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## **INFORMATION CIRCULAR**

of

## **PACIFIC LINK MINING CORP.**

**For the Annual General and  
Special Meeting to be Held**

on November 15, 2018

With Respect to the Proposed Acquisition  
of Aibeida Lifetech Limited by Pacific Link Mining Corp.

**October 5, 2018**

*Neither the TSX Venture Exchange Inc. of the Canadian Securities Exchange nor any securities regulatory authority has in any way passed upon the merits of the Acquisition described in this Information Circular.*

## **PACIFIC LINK MINING CORP.**

Suite 2060 - 1055 West Georgia Street  
Vancouver, BC Canada V6E 3R5

Dear Shareholders:

The Directors of Pacific Link Mining Corp. (“**Pacific Link**”) invite you to attend the annual general and special meeting of the shareholders (the “**Shareholders**”) of Pacific Link (the “**Meeting**”) to be held at the offices at Suite 2060 - 1055 West Georgia Street, Vancouver, British Columbia, at 10:00 a.m. (Vancouver time) on November 15, 2018. In addition to the annual general meeting matters, the special business of the Meeting is to seek shareholder approval for a change of business of Pacific Link to one involved in the cannabis industry, for the acquisition by Pacific Link of Aibeida Lifetech Limited and for the delisting of Pacific Link’s common shares from the TSX Venture Exchange and the listing of such shares on the Canadian Securities Exchange, as announced on July 31, 2018.

Aibeida is a life science company, engaged in the extraction of cannabis derivatives from industrial hemp, distribution of customized extraction equipment and technology, and research and development of nutrition products, food additives, botanical and animal extracts, pharmaceutical intermediates and finished products from cannabis derivatives.

Detailed information in respect of matters contemplated by the Acquisition is set out in the attached information circular (the “**Circular**”). At the Meeting, Shareholders will be asked, among other things, to consider and, if deemed advisable, to approve resolutions, the full text of which are set out in the Circular, authorizing the proposed change of business and its implementation of the Acquisition. Please review the Circular carefully as it has been prepared to help you make an informed decision on the change of business and the Acquisition. The change of business and the Acquisition must be approved by not less than a majority of the votes cast at the Meeting by the Shareholders. Without the required level of Shareholder approval, the proposed change of business and Acquisition cannot be completed. The Acquisition is also subject, among other things, to the conditional acceptance for listing of the Resulting Issuer by the Canadian Securities Exchange.

**THE BOARD OF DIRECTORS OF PACIFIC LINK HAS UNANIMOUSLY APPROVED THE PROPOSED CHANGE OF BUSINESS AND THE TERMS OF THE ACQUISITION AND RECOMMENDS THAT YOU VOTE IN FAVOUR OF THE CHANGE OF BUSINESS AND THE ACQUISITION AT THE MEETING FOR THE REASONS SET OUT IN THE ATTACHED CIRCULAR.**

Your vote on the matters to be acted upon at the Meeting is important, regardless of how many shares of Pacific Link you own. We hope that you will be able to attend the Meeting in person; however, if you cannot attend, please complete and return the applicable enclosed form of proxy to Computershare Investor Services Inc. at the address noted in the Circular.

Sincerely,

**PACIFIC LINK MINING CORP.**

*s/ “Dr. Ken Z. Cai”*

Dr. Ken Z. Cai

President and CEO

# PACIFIC LINK MINING CORP.

## **NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

Dear Shareholder:

**NOTICE IS HEREBY GIVEN** that an annual general and special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Pacific Link Mining Corp. (“**Pacific Link**”) will be held at Suite 2060 - 1055 West Georgia Street, Vancouver, British Columbia, at 10:00 a.m. (Vancouver time) on November 15, 2018 for the following purposes:

1. to receive the report of the directors;
2. to receive the financial statements of Pacific Link for its fiscal year ended December 31, 2017, and the auditor’s report thereon;
3. to appoint the auditor for the ensuing year and to authorize the directors to fix their remuneration;
4. to determine the number of directors and to elect directors;
5. to consider, and if deemed advisable, to pass with or without variation, an ordinary resolution (the “**Change of Business Resolution**”), the full text of which is set out in the information circular accompanying this notice (the “**Circular**”), to approve a change of business of Pacific Link to the cannabis industry;
6. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the “**Acquisition Resolution**”), the full text of which is set out in the Circular, to approve the acquisition of Aibeida Lifetech Limited and the change of business of Pacific Link resulting therefrom, all as more particularly described in the Circular;
7. to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution of the majority of the minority shareholders, the delisting of Pacific Link’s common from the TSX Venture Exchange (the “**TSXV Delisting Resolution**”), as more particularly described in the Circular;
8. to ratify and approve the existing stock option plan as more particularly described in the Circular; and
9. to transact such other business as may properly come before the Meeting.

**Reference is made to the Circular for the details of matters to be considered at the Meeting. The full text of the proposed resolutions are set forth in Schedule “A” hereto. In order to become effective, the Change of Business Resolution and the Acquisition Resolution must be approved by a majority of the votes cast by the Shareholders present in person or by proxy at the Meeting. The TSXV Delisting Resolution must be approved by a majority of the minority Shareholders present in person or by proxy at the Meeting.**

All Shareholders are invited to attend the Meeting. Only Shareholders at the close of business on October 3, 2018 (the “**Record Date**”) are entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting in person, please complete, date and sign the enclosed form of proxy and return it, in the envelope provided, to **Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1**, so that it is received no later than 10:00 a.m. (Vancouver time) on November 13, 2018 or by 10:00 a.m. (Vancouver time) on the day that is two business days prior to the date on which any adjournment of the Meeting is held.

We thank you for your participation as a shareholder of Pacific Link.

Dated: October 5, 2018.

By Order of the Board of Directors of:  
**PACIFIC LINK MINING CORP.**

*s/ “Dr. Ken Z. Cai”*  
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Dr. Ken Z. Cai  
President and Chief Executive Officer

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**SCHEDULES**

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Schedule "C"	Management's Discussion & Analysis of Aibeida
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Schedule "E"	Notice of Change of Auditor
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## GLOSSARY OF TERMS

In this Information Circular, the following capitalized words and terms shall have the following meanings:

<b>“Announcement Date”</b>	means July 31, 2018.
<b>“Acquisition”</b>	means the proposed acquisition of all the issued and outstanding Aibeida Shares by Pacific Link pursuant to the Definitive Agreement.
<b>“Acquisition Resolution”</b>	means the resolution approving the Definitive Agreement and the Acquisition to be voted on with or without variation by the Shareholders at the Meeting, in the form set forth in Schedule “A” hereto.
<b>“Aibeida”</b>	means Aibeida Lifetech Limited, a Hong Kong company incorporated under the laws of Hong Kong as amended.
<b>“Aibeida Board”</b>	means the board of directors of Aibeida.
<b>“Audit Committee”</b>	means the audit committee of the Board.
<b>“BCBCA”</b>	means the <i>Business Corporations Act</i> (British Columbia) S.B.C. 2002 c.57, as amended, including the regulations promulgated thereunder.
<b>“Board”</b>	means the board of directors of Pacific Link or Aibeida as the context may require.
<b>“Broadridge”</b>	means Broadridge Financial Solutions Inc.
<b>“CBD”</b>	means cannabidiol, a nonintoxicating compound found in cannabis and hemp that has significant medical benefits.
<b>“CBD99”</b>	means CBD99, Inc., a wholly owned subsidiary of Aibeida incorporated in the State of Oregon, USA.
<b>“CEO”</b>	means a chief executive officer.
<b>“CFO”</b>	means chief financial officer.
<b>“Change of Business Resolution”</b>	means the resolution approving the change of business of Pacific Link to one involved in the cannabis industry to be voted on with or without variation by the Shareholders at the Meeting, in the form set forth in Schedule “A” hereto.
<b>“Circular”</b>	means this management information circular of Pacific Link dated October 5, 2018 furnished in connection with the solicitation of proxies for use at the Meeting.
<b>“Clever Splendor”</b>	means Clever Splendor Limited, a private company beneficially owned and controlled by Dr. Shuang Xie.
<b>“Closing”</b>	means the completion of the Acquisition on the Effective Date, at the Effective Time.
<b>“company”</b>	unless specially indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.
<b>“Control Person”</b>	means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.
<b>“CRA”</b>	means Canada Revenue Agency.
<b>“CSE”</b>	means the Canadian Securities Exchange.
<b>“Definitive Agreement”</b>	means the arm’s length Share Exchange Agreement dated as of September 18, 2018, made among Pacific Link, Clever Splendor, HK Gimaras and Aibeida.
<b>“Depository”</b>	means Computershare Trust Company of Canada.

<b>“Effective Date”</b>	means the date of completion of the Acquisition and Financing.
<b>“Financing”</b>	means the non-brokered private placement of up to 25,000,000 Shares at a price of \$0.20 per Share to raise gross proceeds of up to \$5,000,000, with a minimum subscription of 15,000,000 Shares for gross proceeds of \$3,000,000.
<b>“Firwood Facility”</b>	means the facility established by CBD99 in Firwood Industrial Park, a cannabis-designated industrial park, located at Sandy, Oregon, USA.
<b>“HK Gimaras”</b>	means H.K. Gimaras Industrial Co., Ltd., a private company beneficially owned and controlled by Guomiao Ji.
<b>“HZAT”</b>	means Hang Zhou Aibeida Technology Co., Ltd., a Chinese company which developed the Technology.
<b>“Insider”</b>	has the meaning ascribed thereto in the <i>Securities Act</i> (British Columbia), R.S.B.C. 1996, c. 418 as amended.
<b>“Intermediary”</b>	includes banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans.
<b>“IRS”</b>	means the Internal Revenue Agency.
<b>“ITA”</b>	means the <i>Income Tax Act</i> (Canada) R.S.C. 1985, c. 1 as amended, including the regulations promulgated thereunder.
<b>“Letter Agreement”</b>	means the arm’s length letter agreement between Aibeida and Pacific Link dated July 16, 2018 in respect of the Acquisition.
<b>“Material Adverse Change”</b>	means any event or change that has had or would be reasonably likely to have a Material Adverse Effect on the applicable party.
<b>“Material Adverse Effect”</b>	means a material adverse effect (or a series of adverse effects, none of which is material in and of itself but which, cumulatively, result in a Material Adverse Effect) on the business, operations, results of operations, prospects, assets, liabilities or financial condition of the party, other than any change, effect, event or occurrence: (a) relating to the global economy or securities markets in general; (b) affecting the worldwide gold or silver mining industry in general and which does not have a materially disproportionate effect on the party; (c) resulting from changes in the price of gold or silver; or (d) which is a change in the trading price of the publicly traded securities of the party immediately following and reasonably attributable to the disclosure of the Acquisition and the matters contemplated hereby.
<b>“Maximum Financing”</b>	means the maximum gross proceeds of \$5,000,000 to be raised pursuant to the Financing.
<b>“MD&amp;A”</b>	means management’s discussion and analysis, as such term is defined in National Instrument 51-102 – <i>Continuous Disclosure Obligations</i> of the Canadian Securities Administrators, and the companion policies and forms thereto, as amended from time to time.
<b>“Meeting”</b>	means the annual general and special meeting of the Shareholders to be held on November 15, 2018, to consider and if deemed advisable, approve the Acquisition, and other annual routine matters.
<b>“Minimum Financing”</b>	means the minimum gross proceeds of \$3,000,000 to be raised pursuant to the Financing.
<b>“Name Change”</b>	means the change of the name of the Corporation to “ <i>Gima Lifetech Corporation</i> ” or such other name, subject to the board of directors of the Corporation and regulatory approval, conditional upon the completion of the Acquisition.

<b>“Named Executive Officers” or “NEOs”</b>	means each of the following individuals: <ul style="list-style-type: none"> <li>(a) a chief executive officer or CEO;</li> <li>(b) a chief financial officer or CFO;</li> <li>(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 chief executive officer and chief financial officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, for that financial year; and</li> <li>(d) each individual who would be a Named Executive Officer 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.</li> </ul>
<b>“NI 51-102”</b>	means National Instrument 51-102 - <i>Continuous Disclosure Obligations</i> of the Canadian Securities Administrators and the companion policies and forms thereto, as amended from time to time.
<b>“NI 52-110”</b>	means National Instrument 52-110 – <i>Audit Committees</i> of the Canadian Securities Administrators and the companion policies and forms thereto, as amended from time to time.
<b>“NI 54-101”</b>	means National Instrument 54-101 – <i>Communications with Beneficial Owners of Securities of a Reporting Issuer</i> of the Canadian Securities Administrators and the companion policies and forms thereto, as amended from time to time.
<b>“Non-Registered Holder”</b>	means a Shareholder that owns Shares not registered in their own name, but registered in the name of the brokerage firm, bank or trust company through which they purchased their Shares.
<b>“Non-Resident Holder”</b>	means a Securityholder who (i) has not been, is not, and will not be resident or deemed to be resident in Canada for purposes of the ITA, and (ii) does not and will not use or hold and is not and will not be deemed to use or hold, Securities or Resulting Issuer Shares in connection with carrying on a business in Canada.
<b>“Notice of Meeting”</b>	means the notice of the Meeting which accompanies this Circular.
<b>“Pacific Link”</b>	means Pacific Link Mining Corp., a corporation incorporated under the BCBCA.
<b>“Party”</b>	means a party to the Definitive Agreement, being Pacific Link or Aibeida and <b>“Parties”</b> means both of them.
<b>“Person”</b>	means a company or individual.
<b>“PolandCo”</b>	means a proposed subsidiary of Pacific Link to be established in Poland.
<b>“Polish Facility”</b>	means the facility proposed to be established by Pacific Link, through PolandCo, in Warsaw, Poland.
<b>“Proposed Amendments”</b>	means proposals to amend the ITA and Regulations.
<b>“Proxy Solicitation Materials”</b>	means the notice of meeting, this Circular and the instruments of proxy accompanying this Circular.
<b>“Record Date”</b>	means October 3, 2018.
<b>“Registrar”</b>	means the Registrar of Companies for the Province of British Columbia.
<b>“Regulations”</b>	means the regulations under the ITA.
<b>“Resulting Issuer”</b>	means Pacific Link after completion of the Name Change and Acquisition.
<b>“Resulting Issuer Option Plan”</b>	means the stock option plan of the Resulting Issuer.

<b>“Resulting Issuer Options”</b>	means stock options in respect of Resulting Issuer Shares granted by the Resulting Issuer pursuant to the Resulting Issuer Option Plan.
<b>“Resulting Issuer Shares”</b>	means the common shares of the Resulting Issuer.
<b>“Schedules”</b>	means the Schedules to this Circular which are incorporated herein and form part of this Circular.
<b>“Securities”</b>	means, collectively, the Shares and the Warrants.
<b>“SEDAR”</b>	means the System for Electronic Document Analysis and Retrieval as located on the internet at <a href="http://www.sedar.com">www.sedar.com</a> .
<b>“Shares”</b>	means the common shares in the capital of Pacific Link and, following the completion of the Acquisition, common shares of the Resulting Issuer.
<b>“Shareholders”</b>	means the holders of Shares.
<b>“Stock Option Plan”</b>	means the currently existing stock option plan of Pacific Link.
<b>“Technology”</b>	means the extraction technology platform co-owned by Aibeida with HZAT and which is used in the extraction of cannabis derivatives from industrial hemp.
<b>“TSXV”</b>	means the TSX Venture Exchange Inc.
<b>“TSXV Delisting Resolution”</b>	means the resolution approving the delisting of Pacific Link’s Shares from the TSXV followed by the listing of the Shares on the CSE, to be voted on with or without variation by the Shareholders at the Meeting, in the form set forth in Schedule “A” hereto.
<b>“TSXV Policies”</b>	means the policies of the TSXV and all orders, policies, rules, regulations and by-laws of the Exchange as amended from time to time.
<b>“U.S.”</b>	means the United States.
<b>“Warrants”</b>	means the 5,000,000 share purchase warrants issued by Pacific Link and exercisable by the holders to purchase 5,000,000 Shares of Pacific Link at a price of \$0.08 per Share and expiring April 13, 2019.

Words importing the masculine shall be interpreted to include the feminine or neuter and the singular to include the plural and vice versa where the context so requires.

All references to “\$” or “dollars” in this Circular are to lawful currency of Canada unless otherwise expressly stated.

## FORWARD LOOKING STATEMENTS

The information provided in this Circular, including information incorporated by reference, may contain “forward-looking statements” about Pacific Link and/or Aibeida and/or the Resulting Issuer. These forward-looking statements are made as of the date of this Circular or, in the case of documents incorporated by reference herein, as of the date of such documents. In addition, Pacific Link and Aibeida may make or approve certain statements in future filings with Canadian securities regulatory authorities, in press releases, or in oral or written presentations by representatives of Pacific Link or Aibeida in connection with this Acquisition that are not statements of historical fact and may also constitute forward-looking statements.

Forward-looking statements may include, but are not limited to, statements with respect to product research and development, development costs, costs of goods sold, capital expenditures, costs and timing of the development of new products, success of marketing activities, currency fluctuations, requirements for additional capital, government regulation, limitations on insurance coverage, the completion of financings, the completion of transactions and future listings and court and regulatory approvals. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Pacific Link or Aibeida to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors may include, among others:

- risks related to completion of the Acquisition, including the risk that a condition to completing the Acquisition may not be satisfied or waived;
- the effects of the Acquisition on the Resulting Issuer’s future financial condition, operating results, strategy and other business plans;
- costs of the Acquisition;
- delays in obtaining governmental, court or regulatory approvals or financing;
- delays in the completion of research and development activities;
- the Resulting Issuer will operate in a new and developing industry;
- competition in the industry;
- brand development;
- market acceptance;
- dependence on key management;
- rapid and unforeseen technology developments and change;
- cybersecurity threats and malicious actors;
- new business areas and markets;
- operational and financial infrastructure;
- governmental regulation of the cannabis industry;
- reliance on third parties;
- currency and price fluctuation;
- changes in taxation;
- litigation risks;
- liquidity risks;
- conflicts of interest;
- risks related to obtaining adequate insurance; and
- those factors discussed in the section entitled “*Risk Factors*” in this Circular.

The factors identified above are not intended to represent a complete list of the factors that could affect Pacific Link or the Resulting Issuer. Although Pacific Link has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The cautionary statements contained or referred to in this section should be considered in connection with any subsequent written or oral forward-looking statements that Pacific Link and Aibeida and/or persons acting on their behalf may issue. Pacific Link and Aibeida undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by applicable securities laws. See “*Risk Factors*”.

## INTRODUCTION

**This Circular is furnished in connection with the solicitation of proxies by the management of Pacific Link for use at the Meeting to be held on November 15, 2018, and any adjournment thereof. No person has been authorized to give any information or make any representations in connection with the Acquisition or other matters to be considered at the Meeting, other than those contained in this Circular and if given or made, any such information or representation must not be relied upon as having been authorized.**

**The information concerning Aibeida contained in this Circular has been provided by Aibeida. Although Pacific Link has no knowledge that would indicate that any of such information is untrue or incomplete, Pacific Link does not assume any responsibility for the accuracy or completeness of such information or the failure by Aibeida to disclose events which may have occurred or may affect the completeness or accuracy of such information, but which are unknown to Pacific Link.**

Except where otherwise indicated, information contained in this Circular is dated as at October 5, 2018.

The Meeting has been called for the purpose of conducting the annual general business of Pacific Link and for the purpose of considering and, if deemed advisable, passing the Change of Business Resolution, the Acquisition Resolution and the TSXV Delisting Resolution.

All capitalized terms used in this Circular but not otherwise defined herein have the meanings set forth herein under “*Glossary of Terms*”.

## DOCUMENTS INCORPORATED BY REFERENCE

### Pacific Link

The following documents filed on SEDAR by Pacific Link with securities commissions or similar authorities in Canada under Pacific Link’s profile on the SEDAR website at [www.sedar.com](http://www.sedar.com), are specifically incorporated by reference into, and form an integral part of, this Circular:

1. Audited financial statements for the financial years ended December 31, 2017, 2016 and 2015; and the MD&A filed in connection with those financial statements.
2. Unaudited interim financial statements for the six months period ended June 30, 2018; and the MD&A filed in connection with those financial statements.

Copies of the foregoing documents incorporated herein by reference may be obtained on request without charge from Pacific Link’s head office located at Suite 2060, 1055 West Georgia Street, Vancouver, British Columbia V6E 3P3 (Telephone: 604-484-8252). These documents are also available through SEDAR, which can be accessed online at [www.sedar.com](http://www.sedar.com).

**Any statement contained in a document incorporated or deemed to be incorporated by reference hereto shall be deemed to be modified or superseded for the purposes of this Circular to the extent that a statement contained in this Circular or to any subsequently filed document that also is or is deemed to be incorporated**

**by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not constitute a part of this Circular, except as modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purpose that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances to which it was made.**

## SUMMARY

*The following is a summary of information contained elsewhere in this Circular. This summary is qualified in its entirety by and should be read together with the more detailed information and financial data and statements contained elsewhere in this Circular, including the Schedules, which are incorporated herein and form part of this Circular, and the documents incorporated by reference herein. Certain capitalized words and terms used in this Summary are defined in the Glossary.*

### **Parties**

#### ***Pacific Link***

Pacific Link is a British Columbia based company publicly listed on the Exchange. Pacific Link has no assets or business operations other than cash and certain investments made in Poland to establish PolandCo. The Shares are listed for trading on the NEX Board of the Exchange under the symbol “PKC-H.V”. For additional information, please see “*Information Concerning Pacific Link*” and “*Information Concerning the Resulting Issuer Post-Acquisition*”.

#### ***Aibeida***

Aibeida is a Hong Kong based private technology company engaged in the extraction of cannabis derivatives from industrial hemp, distribution of customized extraction equipment and technology, and research and development of nutrition products, food additives, botanical and animal extracts, pharmaceutical intermediates and finished products from cannabis derivatives. For additional information concerning Aibeida, please see “*Information Concerning Aibeida*” and “*Information Concerning the Resulting Issuer Post-Acquisition*”.

#### ***Resulting Issuer***

The Resulting Issuer is the company that will be the new resulting listed issuer formed upon the completion of the Acquisition on the Effective Date. The Resulting Issuer will be a publicly listed reporting issuer, existing under the BCBCA, the shares of which will be listed on the CSE. Upon the completion of the Acquisition, all of the issued common shares of the Resulting Issuer will be held by the shareholders of Pacific Link and the former shareholders of Aibeida.

Following completion of the Acquisition, the Resulting Issuer will continue the development of the business of Aibeida as a publicly listed British Columbia company based at Pacific Link’s head office at Suite 2060, 1055 West Georgia Street, Vancouver, British Columbia, Canada. Please see “*Information Concerning Pacific Link*”, “*Information Concerning Aibeida*”, and “*Information Concerning the Resulting Issuer Post-Acquisition*” for further information.

### **The Meeting**

The Meeting will be held on November 15, 2018 at 10:00 a.m. (Vancouver time) for the purposes set forth in the Notice of Meeting, including, among other matters, to consider and, if deemed advisable, to approve annual general meeting matters, the Acquisition and all related matters, giving effect to the transactions contemplated by the Definitive Agreement, and approving the delisting of the shares from the TSXV.

The record date for determining the registered shareholders for the Meeting is October 3, 2018. Please see “*Particulars of Matters to be Acted Upon*” for further information.

### **The Change of Business Acquisition and Delisting from the TSXV**

Pacific Link proposes to change its business to one involved in the cannabis industry.

On July 16, 2018, Pacific Link signed a Letter Agreement with Clever Splendor, HK Gimaras and HZAT for the acquisition (the “**Acquisition**”) of 100% of the issued and outstanding shares of Aibeida Lifetech Ltd. (“**Aibeida**”). The Letter Agreement was superseded by the Definitive Agreement dated September 18, 2018.

The Acquisition, if completed, will result in Aibeida becoming a wholly-owned subsidiary of Pacific Link. As part of the completion of the Acquisition, Pacific Link proposes to delist its shares from the TSXV and seek a listing at the CSE.

### **Shareholder Approvals**

Pursuant to the policies of the CSE, the Change of Business Resolution and the Acquisition Resolution must be passed, with or without variation, by a majority of all votes cast with respect to the Acquisition Resolution by the Shareholders, present in person or by proxy at the Meeting.

Notwithstanding the foregoing, the Change of Business Resolution and the Acquisition Resolution authorizes the Board, without further notice to or approval of the Shareholders, subject to the terms of the Acquisition, to decide not to proceed with the Change of Business or the Acquisition and to revoke such Change of Business Resolution and the Acquisition Resolution at any time prior to the Acquisition becoming effective pursuant to the provisions of the BCBCA.

Please see “*Change of Business*” and “*The Acquisition*” under the heading “*Particulars of Matters to be Acted Upon*” for further information.

### **Recommendations of the Board of Directors**

**The Board has considered the proposed Acquisition of Aibeida on the terms and conditions as provided in the Definitive Agreement and has unanimously determined that the Acquisition is in the best interests of Pacific Link and is fair to the Shareholders. The Board unanimously recommends that Shareholders vote in favour of the Acquisition.**

Please see “*The Acquisition – Recommendation of the Board of Directors*” under the heading “*Particulars of Matters to be Acted Upon*” for further information.

### **Approval of Canadian Securities Exchange**

Pacific Link will make application to the CSE for conditional acceptance of listing of the Resulting Issuer Shares upon completion of the Acquisition. Aibeida and Pacific Link expect to receive final approval to the Acquisition and the listing of the Resulting Issuer Shares, and the exchange of Aibeida Shares, and the listing of the Resulting Issuer Shares for trading on the CSE, subject to fulfillment of the general listing requirements of the CSE, which are expected to be met in conjunction with the completion of the Acquisition and other customary filings with the CSE. It is a condition of the Acquisition that the Resulting Issuer Shares to be issued to the Aibeida Shareholders be accepted for listing on the CSE and that the CSE approves the Acquisition. Please see “*The Acquisition – Approval of the Exchange*” under the heading “*Particulars of Matters to be Acted Upon*” for further information.

### **Interest of Insiders, Promoters or Control Persons**

The chart below indicates the total number of Shares and the percentage of such issued and outstanding Shares held by insiders, promoters and Control Persons of Pacific Link as of the Record Date, as well as the expected number of Resulting Issuer Shares and the percentage of such issued and outstanding Resulting Issuer Shares to be held by insiders, promoters and Control Persons of the Resulting Issuer following completion of the Acquisition:

<b>Name and Position</b>	<b>Number of Securities</b>	<b>Percentage of Issued and Outstanding Shares</b>	<b>Number of Resulting Issuer Securities Post – Acquisition and Financing</b>	<b>Percentage of Resulting Issuer Securities Post-Acquisition Minimum Financing</b>	<b>Percentage of Resulting Issuer Securities Post-Acquisition Maximum Financing</b>
Dr. Ken Z. Cai Hong Kong President, CEO and Director	4,424,666 Shares  2,070,000 Warrants	18.2%	4,424,666 Shares  2,070,000 Warrants	8.0%	6.8%

Name and Position	Number of Securities	Percentage of Issued and Outstanding Shares	Number of Resulting Issuer Securities Post – Acquisition and Financing	Percentage of Resulting Issuer Securities Post-Acquisition Minimum Financing	Percentage of Resulting Issuer Securities Post-Acquisition Maximum Financing
Michael Doggett <sup>(1)</sup> Vancouver, B.C. Director	500,000 Shares	2.1%	500,000 Shares	0.9%	0.8%
Jennifer Trevitt <sup>(1)</sup> Vancouver, BC Director and Corporate Secretary	100,000 Shares	0.4%	100,000 Shares	0.2%	0.15%
Larry Tsang Proposed Chief Financial Officer	Nil	Nil	Nil	Nil	Nil
Dr. Shuang Xie Proposed Director and Chief Technology Officer	Nil	Nil	8,149,800 <sup>(2)</sup> Shares	14.7%	12.5%
Guomiao Ji Proposed Director	Nil	Nil	7,830,200 <sup>(3)</sup> Shares	14.2%	12.0%
Shawn Dang Proposed Director	Nil	Nil	Nil	Nil	Nil

<sup>(1)</sup> To resign on completion of Acquisition.

<sup>(2)</sup> Shares held by Clever Splendor.

<sup>(3)</sup> Shares held by HK Gimaras.

### **Market for Securities**

The Shares are listed on the TSXV under the trading symbol “PKC-H.V”. Pacific Link has made an application to the CSE for conditional approval of the Acquisition, and the listing of the Resulting Issuer Shares to be issued pursuant to the Acquisition. Pacific Link also proposes to file an application with the TSXV to delist its Shares from the TSXV. Closing will be subject to receipt of conditional approval and the fulfillment of all of the requirements of the CSE. It is a mutual condition precedent to the completion of the Acquisition that the approval of the Exchange be obtained. Please see “*Approval of the CSE*” and “*Delisting from the TSX Venture Exchange*” under the heading “*Particulars of Matters to be Acted Upon*” for further information.

### **Conflicts of Interest**

The directors and officers of Pacific Link and Aibeida are involved in other projects, including projects that may have a conflict of interest in allocating their time between the business of Pacific Link and Aibeida, as the case may be, and other businesses or projects in which they are or will become involved.

Please see “*Information Concerning the Resulting Issuer Post-Acquisition – Conflicts of Interest*”, “*Information Concerning the Resulting Issuer Post-Acquisition – Other Reporting Issuer Experience*”.

### **Interests of Experts**

To the best of Pacific Link’s and Aibeida’s knowledge, no direct or indirect interest in Aibeida or Pacific Link is held or will be received by any experts, except as described at “*General Information – Experts*”.

### **Timing**

It is anticipated that the Acquisition will become effective after the requisite approval of the Shareholders and regulatory approvals have been obtained and all other conditions to the Acquisition have been satisfied or waived. It is currently anticipated that the Acquisition will become effective on or before December 31, 2018.

### **Risk Factors**

Following completion of the Acquisition, the Resulting Issuer will be subject to certain risk factors which should be carefully considered in connection with your review of the Acquisition. See “*Risk Factors*” for a more detailed description of certain risk factors. Resulting Issuer Shares are a risky and speculative investment.

In considering whether to vote for the approval of the Acquisition, Shareholders should carefully consider these risk factors, together with other information included in this Circular, before deciding whether to approve the Acquisition. **For a description of material risk factors affecting the Resulting Issuer upon completion of the Acquisition, see “*Risk Factors*”.**

### **Accompanying Documents**

This Circular is accompanied by several schedules which are incorporated by reference into, form an integral part of, and should be read in conjunction with this Circular. It is recommended that Shareholders read this Circular and the attached schedules in their entirety.

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by the management of Pacific Link for use at the Meeting. It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by directors, officers or employees of Pacific Link. Costs of the solicitation of proxies for the Meeting will be borne by Pacific Link. In addition to the use of mail, proxies may be solicited by personal interviews, personal delivery, telephone or any form of electronic communication or by directors, officers and employees of Pacific Link who will not be directly compensated therefore. Pacific Link has arranged for intermediaries to forward meeting materials to beneficial owners of the Shares held of record by those intermediaries and Pacific Link may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

### Appointment of Proxy

Accompanying this Circular are forms of proxy for the Shareholders. The individuals named in the accompanying forms of proxy are directors or officers of Pacific Link. **A Shareholder has the right to appoint a person (who need not be a securityholder of Pacific Link) to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed applicable instrument of proxy. To exercise this right, a Shareholder must strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided or complete another instrument of proxy.**

**The completed instrument of proxy must be dated and signed and the duly completed instrument of proxy must be deposited at Pacific Link's transfer agent, Computershare Investor Services Inc. no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting. The mailing address for proxies is:**

### COMPUTERSHARE INVESTOR SERVICES INC.

100 University Avenue, 8th Floor  
Toronto, Ontario, Canada M5J 2Y1  
Fax number: 1-866-249-7775

### Vote by Phone:

Registered Shareholders: 1-866-732-VOTE (8683)  
Beneficial Shareholders: 1-866-734-VOTE (8683)

Vote Online: [www.investorvote.com](http://www.investorvote.com)

The instrument of proxy must be signed by the Shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the Shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof.

The articles of Pacific Link confer discretionary authority upon the chairman of the meeting to accept proxies which do not strictly conform to the foregoing requirements and certain other requirements set forth in the articles of Pacific Link.

