NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
AND
MANAGEMENT PROXY CIRCULAR

Meeting Date: Friday, May 31, 2019 at 2:00 p.m. Atlantic

This management information circular and the accompanying materials require your immediate attention. If you are in doubt as to how to deal with these documents or the matters to which they refer, please consult your financial, legal, tax or other professional advisor.

VIVERE COMMUNITIES INC.
NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual and Special Meeting (the "**Meeting**") of the shareholders (each, a "**Shareholder**" and collectively, the "**Shareholders**") of VIVERE COMMUNITIES INC. (the "**Corporation**") will be held at the offices of McInnes Cooper, Suite 1300, 1969 Upper Water Street, Halifax, Nova Scotia on **Friday, May 31, 2019 at 2:00 p.m. (Atlantic)** for the following purposes:

1. To receive and consider the financial statements of the Corporation for the fiscal year ended December 31, 2018 and the auditors' report thereon;

2. To elect directors of the Corporation;

3. To re-appoint KPMG LLP, Chartered Accountants, as the auditors of the Corporation and authorize the directors to fix their remuneration;

4. To ratify, confirm and re-approve the Corporation's incentive stock option plan;

5. To consider and, if thought advisable, to pass, with or without variation, an ordinary resolution of disinterested shareholders, in the form annexed as Schedule "C" to the management information circular ("**Circular**") accompanying and forming part of this notice of meeting, ratifying and approving the deferred share unit plan of the Corporation (the "**DSU Plan Resolution**");

6. To consider and, if thought advisable, to pass, with or without variation, a special resolution, in the form annexed as Schedule "D" to the Circular, approving the amendment to the Corporation's Articles of Incorporation to allow the Corporation's registered office to be situated in Nova Scotia instead of British Columbia (the "**Articles Amendment Resolution**");

7. to consider, and if deemed advisable, to pass a special resolution as set out in Schedule "E" to the Circular to issue 1,318,036 common shares of the Corporation to companies controlled by officers and directors of the Corporation and to one director of the Corporation to settle in aggregate $168,165 of debt to the Corporation (the "**Shares for Debt Resolution**");

8. to consider, and if deemed advisable, to pass a special resolution as set out in Schedule "F" to Circular to approve the issuance of 550,000 common shares of the Corporation to companies controlled by officers and directors of the Corporation and to one director of the Corporation to settle $110,000 of debt to the Corporation, and to settle future consulting and advisory fees of $110,000 every three months through the issuance of common shares (the "**Shares for Services Resolution**"); and

9. To transact such other business as may properly be brought before the Meeting.

Only Shareholders of record as of the close of business on April 30, 2019 (the "**Record Date**") are entitled to receive notice of, and to vote or act at, the Meeting. No person who becomes a Shareholder after the Record Date will be entitled to vote or act at the Meeting or any adjournment thereof.

To assure your representation at the Meeting as a registered Shareholder ("**Registered Shareholder**"), please complete, sign, date and return the enclosed proxy, whether or not you plan to personally attend the Meeting. Sending your proxy will not prevent you from voting in person at the Meeting. All proxies completed by Registered Shareholders must be received by the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), no later than **Wednesday, May 29, 2019 at 2:00 p.m. (Halifax Time)**. A Registered Shareholder must return the completed proxy to Computershare as follows:

(a) by **mail** in the enclosed envelope; or

(b) by the **Internet** or **telephone** as described on the enclosed proxy; or

(c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

Non-registered Shareholders ("**Non-Registered Shareholders**") whose shares are registered in the name of an intermediary should carefully follow voting instructions provided by the intermediary. A more detailed description on returning proxies by Non-Registered Shareholders can be found on page 3 of the attached Circular.

If you receive more than one proxy or voting instruction form, as the case may be, for the Meeting, it is because your shares are registered in more than one name. To ensure that all of your shares are voted you should sign and return all proxies and voting instruction forms that you receive.

DATED the 3rd day of May, 2019

BY ORDER OF THE BOARD OF DIRECTORS

(signed) Michael Anaka
President and Chief Executive Officer

VIVERE COMMUNITIES INC.

MANAGEMENT PROXY CIRCULAR

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VIVERE COMMUNITIES INC.
MANAGEMENT PROXY CIRCULAR
(as at May 3, 2019, except as indicated)

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Proxy Circular (the "Circular") is furnished in connection with the solicitation by the management of ViveRE Communities Inc. (the "Corporation") of proxies to be used at the Annual and Special Meeting (the "Meeting") of shareholders (each, a "Shareholder" and collectively, the "Shareholders") of the Corporation to be held at the offices of McInnes Cooper, Suite 1300, 1969 Upper Water Street, Halifax, Nova Scotia on Friday, May 31, 2019 at 2:00 p.m. (Atlantic), or any adjournment thereof, for the purposes set forth in the accompanying notice of meeting ("Notice of Meeting"). It is expected that the solicitation will be made primarily by mail. However, officers, employees or agents of the Corporation may also solicit proxies by telephone, telecopier, e-mail or in person. The total cost of solicitation of proxies will be borne by the Corporation. Pursuant to National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy-related materials to certain beneficial holders. See "Appointment and Revocation of Proxies – Notice to Beneficial Holders of Shares" below.

INTERNET AVAILABILITY OF PROXY MATERIALS

Rules recently adopted by the Canadian securities administrators, known as the "notice and access" distribution option, allow companies to send to Shareholders a notice to the effect that proxy materials are available via the Internet, rather than mailing full sets of proxy materials to them. This year, the Corporation chose to mail full sets of proxy materials to Shareholders. In the future, the Corporation may take advantage of the "notice and access" distribution option.

APPOINTMENT AND REVOCATION OF PROXIES

Appointment of Proxy

Shareholders may be "Registered Shareholders" or "Non-Registered Shareholders". If common shares of the Corporation ("**Common Shares**") are registered in the Shareholder's name, the Shareholder is a "**Registered Shareholder**". If Common Shares are registered in the name of an intermediary and not registered in the Shareholder's name, they are said to be owned by a "**Non-Registered Shareholder**" or referred to as "**Beneficial Shareholder**". An intermediary is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates. The instructions provided below set forth the different procedures for voting Common Shares at the Meeting to be followed by Registered Shareholders and Non-Registered Shareholders.

The persons named in the enclosed instrument appointing proxy are officers and directors of the Corporation. **Each Shareholder has the right to appoint a person or company (who need not be a Shareholder) to attend and act for him at the Meeting other than the persons designated in the enclosed form of proxy**. Shareholders who have given a proxy also have the right to revoke it insofar as it has not been exercised. The right to appoint an alternate proxy holder and the right to revoke a proxy may be exercised by following the procedures set out below under "*Registered Shareholders*" or "*Non-Registered Shareholders*", as applicable.

If any Shareholder receives more than one (1) proxy or voting instruction form, it is because that Shareholder's shares are registered in more than one form. In such cases, Shareholders should sign and submit all proxies or voting instruction forms received by them in accordance with the instructions provided.

Registered Shareholders

Registered Shareholders have two methods by which they can vote their Common Shares at the Meeting; namely, in person or by proxy. To assure representation at the Meeting, Registered Shareholders are encouraged to return the proxy included with this Circular. Sending in a proxy will not prevent a Registered Shareholder from voting in person at the Meeting. His or her vote will be taken and counted at the Meeting. Registered Shareholders who do not plan to attend the Meeting or do not wish to vote in person can vote by proxy.

Proxies must be received by the Corporation's transfer agent, Computershare Investor Services Inc. ("**Computershare**") no later than **Wednesday, May 29, 2019 at 2:00 p.m. (Halifax Time)**. A Registered Shareholder must return the completed proxy to Computershare as follows:

(a) by **mail** in the enclosed envelope; or

(b) by the **Internet** or **telephone** as described on the enclosed proxy; or

(c) by **registered mail**, by **hand** or by **courier** to the attention of Computershare Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1.

