

CIELO WASTE SOLUTIONS CORP.

Note:

This Amended and Restated Management Information Circular (the “Circular”) for the annual general and special meeting of the shareholders (the “Meeting”) of Cielo Waste Solutions Corp. (“Cielo”) to be held on October 21, 2021, originally dated September 10, 2021 and amended and restated on October 14, 2021 (the “Circular”), is being filed for the following purpose(s):

1. Following the original date of the Circular, Ms. Andrea Whyte and Mr. George H. Brookman resigned from their positions as directors. The Circular, together with the notice of the of the Meeting (the “Notice”) and the form of proxy (the “Proxy”, together with the Circular and the Notice referred to as the “Meeting Materials”), proposed the fixing of the board of directors at Seven (7) as well as for the election of Seven (7) directors, including Ms. Whyte and Mr. Brookman. The Meeting Materials had already been mailed to shareholders at such time and the Proxy could not be altered to the best of Cielo’s knowledge without the delay of the Meeting.
2. By operation of law and the constating documents of the Company, even if sufficient votes are cast in favour of: a) the fixing of the board of directors at Seven (7); b) the election of Ms. Andrea Whyte as director; and c) the election of Mr. George H. Brookman as director, as Ms. Whyte and Mr. Brookman will not consent to act as directors and therefor will not take their seat as directors, the fixing of the board of directors will be reduced to Five (5) and only the remaining Five (5) directors will take their seats, if elected.

The amended portions of this Amended and Restated Circular, which are underscored for ease of review, reflect the foregoing. To the best of Cielo’s knowledge, no actions of Cielo or its shareholders, other than the delay of the Meeting and the preparation and mailing of replacement Meeting Materials, would have any effect other than the foregoing. Given the foregoing, and that no new directors or matters have been proposed for election or approval, respectively, Cielo opted not to delay the Meeting to a later date.

October 14, 2021



*ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD
OCTOBER 21, 2021*

NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR

Original Date: September 10, 2021

AMENDED AND RESTATED ON OCTOBER 14, 2021

CIELO WASTE SOLUTIONS CORP.
610 – 475 West Georgia Street, Vancouver, BC V6B 4M9

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, OCTOBER 21, 2021**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “Meeting”) of the holders of common shares of **CIELO WASTE SOLUTIONS CORP.** (“Cielo” or the “Company”) will be held on October 21st, 2021, at 10 a.m. PST/11 a.m. MT **by telephone only by calling in to 1-866-279-1594, toll-free**, for the following purposes, as further described in the management information circular of the Company dated September 10, 2021 (the “Circular”):

1. To receive the audited financial statements of the Company for the year ended April 30, 2021, and the report of the auditor on those statements;
2. To set the number of directors at seven (7);
3. To elect directors of the Company for the ensuing year;
4. To appoint KPMG LLP, Chartered Accountants, the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and, if deemed advisable, to pass with or without variation, an ordinary resolution of the disinterested shareholders of the Company approving the adoption of the 2021 Rolling Stock Option Plan, as more particularly described in the Circular;
6. To consider and, if deemed advisable, to pass with or without variation, an ordinary resolution of the disinterested shareholders of the Company approving the adoption of the 2021 Fixed Non-Option Incentive Plan, as more particularly described in the Circular; and
7. To transact such other business as may properly come before the Meeting or any adjournments thereof.

The Circular, which accompanies this notice (the “Notice”) or can be obtained as described below, contains details of the matters to be dealt with at the Meeting. A form of proxy accompanies this Notice. Shareholders are referred to the Circular for more detailed information with respect to matters to be considered at the Meeting and for the full text of the resolutions.

The matters set out above can be located in the sections of the Circular entitled “Business of the Meeting – Annual Matters to be Voted On” and “Business of the Meeting – Special Matters to be Voted On”.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is September 10, 2021 (the “Record Date”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote (as described below), at the Meeting or any adjournments or postponements thereof.

LOCATION AND FORUM

In light of ongoing concerns related to the spread of COVID-19 as at the date of this Notice and Circular, and in order to mitigate potential risks to the health and safety of its shareholders, employees, communities and other stakeholders, the Company wishes to emphasize its priority to decrease the health risks associated with the spread of COVID-19 and adhere to the laws, orders, and recommendations of Canadian public health officials and government authorities in the context of the Meeting. The Business Corporations Act (British Columbia) (“BCBCA”), which governs the corporate affairs of the Company, has been recently amended to allow BC companies to hold meetings without a physical location provided that shareholders who are entitled to participate in the meeting can participate by telephone or other electronic means. The Meeting will be held by telephone conference only. Shareholders will have an equal opportunity to participate at the Meeting by telephone conference regardless of their geographic location. See the section entitled “Voting” below on information regarding voting procedures.

The Meeting will not be held in a physical location unless required by law and announced by the Company prior to the Meeting.

FOR THE REASONS ABOVE AND SET OUT IN THIS NOTICE, ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY AS DESCRIBED BELOW.

NOTICE-AND-ACCESS

The Company is utilizing the notice-and-access mechanism (the “Notice-and-Access Provisions”) that came into effect on February 11, 2013 under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer and National Instrument 51-102 – Continuous Disclosure Obligations, for distribution of Meeting materials to registered and beneficial Shareholders.

WEBSITE WHERE MEETING MATERIALS ARE POSTED

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“SEDAR”) and one other website, rather than mailing paper copies of such materials to Shareholders. **Electronic copies of the information circular, financial statements of the Company for the years ended April 30, 2020 and April 30, 2021 (“Financial**

Statements”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the years ended April 30, 2020 and April 30, 2021 (“MD&A”) may be found prior to the date of the Meeting on the Company’s SEDAR profile at www.sedar.com and also on the Company’s website at www.cielows.com under “Investor Materials”. The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

OBTAINING PAPER COPIES OF MATERIALS

The Company anticipates that using notice-and-access for delivery to all Shareholders will benefit the Company through a reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. **If you would like to receive a paper copy of the current meeting materials by mail and you haven’t yet so requested, you must submit a request by calling 1-866-668-8379, toll-free. There is no charge for a copy.** A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company by no later than Five (5) business days before the date of the Meeting (“Request Deadline”) in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, BC) prior to the time set for the Meeting or any adjournments or postponements thereof (the “Proxy Deadline”). **If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.** No Annual Financial Information is included in this mailing.

VOTING

Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting (as described herein).

Unless a ballot is required or demanded, although registered shareholders will be entitled to participate in the meeting, voting at the Meeting will likely be by way of “show of hands” (or the equivalent by phone). If a ballot is demanded or required pursuant to the BCBCA during the Meeting, ballots will be delivered to and collected from registered shareholders by way of email or other electronic means, either during the Meeting or after the Meeting such that that the vote on that particular matter will be adjourned. **AS SUCH, ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY.**

A proxy will not be valid unless it is deposited with the Company’s transfer agent, Olympia Trust Company, (a) by email at proxy@olympiustrust.com, (b) by web voting at <https://css.olympiustrust.com/pxlogin>, (c) by mail to Olympia Trust Company, PO Box 128, STN M Calgary, Alberta T2P 2H6, or (d) by facsimile to (403) 668-8307. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (PST) on October 19, 2021 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

If you are a non-registered shareholder and received this Notice of Meeting and accompanying Circular and materials through a broker, financial institution, participant, trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the Income Tax Act (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (each, an “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

Shareholders with questions about notice and access can contact Olympia Trust Company by toll free telephone at 1-866-668-8379.

As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to represent you at the Meeting.

SHAREHOLDERS ARE REMINDED TO REVIEW THE INFORMATION CIRCULAR BEFORE VOTING.

DATED at Red Deer Alberta, this 10th day of September, 2021

CIELO WASTE SOLUTIONS CORP.

(signed) “**Don Allan**”

By: Don Allan

Chair of Board and President

CIELO WASTE SOLUTIONS CORP.

INFORMATION CIRCULAR

Cielo Waste Solutions Corp. (the “**Company**” or “**Cielo**”) is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – Communication with Beneficial Owners of Securities of a Reporting Issuer (“**NI 54-101**”) and National Instrument 51-102 – Continuous Disclosure Obligations (“**NI 51-102**”) for distribution of this Circular to both registered and non-registered (or beneficial) shareholders of the Company (collectively, the “**Shareholders**”). Further information on notice-and-access is contained below under the heading General Information Respecting the Meeting – Notice-and-Access and Shareholders are encouraged to read this information for an explanation of their rights.

GENERAL INFORMATION RESPECTING THE MEETING

Time, Date and Place

In light of ongoing concerns related to the spread of COVID-19 as at the date of this Circular, and in order to mitigate potential risks to the health and safety of its shareholders, employees, communities and other stakeholders, the Company wishes to emphasize its priority to decrease the health risks associated with the spread of COVID-19 and adhere to the laws, orders, and recommendations of Canadian public health officials and government authorities in the context of the Meeting. The Business Corporations Act (British Columbia) (“**BCBCA**”), which governs the corporate affairs of the Company, has been recently amended to allow BC companies to hold meetings without a physical location provided that shareholders who are entitled to participate in the meeting can participate by telephone or other electronic means. The Meeting will be held by telephone conference only. Shareholders will have an equal opportunity to participate at the Meeting by telephone conference regardless of their geographic location. See the section entitled “Voting” below on information regarding voting procedures.

Shareholders can attend the meeting by telephone only by calling in to 1-866-279-1594, toll-free.

The Meeting will not be held in a physical location unless required by law and announced by the Company prior to the Meeting.

FOR THE REASONS ABOVE AND SET OUT IN THIS NOTICE, ALL SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE ON THE MATTERS BEFORE THE MEETING BY PROXY AS DESCRIBED BELOW.

Solicitation of Proxies

This information circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the annual general meeting (the “**Meeting**”) of the Shareholders of the Company for the purposes set forth in the Notice of Annual General and Special Meeting of Shareholders (the “**Notice**”). References in this information circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Company by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Company.

The board of directors of the Company (the “**Board**”) has fixed September 10, 2021 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting. **Proxies must be returned as follows and a proxy will not be valid unless it is deposited with the Company’s transfer agent, Olympia Trust Company, (a) by email at proxy@olympiatruster.com, (b) by web voting at https://css.olympiatruster.com/pxlogin, (c) by mail to Olympia Trust Company, PO Box 128, STN M Calgary, Alberta T2P 2H6, or (d) by facsimile to (403) 668-8307. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (PST) on October 19, 2021 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as of September 9, 2021.

Voting of Proxies

The common shares in the capital stock of the Company (“**Common Shares**”) represented by the form of proxy delivered to registered Shareholders (if same is properly executed and is received at the offices of Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, BC) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for. In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below under the heading “Matters to be Acted Upon”. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting.

