Concerned Shareholders do not assume any responsibility for the accuracy or completeness of such information or for any failure by Current Water to disclose material information which may affect the significance or accuracy of any such information.

YOUR VOTE IS EXTREMELY IMPORTANT - PLEASE VOTE ONLY YOUR YELLOW PROXY TODAY
Questions or voting assistance please call D.F. King at 1-647-351-3085 Ext. 1

ADDITIONAL INFORMATION

Unless otherwise specified in this Circular, information set forth herein is as of August 28, 2018. Additional information concerning Current Water, including Current Water's financial information such as comparative annual financial statements and MD&A for its most recently completed financial year, is available for review on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. Shareholders may contact Current Water to request copies of the Corporation's financial statements and MD&A through Current Water's registered head office located at 70 Southgate Drive, Unit 4, Guelph, Ontario, N1G 4P5.

CERTIFICATE

Information contained herein, unless otherwise indicated, is given as of the date hereof. In accordance with the Act, the contents and sending of this Circular have been approved by the Concerned Shareholders and a copy of this Circular has been sent to the Corporation, each director of the Corporation, each shareholder whose proxy has been solicited and the auditors of the Corporation.

August 28, 2018

(signed) "Jacqueline Boddaert"

Jacqueline Boddaert

(signed) "Amar Bhatia"

Amar Bhatia

(signed) "Ron Hrynyk"

Ron Hrynyk

2386337 ONTARIO INC.

Per: (signed) "Jacqueline Boddaert"

Name: Jacqueline Boddaert

Title: President

I have authority to bind the Corporation

THE BODDAERT FAMILY TRUST by its Trustee:

Per: (signed) "Jacqueline Boddaert"

Name: Jacqueline Boddaert

Title: Trustee

TIME IS OF THE ESSENCE. HOW TO CAST YOUR YELLOW PROXY TODAY

Time is running short. We urge you to reject the continued underperformance of Current Water.

Protect your investment by voting only your YELLOW proxy form today or no later than 5:00 p.m. (Toronto Time) on Tuesday, September 11, 2018.

Due to the limited time available, we recommend voting by internet today or not later than 24 hours before the deadline.

VOTING METHOD	BENEFICIAL SHAREHOLDERS IF YOUR SHARES ARE HELD WITH A BROKER, BANK OR OTHER INTERMEDIARY	REGISTERED SHAREHOLDERS IF YOUR SHARES ARE HELD IN YOUR NAME AND REPRESENTED BY A PHYSICAL CERTIFICATE
INTERNET	Visit www.proxyvote.com and enter your 16 digit control number located on the enclosed <u>YELLOW</u> voting instruction form.	Complete, date, sign and scan your <u>YELLOW</u> proxy to inquiries@dfking.com
TELEPHONE	Canadian: Call 1-800-474-7493 U.S.: Call 1-800-454-8683 and provide your 16 digit control number located on the enclosed <u>YELLOW</u> voting instruction form	N/A
FACSIMILE	Canadian: Fax your <u>YELLOW</u> voting instruction form to D.F. King at 1-647-351-3176 or toll free to 1-888-509-5907 in order to ensure that your vote is received before the deadline. U.S.: N/A	Complete, date, sign and return your <u>YELLOW</u> proxy to D.F. King at 1-647-351-3176 or North American toll-free at 1-888-509-5907
MAIL	N/A	Complete, date, sign and return your <u>YELLOW</u> proxy to D.F. King: 1 Toronto Street, Suite 1200, Toronto, ON, M5C 2V6

If you have any questions or require any assistance in executing your proxy, please call D.F. King Canada at:

D.F. KING
An AST Company

1-647-351-3085 Ext. 1

Email: inquiries@dfking.com

North American Toll Free Facsimile: 1-888-509-5907

Facsimile: 1-647-351-3176

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Questions or voting assistance please call D.F. King at 1-647-351-3085 Ext. 1