### Voting by Proxy and Exercise of Discretion

On any poll, the persons named in the enclosed instrument of proxy will vote the Shares in respect of which they are appointed and, where directions are given by the Shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

**In the absence of any direction in the instrument of proxy, it is intended that Shares will be voted in favour of the motions proposed to be made at the Meeting, as stated under the headings in this Circular.** The instrument of proxy enclosed, when properly signed, confers discretionary authority to the nominee with respect to amendments or variations to any matters identified in the applicable notice of meeting, and other matters which may be properly brought before the Meeting. At the time of printing of this Circular, the management of Pacific Link is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

### Revocation of Proxies

Any registered Shareholder who has returned a proxy may revoke it at any time before it has expired. In addition to revocation in any other manner permitted by law, a Shareholder may revoke a proxy either by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the chairman of the meeting on the day of such meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the meeting as a Shareholder present in person, whereupon such proxy is deemed to have been revoked. **Only registered shareholders have the right to revoke a proxy. Non-Registered Holders (as defined below under “Non-Registered Holders of Shares”) who wish to change their vote must arrange for their respective intermediaries to revoke the proxy on their behalf.**

### Non-Registered Holders of Shares

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are “non-registered” Shareholders (“**Non-Registered Holders**”) because the 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 their Shares. In addition, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators, Pacific Link have distributed copies of the notice of meeting, this Circular and the instruments of proxy (collectively, the “**Proxy Solicitation Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Proxy Solicitation Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them under NI 54-101. Very often, Intermediaries will use service companies, such as Broadridge Financial Solutions Inc. (“**Broadridge**”), to forward the Proxy Solicitation Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Proxy Solicitation Materials will either:

- (a) be given a form of proxy which **has already been signed by the Intermediary** (typically by facsimile, stamped signature), which is restricted as to the number of securities beneficially owned by the Non-Registered Holder but which is otherwise incomplete. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with Computershare Investor Services Inc. or Pacific Link, as provided above;** or

- (b) more typically, be given a voting instruction form which is **not signed by the Intermediary**, and which when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company** (such as Broadridge), will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one-page pre-printed form. In the alternative, instead of the one-page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of Shares which they beneficially own. Should a Non-Registered Holder who received one of the above-mentioned forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxyholders named in the form and insert their own name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary or its agents, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

### **Requisite Shareholder Approvals**

Each Shareholder of record at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

As of the Record Date, Pacific Link had 24,325,853 Shares issued and outstanding. The Shareholders are entitled to one vote for each Share held in respect of the Change of Business Resolution, the Acquisition Resolution and the TSXV Delisting Resolution.

In order to be effective, the Change of Business Resolution and the Acquisition Resolution to be submitted to the Shareholders at the Meeting must be approved by the affirmative vote of a majority of the votes cast thereon. The TSXV Delisting Resolution must be passed by a “majority of the minority” Shareholders.

A quorum at the Meeting will consist of any two shareholders, or one or more proxyholder representing two shareholders, or one shareholder and a proxyholder representing another shareholder entitled to vote at the Meeting.

### **Interest of Certain Persons in Matters to be Acted Upon**

Other than as disclosed elsewhere in this Circular and as set forth below, no informed person, none of the directors or senior officers of Pacific Link, none of the persons who have been directors or senior officers of Pacific Link since the commencement of Pacific Link’s last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

As at the date of this circular, none of the directors and officers of Pacific Link hold any Aibeida Shares, or rights to acquire Aibeida Shares.

### **Indebtedness of Directors, Executive Officers and Senior Officers**

No person who is or at any time during the most recently completed financial year was a director, executive officer or senior officer of Pacific Link, and no associate of any of the foregoing persons has been indebted to Pacific Link at any time since the commencement of Pacific Link’s last completed financial year.

### **Record Date**

Only Shareholders of record on the close of business on October 3, 2018, who either personally attend the Meeting, or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading “*Appointment of Proxy*” and “*Revocation of Proxies*” will be entitled to have his or her Shares voted at the Meeting, or any adjournment thereof.

## Principal Shareholders

To the knowledge of the directors and senior officers of Pacific Link as of the date hereof, no person owns, directly or indirectly, or exercises control or direction over voting securities carrying more than 10% of the voting rights attached to any class of voting securities of Pacific Link, other than:

Name	Number of Voting Shares	Percentage
Dr. Ken Z. Cai	4,424,666	18.2%

## PARTICULARS OF MATTERS TO BE ACTED UPON

TO THE KNOWLEDGE OF PACIFIC LINK'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

Additional detail regarding each of the matters to be acted upon at the Meeting is set forth below.

### I. Financial Statements

The audited financial statements of Pacific Link for the financial year ended December 31, 2017 (the "Financial Statements"), together with the auditor's report thereon, will be presented to the shareholders at the Meeting.

### II. Appointment of Auditor

The Board of Directors of Pacific Link recommends the appointment of Davidson & Company LLP, of Vancouver, British Columbia, to serve as auditors of Pacific Link until the next annual general meeting of shareholders and to authorize the directors to fix their remuneration. Pacific Link's former auditors, DeVisser Gray LLP, resigned as auditor of Pacific Link effective August 2, 2018.

The Audit Committee recommended and the Board of Directors of Pacific Link accepted the resignation of DeVisser Gray LLP and approved the appointment of Davidson & Company LLP as auditors of Pacific Link August 2, 2018. There were no reservations in any of the former Auditor's reports on Pacific Link's financial statements for the fiscal years ended December 31, 2015, 2016 and 2017, or for any period subsequent to the last completed fiscal year for which an audit report was issued and there were have been no reportable events.

Pursuant to Section 4.11 of National Instrument 51-102 Continuous Disclosure Obligations, a reporting package consisting of the following is attached as Schedule "E" to this Information Circular:

- (i) Notice of Change of Auditors;
- (ii) Letter from the Former Auditor; and
- (iii) Letter from the Successor Auditor.

**In the absence of instructions to the contrary the shares represented by proxy will be voted in favour of a resolution to appoint Davidson & Company LLP, as auditor of Pacific Link for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in the Shareholder's proxy that the Shareholder's Common Shares are to be withheld from voting on the appointment of the auditor.**

### III. Election of Directors

The board of directors of Pacific Link (the "Board" or the "Board of Directors") currently consists of three (3) directors, all of whom are elected annually. The term of office for each of the present directors of Pacific Link expires at

the Meeting. All of the current directors of Pacific Link will be standing for re-election on the understanding that Jennifer Trevitt will resign upon completion of the Acquisition and Guomiao Ji will be appointed as director to fill the resulting vacancy. In the event that the Acquisition is for any reason not completed, Dr. Shuang Xie will resign as director. It is proposed that the number of directors for the ensuing year be fixed at five (5) subject to such increases as may be permitted by the Articles of Pacific Link. At the Meeting, the Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at five (5).

It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next Annual General Meeting of Pacific Link or until his successor is duly elected or appointed pursuant to the Articles of Pacific Link unless his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or Pacific Link's Articles.

**It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on the election of directors. Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following information relating to the nominees for election to the Board of Directors is based on information received by Pacific Link from said nominees:

Name and Municipality of Residence of Nominee and Present Position with Pacific Link <sup>(1)</sup>	Principal Occupation and Positions During Last Five Years <sup>(1)</sup>	Period from Which Nominee has been a Director	Number of Common Shares Held	% of Issued Share Capital
Dr. Ken Z. Cai <sup>(2)</sup> Hong Kong President and Director	Chief Executive Officer and Director of Minco Gold Corporation, Chairman and Chief Executive Officer of Minco Silver Corporation, and Minco Base Metals Corporation.	June 21, 2018	4,424,666	18.2%
Michael Doggett <sup>(2)(4)</sup> Vancouver, B.C. Canada Director	Director of Pacific Link Mining Corp. since April 2007; President of El Olivar Imperial, a private company engaged in tailings reprocessing and custom milling in Peru; Principal Consultant at Beach Meadows Resources Inc.; Director of Minco Gold Corporation; and advisor to two international investment groups.	April 16, 2007	500,000	2.1%
Jennifer Trevitt <sup>(2)(4)</sup> Vancouver, B.C. Canada Director and Corporate Secretary	Vice President Corporate Affairs and Corporate Secretary of Minco Silver Corporation, Minco Gold Corporation and Minco Base Metals Corporation from July 2009 to present.	September 25, 2014	100,000	0.4%
Shawn Dang Richmond, B.C. Canada Nominee	See " <i>Information Concerning the Resulting Issuer Post-Acquisition – Management</i> "	n/a	Nil <sup>(3)</sup>	Nil <sup>(3)</sup>
Dr. Shuang Xie Richmond, B.C. Canada Nominee	See " <i>Information Concerning the Resulting Issuer Post-Acquisition – Management</i> "	n/a	Nil <sup>(4)</sup>	Nil <sup>(4)</sup>

(1) Information as to the Province or State of residence, principal occupation, and shares beneficially owned, directly or indirectly, or controlled or directed, has been furnished by the respective directors.

(2) Member of the audit committee.

(3) As of the date of this Circular.

(4) Ms. Trevitt will resign on completion of the Acquisition and be replaced by Guomiao Ji. Mr. Doggett may remain on the Board following completion of the Acquisition until such time as the Resulting Issuer has identified a suitable candidate to serve as the Resulting Issuer's Chief Executive Officer. See "*Information Concerning the Resulting Issuer Post-Acquisition – Management*" for further information.

### ***Corporate Cease Trade Orders or Bankruptcies***

To the knowledge of Pacific Link, no director or proposed director of Pacific Link is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including Pacific Link, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied Pacific Link access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of Pacific Link being the subject of a cease trade order 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; 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, Acquisition or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

### ***Individual Bankruptcies***

To the knowledge of Pacific Link, no director or proposed director of Pacific Link has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, Acquisition or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

### ***Penalties or Sanctions***

To the knowledge of Pacific Link, no proposed director of Pacific Link has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## **IV. Stock Option Plan**

Pacific Link currently maintains a rolling stock option plan (the “**Stock Option Plan**”), authorizing the issuance of incentive stock options to eligible persons for up to an aggregate of 10% of the issued shares of Pacific Link from time to time. The policies of the TSX Venture Exchange (the “**Exchange**”) require the approval of the Stock Option Plan by Pacific Link’s “disinterested shareholders” (as defined below) on an annual basis. There are currently 24,325,853 shares of Pacific Link issued and outstanding, and therefore the current 10% threshold is 2,432,585 shares available for incentive stock option grants under the Stock Option Plan. Incentive stock options under the Stock Option Plan may be granted by the Board of Directors to eligible persons, who are directors, officers or consultants of Pacific Link or its subsidiaries (if any), or who are employees of a company providing management services to Pacific Link, or who are eligible charitable organizations. Stock options may be granted under the Stock Option Plan with a maximum exercise period of up to five (5) years, as determined by the Board of Directors of Pacific Link.

The Stock Option Plan will limit the number of stock options which may be granted to any one individual to not more than 5% of the total issued shares of Pacific Link in any 12-month period (unless otherwise approved by the disinterested shareholders of Pacific Link), and not more than 10% of the total issued shares to all insiders at any time or granted over any 12-month period. The number of options granted to any one consultant or person employed to provide investor relations activities in any 12-month period must not exceed 2% of the total issued shares of Pacific Link. Any stock options granted under the Stock Option Plan will not be subject to any vesting schedule, unless otherwise determined by the Board of Directors or required by the policies of the Exchange.

Options under the Stock Option Plan may be granted at an exercise price which is at or above the current discounted market price (as defined under the policies of the Exchange) on the date of the grant. In the event of the death or permanent disability of an optionee, any option granted to such optionee will be exercisable upon the earlier of 365 days from the date of death or permanent disability, or the expiry date of the option. In the event of the resignation,

or the termination or removal of an optionee without just cause, any option granted to such optionee will be exercisable for a period of 90 days thereafter. In the event of termination for cause, any option granted to such optionee will be cancelled as at the date of termination.

Shareholders are referred to the full text of the Stock Option Plan, a copy of which has been posted on SEDAR and is available for inspection under Pacific Link's profile on SEDAR at [www.sedar.com](http://www.sedar.com), for complete details.

The Stock Option Plan must be approved by a majority of the "disinterested shareholders" entitled to vote present in person or by proxy at the Meeting and be accepted for filing by the Exchange. "Disinterested shareholders" mean all Shareholders of Pacific Link who are not directors, officers, promoters, or other insiders of Pacific Link, or their associates or affiliates, as such terms are defined under the *Securities Act* (British Columbia).

To the knowledge of Pacific Link, Shareholders who are ineligible to vote on the approval of the Stock Option Plan and their shareholdings are as follows:

Name of Insider, Associate or Affiliate	Number of Shares
Dr. Ken Z. Cai	4,424,666
Michael Doggett	500,000
Jennifer Trevitt	100,000

## V. The Change of Business

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, approve the Change of Business Resolution set forth in Schedule "A" hereto. Given the growth of the cannabis industry and the impending legalization of cannabis in Canada, management believes that pursuing business opportunities in the cannabis industry is in the best interests of Shareholders.

For the past number of years, Pacific Link has been a shell company without an active business. Management has been searching for business opportunities to pursue and, to this end, it has identified and proposes to acquire Aibeida. However, the Board also wishes to obtain a mandate from its Shareholders to approve a general change of business to allow it to consider for possible acquisition or investment other assets and businesses opportunities in the cannabis industry. Accordingly, management is seeking a resolution of Shareholders to approve a change of Pacific Link's focus to business activities in the cannabis industry, which may include, but not be limited to: (i) acquiring direct or indirect ownership of, or investments in, entities engaged in the cultivation, distribution or possession of cannabis, and (ii) providing services or products that are specifically designed for, or targeted, at entities involved in the cultivation, distribution or possession of cannabis. The Change of Business resolution is intended to be effective whether or not Pacific Link completes the Acquisition of Aibeida.

The Change of Business Resolution must be approved by a majority of votes cast at the Meeting. **It is the intention of the persons named in the enclosed proxy, in the absence of instructions to the contrary, to vote the proxy in favour of the Change of Business Resolution.**

## VI. The Acquisition

Aibeida and Pacific Link entered into the Definitive Agreement providing for the completion of the Acquisition. The Acquisition is subject to certain other conditions set forth in the Definitive Agreement, a copy of which is available to be viewed on SEDAR at [www.sedar.com](http://www.sedar.com).

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, approve the Acquisition Resolution set forth in Schedule "A" hereto to approve the Acquisition.

The Acquisition Resolution must be approved by a majority of votes cast at the Meeting. **It is the intention of the persons named in the enclosed proxy, in the absence of instructions to the contrary, to vote the proxy in favour of the Acquisition Resolution.**

## Description of the Acquisition

Going forward, the Resulting Issuer's operations will be carried out through Aibeida, CBD99 and PolishCo. As a result of the Acquisition, Pacific Link will gain 50% ownership interest to a proprietary extraction technology (the "Technology") developed by HZAT.

Aibeida is engaged in the business of selling and distributing customized extraction equipment and technology to cultivators of hemp and producing, distributing, and selling CBD extracts and related products. Aibeida is targeting hemp producers and processors for its extraction technology and equipment and Aibeida intends to sell its CBD extracts to wholesalers. Aibeida operates through a wholly-owned subsidiary CBD99, Inc. ("CBD99"). CBD99 is an Oregon-based firm currently setting up a extraction facility in Sandy, Oregon, USA (the "Firwood Facility"). In addition, Pacific Link plans to establish a wholly-owned subsidiary (herein referred to as "Poland Co.") which will set up an extraction facility in Warsaw, Poland (the "Poland Facility"). CBD99's operations are focused on the US market while Poland Co. will be targeting European markets.

Concurrently with the completion of the Acquisition, Pacific Link plans to complete a concurrent financing to a minimum of \$3.0 million to a maximum of \$5.0 million (the "Financing"), change its name to "Gima Lifetech Corporation", delist its Shares from the TSXV and complete a listing of its Shares on the CSE. Funds from the Financing will be used to establish the Firwood Facility and the Poland Facility, acquire additional extraction equipment and to fund salaries and wages and general working capital.

Aibeida has identified several hemp producers in Oregon and is in various stages of negotiation with respect to acquiring raw materials for extraction in its Firwood Facility. Through CBD99 and Poland Co.'s operations, the Resulting Issuer will become a life science company, focused on extractions from industrial hemp and the sale and distribution of customized extraction equipment and technology.

Please see "*Information Concerning Aibeida – General Development of the Business*" and "*Information Concerning the Resulting Issuer Post-Acquisition – Narrative Description of the Business of the Resulting Issuer*" for further information.

## Background to the Acquisition

For a number of years, Pacific Link has been searching for possible investment opportunities. In May of 2018 Pacific Link identified HZAT, an arm's length Chinese company which had developed and was marketing certain technology and equipment for hemp extraction and which Pacific Link believed had considerable potential for commercial exploitation in other countries outside of China. Pursuant to a corporate reorganization involving HZAT, Clever Splendor and HK Gimaras, a 50% undivided interest in the Technology as well as certain other equipment and assets pertaining to the HZAT's extraction business were transferred by HZAT to Aibeida, a newly incorporated Hong Kong company owned by Clever Splendor and HK Gimaras. In addition, HZAT granted Aibeida as its exclusive distributor of equipment in all countries except China (see "*Information Concerning Aibeida – Significant Acquisitions and Dispositions*").

Following its due diligence investigations of HZAT and Aibeida, Pacific Link began arm's length negotiations to acquire all the issued and outstanding shares of Aibeida. Numerous meetings and discussions among Pacific Link management and representatives of Aibeida, Clever Splendor, HK Gimaras and HZAT took place during the months of May to July 2018. These meetings and discussions culminated in the signing of the arm's length Letter Agreement. The consideration for the Acquisition would consist of the issuance by Pacific Link of an aggregate of 15,980,000 common shares of Pacific Link to Clever Splendor and Aibeida at a deemed price of \$0.20 per share. In determining the amount of consideration payable for Aibeida, Pacific Link management took into account a number of factors, including but not limited to the prior expenditures incurred by HZAT on the development of the Technology, the value of the assets and other equipment acquired by Aibeida from HZAT and the worldwide economic potential offered by the distribution agreement between Aibeida and HZAT.

On September 18, 2018, the parties entered into the Definitive Agreement which superseded the Letter Agreement.

## **Definitive Agreement**

The Acquisition will be effected in accordance with the Definitive Agreement, a copy of which has been filed under the profile of Pacific Link on SEDAR at [www.sedar.com](http://www.sedar.com) as a material document. The terms of the Definitive Agreement provide that Pacific Link will acquire all of the issued and outstanding shares of Aibeida in consideration for the issuance of 15,980,000 Shares of Pacific Link at a deemed price of \$0.20 per Share. All of these Shares will be subject to escrow and released in stages over a period of three years following the Closing of the Acquisition (See “*Information Concerning the Resulting Issuer Post-Acquisition – Escrowed Securities*” for further information. The Definitive Agreement contains certain representations and warranties made by each of Pacific Link and Aibeida in respect of their assets, liabilities, capital, financial position and operations. In addition, each of Pacific Link and Aibeida provide covenants which govern the conduct of their operations and affairs prior to the completion of the Acquisition. The Definitive Agreement contains a number of conditions precedent to the obligations of Pacific Link and Aibeida thereunder. Unless all of such conditions are satisfied or waived by the party or parties for whose benefit such conditions exist, to the extent they may be capable of waiver, the Acquisition will not proceed. There is no assurance that the conditions will be satisfied or waived on a timely basis, or at all. The conditions to the Acquisition becoming effective are set out in the Definitive Agreement.

### ***Representations and Warranties***

The Definitive Agreement contains representations and warranties made by each of Pacific Link and Aibeida. The assertions embodied in those representations and warranties are solely for the purposes of the Definitive Agreement. Certain representations and warranties may not be accurate or complete as of any specified date because they are qualified by certain disclosure provided by the Parties or are subject to a standard of materiality or are qualified by a reference to the concept of a “Material Adverse Event” or “Material Adverse Change” (which concepts are defined in the Definitive Agreement and in some respects are different from the materiality standards generally applicable under securities laws). Therefore, Shareholders should not rely on the representations and warranties as statements of factual information.

The Definitive Agreement contains representations and warranties of the Parties relating to certain matters including, among other things: incorporation and qualification; ownership of subsidiaries; absence of conflict with or violation of constating documents, agreements or applicable laws; authority to execute and deliver the Definitive Agreement and perform its obligations under the Definitive Agreement; due authorization and enforceability of the Definitive Agreement; composition of share capital; options or other rights for the purchase of securities; indebtedness; receipt of all required consents; financial statements, records and accounts; employment matters; ownership of assets and conduct of operations; absence of adverse litigation, judgment or order; absence of investigation proceedings; absence of adverse material change; taxation matters; material agreements; environmental matters; and reporting issuer and listing status.

### ***Covenants***

Pacific Link and Aibeida have each given to the other usual and customary covenants in respect of the Acquisition.

### ***Conditions to the Acquisition***

The respective obligations of Aibeida and Pacific Link to complete the transactions contemplated by the Definitive Agreement are subject to a number of conditions which must be satisfied or waived in order for the Acquisition to become effective. There is no assurance that these conditions will be satisfied or waived on a timely basis. Notwithstanding the foregoing, the Acquisition Resolution authorizes the Board, without further notice to or approval of the Shareholders, to amend the Definitive Agreement or to decide not to proceed with the Acquisition and to revoke the Acquisition Resolution at any time prior to the Acquisition becoming effective pursuant to the provisions of the BCBCA. Unless all of the conditions are satisfied or waived, the Acquisition will not proceed.

The following significant conditions among others, in addition to other conditions, are contained in the Definitive Agreement:

- (a) all necessary approvals of the Shareholders of Pacific Link by the requisite majority will have been obtained in respect of the Acquisition;
- (b) the acceptance of the TSXV of the delisting of Pacific Link Shares from the TSXV; and
- (c) the acceptance of the Exchange and all other applicable securities and corporate regulatory approvals will have been obtained.

The obligation of Aibeida to complete the transactions contemplated by the Definitive Agreement is subject to the fulfillment or waiver of certain conditions, as set forth in the Definitive Agreement, at or before the Effective Date, including, but not limited to:

- (a) all covenants of Pacific Link under the Definitive Agreement to be performed on or before the Effective Date shall have been duly performed by Pacific Link in all respects;
- (b) the representations and warranties of Pacific Link set forth in the Definitive Agreement shall be true and correct as of the Effective Date; and
- (c) since the date of the Definitive Agreement, there shall not have occurred any fact, change, effect, event, occurrence or state of facts that, individually or in the aggregate, has had or could reasonably be expected to have a Material Adverse Effect on Pacific Link.

The obligation of Pacific Link to complete the transactions contemplated by the Definitive Agreement is subject to the fulfillment or waiver of certain conditions, as set forth in the Definitive Agreement, at or before the Effective Date, including, but not limited to:

- (a) all covenants of Aibeida under the Definitive Agreement to be performed on or before the Effective Date shall have been duly performed by Aibeida in all material respects;
- (b) the representations and warranties of Aibeida set forth in the Definitive Agreement shall be true and correct as of the Effective Date; and
- (c) since the date of the Definitive Agreement, there shall not have occurred any fact, change, effect, event, occurrence or state of facts that, individually or in the aggregate, has had or could reasonably be expected to have a Material Adverse Effect on Aibeida.

#### ***Pro Forma Summary Financial Information***

The following table sets out selected pro forma financial information, assuming completion of the Acquisition and the Maximum Financing, as of June 30, 2018 (being the date of Pacific Link's most recent financial statements), and should be considered in conjunction with the more complete information contained in the pro forma financial statements attached as Schedule "D" to the Circular. All currency amounts are stated in Canadian dollars.

<b>Balance Sheet Data</b>	<b>As at June 30, 2018</b>
Cash and Short Term Investments	\$5,134,587
Total Assets	\$8,447,158
Total Liabilities	\$40,194
Shareholders' Equity	\$8,406,964

#### **Recommendation of the Board of Directors**

The Board of Pacific Link has considered the proposed Acquisition of Aibeida on the terms and conditions as provided in the Definitive Agreement and has recommended to the Board that it approve the Acquisition, execute the Definitive Agreement and recommend that the Shareholders vote in favour of the Acquisition. **The Board of Pacific Link has unanimously determined that the Acquisition is in the best interests of Pacific Link and is fair from a financial point of view to the Shareholders. The Board recommends that the Shareholders vote in favour of the Acquisition.**

In arriving at its conclusion, the Board considered the following, among other matters:

- (a) information with respect to the financial condition, business and operations, on both a historical and prospective basis, of both Aibeida and Pacific Link;
- (b) information provided by Aibeida with respect to its business and technology;

- (c) current industry, economic and market conditions and trends; and
- (d) the management group and technical team of Aibeida.

### **Shareholder Approvals**

The Acquisition Resolution must be approved by a majority of the votes cast by the shareholders of Pacific Link, present in person or by proxy at the Meeting. Notwithstanding the foregoing, the Acquisition Resolution authorizes the Board, without further notice to or approval of the Shareholders, subject to the terms of the Acquisition, to amend the Definitive Agreement or to decide not to proceed with the Acquisition and to revoke the Acquisition Resolution at any time prior to the Acquisition becoming effective.

### **Approval of the CSE**

The Definitive Agreement provides that receipt of all regulatory approvals, including without limitation, the approval of the CSE for the listing of the Resulting Issuer Shares is a condition precedent to the Acquisition becoming effective. Pacific Link will make application to the CSE for conditional acceptance of the Acquisition. Final acceptance by the CSE is conditional upon receipt of various documents and information, including evidence of requisite shareholder approvals.

See “*Information Concerning Aibeida – Narrative Description of the Business*” and “*Information Concerning Aibeida – Directors and Officers*”.

### **VII. Delisting from the TSX Venture Exchange**

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, approve the TSXV Delisting Resolution set forth in Schedule “A” hereto to approve the Acquisition.

The delisting from the TSXV is required as the TSXV prohibits listings of companies with involvement in the marijuana industry in the United States. This prohibition extends to companies that provide ancillary services to the marijuana industry. As the business of Aibeida can be considered to fall within the category of such ancillary services, the Resulting Issuer will be ineligible for listing on the TSXV but will be considered for listing by the CSE which does not have such listing prohibitions. It is intended that Pacific Link complete the delisting from the TSXV before the completion of the Acquisition and in any event no later than the date of completion of the Acquisition.

The TSXV Delisting Resolution must be approved by a majority of the minority of votes cast at the Meeting. The “majority of the minority” for the foregoing purposes means that only the votes of those shareholders represented at the Meeting, excluding insiders and their respective associates and affiliates. To the knowledge of Pacific Link, Shareholders who are ineligible to vote on the TSXV Delisting Resolution are the same shareholders who are excluded from voting on the resolution to approve the Stock Option Plan (see “IV. Stock Option Plan” above). **It is the intention of the persons named in the enclosed proxy, in the absence of instructions to the contrary, to vote the proxy in favour of the TSXV Delisting Resolution.**

## INFORMATION CONCERNING PACIFIC LINK

*The following information reflects the current business, financial and share capital position of Pacific Link. See “Information Concerning the Resulting Issuer Post-Acquisition” for pro forma business, financial and share capital information following the conclusion of the Acquisition. The following information should be read in conjunction with the information concerning Pacific Link appearing elsewhere in this Circular and incorporated by reference in this Circular.*

### Corporate Structure

Pacific Link was formed on October 31, 1989 as a result of the amalgamation, under the *British Columbia Company Act*, of Hisway Mining Corp. (a British Columbia company incorporated on June 2, 1982) and Hisway Resources Corp. a British Columbia company incorporated on September 2, 1987). The amalgamated company was known as Hisway Resources Corporation. On April 26, 1993, Pacific Link changed its name to International Bioremediation Services Inc. On February 23, 2000 it changed its name to IBIS Ventures Inc. On December 10, 2001 it changed its name to Tranzcom Security Networks Inc. On June 21, 2004 it changed its name to Tranzcom China Security Networks Inc. Finally, on September 7, 2007 it changed its name to its current name, Pacific Link Mining Corp.

Pacific Link has no subsidiaries.

Pacific Link is a reporting issuer in the Provinces of British Columbia and Alberta, and the Shares are listed for trading on the NEX board of the TSXV under the symbol “PKC-H.V”. Pacific Link’s head office and registered address is located at Suite 2060 1055 West Georgia Street, Vancouver, British Columbia V6E 3P3.

The authorized capital of Pacific Link currently consists of an unlimited number of common shares without par value (i.e., the Shares).

### General Development of the Business

Pacific Link currently is an inactive shell company; its only asset consisting of cash and short term investments.

### Narrative Description of the Business

Pacific Link has not conducted active business since 2009. Prior to that time, Pacific Link was in the business of providing security products and services to government, business and residential customers in the People’s Republic of China. Since disposing of its business undertaking in 2008, Pacific Link has been searching for new business opportunities to pursue.

### Dividends

Pacific Link has not declared or paid any dividends on the Shares since its incorporation and does not intend to pay any prior to completion of the Acquisition.

### Selected Financial Information and Management’s Discussion and Analysis

The following table sets out certain selected financial information of Pacific Link for the periods indicated which was extracted from annual audited financial statements and quarterly unaudited financial statements.

#### Annual Data

	Year ended Dec. 31, 2015	Year ended Dec. 31, 2016	Year Ended Dec. 31, 2017	Period Ended June 30, 2018
Total Expenses	44,687	48,994	47,383	24,266
Write off of advance receivable	-	-	1,438	-

	<b>Year ended Dec. 31, 2015</b>	<b>Year ended Dec. 31, 2016</b>	<b>Year Ended Dec. 31, 2017</b>	<b>Period Ended June 30, 2018</b>
Net Income (Loss)	(41,247)	(47,550)	(46,765)	(23,393)
Loss Per Share – Basic and Diluted	(0.00)	(0.00)	(0.00)	(0.00)
Total Assets	386,564	340,518	300,748	776,033
Total Liabilities	5,443	6,947	13,942	15,069
Working Capital (Deficit)	379,509	332,323	286,806	760,964
Shareholders' Equity (Deficiency)	381,121	333,571	286,806	760,964
Weighted Average Common Shares Issues and Outstanding (end of period)	14,325,853	14,325,853	14,325,853	18,635,245

### *Quarterly Data*

	Second Quarter ended June 30, 2018	First Quarter ended Mar. 31, 2018	Fourth Quarter ended Dec. 31, 2017	Third Quarter ended Sept. 30, 2017	Second Quarter ended June 30, 2017	First Quarter ended Mar. 31, 2017	Fourth Quarter ended Dec. 31, 2016	Third Quarter ended Sept. 30, 2016
Total Expenses	15,244	9,022	17,263	11,317	9,583	9,220	14,274	15,037
Net Profit (Loss)	(14,777)	(8,616)	(18,328)	(10,750)	(9,022)	(8,665)	(14,083)	(15,172)
Loss Per Share – Basic and Diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

### *Management's Discussion and Analysis*

MD&A of financial condition and results of operations should be read in conjunction with Pacific Link's annual financial statements and notes thereto for the years ended December 31, 2017, 2016 and 2015 and the second quarter ended June 30, 2018 and related MD&A for those financial statements, respectively, which are incorporated by reference herein and available on SEDAR at [www.sedar.com](http://www.sedar.com).

### Trends and Business Risks

Pacific Link is an inactive shell company with no revenue or income from operations. Pacific Link has limited capital resources and has to rely upon the sale of equity securities in order to secure the cash required for maintaining its status as a reporting issuer and to fund its investigation of business opportunities. Since Pacific Link does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity securities or joint venture agreements to raise capital. It follows that there can be no assurance that financing, whether debt or equity, will be available to Pacific Link in the amount required by Pacific Link at any particular time or for any period and that such financing can be obtained on terms satisfactory to Pacific Link.

### **Description of the Securities**

The authorized share capital of Pacific Link consists of an unlimited number of common shares without par value. As of the date of this Circular, 24,325,853 Shares were issued and outstanding as fully paid and non-assessable shares. The holders of the Shares are entitled to receive notice of and to attend and vote at all meetings of the Shareholders and each Share confers the right to one vote in person or by proxy at all meetings of the Shareholders. The holders of the Shares, subject to the prior rights, if any, of any other class of shares of Pacific Link, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of Pacific Link, whether voluntary or involuntary, the holders of the Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of Pacific Link, the remaining property and assets of Pacific Link.

## Capitalization

The following table sets forth the capitalization of Pacific Link as at the Record Date:

Type of Security	Authorized	Outstanding as at dated of this Circular	Outstanding as at December 31, 2017	Outstanding as at December 31, 2016
Shares <sup>(1)</sup>	Unlimited	24,325,853	14,325,853	14,325,853
Options	10% of issued and outstanding share capital <sup>(2)</sup>	Nil	Nil	Nil
Warrants <sup>(3)</sup>	Unlimited	5,000,000	Nil	Nil

(1) As at June 30, 2018, Pacific Link had shareholders' equity of \$760,964.

(2) The number of stock options Pacific Link may grant is limited by the terms of the Stock Option Plan and the policies of the TSXV. See "Information Concerning Pacific Link – Stock Option Plan".

(3) The Warrants have an exercise price of \$0.08 per Share and expire on April 13, 2019.

Pacific Link has no loan capital outstanding.

## Stock Option Plan

Pacific Link has adopted the Stock Option Plan, as described under at "Executive Compensation – Description of the Stock Option Plan" that provides, subject to TSXV approval, for the granting of incentive options to Directors, officers, employees and consultants of up to 10% of the issued and outstanding Shares as at the date of grant. The purpose of the Stock Option Plan is to attract, retain and motivate those persons and to closely align their personal interest with that of Pacific Link and its shareholders.

## Outstanding Options

Pacific Link has no Options issued and outstanding as at the Record Date.

## Prior Sales

During the twelve month period preceding this Circular, Pacific Link issued the following securities:

Date	Type of Transaction	Number and Type of Securities	Issue Price or Exercise Price	Proceeds
April 13, 2018	Private Placement	10,000,000 Units <sup>(1)</sup>	\$0.05	\$500,000

(1) Each Unit consisting of one Share and one-half of one non-transferable Warrant. Each Warrant entitles the holder to purchase one Share at a price of \$0.08 until April 13, 2019.

## Stock Exchange Price

The Shares are currently listed and posted for trading on the TSXV under the symbol "PKC". The following table shows the high, low and closing prices and average trading volume of the Shares on the TSXV on a monthly basis for each of the twelve months preceding this Circular.