At the time of the printing and filing of the Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

If you have appointed the Management Proxyholders as your proxyholder, they will, unless you give contrary instructions, vote your shares at the Meeting as follows:

- ✓ **FOR the setting of the number of directors at seven (7) (noting the immediate reduction to five (5) as a result of the resignations of Andrea Whyte and George H. Brookman prior to the date of the Meeting);**
- ✓ **FOR the election of the proposed nominees as directors;**
- ✓ **FOR the appointment of KPMG LLP, Chartered Accountants, as the auditor of Cielo, and to authorize the directors to fix the remuneration to be paid to the auditor;**
- ✓ **FOR the approval of the adoption of the 2021 Rolling Stock Option Plan, as more particular described in the Circular;**
- ✓ **FOR the approval of the adoption of the 2021 Fixed Non-Option Incentive Plan, as more particular described in the Circular;**

Appointment of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Company. A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person’s name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, BC) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder’s attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

Revocation of Proxies

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (i) completing and signing a proxy bearing a later date and depositing it at the offices of Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6;
- (ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6 at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or
- (iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

Voting by Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting (although subject to the voting restrictions discussed in the Notice and this Circular as a result of COVID-19). Most Shareholders are “**non-registered**” or “**beneficial**” Shareholders (“**Non-Registered Shareholders**”) because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (“**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency, such as CDS Clearing and Depository Services Inc. (“**CDS**”), of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company will have distributed copies, via mail or electronically, of the Notice, this information circular in accordance with notice-and-access requirements, the form of proxy and a request card for interim and annual materials (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- (i) be given a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**voting instruction form**”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and the United States. Broadridge typically prepares a machine-readable voting instruction form, mails those voting instruction forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the voting instruction forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting; or
- (ii) be given a form of 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 Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form

of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Olympia Trust Company, at PO Box 128, STN M Calgary, Alberta T2P 2H6.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person's name in the blank space provided. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

Non-Registered Shareholders fall into two categories: those who object to their identity being made known to the issuers of securities which they own ("**Objecting Beneficial Owners**" or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**" or "**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matter relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. The Company is not sending Meeting Materials directly to the NOBOs. The Company will use and pay intermediaries and agents, such as Broadridge, to send the Meeting Materials. As more particularly outlined below under the heading "Notice and Access", Meeting Materials will be sent to Non-Registered Shareholders using the Notice-and-Access Provisions.

Notice and Access

As noted above, the Company is utilizing the Notice-and-Access Provisions that came into effect on February 11, 2013 under NI 54-101 and NI 51-102 for distribution of this Circular to all registered Shareholders and Non-Registered Shareholders.

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and one other website, rather than mailing paper copies of such materials to Shareholders. **Electronic copies of the information circular, financial statements of the Company for the years ended April 30, 2020 and April 30, 2021 ("Financial Statements") and management's discussion and analysis of the Company's results of operations and financial condition for the years ended April 30, 2020 and April 30, 2021 ("MD&A") may be found on the Company's SEDAR profile at www.sedar.com prior to the date of the Meeting and also on the Company's website at www.cielows.com under "Investor Materials".** The Company will not use procedures known as "stratification" in relation to the use of Notice-and- Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this information circular to some Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this information circular. Shareholders are reminded to review this Circular before voting.

Although this Circular, the Financial Statements and the MD&A will be posted electronically on-line as noted above, Shareholders will receive paper copies of a "notice package" via prepaid mail containing the Notice with information prescribed by NI 54-101 and NI 51-102, a form of proxy or voting instruction form, and a supplemental mail list return card for Shareholders to request they be included in the Company's supplementary mailing list for receipt of the Company's financial statements for fiscal year ended April 30, 2022.

The Company anticipates that notice-and-access will directly benefit the Company through a reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about notice and access can contact Olympia Trust Company by toll free telephone at 1-866-668-8379.

If you would like to receive a paper copy of the current meeting materials by mail and you haven't yet so requested, you must submit a request by calling 1-866-668-8379, toll-free. There is no charge for a copy. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company by no later than Five (5) business days before the date of the Meeting ("Request Deadline") in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, BC) prior to the time set for the Meeting or any adjournments or postponements thereof (the "Proxy Deadline"). **If you do request the current materials, please note that another Voting Instruction Form/Proxy will not be sent; please retain your current one for voting purposes.** No Annual Financial Information is included in this mailing.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company has only one class of shares entitled to be voted at the Meeting, namely, an unlimited authorized number of Class A Common Shares without par value. As at September 10, 2021, there were 652,129,912 Class A Common Shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. The record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed at September 10, 2021 (the "Record Date"). **A proxy will not be valid unless it is deposited with the Company's transfer agent, Olympia Trust Company, (a) by email at proxy@olympiatrust.com, (b) by web voting at <https://css.olympiatrust.com/pxlogin>, (c) by mail to Olympia Trust Company, PO Box 128, STN M Calgary, Alberta T2P 2H6, or (d) by facsimile to (403) 668-8307. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 a.m. (PST) on October 19, 2021 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.**

Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting (as described herein). On a show of hands (or the equivalent thereof by telephone), every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a Proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share of the Company registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at the offices of the transfer agent and will be available at the Meeting.

To the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, common shares carrying 10% or more of the voting rights attached to all outstanding common shares as at the Record Date.

CDS & Co. is a holding company for shares held in brokerage accounts for Non-Registered Holders. The Company's management does not know who beneficially owns these shares.

BUSINESS OF THE MEETING – ANNUAL MATTERS TO BE VOTED ON

Financial Statements

The audited financial statements of the Company for the years ended April 30, 2020 and 2021 and the corresponding respective MD&A will be available for review on SEDAR prior to the date of the Meeting. Shareholders can request a copy of our future financial statements and MD&A by completing our supplemental request card which accompanies the Notice of Meeting and, if so requested, this Information Circular. Shareholders will not be asked to vote on the financial statements or MD&A.

Setting Number of Directors

Directors of the Company are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless such director resigns or otherwise vacates office before that time. Under the Company's Articles and pursuant to the *Business Corporations Act* (British Columbia) ("BCBCA"), the number of directors cannot be fewer than three. The Shareholders fixed the number of the directors at the Annual General and Special Meeting of the Company held on October 29, 2020 (the "2020 Meeting") at six (6). The BCBCA also allows for the Board to fill vacancies on the board of directors and also appoint additional directors provided the number appointed does not exceed one third of the number of existing directors. The following directors resigned or were appointed, as indicated, following the 2020 Meeting and on or before the date of this Circular: a) Hon. Peter MacKay and Ms. Jasdeep K. Dhaliwal were appointed on April 8, 2021; b) Mr. Ryan Jackson was appointed on May 4, 2021, Mr. Mel Angeltvedt and Mr. Lionel Robins each resigned as directors on May 4th, 2021 and Mr. Robin Ray resigned on May 5th, 2021; c) Mr. George H. Brookman and Mr. Larry Schafran were appointed on September 8, 2021 and Mr. Doug Mackenzie and Mr. Chris Dovbniak each resigned on September 7, 2021; and d) Ms. Andrea Whyte was appointed on September 9, 2021. Thereafter, Ms. Andrea Whyte and Mr. George H. Brookman resigned as board members effective September 23, 2021.

Each of the directors appointed following the 2020 Meeting are independent directors as defined in National Instrument 52-110, section 1.4.

The Company's management recommends that Shareholders vote in favour of setting the number of directors at seven (7).

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the setting of the board of directors at seven (7).

NOTWITHSTANDING THE FOREGOING, AS MS. ANDREA WHYTE AND MR. GEORGE H. BROOKMAN RESIGNED FROM THEIR POSITIONS AS DIRECTORS FOLLOWING THE ORIGINAL DATE OF THIS CIRCULAR, AND THE MAILING OF THIS CIRCULAR TO SHAREHOLDERS, THE FORM OF PROXY WILL CONTINUE TO REFLECT A VOTE FOR THE SETTING OF THE BOARD OF DIRECTORS AT SEVEN (7), HOWEVER AS MS. WHYTE AND MR. BROOKMAN WILL NOT CONSENT TO ACTING AS DIRECTORS, THE BOARD OF DIRECTORS WILL BE REDUCED TO FIVE (5).

Election of Directors

Management proposes to nominate the persons named under the heading "Nominees for Election" below for election as directors of the Company.

Nominees for Election

The following information relating to the nominees for directors is based partly on the Company's records and partly on information received by the Company from the nominees. It states the name of each person proposed to be nominated by management for election or re-election as a director, all offices of the Company now held by such person, such person's principal occupation, and the period of time for which such person has been a director of the Company and the number of Common Shares of the Company beneficially owned by such director, directly or indirectly, or over which such person exercises control or direction, as at the date hereof.

While management does not contemplate that the Nominees will be unable to serve as directors, if prior to the Meeting a vacancy occurs in this slate of Nominees for any reason, the management representatives designated in the Proxy solicited in respect of the Meeting shall have the discretionary authority to vote for the election of any other person as director. Proxies received by the directors on which no designation is made will be voted for the Nominees for election as directors or any substitute nominee thereof as may be determined by management, if necessary.

Name, Municipality of Residence and Position with Company	Present Principal Occupation	Director Since	Shares Owned ⁽²⁾
Don Allan ⁽¹⁾⁽³⁾ Red Deer County, Alberta Canada <i>President, CEO and Chairman/Director</i>	Mr. Allan's principal occupation is acting as President and CEO of the Company, a role he has held since 2013. Mr. Allan has more than three decades of executive leadership experience including experience in debt and equity capital markets, strategy and planning, risk management and investor relations. Mr. Allan has an extensive background in business development, marketing and project development. Mr. Allan was also President and CEO of Blue Horizon Industries Inc., past Board member of the Rainbow Council and was runner-up for the Ernst & Young "Entrepreneur of the Year" award in 2007.	March 1, 2013	22,573,399
Andrea Whyte Calgary, Alberta Canada <i>Lead Director</i>	Ms. Whyte is a partner at Osler, Hoskin and Harecourt LLP. She was called to the bar in the Province of Alberta in 2000 and has practiced continuously since, with significant experience in the areas of corporate finance, securities, mergers and acquisitions, governance and commercial law matters. In addition to serving as a director of the Company, Ms. Whyte serves as a director or trustee of a number of private entities. Ms. Whyte is also a director of Calgary Economic Development. Ms. Whyte received a Bachelor of Science degree from McGill University and a Bachelor of Laws degree from the University of Alberta.	September 9, 2021	Nil
Jasdeep K. Dhaliwal ⁽¹⁾ Edmonton, Alberta Canada <i>Director</i>	Ms. Dhaliwal is a Chartered Professional Accountant (CPA, CA) with a strong foundation in risk management. Ms. Dhaliwal is experienced in the oversight of financial statements, financial reporting processes, and internal controls. As the principal owner of Jasdeep K. Dhaliwal Professional Corporation, she has extensive experience in the application of accounting standards and financial statement audits. Ms. Dhaliwal has previously worked with large public entities listed on the TSX and NYSE as well as consulting with private entities during periods of rapid expansion and growth.	April 8, 2021	1,000,643
Hon. Peter MacKay Kings Head, Nova Scotia Canada <i>Director</i>	The Honourable Peter MacKay served in the Parliament of Canada for over 18 years as a Member of Parliament including as cabinet minister in the Harper Government for 10 years, including as Minister of Justice and Attorney General, Minister of National Defense, Minister of Foreign Affairs, and the Atlantic Canada Opportunities Agency. Mr. MacKay chaired the Government National Security Committee for almost 10 years and served on numerous other inter-parliamentary committees. Prior to politics he served as a Crown Attorney and is currently working with the Halifax law firm of McInnes Cooper and is also a strategic advisor with Deloitte Canada and works nationally and internationally in areas such as aerospace and defense, procurement, infrastructure, and justice reform. He serves on numerous volunteer boards including Special Olympics, wounded warriors & Boost child & youth advocacy.	April 8, 2021	Nil
Ryan Jackson ⁽¹⁾⁽⁴⁾ Calgary, Alberta Canada	Mr. Jackson is currently the majority shareholder and managing director for RAMECO Group's portfolio of companies in consulting, commercial real estate, healthcare, leasing, finance, biotech and green technology, a	May 1, 2021	Nil