The document appointing a proxy must be in writing and executed by the Registered Shareholder or his attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

A Registered Shareholder submitting a form of proxy has the right to appoint a person (who need not be a Shareholder) to represent him or her at the Meeting other than the persons designated in the form of proxy furnished by the Corporation. To exercise that right, the Shareholder must strike out the names of the persons designated on the enclosed proxy and insert the name of the alternate appointee in the blank space provided. In addition, the Shareholder should notify the appointee of the appointment, obtain his or her consent to act as appointee and instruct the appointee on how the Shareholder's shares are to be voted.

Revocation of Proxy

A Registered Shareholder who has submitted a proxy as directed hereunder may revoke it at any time prior to the exercise thereof. If a person who has given a proxy personally attends the Meeting at which that proxy is to be voted, that person may revoke the proxy and vote in person. In addition to the revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or his attorney or authorized agent and deposited with Computershare at any time up to 2:00 p.m. (Atlantic) on May 29, 2019 by mail or by hand delivery to Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or deposited with the Secretary of the Corporation before the commencement of the Meeting, or any adjournment thereof, and upon either of those deposits, the proxy will be revoked.

Non-Registered Shareholders

The information set out in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold shares of the Corporation in their own name. Shareholders who do not hold their shares of the Corporation in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of shares can be recognized and acted upon at the Meeting or any adjournment(s) thereof. If shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those shares will not be registered in the Shareholder's name on the records of the Corporation. Those shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms. Shares held by brokers or their nominees can be voted (for or against resolutions or withheld from voting) only upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. Subject to the following discussion in relation to NOBOs (as defined below), the Corporation does not know for whose benefit the shares of the Corporation registered in the name of CDS & Co., a broker or another nominee, are held.

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

NI 54-101 allows the Corporation, in its discretion, to obtain a list of its NOBOs from intermediaries and to use such NOBO list for the purpose of distributing the Notice of Meeting, this Circular and a voting instruction form or form of proxy, as applicable (collectively, the "**Meeting Materials**") directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Corporation is entitled to deliver Meeting Materials to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. In accordance with the requirements of NI 54-101, the Corporation is sending the Meeting Materials indirectly to all Beneficial Shareholders through intermediaries. The cost of the delivery of the Meeting Materials by intermediaries to Beneficial Shareholders will be borne by the Corporation.

Applicable securities regulations require intermediaries, on receipt of Meeting Materials that seek voting instructions from Beneficial Shareholders indirectly, to seek voting instructions from Beneficial Shareholders in advance of the Meeting on Form 54-101F7. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting or any adjournment(s) thereof. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Beneficial Shareholder. **Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and Form 54-101F7.** Beneficial Shareholders can also write the name of someone else whom they wish to appoint to attend the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in Form 54-101F7 will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in Form 54-101F7 or this Circular. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails a voting instruction form in lieu of a form of proxy. Beneficial Shareholders are requested to complete and return the voting instruction form to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free telephone number to vote the shares held by them or access Broadridge's dedicated voting website at https://central-online.proxyvote.com to deliver their voting instructions. Broadridge will then provide aggregate voting instructions to the Corporation's transfer agent and registrar, which will tabulate the results and provide appropriate instructions respecting the voting of shares to be represented at the Meeting or any adjournment(s) thereof.

Exercise of Discretion by Proxies

The persons named in the accompanying form of proxy will vote the shares in respect of which they are appointed, on any ballot that may be called for, in accordance with the instructions of the Shareholder as indicated on the proxy. In the absence of such specification, such shares will be voted FOR all matters referred to on the form of proxy. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting or any adjournment thereof. As of the date hereof, management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, it is the intention of the person named in the enclosed proxy to vote in accordance with the recommendations of the management of the Corporation.

Voting Shares

The authorized capital of the Corporation consists of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series, of which 41,104,749 common shares are issued and outstanding as of the date hereof. There are no preferred shares outstanding as of the date hereof.

Each common share entitles the holder thereof to one vote. The Corporation has fixed April 30, 2019 as the record date (the "**Record Date**") for the purpose of determining Shareholders entitled to receive notice of, and vote at, the Meeting. Pursuant to the *Canada Business Corporations Act*, the Corporation is required to prepare, no later than ten days after the Record Date, an alphabetical list of Shareholders entitled to vote as of the Record Date that shows the number of shares held by each Shareholder. A Shareholder whose name appears on the list referred to above is entitled to vote the shares shown opposite his or her name at the Meeting. A Shareholder of record on the Record Date will be entitled to vote those shares included in the list of Shareholders entitled to vote at the Meeting, even though the Shareholder may subsequently dispose of his or her shares. No Shareholder who has become a Shareholder after the Record Date will be entitled to attend or vote at the Meeting

or any adjournment(s) thereof. The list of Shareholders is available for inspection during usual business hours at the offices of Computershare Investor Services Inc., 1500 Robert-Bourassa Blvd, 7th Floor, Montreal, Quebec, being the place where the Corporation's central securities register is maintained.

Quorum

Two (2) persons present in person or by proxy holding in the aggregate at least five percent (5%) of the outstanding shares and each entitled to vote at the Meeting will constitute a quorum at the Meeting.

Principal Shareholders

As of the date hereof, to the best knowledge of the Corporation, no one person beneficially owned, directly or indirectly, or exercised control or direction over, more than 10% of the common shares of the Corporation:

BUSINESS TO BE TRANSACTED AT THE MEETING

Presentation of Financial Statements

The financial statements of the Corporation, the auditor's report thereon and management's discussion and analysis for the year ended December 31, 2018, are filed on SEDAR under the Corporation's profile and will be presented to the Shareholders at the Meeting.

Election of Directors

The Board currently consists of eight members being, Michael Anaka, Jeffrey Dean, Kent Farrell, Drew Koivu, James Nicoll, David Pappin, Dr. Brian Ramjattan and Richard Turner, all of whom except James Nicoll are proposed for re-election to the Board until the close of the next annual meeting of Shareholders or until such director's successor is duly elected or appointed.

The following table sets forth a brief description of each of the proposed Resulting Issuer Directors, and the Current Directors, including their name and province or state and country of residence, their principal occupation during the last five years and the number of Common Shares they each beneficially owned, or controlled or directed, directly or indirectly, as of the date of this Circular. The information contained herein is based upon information furnished by the respective individuals.

Unless the proxy specifically instructs the proxyholder to withhold such vote, common shares represented by the proxies hereby solicited shall be voted for the election of the nominees whose names are set forth below. Management does not contemplate that any of these proposed nominees will be unable to serve as a director of the Corporation, but if that should occur for any reason prior to the Meeting, the persons designated in the enclosed instrument appointing proxy will have the right to use their discretion in voting for a properly qualified substitute.

Name, municipality of residence and position with the Corporation	Principal Occupation	Director Since	Shares Owned, Controlled or Directed
Mike Anaka Nova Scotia, Canada	President and CEO of ViveRE Communities Inc	2018	2,031,249 (1)
Jeffrey Dean, Ontario, Canada	Managing Partner of Maven Capital	2018	1,605,777 (2)
Kent Farrell Ontario, Canada	Managing Partner of Maven Capital	2018	1,605,777 (3)

Drew Koivu Ontario, Canada	Principal, Multi-residential Sales, AvisonYoung	2018	504,080 [4]
David Pappin Ontario, Canada	President of Integrated Asset Management Real Estate Group	2018	300,000
Dr. Brian Ramjattan, Nova Scotia, Canada	President and CEO of Miranda Management	2018	2,540,808
Richard Turner British Columbia, Canada	Board Chair of TitanStar Investment Group Inc.	2018	1,250,000 [5]

(1) 906,250 shares are held by THLA Services Ltd., a company owned by Mr. Anaka and his spouse, 708,322 shares are held by Tando Enterprises Inc., a company owned by Mr. Anaka and his spouse, and 416,667 shares are held by C.R. Ventures Inc., a company 50% owned by Mr. Anaka.
(2) These shares are held by Maven Capital Inc., a company 50% owned by Mr. Dean.
(3) These shares are held by Maven Capital Inc., a company 50% owned by Mr. Farrell.
(4) 4,080 shares are held Holden Henry Holdings Inc., a company owned by Mr. Koivu and his spouse.
(5) 1,000,000 shares are held by Turner Family Limited Partnership.