Month	High	Low	Monthly Volume
October 2018 <sup>(1)</sup>	n/a	n/a	n/a
September 2018	n/a	n/a	n/a
August 2018	n/a	n/a	n/a
July 2018	0.20	0.10	99666

Month	High	Low	Monthly Volume
June 2018	0.18	0.075	428183
May 2018	0.12	0.08	60800
April 2018	0.10	0.07	71000
March 2018	0.075	0.03	78862
February 2018	0.06	0.03	43233
January 2018	0.04	0.025	4000
December 2017	0.025	0.025	0
November 2017	0.04	0.025	22066
October 2017	0.04	0.04	0

- (1) Up to the date of this Circular.  
(2) The Shares were halted from trading by the TSXV on July 18, 2018, pending the completion of the Acquisition.

The closing price of the Shares on the TSXV on July 17, 2018, being the last trading day before the announcement of the Acquisition, was \$0.20.

#### Escrowed Securities

As at the date of this Circular, Pacific Link has no securities held in escrow.

#### Principal Shareholders

To the knowledge of the Board and executive officers of Pacific Link, no person beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding Shares, as of the date hereof, other than:

Name	No. of Shares Held	Percentage of Issued Shares
Dr. Ken Z. Cai	4,424,666	18.2%

#### Directors and Officers

The following table sets out the names of Directors and officers, the positions and offices which they presently hold with Pacific Link, their respective principal occupations within the five preceding years and the number of shares of Pacific Link which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the Record Date:

Name, Jurisdiction of Residence	Position with Pacific Link	Principal Occupation During the Past 5 Years	Period as Director and/or Officer	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly <sup>(2)</sup>
Dr. Ken Z. Cai Hong Kong	President and Director	Chief Executive Officer and Director of Minco Gold Corporation, Chairman and Chief Executive Officer of Minco Silver Corporation, and Minco Base Metals Corporation.	June 2018	4,424,666 <sup>(4)</sup>

Name, Jurisdiction of Residence	Position with Pacific Link	Principal Occupation During the Past 5 Years	Period as Director and/or Officer	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly <sup>(2)</sup>
Michael Doggett Vancouver, B.C.	Director	Director of Pacific Link Mining Corp. since April 2007; President of El Olivar Imperial, a private company engaged in tailings reprocessing and custom milling in Peru; Principal Consultant at Beach Meadows Resources Inc.; Director of Minco Gold Corporation; and advisor to two international investment groups.	April 16, 2007	500,000
Jennifer Trevitt Vancouver, BC	Director and Corporate Secretary	Vice President Corporate Affairs and Corporate Secretary of Minco Silver Corporation, Minco Gold Corporation and Minco Base Metals Corporation from July 2009 to present.	Sept. 25, 2014	100,000
Scott Davis Vancouver, BC	CFO	Partner at Cross Davis & Co. LLP from July 2010 to present.	April 2015	Nil

- (1) The information as to principal occupation, business or employment and Shares beneficially owned or controlled is not within the knowledge of the management of Pacific Link and has been furnished by the respective nominees. Each nominee has held the same or similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
- (2) The approximate number of Shares 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 the date hereof is based on information furnished by the transfer agent of Pacific Link and by the nominees themselves.
- (3) Member of Audit Committee.
- (4) In addition, Dr. Cai owns 2,070,000 Warrants.

#### Corporate Cease Trade Orders or Bankruptcies

To the knowledge of Pacific Link, no proposed Director is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a Director, Chief Executive Officer or Chief Financial Officer of any company (including Pacific Link) that:

- (a) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
- (b) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company.

#### Personal Bankruptcies

To the knowledge of management of Pacific Link, there has been no Director or officer, or any shareholder holding a sufficient number of securities of Pacific Link to affect materially the control of Pacific Link, or a personal holding company of any such person that has, within the 10 years before the Record Date, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, Acquisition or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Director or officer.

#### Penalties or Sanctions

To the knowledge of management of Pacific Link, no Director or officer, or any shareholder holding a sufficient number of securities of Pacific Link to affect materially the control of Pacific Link, 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 be considered important to a reasonable investor in making an investment decision.

**Conflicts of Interest**

There are potential conflicts of interest to which the Directors and officers of Pacific Link will be subject in connection with the operations of Pacific Link. In particular, certain of the Directors and officers of Pacific Link are involved in managerial or Director positions with other public and private companies whose operations may, from time to time, be in direct competition with those of Pacific Link or with entities which may, from time to time, provide financing to, or make equity investments in, competitors of Pacific Link. Conflicts, if any, will be subject to the procedures and remedies available under the BCBCA. The BCBCA provides that if a Director has a material interest in a contract or proposed contract or agreement that is material to Pacific Link, the Director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with, the BCBCA.

**Indebtedness of Directors, Executive Officers and Senior Officers**

No person who is or at any time since the commencement of Pacific Link's last completed financial year was a Director, executive officer or senior officer of Pacific Link, and no associate of any of the foregoing persons has been indebted to Pacific Link at any time since the commencement of Pacific Link's last completed financial year. No guarantee, support agreement, letter of credit or other similar Acquisition or understanding has been provided by Pacific Link at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

**Interest of Management and Others in Material Transaction**

Other than as disclosed herein or in Pacific Link's MD&A for the years ended December 31, 2017, 2016 and 2015 incorporated by reference herein, the Directors, executive officers and principal shareholders of Pacific Link or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which Pacific Link has participated within the three-year period prior to the Record Date, which has materially affected or will materially affect Pacific Link.

**Executive Compensation*****Compensation Discussion and Analysis***

The purpose of this Compensation Discussion and Analysis is to provide information about Pacific Link's executive compensation objectives and processes and to discuss compensation decisions relating to its Named Executive Officers listed in the Summary Compensation Table that follows. During its fiscal year ended December 31, 2017, the following individuals were Named Executive Officers of Pacific Link, namely, its interim President, Dr. Ken Z. Cai, and its former President and CEO, Mar Bergstrom (resigned June 2018), its acting CFO, Scott Davis and its Corporate Secretary, Jennifer Trevitt.

Pacific Link has, as of yet, no significant revenues from operations and often operates with limited financial resources. Accordingly, Pacific Link does not have a separate Compensation Committee, so the entire Board of directors is responsible for, among other things, evaluating the performance of Pacific Link's executive officers, determining or making recommendations to the Board with respect to the compensation of Pacific Link's executive officers, making recommendations to the Board with respect to director compensation, incentive compensation plans and equity-based plans, making recommendations to the Board with respect to the compensation policy for the employees of Pacific Link or its subsidiaries and ensuring that Pacific Link is in compliance with all legal requirements with respect to compensation disclosure. In performing its duties, the Board has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

The Board does not have a pre-determined compensation plan. Pacific Link does not engage in benchmarking practices and the process for determining executive compensation is at the discretion of the Board. The Board has not engaged the services of independent compensation consultants to assist it in making recommendations to the Board with respect to director and executive officer compensation.

In performing its duties, the Board has considered the implications of risks associated with Pacific Link's compensation policies and practices. At its present early stage of development and considering its present compensation policies, Pacific Link currently has no compensation policies or practices that would encourage an

executive officer or other individual to take inappropriate or excessive risks. A Named Executive Officer or director is permitted for his or her own benefit and at his or her own risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the Named Executive Officer or director.

### ***Summary Compensation Table***

The following table (presented in accordance with National Instrument Form 51-102F6 (“**Form 51-102F6**”)) sets forth all annual and long-term compensation for services in all capacities to Pacific Link for the three (3) most recently completed financial years of Pacific Link as at December 31, 2017, 2016 and 2015 (to the extent required by Form 51-102F6) in respect of each of the Named Executive Officers.

Name and Principal Position	Year Ended Dec. 31st	Salary (\$)	Share Based awards (\$)	Option Based awards <sup>(1)(2)</sup> (\$)	Non-equity incentive plan compensation		All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long term incentive plans (\$)		
Mar Bergstrom <sup>(1)</sup> Former President and CEO	2017	Nil	Nil	Nil	Nil	Nil	\$7,124	\$7,124
	2016	Nil	Nil	Nil	Nil	Nil	\$6,984	\$6,984
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Scott Hamilton <sup>(2)</sup> Former CFO	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	\$1,500	Nil	Nil	Nil	Nil	Nil	Nil
Scott Davis <sup>(3)</sup> Current CFO	2017	\$6,000 <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
	2016	\$6,000 <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
	2015	\$4,500 <sup>(4)</sup>	Nil	Nil	Nil	Nil	Nil	Nil
Jennifer Trevitt Corporate Secretary	2017	\$9,000	Nil	Nil	Nil	Nil	Nil	Nil
	2016	\$9,000	Nil	Nil	Nil	Nil	Nil	Nil
	2015	\$7,500	Nil	Nil	Nil	Nil	Nil	Nil

(1) Mar Bergstrom resigned as President, CEO and Director on June 21, 2018.

(2) Scott Hamilton resigned as CFO on April 27, 2015.

(3) Scott Davis was appointed as CFO on April 28, 2015.

(4) Paid to Cross Davis & Co. LLP of which Mr. Davis is a partner.

### ***Named Executive Officer Agreements***

There are no executive employment contracts with any Named Executive Officers of Pacific Link.

### ***Incentive Plan Awards***

#### **Outstanding Share-Based Awards and Option-Based Awards**

No incentive stock options and no share-based awards, with other than option-like features, have been granted to the Named Executive Officers during the most recently completed financial year or during the previous two financial years and no such incentive stock options or other share based awards are currently outstanding.

### ***Pension Plan Benefit***

Pacific Link does not have a pension plan that provides for payments to the Named Executive Officers at, following, or in connection with retirement.

### ***Termination and Change of Control Benefits***

There are no change of control benefits for any Named Executive Officers of Pacific Link.

### ***Director Compensation***

Pacific Link has no arrangements, standard or otherwise, pursuant to which Directors are compensated by Pacific Link or its subsidiaries for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Circular.

Pacific Link has adopted the Stock Option Plan for the granting of incentive stock options to the officers, employees and Directors. The purpose of granting such options is to assist Pacific Link in compensating, attracting, retaining and motivating the Directors of Pacific Link and to closely align the personal interests of such persons to that of the shareholders.

The following table sets forth all amounts of compensation provided to the directors, who are not Named Executive Officers (each of whose compensation is disclosed above under “Summary Compensation Table”) for Pacific Link’s most recently completed financial year:

<b>Name</b>	<b>Fees Earned (\$)</b>	<b>Share-Based Awards (\$)</b>	<b>Option-Based Awards (\$)</b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Pension Value (\$)</b>	<b>All Other Compensation (\$)</b>	<b>Total Compensation (\$)</b>
Jennifer Trevitt	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Doggett	Nil	Nil	Nil	Nil	Nil	Nil	Nil

### **Outstanding Share-Based Awards and Option-Based Awards**

No share-based awards, with other than option-like features, have been granted to the directors during the most recently completed financial year or during the previous two fiscal years and no such incentive stock options or other share based awards are currently outstanding.

### ***Description of Stock Option Plan***

The Board of Pacific Link has established an incentive Stock Option Plan. The purpose of the Stock Option Plan is to attract and motivate the directors, officers and employees of Pacific Link (and any of its subsidiaries), employees of any management company and consultants to Pacific Link (collectively the “**Optionees**”) and thereby advance Pacific Link’s interests by providing them an opportunity to acquire an equity interest in Pacific Link through the exercise of Options granted to them under the Stock Option Plan.

Pursuant to the Stock Option Plan, the Board may grant options to Optionees in consideration of them providing their services to Pacific Link or a subsidiary. The number of shares subject to each option is determined by the Board within the guidelines established by the Stock Option Plan. The options enable the Optionees to purchase shares of Pacific Link at a price fixed pursuant to such guidelines. The options are exercisable by the Optionee giving Pacific Link notice and payment of the exercise price for the number of shares to be acquired.

The Stock Option Plan authorizes the Board to grant stock options to the Optionees on the following terms:

1. The number of shares subject to issuance pursuant to outstanding options, in the aggregate, cannot exceed 10% of Pacific Link’s issued shares.
2. The number of shares subject to issuance upon the exercise of options granted under the Stock Option Plan by one Optionee or all Optionees providing investor relations services is subject to the following limitations
  - (a) no Optionee can be granted options during a 12-month period to purchase more than
    - (i) 5% of the issued shares of Pacific Link unless disinterested shareholder approval has been obtained (such approval has not been sought),
    - (ii) 2% of the issued shares of Pacific Link, if the Optionee is a consultant, and

- (b) the aggregate number of shares subject to options held by all Optionees providing investor relations services cannot exceed 2% in the aggregate.
3. Unless the Stock Option Plan has been approved by disinterested shareholders (such approval has not been obtained), options granted under the Option Plan, together with all of Pacific Link's previously established and outstanding stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of its shares, shall not result, at any time, in
    - (a) the number of shares reserved for issuance pursuant to stock options granted to insiders exceeding 10% of the shares outstanding at the time of granting,
    - (b) the grant to insiders as a group, within a one year period, of options to purchase that number of shares exceeding 10% of the outstanding shares, or
    - (c) the issuance to any one insider and such insider's associates, within a one year period, of shares totaling in excess of 5% of the outstanding shares.
  4. The exercise price of the options cannot be set at less than the closing trading price of Pacific Link's shares on the day before the granting of the stock options.
  5. The options may be exercisable for up to five years.
  6. There are not any vesting requirements unless the Optionee is a consultant providing investor relations services to Pacific Link, in which case the options must vest over at least 12 months with no more than one-quarter vesting in any three month period. However, the Board may impose additional vesting requirements and, subject to obtaining any required approval from the TSXV, may authorize all unvested options to vest immediately. If there is a 'change of control' of Pacific Link (due to a take-over bid being made for Pacific Link or similar events), all unvested options, subject to obtaining any required approval from the TSXV, shall vest immediately.
  7. The options can only be exercised by the Optionee (to the extent they have already vested) for so long as the Optionee is a director, officer or employee of, or consultant to, Pacific Link or any subsidiary or is an employee of Pacific Link's management corporation and within a period thereafter not exceeding the earlier of:
    - (a) the original expiry date;
    - (b) 90 days after ceasing to be a director, officer or employee of, or consultant to, Pacific Link due to early retirement, to termination by Pacific Link other than for cause, or to voluntary resignation; and
    - (c) if the Optionee dies or becomes disable, within one year from the Optionee's death or disability.

If the Optionee is terminated 'for cause' the options will terminate concurrently.
  8. The options are not assignable except to a wholly-owned holding company.
  9. Disinterested shareholder approval must be obtained prior to the reduction of the exercise price of options granted to insiders of Pacific Link.

Any amendments to the Stock Option Plan or outstanding stock options are subject to the approval of the TSXV and, if required by the TSXV, of the shareholders of Pacific Link, possibly with only 'disinterested shareholders' being entitled to vote. The amendment to an outstanding stock option will also require the consent of the Optionee.

No options have been granted under the Stock Option Plan which are subject to shareholder approval. The Plan does not permit stock options to be transformed into stock appreciation rights.

## **Audit Committee**

NI 52-110 requires Pacific Link's audit committee to meet certain requirements. It also requires Pacific Link to disclose in this Circular certain information regarding the audit committee. That information is disclosed below.

### ***The Audit Committee's Charter***

#### **Mandate**

The primary function of the audit committee (the "Committee") is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by Pacific Link to regulatory authorities and shareholders, Pacific Link's systems of internal controls regarding finance and accounting and Pacific Link's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor Pacific Link's financial reporting and internal control system and review Pacific Link's financial statements.
- Review and appraise the performance of Pacific Link's external auditors.
- Provide an open avenue of communication among Pacific Link's auditors, financial and senior management and the Board of Directors.

#### **Composition**

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of 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 presumably be expected to be raised by Pacific Link's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

#### **Meetings**

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Acting Chief Financial Officer and the external auditors in separate sessions.

#### **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

##### Documents/Reports Review

- (a) Review and update the Charter annually.
- (b) Review Pacific Link's financial statements, MD&A and any annual and interim earnings, press releases before Pacific Link publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

## External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of Pacific Link.
- (b) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (c) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (d) Review and pre-approve all audit and audit-related services, timetables and the fees and other compensation related thereto, and any non-audit services, provided by Pacific Link's external auditors.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

## **Financial Reporting Processes**

- (a) In consultation with the external auditors, review with management the integrity of Pacific Link's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of Pacific Link's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to Pacific Link's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (e) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (f) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (g) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (h) Review certification process.
- (i) Establish a procedure for the confidential, anonymous submission by employees of Pacific Link of concerns regarding questionable accounting or auditing matters.

## **Other**

Review any related-party transactions including but not limited to insurance coverage of significant business risks, review material litigation and its effect on financial reporting, establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding public reporting, accounting, internal accounting controls, or auditing matters; and
- (b) review and approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation.

### **Accountability**

The Committee chair has the responsibility to make periodic reports to the board, as requested, on financial matters relative to the Corporation. The Committee shall report its discussions to the board by maintaining minutes of its meetings and providing an oral report at the next board meeting.

### **Reliance on Experts**

In contributing to the Committees' discharging of its duties under this mandate, each member shall be entitled to rely in good faith on:

- A. Financial statements of Pacific Link represented to the member by an officer of Pacific Link, or in a written report of the external auditors, to present the financial position of Pacific Link and the results of its operations in accordance with generally accepted accounting principles in all material respect; and
- B. Any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

The Board is of the view that monitoring Pacific Link's financial reporting and disclosure policies and procedures cannot be reasonably met unless the following activities (the "fundamental activities") are, in all material respects, conducted effectively:

- (a) The accounting functions are performed in accordance with a system of internal financial controls designed to capture and record properly and accurately all of Pacific Link's financial transactions;
- (b) The internal financial controls are regularly assessed for effectiveness and efficiency;
- (c) The interim and annual financial statements are properly prepared by management in accordance with generally accepted accounting principles in all material respects; and
- (d) Financial statements are reported on by an external auditor appointed by the shareholders of Pacific Link.

### ***Composition of the Audit Committee***

The following table sets out the names of the members of the Audit Committee and whether they are 'independent' and 'financially literate'.

<b>Name of Member</b>	<b>Independent<sup>(1)</sup></b>	<b>Financially Literate<sup>(2)</sup></b>
Michael Doggett	Yes	Yes
Jennifer Trevitt	No	Yes
Ken Z. Cai	No	Yes

(1) To be considered to be independent, a member of the Committee must not have any direct or indirect 'material relationship' with Pacific Link. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) To be considered financially literate, a member of the Committee must have the ability to read and understand a set of 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 Pacific Link's financial statements.

### ***Audit Committee Oversight***

At no time since the commencement of Pacific Link's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### ***Reliance on Certain Exemptions***

At no time since the commencement of Pacific Link's most recently completed financial year has Pacific Link relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### ***Pre-Approval Policies and Procedures***

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "*External Auditors*".

### ***External Auditor Service Fees (By Category)***

The following table discloses the fees billed to Pacific Link by its external auditor during the last two financial years.

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All Other Fees<sup>(4)</sup></b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
December 31, 2017	\$4,250	Nil	\$500	Nil
December 31, 2016	\$3,800	Nil	\$500	Nil

(1) The aggregate fees billed by Pacific Link's auditor for audit fees.

(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of Pacific Link's financial statements and are not disclosed in the 'Audit Fees' column.

(3) The aggregate fees billed for professional services rendered by Pacific Link's auditor for tax compliance, tax advice, and tax planning.

(4) The aggregate fees billed for professional services other than those listed in the other three columns.

### ***Reliance on Exemptions in NI 52-110 regarding De Minimis Non-audit Services or on a Regulatory Order Generally***

At no time since the commencement of Pacific Link's most recently completed financial year has Pacific Link relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by Pacific Link's auditor from the requirement to be preapproved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to Pacific Link, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit) or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

### ***Reliance on Exemptions in NI 52-110 regarding Audit Committee Composition & Reporting Obligations***

Since Pacific Link is a 'venture issuer', as defined in NI 52-110, it relies on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee (as described in "*Composition of the Audit Committee*" above) and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in Pacific Link's Annual Information Form, if any, and this Circular).

### ***Corporate Governance***

Pacific Link has a Corporate Governance Policy, a copy of which is attached hereto as Schedule "F". National Policy 58-101 *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators requires Pacific Link to annually disclose certain information regarding its corporate governance practices. That information is disclosed below.

### ***Board of Directors***

The Board of Directors of Pacific Link facilitates its exercise of independent supervision over Pacific Link's management through frequent meetings of the Board, both with and without members of Pacific Link's management (including members of management that are also directors) being in attendance. The independent directors are encouraged to meet at any time they consider necessary without any members of management including the non-independent directors being present.

The Board consists of three directors. The Board has determined Michael Doggett to be “independent”, based upon the tests for independence set forth in NI 52-110. The following directors are current members of management and thus are not considered to be independent: Dr. Ken Z. Cai, President and CEO, and Jennifer Trevitt, Corporate Secretary.

### ***Directorships***

Certain of the Directors are presently a director or officer of one or more other reporting companies, as follows:

<b>Director</b>	<b>Name of Other Reporting Issuer</b>
Dr. Ken Z. Cai	Minco Silver Corporation, Minco Base Metals Corporation, and Minco Gold Corporation
Jennifer Trevitt	Minco Base Metals Corporation, Minco Gold Corporation, and Minco Silver Corporation
Michael Doggett	Minco Gold Corporation

### ***Orientation and Continuing Education***

While Pacific Link does not have formal orientation and training programs, new Board members are provided with:

1. access to recent, publicly filed documents of Pacific Link; and
2. access to management and technical experts and consultants.

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; and to attend related industry seminars and visit Pacific Link’s operations. Board members have full access to Pacific Link’s records.

The Board attempts to provide continuing education for its directors in order that they maintain the skill and knowledge necessary for them to meet their obligations as directors. As an example, technical presentations are made at Board meetings, focusing on either a particular property or a summary of various properties. The question and answer portions of these presentations are a valuable learning resource for the non-technical directors.

### ***Ethical Business Conduct***

The Board has responsibility for the stewardship of Pacific Link including responsibility for strategic planning, identification of the principal risks of its business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of Pacific Link’s internal control and management information systems. To facilitate meeting this responsibility, the Board seeks to foster a culture of ethical conduct by striving to ensure Pacific Link carries out its business in line with high business and moral standards and applicable legal and financial requirements. In that regard, the Board has adopted a written Code of Conduct for its directors, officers, employees and consultants a copy of which is attached as Schedule “G”.

The Board must also comply with the conflict of interest provisions of the BCBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.

### ***Nomination of Directors***

The Board has responsibility for identifying potential board candidates. The Board assesses potential board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors.

### ***Other Board Committees***

The Board of Pacific Link has not established any committees other than the Audit Committee, as described in “*Audit Committee*” section.

### ***Assessments***

The Board does not consider that formal assessments of its management or directors would be useful at this stage of Pacific Link’s development.

### ***Management Contracts***

No management functions of Pacific Link are performed to any substantial degree by a person or persons other than the Directors or executive officers of Pacific Link.

### ***Securities Authorized for Issuance Under Equity Compensation Plans***

The only equity compensation plan which Pacific Link has in place is the Stock Option Plan. The Stock Option Plan has been established to attract and retain employees, consultants, officers or Directors to Pacific Link and to motivate them to advance the interests of Pacific Link by affording them with the opportunity to acquire an equity interest in Pacific Link. The Stock Option Plan is administered by the Directors of Pacific Link. The Stock Option Plan provides that the number of Shares issuable under the Stock Option Plan, together with all of Pacific Link’s other previously established or proposed share compensation Acquisitions may not exceed 10% of the total number of issued and outstanding Shares.

### ***Equity Compensation Plan Information***

The following table sets forth Pacific Link’s compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights<sup>(1)</sup></b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (\$)</b>	<b>Number of shares remaining available for issuance under equity compensation plans</b>
Equity compensation plans <b>approved</b> by shareholders	Nil	n/a	1,432,585
Equity compensation plans <b>not approved</b> by shareholders	Nil	n/a	1,432,585
<b>Total</b>	Nil	n/a	1,432,585

### ***Promoters***

Other than its directors and officers, there is no person who is or who has been within the two years immediately preceding the Record Date, a ‘promoter’ of Pacific Link as defined under applicable Canadian securities laws.

### ***Legal Proceedings***

Pacific Link is not a party to any legal proceedings currently material to it or of which any of Pacific Link’s properties is the subject matter, and no such proceedings are known by Pacific Link to be contemplated.

### ***Auditor, Transfer Agent and Registrar***

The current auditor of Pacific Link is Davidson & Company LLP, Chartered Professional Accountants, Suite 609 – Granville Street, Suite 1200, Vancouver, British Columbia. See also “*Particulars of Matters to be Acted Upon – Appointment of Auditor.*” The registrar and transfer agent of the Shares is Computershare Investor Services Inc., 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

**Material Contracts**

Except for contracts entered into in the ordinary course of business, the only contracts entered into by Pacific Link in the two years immediately prior to the date hereof that can reasonably be regarded as presently material to Pacific Link are as follows:

1. Letter Agreement dated July 16, 2018 between Pacific Link and Aibeida (see “*Particulars of Matters to be Acted Upon – The Acquisition*”);
2. Loan Agreement dated August 15, 2018 between Pacific Link and Aibeida (see “*Information Concerning Aibeida – General Development of the Business*”);
3. The Definitive Agreement dated September 18, 2018 among Pacific Link, Clever Splendor, HK Gimaras and Aibeida (see “*Particulars of Matters to be Acted Upon – The Acquisition*”).

All of the contracts specified above may be inspected at the main offices of Pacific Link at Suite 2060 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 3P3, during normal business hours up to the date of the Meeting.

## INFORMATION CONCERNING AIBEIDA

*The following information reflects the current business, financial and share capital position of Aibeida. See “Information Concerning the Resulting Issuer Post-Acquisition” for financial and share capital information following the conclusion of the Acquisition. The following information should be read in conjunction with the information concerning Aibeida appearing elsewhere in this Circular and incorporated by reference in this Circular.*

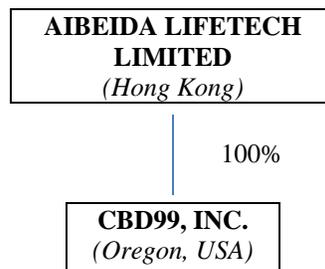
### Corporate Structure

#### *Name and Incorporation*

Aibeida was incorporated in Hong Kong (under the Chapter 622 of the Laws of Hong Kong) on May 29, 2018 under the name “Aibeida Lifetech Limited”. Aibeida is a private company in Hong Kong and the Aibeida Shares are not listed for trading on any recognized trading market or quotation system. The address of Aibeida’s head and registered office is Unit D 16/F, One Capital Place, 18 Luard Road, Wan Chai, Hong Kong.

#### *Intercorporate Relationships*

As of the date of this Circular, Aibeida has one wholly-owned subsidiary, CBD99, incorporated under the laws of the Oregon, USA, as illustrated in the following chart:



### General Development of the Business

Aibeida was incorporated on May 29, 2018 under the Companies Ordinance (Hong Kong). Aibeida was formed to capitalize on the growing global CBD industry. Aibeida was founded by Dr. Shuang Xie, Director of Aibeida and proposed Director and Chief Technology Officer of the Resulting Issuer, and Guomiao Ji, a proposed Director of the Resulting Issuer.

Aibeida is a life science company which has acquired certain technology and related assets (the “**Technology**”) used for extraction of cannabis derivatives from marijuana and industrial hemp, the sale and distribution of customized extraction equipment and technology, and research and development of nutrition products, food additives, botanical and animal extracts, pharmaceutical intermediates and finished products from cannabis derivatives. The technology platform has strong separation capability, high extraction efficiency, and lower processing costs than traditional extraction techniques. This technology platform has been successfully applied to the industrial production of tea polyphenols, Stevia, resveratrol, Co Enzyme Q10, paclitaxel, ginkgo flavonoids, Ginsenosides, solanesol, EGCG, vitamins, lutein, anthocyanins, puerarin, cholesterol, lecithin and other products.

Aibeida management expects its CBD extracts, produced by the Technology, will have a wide range of use in the market. The Technology utilizes column chromatography, which is a simple and effective way in isolating a single chemical compound from a mixture. In the case of the Technology, the different cannabinoids can be separated and subsequently mixed together to form desirable mixtures for Aibeida’s prospective clients. Management of Aibeida believes the Technology is particularly useful in CBD-derived products where accurate cannabinoid content is crucial, such as medicinal products or pharmaceutical products. Due to the advantages of the Technology in separating cannabinoids, Aibeida anticipates the primary use of its products to be health and medical purposes. Aibeida has decided to focus on selling CBD extracts directly to distributors to minimize marketing costs to end users. The distributors are then expected to sell Aibeida’s extracts to other processors/end users or to be incorporated into other end products.

Aibeida's business plan is to generate multiple revenue streams from its operations by: (i) selling hemp CBD extracts produced in-house; (ii) processing CBD extracts for other processors and hemp producers; and, (iii) selling extraction equipment. Through its wholly owned subsidiary, CBD99, Aibeida is in the process of establishing the Firwood Facility to allow for production and sale of CBD extracts and extraction equipment and technology in the US. In cooperation with Aibeida, Pacific Link plans to establish a subsidiary in Poland which will operate the Polish Facility that will serve to target European markets for production and sale of CBD extracts and extraction equipment and technology.

Aibeida plans to expand its business by setting up extraction additional facilities in the US and in Europe. In conjunction with the establishment of these facilities, Aibeida plans to establish a global trademark for its products.

In conjunction with the Letter Agreement, Aibeida entered into a Loan Agreement dated August 15, 2018 with Pacific Link pursuant to which Pacific Link has agreed to loan Aibeida up to \$200,000 for setting up the Firwood Facility. In the event that the Acquisition does not complete, the loan will be repayable within 90 days after Pacific Link provides Aibeida with written notice of demand. The loan is secured by a pledge of Aibeida's common shares by Clever Splendor and HK Gamaras. As of August 31, 2018, the amount of \$100,000 has been advanced by Pacific Link to Aibeida under the loan agreement.

### *Significant Acquisitions and Dispositions*

Pursuant to a Conveyance of Assets and Technology Agreement dated June 30, 2018 made among Aibeida, HZAT, Clever Splendor and HK Gamaris (the "**HZAT Asset Acquisition Agreement**"), Aibeida acquired an undivided 50% interest in the Technology, including any future improvements, upgrades of the Technology, as well as certain equipment to be used by Aibeida in its Firwood Facility and by Pacific Link in its Poland Facility. In addition, the HZAT Agreement provided for the assignment by HZAT to Aibeida of certain contracts that HZAT had entered into with third parties for the development and manufacture of certain equipment and for the provision of lab space and facilities in Hang Zhou, China. One of these contracts is a lease contract with Hangzhou Zibang Technology Ltd. for lab space located Zhejiang University, from which Aibeida will carry out its research and development activities. The total purchase price paid to HZAT for the Technology interest, the assets and the assumption of the third party contracts was RMB 15,970,000 (approximately CDN\$3,176,433) and was satisfied by the issuance of 15,970,000 Aibeida Shares to HZAT. These Aibeida Shares were then in turn assigned by HZAT to Clever Splendor and HK Gamaras, in consideration for promissory notes issued by Clever Splendor and HK Gamaras to HZAT in the aggregate amount of RMB 15,970,000.

In conjunction with the HZAT Asset Acquisition Agreement, Aibeida also entered into an Equipment Distribution Agreement with HZAT dated June 30, 2018 (the "**HZAT Distribution Agreement**"). Pursuant to the HZAT Distribution Agreement, HZAT has appointed Aibeida as its exclusive distributor of equipment in all countries except the People's Republic of China. The equipment supplied by HZAT and distributed by Aibeida consists of all required equipment for a complete marijuana and hemp extraction production line and which utilizes the Technology. The term of the HZAT Distribution Agreement is in perpetuity unless terminated by the parties in accordance with the terms in the HZAT Distribution Agreement. Payment for the equipment under the HZAT Distribution Agreement may be made by Aibeida in one of two ways, at the election of Aibeida. Under the outright purchase option, Aibeida will pay HZAT an amount equal to its equipment cost plus a fixed percentage markup. Alternatively, under the profit sharing option, Aibeida may pay HZAT a portion of its profit from the sale of equipment until such time as HZAT fully recovers its equipment costs and thereafter Aibeida will pay HZAT a reduced portion of its profit from the sale of equipment.

On August 16, 2018, CBD99 entered into a lease agreement with Firwood Industrial Park LLC (the "**Firwood Lease**"). Firwood Industrial Park is a cannabis-designated industrial park, located at Sandy, Oregon, USA. Pursuant to the Firwood Lease, the CBD99 rents a warehouse for a lease payment of US\$5,000 per month for five years, starting October 1, 2018, from which it will establish and operate the Firwood Facility. On August 28, 2018, CBD99 obtained an industrial hemp handler license from the Oregon Department of Agriculture, USA, for the Firwood Facility. The license will expire on December 31, 2018, and can be renewed annually.