<i>Director</i>	position he has held since April 2000. Mr. Jackson is also a director and CEO of Renewable U Energy Inc.		
George H. Brookman Calgary, Alberta Canada <i>Director</i>	Mr. Brookman's early career was spent in the Real Estate Development Industry and in 1984, he acquired West Canadian Industries Group, an industry leading digital print and information management company, taking on the role of President and CEO. Today the company operates as WCD with employees located in BC, Alberta, and Ontario. After 36 years at the helm, in 2019 Mr. Brookman transitioned to Chairman and Corporate Ambassador to pass the torch to his daughters. Mr. Brookman also served as a Director for Obsidian Energy (formerly Penn West Energy) for twelve years and was interim chairman for 6 months. He currently serves as a Director of Calgary Flames Foundation, The Field of Crosses, The Global Affairs Institute, and he is a Past Chairman of the Board of the Calgary Stampede, Tourism Calgary, and the Calgary Downtown Rotary Club. Mr. Brookman is also a member of the Institute of Corporate Directors. Among many awards received, in 2020, George Brookman proudly received, perhaps his greatest honour, the Order of Canada for outstanding achievement, community service and contribution to the nation.	September 8, 2021	2,500
Larry Schafran ⁽¹⁾ New York, New York United States <i>Director</i>	Mr. Schafran is a private investor with interests in "disruptive" technologies. He recently co-founded a new oil/gas recovery company (Legacy Oil, Inc.) that "adopts" stranded, orphaned and/or marginal oil/gas wells. Mr. Schafran is New York City-based and recently served on numerous boards, some of which are: as a Director and Audit Committee Chairman of VerifyMe, Inc. (VRME), which provides individual, document and product authentication and anti-counterfeiting services, and Glasstech, Inc. (a manufacturer of furnaces that manufacture automotive glass and glass for solar panels). As well, he currently serves as a Director of Wright Investors' Service Holdings, Inc. (IWSH), formerly National Patent Development Corp. In addition, Mr. Schafran was Lead Director and Audit Committee Chairman, and later a Consultant to the Chairman, of WorldSpace, Inc. He also served as Trustee, Chairman/Interim CEO/President and Co-Liquidating Trustee of the Special Liquidating Trust of Banyan Strategic Realty Trust, Director and Chairman of the Executive Committees of Dart Group Corporation, Crown Books Corporation, TrakAuto Corporation, and Shoppers Food Warehouse, Inc. (also as Vice-Chairman). Thereafter Mr. Schafran served as a Director and Member of the Strategic Planning and Finance Committee at COMSAT Corporation, where he promoted the merger of COMSAT into Lockheed Martin.	September 8, 2021	Nil

NOTES:

- (1) Member of Audit Committee.
- (2) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned, directly or indirectly, or over which control or direction is exercised by each proposed nominee as at September 10, 2021. This information is not within the knowledge of the management of the Company and has been furnished by the respective individuals or has been extracted from the register of shareholdings maintained by the Company's transfer agent or from insider reports filed by the individuals and available through the Internet at www.sedi.ca.
- (3) Member of Compensation and Governance Committee. As a result of the recent changes to the board of directors, the Company anticipates nominating additional members to the Compensation and Governance Committee prior to or on or about the date of the Meeting.
- (4) Cielo has entered into joint venture memorandums of understanding with Renewable U Energy Inc. and/or its affiliates ("RUEI"), as previously disclosed. Mr. Jackson is also a director, officer and, indirectly, a shareholder of RUEI.

Under the provisions of the *Business Corporations Act* (British Columbia) and National Instrument 52-110 ("NI 52-110"), the Company is required to have an audit committee comprised of a minimum of three (3) directors, a majority of whom are not executive officers, employees or control persons of the Company (or an affiliate thereof). Three (3) of the four (4) directors comprising the audit committee of the Company are independent as required under section 6 of NI 52-110. See also the section entitled "**Audit Committee**" below.

The Company's management recommends that Shareholders vote in favour of the nominees for election as directors.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the five (5) nominees as directors of the Company for the ensuing year.

Corporate Cease Trade Orders or Bankruptcy

Save and except as set out below, as of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

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

Blue Horizon Industries Inc. ("BHI"), of which corporation Don Allan was President and CEO until its dissolution on July 2, 2017, was subject to a Cease Trade Order as of March 6, 2012.

As announced in the Company news releases dated August 27, 2021 and September 7, 2021, the Company had voluntarily applied to the British Columbia Securities Commission ("BCSC") to approve a temporary management cease trade order (the "MCTO") under National Policy 12-203 – Management Cease Trade Orders ("NP 12-203") to prohibit trading in securities of the Company by the CEO and the CFO of the Company, both directly and indirectly, as a result of the anticipated and realized delay of the filing of the Company's audited consolidated financial statements and related management's discussion and analysis for the years ended April 30, 2020 and 2021 (the "Annual Filings"). As at the date of this Circular, the MCTO is still in effect, and is anticipated to be revoked by the BCSC following the filing of the Annual Filings.

George H. Brookman was a director of Obsidian Energy Inc. (formerly Penn West Petroleum Ltd.) ("Obsidian Energy") from 2005 to 2017 (including as interim Chairman for approximately 6 months). On July 29, 2014, Obsidian Energy announced that the Audit Committee of the Board of Directors of Obsidian Energy was conducting a voluntary, internal review of certain of Obsidian Energy's accounting practices and that certain of Obsidian Energy's historical financial statements and related MD&A must be restated, which could result in the release of its second quarter 2014 financial results being delayed (which ultimately proved to be the case). Furthermore, and in conjunction with the announcement, the Corporation advised that its historical financial statements and related audit reports and MD&A should not be relied upon. As a result, the Alberta Securities Commission issued a Management Cease Trade Order on August 5, 2014 (the "ASC MCTO") against, among others, Mr. Brookman. On September 18, 2014, Obsidian Energy filed restated audited annual financial statements for the years ended December 31, 2013 and 2012, restated unaudited interim financial statements for the three months ended March 31, 2014 and 2013, restated MD&A for the year ended December 31, 2013 and the quarter ended March 31, 2014, and related amended documents. Obsidian Energy also filed its unaudited interim financial statements for the three- and six-month periods ended June 30, 2014 and 2013 and the related MD&A and management certifications on September 18, 2014. Following such filings, the ASC MCTO was revoked on September 23, 2014.

Larry Schafran was a director of COPsync, Inc. ("COPsync") from January 2017 to May 2017. On October 4, 2017, COPsync announced that it had filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Louisiana. In a Form 8-K filed on EDGAR dated April 30, 2018, COPsync disclosed that, on the same date, COPsync filed in the Bankruptcy Court its proposed Plan of Liquidation Pursuant to Chapter 11 of the U.S. Bankruptcy Code (the "Plan") and Debtor's Disclosure Statement, and on May 1, 2018, the Court entered an order scheduling a hearing on June 12, 2018, to consider approval of the disclosure statement and establishing June 5, 2018, as the last date for filing objections to the disclosure statement. The Plan was disclosed in the Form 8-K as scheduled to take effect after confirmation of the Plan by the Bankruptcy Court

and the satisfaction of conditions precedent to effectiveness of the Plan. Thereafter, the registration of each class of COPsync's securities registered pursuant to Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act") was revoked (pursuant to section 12(j) of the Exchange Act) effective July 23, 2018.

Larry Schafran was a director of SulphCo, Inc. ("SulphCo") from March 2011 to September 2011. In a Form 8-K filed by SulphCo dated September 16, 2011, SulphCo disclosed that on September 16, 2011, it had filed for bankruptcy protection under the provisions of Chapter 7 of the United States Bankruptcy Code (the "Bankruptcy Filing") in the United States Bankruptcy Court for the Southern District of Texas - Houston Division (for the purposes of this paragraph, (for the purposes of this paragraph, the "Bankruptcy Court"). Effective as of the date of the Bankruptcy Filing, the Bankruptcy Court assumed jurisdiction and control of SulphCo. The Form 8-K disclosed that the Bankruptcy Court would name a receiver, trust, fiscal agent or similar officer at a later date and that the assets of SulphCo would be liquidated in accordance with federal bankruptcy code.

Penalties or Sanctions

As at the date of this Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

See section entitled "Corporate Cease Trade Orders or Bankruptcy" with respect to Mr. Brookman during his time as director of Obsidian Energy. While, to the knowledge of the Company, Obsidian Energy was not subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or entered into a settlement agreement with a Canadian securities regulatory authority, Obsidian Energy announced, on November 15, 2016, a US\$8.5 million settlement with the U.S. Securities and Exchange Commission ("SEC"), regarding the lawsuit filed by the SEC on June 28, 2017 in the U.S. District Court for the Southern District of New York, which was subject to court approval.

Personal Bankruptcy

As of the date of this Circular, no proposed nominee for election as a director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a Conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as set out below, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of those other companies.

Certain of the directors of the Company also serve as directors and/or officers and/or controlling shareholders of other companies. Consequently, there exists the possibility for such directors and/or officers to be in a position of conflict. For example:

1. Don Allan is a director and officer of 18887711 Alberta Inc. ("1888"), the private Alberta corporation with which the Company entered into a licence agreement dated June 14, 2016 (as amended on November 1, 2017), which is available for review on SEDAR.

2. Ryan Jackson is a director, officer and, indirectly, a shareholder of Renewable U Energy Inc. and/or its affiliates, which is a company or group of companies with which the Company intends to enter into joint venture agreement(s) and pursuant to which it has entered into memorandums of understanding, as previously disclosed.

Any decision made by directors or officers in such positions involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Appointment of Auditors

Shareholders will be asked to appoint KPMG LLP, Chartered Accountants, as the auditor for the Company for the ensuing year. KPMG LLP was first appointed on by resolutions of the board of directors of the Company, subject to shareholder approval, dated May 31, 2021. Attached as Schedule "A" are the documents comprising the reporting package filed on SEDAR by the Company as required pursuant to National Instrument 51-102, section 4.11 (Change of Auditor).

The Board recommends that you vote FOR the appointment of KPMG LLP, Chartered Accountants, as the Company's auditor and authorize the Company's board of directors to fix the auditor's remuneration.

Unless authority to do so is withheld, the persons named in the accompanying form of proxy intend to vote FOR the appointment of KPMG LLP, Chartered Accountants, as the Company's auditor until the close of the next annual meeting of shareholders and to authorize the Company's board of directors to fix the remuneration of the auditor.

BUSINESS OF THE MEETING – SPECIAL MATTERS TO BE VOTED ON

Approval of Rolling Stock Option Plan and Approval of Fixed Non-Option Incentive Plan

At the Meeting, the Shareholders will be asked to separately approve the adoption of a “rolling” stock option plan (the “2021 Rolling Stock Option Plan”) as well as a fixed, non-option equity incentive plan (the “2021 Fixed Non-Option Plan”), which together will form the Company’s long term incentive plans (the “Incentive Plans”). Pursuant to the 2021 Rolling Stock Option Plan, the Company will be entitled to grant stock options (the “Options”). Pursuant to the 2021 Fixed Non-Option Plan, the Company will be entitled to grant restricted share units (“RSUs”), Performance Share Units (“PSUs”), deferred share units (“DSUs”) and share appreciation rights (“SARs”, together with the RSUs, PSUs and DSUs, each an “Award”, collectively the “Awards”).