Mr. Michael T. Anaka, ICD.D – Mr Anaka is a Chartered Professional Accountant based in Dartmouth, Nova Scotia. He has extensive experience in corporate finance, mergers and acquisitions, operating efficiencies and effectiveness, and financial reporting. Prior to joining ViveRE, Mr. Anaka served in a number of leadership roles with PricewaterhouseCoopers including Managing Partner, Atlantic Canada and Regional Office Representative on the Canadian leadership group. During his 35 year tenure with PwC he has served public and private companies ranging from start-ups to multi-national enterprises. Throughout his career he has developed deep relationships with boards and management of large family enterprises and has an in-depth understanding of their governance and operating practices. Mike currently serves on the board of directors of Oceanus Resources Corporation (TSX-V) and Nobelium Tech Corp. (TSX-V).

Jeffrey Dean – Mr. Jeffrey Dean is a Managing Partner at Maven Capital, an advisory and private equity firm based in Toronto. Mr. Dean has over 18 years of investment banking experience. Prior to co-founding Maven Capital in 2012, Mr. Dean was a Director at RBC Capital Markets. Mr. Dean has significant experience in real estate, mergers and acquisitions, fairness opinions and valuations, corporate governance, equity and debt financing for both public and private companies and property portfolio advisory. Over the last 18 years, Mr. Dean has advised on over $13 billion of public M&A transactions, $15 billion of debt and equity financings and more recently has been focused on corporate and shareholder governance. He is also a trusted advisor to a number of senior management teams and public/private boards of directors in the real estate space. Mr. Dean has a Bachelor of Commerce (High Distinction) from the University of Toronto.

Kent Farrell – Mr. Kent Farrell is a Managing Partner at Maven Capital, an advisory and private equity firm based in Toronto. Mr. Farrell has more than 20 years of experience in public and private capital markets, corporate finance and mergers and acquisitions. Prior to joining Maven Capital in 2017, Mr. Farrell served as the Head of Equity Sales for Credit Suisse Canada for five years. In that capacity, Mr. Farrell managed all aspects of the Canadian sales team effort including the onboarding of new global institutional investors, the distribution of the firm's equity research product, the coordination of corporate marketing and the selling of both primary and secondary equity offerings. Along with his tenure at Credit Suisse, he held senior roles at leading investment banks, specifically, Bank of America Merrill Lynch and Morgan Stanley. Mr. Farrell has been a large contributor to his firm's campaigns with the United Way Foundation. Mr. Farrell was formerly a Director of Mundo Inc. and is currently a director of Canaccord Genuity Acquisition Corp. He holds an MBA from the Ivey School of Business and a Bachelor of Arts from the University of Western Ontario.

Drew Koivu – Mr. Drew Koivu is Principal, Multi-residential, Sales at AvisonYoung, a full-service commercial real estate services firm. He has over 25 years multi-residential brokerage experience. He was responsible for over $1.5B in transactions over his career. Mr. Koivu was instrumental in the Milestone Apartment REIT listing, the largest US focused REIT on the TSX. Mr. Koivu has been owner and operator of an apartment portfolio since 1993.

David Pappin – Mr. David Pappin is President of the IAM Real Estate Group of Integrated Asset Management (TSX:IAM). He has over 25 years' experience in real estate investment, brokerage and management. IAM real estate funds have raised more than $1.2B.

Dr. Brian Ramjattan – Dr. Brian Ramjattan is the President and CEO of Miranda Management, a privately held real estate investment company specializing in identifying undervalued properties and increasing their value through lease restructuring

and repurposing. He is also the President and CEO of Canadian AV Inc., one of the largest AV companies in Atlantic Canada, and a director of Work Global Canada, a national recruitment and immigration firm specializing in accessing foreign workers. Dr. Ramjattan has been a family doctor for 27 years, and he is the President and CEO of First Line Medical Services Inc., a company that conducts clinical trials to develop pharmaceuticals. He is also a Clinical Associate Professor at Memorial University in the Discipline of Faculty Medicine.

Richard Turner, ICD.D – Mr. Turner is President and Chief Executive Officer of TitanStar Investment Group Inc., a private company engaged in the provision of private equity capital to midmarket businesses and capital for real estate developments and acquisitions. Mr. Turner was Board Chair of a number of private and public companies, including Board Chair of TitanStar Properties Inc. (TSXV:TSP); Board Chair and Audit Committee Chair of Invesque Inc. (TSX:IVQ); Director and Audit Committee member of WesternOne Inc.(TSX:WEQ) and Director and Audit Committee Chair of Vancouver Fraser Port Authority; Board Chair of Pure Industrial REIT (TSX:AAR.UN); Director and Audit Committee Chair of the Organizing Committee of the Vancouver 2010 Olympic and Paralympic Winter Games (VANOC); Board Chair of the Insurance Corporation of BC; Board Chair of the British Columbia Lottery Corporation; Board Chair and Governor of the Vancouver Board of Trade; Governor of the B.C. Business Council and director, President and Chief Executive Officer of the operating subsidiary of IAT Air Cargo Facilities Income Fund, a business involved in the development and management of real estate at airports. Mr. Turner serves as the Honorary Consul for the Hashemite Kingdom of Jordan in Vancouver. In 2003, Mr. Turner received H.R.H. Queen Elizabeth's Golden Jubilee Award for public service in Canada. Mr. Turner holds a Bachelor of Commerce in Finance from the University of British Columbia and holds the ICD.D designation.

The information as to shares beneficially owned or over which the above-named individuals exercise control or direction is not within the knowledge of the Corporation and has been furnished by the respective nominees individually.

To the knowledge of the Corporation, none of the foregoing nominees for election as a director:

(a) is, or within the last ten years has been, a director, chief executive officer or chief financial officer of any company that:

  (i) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an "**Order**"), which Order was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

  (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company; or

(b) is, or within the last ten years has been, a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the last ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets.

None of the foregoing nominees for election as director of the Corporation has been subject to:

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

(b) any other penalties 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.

Appointment of Auditors

KPMG LLP, Chartered Accountants, have served as the auditors of the Corporation since May 2016. Management recommends the re-appointment of KPMG, LLP. The Shareholders will be asked at the Meeting to vote for the appointment of KPMG, LLP as auditor of the Corporation until the next annual meeting of Shareholders of the Corporation, at a remuneration to be fixed by the Board.

It is intended that all proxies received will be voted in favour of the appointment of KPMG, LLP as auditor of the Corporation, unless a proxy contains instructions to withhold the same from voting. Greater than 50% of the votes of Shareholders present in person or by proxy are required to approve the appointment of KPMG, LLP as auditor of the Corporation.

Annual Approval of Incentive Stock Option Plan

The Board of Directors and Shareholders of the Corporation approved a 10% "rolling" stock option plan on June 29, 2016. The Plan is a 10% rolling plan pursuant to Policy 4.4 ("**Policy 4.4**") of the TSX Venture Exchange ("**TSX-V**"), subject to annual Shareholder approval. The Corporation is seeking re-approval of the Plan by the Shareholders in accordance with the rules and policies of the TSX-V.

The purpose of the Plan is to attract and retain employees, officers and directors and to motivate them to advance the interests of the Corporation by affording them the opportunity to acquire an equity interest in the Corporation through options granted under the Plan to purchase Common Shares. The Plan is expected to benefit the Shareholders by enabling the Corporation to attract and retain personnel of the highest caliber by offering to them an opportunity to share in any increase in the value of the Common Shares to which they have contributed. The Plan has been drafted to comply with the policies of the TSX-V.