## **Narrative Description of the Business**

### ***Principal Products or Services and Operations***

#### **CBD99**

CBD99 was incorporated in Oregon on March 30, 2018. The firm was formed to set up the Firwood Facility, Aibeida's pilot extraction facility. The firm obtained an Industrial Hemp Handler license from the Oregon Department of Agriculture ("ODA") on August 28, 2018. CBD99 has signed a lease agreement for the Firwood Facility in Sandy, Oregon. The Firwood Facility is approximately 5,000 square feet. The lease agreement will officially begin on October 1, 2018 for a term of five years. Management of Aibeida is currently preparing for renovations of the facility and for this purpose extraction equipment and fillers have been shipped to Oregon. CBD99 is currently conducting extraction tests at a neighboring extraction facility. The firm is still in its early stages of operations.

#### **PolandCo**

In anticipation of completion of the Acquisition and in cooperation with Aibeida, Pacific Link will establish a wholly owned subsidiary in Poland to be known as Gima Lifetech (Poland) Limited ("**PolandCo.**"). Pacific Link is currently evaluating properties for setting up the Poland Facility. Through management's connections with hemp industry participants, Pacific Link is also negotiating a wholesale distribution agreement with a contact in Poland. Certain extraction equipment and fillers have been shipped to Poland in preparation for the establishment of the Poland Facility. Following the completion of the Acquisition, the Resulting Issuer will form an operations team to be permanently stationed in Poland to oversee the setup and development of PolandCo.

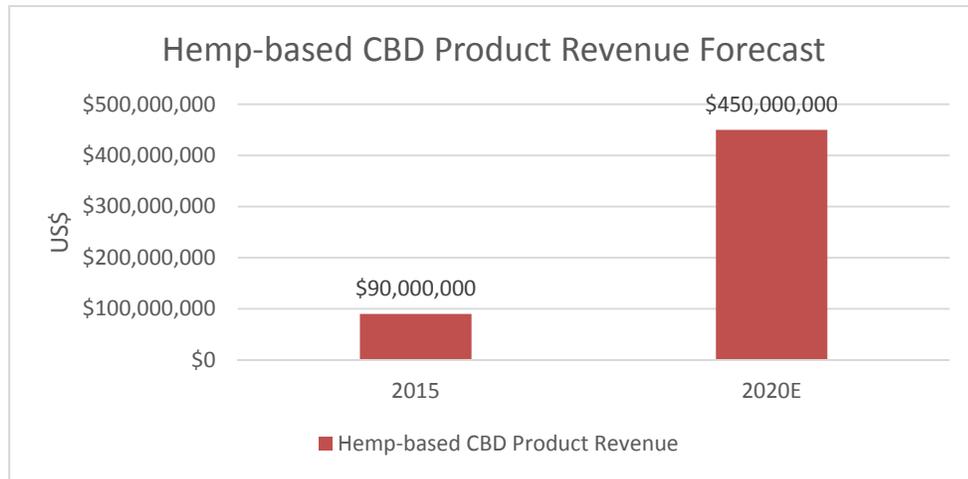
#### **Aibeida's Equipment Distribution Agreement with HZAT**

On June 30, 2018, Aibeida signed an agreement with HZAT. HZAT is a manufacturer of production line equipment for hemp extraction. Aibeida is the exclusive distributor for HZAT's extraction equipment for sale in all countries except for China. The specifications of the equipment for each order will be specified by Aibeida or end customer. Term of the agreement to be effective to perpetuity until terminated.

#### ***Market***

The market for CBD products is emerging, but growth has been rapid over the past five years as overall consumer awareness of the multiple benefits of CBD increases. Data from Brightfield Group estimates that hemp CBD sales have already reached US\$170 million in 2016 and will grow at a 55% compounded annual growth rate ("**CAGR**") over the next five years to cross the billion-dollar mark.

According to Hemp Business Journal, the CBD market is expected to grow to US\$2.1 billion by 2020. Hemp Business Journal estimates of the total market, approximately US\$450 million will be from hemp-based sources. In 2015, the hemp-based CBD consumer products market was estimated at US\$90 million which means the market is expected to grow five-fold over a five-year period to reach US\$450 million in 2020.



Currently 47 states allow the sale of CBD, 29 states have legalized medical cannabis which includes CBD and there are 18 more that allow the sales of CBD only for medical purposes. And these state laws are continuing to change as more states legalize cannabis and/or CBD, whether for recreational or medicinal use. This data indicates a large market in the US for Aibeida's CBD extracts.

### **What is Hemp?**

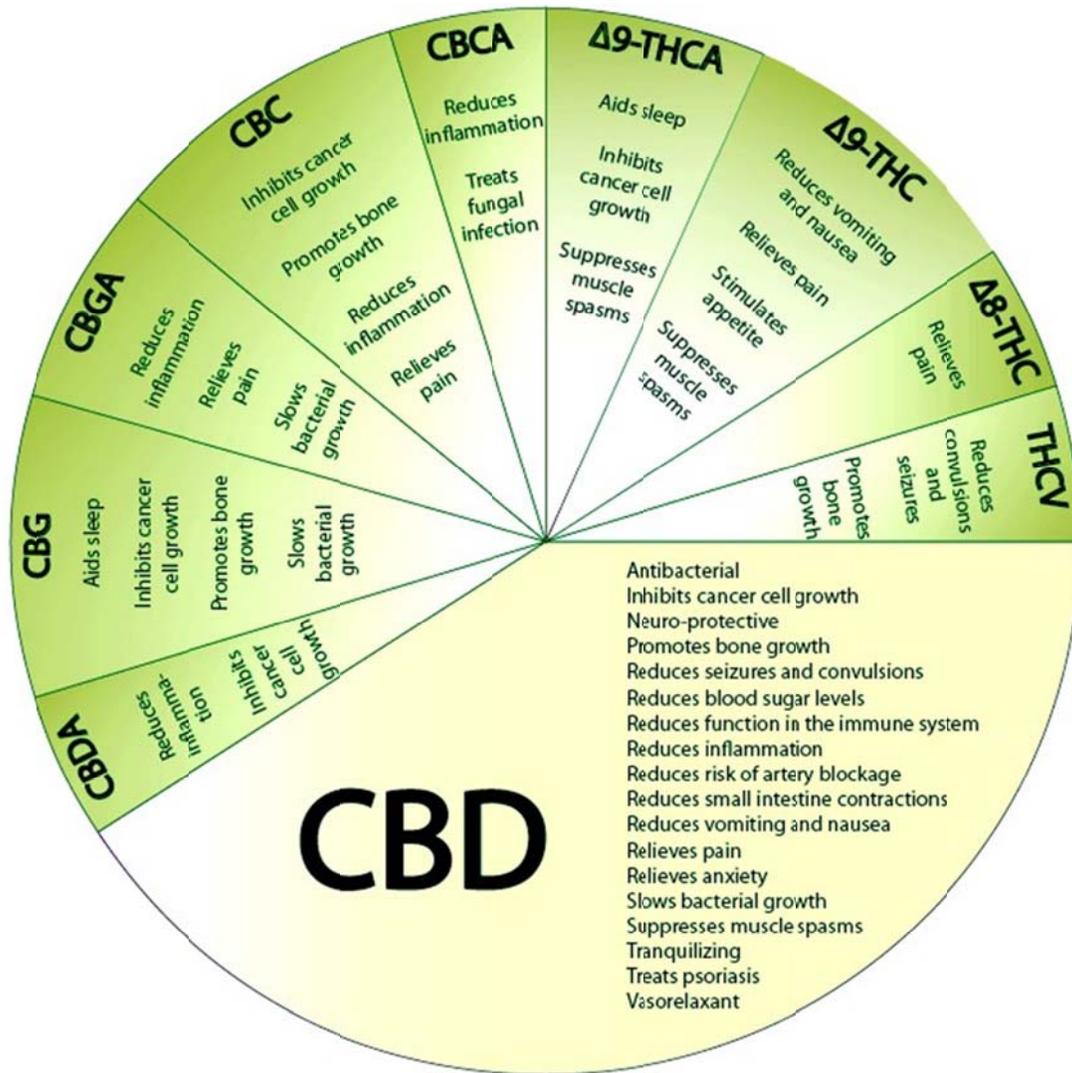
Hemp is a variety of Cannabis Sativa and is of the same plant species as marijuana. However, hemp is genetically different and distinguished by its use and chemical makeup. Hemp refers to cannabis varieties that are primarily grown as an agricultural crop. Hemp plants contain very low levels of delta-9 tetrahydrocannabinol ("THC"), marijuana's primary psychoactive chemical.

The hemp plant has provided food, clothing and shelter for the human race for over 10,000 years. Its roots go back to ancient China and India proven by the discoveries of hemp fabrics and paper in many archeological discoveries in Europe and Asia. Through time and civilizations, the many uses and benefits of hemp have been documented demonstrating the versatility in both nutritional and functional applications.

Hemp is a renewable, sustainable and environmentally friendly crop which is grown without pesticides and herbicides. No product - natural or artificial, organic or conventional – can match hemp for its natural, chemical free, environmentally friendly production. Additional advantages of hemp include: (1) it is an excellent carbon sequestration crop due to plant size; (2) extensive root systems provide very effective soil erosion prevention; and, (3) given the plant requires little to no application of chemicals such as pesticides and herbicides, no unwanted residues leak into soil and water ecosystems.

### **What are Cannabinoids?**

Cannabinoids are a group of phytochemical compounds in cannabis and hemp with diverse pharmacological effects. Cannabinoids activate receptors and signal pathways in the immune, reproductive, and nervous central and other parts of the body to produce therapeutic as well as recreational effects. Cannabinoids include delta-9-tetrahydrocannabinol, delta-9-tetrahydrocannabinolic acid ("THCA"), CBD, cannabidiolic acid ("CBDA"), cannabitol ("CBN"), cannabidiol ("CBDV"), cannabigerol ("CBG"), cannabichromene ("CBC"), cannabicyclol ("CBL"), cannabivarin ("CBV"), and others as well as botanical cannabimimetics. The benefits of different cannabinoids are shown in the pie chart below from CBD+Origin.



### *What is Cannabidiol?*

CBD is found throughout the seeds, stalk, and flowers of cannabis plants — including hemp and marijuana. Unlike many of the 100+ cannabinoids that scientists are currently aware of, CBD naturally occurs in significant quantities in cannabis, so it is easily extracted from the plant in the form of cannabis oil or powders.

Both CBD and THC are cannabinoids—chemical compounds—that can be extracted from Cannabis Sativa L. Even though their chemical structures are similar, CBD and THC target different receptors in humans, thus carrying out different functions. The well-known psychoactive effect is caused by THC, which targets cannabinoid receptors in the brain. CBD, on the other hand, exhibits low affinity to cannabinoid receptors in the brain and, so far, has proved to have little to do with the psychotropic effect of cannabis.



CBD mainly comes from industrial hemp and marijuana. Industrial hemp and marijuana are different varieties of the same plant species, *Cannabis Sativa L.* According to the U.S. Department of Agriculture’s January 2000 report “Industrial Hemp in the United States”: “Marijuana and industrial hemp are different varieties of the same plant species; *Cannabis Sativa L.* marijuana typically contains 3% to 15% THC on a dry-weight basis, while industrial hemp contains less than 1%.

Overall, CBD affects the body through its interaction with the body’s endocannabinoid system. Found in all mammals, the endocannabinoid system is tasked with regulating a wide variety of bodily functions – such as mood, appetite, sleep, hormone production, and even nervous and immune system responses. The endocannabinoid system is regularly modulating these functions in an effort to keep the body in homeostasis, helping users to feel and function at their best.

CBD is non-toxic and non-psychoactive, even at high levels, and carries no significant side effects.

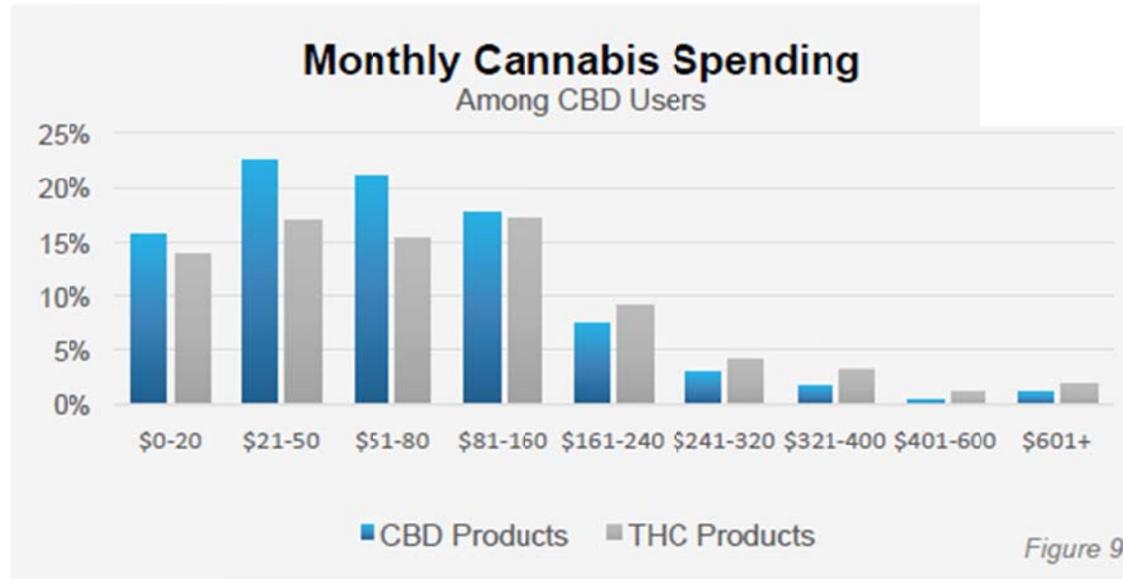
There have been many studies that have shown the benefits that CBD can have for a variety of different ailments, ailments such as epilepsy, seizures, chronic pain, inflammation and even Cancer.

### **Market and Opportunity**

The CBD market still suffers from confusion between hemp and marijuana. However, increasing legalization of cannabis across North American and growing demand for both recreational and medical cannabis are the main factors that drive the legal cannabis market and are having a positive impact on the market for products that incorporate CBD from hemp.

A major segment of the legal cannabis industry is the hemp-derived CBD market. According to a report by Forbes, Brightfield Group projects that Hemp-derived CBD will be a billion-dollar market in just three years. Brightfield Group's data estimates that hemp CBD sales have already reached US\$170 million in 2016 and will grow at a 55% CAGR over the next five years to cross the billion-dollar mark.

According to industry data, almost half of CBD users spend US\$20 to US\$80 per month on CBD products.



CBD has drawn so much interest and demand from consumers that it is incorporated into all kinds of food, beverages, cosmetics, and other products. According to PotNetwork, new CBD products introduced in 2018 include: CBD-infused beer by Long Trail Brewery; CBD shampoo by Cibaderm; sports protein powder by WillPower Regen; CBD chocolate bar by Kiva; and, CBD deodorant by Sacred Biology. CBD products for pets are also popular and are suggested for stress and anxiety, pain management, and chronic illness support.

Most importantly, consumers and industry participants alike are interested in the medicinal benefits of CBD. On June 25, 2018, the Food and Drug Administration approved the first drug marijuana-derived CBD drug which will be used to treat two rare and severe forms of childhood epilepsy. The drug, Epidiolex, was developed by GW Pharmaceuticals, PLC and contains highly purified CBD and only traces of THC. Epidiolex is approved for patients age two and older that suffer from Lennox-Gastaut and Draet syndromes.

Management of Aibeida had chosen to set up its initial facility in Oregon as there is a large CBD market in the state with many hemp growers. According to Insurance Journal, the number of hemp licenses has increased from 12 in 2015 to 353 in June of 2018, making Oregon the second highest state in active hemp cultivation after Colorado. Farmers reportedly make more than \$100,000 an acre growing hemp plants and CBD oils can sell for up to \$13,000 per kilogram.

In addition to hemp producer/processors, Aibeida's Technology can also produce CBD extracts from marijuana. According to the Oregon Liquor Control Commission ("OLCC"), the State of Oregon had 592 licensed marijuana processors as of September 4, 2018. The number of processors in the Oregon market represents both opportunity and competition to Aibeida's Technology.

According to the European Industrial Hemp Association ("EIHA"), hemp is cultivated on 33,000 hectares (2016) in the European Union. As can be seen in the graphic below, the largest cultivation members states are France and the Netherlands. Hemp is mostly produced in Europe for textiles.

### ***Marketing Plans and Strategies***

Aibeida anticipates the marketing strategy and tactics will evolve over time as Aibeida's products and branding gain momentum. In all of its efforts, Aibeida will focus on educating wholesalers, hemp producers/processors on the advantages that differentiate Aibeida's Technology from those of its competitors.

Aibeida's marketing strategies are described as follows:

- ✓ **Sales to Wholesalers:** Aibeida may test the Oregon market by distributing its CBD extracts through one or two wholesalers initially. In doing so, Aibeida can identify suitable wholesalers that recognize the benefits

of Aibeida's products and find appropriate channels for them. Once Aibeida identified reputable wholesalers, management will focus on establishing long-term contracts.

- ✓ **Management and Existing Relationships:** Aibeida management has existing relationships with hemp industry players. After years of experience as a research scientist, Dr. Xie has relationships with existing hemp and marijuana producers. Aibeida expects to leverage these relationships for distribution purposes.
- ✓ **Earned Media:** As Aibeida rolls out there is an expectation of features and news stories given it's the advantages of its Technology. Aibeida will provide media releases/kits and undertake media relations initiatives to begin getting the Aibeida concept into the public consciousness.
- ✓ **Conferences and trade shows:** Aibeida will attend industry-related trade shows and conferences to benefit from latest news and emerging trends in the industry. Furthermore, conferences and trade shows may serve as a great network for seeking further distribution channels and partnerships.

### *Competitive Conditions*

#### *CBD Competitors*

The market for CBD is so fragmented –according to Brightfield Group data, more than 150 brands of hemp-derived CBD products and more than 850 brands of marijuana-derived CBD products are currently being sold through dispensaries in the US, with more than two hundred additional hemp brands being sold online, through glass shops, doctor's offices or health food shops. A sampling of competitors is provided below.

**Medical Marijuana, Inc. (OTC: MJNA)** is the first publicly traded cannabis company in the United States. Aibeida offers CBD hemp oil products designed specifically for athletes and those who are subject to drug tests. Aibeida also partnered with the lifestyle website POPSUGAR. A February 4, 2018, article on the POPSUGAR website entitled "*14 of the Best CBD Products We're Obsessed With - You Need to Try These ASAP*" showcases Medical Marijuana, Inc.'s Cannabis Beauty Defined CBD Anti-Aging Serum and talks about how the product is like a "miracle syrup" for the face and body that provides moisture to patches of dry and inflamed skin. Medical Marijuana, Inc. subsidiary HempMeds®, the first distributor and retailer of CBD hemp oil products. HempMeds® services all 50 US states and over 40 countries across the world.

**United Cannabis Corporation (OTCQB: CNAB)** is a biotechnology company dedicated to the development of phyto-therapeutic based products supported by patented technologies for the pharmaceutical, medical, and industrial markets. On February 1, 2018, Aibeida announced that it has established a Limited Partnership between Aibeida, LASCO Manufacturing Limited (LASCO) and United Cannabis' Jamaican Partner, Cannabinoid Research & Development Co. Ltd. Aibeida also announced that it has signed an exclusive License Agreement with LASCO to produce Aibeida's CBD water and other Bio Nutrient Medicinals in the form of Capsules, Sublinguals, Roll-ons, and Balms for the English-speaking Caribbean and Central America, excluding Mexico.

**CV Sciences, Inc. (OTCQB: CVSI)**, located in Las Vegas, Nevada, focuses on drug development activities on products containing CBD as the active pharmaceutical ingredient, and also is engaged in the sale of CBD, and the development, marketing and sale of end consumer products containing CBD, which is refined into its own PlusCBD Oil™ brand.

**mCig, Inc. (OTCQB: MCIG)**, is a biotech company which focuses on cannabis-industrial hemp, cannabinoid research, and development, nutraceuticals and pharmaceuticals. Aibeida recently announced plans to launch an innovatively advanced hemp CBD-based formula for pets.

**PotNetwork Holding Inc. (OTC: POTN)**, through its subsidiary Diamond CBD Inc., focuses on research, development, and sale of premium hemp extracts that contain a broad range of cannabinoids and natural hemp derivatives. Diamond CBD, Inc., has launched the Meds BioTech product line, which expands Aibeida's product marketing and distribution into health-focused distribution channels, such as vitamin shops, health product stores, gyms, chiropractic offices and physicians' offices, which Aibeida regards as a new industry sector for the distribution of its products.

### ***Other Extraction Methods***

Alternative methods of extraction of CBD from dried cannabis flower and/or hemp using different solvents or techniques include but are not limited to: butane, olive oil, dry ice, and ethanol/alcohol.

Butane creates a cannabis-derived oil known as butane hash oil (“**BHO**”). In a basic BHO extraction the first step, known as a ‘wash,’ involves passing butane through a column containing the plant material. The butane strips the cannabinoids, terpenes, waxes, lipids, and other chemical compounds from the plant material. The butane must then be separated, or ‘purged’ from the extracted plant oil. This can be done through heating, by vacuum, or through some combination of the two. Some producers will go one step further and pass the butane through cryogenic ‘de-waxing’ column after the wash step. The low temperature inside the column causes the waxes and lipids to become less soluble and precipitate out of the BHO solution as they are usually solids at cooler temperatures.

Even with proper training, equipment, and environment, BHO extraction systems can be dangerous. Washington, Colorado, and Oregon have all reported an increase in BHO explosions since cannabis legalization, even though Colorado and Oregon have tight restrictions on BHO production. In 2014, there were three BHO extraction explosions, 30 injuries, and 32 explosion related deaths.

Olive oil is the most commonly used substance for extractions performed at home. The first step involves ensuring the raw plant material is decarboxylated. In layman’s terms, it means individuals have to heat the plant at a certain temperature for a specific length of time to activate the plant’s chemicals.

The dry ice extraction method is another method of CBD extraction that can be performed at home although it takes a bit more time and effort than its olive oil equivalent.

Ethanol/alcohol extracts the full range of cannabinoids and terpenes from the plant which makes the end product safe for consumption, it also extracts chlorophyll which may lead to some unpleasant side effects. The chlorophyll can be removed by filtering the extract but doing so significantly reduces the oil’s potency.

### ***Extraction Technology Competitors***

In general, Aibeida’s competitors are extraction firms that use any of the extraction technology noted in section 5.6.2. Due to the advantages of the Technology, Aibeida management is confident Aibeida will quickly grow its customer base. In terms of extraction technology competitors, one of the largest competitors to its Technology is ExtractionTek Solutions. A brief description on ExtractionTek Solutions is provided below.

ExtractionTek Solutions (“**ETS**”) is a private firm established in 2011 in Englewood, Colorado. The firm specializes in manufacturing closed-loop extraction equipment designed for propane and butane extraction. ETS offers three different closed-loop extraction machines with different processing speeds: The-1300™, The Modular Extraction Platform™ (The MeP™), and the miniMeP™. According to ETS’ website, the firm has sold over 500 extractors. Due to its strategic location, the firm caters to Colorado’s recreational and/or medicinal marijuana industries. ETS’ clients include: Xtracted Labs; Harmony Extracts; LoudPack Extracts; and, Concentrate Supply Co.

### **Guideline Public Company Analysis**

As outlined in the table below, there are a number of companies involved in producing CBD extracts and related products whose shares trade on the TSXV, the CSE, the NASDAQ, and the OTC Market (“**OTC**”). Many of the companies listed below have rapidly expanded their operations through acquisitions. Several the companies below have multiple facilities and generated substantial revenues. Figures below in \$ millions for companies trading on the TSV and CSE. Figures in US\$ millions for companies trading on the NASDAQ and OTC.

Company Name	Ticker	Exchange	Market Capitalization	Enterprise Value	TTM Revenue
NightFood Holdings, Inc.	NGTF	OTC	\$12.6	\$13.1	\$0.1
Terra Tech Corp.	TRTCD	OTC	\$137.2	\$145.9	\$38.5
General Cannabis Corp.	CANN	OTC	\$97.2	\$89.7	\$4.0
GW Pharmaceuticals plc	GWPH	NASDAQ	\$41,120.7	\$40,798.5	\$11.0

Company Name	Ticker	Exchange	Market Capitalization	Enterprise Value	TTM Revenue
INSYS Therapeutics, Inc.	INSY	NASDAQ	\$494.5	\$389.6	\$109.5
Neptune Technologies & Bioresources Inc.	NEPT	NASDAQ	\$226.6	\$208.1	\$26.3
Zynerba Pharmaceuticals, Inc.	ZYNE	NASDAQ	\$117.2	\$74.1	\$0.0
Indiva Limited	NDVA	TSXV	\$47.8	\$19.7	\$0.0
Kalytera Therapeutics Inc.	KALY	TSXV	\$14.7	\$28.3	\$0.0
Isodiol International Inc.	ISOL	CSE	\$110.7	\$95.8	\$19.1
Future Farm Technologies Inc.	FFT	CSE	\$32.0	\$36.6	\$1.8
Phivida Holdings Inc.	VIDA	CSE	\$33.0	\$23.6	\$0.0
RISE Life Science Corp.	RLSC	CSE	\$15.0	\$15.8	\$0.0
Xanthic Biopharma Inc.	XTHC	CSE	\$13.9	\$12.3	\$0.0
EV = Market Capitalization less Cash plus Debt					

CBD products represent such a large market opportunity that it has already attracted investment and activity from many industry players, including INDIVA Limited, Lexaria Bioscience Corp., and United Cannabis Corporation. Most of these companies are currently operating in the medical and/or recreational marijuana industries and seeking to penetrate the CBD products market. Similar to Aibeida, these companies are relying on innovative technology that will incorporate cannabinoids into products. Some recent transactions are described below.

On April 26, 2018, INDIVA Limited (“**INDIVA**”) announced it had signed an exclusive license agreement and agreed to an investment in DeepCell Industries (“**DeepCell**”), a Seattle-based technology company. With the license agreement, INDIVA acquired the exclusive rights in Canada to manufacture DeepCell’s cannabis-infused products by using DeepCell’s Crystal Fusion™ technology. The Crystal Fusion™ technology reportedly fuses cannabinoids with sugar or salt, so that cannabinoids become water soluble and stable. Terms of the licensing agreement were not disclosed.

On April 25, 2018, Lexaria Bioscience Corp. (“**Lexaria**”) announced it had signed a five-year semi-exclusive technology licensing agreement with GP Holdings LLC (“**GP**”) whereby Lexaria granted GP the rights to use the firm’s DehydraTECH™ technology. The DehydraTECH™ technology can deliver active pharmaceutical ingredients via processed food or beverages, as well as capsules and pills. The technology will be used to develop high absorption, fast-acting cannabis-infused beverages in California. Terms of the licensing agreement were not disclosed.

On January 25, 2018, United Cannabis Corporation (“**United**”) announced it had entered into a non-exclusive licensing agreement with Harborside Health Association LLC (“**HHA**”). United assigned HHA the rights to methodologies for manufacturing United’s proprietary line using United’s patented technology. United’s line of products is Prana Therapeutics, which is targeted therapeutics for the prevention of the negative side effects of chemotherapy, management of rheumatoid arthritis and treatment of brain cancer. Terms of the agreement were not disclosed.

### **Regulatory Issues**

#### **Hemp Derived Cannabidiol in the US**

Currently 47 states allow the sale of CBD, 29 states have legalized medical cannabis which includes CBD and there are 18 more that allow the sales of CBD only for medical purposes. And these state laws are continuing to change as more states legalize cannabis and/or CBD, whether for recreational or medicinal use.

In June of 2018, the US Senate passed its version of the 2018 Farm Bill, S.3042 (115), which included the *Hemp Farming Act* of 2018. The *Hemp Farming Act* of 2018 is a proposed law to remove hemp from Schedule I controlled substances and making hemp and popular products like hemp-derived CBD permanently legalized and treated as agricultural commodities. The current version of the farm act, the *Agricultural Act* of 2014 (“**2014 Farm Act**”), expires on September 30, 2018. It includes the industrial hemp provisions that currently govern the hemp industry. If the 2014 Farm Act is allowed to expire without a replacement, then the US hemp industry will be in an uncertain state of flux.

There is no guarantee that the 2018 Farm Bill will be passed before the 2014 Farm Act expires in September. A compromise farm act may pass, but there are no guarantees that it will include any hemp provisions at all.

In August 2017, Representative Comer introduced the *Hemp Farming Act* of 2017 and various associations, lobbyists and industry stakeholders are committed to removing hemp from the Controlled Substances Act (“CSA”). On April of 2018 then Senate Majority Leader, Mitch McConnell, introduced a bill that would remove industrial hemp from the federal government’s schedule of controlled substances. The Hemp Farming Act of 2018 stipulates that hemp will be legalized and removed from the CSA and also makes industrial hemp eligible for crop insurance. Due to the complexities of cannabis extracts, on December 14, 2016, the U.S. Drug Enforcement Agency (“DEA”) implemented a rule regarding marijuana extracts called “*Final Rule Establishing A New Controlled Substance Code Number (Drug Code) for Marijuana Extract.*” The DEA definition for “marijuana extract” is an extract containing one or more cannabinoids that has been derived from any plant of the genus *cannabis*, other than the separated resin (whether crude or purified) obtained from the plant.

On March 9, 2017, the DEA published a “*Clarification of the New Drug Code (7350) for Marijuana Extract.*” According to the clarification: “Because recent public inquiries that DEA has received following the publication of the final rule suggest there may be some misunderstanding about the source of cannabinoids in the cannabis plant, we also note the following botanical considerations. As the scientific literature indicates, cannabinoids, such as tetrahydrocannabinols (THC), cannabiniols (CBN) and cannabidiols (CBD), are found in the parts of the cannabis plant that fall within the CSA [*Controlled Substances Act*] definition of marijuana, such as the flowering tops, resin and leaves.”

On February 7, 2014, the *Agricultural Act* of 2014 (aka, the Farm Bill) contained section 7606 titled “*Legitimacy of Industrial Hemp Research,*” and gave authorization to state departments of agriculture and institutions of higher learning in states that have legalized hemp cultivation to grow the crop for research and pilot programs. The USDA definition for “industrial hemp” is that which “includes the plant *Cannabis Sativa L.* and any part or derivative of such plant, including seeds of such plant, whether growing or not, that is used exclusively for industrial purposes (fiber and seed) with a tetrahydrocannabinols concentration of not more than 0.3 percent on a dry-weight basis.”

Based on available evidence, the U.S. Food and Drug Administration (“FDA”) has concluded THC and CBD products are excluded from the dietary supplement definition under sections 201(ff)(3)(B)(i) and (ii) of the *Federal Food, Drug, and Cosmetic Act* (“FD&C”), respectively. Under those provisions, if a substance (such as THC or CBD) is an active ingredient in a drug product that has been approved under 21 U.S.C. § 355 (section 505 of the FD&C), or has been authorized for investigation as a new drug for which substantial clinical investigations have been instituted and for which the existence of such investigations has been made public, then products containing that substance are outside the definition of a dietary supplement. FDA considers a substance to be “authorized for investigation as a new drug” if it is the subject of an investigational new drug application (“IND”) that has gone into effect. Under FDA’s regulations (21 CFR 312.2), unless a clinical investigation meets the limited criteria in that regulation, an IND is required for all clinical investigations of products that are subject to section 505 of the FD&C.

There is an exception to sections 201(ff)(3)(B)(i) and (ii) if the substance was “marketed as” a dietary supplement or as a conventional food before the drug was approved or before the new drug investigations were authorized, as applicable. However, based on available evidence, FDA has issued guidance that this is not the case for THC or CBD.

### **Hemp Derived Cannabidiol in Europe**

There is no restriction in Polish legislation preventing CBD use. Hemp has been legally cultivated in Poland for centuries. Only varieties with a THC content not exceeding 0.2 % may be used. Accordingly, hemp-derived CBD extracts and products are legal in Poland.

According to the European Monitoring Centre for Drugs and Drug Addition, it is legal to cultivate and supply cannabis plants for hemp fibre if they have low levels of THC. Hence, European Union member states may legally cultivate hemp. CBD oil, however, is only legal in certain member states. According to Daiba Organic Ltd. (“Daiba”), a distributor of CBD products in the European Union, CBD oil is legal in Poland, France (up to 0.2% THC), Spain, Austria, Bulgaria, Sweden, Finland, Hungary, Latvia, Luxembourg, Portugal, the Netherlands, Italy, Switzerland, Croatia, Belgium, Slovenia, Czech Republic, Estonia, Greece (less than 0.2% THC), Ireland (less than 0.2% THC), Lithuania, and Romania.

In Malta, Germany, and Denmark, consumers must obtain a doctor's prescription to legally use CBD. In the Republic of Cyprus, CBD is only legal if it is derived from industrial hemp and complies with THC limits. In Slovakia, CBD is illegal.

### **Aibeida's Technology**

The Technology is co-owned by Aibeida and HZAT, each holding 50% ownership interest. HZAT has spent three and a half years and approximately \$2.0 million on developing the Technology. The Technology incorporates high-performance liquid chromatography ("HPLC") which has stronger separation capability, higher extraction efficiency, and lower processing costs when compared to traditional extraction techniques. HPLC has been successfully applied to the industrial production of tea polyphenols (green tea powder), stevia, ginkgo flavonoids, ginsenosides, vitamins, resveratrol, and other products.