At its annual general and special meeting of the Company’s shareholders held on October 29, 2019, the Company sought and obtained the approval of the shareholders of a “rolling” stock option plan (the “Predecessor Option Plan”) and a “rolling” restricted share unit plan (the “Predecessor RSU Plan”, together with the Predecessor Option Plan collectively the “Predecessor Plans”). The Predecessor Option Plan provided that the number of common shares to be reserved for issuance under the Predecessor Option Plan could not exceed Six Percent (6%) of the issued and outstanding common shares at the time of grant and the Predecessor RSU Plan provided that the number of common shares to be reserved for issuance under the Predecessor RSU Plan could exceed Four Percent (4%) of the issued and outstanding common shares at the time of grant. The Company has opted to implement the 2021 Rolling Stock Option Plan in lieu of the Predecessor Option Plan and the 2021 Fixed Non-Option Plan in lieu of the Predecessor RSU Plan as a result of its transition from the Canadian Securities Exchange to the TSX Venture Exchange (the “TSX-V”) (on which the Company’s shares were listed for trading as of June 24, 2021). The TSX-V has approved both Incentive Plans, subject to the shareholder approval being sought at the Meeting. Existing stock options under the Predecessor Option Plan will remain subject to the Predecessor Option Plan. No restricted share units exist under the Predecessor RSU Plan.

The purposes of the Incentive Plans are to: (i) provide the Company with a mechanism to attract, retain and motivate highly qualified directors, officers, employees and consultants, (ii) align the interests of Participants with that of other shareholders of the Company generally, and (iii) enable and encourage Participants to participate in the long-term growth of the Company through the acquisition of securities as long-term investments.

If Shareholders approve the 2021 Rolling Stock Option Plan, which is a “rolling” plan, at all times 10% of the issued and outstanding common shares of the Company will be reserved for issuance pursuant to the Options granted under the 2021 Rolling Stock Option Plan (less the number of stock options existing under the Predecessor Option Plan). As at the date of this Circular, there are 652,129,912 common shares issued and outstanding, which would allow for and result in a maximum grant 65,212,991 stock options. As at the date of this Circular, 950,000 stock options are issued and outstanding pursuant to the Predecessor Option Plan, 700,000 of which have vested.

If Shareholders approve the 2021 Fixed Non-Option Plan, 25,807,096 common shares of the Company will be reserved for issuance pursuant to the Awards granted under the 2021 Fixed Non-Option Plan. As at the date that the 2021 Fixed Non-Option Plan was approved by the board of directors, this represented 4% of the issued and outstanding common shares of the Company.

Pursuant to Policy 4.4 of the TSX-V (“Policy 4.4”), disinterested shareholder approval (“Disinterested Shareholder Approval”) is required in the event that, *inter alia*, the aggregate number of common shares of the Company reserved for issuance under stock options (or other incentive securities such as the Awards) granted to Insiders (as defined under TSX-V policies) exceeds Ten Percent (10%) of the issued and outstanding shares of the Company at any point in time. Policy 4.4 requires that in a case such as this, in which the Insiders may be entitled to receive more than Ten Percent (10%) of the issued and outstanding common shares pursuant to the grant of Options or Awards (under both Incentive Plans in aggregate), the Company must obtain approval by a majority of the votes cast by all shareholders at the Meeting excluding votes attaching to shares beneficially owned by: (i) Insiders to whom options may be granted under the Incentive Plans; and (ii) Associates of such Insiders (as defined in Policy 1.1 of the TSX-V) (the “Insider Participants”). As at the date of this Circular, there are 27,572,187 common shares of the Corporation beneficially owned by the Insider Participants (the “Excluded Shares”), representing 4.23% of the issued and outstanding common shares as at the date of this Circular.

The Company will be required to seek Disinterested Shareholder Approval for the 2021 Rolling Stock Option Plan each year hereafter so long as Insiders may be entitled to receive Options or Awards representing more than Ten Percent (10%) of the issued and outstanding common shares of the Company at any time. Otherwise, the Company will be required to seek approval of the majority of shareholders, including Insider Participants, for the 2021 Rolling Stock Option Plan each year.

Description of the 2021 “Rolling” Stock Option Plan

The following is a summary of the material terms of the 2021 Rolling Stock Option Plan. A copy of the 2021 Rolling Stock Option Plan will be available for review upon request.

- 1. Number of Shares Reserved** The aggregate maximum number of common shares (the “Shares”) available for issuance from treasury under the 2021 Rolling Stock Option Plan (including any options (“Option(s)”) granted by the Company prior to the adoption of the 2021 Rolling Stock Option Plan) will not exceed an aggregate of Ten Percent (10%) of the issued and outstanding Shares of the Company at the time of grant. Any Shares subject to an Option which has been granted under the 2021 Rolling Stock Option Plan and which has been exercised, cancelled, repurchased, expired or terminated in accordance with the terms of the 2021 Rolling Stock Option Plan will again be available under the 2021 Rolling Stock Option Plan.
- 2. Eligibility** Any director, executive officer, employee, consultant or management company employee and their permitted assigns (as those terms are defined by the policies of the CSE and National Instrument 45-106 – Prospectus Exemptions, as amended from time to time) of the Company or any affiliate of the Company are eligible to receive Options (each an “Eligible Person”) subject to the terms of the Amended Stock Option Plan and Board approval.
- 3. Committee:** The Board of Directors may administer the 2021 Rolling Stock Option Plan or may delegate the administration, in whole or in part, to the compensation committee (or similar) of the Board of Directors (the “Committee”).
- 4. Awards Granted to Individuals:** The maximum number of Shares for which Options may be granted (together with the number of Shares for which Awards under the 2021 Fixed Non-Option Plan may be granted) to any one participant (the “Participant”) in any 12-month shall not exceed 5% of the outstanding Shares, calculated on the date an Option is granted to the Participant, unless the Company obtains disinterested shareholder approval as required by the policies of the TSX-V. The maximum number of Shares for which Options may be granted (together with the number of Shares for which Awards under the 2021 Fixed Non-Option Plan may be granted) to any Consultant (as defined by the TSX-V) in any 12-month period shall not exceed 2% of the outstanding Shares, calculated on the date an Option is granted to the Consultant. The maximum number of Shares for which Options may be issued to any persons (in the aggregate) retained to provide Investor Relations Activities (as defined by the TSX-V) in any 12-month period shall not exceed 2% of the outstanding Shares, calculated on the date an Award is granted to the Consultant. For the avoidance of doubt, Options will be the only form of stock-based compensation that may be granted to persons retained to provide Investors Relations Activities.
- 5. Awards to Insiders.** The maximum number of Shares for which Options, together with Awards, may be granted to Insiders (as a group) under the 2021 Rolling Stock Option Plan, together with the 2021 Fixed Non-Option Plan respectively, shall not exceed 14% of the issued and outstanding Shares: (a) at any point in time; and (b) within any 12-month period, in each case being 10% with respect to Options granted pursuant to the 2021 Rolling Stock Option Plan and 4% with respect to Awards granted pursuant to the 2021 Fixed Non-Option Plan.
- 6. Exercise Price.** The exercise price (the “Option Price”) for each grant of an Option under the 2021 Rolling Stock Option Plan shall be determined by the Committee and shall be specified in the Stock Option Agreement. The Option Price for an Option shall not be less than the greater of the following: (a) the FMV of the Shares on the date of grant; and (b) the Discounted Market Price (as defined by the TSX-V) on the date immediately prior to the date of grant. “FMV” is defined as a price that is determined by the Committee, provided that such price cannot be less than the last closing price of the Shares on the TSX-V less any discount permitted by the rules or policies of the TSX-V
- 7. Vesting.** Subject to any provisions of the Option Plan or the applicable stock option agreement (the “Stock Option Agreement”) relating to acceleration of vesting of Options, regulatory requirements and the policies of the TSX-V, the Committee shall determine the vesting provisions of each grant of Options at the time. Notwithstanding the foregoing, Options granted to any Consultant or persons (in the aggregate) retained to provide Investor Relations Activities shall vest in stages over a period of not less than 12 months with no more than One Quarter (1/4) of the Options vesting in any three-month period.

8. **Duration/Term.** Each Option granted to a Participant shall expire at such time as the Committee shall determine at the time of grant; provided, however, that, subject to a Blackout Period (as defined below), no Option shall be exercisable later than the tenth (10th) anniversary date of its grant.
9. **Blackout Periods.** If the date on which an Option is scheduled to expire occurs during, or within 10 business days after the last day of a Black Out Period applicable to such Participant, then the expiry date for such Option shall be extended to the last day of such 10 business day period. A “Blackout Period” is defined as a period of time during which the Participant cannot sell Shares, due to applicable laws or policies of the Company in respect of insider trading.
10. **Agreement.** Each Option grant shall be evidenced by a Stock Option Agreement that shall specify the Option Price, the duration of the Option, the number of Shares to which the Option pertains, the conditions, if any, upon which an Option shall become vested and exercisable, and any such other provisions as the Committee shall determine.
11. **Amendment.** The Board of Directors may amend the 2021 Rolling Stock Option Plan at any time; however, an amendment may not be made without shareholder approval if shareholder approval is necessary to comply with the policies of the TSX-V or other applicable regulatory requirements. Generally, amendments of a “housekeeping” nature or amendments in order to bring the 2021 Rolling Stock Option Plan in compliance with applicable laws, may be made without the approval of shareholders.
12. **Transferability** The Options are non-assignable and non-transferable.
13. **Termination** If the Stock Option Agreement does not specify the effect of a termination or resignation of employment then the following default rules will apply, provided that, notwithstanding the foregoing or anything to the contrary herein, in no event can Options terminate more than one (1) year following the Termination Date (“Termination Date” defined as the date of death in the case of a Participant who dies and in all other cases, the date designated by the Company as the date upon which the Participant ceases to be an Eligible Person):
 - (a) Death: If a Participant dies while an Employee, Director of, or Consultant to, the Company or an Affiliate of the Company:
 - (i) all unvested Options as at the Termination Date shall automatically and immediately vest; and
 - (ii) all vested Options (including those that vested pursuant to (i) above) shall continue to be subject to the Option Plan and exercisable for a period of 90 days after the Termination Date, provided that any Options that have not been exercised within 90 days after the Termination Date shall automatically and immediately expire and be forfeited on such date.
 - (b) Disability: “Disability” is defined in the 2021 Rolling Stock Option Plan as a disability of the Participant which would entitle the Participant to receive disability benefits pursuant to the long-term disability plan of the Company (if one exists) then covering the Participant, provided that the Committee may, in its sole discretion, determine that, notwithstanding the provisions of any such long-term disability plan, the Participant is permanently disabled for the purposes of the Option Plan. For greater clarity, any determination as to whether a Participant ceases to be eligible to be a Participant under the Option Plan as a result of their Disability will in each case be made subject always to any accommodation obligations and any statutory job protections that are imposed under applicable laws If a Participant ceases to be eligible to be a Participant under the Option Plan as a result of their Disability then all Options remain and continue to vest (and are exercisable) in accordance with the terms of the Option Plan for a period of 90 days after the Termination Date, provided that any Options that have not been exercised (whether vested or not) within 90 days months after the Termination Date shall automatically and immediately expire and be forfeited on such date.
 - (c) Retirement: If a Participant retires then the Committee shall have the discretion, with respect to such Participant’s Options, to determine: (i) whether to accelerate vesting of any or all of such Options, (ii) whether any of such Options shall be cancelled, with or without payment, and (iii) how long, if at all, such Options may remain outstanding following the Termination Date; provided, however, that in no event shall such Options be exercisable for more than 12 months after the Termination Date.
 - (d) Termination for Cause: If a Participant ceases to be eligible to be a Participant under the Option Plan as a result of their termination for cause, then all Options, whether vested or not, as at the Termination Date shall automatically and immediately expire and be forfeited.

- (e) Termination without Cause or Voluntary Resignation: Subject to foregoing terms related to Termination, if a Participant ceases to be eligible to be a Participant under the 2021 Rolling Stock Option Plan for any reason:
- (i) all Options that are unvested as at the Termination Date shall automatically and immediately expire and be forfeited on the Termination Date, and
 - (ii) all Options that are vested as at the Termination Date shall continue to be subject to the Option Plan and exercisable for a period of 90 days after the Termination Date, provided that any Options that have not been exercised within 90 days after the Termination Date shall automatically and immediately expire and be forfeited on such date.