The following information is intended as a brief description of the Plan, and is qualified in its entirety by reference to the Plan itself, which is attached to the Corporation's management information circular dated May 30, 2016, available on SEDAR at www.sedar.com under the Corporation's profile and is incorporated herein by reference. Upon request, the Corporation will promptly provide a copy of the Plan free of charge to any Shareholder. To request a copy of the Plan, Shareholders should contact Glenn Holmes at 1969 Upper Water Street, Suite 2108, Halifax, Nova Scotia B3J 3R7.

The Plan

The Plan is administered by the Board of Directors of the Corporation.

Eligible persons entitled to be issued stock options under the Plan are any director, officer, employee, consultant or any other person or entity engaged to provide ongoing services to the Corporation.

The aggregate number of Common Shares that may be reserved for issuance under the Plan shall not exceed ten percent (10%) of the issued and outstanding Common Shares of the Corporation from time to time. The number of Common Shares subject to an option to a participant shall be determined by the Board of Directors, but no participant shall be granted an option which exceeds the maximum number of shares permitted by the TSX-V or any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction.

The total number of Common Shares to be optioned under the Plan shall be subject to the following restrictions:

a) the total number of shares reserved for issuance upon the exercise of options by any one person cannot exceed, during any twelve-month period, 5% of the number of outstanding shares of the Corporation;

b) the total number of shares reserved for issuance upon the exercise of options by any one consultant cannot exceed, during any twelve-month period, 2% of the number of outstanding shares of the Corporation;

c) the total number of shares reserved for issuance upon the exercise of options to all persons conducting investor-relation activities, whether under the 2016 Stock Option Plan or any other stock option plan, cannot exceed, during any twelve-month period, 2% of the number of outstanding shares of the Corporation; and

d) the grant to insiders of the Corporation, as a group (as such term is defined under the policies of the TSX Venture Exchange), within a twelve-month period, of an aggregate number of options must not exceed 10% of the issued and outstanding shares of the Corporation at the date an option is granted to any insider, unless the approval of the disinterested Shareholders of the Corporation is obtained.

The exercise price of the Common Shares covered by each option shall be determined by the Board of Directors, provided that the exercise price shall not be less than the price permitted by the TSX-V or any stock exchange on which the Common Shares are then listed, or other regulatory body having jurisdiction.

The maximum term of an option is ten (10) years, provided that participant's options expire ninety (90) days after his ceasing to act for the Corporation, except upon the death of a participant, in which case his estate shall have twelve (12) months in which to exercise the outstanding options.

No options are transferable or assignable.

Subject to the approval of the TSX-V, the Board of Directors has the discretion to amend or terminate the Plan; provided however, no amendment shall alter the terms of any outstanding options without the consent of the optionees concerned.

Existing Stock Options

As at May 3, 2019, the Corporation had stock options outstanding under the Plan that were exercisable to acquire in the aggregate 200,000 Common Shares. See "*Securities Authorized for Issuance Under Equity Compensation Plans*" for additional information with regard to the options issued under the Plan as at December 31, 2018.

Re-Approval of the Plan

In accordance with Policy 4.4, Shareholders will be asked to consider and, if thought advisable, approve an ordinary resolution to ratify, confirm and approve the Plan as the Corporation's stock option plan (the "**Incentive Stock Option Plan Resolution**"). A copy of the proposed form of the Incentive Stock Option Plan Resolution is set forth as Schedule "A" to this Circular.

The Shareholders will be asked to re-approve the Plan annually in accordance with the rules and policies of the TSX-V.

The directors of the Corporation believe the Plan is in the Corporation's best interest and recommend that the Shareholders approve the Plan. **It is intended that all proxies received will be voted in favour of approving the Plan, unless a proxy contains instructions to vote against. Greater than 50% of the votes of Shareholders present in person or by proxy are required to approve the Plan.**

Approval of Deferred Share Unit Plan

The Board has, subject to Shareholder approval and approval of the TSX-V, adopted a deferred share unit plan (the "**DSU Plan**") for the benefit of the Corporation's consultants, employees, officers and directors and employees and officers of related entities of the Corporation (as defined in National Instrument 45-106 – *Prospectus Exemptions*) designated for the purposes of the DSU Plan (collectively, "**Participants**"). The DSU Plan is being established to assist the Corporation in attracting and retaining talented employees, officers and directors and to promote a greater alignment of interests between Participants and Shareholders.

It is intended that the deferred share units ("**DSUs**") issued under the DSU Plan form part of the Corporation's overall compensation strategy. Since the value of DSUs increase or decrease with the price of the Corporation's Common Shares, DSUs reflect a philosophy of aligning the interests of Participants with those of the Shareholders by tying compensation to share price performance.

Summary of the DSU Plan

Set out below is a summary of the DSU Plan. A copy of the DSU Plan is attached to this Circular as Schedule "B".

Administration of Plan

The DSU Plan provides that Participants may elect to receive all or a portion of their annual compensation or bonus compensation, if any, in DSUs. The election, if it is made, must be for a minimum of 10%, or a multiple thereof, of such compensation in DSUs. The number of DSUs received is equal to the amount of compensation elected to be received in DSUs, divided by the volume-weighted average trading price of the Common Shares on the TSX for the 5 trading days immediately prior to the payment date ("**Market Value**"). DSUs awarded under the DSU Plan in lieu of annual or bonus compensation will vest immediately.

In addition, the Board will have the authority to make discretionary awards of DSUs to Participants under the DSU Plan. DSUs granted pursuant to discretionary awards will vest in accordance with the vesting schedule determined by the Board. Generally, DSUs will vest equally over three years, with one-third (1/3) of the awarded DSUs vesting on each of the first, second and third anniversaries of the date of the award. All unvested DSUs will vest immediately in the case of a change of control of the Corporation. In addition, in the event of the death or termination without cause of a Participant that received DSUs, the Participant's DSUs will vest immediately. The Board may at any time shorten the vesting period of any or all DSUs.

In the event that a dividend is paid on the Common Shares while DSUs are outstanding, each Participant who has received DSUs will be allocated additional DSUs equal to the total amount of dividends paid on the number of Common Shares which is equal to the number of DSUs received by such Participant, as the case may be, divided by the Market Value of a Common Share as at the dividend payment date.

Each DSU represents the right of the Participant to receive, after his or her death, resignation, termination with or without cause or retirement, that number of Common Shares representing the DSUs then held by such Participant. If the date of the termination event occurs during a trading blackout period applicable to the Participant under the Corporation's policies, the date of the termination event will be treated as having been extended to the close of business on the 10th business day following the expiration of the blackout period. Under the DSU Plan, the Corporation is authorized to withhold any amounts required to be withheld or deducted under applicable taxation or other laws. If applicable, DSUs will cease vesting on the date of the termination event (except in the case of termination without cause or death, as described above).

Each Participant in the DSU Plan will have a DSU account to record all awards of DSUs and, if applicable, the vesting of DSUs.

Maximum Number of Shares Issued

The maximum number of Common Shares issuable under the DSU Plan is 3,000,000, representing approximately 7.3% of the issued and outstanding Common Shares as of the date hereof.

The DSU Plan provides that the maximum number of Common Shares issuable to insiders (as that term is defined by the TSX-V) pursuant to the DSU Plan, together with any Common Shares issuable pursuant to any other security-based compensation arrangement of the Corporation, at any time, will not exceed 20% of the total issued and outstanding Common Shares. In addition, the maximum number of Common Shares issued to insiders under the DSU Plan, together with any Common Shares issued to insiders pursuant to any other security-based compensation arrangement of the Corporation, within any one year period, will not exceed 20% of the total issued and outstanding Common Shares.

Transferability

Neither the DSUs nor any other rights or interests under the DSU Plan may be assigned or transferred by a Participant under the DSU Plan except to a beneficiary designated pursuant to the DSU Plan or as otherwise required under applicable laws.