HPLC is widely used as an analytical tool to support the results in a Certificate of Analysis ("COA"), a document issued by quality assurance departments or research labs that confirm a tested product meets certain specifications. HPLC has been developed into a new industrial scale method to separate organic substances within a mixture. Column chromatography is one of the most useful extraction methods for plant material and in removing traces of pesticides from compounds. Conventional extraction methods can produce concentrates, but it is difficult to use these methods to separate cannabinoids in a cost-effective manner. Aibeida management indicates the Technology has demonstrated its abilities in producing full-spectrum hemp oil, 99% crystallized CBD isolates, and separation of individual cannabinoids from hemp. Aibeida has conducted extraction tests at a facility in Oregon and has produced videos and images of its extraction results.

### **CBD99**

The Firwood Facility is located in Sandy, Oregon. CBD99 obtained a Land Use Compatibility Statement ("LUCS") from the ODA in August of 2018. It also received its Industrial Hemp Handler License on August 28, 2018. The facility is an existing 5,000 square feet warehouse located in a cannabis-designed industrial park known as Firewood Industrial Park.

Currently, certain extraction equipment and fillers have been sent to Oregon and are stored in a neighboring extraction facility. Additional equipment will be sent by HZAT to the Firwood Facility. Once operational, the Firwood Facility is expected to produce 20kg of CBD oil from 200kg of raw hemp material daily. On an annual basis, Aibeida management estimates the facility can produce up to 6,000kg of CBD oil.

Management of Aibeida has prepared a mock-up of the functional layout of the Firwood Facility and currently obtaining quotes from contractors for the renovations. The renovation work involves interior modifications to the facility to build extraction rooms, a testing area, and a packaging area for producing CBD extracts.

Aibeida management has estimates the renovations will require \$200,000 and take six months for completion. As management expects the Acquisition and Financing to be completed in Q4 of 2018, the facility is expected to commence production starting Q1 of 2019. Management of Aibeida expects some time is required to set up and install equipment and accordingly sales are not expected until Q2 of 2019.

### **Poland Co.**

Pacific Link in collaboration with Aibeida, plans to establish PolandCo from which it will conduct its operations. Pacific Link is in the process of evaluating properties for setting up the Poland Facility. Through management's connections with hemp industry participants, Pacific Link is currently negotiating a wholesale agreement with a contact in Poland. Certain extraction equipment and fillers have been shipped to Poland in preparation for the establishment of the Polish Facility. Following the Acquisition, the Resulting Issuer will form an operations team to be permanently stationed in Poland to oversee the setup and development of Poland Co.

The Poland Facility is expected to be identical in size and production capacity to the Firwood Facility. Management estimates it will require six months to establish the Poland Facility with commencement of production starting in early 2019. Management expects some time is required to set up and install equipment and accordingly sales are not expected until the spring of 2019.

## Dividends

Aibeida has not declared or paid any dividends on the Aibeida Shares since its incorporation and does not intend to pay any prior to completion of the Acquisition.

## Selected Financial Information and Management's Discussion and Analysis

The following table sets out certain selected financial information of Aibeida for the periods indicated which was extracted from annual audited financial statements.

### *Annual Information*

The following table presents selected financial information of Aibeida from incorporation to August 31, 2018. The table should be read in conjunction with the audited consolidated financial statements of Aibeida for the period from incorporation to August 31, 2018. The audited consolidated and the respective notes thereto are set out in Schedule "B" to this Circular. This table contains financial information derived from financial statements that have been prepared in accordance with IFRS.

	<b>Period from Incorporation on May 23, 2018 to Aug. 31, 2018 (audited)</b>
Total revenue	Nil
Income from operations	Nil
Net income (loss)	(\$170,998)
Total assets	\$3,104,042
Total liabilities	\$124,835

### *Management's Discussion and Analysis*

Management's discussion and analysis of the financial condition and results of operations of Aibeida for the period from incorporation to August 31, 2018 and is attached to this Circular as Schedule "C". This management's discussion and analysis should be read in conjunction with the consolidated financial statements and the accompanying notes thereto attached to this Circular as Schedule "B".

Certain information included in such management's discussion and analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See the section titled "*Forward Looking Statements*" above.

### **Description of the Securities**

The authorized capital of Aibeida consists of an unlimited number of ordinary shares. As at the Record Date, there are 15,980,000 Aibeida Shares issued and outstanding. The holders of the Aibeida Shares are entitled to vote at all meetings of shareholders of Aibeida Shares, to receive dividends if, as and when declared by the directors and to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of Aibeida. The Aibeida Shares carry no pre-emptive rights, conversion or exchange rights, redemption, retraction, repurchase, sinking fund or purchase fund provisions. There are no provisions requiring the holder of Aibeida Shares to contribute additional capital and no restrictions on the issuance of additional securities by Aibeida. There are no restrictions on the repurchase or redemption of Aibeida Shares by Aibeida except to the extent that any such repurchase or redemption would render Aibeida insolvent. There are currently no outstanding warrants or options exercisable to acquire any Aibeida Shares.

## Consolidated Capitalization

The following table sets forth the capitalization of Aibeida as at the Record Date:

	Authorized	Outstanding as at the date of this Circular	Outstanding as at August 31, 2018
Aibeida Shares	unlimited	15,980,000	15,980,000

See “*Information Concerning Aibeida – Prior Sales*” below.

## Prior Sales

During the 12-month period preceding the date of this Circular, Aibeida issued the following securities:

Date	Type of Transaction	Number and Type of Securities	Proceeds
May 23, 2018	Private placement	10,000 Aibeida Shares	\$1,660 <sup>(1)</sup>
June 30, 2018	Asset acquisition	15,970,000 Aibeida Shares	\$3,176,433 <sup>(2)</sup>

<sup>(1)</sup> 10,000 Hong Kong dollars converted into Canadian currency at a rate of 6.02 Hong Kong dollars per \$1.00 Canadian.

<sup>(2)</sup> 15,970,000 RMB converted into Canadian currency at a rate of 5.03 Renmimbi.

## Stock Exchange Price

As of the date of this Circular, the Aibeida Shares are not listed for trading on any recognized stock market.

## Escrowed Securities

There are no Aibeida Shares held in escrow or subject to hold restrictions (other than those normally applicable to the transfer of shares of private corporations) as of the date of this Circular.

## Principal Shareholders

To the knowledge of the directors and executive officers of Aibeida, no persons beneficially own, directly or indirectly, or exercise control or direction over shares carrying more than 10% of the voting rights attached to all outstanding Aibeida Shares, as of the date hereof, other than:

Name	No. of Aibeida Shares	Percentage of Issued Aibeida Shares
Clever Splendor Limited <sup>(1)</sup>	8,149,800	51%
H.K. Gimaras Industrial Co., Limited <sup>(2)</sup>	7,830,200	49%

<sup>(1)</sup> A company controlled by Dr. Shuang Xie.

<sup>(2)</sup> A company controlled by Giamiao Ji.

## Directors and Officers

The following table sets out the name of director, the positions and offices which they presently holds with Aibeida, respective principal occupations within the five preceding years and the number of shares of Aibeida which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the Record Date:

Name, jurisdiction of residence and position/Offices	Principal occupation or employment and, if not a previously elected director or officer, occupation during the past five years	Director/Officer Since	Number of Aibeida Shares beneficially owned, controlled or directed, directly or indirectly
Dr. Shuang Xie Richmond, B.C. Canada Director	Independent research and technical consultant; Chief Technology Officer Abattis Bioceuticals Corp. (November 2016 - December 2017)	May 23, 2018	8,149,800 <sup>(1)</sup>

<sup>(1)</sup> Shares held by Clever Splendor.

For a description of the principal occupation and background of each of the members of management of Aibeida, please see “*Information Concerning Resulting Issuer - Management*” information.

### **Corporate Cease Trade Orders or Bankruptcies**

To the knowledge of management of Aibeida, there has been no director or officer, or any shareholder holding a sufficient number of securities of Aibeida to affect materially the control of Aibeida that is, or within the 10 years before the Record Date has been, a director or officer of any other issuer that, while that person was acting in that capacity was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under Canadian securities legislation, for a period of more than 30 consecutive days; or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, Acquisition or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

### **Personal Bankruptcies**

To the knowledge of management of Aibeida, there has been no director or officer, or any shareholder holding a sufficient number of securities of Aibeida to affect materially the control of Aibeida, or a personal holding company of any such person that has, within the 10 years before the Record Date, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, Acquisition or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

### **Penalties or Sanctions**

To the knowledge of management of Aibeida, no director or officer, or any shareholder holding a sufficient number of securities of Aibeida to affect materially the control of Aibeida, 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 be considered important to a reasonable investor in making an investment decision.

### **Conflicts of Interest**

There are potential conflicts of interest to which the director of Aibeida may be subject in connection with the operations of Aibeida. In particular, the director of Aibeida is involved in managerial or other positions with other companies whose operations may, from time to time, be in direct competition with those of Aibeida or with entities which may, from time to time, provide financing to, or make equity investments in, competitors of Aibeida. Conflicts, if any, will be subject to the procedures and remedies available under the applicable corporate law.

### **Indebtedness of Directors, Executive Officers and Senior Officers**

No person who is or at any time since the commencement of Aibeida’s last completed financial year was a director, executive officer or senior officer of Aibeida, and no associate of any of the foregoing persons, has been indebted to Aibeida at any time since the commencement of Aibeida’s last completed financial year. No guarantee, support agreement, letter of credit or other similar Acquisition or understanding has been provided by Aibeida at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

### Interest of Management and Others in Material Transactions

Except as disclosed elsewhere in this Circular and below, the directors, executive officers and principal shareholders of Aibeida or any associate or affiliate of the foregoing have had no material interest, direct or indirect, in any transactions in which Aibeida has participated within the three-year period prior to the Record Date, which has materially affected or will materially affect Aibeida.

The table below shows the number of Aibeida Shares held as of the date of this Circular by the directors and officers of Aibeida, the number of Resulting Issuer Shares they will receive on the Effective Date based on the number of Aibeida Shares they currently hold and the percentage of the outstanding Resulting Issuer Shares held on the Effective Date.

Shareholder	Aibeida Shares held as of the date of this Circular	Resulting Issuer Shares to be issued in exchange for Aibeida Shares held	Total Number of Resulting Issuer Shares to be held upon completion of Acquisition and Maximum Financing	Percentage of Resulting Issuer Shares
Clever Splendor Limited <sup>(1)</sup>	8,149,800	8,149,800	8,149,800	12.5%

(1) A company controlled by Dr. Shuang Xie.

### Executive Compensation

Unless otherwise noted the following information is for Aibeida's audited financial period ended August 31, 2018.

#### *Named Executive Officers*

For the purposes of this Circular, a Named Executive Officer (or NEO) of Aibeida means each of the following individuals:

- (i) a CEO of Aibeida;
- (ii) a CFO of Aibeida; and
- (iii) each of Aibeida's three most highly compensated executive officers, or individuals acting in a similar capacity, other than the CEO and CFO, at the end of, or during, the most recently completed financial year if their individual total compensation was more than \$150,000 for that financial year.

Dr. Shuang Xie, the sole director of Aibeida, as at the most recently completed financial is a NEO of Aibeida for purposes of this disclosure.

#### *Compensation Discussion and Analysis*

As Aibeida has only recently been incorporated and has not entered into any employment or consulting agreements with its director or officer, it has not developed any formal policies regarding compensation.

#### Annual Cash Incentives

The objectives of annual incentives in the form of cash payments are designed to add a variable component of compensation. Given that Aibeida is a junior technology company with no source of cash flow other than financings and from the sale of Riot Shares, the objectives are not necessarily based on company performance factors such as stock prices and earnings per share and can be subjective to a certain degree. The objectives are based more on the general improvement of Aibeida in terms of successful corporate targets such as financings, the development of Aibeida's assets and corporate strategy, general marketing activities, and other factors as determined by the Board. These factors are assessed against the objectives of Aibeida in light of the external environment and current business situation.

### **Summary Compensation Table**

The following table (presented in accordance with National Instrument Form 51-102F6 (“**Form 51-102F6**”) sets forth a summary of executive compensation for all annual and long-term compensation for services in all capacities to Aibeida for the period from incorporation to August 31, 2018 (to the extent required by Form 51-102F6) in respect of each of the NEOs.

As at August 31, 2018, Aibeida had one NEO, namely its sole director. The following table presented in accordance with National Instrument Form 51-106F6 sets forth a summary of the compensation paid to the NEO for the most recently completed financial period.

Name and Principal Position	Year <sup>(1)</sup>	Salary	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation
					Annual incentive plans	Long-term incentive plans			
Dr. Shuang Xie	Nil	Nil	Nil	Nil	Nil	Nil	Nil	\$40,000 <sup>(2)</sup>	\$40,000 <sup>(2)</sup>

<sup>(1)</sup> From incorporation on May 29, 2018 to August 31, 2018.

<sup>(2)</sup> Consulting fees paid to Dr. Shuang Xie.

### **Outstanding share-based awards and option-based awards**

There are no outstanding share-based or option-based awards held by its Aibeida NEO.

### **Management Contracts**

Aibeida has not entered into any management contracts.

### **Non-Arm’s Length Party Transactions**

Aibeida has not acquired any assets or any services from a director or officer, principal security holder or an Associate or Affiliate of any such person in the 24 months prior to the date of this Circular, other than those disclosed in Aibeida’s financial statements attached to this Circular as Schedule “C”.

### **Auditor, Transfer Agent and Registrar**

The auditors of Aibeida are Davidson & Company LLP, of Vancouver, British Columbia, Canada, who prepared the auditors’ report for the audited financial statements for the period from incorporation to August 31, 2018. As at the date hereof, Aibeida does not have a third-party transfer agent and registrar.

### **Legal Proceedings**

There are no legal proceedings to which Aibeida is, or has been, a party or of which any of its property is, or has been, the subject matter, and to the knowledge of the management of Aibeida, there are no such proceedings contemplated.

### **Material Contracts**

Aibeida has not entered into any material contracts outside the ordinary course of business prior to the date hereof other than:

1. Conveyance of Assets and Technology Agreement dated June 30, 2018 made among Aibeida, HZAT, Clever Splendor and H. K. Gimaras (see “*Information Concerning Aibeida – General Development of the Business*”);
2. Equipment Distribution Agreement dated June 30, 2018 made between Aibeida and HZAT (see “*Information Concerning Aibeida – General Development of the Business*”);

3. Letter Agreement dated July 16, 2018 between Aibeida and Pacific Link (See “*Information Concerning Aibeida – General Development of the Business*”);
4. Lease Agreement dated August 16, 2018, made between Aibeida and CBD99 and Firwood Industrial Park LLC (See “*Information Concerning Aibeida – General Development of the Business*”);
5. Loan Agreement dated August 15, 2018, made between Aibeida and Pacific Link (See “*Information Concerning Aibeida – General Development of the Business*”); and
6. Definitive Agreement dated September 18, 2018 among Pacific Link, Clever Splendor, HK Gimaras and Aibeida (See “*Particulars of Matters to be Acted Upon – The Acquisition*”).

All of the contracts specified above may be inspected at the main offices of Pacific Link at Suite 2060 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 3P3, during normal business hours up to the date of the Meeting.

## **RISK FACTORS**

**An investment in Resulting Issuer Shares should be considered highly speculative due to the nature and immaturity of Aibeida’s business and operations. In addition to the other information in this Circular and to the risk factors contained in the financial statements and MD&A of Aibeida and Pacific Link incorporated by reference herein, an investor should carefully consider each of, and the cumulative effect of the following factors, which assume the completion of the Acquisition.**

### **Completion of the Acquisition**

Each of Pacific Link and Aibeida has the right to terminate the Definitive Agreement in certain circumstances. Accordingly, there is no certainty, nor can the Parties provide any assurances that the Definitive Agreement will not be terminated by either of the Parties before the completion of the Acquisition. Additionally, the completion of the Acquisition is subject to several conditions under the Definitive Agreement. See “*Particulars of Matters to be Acted Upon - The Acquisition – the Definitive Agreement - Conditions to the Acquisition*”. If any of those conditions are not satisfied or waived, the Acquisition may not be completed. There is no certainty, nor can the Parties provide any assurances that the conditions in the Definitive Agreement will be satisfied.

### **Early Stage Company**

Aibeida is engaged in developing a new business which may or may not be successful on a commercial basis. Aibeida may not realize the anticipated benefits of the Acquisition. Achieving the benefits of the Acquisition will depend on successfully building a commercially viable cannabis derivative extraction business. The required efforts could exceed management resources and the availability of capital.

### **Competition**

The cannabis derivative extraction business is competitive in all of its phases. Aibeida competes with other businesses and individuals, including companies with greater financial, technical and human resources. Aibeida’s ability to operate a viable business in the future will depend not only on its ability to develop its technology, but also to attract and retain a sufficient number of customers that value the benefits of the service it offers. There is no assurance that Aibeida will be able to compete successfully with others in these markets.

### **No Operating History and Financial Resources**

Aibeida does not have an operating history and has no operating revenues and is unlikely to generate significant revenue in the immediate future. It anticipates that its existing cash resources will be sufficient to cover projected funding requirements for the ensuing year. If its technology development program is successful, additional funds may be required for further development and services marketing. Aibeida has limited financial resources and there is no assurance that sufficient additional funding will be available to fulfill its obligations for further services and market development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further research and development and could cause Aibeida to lose competitive advantage or reduce or terminate its operations.

**Government Regulation**

The current operations of Aibeida, including research and development activities and the commencement and continuation of commercialization of its services, could require business licenses, permits or other approvals from various foreign, federal, state and local governmental authorities and such operations are or will be governed by laws and regulations relating to service liability, exports, taxes, labour standards, occupational health and safety, land use, environmental protection, and other matters.

There can be no assurance that Aibeida will obtain on reasonable terms, or at all, the permits and approvals, and the renewals thereof, which it may require for the conduct of its current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any project which Aibeida may undertake. Possible future environmental and tax legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays to Aibeida's planned development and operations, the extent of which cannot be predicted.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in the sales of services may be required to compensate those suffering loss or damage by reason of product service and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

**Title to Property**

Aibeida has taken precautions to ensure that it holds the legal title to its intellectual property interests. There can be no assurance that Aibeida's intellectual property interests will be able to be commercialized into marketable services, or that such intellectual properties will not be challenged or impugned. Third parties may have valid claims to such intellectual properties, which may be subject to prior registered rights or copyrights, and Aibeida's title may also be affected by undetected defects or denial of pending applications. If a title defect exists, or such applications are denied, it is possible that Aibeida may lose all or part of its interest in the intellectual properties to which such defects or denials relate.

**Potential Profitability Depends Upon Factors Beyond the Control of Aibeida**

The potential profitability of Aibeida's intellectual properties is dependent upon many factors beyond Aibeida's control. For instance, world events are unpredictable, volatile, potentially subject to governmental interference, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that changes in technology or its application can adversely affect Aibeida's profitability and, possibly, the economic viability of its services. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, or other production inputs. Such costs will fluctuate in ways Aibeida cannot predict and are beyond Aibeida's control, and such fluctuations will impact profitability. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for research and development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of Aibeida.

**Currency Fluctuations**

Aibeida maintains its accounts in Canadian dollars. Operations of Aibeida in countries other than the United States are subject to currency fluctuations and such fluctuations may materially affect the financial position and results of Aibeida. Aibeida is subject to the risks associated with the fluctuation of the rate of exchange of the U.S. dollar and foreign currencies, in particular the Euro. Aibeida does not currently take any steps to hedge against currency fluctuations, although it may elect to institute hedging practices in the future. There can be no assurance that steps taken by Aibeida to address foreign currency exposure will eliminate all adverse effects and, accordingly, Aibeida may suffer losses due to adverse foreign currency fluctuations.

**Foreign Exchange**

Aibeida may be subject from time to time to foreign exchange controls in countries outside of Canada and the United States, although no such claims are currently known to Aibeida.

**Price Volatility and Lack of Active Market**

In recent years, the securities markets in Canada, the United States and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for Aibeida's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

**Key Executives**

Aibeida will be dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of Aibeida are likely to be of importance. Technology and market development is highly dependent upon the technical skill, expertise and ingenuity of the personnel involved. Due to the relatively small size of Aibeida, the loss of these persons or Aibeida's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. Aibeida does not currently carry any key man life insurance on any of its executives.

**Conflicts of Interest**

Certain of the directors and officers of Aibeida will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of Aibeida may become subject to conflicts of interest. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the applicable corporate law. To the knowledge of proposed management of Aibeida, as at the date hereof there are no existing or potential material conflicts of interest between Aibeida and a proposed director or officer of Aibeida.

**Dilution**

Issuances of additional securities under future financings will result in dilution of the equity interests of persons who are currently shareholders or who become shareholders of Aibeida.

**Dividends**

Aibeida has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for services and market development. Any future determination to pay dividends will be at the discretion of the Board of Directors of Aibeida and will depend on Aibeida's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of Aibeida deem relevant.

**Nature of the Securities**

The purchase of Aibeida's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. Aibeida's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

**History of Net Losses**

Aibeida has not received any revenue to date from its business activities. Aibeida had during the period from incorporation to August 31, 2018 no revenue from operations and a loss of \$170,998. Even if Aibeida does undertake product development activity using its technology, there is no certainty that Aibeida will produce revenue, operate profitably or provide a return on investment in the future.

Although Aibeida has sufficient financial resources to continue the development of Aibeida, the full commercialization of Aibeida's technology depends on its ability to obtain additional required financing. There is no assurance that Aibeida will be successful in obtaining the required financing, which could cause it to postpone its business plans or result in the loss or substantial dilution to its shareholders or the Resulting Issuer's shareholders as disclosed in this Circular.

### **Additional Funding Required**

The commercialization of Aibeida business depends on the ability of Aibeida to obtain additional required financing. There is no assurance that Aibeida will be successful in obtaining the required financing, which could cause it to postpone its business plans or result in the loss or substantial dilution to its shareholders or the Resulting Issuer's shareholders as disclosed in this Circular.

### **Market Acceptance and Customer Base**

Although Aibeida believes that its services will offer advantages over competitive companies and services, no assurance can be given that such services will attain a degree of market acceptance on a sustained basis or that it will generate revenues sufficient for sustained profitable operations.

### **Potential Competition**

It is possible that a competitor could enter the industry with an equally viable settlement service offering. Aibeida may be unaware of technologies that have been or may be developed in the future that could adversely affect its perceived technical and competitive advantage. If Aibeida fails to compete effectively against such a new competitor, then its business may be affected. Factors affecting competition include financial resources, research and development capabilities, and technological and marketing resources and expertise.

### **International Operational Risks, Including Compliance and Foreign Exchange Risk**

Aibeida expects to derive revenues from sales in the US and in Europe, thus exposing its business to risks associated with foreign operations. For example, a foreign government could impose trade or foreign exchange restrictions or increased tariffs, or otherwise limit or restrict its ability to import products into a country, any of which could negatively impact Aibeida's operations. Aibeida is also exposed to risks associated with foreign currency fluctuations. In addition, Aibeida may be subject to regulations and taxes under local, provincial, state and federal laws, including requirements regarding customs, duties, cross-border issues, occupational safety, laboratory practices, environmental protection and hazardous substance control, and may be subject to other present and future local and foreign regulations. Changes in government regulations could also have an adverse effect on the business and financial condition of Aibeida.

### **Risk Related to Cannabis and Hemp Industries**

The cannabis and hemp marketplaces are controversial. Certain members of the media, politicians, government regulators and advocate groups, including independent doctors have called for an outright ban of all cannabis products, pending regulatory review and clinical studies. A ban of this type would likely have the effect of terminating Aibeida's United States' sales and marketing efforts of certain products and services which Aibeida may currently market or have plans to market in the future. Such a ban would have an adverse effect on Aibeida's business, financial condition and performance.

### **Reliance on Consumer Perception**

Aibeida is highly dependent upon consumer perception of the safety and quality of its products and the ingredients they contain, as well as that of similar products distributed by other companies. Consumer perception of products and the ingredients they contain can be significantly influenced by scientific research or findings, national media attention and other publicity about product use. A product may be received favorably, resulting in high sales associated with that product that may not be sustainable as consumer preferences change. Future scientific research or publicity could be unfavorable to Aibeida's industry or any of its particular products or the ingredients they contain and may not be consistent with earlier favorable research or publicity. A future research report or publicity that is perceived by our consumers as less favorable or that questions earlier research or publicity could have a

material adverse effect on Aibeida's ability to generate revenues. As such, period-to-period comparisons of results should not be relied upon as a measure of future performance. Adverse publicity in the form of published scientific research or otherwise, whether or not accurate, that associates consumption of Aibeida products or the ingredients they contain or any other similar products distributed by other companies with illness or other adverse effects, that questions the benefits of Aibeida's or similar products, or that claims that such products are ineffective could have a material adverse effect on Aibeida's reputation, the demand for its products, its ability to generate revenues and the market price of the common stock.

### **Dependence on Penetration of Existing Markets**

The success of Aibeida's business is to a large extent contingent on its ability to penetrate existing markets and to a similar extent to enter into new markets. Aibeida's ability to penetrate existing markets or to expand its business into additional countries, to the extent it believes that it has identified attractive geographic expansion opportunities in the future, is subject to numerous factors, many of which are out of its control. In addition, government regulations in both its domestic and international markets can delay or prevent the introduction, or require the reformulation or withdrawal, of some of its products, which could negatively impact its business, financial condition and results of operations.

### **Reliance on Key Personnel**

The success of Aibeida is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. Aibeida's future success depends on its continuing ability to attract, develop, motivate and retain highly qualified and skilled employees. Qualified individuals are in high demand, and Aibeida may incur significant costs to attract and retain them. The loss of the services of a key person, or an inability to attract other suitably qualified persons when needed, could have a material adverse effect on the Aibeida's ability to execute on its business plan and strategy, and Aibeida may be unable to find adequate replacements on a timely basis, or at all. While employment agreements are customarily used as a primary method of retaining the services of key personnel, these agreements cannot assure the continued services of such employees.

Aibeida currently depends on certain key members of the management team to oversee the core business growth, business development, operational and fund-raising activities and who have developed key relationships in the industry. Their loss or departure would have an adverse effect on Aibeida's future performance.

### **Product Liability**

As a distributor of products designed to be ingested by humans, Aibeida faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury. In addition, the sale of Aibeida's products involves the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Previously unknown adverse reactions resulting from human consumption of Aibeida's products alone or in combination with other medications or substances could occur. Aibeida may be subject to various product liability claims, including, among others, that Aibeida's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning possible side effects or interactions with other substances. A product liability claim or regulatory action against Aibeida could result in increased costs, could adversely affect Aibeida's reputation with its clients and consumers generally, and could have a material adverse effect on our results of operations and financial condition of Aibeida.

### **Product Recalls**

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure. If any of Aibeida's products are recalled due to an alleged product defect or for any other reason, Aibeida could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. Aibeida may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although Aibeida has detailed procedures in place for testing its products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if Aibeida's brand were subject to recall, the image of Aibeida could be harmed. A recall for any of the foregoing reasons could

lead to decreased demand for Aibeida's products and could have a material adverse effect on the results of operations and financial condition of Aibeida. Additionally, product recalls may lead to increased scrutiny of Aibeida's operations by regulatory agencies, requiring further management attention and potential legal fees and other expenses.

### **Competitive Risk**

Although the market for Aibeida's CBD products does appear to be sizeable, management expects significant competition from other companies with established customer bases and reputation. According to the Oregon Liquor Control Commission, there are approximately 592 licensed marijuana processors in Oregon. The Oregon Liquor Control Commission licensed processors may make products for both medical patients and recreational users. For medical grade products, the processor must meet the concentration limits for use by patients in the medical system. At this the number of Hemp Handler licenses issued by the Oregon Department of Agriculture is uncertain. Aibeida has received an Industrial Hemp Handler license as of August 2018. However, other companies that have also obtained a Hemp Handler license and those that have obtained a marijuana processor license may have significantly greater financial, technical, marketing and other resources, may be able to devote greater resources to the development, promotion, sale and support of their products and services, and may have more extensive customer bases and broader customer relationships.

As a result, Aibeida anticipates remaining competitive through investing significantly in research and development, marketing, production expansion, new client identification, and client support. If Aibeida is not successful in achieving sufficient resources to invest in these areas, its ability to compete in the market may be adversely affected.

### **Quality Control Systems**

The performance, quality and safety of Aibeida's product offering are critical to the success of the business. These factors depend significantly on the effectiveness of Aibeida's Quality Control ("QC") systems, which in turn depend on several factors, including the design of the QC systems, the quality-training program, Aibeida's production staff, and Aibeida's ability to ensure that its employees adhere to the QC policies and guidelines. Any significant failure or deterioration of its quality control systems could have a material adverse effect on Aibeida's business reputation, results of operations and financial condition.

### **Need for Financing**

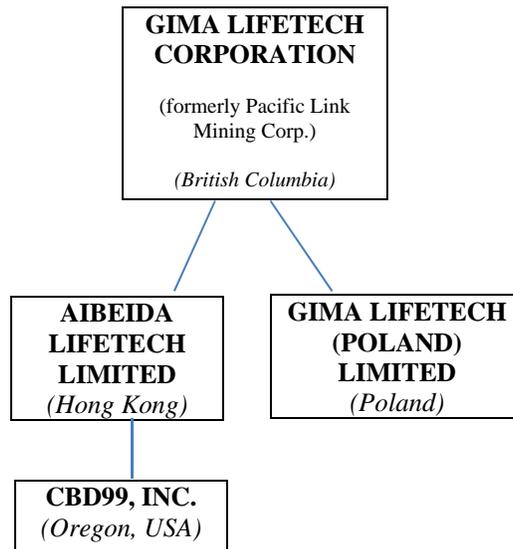
Aibeida may need to raise funds in the future through equity or debt financing if and when it makes investments necessary to implement its business plan. The sale of equity or convertible debt may result in dilution to Aibeida's shareholders and such securities may have rights, preferences or privileges senior to those of Aibeida's common stock. To the extent that Aibeida relies upon debt financing, Aibeida will incur the obligation to repay the funds borrowed with interest and may become subject to covenants and restrictions that restrict operating flexibility. No assurance can be given that equity or debt financing will be available or that, if available, it can be obtained on terms favorable to Aibeida or its shareholders.

## INFORMATION CONCERNING THE RESULTING ISSUER POST-ACQUISITION

### Corporate Structure

Upon completion of the Acquisition, the Resulting Issuer will be known as “Gima Lifetech Corporation”, a corporation incorporated under the BCBCA. The Resulting Issuer will be owned by the former Aibeida Shareholders and the Shareholders. The registered and head office of the Resulting Issuer will be Suite 2060 – 1055 West Georgia Street, Vancouver, British Columbia.

Upon completion of the Acquisition, the Resulting Issuer will have three wholly-owned subsidiaries, Aibeida Lifetech Limited, incorporated under the laws of Hong Kong, CBD99, Inc. incorporated under the laws of Oregon, USA, and Gima Lifetech (Poland) Limited, incorporated under the laws of Poland. The following chart illustrates the intercorporate relationships of the Resulting Issuer:



### Narrative Description of the Business of Resulting Issuer

The Resulting Issuer will continue to develop Aibeida’s business plans and technology as described in “*Information Concerning Aibeida – General Development of the Business*” and “*Information Concerning Aibeida – Narrative Description of the Business*” above.

In addition to having the same stated business objectives as Aibeida, the Resulting Issuer intends to utilize the funds over the 12-month period following the completion of the Acquisition as described in the “*Available Funds and Principal Purposes*” section below.

#### ***Business Objectives and Milestones***

The business objective of the Resulting Issuer is to become a leading life sciences company, providing high-quality CBD extracts and products to global consumers. It’s short term and medium to long term objectives are described as follows.

#### **Short-Term Business Objectives**

1. Acquire Additional Extraction Equipment for Firwood Facility and Poland Facility. Certain extraction equipment and fillers have already been shipped to Oregon and Poland for the extraction facilities. The current machinery stationed in Oregon and Poland are for initial extraction tests and insufficient for mass producing CBD extracts. Management of The Resulting Issuer will acquire additional extraction equipment from HZAT which will allow each facility to produce up to 6,000kg of CBD oil annually.

Installation, testing and training is anticipated to require one month once renovations are completed at the facilities. Accordingly, the equipment purchase will be completed in Q4 of 2018 to allow sufficient time for shipping and installation in Q1 of 2019.

2. Enhance Operational Team for Long-Term Growth. When the renovation work at the Firwood Facility is completed, the Resulting Issuer will require more operational staff to oversee production at the facility. Management of Aibeida has already prepared a staffing plan which includes the hiring of a research assistant, a master production engineer, a junior production engineer, an operations manager, and three general labourers for both the Firwood Facility and the Poland Facility.

For accounting and administration purposes, the Resulting Issuer is planning to add a controller, an administrative assistant, and a marketing and sales assistant to its team.

3. Enter into Supply Agreements with Wholesalers and Hemp Producers. CBD99 as a hemp-derived CBD extracts producer intends to market its products to wholesalers. The firm will focus on providing wholesalers with its quality CBD extracts. Due to the purity and quality of the firm's extracts, CBD99 expects its products will mostly be incorporated into healthcare and medical products.

Aibeida also intends to target hemp producers by acting as an extraction service provider, to allow hemp producers to benefit from the upside of CBD extracts. Hemp producers will ship raw hemp material to the firm's Firwood Facility for further processing and extraction and the firm will delivery finished CBD extracts to its customers.