14. Change of Control Subject to change as determined by the Committee in accordance with the Plan, if there is a change of control of the Company (the “Change of Control”, as further described in the 2021 Rolling Stock Option Plan and as consistent with the usual definition of such term), any Options held by a Participant shall automatically vest following such Change of Control, on the Termination Date, if the Participant is an Employee, officer or a Director and: (i) their employment, or officer or Director position is terminated by the Company or an Affiliate of the Company (except for a termination with cause) within 12 months following the Change of Control; or they resign or retire with good reason within 12 months following the Change of Control, provided that no acceleration of Options shall occur in the case of a Participant that was retained to provide Investor Relations Activities unless the approval of the Exchange is either obtained or not required.

15. Approval As set out above, the Company shall seek re-approval of the 2021 Rolling Stock Option Plan on an annual basis for so long as required by the policies of the TSX-V, such re-approval to be disinterested shareholder approval so long as the maximum number of Shares for which Options and Awards may be granted to Insiders (as a group) under the 2021 Rolling Stock Option Plan together with the 2021 Fixed Non-Option Plan may exceed Ten Percent (10%) of the issued and outstanding Shares.

Description of the 2021 Fixed Non-Option Plan

The terms of the 2021 Fixed Non-Option Plan are the same or substantially the same as those set out above in respect of the 2021 Rolling Stock Option Plan, except as follows:

- 1. Number of Shares Reserved** The aggregate maximum number of Shares available for issuance from treasury under the 2021 Fixed Non-Option Plan will not exceed 25,807,186, being Four Percent (4%) of the issued and outstanding Shares of the Company as at the effective date of the 2021 Fixed Non-Option Plan (June 18, 2021). Any Shares subject to an Award which has been granted under the 2021 Rolling Stock Option Plan and which has been cancelled, repurchased, expired or terminated in accordance with the terms of the 2021 Rolling Stock Option Plan *without having been exercised* will again be available under the 2021 Rolling Stock Option Plan.
- 2. SARs.**
 - (a) The grant price (the “Grant Price”) for each grant of a SAR shall be determined by the Committee and shall be specified in the applicable award agreement (the “Award Agreement”). The Grant Price may be based on one hundred percent (100%) of the FMV of the Shares on the date of grant, or set at a premium to the FMV of the Shares on the date of grant, or be indexed to the FMV of the Shares on the date of grant, with the index determined by the Committee, in its discretion, provided that the Grant Price may never be less than the FMV of the Shares on the date of Grant.
 - (b) The term of a SAR granted under the Non-Option Plan shall be determined by the Committee, in its sole discretion, and subject to section 6.4, no SAR shall be exercisable later than the tenth (10th) anniversary date of its grant.
 - (c) SARs may be exercised upon whatever terms and conditions the Committee, in its sole discretion, imposes.
 - (d) Upon the exercise of a SAR, a Participant shall be entitled to receive payment from the Company in an amount representing the difference between the FMV of the underlying Shares on the date of exercise over the Grant Price. At the discretion of the Committee, the payment upon SAR exercise may be in cash, Shares of equivalent value (based on the FMV of the Shares on the date of exercise of the SAR, as defined in the Award Agreement or otherwise defined by the Committee thereafter), in some combination thereof, or in any other form approved by the Committee at its sole discretion. Payment shall be made no earlier than the date of exercise nor later than 2½ months after the close of

the year in which the SAR is exercised. The Committee's determination regarding the form of SAR payout shall be set forth or reserved for later determination in the Award Agreement for the grant of the SAR.

3. RSUs.

- (a) Each RSU grant shall be evidenced by an Award Agreement that shall specify the periods, restrictions, the number of RSUs granted, the settlement date for RSUs, whether such RSU is settled in cash, Shares or a combination thereof or if the form of payment is reserved for later determination by the Committee, and any such other provisions as the Committee shall determine, provided that unless otherwise determined by the Committee or as set out in any Award Agreement, no RSU shall vest later than December 31st of the third calendar year following the date of grant. The Committee shall impose, in the Award Agreement at the time of grant, such other conditions and/or restrictions on any RSUs granted pursuant to the 2021 Fixed Non-Option Plan as it may deem advisable, including, without limitation, restrictions based upon the achievement of specific performance criteria, time-based restrictions on vesting following the attainment of the performance criteria, time-based restrictions, restrictions under applicable laws or under the requirements of the TSX-V subject to any provisions of the 2021 Fixed Non-Option Plan or the applicable Award Agreement relating to acceleration of vesting of RSUs, regulatory requirements or, RSUs, and provided that no RSU granted shall vest and be payable after December 31 of the third calendar year following the year of service for which the RSU was granted.
- (b) During the period of restriction, Participants holding RSUs granted hereunder may, if the Committee so determines, be credited with dividends paid with respect to the underlying Shares or dividend equivalents (the "Dividend Equivalents") while they are so held in a manner determined by the Committee in its sole discretion. Dividend Equivalents shall not apply to an Award unless specifically provided for in the Award Agreement. The Committee may apply any restrictions to the dividends or Dividend Equivalents that the Committee deems appropriate. The Committee, in its sole discretion, may determine the form of payment of dividends or Dividend Equivalents, including cash, Shares or RSUs.
- (c) When and if RSUs become payable, the Participant issued such RSUs shall be entitled to receive payment from the Company in settlement of such RSUs: (i) in cash, in an amount equal to the product of the FMV of a Share on the applicable settlement date multiplied by the number of RSUs being settled, (ii) in a number of Shares (issued from treasury) equal to the number of RSUs being settled, (iii) in some combination thereof, or (iv) in any other form, all as determined by the Committee at its sole discretion. The Committee's determination regarding the form of payout shall be set forth or reserved for later determination in the Award Agreement for the grant of the Restricted Share Units. In the event settlement is made by payment in cash, such payment shall be made by the earlier of (i) 2½ months after the close of the year in which such conditions or restrictions were satisfied or lapsed and (ii) December 31 of the third year following the year of the grant date.

4. DSUs.

- (a) Subject to any provisions of the Non-Option Plan or the applicable Award Agreement, regulatory requirements and the policies of the TSXV, the Committee, at any time and from time to time, may grant DSUs to Participants in such amounts and upon such terms as the Committee shall determine.
- (b) Each DSU grant shall be evidenced by an Award Agreement that shall specify the number DSUs granted, the settlement date for Deferred Share Units, and any other provisions as the Committee shall determine, including, but not limited to a requirement that Participants pay a stipulated purchase price for each DSU, restrictions based upon the achievement of specific performance criteria, time-based restrictions, restrictions under applicable laws or under the requirements of the TSX-V, or holding requirements or sale restrictions placed on the Shares by the Company upon vesting of such DSUs
- (c) Participants holding DSUs granted hereunder may, if the Committee so determines, be credited with dividends paid with respect to the underlying Shares or Dividend Equivalents while they are so held in a manner determined by the Committee in its sole discretion. Dividend Equivalents shall not apply to an Award unless specifically provided for in the Award Agreement. The Committee may apply any restrictions to the dividends or Dividend Equivalents that the Committee deems appropriate. The Committee, in its sole discretion, may determine the form of payment of dividends or Dividend Equivalents, including cash, Shares or DSUs.

- (d) When and if DSUs become payable, the Participant issued such DSUs shall be entitled to receive payment from the Company in settlement of such DSUs: (i) in cash, in an amount equal to the product of the FMV of a Share on the applicable settlement date less the stipulated purchase price for the DSUs being settled, if any, multiplied by the number of DSUs being settled, (ii) in a number of Shares (issued from treasury) equal to the number of DSUs being settled, (iii) in some combination thereof, or (iv) in any other form, all as determined by the Committee at its sole discretion. The Committee's determination regarding the form of payout shall be set forth or reserved for later determination in the Award Agreement for the grant of the DSUs.
- (e) Subject to any provisions of the 2021 Fixed Non-Option Plan or the applicable Award Agreement, regulatory requirements, or the policies of the TSXV, DSUs shall vest on the Termination Date, unless otherwise determined by the Committee. Each Award Agreement shall set forth the extent to which the Participant shall have the right to retain DSUs following the Termination Date. Such provisions shall be determined in the sole discretion of the Committee, need not be uniform among all DSUs issued pursuant to the 2021 Fixed Non-Option Plan, and may reflect distinctions based on the reasons for termination, provided that provisions shall comply with applicable policies of the TSX-V. If the Award Agreement does not specify the effect of a termination or resignation of employment then the following default rules will apply, provided that, notwithstanding the foregoing or anything to the contrary herein, in no event can DSUs terminate more than one (1) year following the Termination Date:
- (i) Death: If a Participant dies while an Employee, Director of, or Consultant to, the Company or an Affiliate of the Company:
 - 1. all DSUs that are unvested as at the Termination Date shall automatically and immediately vest on the Termination Date; and
 - 2. all DSUs that are vested as at the Termination Date (including those that vested pursuant to (i) above) shall be paid to the Participant's estate in accordance with the terms of the 2021 Fixed Non-Option Plan and the Award Agreement.
 - (ii) Disability: If a Participant ceases to be eligible to be a Participant under the 2021 Fixed Non-Option Plan as a result of their Disability, then all DSUs remain and continue to vest in accordance with the terms of the 2021 Fixed Non-Option Plan for a period of 90 days after the Termination Date, provided that any DSUs that have not vested within 90 days after the Termination Date shall automatically and immediately expire and be forfeited on such date.
 - (iii) Retirement: If a Participant Retires, all DSUs that are unvested as at the Termination Date shall automatically and immediately vest on the Termination Date. Notwithstanding the above, for U.S. Participants, the treatment of DSUs upon retirement shall be provided for in the Award Agreement.
 - (iv) Termination for Cause: If a Participant ceases to be eligible to be a Participant under the Non-Option Plan as a result of their termination for cause, then all DSUs, whether vested or not as at the Termination Date, shall automatically and immediately be forfeited on the Termination Date.
 - (v) Termination without Cause or Voluntary Resignation: If a Participant ceases to be eligible to be a Participant under the 2021 Fixed Non-Option Plan for any reason, other than as above then, unless otherwise determined by the Committee in its sole discretion:
 - 1. all DSUs that are unvested as at the Termination Date shall automatically and immediately be forfeited on the Termination Date, and
 - 2. all DSUs, if any, that are vested as at the Termination Date, shall be paid to the Participants in accordance with the terms of the 2021 Fixed Non-Option Plan and the Award Agreement.

5. PSUs.

- (a) Subject to the terms and conditions of the 2021 Fixed Non-Option Plan, the Committee, at any time and from time to time, may grant PSUs to Participants in such amounts and upon such terms as the Committee shall determine.
- (b) Each PSU shall have an initial value equal to the FMV of a Share on the date of grant. The Committee shall set performance criteria for a Performance Period in its discretion, which, depending on the extent to which they are met, will determine, in the manner determined by the Committee and set forth in the Award Agreement, the value and/or number of each PSU that will be paid to the Participant.
- (c) Subject to the terms of the 2021 Fixed Non-Option Plan and the applicable Award Agreement, after the applicable Performance Period has ended, the holder of PSUs shall be entitled to receive payout on the value and number of PSUs, determined as a function of the extent to which the corresponding performance criteria have been achieved.

Notwithstanding the foregoing, the Company shall have the ability to require the Participant to hold any Shares received pursuant to such Award for a specified period of time.