Amendments to the DSU Plan

The DSU Plan provides that the Board may at any time, and from time to time, and without shareholder approval, amend any provision of the DSU Plan, subject to any regulatory or TSX-V requirement at the time of such amendment, including, without limitation:

(a) for the purpose of making minor or technical modifications to any of the provisions of the DSU Plan including amendments of a "clerical" or "housekeeping" in nature;

(b) to correct any ambiguity, defective provision, error or omission in the provisions of the DSU Plan;

(c) amendments to the termination provisions of the DSU Plan;

(d) amendments necessary or advisable because of any change in applicable securities laws;

(e) amendments regarding the administration of the DSU Plan;

(f) amendments necessary or advisable if a participant is resident outside of Canada; and

(g) any other amendment, fundamental or otherwise, not requiring shareholder approval under applicable laws or the rules of the TSX-V;

provided however, that:

(h) no such amendment of the DSU Plan may be made without the consent of each affected participant in the DSU Plan if such amendment would adversely affect the rights of such affected participant(s) under the DSU Plan;

(i) no amendment shall be made unless it is such that the DSU Plan continuously meets the requirements of paragraph 6801(d) of the Regulations to the *Income Tax Act* (Canada) or any successor provision thereto; and

(j) shareholder approval shall be obtained in accordance with the requirements of the TSX-V for any amendment:

a. to increase the maximum number of Common Shares that may be issued under the DSU Plan; or

b. to the amendment provision of the DSU Plan.

In the event of the suspension of the DSU Plan, no further DSUs shall be awarded or credited under the DSU Plan. Any DSUs that remain outstanding in a Participant's account at that time shall continue to be dealt with in accordance with the terms of the DSU Plan. The DSU Plan shall terminate when all Common Shares issuable pursuant to the DSU Plan have been made and all DSUs have been cancelled in all Participants' account.

Approval of the DSU Plan

At the Meeting, disinterested Shareholders will be asked to approve an ordinary resolution, the DSU Plan Resolution, substantially in the form attached as Schedule "C". The DSU Plan is subject to acceptance by the TSX-V. Non-disinterested Shareholders, whose votes will be excluded when tabulating the results of the DSU Plan Resolution, include any Non-Arm's Length Party (as such term is defined in TSX-V Policy 1.1 – *Interpretation*) of the Corporation (including employees, officers, directors or consultants of the Corporation) to whom DSUs may be issued pursuant to the DSU Plan.

It is intended that all proxies received will be voted in favour of the resolution to approve the DSU Plan, unless a proxy contains instructions to vote against the resolution. Greater than 50% of the votes cast by disinterested Shareholders present in person or by proxy is required to approve the DSU Plan. Non-disinterested Shareholders own 12,065,886 common shares of the Corporation whose votes will be excluded when tabulating the results of the DSU Plan Resolution.

Approval of Amendment of Articles of Incorporation

The Corporation proposes to amend the Corporation's Articles of Incorporation to allow the Corporation's registered office to be situated in Nova Scotia instead of British Columbia. This change of location of registered office will better reflect the business and operations of the Corporation. The Shareholders will be asked to consider and, if thought advisable, to pass a special resolution to effect an amendment of the Articles of Incorporation of the Corporation. A copy of the proposed form of

the special resolution approving the amendment of the Articles of Incorporation of the Corporation (the "**Articles Amendment Resolution**") is set forth as Schedule "D" to this Circular.

If the Articles Amendment Resolution is approved at the Meeting, it is the intention of the Board that the change in location of the registered office will be made effective shortly thereafter (subject to receipt of all necessary regulatory approvals).

The directors of the Corporation believe the amendment of the Articles as set out above is in the Corporation's best interests and recommended that the Shareholders approve the Articles Amendment Resolution. **It is intended that all proxies received will be voted in favour of the Name Change Resolution, unless a proxy contains instructions to vote against such resolution. A majority of at least two-thirds of the votes cast by Shareholders in person or by proxy are required to approve the Articles Amendment Resolution.**

Approval of Shares for Debt

THLA Services Ltd. provides management consulting services to the Corporation and is controlled by Michael Anaka, a director and President and CEO of the Corporation. Trimaven Capital Inc. provides advisory services to the Corporation and is controlled by Jeffrey Dean and Kent Farrell, both directors of the Corporation. Aconi Financial Corp. Ltd. provides consulting services to the Corporation and is controlled by Glenn Jessome, an officer of the Corporation. 3286285 Nova Scotia Ltd. provides management consulting services to the Corporation and is controlled by Glenn Holmes, an officer of the Corporation. Dr. Brain Ramjattan provides advisory services to the Corporation and is a director of the Corporation. JESSOMELAW provides legal services to the Corporation and the principal of JESSOMELAW is Glenn Jessome, an officer of the Corporation. For these services provided to the Corporation to November 30, 2018, THLA Services Ltd. is owed $80,000, Trimaven Capital Inc. is owed $35,000, Aconi Financial Corp. Ltd. is owed $12,499, 3286285 Nova Scotia Ltd. is owed $10,954, Dr. Brain Ramjattan is owed $2,712 and JESSOMELAW is owed $27,000. The Corporation intends to settle the above noted debts by issuing; 666,666 Common Shares of the Corporation to THLA Services Ltd., 291,666 Commons Shares of the Corporation to Trimaven Capital Inc., 104,155 Common Shares of the Corporation to Aconi Financial Corp. Ltd., 91,281 Common Shares of the Corporation to 3286285 Nova Scotia Ltd., 22,602 Common Shares of the Corporation to Dr. Brian Ramjattan and 141,666 Common Shares of the Corporation to JESSOMELAW. Pursuant to Exchange Policy 4.3 the Shares for Debt Resolution, as defined below, must received disinterested shareholder approval.

A copy of the proposed resolution to approve the issuance of Common Shares to the non-arm's length parties to the Corporation to settle debt as detailed above is set forth in Schedule "E" to this Circular (the **"Shares for Debt Resolution"**).

In order to become effective, the Shares for Debt Resolution must be approved by at least 50% of the votes cast by the Shareholders present in person or represented by proxy at the Meeting, excluding the votes of Michael Anaka, Jeffrey Dean, Kent Farrell, Glenn Jessome, Glenn Holmes and Dr. Brian Ramjattan and any of their affiliates and associates.

The directors of the Corporation believe the Shares for Debt Resolution is in the Corporation's best interest and recommend that the Shareholders approve the Shares for Debt Resolution. **It is intended that all proxies received will be voted in favour of approving the Shares for Debt Resolution, unless a proxy contains instructions to vote against such resolution. Greater than 50% of the votes of Shareholders present in person or by proxy are required to approve the Shares for Debt Resolution, excluding the votes of Michael Anaka, Jeffrey Dean, Kent Farrell, Glenn Jessome, Glenn Holmes and Dr. Brian Ramjattan and any of their affiliates and associates, which in aggregate totals 8,233,974 common shares.**

Approval of Shares for Services

On January 20, 2019, the Board of Directors approved the issuance of common shares of the Corporation to settle outstanding debt for consulting and advisory fees owed to non-arm's length parties for services for the three month period ending February 28, 2019, due to; THLA Services Ltd. in the amount of $60,000, Trimaven Capital Inc. in the amount of $35,000, Aconi Financial Corp. Ltd. in the amount of $12,500 and Dr. Brian Ramjattan in the amount of $2,500 and approved the issuance of shares for services priced at $0.20 per common share, all in accordance with Exchange Policy 4.3.

The Corporation intends to; settle the $60,000 owed to THLA Services Ltd. by issuing 300,000 Common Shares, settle the $35,000 owed to Trimaven Capital Inc. by issuing 175,000 Common Shares, settle the $12,500 owed to Aconi Financial Corp. Ltd. by issuing 62,500 Common Shares and settle the $2,500 owed to Dr. Brian Ramjattan by issuing 12,500 Common

Shares of the Corporation. The TSX-V conditionally approved the issuance of the Common Shares for services. Pursuant to Exchange Policy 4.3 the Shares for Debt Resolution, as defined below, must receive disinterested shareholder approval.