4. Identify and Develop Additional Strategic Business Partners. The Resulting Issuer will review suitable marketing and business partners, such as hemp producers/processors, extraction service providers, and extraction technology firms in order to develop long-term partnerships, which have a positive effect on revenues and net income.
5. Complete Renovations on the Firwood Facility. The Firwood Facility will require minor renovations but will also require time and labour for equipment installation, connecting the facility with power, water, air conditioner, and so on. Certain extraction equipment and fillers have already been shipped to Oregon but are currently stored at a neighboring extraction facility. The lease term for the Firwood Facility commenced on October 1, 2018 and accordingly, CBD99 has begun renovation work on the facility which is expected to take between three and four months, anticipating being completed by Q1 of 2019.
6. Lease Facility for Poland Facility. Pacific Link is currently evaluating properties for setting up the Poland Facility. Certain extraction equipment and fillers have been shipped to Poland and management is currently seeking a facility that will provide sufficient space for production with enough power to maintain the facility for consistent production runs.

### **Medium Term to Longer-Term**

#### **Medium Term to Longer-Term Objectives**

1. License the Technology and Sell Extraction Equipment. Initially, the Resulting Issuer's focus will be generating revenues by producing and selling CBD extracts and providing extraction services for hemp producers and other processors. As the Resulting Issuer's Firwood Facility and Poland Facility come online, management will focus on additional revenue streams by licensing the Technology to firms operating in other geographical markets. By licensing the Technology to foreign firms, the Resulting Issuer does not incur additional expenses for: setting up extraction facilities in other countries; obtaining permits/licenses in foreign jurisdictions; and, handling matters associated with importing/exporting goods.

Management will also seek customers for its proprietary extraction equipment which utilizes the Technology. Aibeida has in place an equipment distribution agreement with HZAT to become the exclusive distributor for HZAT's extraction equipment for sale in all countries except for China. Given the advantages of the Technology, management is confident Aibeida's extraction equipment will generate substantial revenues.

2. Contemplate Future Financings. As the Resulting Issuer's operations grow, it will require additional financings for setting up Poland Co.'s operations and for establishing a large extraction facility.
3. Expand Geographically. The Resulting Issuer's subsidiaries will concentrate on targeting the US market and the European markets. Management anticipates Aibeida's brand and reputation to grow rapidly and therefore expansion to other US states (pending regulatory approvals) and other European countries is contemplated. The Resulting Issuer will test each market with one or two initial wholesalers and subsequently ramp up marketing efforts depending on customer feedback.
4. Establish Large Extraction Facility. Given increasing demand for hemp-derived CBD products, the Resulting Issuer may establish a third extraction facility (the "**Large-Scale Facility**"). The Firwood Facility and Poland Facility are each expected to produce 20kg of CBD oil a day, yielding an annual production capacity of 6,000kg of CBD oil. Aibeida's Large Scale Facility, if developed, is expected to have double the production capacity of the Firwood Facility and Poland Facility, capable of producing up to 12,000kg of CBD oil annually.

Management of Aibeida has yet to determine the location of the Large-Scale Facility. The location of the facility will be determined by demand for CBD products. If established, the Large-Scale Facility is not expected to be operational until 2021.

5. Growth in Revenues and Operating Income. Given rapid growth in the CBD market, revenues from the Firwood Facility and Poland Facility are expected to increase. Management understands the key to the Resulting Issuer's growth in revenues will be the relationship between the Resulting Issuer and wholesalers and the number of processors and producers that utilize Aibeida's extraction services.

#### ***Pro Forma Summary Financial Information***

The following table sets out selected pro forma financial information, assuming completion of the Acquisition and the Minimum Financing, as of June 30, 2018 (being the date of Pacific Link's most recent financial statements), and should be considered in conjunction with the more complete information contained in the pro forma financial statements attached as Schedule "D" to the Circular. All currency amounts are stated in Canadian dollars.

<b>Balance Sheet Data</b>	<b>As at June 30, 2018</b>
Cash and Short Term Investments	\$5,134,587
Total Assets	\$8,447,158
Total Liabilities	\$40,194
Shareholders' Equity	\$8,406,964

#### **Description of the Securities**

The Resulting Issuer's authorized capital will consist of an unlimited number of Shares without par value. The holders of Shares are entitled to receive notice of and to one vote per share at all meetings of shareholders of Resulting Issuer. The Resulting Issuer Shares are entitled to dividends in such amounts as the board of directors may from time to time declare and in the event of liquidation, dissolution or winding-up, the holders of Resulting Issuer Shares are entitled to share pro rata in the assets of the Resulting Issuer.

#### **Pro Forma Capitalization**

The following table sets forth the capitalization of the Resulting Issuer after giving effect to the Acquisition:

<b>Designation of Security</b>	<b>Amount Authorized</b>	<b>Outstanding as at Effective Date assuming completion of Minimum Offering</b>	<b>Outstanding as at Effective Date assuming completion of Maximum Offering</b>
Common Shares	Unlimited	55,305,853	65,305,853

### *Fully Diluted Share Capital*

The following table states the fully diluted share capital of the Resulting Issuer after giving effect to the Acquisition as of the Effective Date and assuming exercise of the Warrants.

Description of Security	Number of Common Shares	Percentage of Total assuming completion of Minimum Offering	Percentage of Total assuming completion of Maximum Offering
Issued and outstanding Shares as at date of Circular	24,325,853	40.3%	34.6%
Common Shares to be issued on completion of Acquisition	15,980,000	26.5%	22.7%
Common Shares to be issued on completion of Financing	15,000,000 (min) 25,000,000 (max)	24.9%	35.6%
Common Shares issuable upon exercise of Warrants	5,000,000	8.3%	7.1%
<b>Total</b>	60,305,853 (min) 70,305,853 (max)	100.0%	100.0%

### **Available Funds and Principal Purposes**

#### *Estimated Available Funds*

Based on information available as at September 30, 2018, upon the completion of the Acquisition and financing, the Resulting Issuer is expected to have the following available funds:

Estimated Funds Available	Assuming Completion of Minimum Offering Amount (\$)	Assuming Completion of Maximum Offering Amount (\$)
Consolidated Working Capital <sup>(1)</sup>	\$450,000	\$450,000
Gross Proceeds of Financing	\$3,000,000	\$5,000,000
<i>Less:</i> Estimated Fees and Expenses of the Acquisition <sup>(2)</sup>	\$125,000	\$125,000
<b>Total Estimated Available Funds</b>	\$3,325,000	\$5,325,000

<sup>(1)</sup> Combined working capital of Pacific Link and Aibeida as at September 30, 2018.

<sup>(2)</sup> Consisting of legal fees, audit fees, CSE listing fees, TSXV delisting fees, transfer agency fees and other expenses in connection with the Acquisition and Financing.

#### *Principal Purposes of Funds*

The following table sets forth the principal purposes for which the estimated funds available to the Resulting Issuer upon completion of the Acquisition and Financing and the current estimated amounts to be used for each such principal purpose for the 12 month period following the completion of the Acquisition and Financing:

<b>Principal Use of Available Funds</b>	<b>Assuming Completion of Minimum Offering Amount (\$)</b>	<b>Assuming Completion of Maximum Offering Amount (\$)</b>
Extraction Equipment and Shipping Costs	\$600,000	\$600,000
Renovation of Oregon and Poland Facilities	\$400,000	\$400,000
Salaries and Wages	\$590,000	\$590,000
General and Administrative Expenses <sup>(1)</sup>	\$960,000	\$1,296,000
Unallocated Working Capital	\$775,000	\$2,439,000
<b>Total</b>	<b>\$3,325,000</b>	<b>\$5,325,000</b>

<sup>(1)</sup> See "General and Administrative Expenses" below.

Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds is necessary in order for the Resulting Issuer to achieve its objectives as set out in this Circular.

### ***General and Administrative Expenses***

The following table presents the Resulting Issuer's budgeted general and administrative costs for the 12-month period following the completion of the Acquisition:

	<b>Minimum Offering</b>		<b>Maximum Offering</b>	
	<b>Monthly</b>	<b>Annual</b>	<b>Monthly</b>	<b>Annual</b>
Office, Utilities and Miscellaneous	\$2,000	\$24,000	\$2,000	\$24,000
Travel	\$2,000	\$24,000	\$5,000	\$60,000
Rent	\$3,000	\$36,000	\$3,000	\$36,000
Listing Fees and Transfer Agent	\$3,000	\$36,000	\$3,000	\$36,000
Management Fees, Salaries and Benefits	\$60,000	\$720,000	\$80,000	\$960,000
Investor Relations	\$5,000	\$60,000	\$10,000	\$120,000
Professional Fees (Legal and Audit)	\$5,000	\$60,000	\$5,000	\$60,000
<b>Total:</b>	<b>\$80,000</b>	<b>\$960,000</b>	<b>\$108,000</b>	<b>\$1,296,000</b>

### **Dividends**

It is not contemplated that any dividends will be paid in the immediate or foreseeable future following completion of the Acquisition.

### **Principal Shareholders**

After giving effect to the Acquisition and Financing, it is not expected that any persons will beneficially own, directly or indirectly, or exercise control or direction over, common shares carrying more than 10% of the voting rights attached to the securities of the Resulting Issuer, other than:

Name	No. of Resulting Issuer Shares	Percentage of Issued Resulting Issuer Shares Assuming Completion of Minimum Offering	Percentage of Issued Resulting Issuer Shares Assuming Completion of Maximum Offering
Clever Splendor	8,149,800	14.7%	12.5%
HK Gimaras	7,830,200	14.2%	12.0%
Dr. Ken Z. Cai	4,424,666	8.0%	6.8%

### Directors and Officers

The following table sets forth the name and municipality of residence, position with the Resulting Issuer, principal occupation within the five preceding years and the number and percentage of securities to be held by the directors and officers of the Resulting Issuer upon completion of the Acquisition. The term of office of each director will expire at the end of the next annual meeting of shareholders of the Resulting Issuer.

Name and Jurisdiction of Residence	Principal Occupation During Last Five Years	Period or periods during which each proposed director has served as a director of Aibeida or Pacific Link	Proposed Position With the Resulting Issuer	Number of Resulting Issuer Shares upon completion of the Acquisition and Maximum Financing	Percentage of Resulting Issuer Shares Held or Controlled on completion of the Acquisition and Maximum Financing
Dr. Shuang Xie British Columbia	Independent research and technical consultant; Chief Technology Officer Abattis Bioceuticals Corp. (November 2016 - December 2017)	May 29, 2018 (Aibeida)	Director and Chief Technology Officer	8,149,800 <sup>(2)</sup>	12.5%
Guomiao Ji China	Chairman of the Board, Zhejiang Gimaras New Materials Co. Ltd.	n/a	Director	7,830,200 <sup>(3)</sup>	12.0%
Dr. Ken Z. Cai Hong Kong	Chief Executive Officer of Minco Silver Corporation, Minco Gold Corporation and Minco Base Metals Corporation	June 21, 2018	Director and Executive Chairman of the Board	4,424,666	6.8%
Shawn Dang British Columbia	Chairman and Chief Financial Officer, MMJ Canada (March 2016 to September 2018); Regional Sales Manager, (November 2015 – February 2017); Private Wealth Consultant (July 2014 – October 2015); Financial Consultant and Field Trainer (October 2010- July 2014).	n/a	Director	Nil	Nil
Larry Tsang British Columbia	Chief Financial Officer of Minco Silver Corporation, Minco Gold Corporation, and Minco Base Metals Corporation	n/a	Chief Financial Officer	Nil	Nil

<sup>(1)</sup> The Audit Committee of the Resulting Issuer is expected to be comprised of Shawn Dang, Guomiao Ji, and Dr. Ken Z. Cai. Messrs Dang and Ji are considered independent for the purposes of applicable Canadian securities laws, and all members are considered to be financially literate. Dr. Cai is not considered independent as he will serve as Executive Chairman of the Board. The Resulting Issuer will have an Audit Committee, the proposed members of which are set out in the table above

under the heading “*Information Concerning the Resulting Issuer Post-Acquisition – Directors and Officers*”, and the Audit Committee Charter of the Resulting Issuer will be in the same form as the Audit Committee Charter of Pacific Link described under the heading “*Information Concerning Pacific Link – Audit Committee*”.

- (2) Held by Clever Splendor.
- (3) Held by HK Gimaras

The information as to shares beneficially owned, directly or indirectly, or over which control or direction is exercised, is based upon information furnished to Aibeida by its respective directors and officers as at the date hereof. After giving effect to the Acquisition, based on current shareholdings, the directors, officers, insiders and promoters of the Resulting Issuer, and their respective associates and affiliates, as a group, will hold an aggregate of 22,004,466 the Resulting Issuer Shares, representing approximately 39.8% of the issued and outstanding shares of the Resulting Issuer in the event the Minimum Financing is completed, or 33.7% in the event the Maximum Offering is completed.

## **Management**

Upon completion of the Acquisition, it is anticipated that the Resulting Issuer's board of directors will consist of Ken Z. Cai, a current board member of Pacific Link, Dr. Shuang Xie, a current board member of Aibeida, Guomiao Ji, and Shawn Dang. A fifth director is being sought to join the Board of the Resulting Issuer. Once identified, the fifth director will also serve as the Resulting Issuer's President and Chief Executive Officer. It is anticipated that upon the fifth director being identified, Michael Doggett, currently a director of Pacific Link, will resign. It is intended that the officers of the Resulting Issuer will be Larry Tsang, as Chief Financial Officer and Dr. Shuang Xie, as Chief Technology Officer.

The following is a brief description of the principal occupation of each of the proposed members of management and the independent directors of the Resulting Issuer:

### *Dr. Shuang Xie – Age 50 – Chief Technology Officer and Director*

Dr. Xie has extensive experience with extraction separation technology and purification systems. She began her career as a research and development scientist at Astris Energi Inc. (formerly “Astris Inc.”), a firm that provides technology services, heavy equipment and machinery. Dr. Xie then became part of a research team at Xerox Research Center of Canada. In 1998, she came a partner of Kaisun Investment and Development Corporation. In 2000, she became a partner of Elight Corporation. In 2008, she founded Efilcon Technology Co., Ltd. where she worked on the development of the Technology.

She has partnered with extraction experts and engineers in various extraction projects for manufacturers and carried out related project assessments, process improvements, equipment set up, production line construction and product formulation. Dr. Xie also serves as an expert consultant to the Chinese government and the Zhejiang University Innovation Research Institute. Dr. Xie will be appointed to the Board of Directors of the Resulting Issuer upon completion of the Acquisition.

She holds a bachelor's degree in chemical engineering from Zhejiang University and a PhD in chemistry from Queen's University.

Dr. Xie is expected to dedicate 100% of her time to the affairs of the Resulting Issuer.

### *Larry Tsang – Age 61 – Chief Financial Officer*

Mr. Tsang holds CPA CA designation in BC, Canada. Mr. Tsang has acted as Chief Financial Officer of Minco Silver Corp. since January 14, 2016. Mr. Tsang holds a Bachelor's Degree in Technology (Accounting) from British Columbia Institute of Technology in Canada and served as a senior accountant for four years with Ernst and Young LLP, Vancouver, Canada. His experience includes more than 15 years working in auditing, accounting, taxation, and finance for both private and public companies. Mr. Tsang is also the CFO of Minco Base Metals Corporation, Minco Gold Corporation, and Desert Gold Ventures Inc.

Mr. Tsang is expected to dedicate 10% of his time to the affairs of the Resulting Issuer.

*Dr. Ken Z. Cai – Age 54 – Director and Executive Chairman of the Board*

Dr. Cai currently serves as Director of Pacific Link. Dr. Cai holds a Ph.D. in mineral economics from Queens University in Kingston, Ontario, and has over 30 years of experience in mineral exploration, project evaluation, corporate financing and company management. Dr. Cai has served as Director of several publicly-traded and private Canadian and Chinese companies. Currently, he is the Chairman, Chief Executive Officer and Director of Minco Silver Corporation (TSX: MSV), President and Director of Minco Base Metals Corporation, and Chief Executive Officer and Director of Minco Gold Corporation.

Dr. Cai is expected to dedicate 30% of his time to the affairs of the Resulting Issuer.

*Guomiao Ji – Age 49 – Director*

Mr. Ji has extensive experience in the development of natural materials using hemp and silk in China. He has an entrepreneurial background as the founder of HK Gimaras. Mr. Ji is the Chairman of the Board of Directors of Zhejiang Gimaras New Materials Co. Ltd., which holds a 49% interest in HZAT. Mr. Ji will be appointed to the Board of Directors of the Resulting Issuer upon completion of the Acquisition.

Mr. Ji is expected to dedicate 20% of his time to the affairs of the Resulting Issuer.

*Shawn Dang – Age 34 – Director*

Mr. Dang is a Chartered Investment Manager and holds a Bachelor of Arts in Economics and Finance from the University of Waterloo. He is the founder and CEO of Aryon Holdings Corporation, a corporate and business advisory firm with industry experience in retail cannabis, investments and hedge funds, aboriginal affairs, manufacturing, cosmetics, recruiting and training and online sales. From March 2016 to the end of September, 2018, Mr. Dang served as the Chairman and Chief Financial Officer of MMJ Canada, a cannabis clinic and medical marijuana dispensary with multiple locations in Vancouver and Toronto. From November 2015 to February 2017, Mr. Dang served as Regional Sales Manager for Arrow Capital Management Inc.; from July 2014 to October 2015, he was engaged as a Private Wealth Consultant with Manulife Private Wealth; and, from October 2010 to July 2014 he served as a Financial Consultant and Field Trainer with Investors Group.

Mr. Dang is expected to dedicate 10% of his time to the affairs of the Resulting Issuer.

**Audit Committee**

The Resulting Issuer will have an Audit Committee, the proposed members of which are set out in the table above under the heading “*Information Concerning the Resulting Issuer Post-Acquisition – Directors and Officers*”. The Audit Committee Charter of the Resulting Issuer will be in the same form as the Audit Committee Charter of Pacific Link described under the heading “*Information Concerning Pacific Link – Audit Committee*”.

**Promoter Consideration**

The following persons may be considered to have been promoters of the Resulting Issuer, Pacific Link or Aibeida for the two years immediately preceding the date of this Circular:

<b>Name and Municipality of Residence</b>	<b>Number of Resulting Issuer Shares Owned, Beneficially Held or Controlled upon completion of the Acquisition</b>	<b>% of Class Held or Controlled</b>	<b>Value of other consideration received from the Resulting Issuer</b>
Dr. Ken Z. Cai Hong Kong	4,424,666	8.0% (Min. Offering)  6.8% (Max. Offering)	Nil
Dr. Shuang Xie Richmond, BC	8,149,800 <sup>(1)</sup>	14.7% (Min. Offering)  12.5% (Max. Offering)	Nil

(1) Held by Clever Splendor.

### **Corporate Cease Trade Orders or Bankruptcies**

During the past 10 years, none of the directors, officers, insiders or promoters of the Resulting Issuer or any shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, was a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, Acquisition or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

### **Penalties or Sanctions**

None of the directors, officers, insiders or promoters of the Resulting Issuer, or any shareholder holding a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into settlement agreement with securities authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

### **Personal Bankruptcies**

None of the directors, officers or promoters of the Resulting Issuer, or any shareholder holding sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or any personal holding company of any such person has, within the past 10 years before the date of this Circular, become bankrupt, made a proposal under or insolvency legislation or been subject to or instituted any proceedings, Acquisition or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

### **Conflicts of Interest**

Some of the individuals proposed for appointment as directors or officers of the Resulting Issuer upon the completion of the Acquisition or who may be considered promoters of the Resulting Issuer are also directors, officers and/or promoters of other reporting and non-reporting issuers. Accordingly, conflicts of interest may arise which could influence these persons in evaluating possible acquisitions or in generally acting on behalf of the Resulting Issuer, notwithstanding that they will be bound by the provisions of the BCBCA to act at all times in good faith in the interest of the Resulting Issuer and to disclose such conflicts to the Resulting Issuer if and when they arise. Conflicts, if any, will be subject to the procedures and remedies prescribed by the BCBCA, the Exchange and applicable securities law, regulations and policies.

### **Other Reporting Issuer Experience**

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

<b>Name</b>	<b>Name and Jurisdiction of Reporting Issuer</b>	<b>Name of Trading Market</b>	<b>Position</b>
Dr. Ken Z. Cai	Minco Silver Corporation	TSX	Chairman and CEO
	Minco Gold Corporation	TSX	President
	Minco Base Metals Corporation	n/a	President

Name	Name and Jurisdiction of Reporting Issuer	Name of Trading Market	Position
Larry Tsang	Minco Silver Corporation	TSX	Chief Financial Officer
	Minco Gold Corporation	TSXV	Chief Financial Officer
	Minco Base Metals Corporation	n/a	Chief Financial Officer
	Desert Gold Ventures Inc.	TSXV	Chief Financial Officer

## Executive Compensation

### *Compensation Discussion and Analysis*

It is currently anticipated that the Resulting Issuer will continue the executive compensation practices of Pacific Link upon Closing. See “*Information Concerning Pacific Link – Executive Compensation*” for a discussion of the policies which will be adopted by the Resulting Issuer in setting annual compensation for services in all capacities, including in respect of individuals acting in capacities of Chief Executive Officer and Chief Financial Officer of the Resulting Issuer.

As at the date of this Circular, Pacific Link and Aibeida have not yet determined the level of compensation for individuals that will be engaged by the Resulting Issuer. It is intended that soon after completion of the Acquisition the Board of the Resulting Issuer will meet to consider and establish appropriate compensation packages for directors and officers of the Resulting Issuer and other persons engaged by the Resulting Issuer.

As part of the Resulting issuer’s compensation policy, it is anticipated that from time to time stock options will be granted under the Stock Option Plan to: provide an incentive to the participants; to achieve the longer-term objectives of the Resulting Issuer; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Resulting Issuer; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Resulting Issuer.

### *Director Compensation*

Upon completion of the Acquisition the directors of the Resulting Issuer will determine how much, if any, compensation will be paid to directors for services rendered to the Resulting Issuer by them in that capacity. Such incentives may be in the form of an annual director’s fee and/or in the form of incentive stock options pursuant to the Resulting Issuer Stock Option Plan.

### **Indebtedness of Directors and Officers**

No director, executive officer, promoter, member of management, nominee for election as director of the Resulting Issuer nor any of their associates or affiliates is expected to be indebted to the Resulting Issuer.

### **Investor Relations Arrangements**

The Resulting Issuer plans to implement an investor relations program to communicate effectively with its Shareholders and the broader investment community. Management is exploring multiple options including hiring an external investor relations firm, or, establishing its own investor relations team.

### Equity Compensation Plan Information After Giving Effect to the Acquisition

Plan Category	Number of securities to be issued upon exercise of outstanding options and rights	Weighted-average exercise price of outstanding options and rights	Number of shares remaining available for issuance under equity compensation plans after giving effect to the Acquisition and Maximum Financing
Equity compensation plans <b>approved</b> by shareholders	Nil	n/a	6,530,585
Equity compensation plans <b>not approved</b> by shareholders	Nil	n/a	6,530,585
<b>Total</b>	Nil	n/a	6,530,585

### Escrowed Securities

The following table sets out, as of the date hereof and to the knowledge of Pacific Link and Aibeida, the name and municipality of residence of holders of Resulting Issuer Shares whose Shares will, at the completion of the Acquisition and Maximum Financing be subject to the escrow provisions of the CSE:

		After Giving Effect to the Acquisition and Maximum Financing	
Name and Municipality of Residence of Securityholder	Designation of Class	Number of Securities held in Escrow	Percentage of Class
Clever Splendor	Common	8,149,800	12.5%
HK Gimaras	Common	7,830,200	12.0%
Dr. Ken Z. Cai	Common	4,424,666	6.8%
<b>TOTAL:</b>		20,404,666	31.3%

The Resulting Issuer Shares held by Clever Splendor and HK Gimalas in connection with the Acquisition and the Resulting Shares held by directors and officers of the Resulting Issuer will be subject to escrow under CSE Policies. In particular, 10% of the Resulting Issuer Shares disclosed in the table above will be released from escrow on Closing (the “**Initial Release**”) and an additional 15% will be released every six months thereafter (the last release being 36 months following the Closing). Other than the first instalment comprising the Initial Release, the remaining six instalments of 15% each will be subject to legends endorsed on the applicable Share certificates restricting any resale to 6, 12, 18, 24, 30, and 36 months, respectively, from the date of Closing.

### Auditor, Transfer Agent and Registrar

The auditor of the Resulting Issuer following the completion of the Acquisition will be Davidson & Company LLP, of 609 Granville Street, Suite 1200, Vancouver, British Columbia, Canada. The registrar and transfer agent of the common shares of the Resulting Issuer following the completion of the Acquisition will be Computershare Investor Services Inc., 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

## GENERAL INFORMATION

### Experts

De Visser Gray LLP is the former auditor for Pacific Link and prepared the auditor's report for the audited annual financial statements of Pacific Link for the years ended December 31, 2017, 2016 and 2015. The auditor is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

Davidson & Company LLP are the auditors for Aibeida and prepared the auditors' report for the audited annual financial statements of Aibeida for the period from incorporation on May 29, 2018 to August 31, 2018. The auditors are independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

Except as described above, to the knowledge of Pacific Link and Aibeida, none of the above-described experts holds securities of Pacific Link or Aibeida or will hold securities of Aibeida following the Acquisition, representing more than 1% of the issued and outstanding common shares of such entity on a partially diluted basis, and none of the above-described experts or their respective associates or affiliates has received or will receive any direct or indirect interests in the property of Pacific Link or Aibeida or is expected to be elected, appointed or employed as a director, officer or employee of the Resulting Issuer.

### Other Material Facts

To management of Pacific Link's knowledge, there are no other material facts relating to the Acquisition that are not otherwise disclosed in this Circular or are necessary for the Circular to contain full, true and plain disclosure of all material facts relating to the Acquisition.

### Additional Information

Additional information relating to Pacific Link is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact Pacific Link at its head office at Suite 2060 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 3P3 to request copies of Pacific Link's financial statements and MD&A or a copy of this Circular, or any of the Pacific Link documents incorporated herein by reference.

### Other Business

As of the date of this Circular, the Board does not know of any other matters to be brought to the Meeting, other than those set forth in the Notice of Meeting. If other matters are properly brought before the Meeting, the persons named in the enclosed proxy will vote the proxy on such matters in accordance with their best judgment.

### Board Approval

The contents and sending of this Circular have been approved by the Boards of Aibeida and Pacific Link.

Aibeida has provided the information contained in this Circular concerning Aibeida and its business, including its financial information and financial statements. Pacific Link assumes no responsibility for the accuracy of such information.

Pacific Link has provided the information contained in this Circular concerning Pacific Link and its business, including its financial information and financial statements. Aibeida assumes no responsibility for the accuracy of such information.

Schedule "A"

**CHANGE OF BUSINESS RESOLUTION**

**BE IT RESOLVED THAT:**

1. Pacific Link be authorized to change its business focus to one involving business activities in the cannabis industry, including but not limited to (i) acquiring direct or indirect ownership of, or investments in, entities engaged in the cultivation, distribution or possession of cannabis, or (ii) providing services or products that are specifically designed for, or targeted, at entities involved in the cultivation, distribution or possession of cannabis;
2. Pacific Link be authorized to change its business and pursue opportunities in the cannabis industry in accordance with the Change of Business Resolution regardless of whether or not the Acquisition described in the Acquisition Resolution is completed; and
3. Notwithstanding that the Change of Business Resolution has received the approval of the shareholders of Pacific Link, the Board may decide not to proceed with the change of business or revoke this resolution at any time without further notice to or approval of shareholders of Pacific Link.

**ACQUISITION RESOLUTION**

**BE IT RESOLVED THAT:**

1. The Acquisition by Pacific Link of all the issued and outstanding shares of Aibeida Lifetech Limited ("Aibeida") pursuant to the Share Exchange Agreement among Pacific Link, Clever Splendor Ltd., H. K. Gimaras Industrial Co. Ltd. and Aibeida dated as of September 18, 2018 (the "**Definitive Agreement**"), and as described in the Information Circular of Pacific Link dated October 5, 2018 is hereby approved and authorized and the Board of Directors of Pacific Link ("**Board**") be and is hereby authorized to amend or revise the terms and conditions of the Acquisition in its discretion to the extent permitted by the Definitive Agreement without further approval of the shareholders of Pacific Link;
2. The Definitive Agreement among Pacific Link, Clever Splendor Limited, H.K. Gimaras Industrial Co., Ltd. and Aibeida Lifetech Limited is hereby confirmed, ratified and approved and the Board be and is hereby authorized to amend or revise the Definitive Agreement in its discretion to the extent permitted therein without further approval of the shareholders of Pacific Link;
3. Notwithstanding that the Acquisition has received the approval of the shareholders of Pacific Link, the Board may decide not to proceed with the Acquisition or revoke this resolution at any time prior to the filing of documents giving effect to the Definitive Agreement without further notice to or approval of shareholders of Pacific Link; and
4. Any one director or officer of Pacific Link is hereby authorized to do all such acts and things and execute and file all other documents and instruments necessary or desirable to carry out this resolution including the filing of all documents with regulatory authorities, the TSX Venture Exchange and the Canadian Securities Exchange.

**TSXV DELISTING RESOLUTION**

**BE IT RESOLVED THAT** Pacific Link take all such actions, doing all such things, entering into, executing, affixing the common seal of the Pacific Link and delivering or causing to be delivered all such documents, agreements and writings, as the Directors of the Pacific Link, in their sole discretion, deem necessary or advisable in connection with any actions to be taken by Aibeida in order to complete TSX-V delisting activities and CSE listing actions.

Schedule "B"

**FINANCIAL STATEMENTS OF AIBEIDA**

(see attached)

# **Aibeida Lifetech Limited**

## **CONSOLIDATED FINANCIAL STATEMENTS**

**August 31, 2018**

## INDEPENDENT AUDITORS' REPORT

To the Director of  
Aibeida Lifetech Limited

We have audited the accompanying consolidated financial statements of Aibeida Lifetech Limited, which comprise the consolidated statement of financial position as at August 31, 2018, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the period from incorporation on May 29, 2018 to August 31, 2018, and a summary of significant accounting policies and other explanatory information.

### *Management's Responsibility for the Consolidated Financial Statements*

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' Responsibility*

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Aibeida Lifetech Limited as at August 31, 2018, and its financial performance and its cash flows for the period from incorporation on May 29, 2018 to August 31, 2018 in accordance with International Financial Reporting Standards.



***Emphasis of Matter***

Without qualifying our opinion, we draw attention to Note 4 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about Aibeida Lifetech Limited's ability to continue as a going concern.

**“DAVIDSON & COMPANY LLP”**

Vancouver, Canada

Chartered Professional Accountants

October 5, 2018

**AIBEIDA LIFETECH LIMITED**  
**Consolidated Statements of Financial Position**  
**As at August 31, 2018**  
**(Expressed in Canadian Dollars)**

		<b>August 31, 2018</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash		\$ 9,993
Prepaid and other assets	8	21,542
<b>Total Current Assets</b>		<b>31,535</b>
<b>Deposit</b>	9	49,280
<b>Property and Equipment</b>	10	803,798
<b>Intangible Assets</b>	11	2,219,429
<b>Total Assets</b>		<b>\$ 3,104,042</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts Payable and accrued liabilities		\$ 9,888
Due to related parties	12	15,237
Loan payable	13	99,710
<b>Total Current Liabilities</b>		<b>124,835</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital	15	2,681,426
Contributed surplus		496,667
Other comprehensive loss		(27,888)
Deficit		(170,998)
<b>Total Shareholders' Equity</b>		<b>2,979,207</b>
<b>Total Liabilities and Shareholders' Equity</b>		<b>\$ 3,104,042</b>

Going concern (Note 4)

Commitments (Note 19)

See Accompanying Notes to the Consolidated Financial Statements

APPROVED ON BEHALF OF THE BOARD

"Dr. Shuang Xie"

## AIBEIDA LIFETECH LIMITED

Consolidated Statements of Loss and Comprehensive Loss  
Period from inception on May 29, 2018 to August 31, 2018  
(Expressed in Canadian Dollars)

			For the period from inception on May 29, 2018 to August 31, 2018
<b>ADMINISTRATIVE EXPENSES</b>	Note		
Consulting fees	12	\$	56,000
Depreciation and amortization	10 & 11		75,758
Legal and accounting			11,174
License and permits			1,833
Office and admin			4,162
Lab supplies			2,800
Travel			19,271
			170,998
<b>LOSS FOR THE PERIOD</b>		\$	(170,998)
<b>Items that will be reclassified subsequently to profit and loss</b>			
Foreign exchange translation adjustment			(27,888)
<b>TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>		\$	(198,886)
<b>LOSS PER SHARE</b>			
Basic & Diluted		\$	(0.04)
<b>Weighted Average Number of Common Shares Outstanding</b>			
Basic and diluted			4,257,340

See Accompanying Notes to the Consolidated Financial Statements

## AIBEIDA LIFETECH LIMITED

### Consolidated Statements of Changes in Shareholders' Equity

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

	Note	Number of Shares	Common Shares	Contributed surplus	Other comprehensive income	Deficit	Total shareholders' equity
Balance , May 29, 2018		-	\$ -	\$ -	\$ -	\$ -	\$ -
Share issuance		10,000	1,660	-	-	-	1,660
Shares issued for assets	7	15,970,000	2,679,766	496,667	-	-	3,176,433
Foreign exchange translation adjustment		-	-	-	(27,888)	-	(27,888)
Loss for the period		-	-	-	-	(170,998)	(170,998)
<b>Balance, August 31, 2018</b>		<b>15,980,000</b>	<b>\$ 2,681,426</b>	<b>\$ 496,667</b>	<b>\$ (27,888)</b>	<b>\$ (170,998)</b>	<b>\$ 2,979,207</b>

See Accompanying Notes to the Consolidated Financial Statements

# AIBEIDA LIFETECH LIMITED

## Consolidated Statements of Cash Flows

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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For the period from  
inception on May 29, 2018 to  
August 31, 2018

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### CASH FLOWS USED IN OPERATING ACTIVITIES

Loss for the period \$ (170,998)

**Add back:**

Depreciation and Amortization 75,758

**Changes in working capital:**

Prepaid and other assets (21,543)

Accounts Payable and accrued liabilities 9,888

Amounts due to related parties 16,888

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**Net cash used in operating activities** \$ (90,007)

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### CASH FLOWS FROM FINANCING ACTIVITIES

Loan from PKC 100,000

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**Net cash from financing activities** \$ 100,000

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**Net change in cash** \$ 9,993

**Cash, begin of the period** \$ -

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**Cash, end of the period** \$ 9,993

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See Accompanying Notes to the Consolidated Financial Statements

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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### 1. NATURE OF OPERATIONS

Aibeida Lifetech Limited (the “Company” or “HK Aibeida”) is a private company, incorporated under the laws of Hong Kong on May 29, 2018. The Company’s registered office is at Unit D 16F, One Capital Place, 18 Luard Road, Wan Chai, Hong Kong.