- (d) Payment of earned PSUs shall be as determined by the Committee and as set forth in the Award Agreement. Subject to the terms of the 2021 Fixed Non-Option Plan, the Committee, in its sole discretion, may pay earned PSUs in the form of: (i) cash equal to the value of the earned PSUs at the end of the applicable Performance Period, (ii) a number of Shares issued from treasury equal to the number of earned PSUs at the end of the applicable Performance Period, or (iii) in a combination thereof in the discretion of the Company. Any Shares may be granted subject to any restrictions deemed appropriate by the Committee. The determination of the Committee with respect to the form of payout of such Awards shall be set forth in the Award Agreement for the grant of the Award or reserved for later determination. In no event will delivery of such Shares or payment of any cash amounts be made later than the earlier of (i) 2½ months after the close of the year in which such conditions or restrictions were satisfied or lapsed and (ii) December 31 of the third year following the year of the grant date.
- (e) Participants holding PSUs granted hereunder may, if the Committee so determines, be credited with dividends paid with respect to the underlying Shares or Dividend Equivalents while they are so held in a manner determined by the Committee in its sole discretion. Dividend Equivalents shall not apply to an Award unless specifically provided for in the Award Agreement. The Committee may apply any restrictions to the dividends or Dividend Equivalents that the Committee deems appropriate. The Committee, in its sole discretion, may determine the form of payment of dividends or Dividend Equivalents, including cash, Shares or PSUs.
- (f) Each Award Agreement shall set forth the extent to which the Participant shall have the right to retain PSUs following the Termination Date. Such provisions shall be determined in the sole discretion of the Committee, need not be uniform among all PSUs issued pursuant to the 2021 Fixed Non-Option Plan, and may reflect distinctions based on the reasons for termination, provided that the provisions shall comply with applicable policies of the TSXV. If the Award Agreement does not specify the effect of a termination or resignation of employment then the following default rules will apply, provided that, notwithstanding the foregoing or anything to the contrary herein, in no event can PSUs terminate more than one (1) year following the Termination Date:
 - (i) Death: If a Participant dies while an Employee, Director of, or Consultant to, the Company or an Affiliate of the Company:
 1. all PSUs that are unvested as at the Termination Date shall vest pro rata on the Termination Date, taking into account the period that has elapsed between the date of grant of such PSUs and the Termination Date, provided the performance vesting conditions set out in the Award Agreement have been satisfied throughout such period, and where such conditions have not been satisfied, such unvested Performance Units or portion thereof shall automatically and immediately expire and be forfeited on the Termination Date; and
 2. all PSUs that are vested as at the Termination Date (including those that vested pursuant to (i) above) shall be paid to the Participant's estate in accordance with the terms of the 2021 Fixed Non-Option Plan and the Award Agreement.
 - (ii) Disability: If a Participant ceases to be eligible to be a Participant under the 2021 Fixed Non-Option Plan as a result of their Disability, then all PSUs remain and continue to vest in accordance with the terms of the 2021 Fixed Non-Option Plan for a period of 90 days after the Termination Date, provided that any PSUs that have not vested within 90 days after the Termination Date shall automatically and immediately expire and be forfeited on such date.
 - (iii) Retirement: If a Participant Retires then the Committee shall have the discretion, with respect to such Participant's PSUs, to determine: (i) whether to accelerate vesting of any or all of such PSUs, (ii) whether any of such PSUs shall be cancelled, with or without payment, and (iii) how long, if at all, such PSUs may remain outstanding following the Termination Date; provided, however, that in no event shall such PSUs remain outstanding for more than 12 months after the Termination Date. Notwithstanding the above, for U.S. Participants, the treatment of PSUs upon retirement shall be provided for in the Award Agreement.
 - (iv) Termination for Cause: If a Participant ceases to be eligible to be a Participant under the 2021 Fixed Non-Option Plan as a result of their termination for Cause, then all PSUs, whether vested or not as at the Termination Date, shall automatically and immediately be forfeited on the Termination Date.

- (v) Termination without Cause or Voluntary Resignation: If a Participant ceases to be eligible to be a Participant under the 2021 Fixed Non-Option Plan for any reason, other than the foregoing, then, unless otherwise determined by the Committee in its sole discretion:
1. all PSUs that are unvested as at the Termination Date shall automatically and immediately be forfeited on the Termination Date, and
 2. all PSUs that are vested as of the Termination Date shall be paid to the Participants in accordance with the terms of the 2021 Fixed Non-Option Plan and the Award Agreement.

2. **Approval** As the 2021 Fixed Non-Option Plan is a fixed incentive plan for which disinterested shareholder approval is being sought at the Meeting, no further shareholder approval will be required unless requirement pursuant to an amendment or otherwise under the policies of the TSX-V or other regulatory requirements.

A copy of the 2021 Fixed Non-Option Plan will be available for review upon request.

Resolutions – 2021 Rolling Stock Option Plan

At the Meeting, the Shareholders will be asked to consider, and if deemed advisable, approve the following resolutions:

“BE IT RESOLVED THAT:

- a) the 2021 Rolling Stock Option Plan, as described in the Circular of the Company dated September 10, 2021, be and is hereby adopted, ratified, confirmed and approved; and
- b) any director or officer of the Corporation is authorized and directed to do all things and to execute and deliver or to cause to be executed and delivered any documents considered to be necessary or desirable, in such director’s or officer’s sole discretion, to give effect to these resolutions.”

In order for the resolution to be passed, approval by the majority of the votes cast by all shareholders, present in person and by proxy at the Meeting, excluding the Excluded Shares held by the Eligible Insiders is required.

THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY, UNLESS OTHERWISE INSTRUCTED, INTEND TO VOTE IN FAVOUR OF THE RESOLUTION ADOPTING, APPROVING AND RATIFYING THE 2021 ROLLING STOCK OPTION PLAN.

Resolutions – 2021 Fixed Non-Option Plan

At the Meeting, the Shareholders will be asked to consider, and if deemed advisable, approve the following resolutions:

“BE IT RESOLVED THAT:

- a) the 2021 Fixed Non-Option Plan, as described in the Circular of the Company dated September 10, 2021, be and is hereby adopted, ratified confirmed and approved; and
- b) any director or officer of the Corporation is authorized and directed to do all things and to execute and deliver or to cause to be executed and delivered any documents considered to be necessary or desirable, in such director’s or officer’s sole discretion, to give effect to these resolutions.”

In order for the resolution to be passed, approval by the majority of the votes cast by all shareholders, present in person and by proxy at the Meeting, excluding the Excluded Shares held by the Eligible Insiders is required.

THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY, UNLESS OTHERWISE INSTRUCTED, INTEND TO VOTE IN FAVOUR OF THE RESOLUTION ADOPTING, APPROVING AND RATIFYING THE 2021 FIXED NON-OPTION PLAN.

EXECUTIVE COMPENSATION

As defined under applicable securities legislation, the Company has had two "Named Executive Officers" during the financial year ended April 30, 2021, as set out below:

Don Allan – President and Chief Executive Officer

Shawn Frenette - Chief Financial Officer as of March 3, 2020 until his resignation effective May 7, 2021

Definitions - for the purpose of this Information Circular:

"**CEO**" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**CFO**" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"**closing market price**" means the price at which the Company's security was last sold, on the applicable date,

(a) in the security's principal marketplace in Canada, or

(b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

"**company**" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of Section 3870 of the Handbook;

"**external management company**" includes a subsidiary, affiliate or associate of the external management company;

"**grant date**" means a date determined for financial statement reporting purposes under Section 3870 of the Handbook;

"**Handbook**" means the Handbook of the Canadian Institute of Chartered Accountants, as amended from time to time;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**incentive plan award**" means compensation awarded, earned, paid, or payable under an incentive plan;

"**NEO**" or "**named executive officer**" means each of the following individuals:

(a) a CEO;

(b) a CFO;

(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of National Instrument 51-102, for that financial year; and

(d) each individual who would be an NEO under paragraph (c) 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;

"**NI 52-107**" means National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

"**plan**" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons;

"**replacement grant**" means an option that a reasonable person would consider to be granted in relation to a prior or potential cancellation of an option;

"**repricing**" means, in relation to an option, adjusting or amending the exercise or base price of the option, but excludes any adjustment or amendment that equally affects all holders of the class of securities underlying the option and occurs through the operation of a formula or mechanism in, or applicable to, the option;

"**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Compensation Discussion and Analysis

Goals and Objectives

The Compensation Committee was composed of three directors, being Don Allan, Chris Dovbniak and Doug MacKenzie throughout the year ended April 30, 2021.

The Compensation Committee merged with the Governance Committee following the year ended April 30, 2021 and, as a result of changes to the composition of the board of directors of the Company, the Compensation and Governance Committee is anticipated to appoint new members in the near-term.

Management directors are required to abstain from voting in respect of their own compensation thereby providing the independent members of the Board with considerable input as to executive compensation.

The Board reviews on an annual basis the corporate goals and objectives relevant to executive compensation; evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Company's overall performance, shareholder returns, and the value of similar incentive awards to executive officers at comparable companies, and the awards given to executive officers in past years.

The Company engaged Mercer Canada Ltd. ("Mercer") following the year ended April 30, 2021, to review compensation for directors and officers of the Company. Mercer, an independent third-party company, is expected to prepare a report (the "Mercer Report"), which is anticipated to identify peer companies and benchmarking for both director and officer compensation. Upon the completion of the review and delivery of the Mercer Report, the Company anticipates incorporating recommendations into its board and executive compensation practices.

Executive Officer Compensation

Prior to the year ended April 30, 2018, as the Board and management of the Company had focused on furthering the business goals of the Company since its change of business (April 2014), securing financing for these business goals as well as limiting expenditures, the Compensation Committee and the Board had recommended the deferral of executive compensation. During the year ended April 30, 2018, all officers of the Company had begun to receive compensation in accordance with their respective agreements.

Share-based compensation (to date, Options and RSUs, each as defined in the Circular) are an important part of the Company's long-term incentive strategy for its directors, officers, employees and consultants, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Options and RSUs reward overall corporate performance as measured through the price of the Company's shares and enables executives to acquire and maintain an ownership position in the Company.

The Company engaged Mercer Canada Ltd. ("Mercer") following the year ended April 30, 2021, to review compensation for directors and officers of the Company. Mercer, an independent third-party company, is expected to prepare a report (the "Mercer Report"), which is anticipated to identify peer companies and benchmarking for both director and officer compensation. Upon the completion of the review and delivery of the Mercer Report, the Company anticipates incorporating recommendations into its board and executive compensation practices.

Director Compensation

While the Company has been in a period of change and growth, no compensation had been paid to the directors with respect to their respective roles as directors of the Company during their respective terms up to the year ended April 30, 2021 (other than Options and RSUs). Mel Angeltvedt, Robin Ray, Lionel Robins, Chris Dovbniak and Doug MacKenzie (the "Former Directors") resigned as directors following the year ended April 30, 2021. The Company resolved to pay compensation equal to \$7,500 per year, prorated, following the year ended April 30, 2021, to the Former Directors for services provided in their respective roles of, and during their terms as, independent directors of the Company. It is anticipated that directors will begin to receive cash compensation in the future. (Certain directors also received compensation for services other than the services of a director, as disclosed herein.) See also section entitled "Officer Compensation" with respect to the Mercer Report.

Equity Incentive Compensation

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company’s equity incentive plans, as amended from time to time. Options or other Awards (as defined in the Circular) are, or are anticipated to be, granted by the Board as a whole and the size of the grants is dependent on, among other things, each officer’s level of responsibility, authority and importance to the Company and the degree to which an officer’s long-term contribution to the Company will be crucial to its overall long-term success.