The Corporation has the option to pay the future quarterly consulting fees owed to; THLA Services Ltd. in the amount of $60,000 every three months, Trimaven Capital Inc. in the amount of $35,000 every three months, Aconi Financial Corp. Ltd. in the amount of $12,500 every three months and Dr. Brian Ramjattan in the amount of $2,500 every three months, with the issuance of common shares of the Corporation in accordance with the provisions of Exchange Policy 4.3. The price of the common shares will be the Market Price to be determined in accordance with the policies of the TSX Venture Exchange at the end of each such three month period after the services are rendered (with the first such three month period to be the period ending on February 28, 2019). Each of these consulting agreements has an initial term of one year that can be renewed at the option of the Corporation.

A copy of the proposed resolution to approve the issuance of Common Shares to the non-arm's length parties to the Corporation to settle debt as detailed above is set forth as Schedule "F" to this Circular (the "**Shares for Services Resolution**").

In order to become effective, the Shares for Services Resolution must be approved by at least 50% of the votes cast by the Shareholders present in person or represented by proxy at the Meeting, excluding the votes of Michael Anaka, Jeffrey Dean, Kent Farrell, Glenn Jessome and Dr. Brian Ramjattan and any of their affiliates and associates.

The directors of the Corporation believe the Shares for Services Resolution is in the Corporation's best interest and recommend that the Shareholders approve the Shares for Services Resolution. **It is intended that all proxies received will be voted in favour of approving the Shares for Services Resolution, unless a proxy contains instructions to vote against such resolution. Greater than 50% of the votes of Shareholders present in person or by proxy are required to approve the Shares for Services Resolution, excluding the votes of Michael Anaka, Jeffrey Dean, Kent Farrell, Glenn Jessome and Dr. Brian Ramjattan and any of their affiliates and associates, which in aggregate totals 7,094,500 common shares.**

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Director and Named Executive Officer Compensation

The following table sets forth the information required under Form 51-102F6V, *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**") regarding all compensation paid, payable, awarded, granted, given, or otherwise provided during the Corporation's three most recently completed financial years to all persons acting as directors or as "**Named Executive Officers**" or "**NEOs**". All amounts are stated in Canadian dollars.

The following persons are Named Executive Officers of the Corporation under Form 51-102F6V:

1. the Corporation's chief executive officer ("**CEO**");

2. the Corporation's chief financial officer ("**CFO**");

3. in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year; and

4. any additional individuals who would have been an NEO under (c) except that the individual was not an executive officer of the Corporation, nor acting in a similar capacity, at the end of the most recently completed financial year.

For the financial year ended December 31, 2018, the Corporation had four NEOs, Michael Anaka, the CEO, Jamie Nicoll, the former CEO, Johannes H. C. van Hoof, the former CEO, and Glenn Holmes, the CFO.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission[1] ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Michael Anaka [2] President and Chief Executive Officer	2018	71,333 [3]	—	—	—	—	71,333
James Nicoll [4] President and Chief Executive Officer	2018	4,278 [5]	—	—	—	—	4,278
Johannes H. C. van Hoof [6] President and Chief Executive Officer	2018 2017 2016	— 1 1	— — —	— — —	— — —	— — —	— 1 1
Glenn Holmes [7] Chief Financial Officer	2018 2017 2016	46,950 17,250 7,000	— — —	— — —	— — —	— — —	46,950 17,250 7,000

(1) This column discloses the actual consulting fees earned during the fiscal year indicated.
(2) Mr. Anaka was appointed President and CEO on September 14, 2018.
(3) Represents consulting fees that were accrued to THLA Services Ltd., a company controlled by Mr. Anaka.
(4) Mr. Nicoll was appointed President and CEO on August 23, 2018, and resigned as President and CEO on September 14, 2018, on which date he was appointed Vice President.
(5) Represents consulting fees that were paid and accrued to Debenti Merchant Financial Services, a company controlled by Mr. Nicoll, during his tenure as President and CEO.
(6) Mr. van Hoof served as President and CEO until August 23, 2018.
(7) Represents consulting fees that were paid and accrued to 3286285 Nova Scotia Limited, a company controlled by Mr. Holmes.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to directors or the NEOs by the Corporation for the year ended December 31, 2018. None of the directors or NEOs hold any compensation securities and no such compensation securities were exercised by a director or NEO during the most recently completed financial year.

Stock Option Plan and Other Incentive Plans

The Plan is the sole equity compensation plan adopted by the Corporation. For a description of the Plan, see "*Business to be Transacted at the Meeting – Annual Approval of Incentive Stock Option Plan*".

Employment, Consulting and Management Agreements

During the most recently completed financial year, the Corporation has provided compensation to the following individuals under consulting/management agreements:

Michael Anaka, President and CEO – The Corporation entered into a management consulting agreement with an effective date of September 14, 2018, with THLA Services Ltd. ("**THLA**"), a company controlled by Mr. Anaka, for the services of Mr. Anaka to provide strategic management and oversight of the Corporation's activities. THLA is entitled to compensation at the rate of $20,000 per month plus HST. During the period September 14, 2018 to December 31, 2018, Mr. Anaka agreed to accept common shares of the Corporation in lieu of cash payment in the amount of $71,333. The issuance of common shares is subject to the approval of the disinterested shareholders (refer to the Sections ***Shares for Debt*** and ***Shares for Services***).

THLA and the Corporation have the right to terminate the consulting agreement at any time upon 30 days' written notice to the other. Pursuant to the Agreement with THLA, if a change of control event occurs at any time during the term of the Agreement and THLA's engagement is terminated without cause within an 18 month period following the change of control, then THLA is entitled to receive a lump sum payment equal to two times the annual consulting fees, such payment to be made within 30 days of the date of termination. THLA is not entitled to this change of control payment if the Agreement is terminated for cause or THLA terminates the Agreement. If the consulting contract with THLA had been terminated effective December 31, 2018 as a result of a change of control event, the Corporation would have been obligated to pay THLA $480,000 plus HST.

Glenn Holmes, CFO – Mr. Holmes provides administrative and financial advisory services to the Corporation though his company, 3286285 Nova Scotia Limited ("**3286285**"), at the rate of $150 per hour. If the agreement with 3286285 had been terminated effective December 31, 2018, it is the Corporation's interpretation that the Corporation would be obligated to pay to 3286285 the fees for services accrued to December 31, 2017.

James Nicoll, Vice President - The Corporation entered into a management consulting agreement with an effective date of August 1, 2016, and amended effective July 1, 2018, with Debenti Merchant Financial Services Limited ("**Debenti**"), a company controlled by Mr. Nicoll, for the services of Mr. Nicoll to provide strategic oversight and management of the Corporation's transition into the real estate sector. Debenti receives compensation at a monthly rate of $5,833 per month plus HST.

Debenti and the Corporation have the right to terminate the consulting agreement at any time upon 60 days' written notice to the other. Debenti and the Corporation have the right at any time to terminate the agreement immediately for any material breach of the terms or conditions of the agreement by the other. If the consulting arrangement with Debenti had been terminated effective December 31, 2017, it is the Corporation's interpretation that the Corporation would have been obligated to pay BGE the consulting fees accrued to December 31, 2017 if there had been a material breach of the terms of the consulting agreement by Debenti and otherwise the Corporation would have been obligated to pay Debenti $11,666 plus HST.

Oversight and Description of Director and Named Executive Officer Compensation

The Corporation's Board of Directors is responsible for the oversight of the Corporation's strategy, policies and programs for the compensation and development of senior officers and directors.

Named Executive Officer Compensation

The Corporation does not currently have a formal executive compensation program in place. Compensation of the Named Executive Officers is determined by the Board without reference to formal criteria. Named Executive Officers are eligible to receive options pursuant to the Plan at the discretion of the Board. In determining salaries, compensation and option grants, the Board conducts an informal survey of comparable data from similar public companies taking into account the size and level of activity of the Corporation.