HK Aibeida is a life science company, engaged in the extraction of cannabis derivatives from industrial hemp, distribution of customized extraction equipment and technology, and research and development of nutrition products, food additives, botanical and animal extracts, pharmaceutical intermediates and finished products from cannabis derivatives.

### 2. PROPOSED TRANSACTION

As of July 16, 2018, the Company entered into a letter agreement (the “Letter Agreement”) with Pacific Link Mining Corp. (“PKC”), a reporting issuer listed on the NEX board of the TSX Venture Exchange. Pursuant to the Letter Agreement, PKC will acquire all of the issued and outstanding shares of the Company (the “Proposed Transaction”). The shareholders of HK Aibeida will receive one common share in the capital of PKC in exchange for each common share in the capital of HK Aibeida. It is anticipated that a total of 15,980,000 common shares of PKC will be issued to HK Aibeida shareholders which will represent about 40% of the outstanding shares of PKC before the completion of a concurrent financing.

Upon the completion of the Proposed Transaction, PKC intends to seek a listing of its shares on the Canadian Securities Exchange (“CSE”).

In conjunction with the Proposed Transaction, a concurrent financing is planned to raise up to \$5,000,000, at \$0.20 per each PKC’s common share.

In addition, PKC agreed to advance a loan of \$200,000 to the Company for setting up an industrial hemp extraction facility (the “Firwood Facility”) in Oregon, USA (see Note 13).

On September 18, 2018, a share exchange agreement (the “Definitive Agreement”) among PKC, the Company and its shareholders was signed to supersede the Letter Agreement. Also, the Proposed Transaction is subject to certain regulatory approvals and shareholders approvals for both PKC and HK Aibeida.

### 3. BASIS OF PRESENTATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These consolidated financial statements have been prepared on a historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for information related to cash flows. These consolidated financial statements are presented in Canadian dollars (“CAD”), except where otherwise indicated.

The policies applied in these consolidated financial statements are based on IFRS issued and outstanding as of August 31, 2018. These consolidated financial statements were approved for issuance by the Board of

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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Directors on October 5, 2018.

#### 4. GOING CONCERN

These consolidated financial statements have been prepared in accordance with IFRS accounting policies, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. For the period ended August 31, 2018, the Company incurred a net loss of \$170,998. As at August 31, 2018, the Company had an accumulated deficit of \$170,998, working capital deficiency of \$93,300 and cash used in operation activities of \$90,007.

These consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company's continuation as a going concern is dependent upon successfully completing of the Proposed Transaction and concurrent financing (see Note 2), its ability to attain profitable operations and generate funds therefrom sufficient to meet current and future obligations. There can be no assurance that the Proposed Transaction or concurrent financing will be completed as proposed or at all, nor assurance the Company's ability to generate sufficient cash flows from its operations. These matters raise substantial doubt about the Company's ability to continue as a going concern.

#### 5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### a) Business combinations

Business combinations are accounted for using the acquisition method. The cost of the business combination is measured as the aggregate of the consideration transferred, measured at the acquisition date at fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the appropriate share of the acquiree's identifiable net assets. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 Business Combinations are recognized at their fair values at the acquisition date. Transaction costs are expensed in the period that they are incurred.

##### b) Functional currency

The functional currency is the currency of the primary economic environment in which the entity operates. The Company has determined that none of its subsidiaries operate in a hyper-inflationary economic environment. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standard ("IAS") 21. For the analysis of the parent entity, the parent company was incorporated in Hong Kong. Therefore, the functional currency for the Company is Hong Kong dollars ("HKD"). The Company's wholly-owned subsidiary, CBD99, Inc. operates in the U.S. and has U.S dollars ("USD") as its functional currency. The reporting currency for the Company is CAD.

Foreign currency transactions are translated into the functional currency of the respective currency of the entity or division, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

re-measurement of monetary items denominated in foreign currency at period-end exchange rates are recognized in profit or loss. Non-monetary items that are not re-translated at period end are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value, which are translated using the exchange rates as at the date when fair value was determined. Gains and losses are recorded in profit or loss.

The results and financial position of all the consolidated entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows: (i) assets and liabilities for each statement of financial position presented are translated at the rate of exchange in effect as at the date of statement of financial position; (ii) income and expense items for each statement of operations are translated at the average rates of exchange in effect during the reporting period; and (iii) all resulting exchange differences are recognized in accumulated other comprehensive income (loss).

### c) Basis of consolidation

These consolidated financial statements include the following subsidiary:

	Jurisdiction of Incorporation	Ownership Interest August 31, 2018	Functional Currency
CBD99, Inc	Oregon, USA	100%	USD

Subsidiaries are fully consolidated from the date on which control is transferred to the Company, until the date on which control ceases. Control is achieved when the Company is exposed or has rights to variable returns from its involvement with these subsidiaries, and has the ability to use its power to affect the amount of these returns. All intercompany transactions and balances are eliminated on consolidation.

### d) Financial instruments

#### Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash is measured at amortized cost.

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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### **Impairment**

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

### **Financial liabilities**

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable and accrued liabilities, due to related parties and loan payable are classified as other financial liabilities and carried on the balance sheet at amortized cost.

As at August 31, 2018, the Company does not have any derivative financial liabilities.

## **e) Property and equipment**

### **Recognition and measurement**

On initial recognition, equipment is measured at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary for use. When parts of an item of equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

### **Subsequent costs**

The cost of replacing part of an item of equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized.

The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Subsequent costs other than maintenance and repairs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the items will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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### **Gains and losses**

Gains and losses on disposal of an item of equipment are determined by comparing the proceeds from disposal with the carrying amount, and are recognized net within other income in profits or loss.

### **Depreciation**

Depreciation is calculated using straight-line method over the estimated useful lives of the assets as follows:

- Equipment – 5 years with no residual value
- Fillers used in extraction equipment – 2 years with no residual value
- Motor vehicles, computer equipment, computer software, furniture and fixtures – 3 years with no residual value

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

### **f) Intangible assets**

#### **Recognition and measurement**

##### *Research and development*

Expenditures on research activities are recognized in profit or loss as incurred. Development expenditures are capitalized only if the expenditures can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise, it is recognized in profit or loss as incurred. Subsequent to initial recognition, development expenditures are measured at cost less accumulated amortization and any accumulated impairment losses.

##### *Other intangible assets*

Other intangible assets that are acquired by the Company and have finite useful lives are measured at cost less accumulated amortized and any accumulated impairment losses.

#### **Subsequent expenditure**

Subsequent expenditures are capitalized only when they increase the future economic benefits embodied in the specific asset to which it relates. All other expenditures, including expenditures on internally generated goodwill and brands, are recognized in profit and loss as incurred.

#### **Amortization**

Amortization is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives. The estimated useful lives of the Company's intangible assets are as follows:

- Intellectual property (the "IP") – 10 years with no residual value
- Development costs – 5 years with no residual value

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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if appropriate.

### **g) Impairment of non-financial assets with finite useful lives**

For non-financial assets, such as property and equipment and finite-lives intangible assets, an assessment is made at each reporting date as to whether there is an indication that an asset may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell ("FVLCS") and value in use ("VIU"). FVLCS is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties less the costs of disposal or current replacement cost method which is a valuation technique that reflects the amounts that could be required to replace the service capacity of the assets. In assessing VIU, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

For assets that generate largely independent cash inflows, which is comprised of intangible assets of the Company, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

### **h) Comprehensive income (loss)**

Comprehensive income (loss) is comprised of net earnings (loss) for the period and other comprehensive income (loss). Included in accumulated other comprehensive income (loss) are foreign exchange amounts resulting from the translation of functional currencies of entities to the Company's presentation currency.

### **i) Earnings (loss) per share**

Earnings per share are calculated using the weighted average number of common shares outstanding during the period.

### **j) Income taxes**

Deferred taxes result from differences between the financial statement and tax bases of assets and liabilities and are adjusted for changes in tax rates and tax laws when changes are enacted. The effects of future changes in income tax laws or rates are not anticipated.

The Company is subject to income taxes in Hong Kong and in other foreign jurisdictions. The calculation of tax provision involves the application of complex tax laws and requires significant judgment and estimates. The deferred tax asset for each jurisdiction at each reporting date will be assessed for the possibility if the asset can be realized. The ultimate realization of a deferred tax asset is dependent upon the generation of future taxable income of the same character and in the same jurisdiction. All available positive and negative evidence in making this assessment, including, but not limited to, the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies will be

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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considered. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The Company accounts for income taxes under the asset and liability method which includes the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the consolidated financial statements. Under this approach, deferred taxes are recorded for the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. The provision for income taxes represents income taxes paid or payable for the current year plus the change in deferred taxes during the year.

### k) **New standards, amendments and interpretations not yet effective**

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the period ended August 31, 2018, and have not been applied in preparing these consolidated financial statements. The new and revised standards are as follows:

- IFRS 16 – Leases: On January 13, 2016, the IASB issued the final version of IFRS 16 Leases. The new standard will replace IAS 17 Leases and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applying IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less) and leases of low-value assets.

The Company is currently evaluating the impact of this new standard on its financial statements. The Company's initial assessment is that IFRS 16 will result in an increase in assets and liabilities as fewer lease payments will be expensed, which will also result in an increase in depreciation expense and also an increase in cash flow from operating activities as these lease payments will be recorded as financing outflows in the consolidated statements of cash flows.

- IFRIC 23 – Uncertainty Over Income Tax Treatments This standard clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted. The Company does not expect that the adoption of this standard will have a material effect on the Company's consolidated financial statements.

## 6. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes certain estimates and judgments regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

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### a) Judgments

#### Going concern

The preparation of the consolidated financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 4.

#### Functional currency determination

The preparation of the consolidated financial statements requires management to make judgments regarding the functional currencies of the Company and its subsidiary. As discussed in Note 5, the functional currency of the Company has been determined to be the HKD, while the functional currency of its subsidiary is as listed in Note 5.

#### Impairment of long-lived assets

The Company performs impairment testing annually for long-lived assets as well as when circumstances indicate that there may be impairment for these assets. Management judgement is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying CGU for the purpose of impairment testing.

The Company assesses impairment by comparing the recoverable amount of a long-lived asset, CGU, or CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less cost to sell. The determination of the recoverable amount involves management judgement and estimation. These estimates and assumptions could affect the Company's future results if the current estimates of future performance and fair values change.

#### Assets acquisition

The determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The acquisition of assets from Hangzhou Aibeida Technology Co. Ltd. was determined to constitute an acquisition of assets (see Note 7).

### b) Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

#### Depreciation and amortization

The Company's property and equipment and finite-life intangible assets are depreciated and amortized using straight-line method, taking into account the estimated useful lives of the assets and residual values. Changes to these estimates may affect the carrying value of these assets, net earnings, and comprehensive income (loss) in future periods.

#### Income taxes

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

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provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

### 7. ASSETS ACQUISITION

On June 30, 2018, the Company entered into a Conveyance of Assets and Technology Agreement (the "Aibeida Agreement") with Hangzhou Aibeida Technology Co., Ltd. ("HZ Aibeida"), a private company incorporated in China, and the Company's two shareholders, Clever Splendor Limited ("Clever Splendor") and H.K. Gimaras Industrial Co. Ltd. ("Gimaras"). The transaction has been conducted between related parties, as HK Aibeida and HZ Aibeida are ultimately controlled by the same group of shareholders.

Pursuant to the Aibeida Agreement, the Company acquired the following assets with value of \$3,176,433:

- a 50% interest in the IP of \$2,277,405;
- assuming a contract, signed between HZ Aibeida and Hangzhou Jichi Technology Ltd. (the "HZJC Contract" and "HZJC") for \$198,900. HZJC is to provide the Company with fillers, an essential part of its equipment;
- assuming a lab space lease contract, signed between HZ Aibeida and Hangzhou Zibang Technology Ltd. (the "HZZB Contract" and "HZZB") for \$49,725; and
- Equipment of \$650,403.

The consideration for the acquisition of these assets was settled by issuing 15,970,000 common shares in the Company's capital to Clever Splendor of 8,144,700 shares and Gimaras of 7,825,300 shares, respectively.

In conjunction with the Aibeida Agreement, on June 30, 2018, the Company entered into an Equipment Distribution Agreement (the "Distribution Agreement") with HZ Aibeida. Pursuant to the Distribution Agreement, HZ Aibeida appointed HK Aibeida as its overseas exclusive distributor of its equipment together with the IP applied to equipment. HZ Aibeida will supply equipment according to HK Aibeida's specifications. HK Aibeida can either sell the equipment to third parties or use the equipment at its own extraction facilities. A profit-sharing arrangement has been made between two parties that HK Aibeida will pay HZ Aibeida for the equipment in one of two ways (i) 200% of the original costs of equipment, or (ii) 50% of profit until HZ Aibeida fully recovers the equipment costs; thereafter 20% of HK Aibeida's profit from the extraction facilities where equipment is used (the "Distribution Rights"). For accounting purposes, the Distribution Right is treated as part of the IP.

# AIBEIDA LIFETECH LIMITED

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The acquisition was accounted for as an asset acquisition. The fair value of assets acquired are as the follows:

<b>Consideration:</b>		
15,970,000 common shares	\$	3,176,433 (i)
<b>Total consideration value:</b>	<b>\$</b>	<b>3,176,433</b>

<b>Net Assets acquired:</b>		
Deposit	\$	49,725
Property and equipment		849,303
Intangible assets		2,277,405
<b>Net assets acquired:</b>	<b>\$</b>	<b>3,176,433</b>

- (i) Of the total consideration value, \$2,679,766 was allocated to share capital which represented total par value of the shares issued and the balance of \$496,667 was allocated to contributed surplus.

### 8. PREPAID AND OTHER ASSETS

	<b>August 31, 2018</b>	
Rent deposit	\$	13,055
Prepayment to consultants		8,487
	\$	21,542

#### a) Firwood Lease

During the period ended August 31, 2018, the Company entered into a lease agreement with Firwood Industrial Park LLC (the "Firwood Lease"). Firwood Industrial Park is a cannabis-designated industrial park, located at Sandy, Oregon in the U.S. Pursuant to the Firwood Lease, the Company rents a warehouse for a lease payment of USD 5,000 per month for five years, starting October 1, 2018, to build the Firwood Facility.

As of August 31, 2018, \$13,055 was paid as a rent deposit. In conjunction with the Firwood Lease, the Company also prepaid \$8,487 to contractors for the purpose of renovating the Firwood Facility.

As of August 31, 2018, CBD99, Inc. has obtained the industrial hemp handler license from Oregon Department of Agriculture, USA, for the Firwood Facility. The license will expire on December 31, 2018, and can be renewed annually.

### 9. DEPOSIT

Pursuant to the HZZB Contract (see Note 7), the Company leases a lab space at Zhejiang University from HZZB. The entire lease is \$98,560, of which \$49,280 has been paid by HZ Aibeida. Pursuant to the Aibeida Agreement, the Company reimbursed HZ Aibeida of \$49,280 and assumed the remaining HZZB Contract of \$49,280 (see Note 19)

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

### 10. PROPERTY AND EQUIPMENT

	Equipment		Fillers		Total
<b>Costs:</b>					
At May 29, 2018	\$	-	\$	-	\$ -
Additions		650,403		198,900	849,303
Foreign exchange impact		(5,814)		(1,778)	(7,592)
At August 31, 2018	\$	644,589	\$	197,122	\$ 841,711
<b>Accumulated depreciation:</b>					
At May 29, 2018	\$	-	\$	-	\$ -
Depreciation		21,551		16,476	38,027
Foreign exchange impact		(65)		(49)	(114)
At August 31, 2018	\$	21,486	\$	16,427	\$ 37,913
<b>Net book value:</b>					
At August 31, 2018	\$	623,103	\$	180,695	\$ 803,798

#### a) Equipment

Included in the cost of equipment, \$63,657 was for procumbent and shipping expenses incurred prior to June 30, 2018. Pursuant to the Aibeida Agreement, the Company reimbursed such expenses for the amount HZ Aibeida paid.

#### b) Fillers

Pursuant to the HZJC Contract (see Note 7), HZJC is to provide the Company with fillers for the extraction equipment totaling \$788,488. As of June 30, 2018, the date of the Aibeida Agreement, \$197,122 of fillers had been provided and shipped to Oregon, USA. Pursuant to the Aibeida Agreement, the Company reimbursed HZ Aibeida of \$197,122 for the amount already paid by HZ Aibeida and assumed the remaining HZJC Contract of \$591,366 (see Note 19).

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

### 11. INTANGIBLE ASSETS

		IP
<b>Costs:</b>		
At May 29, 2018	\$	-
Additions		2,277,405
Foreign exchange impact		(20,358)
At August 31, 2018	\$	2,257,047
<b>Accumulated amortization:</b>		
At May 29, 2018	\$	-
Amortization		37,731
Foreign exchange impact		(113)
At August 31, 2018	\$	37,618
<b>Net book value:</b>		
At August 31, 2018	\$	2,219,429

Pursuant to the Aibeida Agreement and the Distribution Agreement, the Company acquired the IP for \$2,277,405. The IP consist of (i) a 50% interest in a proprietary technology platform and (ii) the Distribution Rights (see Note 7). IP is accounted for as a finite-life intangible asset.

### 12. RELATED PARTIES TRANSACTIONS AND BALANCES

#### a) Transactions with key management

Key management personnel are those persons who have the authority and responsibility for planning, directing, and controlling activities of the Company directly or indirectly, including directors of the Company. During the period ended August 31, 2018, the Company paid \$40,000 to its sole director for consulting services.

#### b) Amount due to related parties

As of August 31, 2018, the Company owed HZ Aibeida \$1,254.

As of August 31, 2018, the Company owed a director of the Company of \$13,983.

Amount due to related parties bears no interest and due on demand.

### 13. LOAN PAYABLE

On August 15, 2018, in conjunction with the Letter Agreement, the Company signed a Loan Agreement with PKC (the "Loan Agreement"), whereby PKC will provide the Company with an interest free loan up to \$200,000 for setting up the Firwood Facility. In the events that the Proposed Transaction does not complete, the loan will be repayable within 90 days after PKC providing with a written notice of demand. The shareholders of the Company provide with a pledge of the Company's common shares as security. As of August 31, 2018, \$100,000 loan advance has been received by the Company.

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

### 14. INCOME TAXES

#### a) Income tax expenses

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	<b>For the period from Inception on May 29, 2018 to August 31, 2018</b>	
Loss for the year	\$	(170,998)
Expected income tax (recovery)		(28,000)
Change in statutory, foreign tax, foreign exchange rates and other		9,000
Permanent differences		1,000
Change in unrecognized deductible temporary differences		18,000
Total income tax expense (recovery)	\$	-

#### b) Deferred income taxes

For the period from inception on May 29, 2018 to August 31, 2018, applicable tax rate in Hong Kong is 16.5%.

In December 2017, the United States Government proposed changes to the Federal corporate income tax rate to reduce the rate from 34% to 21% effective January 1, 2018 and onwards. This change in tax rate was substantively enacted on December 22, 2017. The relevant deferred tax balances have been remeasured to reflect the decrease in the Company's Federal income tax rate from 34% to 21% applicable to the Company's US subsidiaries.

The significant components of the Company's temporary difference, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	<b>August 31, 2018</b>	<b>Expiry Date Range</b>
<b>Temporary Differences</b>		
Property and equipment	\$ 8,000	No expiry date
Intangible assets	10,000	No expiry date
Non-capital losses available for future perio	\$ 87,000	2038

Tax attributes are subject to review, and potential adjustment, by tax authorities.

#### c) Uncertain tax positions

The Company believes there are no significant unrecognized tax benefits to be recorded. For the period from inception on May 29, 2018 to August 31, 2018, the Company has accrued \$nil interest and penalties related to income taxes in the Statement of Operations.

The Company is subject to taxes in different countries. Taxes and fiscal risks recognized in the consolidated financial statements reflect the Company's best estimates of the outcome based on the facts known at the date of statement of financial position in each individual entity. These facts may

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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include, but are not limited to, changes in tax laws and/or interpretation thereof in the various jurisdictions where the Company operates. They may have an impact on the income tax as well as the resulting assets and liabilities. Any differences between tax estimates and final tax assessments are charged to the Statement of Operations in the period in which they are incurred.

### 15. SHARE CAPITAL

#### a) Common shares

During the period ended August 31, 2018, the Company (i) issued 10,000 founder shares with a value of \$1,660 and (ii) issued 15,970,000 common shares with a value of \$3,176,433 for the acquisition of assets (see Note 7). An unlimited number of common shares are authorized with par value of HKD1.00 per share. Holders of common shares are entitled to one vote per share.

#### b) Warrants and options

The Company had no warrants nor options issued during the period ended August 31, 2018.

### 16. SEGMENTED INFORMATION

The Company is in the stage of setting up hemp extraction facilities in the US and Poland. No revenue has been generated yet. The Company's chief decision makers are its director and shareholders.

Non-current assets by geographical locations are as follows:

	<u>August 31, 2018</u>	
China	\$	221,348
Europe		111,579
North America		2,739,580
	\$	<u>3,072,507</u>

### 17. FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

The Company is exposed to credit risk, liquidity risk and market risk. The Company's primary risk management objective is to protect its income and cash flows and, ultimately, shareholder value. Risk management strategies, as discussed below, are designed and implemented to ensure the Company's risks and related exposures are consistent with its business objectives and risk tolerance.

#### a) Credit risk

Credit risk represents the financial loss that the Company would experience if a counterparty to a financial instrument, in which the Company has an amount owing from the counterparty, failed to meet its obligations in accordance with the terms and conditions of its contracts with the Company.

The Company has limited credit risk as its cash are deposited in a bank account of one of the primary banks in Canada.

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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### b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage, as outlined in Note 18. It also manages liquidity risk by continually monitoring actual and projected cash flows to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

As of August 31, 2018, all of the Company's financial liabilities mature within 12 months.

### c) Foreign exchange risk

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of a change in foreign exchange rates. The Company conducts its business mainly in US dollars and Canadian dollars. The Company is exposed to currency risk as the functional currency of its subsidiary is other than Canadian dollars.

The majority of the Company's assets are held in a subsidiary whose functional currency is the US dollars. Many foreign currency exchange transactions involving US dollars. The Company cannot predict nor give any assurance of its future stability. Future fluctuations in exchange rates may adversely affect the value, translated or converted into Canadian dollars, of the Company's net assets and earnings.

The Company cannot give any assurance that any future movements in the exchange rates of the US dollars dollar against the Canadian dollar and other foreign currencies will not adversely affect its results of operations, financial condition and cash flows. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

## 18. CAPITAL DISCLOSURE

The Company's objectives when managing capital are to provide returns for shareholders, and comply with any externally imposed capital requirements while safeguarding the Company's ability to continue as a going concern.

The Company defines capital as comprising all components of shareholders' equity.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the Company's assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, issue new debt, or sell assets to reduce debt. In this respect, the Company monitors its net debt to equity ratio. There is no assurance that the Company will be able to meet or maintain its currently stated objectives.

The Company's senior officers are responsible for managing the Company's capital and do so through regular meetings and regular review of financial information. The Company's Board of Directors responsible for overseeing this process.

The Company is not subject to externally imposed capital requirements and its overall strategy with respect to capital risk management remains unchanged for the period ended August 31, 2018.

# AIBEIDA LIFETECH LIMITED

## Notes to the Consolidated Financial Statements

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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### 19. COMMITMENTS

As of August 31, 2018, the Company has the following commitments:

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	<b>Firwood Industrial Park lease</b>	<b>Fillers per HZJC Contract</b>	<b>Lab space lease per HZZB Contract</b>	<b>Total</b>
2018	\$ 13,055	\$ -	\$ -	\$ 13,055
2019	78,330	197,122	49,281	324,733
2020	78,330	197,122	-	275,452
Thereafter	221,935	197,122	-	419,057
<b>Total</b>	<b>\$ 391,650</b>	<b>\$ 591,366</b>	<b>\$ 49,281</b>	<b>\$ 1,032,297</b>

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Schedule "C"

**MANAGEMENT'S DISCUSSION & ANALYSIS OF AIBEIDA**

(see attached)

# **AIBEIDA LIFETECH LIMITED**

## **MANAGEMENT'S DISCUSSION & ANALYSIS**

**For the Period from Inception on May 29, 2018 to August 31, 2018**

**Dated: October 05, 2018**

# **AIBEIDA LIFETECH LIMITED**

## **Management's Discussion and Analysis**

**Period from inception on May 29, 2018 to August 31, 2018**

**(Expressed in Canadian Dollars)**

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This Management's Discussion and Analysis ("MD&A"), of Aibeida Lifetech Limited is dated October 05, 2018. It provides a review of the financial results for the period from inception on May 29, 2018 to August 31, 2018.

This MD&A relates to the consolidated financial condition and results of operations of Aibeida Lifetech Limited ("we," "us," "our," "Aibeida" or the "Company") together with Aibeida's subsidiary in Oregon, US. As used herein, the word "Company" means, as the context requires, Aibeida and its subsidiary. Except where otherwise indicated, all financial information reflected herein is expressed in Canadian dollars and determined on the basis of International Financial Reporting Standards ("IFRS"). This MD&A should be read in conjunction with the audited consolidated financial statements and notes thereto.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities and disclosure of contingent assets or liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following: determining the accrued liabilities; assessing the fair value of property and equipment, intangible assets; going concern assumption; and expected useful lives of assets subject to depreciation and amortization. While management believes the estimates used are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

### **Forward-Looking Statements**

Certain statements in this MD&A constitute "forward-looking statements" and "forward looking information" (collectively, "forward-looking statements") within the meaning of applicable securities laws. Such forward-looking statements include, without limitation, statements evaluating the market, statements regarding potential demand for our products and discussions regarding general economic conditions and future-oriented costs and expenditures. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases or words and phrases that state or indicate that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

While the Company has based these forward-looking statements on its current expectations about future events, the statements are not guarantee of the Company's future performance and are subject to risks, uncertainties, assumptions and other factors which could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Such factors include amongst others the effects of the completion of the Proposed Transaction, general economic conditions, consumer demand for our products and changing foreign exchange rates and actions by government authorities and misjudgments in the course of preparing forward-looking statements. Specific reference is made to the risks described herein under the heading "Risks Related to the Company's Business". In light of these factors, the forward-looking events discussed in this MD&A might not occur.

Further, although the Company has attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by laws.

As there can be no assurance that forward-looking statements will prove to be accurate, as actual results and

# **AIBEIDA LIFETECH LIMITED**

## **Management's Discussion and Analysis**

**Period from inception on May 29, 2018 to August 31, 2018**

**(Expressed in Canadian Dollars)**

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future events could differ materially from those anticipated in such statements, readers should not place undue reliance on forward-looking statements.

Financial outlook information contained in this MD&A about prospective results of operations, capital expenditures or financial positions is based on assumptions about future events, including economic conditions and proposed courses of action, based on management's assessment of the relevant information as of the date hereof. Such financial outlook information should not be used for purposes other than those for which it is disclosed herein.

### **Overview**

Aibeida Lifetech Limited is a private company, incorporated under the laws of Hong Kong on May 29, 2018. The Company's registered office is at Unit D 16F, One Capital Place, 18 Luard Road, Wan Chai, Hong Kong. Aibeida has a wholly-owned subsidiary, CBD99, Inc. ("CBD99"). CBD99 is a private company, incorporated under the laws of the state of Oregon, USA.

Aibeida is a life science company, engaged in the extraction of cannabis derivatives from industrial hemp, distribution of customized extraction equipment and technology, and research and development of nutrition products, food additives, botanical and animal extracts, pharmaceutical intermediates and finished products from cannabis derivatives.

### **Proposed Transaction**

As of July 16, 2018, the Company entered into a letter agreement (the "Letter Agreement") with Pacific Link Mining Corp. ("PKC"), a reporting issuer listed on the NEX board of the TSX Venture Exchange. Pursuant to the Letter Agreement, PKC will acquire all of the issued and outstanding shares of the Company (the "Proposed Transaction"). The shareholders of HK Aibeida will receive one common share in the capital of PKC in exchange for each common share in the capital of HK Aibeida. It is anticipated that a total of 15,980,000 common shares of PKC will be issued to HK Aibeida shareholders which will represent about 40% of the outstanding shares of PKC before the completion of a concurrent financing.

Upon the completion of the Proposed Transaction, PKC intends to seek a listing of its shares on the Canadian Securities Exchange ("CSE").

In conjunction with the Proposed Transaction, a concurrent financing is planned to raise up to \$5,000,000, at \$0.20 per each PKC's common share.

In addition, PKC agreed to advance a loan up to \$200,000 to the Company for setting up an industrial hemp extraction facility (the "Firwood Facility") in Oregon, USA (see Note 13 of the Consolidated Financial Statements).

On September 18, 2018, a share exchange agreement (the "Definitive Agreement") among PKC, the Company and its shareholders was signed to supersede the Letter Agreement. Also, the Proposed Transaction is subject to certain regulatory approvals and shareholders approvals for both PKC and HK Aibeida.

### **New Standards, Amendments and Interpretations Not Yet Effective**

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the period ended August 31, 2018, and have not been applied in preparing these consolidated financial statements. The new and revised standards are as follows:

- IFRS 16 – Leases: On January 13, 2016, the IASB issued the final version of IFRS 16 Leases. The new standard

# AIBEIDA LIFETECH LIMITED

## Management's Discussion and Analysis

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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will replace IAS 17 Leases and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applying IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short-term leases (i.e. leases of 12 months or less) and leases of low-value assets.

The Company is currently evaluating the impact of this new standard on its financial statements. The Company's initial assessment is that IFRS 16 will result in an increase in assets and liabilities as fewer lease payments will be expensed, which will also result in an increase in depreciation expense and also an increase in cash flow from operating activities as these lease payments will be recorded as financing outflows in the consolidated statements of cash flows.

- IFRIC 23 – Uncertainty Over Income Tax Treatments This standard clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted. The Company does not expect that the adoption of this standard will have a material effect on the Company's consolidated financial statements.

## Significant Accounting Estimates and Judgements

The Company makes certain estimates and judgments regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

### a) Judgments

#### Going concern

The preparation of consolidated financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 4 of the Consolidated Financial Statements.

#### Functional currency determination

The preparation of the consolidated financial statements requires management to make judgments regarding the functional currencies of the Company and its subsidiary. As discussed in Note 5, the Consolidated Financial Statements, the functional currency of the Company has been determined to be the HKD, while the functional currency of its subsidiary is as listed in Note 5 of the Consolidated Financial Statements.

#### Impairment of long-lived assets

The Company performs impairment testing annually for long-lived assets as well as when circumstances indicate that there may be impairment for these assets. Management judgement is involved in determining if there are circumstances indicating that testing for impairment is required, and in identifying 'CGUs' for the purpose of impairment testing.

# AIBEIDA LIFETECH LIMITED

## Management's Discussion and Analysis

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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The Company assesses impairment by comparing the recoverable amount of a long-lived asset, CGU, or CGU group to its carrying value. The recoverable amount is defined as the higher of: (i) value in use; or (ii) fair value less cost to sell. The determination of the recoverable amount involves management judgement and estimation. These estimates and assumptions could affect the Company's future results if the current estimates of future performance and fair values change.

### Assets acquisition

The determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The acquisition of assets from Hangzhou Aibeida Technology Co. Ltd. was determined to constitute an acquisition of assets (see Note 7 of the Consolidated Financial Statements).

### b) Estimation Uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year:

#### Depreciation and amortization

The Company's property and equipment and finite-life intangible assets are depreciated and amortized using straight-line method, taking into account the estimated useful lives of the assets and residual values. Changes to these estimates may affect the carrying value of these assets, net earnings, and comprehensive income (loss) in future periods.