Prior to the adoption by the board of directors of the Company of the 2021 Rolling Stock Option Plan and the 2021 Fixed Non-Option Plan, the Company had in place the Predecessor Plans (as defined and as further described in the section of the Circular entitled “Business of the Meeting – Special Matters to be Voted On”).

The Company has no arrangements, standard or otherwise, under which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, or involvement in special assignments during the most recently completed financial year or subsequently.

Summary Compensation Tables

The following disclosure sets out the compensation paid, made payable, awarded, granted, given or otherwise provided to each NEO and director for the financial years ended April 30, 2020 and April 30, 2021. During the financial year ended April 30, 2021, the NEOs were Don Allan (CEO) and Shawn Frenette (CFO) as of March 3, 2020 until his resignation on May 7, 2021. No other executive officer of the Company received a salary greater than \$150,000 per year.

Director and named executive officer compensation, excluding compensation securities

Table of compensation excluding compensation securities

The following tables sets forth the summary information concerning compensation excluding compensation securities earned by the Company’s President and Chief Executive Officer (“CEO”), the Chief Financial Officer (“CFO”), and the directors of the Company, during the most recently completed financial years ended April 30, 2021.

Compensation Excluding Securities

Name and Principal Position	Year (period) Ended	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meetings fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Don Allan <i>President & Chief Executive Officer</i>	2020	311,539	Nil	Nil	Nil	Nil	311,539
	2021	341,691	80,000	Nil	Nil	Nil	421,691
Shawn Frenette <i>Chief Financial Officer</i>	2020	16,148 ⁽¹⁾	N/A	N/A	N/A	N/A	16,148 ⁽¹⁾
	2021	265,241	N/A	N/A	N/A	N/A	265,241

Name and Principal Position	Year (period) Ended	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meetings fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Lionel Robins ⁽⁵⁾ <i>Director</i>	2020	16,148 ⁽²⁾⁽³⁾	N/A	N/A	N/A	N/A	16,148 ⁽²⁾⁽³⁾
	2021	11,077 ⁽²⁾⁽³⁾	N/A	N/A	N/A	N/A	11,077 ⁽²⁾⁽³⁾
Chris Dovbniak ⁽⁵⁾ <i>Director</i>	2020	Nil	Nil	Nil	Nil	Nil	5,787
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Mel Angeltvedt ⁽⁵⁾ <i>Director</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Doug MacKenzie ⁽⁵⁾ <i>Director</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Christopher Robin Ray ⁽⁵⁾ <i>Director</i>	2020	3,637 ⁽⁴⁾	Nil	Nil	Nil	Nil	3,637 ⁽⁴⁾
	2021	1,860 ⁽⁴⁾	Nil	Nil	Nil	Nil	1,860 ⁽⁴⁾

NOTES:

- (1) Shawn Frenette provided his respective services to the Company through a company owned and/or controlled by him. Mr. Frenette resigned effective May 7, 2021.
- (2) Cielo has made payments to a corporation of which Mr. Robins is a shareholder, director and officer, however Mr. Robins has advised that he is not entitled to receive any compensation that is paid by Cielo to such corporation.
- (3) Excludes fees paid to a corporation owned and/or controlled by Lionel Robins and of which Mr. Robins is a director and/or officer for marketing services provided to the Company.
- (4) Fees for tax services unrelated to Robin Ray's position as a director of the Company.
- (5) Mel Angeltvedt, Robin Ray, Lionel Robins, Chris Dovbniak and Doug MacKenzie (the "Former Directors") resigned as directors following the year ended April 30, 2021. The Company resolved to pay compensation equal to \$7,500 per year, prorated, following the year ended April 30, 2021, to the Former Directors for services provided in their respective roles of, and during their terms as, independent directors of the Company. Following the year ended April 30, 2021, \$218,735 has been paid or is anticipated to be paid to the Former Directors in aggregate for past services as directors.

Stock Options and other compensation securities

The following tables sets forth the summary information concerning compensation securities earned by the Company's President and Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), and the directors of the Company, during the most recently completed financial years ended April 30, 2021.

Compensation Securities

Name and Principal Position	Type of Compensation Security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue of grant	Issue, conversion or exercise of price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Don Allan <i>President & Chief Executive Officer</i>	Stock Options	2,000,000	June 5, 2020	\$0.10	\$0.035	\$0.92	June 5, 2023 ⁽¹⁾
Shawn Frenette <i>Chief Financial Officer</i>	Stock Options	100,000	June 5, 2020	\$0.10	\$0.035	\$0.92	June 5, 2023 ⁽¹⁾
Chris Dovbniak <i>Director</i>	Stock Options	500,000	June 5, 2020	\$0.10	\$0.035	\$0.92	June 5, 2023 ⁽¹⁾
Mel Angeltvedt <i>Director</i>	Stock Options	500,000	June 5, 2020	\$0.10	\$0.035	\$0.92	June 5, 2023 ⁽¹⁾
Doug MacKenzie <i>Director</i>	Stock Options	500,000	June 5, 2020	\$0.10	\$0.035	\$0.92	June 5, 2023 ⁽¹⁾
Christopher Robin Ray <i>Director</i>	Stock Options	500,000	June 5, 2020	\$0.10	\$0.035	\$0.92	June 5, 2023 ⁽¹⁾
Lionel Robins <i>Director</i>	Stock Options	250,000	June 5, 2020	\$0.10	\$0.035	\$0.92	June 5, 2023 ⁽¹⁾

NOTES:

(1) Some or all of the options were exercised prior to the year ended April 30, 2021.

Pension Plan Benefits

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

Termination and Change of Control Benefits

Except as listed below, the Company has not entered into any compensatory plans, contracts or arrangements with any of its Named Executive Officers (NEOs) whereby those officers are entitled to receive compensation as a result of the resignation, retirement or any other termination of employment of the NEO with the Company or from a change in control of the Company or a change in the Named Executive Officer's responsibilities following a change in control.

Pursuant to his employment agreement with the Company dated November 1, 2017, in the event that Don Allan is terminated without cause or there is a change of control event, Don Allan will be entitled to receive payment equal to four (4) times his then-current annual salary, in addition to any outstanding remuneration owing. All unvested options and RSUs will vest immediately, and Don Allan will continue to be entitled to receive an operating income bonus under the terms of the agreement.

The CFO provided his services to the Company as a consultant through a corporation owned and/or controlled by the CFO. The consulting agreement, which was terminated upon the resignation of the CFO on May 7, 2021, did not provide for compensation in the event of such resignation.

Management, Employment and Consulting Agreements

The Company has entered into the following agreements with the NEOs:

Shawn Frenette provided his services as CFO through a corporation owned or controlled by the CFO in whole or in part pursuant to a consulting agreement with the Company, which includes non-disclosure but no non-competition provisions.

Don Allan, President and CEO of the Company, entered into an employment agreement with the Company on November 1, 2017. In addition to his salary, Don Allan is entitled to an operating income bonus calculated at 2.5% of the Company's EBITDA each year. See section above entitled "Termination and Change of Control Benefits" for further detail on the terms of the Employment Agreement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following information is as of April 30, 2021, the Company's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	1,395,000 ⁽¹⁾	0.512	Nil ⁽¹⁾
Equity Compensation plans not approved by securityholders	Nil ⁽²⁾⁽³⁾	N/A	65,212,991 ⁽²⁾ 25,807,096 ⁽³⁾
Total:	1,395,000	0.512	65,212,991 ⁽²⁾ 25,807,096 ⁽³⁾

NOTES:

- (1) 1,395,000 were issued and outstanding as at April 30, 2021. As at the date of this Circular, 950,000 stock options remain issued and outstanding pursuant to the Predecessor Option Plan (see section entitled “Business of the Meeting – Special Matters to be Voted On”). No further common shares are reserved for issuance as no further options are authorized for grant pursuant to the Predecessor Option Plan.
- (2) The Board of Directors has approved the 2021 Rolling Stock Option Plan, subject to the approval of the Shareholders. See section entitled “Business of the Meeting – Special Matters to be Voted On”. No Options have been or will be granted pursuant to the 2021 Rolling Stock Option Plan until such time that the Shareholders have approved it at the Meeting.
- (3) The Board of Directors has approved the 2021 Fixed Non-Option Plan, subject to the approval of the Shareholders. See section entitled “Business of the Meeting – Special Matters to be Voted On”. No Awards have been or will be granted pursuant to the 2021 Fixed Non-Option Plan until such time that the Shareholders have approved it at the Meeting.

AUDIT COMMITTEE

National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its external auditor as set forth below.

The Audit Committee Charter

The Company’s audit committee is governed by an audit committee charter which will be available at the Meeting.

Composition of Audit Committee

As a result of amendments to National Instrument 52-110 in 2015, the Company, a venture issuer, is required to have an audit committee consisting of at least three members, with at least two members who are independent (not employees, executive officers or control persons of the Company or any affiliate thereof). The Audit Committee as at September 10, 2021, consists of Don Allan (not independent), Jasdeep K. Dhaliwal (independent), Larry Schafran (independent) and Ryan Jackson (independent).

All Audit Committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements and are therefore considered “financially literate”.

Relevant Education and Experience

All of the Audit Committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour.

Name	Determination of Independence
Don Allan Red Deer, Alberta <i>President, CEO, Chairman and Director</i>	As Don Allan is the President and CEO of the Company, he is not independent as required for venture issuers pursuant to NI 52-110.
Jasdeep K. Dhaliwal Edmonton, Alberta Canada <i>Director</i>	Ms. Dhaliwal is independent as required for venture issuers pursuant to NI 52-110.
Ryan Jackson Calgary, Alberta Canada <i>Director</i>	Mr. Jackson is independent as required for venture issuers pursuant to NI 52-110.

Larry Schafran New York, New York United States <i>Director</i>	Mr. Schafran is independent as required for venture issuers pursuant to NI 52-110.
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Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year ended April 30, 2021, the board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading “Article 2 – Pre-Approval of Non-Audit Services” of the Audit Committee Charter. The Audit Committee Charter will be available to view at the Meeting.

External Audit Service Fees (By Category)

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice, and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees billed to the Company to its external auditor for services rendered to the Company in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit / Audit Related Fees	Tax Fees	All Other Fees
April 30, 2021	75,000 ⁽¹⁾⁽²⁾	26,402	Nil
April 30, 2020	40,000 ⁽¹⁾	Nil	Nil

Notes:

- (1) Excluding GST.
- (2) Estimated.

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Company, as a venture issuer, is not required to comply with Part 5 (Reporting Obligations) of NI 52-110.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the board of directors of the Company (the “Board”), the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 *Corporate Governance Guidelines* (“NP 58-201”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) also requires the Company to disclose annually in its Circular certain information concerning its corporate governance practices.

Board of Directors

Structure and Composition

The Board was composed of six directors for the fiscal year ending April 30, 2021: Don Allan, Robin Ray, Chris Dovbniak, Mel Angelvedt, Doug MacKenzie and Lionel Robins.

Following the year ended April 30, 2021, the composition of the Board changed as a result of resignations and appointments in accordance with the Company’s Articles and the provisions of the BCBCA. As at the original date of this Circular, the Board of Directors was comprised of the following seven (7) directors: Don Allan (Chair), Jasdeep K. Dhaliwal, Hon. Peter MacKay, Ryan Jackson, George H. Brookman, Larry Schafran and Andrea Whyte. As of September 23, 2021, the Board of Directors was comprised of the following five (5) directors: Don Allan (Chair), Jasdeep K. Dhaliwal, Hon. Peter MacKay, Ryan Jackson and Larry Schafran.