Director Compensation

The Corporation does not pay fees to its non-management Board members at this time. Directors are eligible to receive options pursuant to the Plan and, subject to Shareholder approval and approval of the TSX-V, DSUs under the DSU Plan, at the discretion of the Board.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Plan is the sole equity compensation plan adopted by the Corporation. The following table sets out certain details as at December 31, 2018, the end of the Corporation's last fiscal year, with respect to compensation plans pursuant to which equity securities of the Corporation are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under the equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans previously approved by Shareholders (the Plan)	Nil	Nil	2,421,125 [(1)]
Equity compensation plans not previously approved by Shareholders	Nil	N/A	Nil

1. This number equals 10% of the total issued and outstanding Common Shares on December 31, 2018 (24,211,250) less the number of Common Shares reported under Column (a) above.

For a description of the Plan, see "*Business to be Transacted at the Meeting – Annual Approval of Incentive Stock Option Plan*".

CORPORATE GOVERNANCE PRACTICES

The Board endorses the efforts of the securities commissions or similar regulatory authorities across Canada in continuing the evolution of good corporate governance practices. The Board is committed to adhering to the highest standards in all aspects of its activities.

The corporate governance practices described below are subject to change as the Corporation evolves. Some of its practices are representative of its junior size; however, the Corporation has undertaken to periodically monitor and refine such practices as the size and scope of its operations increase. The Board shall remain sensitive to corporate governance issues and shall continuously seek to set up the necessary measures, control mechanisms and structures to ensure an effective discharge of its responsibilities without creating additional undue overhead costs and reducing the return on shareholders' equity.

Board of Directors

The Board of Directors is currently comprised of eight (8) directors of which seven (7) are standing for re-election, six (6) of whom are "independent" within the meaning of National Instrument 52-110 *Audit Committees* ("**NI 52-110**"). Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A "material relationship" is a relationship which could, in the view of the corporation's board of directors, be reasonably expected to interfere with the exercise of the directors' independent judgment. In addition, certain individuals, by definition, are deemed to have a "material relationship" with the Corporation and therefore are deemed not to be independent.

Jeffrey Dean, Kent Farrell, Drew Koivu, David Pappin, Dr. Brian Ramjattan and Richard Turner are considered to be independent of the Corporation. Michael Anaka is not independent as he is the President and Chief Executive Officer of the Corporation.

The Board of Directors meets at least once each calendar quarter and otherwise as required. The frequency of the meetings and the nature of the meeting agendas are dependent on the nature of the business and affairs which the Corporation faces from time to time. The independent directors are given the opportunity to meet separately at the end of each meeting of the Board of Directors, but do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. Having considered the current size of the Board of Directors, the majority of independent directors on the Board of Directors and the experience of the independent directors with other reporting issuers, the Board of Directors believes that separate meetings of the independent directors provide sufficient leadership for the independent directors.

Directorships

The following directors are currently directors of other reporting issuers (or the equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Name of Director	Issuer
Michael Anaka	Nobellium Tech Corp. (TSXV - NEX) Oceanus Resources Corporation (TSXV)

Orientation and Continuing Education

The Corporation does not currently have a formal orientation program for new directors. The Board of Directors has not taken any measures to provide continuing education for the directors.

Ethical Business Conduct

Through the Board's ongoing supervision of the Corporation's business and affairs, the directors encourage and promote a corporate culture of ethical business conduct. The Board of Directors believes that the fiduciary duties and restrictions applicable to real or potential conflicts of interest placed on directors and officers by corporate legislation and the common law are sufficient to ensure that the directors and officers act in the best interests of the Corporation. Accordingly, the Board of Directors has not adopted a formal code of business conduct at this time.

Certain of the Corporation's directors serve as directors or officers of other reporting issuers or have significant shareholdings in other companies. To the extent that such other companies may participate in business ventures in which the Corporation may participate, the directors may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Board, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms and such director will not participate in negotiating and concluding terms of any proposed transaction. In addition, any director or officer who may have an interest in a transaction or agreement with the Corporation is required to disclose such interest and abstain from discussions and voting in respect to same if the interest is material or if required to do so by corporate or securities law.

In addition, the Corporation ensures its directors and officers are aware of insider trading and tipping rules which prohibit them from trading in the Corporation's securities at a time when disclosure of material information is pending.

Nomination of Directors

The Board of Directors, as a whole, is responsible for identifying potential new directors and assessing the performance and contribution of directors.

Compensation

Remuneration of the executive officers of the Corporation is determined by the Board. The Board also administers the Corporation's Plan, including any option grants to the directors and officers. For information regarding the process by which the Corporation currently determines the compensation of its executive officers and directors, see "*Compensation of Executive Officers and Directors*" above.

Audit Committee

The Board of Directors does not have any standing committees other than the Audit Committee.

Charter of the Audit Committee

The charter of the Audit Committee is annexed to this Circular as Schedule "G".

Composition of the Audit Committee

The Audit Committee is composed of Richard Turner, David Pappin and Drew Koivu. The Board of Directors has determined that Richard Turner, David Pappin and Drew Koivu are independent and all members of the Audit Committee are financially literate within the meaning of NI 52-110.

Education and Relevant Experience

The education and related experience of each of the members of the Audit Committee is described below.

Richard Turner – Richard Turner holds a Bachelor of Commerce in finance from the University of British Columbia, a diploma from the Canadian Securities Institute and a diploma from the Institute of Corporate Directors. He has served on the audit committees of numerous organizations, including as chair of the audit committees of the Vancouver Organizing Committee for the 2010 Winter Olympic Games, the Vancouver Fraser Port Authority and TG Residential Value Properties Ltd. and as a member of the audit committees of WesternOne Equity GP Inc. and Sun Gro Horticultural Income Fund. He served as chair of the Insurance Corporation of British Columbia and of the BC Lottery Corporation. He has been involved in four IFRS conversions. Mr. Turner is the Board Chair of TitanStar Investment Group Inc., a private company engaged in the provision of private equity capital to mid-market businesses and capital for real estate developments and acquisitions. Earlier in his career, Mr. Turner worked for a variety of financial institutions where he learned risk assessment.

David Pappin – David Pappin is the President of Integrated Asset Management (IAM) Real Estate Group (TSX: IAM), which provides fund management and advisory services to institutional pension funds, endowments and high net worth clients. David has developed significant experience in the ownership and management of numerous businesses in the Commercial Real Estate industry for the last 29 years. During this time, he has actively overseen financial operations, has been responsible for business capitalization and daily financial management. David has also served as a member of investment committees tasked with reviewing and ultimately recommending transactions and financial structures. In David's current role, he is responsible for the financial management of IAM, raising capital and reporting results to its board of directors.

Drew Koivu – Drew Koivu holds a Master of Business Administration degree, specializing in Real Property, from the Schulich School of Business at York University and a Bachelor of Applied Science degree, specializing in Industrial Engineering, from the University of Toronto where he was a member of the Dean's List. He has more than 25 years of multi-residential experience. He is currently a principal of Avison Young Commercial Real Estate Inc. Prior to Avison Young, he served as Director of Real Estate in BMO Capital Markets Real Estate Group. There he was responsible for public and private financings, M&A and brokerage sales for all the major multi-residential REITS and Pension Funds in Canada. In 2013, he was part of the team that IPO'ed Milestone Apartment REIT. Milestone was the largest REIT listed on the TSX focused solely on the U.S. multi-residential sector. The REIT's initial portfolio consists of 53 multifamily garden-style residential properties comprised of 17,290 units located in Southeast and Southwest U.S. Previously, he was Vice President of the Apartment Group with Cushman & Wakefield LePage and was previously at CB Richard Ellis. He started his career as a Systems Engineer with IBM Canada Ltd.

Reliance on Certain Exemptions

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on the exemptions contained in section 2.4 of NI 52-110 (*De Minimis Non-audit Services),* subsection 6.1.1(4) of NI 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*), subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Member*), subsection 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemption*) of NI 52-110. The Corporation is relying on the exemption set out in section 6.1 of NI 52-110 applicable to venture issuers.