#### Income taxes

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

## Assets Acquisition

On June 30, 2018, the Company entered into a Conveyance of Assets and Technology Agreement (the "Aibeida Agreement") with Hangzhou Aibeida Technology Co., Ltd. ("HZ Aibeida"), a private company incorporated in China, and the Company's two shareholders, Clever Splendor Limited ("Clever Splendor") and H.K. Gimaras Industrial Co. Ltd. ("Gimaras"). The transaction has been conducted between related parties, as HK Aibeida and HZ Aibeida are ultimately controlled by the same group of shareholders.

Pursuant to the Aibeida Agreement, the Company acquired the following assets with value of \$3,176,433:

- a 50% interest in the IP of \$2,277,405;
- assuming a contract, signed between HZ Aibeida and Hangzhou Jichi Technology Ltd. (the "HZJC Contract" and "HZJC") for \$198,900. HZJC is to provide the Company with fillers, an essential part of its equipment;

# AIBEIDA LIFETECH LIMITED

## Management's Discussion and Analysis

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

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- assuming a lab space lease contract, signed between HZ Aibeida and Hangzhou Zibang Technology Ltd. (the "HZB Contract" and "HZB") for \$49,725; and
- Equipment of \$650,403.

The consideration for the acquisition of these assets was settled by issuing 15,970,000 common shares in the Company's capital to Clever Splendor of 8,144,700 shares and Gimaras of 7,825,300 shares, respectively.

In conjunction with the Aibeida Agreement, on June 30, 2018, the Company entered into an Equipment Distribution Agreement (the "Distribution Agreement") with HZ Aibeida. Pursuant to the Distribution Agreement, HZ Aibeida appointed HK Aibeida as its overseas exclusive distributor of its equipment together with the IP applied to equipment. HZ Aibeida will supply equipment according to HK Aibeida's specifications. HK Aibeida can either sell the equipment to third parties or use the equipment at its own extraction facilities. A profit-sharing arrangement has been made between two parties that HK Aibeida will pay HZ Aibeida for the equipment in one of two ways (i) 200% of the original costs of equipment or (ii) 50% of profit until HZ Aibeida fully recovers the equipment costs; thereafter 20% of HK Aibeida's profit from the extraction facilities where equipment is used (the "Distribution Rights"). For accounting purposes, the Distribution Right is treated as part of the IP. The acquisition was accounted for as an asset acquisition. The fair value of assets acquired are as the follows:

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<b>Consideration:</b>		
15,970,000 common shares	\$	3,176,433 (i)
<b>Total consideration value:</b>	<b>\$</b>	<b>3,176,433</b>

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<b>Net Assets acquired:</b>		
Deposit	\$	49,725
Property and equipment		849,303
Intangible assets		2,277,405
<b>Net assets acquired:</b>	<b>\$</b>	<b>3,176,433</b>

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- (i) Of the total consideration value, \$2,679,766 was allocated to share capital which represented total par value of the shares issued and the balance of \$496,667 was allocated to contributed surplus.

# **AIBEIDA LIFETECH LIMITED**

## **Management's Discussion and Analysis**

**Period from inception on May 29, 2018 to August 31, 2018**

**(Expressed in Canadian Dollars)**

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### **Results from Operations**

For the period from inception on May 29, 2018 to August 31, 2018, the Company has not yet generated revenue, and incurred loss of \$170,998. During the period, the Company also incurred other compressive loss of \$27,888.

A breakdown of results from operations is as follows:

#### **Consulting Fees**

For the period from inception on May 19, 2018 to August 31, 2018, consulting fees of \$56,000 was paid to the sole director of the Company, Dr. Shuang Xie and her associates for product development and setting up the "Firwood Facility, a hemp extraction facility in the US.

#### **Depreciation and Amortization**

As of August 31, 2018, the Company owned extraction equipment of \$623,103 and fillers to be used in extraction equipment of \$180,695. Extraction equipment and fillers are depreciated using straight-line method, with estimate useful lives of five years and two years, respectively.

As of August 31, 2018, intangible assets balance was \$2,219,429. Intangible assets consisted of (i) certain intellectual property (the "IP") in related to hemp extraction, and (ii) an overseas exclusive distribution right which the Company was appointed by Hangzhou Aibeida Technology Co. Ltd, an equipment manufacturer. The distribution right is accounted for as part of the IP. The IP is amortized using straight-line method, with estimate useful life of 10 years.

For the period from inception on May 19, 2018 to August 31, 2018, \$75,758 of depreciation and amortization expenses was charged.

#### **Legal and Accounting**

For the period from inception on May 19, 2018 to August 31, 2018, legal and accounting fees of \$11,174 was paid for general legal advices.

#### **License and Permits**

For the period from inception on May 19, 2018 to August 31, 2018, the Company incurred \$1,833 for obtaining license and permits. On August 29, 2018, the Company's wholly-owned subsidiary CBD99, Inc. obtained the Industrial Hemp Handler Registration from the Oregon Department of Agriculture (the "Hemp License") for the Firwood Facility. The hemp license will expire on December 31, 2018 and will be renewed annually.

#### **Office Admin**

For the period from inception on May 19, 2018 to August 31, 2018, the Company incurred \$4,162 for office expenses.

#### **Lab Supplies**

For the period from inception on May 19, 2018 to August 31, 2018, the Company incurred \$2,800 to purchase supplies for product development.

#### **Travel**

For the period from inception on May 19, 2018 to August 31, 2018, the Company incurred \$19,271 travel and accommodation expenses, mainly in Oregon, USA.

# **AIBEIDA LIFETECH LIMITED**

## **Management's Discussion and Analysis**

**Period from inception on May 29, 2018 to August 31, 2018**

**(Expressed in Canadian Dollars)**

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### **Other Comprehensive Loss**

For the period from inception on May 19, 2018 to August 31, 2018, other comprehensive loss was a result of foreign exchange translation from functional currencies to the Company's presentation currency.

### **Cash Flows, Liquidity and Capital Resources**

As of August 31, 2018, the Company's cash balance was \$9,993.

For the period from inception on May 19, 2018 to August 31, 2018, cash used in operating activities was \$90,007. On August 15, 2018, the Company signed a Loan Agreement with PKC, whereby PKC will provide with an interest free loan up to \$200,000 to the Company for setting up the Firwood Facility. In the events that the Proposed Transaction does not complete, the loan will be repayable within 90 days after PKC providing with a written notice of demand. The shareholders of the Company provide with a pledge of the Company's common shares as security. As of August 31, 2018, \$100,000 loan advance has been received by the Company.

### **Financial and Other Instruments**

The Company is exposed to credit risk, liquidity risk and market risk. The Company's primary risk management objective is to protect its income and cash flows and, ultimately, shareholder value. Risk management strategies, as discussed below, are designed and implemented to ensure the Company's risks and related exposures are consistent with its business objectives and risk tolerance.

#### **Credit Risk**

Credit risk represents the financial loss that the Company would experience if a counterparty to a financial instrument, in which the Company has an amount owing from the counterparty, failed to meet its obligations in accordance with the terms and conditions of its contracts with the Company.

The Company has limited credit risk as its cash are deposited in a bank account of one of the primary banks in Canada.

#### **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage, as outlined in Note 18 of the Consolidated Financial Statements. It also manages liquidity risk by continually monitoring actual and projected cash flows to ensure that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

As of August 31, 2018, all of the Company's financial liabilities mature within 12 months.

#### **Foreign Exchange Risk**

Foreign exchange risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of a change in foreign exchange rates. The Company conducts its business mainly in US dollars and Canadian dollars. The Company is exposed to currency risk as the functional currency of its subsidiary is other than Canadian dollars.

The majority of the Company's assets are held in a subsidiary whose functional currency is the US dollars. Many foreign currency exchange transactions involving US dollars. The Company cannot predict nor give any assurance

# AIBEIDA LIFETECH LIMITED

## Management's Discussion and Analysis

Period from inception on May 29, 2018 to August 31, 2018

(Expressed in Canadian Dollars)

of its future stability. Future fluctuations in exchange rates may adversely affect the value, translated or converted into Canadian dollars, of the Company's net assets and earnings.

The Company cannot give any assurance that any future movements in the exchange rates of the US dollars dollar against the Canadian dollar and other foreign currencies will not adversely affect its results of operations, financial condition and cash flows. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

### Contractual Obligations

As of August 31, 2018, the Company has the following contractual obligations:

	Firwood Industrial Park lease	Fillers per HZJC Contract	Lab space lease per HZZB Contract	Total
2018	\$ 13,055	\$ -	\$ -	\$ 13,055
2019	78,330	197,122	49,281	324,733
2020	78,330	197,122	-	275,452
Thereafter	221,935	197,122	-	419,057
Total	\$ 391,650	\$ 591,366	\$ 49,281	\$ 1,032,297

### Capital Structure

During the period ended August 31, 2018, the Company (i) issued 10,000 founder shares with a value of \$1,660 and (ii) issued 15,970,000 common shares with a value of \$3,176,433 for the acquisition of assets (see Note 7 of the Consolidated Financial Statements). An unlimited number of common shares are authorized with par value of HKD1.00 per share. Holders of common shares are entitled to one vote per share.

### Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements.

### Transactions with Related Parties

#### Transactions with Key Management

Key management personnel are those persons who have the authority and responsibility for planning, directing, and controlling activities of the Company directly or indirectly, including directors of the Company. During the period ended August 31, 2018, the Company paid \$40,000 to its sole director for consulting services.

#### Amount due to Related Parties

As of August 31, 2018, the Company owed HZ Aibeida \$1,254.

As of August 31, 2018, the Company owed a director of the Company of \$13,983.

Amount due to related parties bears no interest and due on demand.

# **AIBEIDA LIFETECH LIMITED**

## **Management's Discussion and Analysis**

**Period from inception on May 29, 2018 to August 31, 2018**

**(Expressed in Canadian Dollars)**

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### **Risks Related to the Company's Business**

This section describes the material risks affecting the Company's business, financial condition, operating results and prospects. A prospective investor should carefully consider the risk factors set out below and consult with his, her or its investment and professional advisors before making an investment decision. There may be other risks and uncertainties that are not known to the Company or that the Company currently believes are not material, but which also may have a material adverse effect on the Company's business, financial condition, operating results or prospects.

There are a number of risk factors that could materially affect the business of Aibeida, which include but are not limited to the risk factors set out below:

- Completion of the Proposed Transaction
- Intellectual Property Infringement
- Competition
- No operating history and financial resources
- Government Regulations
- Dependence on Key Personnel
- Potential Profitability Depends upon Factors beyond the Control of Aibeida
- Price volatility and lack of active market

Schedule "D"

**PRO FORMA FINANCIAL STATEMENTS**

(see attached)

**Pacific Link Mining Corp.**

**PRO-FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION**  
**(Unaudited)**

**June 30, 2018**

# PACIFIC LINK MINING CORP

## Pro-Forma Consolidated Statement of Financial Position (Unaudited)

As at June 30, 2018

(Expressed in Canadian Dollars)

	Pacific Link Mining Corp. June 30, 2018	Aibeida Lifetech Limited August 31, 2018	Note	Pro-Forma Adjustments	Proforma Consolidated June 30, 2018
<b>ASSETS</b>					
<b>Current Assets</b>					
Cash	\$ 524,304	\$ 9,993		\$	\$ 4,884,587
			2c	5,000,000	
			2d	(250,000)	
			2e	(300,000)	
			2f	(99,710)	
Short-term investments	250,000	-			250,000
Prepaid and other assets	1,729	21,542			23,271
<b>Total Current Assets</b>	<b>776,033</b>	<b>31,535</b>		<b>4,350,290</b>	<b>5,157,858</b>
<b>Deposit</b>	<b>-</b>	<b>49,280</b>			<b>49,280</b>
<b>Property and Equipment</b>	<b>-</b>	<b>803,798</b>			<b>803,798</b>
<b>Intangible Assets</b>	<b>-</b>	<b>2,219,429</b>			<b>2,436,222</b>
			2a	216,793	
<b>Total Assets</b>	<b>\$ 776,033</b>	<b>\$ 3,104,042</b>		<b>\$ 4,567,083</b>	<b>\$ 8,447,158</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>					
<b>Current Liabilities</b>					
Accounts Payable and accrued liabilities	\$ 9,342	\$ 9,888		\$	\$ 19,230
Due to related parties	5,727	15,237			20,964
Loan payable	-	99,710	2f	(99,710)	-
<b>Total Current Liabilities</b>	<b>15,069</b>	<b>124,835</b>		<b>(99,710)</b>	<b>40,194</b>
<b>SHAREHOLDERS' EQUITY</b>					
Share capital	6,754,150	2,681,426			14,700,150
			2a	3,196,000	
			2b	(2,681,426)	
			2c	5,000,000	
			2d	(250,000)	
Contributed surplus	1,768,454	496,667			1,768,454
			2b	(496,667)	
Other comprehensive loss	-	(27,888)			-
			2b	27,888	
Deficit	(7,761,640)	(170,998)			(8,061,640)
			2b	170,998	
			2e	(300,000)	
<b>Total Shareholders' Equity</b>	<b>760,964</b>	<b>2,979,207</b>		<b>4,666,793</b>	<b>8,406,964</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 776,033</b>	<b>\$ 3,104,042</b>		<b>\$ 4,567,083</b>	<b>\$ 8,447,158</b>

See Accompanying Notes to this unaudited pro-forma statement of financial position.

# PACIFIC LINK MINING CORP

## Notes to the Pro-Forma Consolidated Statement of Financial Position (Unaudited)

As at June 30, 2018

(Expressed in Canadian Dollars)

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### 1. BASIS OF PRESENTATION

This unaudited pro-forma consolidated statement of financial position of Pacific Link Mining Corp. (“PKC” or the “Company”) has been prepared by management in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board. Under the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The statement of financial position does not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

On July 16, 2018, PKC and Aibeida Lifetech Limited (“HK Aibeida”) entered into a Letter Agreement.

On September 18, 2018, PKC and HK Aibeida entered into the Definitive Agreement, which superseded and replaced the Letter Agreement.

Pursuant to the Definitive Agreement, PKC will acquire all of the issued and outstanding shares of HK Aibeida. The shareholders of HK Aibeida will receive one common share in the capital of PKC in exchange for each common share in the capital of HK Aibeida (the “Proposed Transaction”). It is anticipated that a total of 15,980,000 common shares of PKC will be issued to the HK Aibeida shareholders which will represent about 40% of the outstanding shares of PKC before the completion of a concurrent financing of \$5 million. Upon the completion of the Proposed Transaction, PKC intends to seek a listing of its shares on the Canadian Securities Exchange (“CSE”). The Proposed Transaction is subject to certain regulatory approvals and shareholders approvals for both PKC and HK Aibeida.

This unaudited pro-forma consolidated statement of financial position has been prepared for inclusion in the Information Circular of the Company, which contains the details of its Proposed Transaction with HK Aibeida.

In preparing this unaudited pro-forma consolidated statement of financial position, no adjustments have been made to reflect additional costs or savings that could result from the transaction. This unaudited pro-forma consolidated statement of financial position is not necessarily indicative of the Company’s financial position on closing of the Proposed Transaction. This unaudited pro-forma consolidated statement of financial position includes information from:

- Unaudited financial statements of PKC as at June 30, 2018
- Audited consolidated financial statements of HK Aibeida as at August 31, 2018

HK Aibeida does not meet the definition of a business; therefore, the transaction is accounted for under IFRS 2 Share-based Payment. Under this basis of accounting, the consolidated entity is considered to be a continuation of the Company, with the net identifiable assets of HK Aibeida deemed to have been acquired by the Company.

Upon completion of the Proposed Transaction, PKC will change its name to Gima Lifetech Corporation, to reflect the change of its business.

This unaudited consolidated pro-forma statement of financial position has been prepared as of the Proposed Transaction had occurred on June 30, 2018.

This unaudited pro-forma consolidated statement of financial position has been compiled using the significant accounting policies as set out in HK Aibeida’s audited consolidated financial statements for the

# AIBEIDA LIFETECH LIMITED

## Notes to the Pro-Forma Consolidated Statement of Financial Position (Unaudited)

As at June 30, 2018

(Expressed in Canadian Dollars)

period from inception on May 29, 2018 to August 31, 2018, and those accounting policies expected to be adopted by the resulting issuer.

This unaudited pro-forma consolidated statement of financial position is not necessarily indicative of the financial position that would have been attained had the transactions actually taken place at the dates indicated and do not purport to be indicative of the effects that may be expected to occur in the future.

In the opinion of management, the unaudited pro-forma consolidated statement of financial position includes all adjustments necessary for the fair presentation of the transactions described in Note 2.

### 2. PRO-FORMA ADJUSTMENTS AND ASSUMPTIONS

The unaudited pro-forma consolidated statement of financial position has been presented giving effect to the following assumptions and pro-forma adjustments:

- a) As stated in Note 1, the consolidated entity is considered to be continuation of the Company, with the net identifiable assets of HK Aibeida deemed to have been acquired by the Company. The preliminary purchase price allocation is summarized as follow:

Fair value of common shares issued (15,790,000 common shares at \$0.20 per common share)	\$ 3,196,000
	<u>3,196,000</u>
Allocated as follows:	
Cash	9,993
Prepaid and other assets	21,542
Deposit	49,280
Property and Equipment	803,798
Intangible Assets	2,436,222
Accounts Payable and accrued liabilities	(9,888)
Due to related parties	(15,237)
Loan payable	(99,710)
	<u>3,196,000</u>

- b) HK Aibeida's equity accounts previous to the Proposed Transaction are eliminated in the unaudited pro-forma consolidated statement of financial position.
- c) A concurrent financing of \$5,000,000, at \$0.20 per common share, is recorded in the unaudited pro-forma consolidated statement of financial position.
- d) \$250,000 finder's fee is recorded in the unaudited pro-forma consolidated statement of financial position.
- e) The Company has estimated \$300,000 in legal, accounting and regulatory costs relate to the Proposed Transaction.
- f) On August 15, 2018, the Company signed a Loan agreement with HK Aibeida, whereby the Company will provide HK Aibeida with an interest free loan up to \$200,000 for setting up an extraction facility in

# AIBEIDA LIFETECH LIMITED

## Notes to the Pro-Forma Consolidated Statement of Financial Position (Unaudited)

As at June 30, 2018

(Expressed in Canadian Dollars)

Oregon, USA. As of August 31, 2018, loan payable balance was \$99,710. Upon the completion of the Propose Transaction, this loan balance is eliminated.

### 3. PRO-FORMA SHARE CAPITAL

After giving effect to the pro-forma adjustments and assumptions in Note 2, and no future issuances, the issued and fully paid share capital the Company would be as follows:

	Note	Number of Shares	Common Shares	Contributed surplus	Other comprehensive income	Deficit	Total shareholders' equity
Balance , June 30, 2018 (PKC)		24,325,853	\$ 6,754,150	\$ 1,768,454	\$ -	\$ (7,761,640)	\$ 760,964
Balance , June 30, 2018 (HK Aibeida)		15,980,000	2,681,426	496,667	(27,888)	(170,998)	2,979,207
Elimination of HK Aibeida's equity	2b	(15,980,000)	(2,681,426)	(496,667)	27,888	170,998	(2,979,207)
Shares issued to acquire HK's Aibeida's net identifiable assets	2a	15,980,000	3,196,000	-	-	-	3,196,000
Shares issued for concurrent financing	2c	25,000,000	5,000,000	-	-	-	5,000,000
Finder's fee	2d	-	(250,000)	-	-	-	(250,000)
Legal, accounting and regulatory costs	2e	-	-	-	-	(300,000)	(300,000)
<b>Balance, June 30, 2018, after the Proposed Transaction</b>		<b>65,305,853</b>	<b>\$ 14,700,150</b>	<b>\$ 1,768,454</b>	<b>\$ -</b>	<b>\$ (8,061,640)</b>	<b>\$ 8,406,964</b>

Schedule "E"

**CHANGE OF AUDITOR REPORTING PACKAGE**

(see attached)

Pacific Link Mining Corp.  
(the "Company")  
Suite 2060 – 1055 West Georgia Street, Vancouver, B.C., V6E 3R5  
Tel: (604) 688-8002 Fax: (604) 688-8030

NOTICE

NATIONAL INSTRUMENT 51-102

TO: British Columbia Securities Commission

AND TO: Alberta Securities Commission,  
Davidson & Company LLP  
DeVisserGray LLP

The Auditors of the Company have been the firm of DeVisserGray LLP of Vancouver, British Columbia.

DeVisserGray LLP were asked to resign as the Auditors of the Company and did so effective August 8, 2018. Davidson & Company LLP, of Vancouver, British Columbia were appointed by the Directors of the Company as the new auditors of the Company commencing August 2, 2018.

The replacement of DeVisserGray LLP and the proposal to appoint Davidson & Company LLP, as the new Auditors for the Company were approved by the Company's Audit Committee.

There have been no reservations in any of the Auditor's Reports on the Company's financial statements for the fiscal years ended December 31, 2015, 2016 and 2017, or for any period subsequent to the last completed fiscal year for which an audit report was issued, and there have been no reportable events.

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of August 2018.

BY ORDER OF THE BOARD OF DIRECTORS  
PACIFIC LINK MINING CORP.  
*"Dr. Ken Cai"*  
Interim President

August 16, 2018

British Columbia Securities Commission  
P.O. Box 10142, Pacific Centre  
701 West Georgia Street  
Vancouver, B.C. V7Y 1L2

-and to-

Alberta Securities Commission  
Suite 600, 250 – 5<sup>th</sup> St. SW  
Calgary, Alberta T2P 0R4

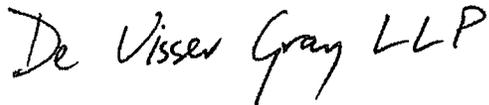
Dear Sirs/Mesdames:

**Re: Pacific Link Mining Corp. (the “Company”)  
Notice Pursuant to National Instrument 51-102 – Change of Auditor**

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As required by the National Instrument 51-102, we have reviewed the information contained in the Company’s Notice of Change of Auditor, dated August 8, 2018 and agree with the information contained therein, based upon our knowledge of the information relating to said notice and of the Company at this time.

Yours truly,



**CHARTERED PROFESSIONAL ACCOUNTANTS**

August 14, 2018

**British Columbia Securities Commission**

**Alberta Securities Commission**

Dear Sirs / Mesdames:

**Re: Pacific Link Mining Corp. (the "Company")**  
**Notice Pursuant to NI 51-102 - Change of Auditor**

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated August 8, 2018, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

*Davidson & Company LLP*

**DAVIDSON & COMPANY LLP**  
Chartered Professional Accountants

**cc: TSX Venture Exchange**



## Schedule “F”

### CORPORATE GOVERNANCE POLICY

#### General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the Company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. The Canadian Securities Administrators (the “CSA”) have adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate government practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI58-101.

#### Board of Directors and Directorships

The Corporation’s board of directors (the “**Board**”), which is responsible for supervising the management of the business and affairs of the Corporation, is comprised of three directors, one of which is independent. The independent director is Mr. Michael Doggett. The Acting President and Acting Chief Executive Officer of the Corporation, Dr. Ken Z. Cai is not independent by virtue of being a member of the Corporation’s management. The Corporate Secretary of the Corporation, Ms. Trevitt is not independent by virtue of being a member of the Corporation’s management. The Company is electing a total of five directors at the Annual General and Special Meeting scheduled for November 15, 2018. Therefore, the Board will have five directors, three of whom will be independent.

The following table sets forth the boards of other reporting issuers (or companies that are equivalent to reporting issuers) that the directors of the Corporation currently are directors of:

<b>Director</b>	<b>Additional Public Company Directorships</b>
Dr. Ken Z. Cai	Minco Silver Corporation, Minco Gold Corporation, and Minco Base Metals Corporation
Jennifer Trevitt	None
Michael Doggett	Minco Gold Corporation

The independent members of the Board do not hold regularly scheduled meetings at which the non-independent directors and members of management are not in attendance. Although the independent directors do not hold meetings without the non-independent directors and members of management, the Board facilitates open and candid discussion among its independent directors.

The Board shall consist of five directors. Of the five proposed management nominees for the Board, Michael Doggett, Shawn Dang, Giamiao Ji, are “outside” and “unrelated” directors. The other nominees, Dr. Ken Z. Cai and Dr. Shuang Xie will be, by nature of their management positions, “inside” and “related”. The entrepreneurial nature of the Company, and the current stage of the Company’s development, make it appropriate for the Board to be

composed of the present number and composition of directors, and the Board believes that when balanced against the attendant increase in cost to the Company and possible reduction in the efficiency with which decisions are made, it would not be warranted to significantly increase the size of the Board or change the Board's composition at this time.

The Board currently consists of two related and inside directors, Dr. Ken Z. Cai and Ms. Jennifer Trevitt, and one unrelated and outside director, Mr. Michael Doggett. Dr. Cai and Ms. Trevitt are considered Management Directors under Corporate Governance guidelines.

Mr. Doggett is a past Director of the Mineral Exploration Program at Queen's University in Kingston, Ontario, Canada. Currently, he is an independent mineral economics consultant based in Vancouver. The majority of his time is spent in the field of mineral economics. He holds 500,000 common shares of the Company.

Dr. Ken Z. Cai is currently Acting President and Acting Chief Executive Officer of the Company. He holds 4,424,666 common shares of the Company and 2,070,000 share purchase warrants.

Ms. Trevitt is currently Corporate Secretary and Director of the Company. Also, she is Vice President Corporate Affairs and Corporate Secretary of Minco Gold Corporation, Minco Silver Corporation and Minco Base Metals Corporation. She does not hold any shares of the Company.

### **Orientation and Continuing Education**

The Corporation is developing an orientation program, administered by the existing Board as a whole for new directors which will provide each new director with a manual containing information regarding the roles and responsibilities of the Board, Audit Committee, the Chair of the Board, the Chair of the Audit Committee and the CEO. The manual will contain information regarding the nature and operation of the business and organizational structure of the Company. The directors are encouraged to stay abreast of industry developments, legal issues and the evolving business of the Corporation.

### **Ethical Business Conduct**

The Corporation encourages and promotes a culture of ethical business conduct by encouraging an open dialog between employees and management. The Corporation's Audit Committee is responsible for ensuring the accuracy of the Corporation's financial information.

The Board has adopted a written Code of Conduct to promote a culture of ethical business conduct by its directors. Directors are expected to make responsible and ethical decisions in discharging their duties, thereby setting an example of the standard to which management and employees should adhere. The Board is required to satisfy itself that the CEO or President and other executive officers are acting with integrity and fostering a culture of integrity throughout the Corporation.

### **Nomination of Directors**

The Board as a whole has the responsibility for identifying qualified new candidates and appointing directors to Committees. The Board reviews the composition and size of the Board in advance of annual meetings, as well as when individual directors indicate that their term may end or that their status may change. The Board has the power to engage a consultant or advisor to assist the Board in discharging its duties with respect to nominating directors. Independent directors also take a leading role in discussions on appropriate candidates for election to the Board.

### **Compensation**

The Board does not have a Compensation Committee at the current time. The Board as a whole evaluates any proposed compensation to be received by other executive officers and management. Compensation of management and executive officers of competitors are considered in determining compensation. The Board has the power to engage a compensation consultant or advisor to assist in determining appropriate compensation.

### **Other Board Committees**

Other than the Audit Committee, the Board does not have any other committee. The Board as a whole has the power to appoint a committee on an ad hoc basis.

The current members of the Audit Committee are Mr. Doggett, independent director, Ms. Trevitt and Dr. Ken Z. Cai.

### **Assessments**

The Board is responsible for conducting annual evaluations and assessments of their performance, contributions and effectiveness of individual directors, the Chair of the Board, if any, the Chair of the Audit Committee, the Audit Committee of the Board and the Board as a whole.

## Schedule "G"

### CODE OF CONDUCT

#### **Introduction**

Our Board of Directors has adopted this Code of Conduct to provide principles for the purpose of promoting:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, any Securities Commission in Canada and in other public communications;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting of violations of our Code of Conduct; and
- Accountability for adherence to our Code of Conduct.

Our Code of Conduct applies to all of our employees, directors and officers, including our Acting Chief Executive Officer, Acting Chief Financial Officer and any other senior financial officers performing similar functions. In our Code of Conduct these individuals are referred to as "you".

#### **Principles**

1. You shall act with honesty and integrity in the performance of your duties, shall comply with all laws, rules and regulations of federal and provincial governments and other private and public regulatory agencies that affect the conduct of our business and our financial and other reporting.
2. You are responsible for full, fair, accurate, timely and understandable disclosure in the reports and documents that we file with, or submit to, the Canadian Securities Administrators and in our other public communications. Accordingly, each of you is responsible for promptly bringing to the attention of the Chair, Audit Committee any material information of which you may become aware that affects our disclosure in our public filings.
3. You shall promptly bring to the attention of the Chair, Audit Committee any information you may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to us and the operation of our business or any violation of this Code of Conduct. You may also use the complaint procedures that have been established by our Audit Committee. In either event, any reporting is confidential and you are protected from retaliation.
4. You shall promptly bring to the attention of the Chair, Audit Committee any information you may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect our ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees, including those who have a significant role in our financial reporting, disclosures or internal controls.
5. You must avoid any personal activity or association that could appear to influence your judgment or affect our best interests. You shall promptly bring to the attention of the Chair, Audit Committee any information you may have concerning any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees, including those who have a significant role in our financial reporting, disclosures or internal controls.

## **Reporting Violations**

If you observe or become aware of an actual or potential violation of this Code of Conduct or of any law or regulation, it is your responsibility to report the circumstances of the actual or potential violation as provided below. You are also required to cooperate in the investigation by Pacific Link of the actual or potential violation of this Code of Conduct. Any employee who in good faith raises an issue regarding a possible violation of law or this policy will not be subject to retaliation, and his or her confidentiality will be protected to the extent possible, consistent with law, corporate policy and the requirements necessary to conduct an effective investigation.

To report an actual or potential violation of this Code of Conduct, you should contact the Chair, Audit Committee, either in person or in writing at (604) 484-8252 or email: [info@pacificlinkmining.com](mailto:info@pacificlinkmining.com). The Company's address is 2060 – 1055 West Georgia Street, P.O. Box 11176, Vancouver, B.C. V6E 3R5. The Chair, Audit Committee will forward the report to the Acting President and Acting Chief Executive Officer and retain a copy of the report until the report is addressed at a meeting of the Board of Directors or until such time as the Chair of the Audit Committee confirms that the Board of Directors has satisfactorily addressed the report of the actual or potential violation of this Code of Conduct.

If you are not satisfied with the Chair, Audit Committee's response or require an alternative means of reporting a violation, you may also report an actual or potential violation of this Code of Conduct directly to the Acting President and Acting Chief Executive Officer by:

1. Sealing the report in an envelope marked:

Confidential – Code of Conduct Violation  
Acting President and Chief Executive Officer, Pacific Link Mining Corp.

Please call the Acting President and Acting Chief Executive Officer at (604) 484-8252 if you have any questions or concerns about the above procedures.

## **Violations and Waivers**

Our Acting President and Acting Chief Executive Officer shall advise the Board of Directors in writing of all violations of this Code of Conduct reported to him. The Acting President and Acting Chief Executive Officer shall also advise the Board of Directors of all violations of this Code of Conduct reported to him in confidence and take, to the extent possible, necessary precautions to maintain the confidentiality of the report.

Our Board of Directors shall determine, with or without the advice of others, appropriate actions to be taken in the event there is a violation of this Code of Conduct. These actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code of Conduct and may include actions ranging from (a) written notices to the individual involved that the Board has determined that there has been a violation to (b) termination of the individual's employment. In determining what action is appropriate in a particular case, the Board of Directors will take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past.

No waivers of any provision of this Code of Conduct may be made except by the Board of Directors. Only the Board of Directors may amend this Code of Conduct. Any waiver or amendment shall be reported as required by law or regulation.

**DIRECTORS' APPROVAL**

The contents and the sending of the Notice of Meeting and this Circular have been approved by the Board of Directors of Pacific Link.

DATED: October 5, 2018.

ON BEHALF OF THE BOARD OF DIRECTORS OF  
**PACIFIC LINK MINING CORP.**

s/ "Dr. Ken Z. Cai" \_\_\_\_\_  
President and Chief Executive Officer

**CERTIFICATE OF ISSUER**

The foregoing document constitutes full, true and plain disclosure of all material facts relating to the securities of PACIFIC LINK MINING CORP., assuming completion of the Acquisition.

DATED: October 5, 2018.

*“Dr. Ken Z. Cai”*

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Dr. Ken Z. Cai  
President & Chief Executive Officer

*“Scott Davis”*

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Scott Davis  
Chief Financial Officer

On Behalf of the Board of

**PACIFIC LINK  
MINING CORP.**

*“Dr. Michael Doggett”*

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Dr. Michael Doggett  
Director

*“Jennifer Trevitt”*

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Jennifer Trevitt  
Director

**CERTIFICATE OF AIBEIDA LIFETECH LIMITED**

The foregoing document constitutes full, true and plain disclosure of all material facts relating to the securities of AIBEIDA LIFETECH LIMITED assuming completion of the Acquisition.

DATED: October 5, 2018.

*“Dr. Shuang Xie”*

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Dr. Shuang Xie  
Sole Director