Subject to shareholder approving at the Meeting, the Board will be composed of the foregoing five (5) directors.

NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company as defined in section 1.4 of NI 52-110.

The Company has determined independence as follows:

Name	Independent	Determination of Independence
Don Allan ⁽¹⁾⁽³⁾ Red Deer County, Alberta Canada <i>President, CEO and Chairman/Director</i>	No	Mr. Allan, as President and CEO of the Company, is an executive officer of the Company and accordingly is considered “non-independent”.
Andrea Whyte Calgary, Alberta Canada <i>Lead Director</i>	Yes	Ms. Whyte is an outside director. She is not an officer, nor does she provide services to the Company other than in her role as director. She does not receive any compensation for her service to the Company. She is therefore considered independent.
Jasdeep K. Dhaliwal ⁽¹⁾ Edmonton, Alberta Canada <i>Director</i>	Yes	Ms. Dhaliwal is an outside director. She is not an officer, nor does she provide services to the Company other than in her role as director. She does not receive any compensation for her service to the Company. She is therefore considered independent. Ms. Dhaliwal was nominated by a third-party lender to the Company,

		however is not considered to be in a material relationship with the Company as defined in NI 52-110, section 4.
Hon. Peter MacKay Kings Head, Nova Scotia Canada <i>Director</i>	Yes	Hon. Peter MacKay is an outside director. He is not an officer, nor does he provide services to the Company other than in his role as director. He does not receive any compensation for his service to the Company. He is therefore considered independent.
Ryan Jackson ^{(1) (6)} Calgary, Alberta Canada <i>Director</i>	Yes	Mr. Jackson is an outside director. He is not an officer, nor does he provide services to the Company other than in his role as director. He does not receive any compensation for his service to the Company. He is therefore considered independent. Mr. Jackson is a director, officer and, indirectly, shareholder of Renewable U Energy Inc., a third-party company or group of companies with which the Company has entered into memorandums of understanding to enter into joint venture arrangements, however is not considered to be in a material relationship with the Company as defined in NI 52-110, section 4.
George H. Brookman Calgary, Alberta Canada <i>Director</i>	Yes	Mr. Brookman is an outside director. He is not an officer, nor does he provide services to the Company other than in his role as director. He does not receive any compensation for his service to the Company. He is therefore considered independent.
Larry Schafran ⁽¹⁾ New York, New York United States <i>Director</i>	Yes	Mr. Schafran is an outside director. He is not an officer, nor does he provide services to the Company other than in his role as director. He does not receive any compensation for his service to the Company. He is therefore considered independent.

Following the Meeting, provided all five (5) directors are elected, the Board will have 4 independent directors, and 1 “non-independent” director. As such, the Company has a majority of independent Board members.

Mandate of the Board

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees (see “*Committees of the Board of Directors*” below). In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Company’s development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, as the Company grows, the Board will move to develop a formal written mandate.

In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company’s internal control and management information systems and for the Company’s policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and the Chief Financial Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing the Company’s cash flow, evaluating new business opportunities, recruiting staff and complying with applicable

regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans, and annual operating plans.

As at the date of this Amended and Restated Circular, the positions of President and Chief Executive Officer are separate. While the President is also Chair of the Board, the Chief Executive Officer and Chief Operation Officer (combined), Chief Financial Officer, and Chief Legal Officer are not directors of the Company.

The Board has found that the fiduciary duties placed on management by the Company's governing corporate legislation and common law and the restrictions on an individual director's participation in decisions of the Board in which the director has an interest under applicable corporate and securities legislation provide the "independent" directors with significant input and leadership in exercising their responsibilities for independent oversight of management. In addition, each member of the Board understands that such director is entitled to seek the advice of an independent expert if such director reasonably considers it warranted under the circumstances and the "independent" directors have the ability to meet independently of management whenever deemed necessary. As of the year ended April 30, 2021, the independent directors had not exercised their right to meet independently of management given the Company's limited operations at the current time; as such the decisions required of the board have been considered routine and in the ordinary course of business, the independent directors have not deemed it necessary to review such materials separate and apart from management.

Directorships

The directors of the Company are not currently directors or officers of any other reporting issuers.

Ethical Business Conduct

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

However, to date, the Board has not adopted a formal written Code of Business Conduct and Ethics. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate and securities legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

In addition, the limited size of the Company's operations and the small number of officers and employees allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. In anticipation of Company growth, the Board has instructed the preparation of a Code of Business Conduct and Ethics which it intends to implement.

Nomination, Education and Assessment

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the President, and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

New directors are briefed on strategic plans, short-, medium-, and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current operations.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors, and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records. Reference is made to the table under the heading

“Election of Directors” in the section entitled “Business of the Meeting” for a description of the current principal occupations of the Company’s Board.

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company’s current size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness and the effectiveness and contribution of its committees or individual directors on an ad hoc basis.

Committees of the Board of Directors

Audit Committee

The Board has appointed an audit committee as required under the *Business Corporations Act* (British Columbia) and National Instrument 52-110. The audit committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting of the Company, as well as internal controls to achieve the objectives of safeguarding the Company’s assets; reliability of information; and compliance with policies and laws. See section entitled “AUDIT COMMITTEE” for details.

Compensation Committee; Corporate Governance Committee

Throughout the fiscal year ended April 30, 2021, the Board had 3 members that sat on the compensation committee: Doug MacKenzie, Chris Dovbniak and Don Allan. The Board has determined that it would be more efficient and in the best interests of the Company at this time to combine the Compensation Committee and the Corporate Governance Committee. As a result of changes to the composition of the board of directors of the Company following the year ended April 30, 2021, the Compensation and Governance Committee is anticipated to appoint new members in the near-term.

Compensation to be paid to executive officers who are also directors must be approved by the disinterested directors thereby providing the non-executive officer directors with significant input into compensation decisions. See the section entitled “Executive Compensation – Compensation of Named Executive Officers” above for details of the compensation paid to the Company’s Named Executive Officers.

During the financial year ended April 30, 2021, the Company did not pay any compensation in the form of cash or incentive stock options to the Company’s non-management directors for their services (with respect to their services as directors). See the section entitled “Executive Compensation – Compensation for Directors”.

OTHER INFORMATION

Indebtedness of Directors and Executive Officers

Since the beginning of the most recently completed financial year ended April 30, 2021 and as at the date of this Circular, no director, executive officer or employee or former director, executive officer or employee of the Company, nor any nominee for election as a director of the Company, nor any associate of any such person, was indebted to the Company for other than “routine indebtedness”, as that term is defined by applicable securities law; nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

Interest of Informed Persons in Material Transactions

Other than as disclosed below, no proposed nominee for election as a director, and no director or officer of the Company who has served in such capacity since the beginning of the last financial year of the Company, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of the Company’s outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with the Company or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or is likely to do so.

Don Allan is a director of 1888711 Alberta Inc. (“1888”), which is a private corporation with which the Company entered into an exclusive license agreement (the “License Agreement”) on June 14, 2016 (as amended on or about November 1, 2018). The License

Agreement and its Amendment are available for review on SEDAR. The License Agreement does not constitute a related party transaction under MI 61-101, however certain directors and officers of the Company are also directors or officers of the 1888. More information on the License Agreement, and its Amendment, is available on SEDAR.

Ryan Jackson is a director, officer and, indirectly, shareholder of Renewable U Energy Inc., a third-party company or group of companies with which the Company has entered into memorandums of understanding to enter into joint venture arrangements, as previously disclosed.

Interest of Certain Persons in Matters to be Acted on at the Meeting

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of the directors.

Other Matters

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

Other Material Facts

There are no material facts related to the fiscal years ended April 30, 2020, and April 30, 2021 or up to September 10, 2021, other than as disclosed in this Circular, the Company's Financial Statements or Management's Discussion and Analysis, or otherwise disclosed and available on SEDAR. The Company's Financial Statements and Management's Discussion and Analysis for the years ended April 30, 2020 and April 30, 2021 will be available on the Company's profile at SEDAR at www.sedar.com prior to the date of the Meeting.

Additional Information

Financial information about the Company is provided in its comparative financial statements and Management's Discussion and Analysis for the years ended April 30, 2020, and April 30, 2021. Copies of these documents will be available on SEDAR at www.sedar.com prior to the date of the Meeting.

Board Approval

The Board of Directors of the Company has approved the contents and the delivery of this Circular to its shareholders.

DATED at Red Deer, Alberta, this 10th day of September, 2021.

BY ORDER OF THE BOARD OF DIRECTORS

"Don Allan"

Don Allan, Chair and President

SCHEDULE "A"

CHANGE OF AUDITOR

REPORTING PACKAGE PURSUANT TO SECTION 4.11 OF NATIONAL INSTRUMENT 51-102

[see attached]



NOTICE OF CHANGE OF AUDITOR

To: Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission
A. Chan & Company LLC
KPMG LLP

NOTICE IS HEREBY GIVEN that, on the advice of the audit committee of Cielo Waste Solutions Corp. (the "Company"), the board of directors of the Company resolved on May 31, 2021 that:

- 1) KPMG LLP ("KPMG") be appointed as auditors of the Company to be effective June 5, 2021, to hold office until the next annual meeting at remuneration to be fixed by the directors.

In accordance with National Instrument 51-102 Continuous Disclosure Obligations ("NI 51-102") we confirm that:

- 2) A. Chan & Company LLC ("A. Chan & Company") was asked to resign as auditor of the Company as of May 31, 2021;
- 3) A. Chan & Company has not expressed any reservation in its report prepared and filed for the years ended April 30, 2019 and April 30, 2020 of the Company;
- 4) the resignation of A. Chan & Company and appointment of KPMG as auditors of the Company were both considered by the audit committee and approved by the board of directors of the Company;
- 5) in the opinion of the Company and the Board of Directors of the Company, there have been no "Reportable Events" as defined in NI 51-102 in connection with the audits for the years ended April 30, 2020 and April 30, 2019, for the Company; and;
- 6) the notice, resignation, and letters of the auditors have been reviewed by the Audit Committee and the Board of Directors.

Dated May 31, 2021

CIELO WASTE SOLUTIONS CORP.

Stephanie Li

Per: Stephanie Li, CFO



SUITE 114B, 2nd FLOOR
8988 FRASERTON COURT
BURNABY, BC V5J 5H8

A CHAN AND COMPANY LLP
CHARTERED PROFESSIONAL ACCOUNTANT

T: **604.239.0868**
F: **604.239.0866**

May 31, 2021

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs:

Cielo Waste Solutions Corp. (the “Company”)
Notice Pursuant to National Instrument 51-102 – Change of Auditor (“Notice”)

As required by National Instrument 51-102, we have reviewed the information contained in the Notice dated May 31, 2021 given by the Company to ourselves and KPMG LLP.

Based on our knowledge of such information at this date, we agree with the statements set out in the Notice.

Yours very truly,

“A Chan & Company LLP”

A CHAN AND COMPANY LLP
Chartered Professional Accountant



KPMG LLP
205 5th Avenue SW
Suite 3100
Calgary AB T2P 4B9
Tel (403) 691-8000
Fax (403) 691-8008
www.kpmg.ca

To: **Ontario Securities Commission**
Alberta Securities Commission
British Columbia Securities Commission

June 10, 2021

Dear Sir/Madam

Re: Notice of Change of Auditors of Cielo Waste Solutions Corp.

We have read the Notice of Cielo Waste Solutions Corp. dated May 31, 2021 and are in agreement with the statements contained in such Notice.

Yours very truly,

A handwritten signature in black ink that reads 'KPMG LLP'. The letters are stylized and slanted to the right.

Chartered Professional Accountants
Calgary, Canada