Pre-Approval Policies and Procedures

Except as otherwise set forth in the Audit Committee charter, the Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Fees

The aggregate fees incurred for audit and non-audit services provided by KPMG LLP, Chartered Accountants, for the financial year ended December 31, 2018 are as follows:

Nature of Services	January 1, 2018 to December 31, 2018
Audit Fees[1]	$36,000
Audit-Related Fees[2]	Nil
Tax Fees[3]	Nil
All Other Fees[4]	$19,886
Total	**$55,886**

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Corporation's financial statements. Audit Fees also include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements, including audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditors, including employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This includes fees for tax compliance, tax planning and tax advice.

(4) "All Other Fees" include all other non-audit services provided by KPMG LLP.

Assessments

The Board of Directors, as a whole, is responsible for assessing the effectiveness of the Board of Directors, its committees and individual directors and the competence and qualifications that each director is required to bring to the Board of Directors. Although no formal process has been put in place for such assessment, the Board conducts informal assessments on an as-needed basis. In this regard, the Board of Directors from time-to-time examines and comments on its effectiveness and that of its committees, and makes adjustments when warranted.

SHAREHOLDER PROPOSALS

Pursuant to the *Canada Business Corporations Act*, resolutions intended to be presented by Shareholders for action at the next annual meeting must comply with the provisions of the *Canada Business Corporations Act* and be deposited at the Corporation's head office not later than March 1, 2020, in order to be included in the management information circular relating to the next annual meeting.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information about the Corporation is provided in the Corporation's comparative annual financial statements and Management's Discussion and Analysis for its most recently completed financial year.

If you would like to obtain, at no cost to you, a copy of the Corporation's financial statements, Management's Discussion and Analysis or this Circular, please send your request to:

ViveRE Communities Inc.
Suite 2108, 1969 Upper Water Street
Halifax, Nova Scotia B3J 3R7
Telephone: (902) 446-2000
Email: info@vivcom.ca

AUTHORIZATION

The contents and the mailing of this Circular have been approved by the Board of Directors of the Corporation.

(signed) Michael Anaka
President and Chief Executive Officer

DATED the 3rd day of May, 2019

SCHEDULE "A"

SHAREHOLDERS' RESOLUTION WITH RESPECT TO INCENTIVE STOCK OPTION PLAN

Capitalized terms have the meanings ascribed thereto in the Management Information Circular of ViveRE Communities Inc. ("**Corporation**") dated May 3, 2019.

BE IT RESOLVED AS A RESOLUTION OF THE SHAREHOLDERS OF THE CORPORATION THAT:

1. the incentive stock option plan of the Corporation (the "**Plan**"), in the form attached to the Corporation's management information circular dated May 30, 2016, be and the same is hereby ratified, confirmed and approved subject to applicable regulatory approval;

2. the form of the Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the Shareholders of the Corporation;

3. all options outstanding under the Plan or any previous form of stock option plan shall remain valid and outstanding and be governed by the terms of the applicable previous form of stock option plan as it existed when they were granted;

4. any director or officer is hereby authorized to execute and deliver all such deeds, documents and other writings and perform such acts as may be necessary in order to give effect to the adoption of the Plan and the Board of Directors of the Corporation from time to time, be authorized to grant options in the capital stock of the Corporation pursuant to and in accordance with the provisions of the Plan so adopted; and

5. notwithstanding the approval of the shareholders of the Corporation as herein provided, the Board of Directors of the Corporation may, in its sole discretion, at any time suspend or terminate the Plan or revoke this resolution before it is acted upon, without further approval of the Shareholders of the Corporation.

SCHEDULE "B"

DSU PLAN

VIVERE COMMUNITIES INC.

DEFERRED SHARE UNIT PLAN

[●], 2019

TABLE OF CONTENTS

ARTICLE 1
DEFINITIONS AND INTERPRETATION

Section 1.01 Definitions

For purposes of this DSU Plan, unless the context in which such word or term is used herein otherwise requires, the following words and terms with the initial letter or letters thereof capitalized shall have the following meanings:

(a) "**Account**" has the meaning assigned to it in Section 3.06;

(b) "**Act**" means the Canada Business Corporations Act or its successor, as amended from time to time;

(c) "**Affiliate**" has the meaning assigned by the Securities Act (Nova Scotia), as amended from time to time;

(d) "**Annual Compensation**" means (i) the annual base compensation payable by the Corporation or a Designated Subsidiary to an Eligible Employee or an Eligible Officer when acting as an Employee or Officer, as the case may be, or (ii) the Annual Retainer payable by the Corporation to an Eligible Director when acting as a Director;

(e) "**Annual Retainer**" means the annual retainer payable to an Eligible Director, including any additional retainer paid to the chair of the Board or a chair of a committee of the Board, in his or her capacity as chair and includes meeting fees paid to an Eligible Director;

(f) "**Associate**" has the meaning assigned by the Securities Act (Nova Scotia), as amended from time to time;

(g) "**Award Date**" means in respect of Deferred Share Units awarded (i) pursuant to Section 3.04 of this DSU Plan, the Purchase Date; or (ii) pursuant to Section 3.05 of this DSU Plan, on such date as the Committee determines;

(h) "**Beneficiary**" means, subject to applicable laws, an individual dependant or relation of a Participant who has been designated by the Participant, as contemplated by Section 5.02, to receive benefits payable under the DSU Plan upon the death of the Participant, or, where no such designation is validly in effect at the time of death, or where the designated individual does not survive the Participant, the Participant's estate;

(i) "**Blackout Period**" means a period when a Participant is prohibited from trading in the Corporation's securities pursuant to (i) the Corporation's written policies then applicable or (ii) a notice in writing to a Participant by a senior officer or a director of the Corporation;

(j) "**Board**" means the board of directors of the Corporation;

(k) "**Bonus Compensation**" means a bonus or similar payment (annual, discretionary or otherwise) determined as payable by the Corporation or a Designated Subsidiary to an Eligible Employee or Eligible Officer;

(l) "**Business Day**" means each day other than a Saturday, Sunday or statutory holiday in Halifax, Nova Scotia;

(m) "**Change in Control**" means:

(i) when any person, together with any Affiliate or Associate of such person (other than the Corporation or its Subsidiaries, or an employee benefit plan of the Corporation or its Subsidiaries, including any trustee of such plan acting as trustee) hereafter acquires the direct or indirect "beneficial ownership", as defined by the Act, of securities of the Corporation representing 50% or more of the combined voting power of the Corporation's then outstanding securities;

(ii) the occurrence of a transaction requiring approval of the Corporation's shareholders involving the acquisition of the Corporation or all or substantially all of its business by an entity through purchase of assets by amalgamation, arrangement or otherwise;

(iii) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Corporation or any of its Subsidiaries and another corporation or other entity, as a result of which the holders of Common Shares prior to the completion of the transaction hold less than 50% of the votes attaching to all of the outstanding voting securities of the successor corporation or entity after completion of the transaction;

(iv) a resolution is adopted to wind-up, dissolve or liquidate the Corporation;

(v) as a result of or in connection with:

(A) a contested election of Directors; or

(B) a transaction referred to in paragraph (iii) above, the nominees named in the most recent management information circular of the Corporation for election to the Board shall not constitute a majority of the Directors; or

(vi) the Board adopts a resolution to the effect that a Change of Control as defined herein has occurred or is eminent;

(n) "**Committee**" means the compensation committee of the Board or, if there is no compensation committee, means the Board;

(o) "**Common Share**" means a common share in the capital of the Corporation;

(p) "**Corporation**" means ViveRE Communities Inc., a corporation formed under the Act;

(q) "**Deferred Share Unit**" means a notional unit credited by the Corporation to the Account of a Participant by way of a book-keeping entry in the books of the Corporation, granted in accordance with this DSU Plan, that represents the right to receive, at the time specified in this DSU Plan, a DSU Plan Share, subject to the provisions this DSU Plan;

(r) "**Designated Subsidiary**" means a Subsidiary designated by the Committee from time to time for the purposes of this DSU Plan;

(s) "**Director**" means a member of the Board from time to time;

(t) "**DSU Plan**" means this Deferred Share Unit Plan;

(u) "**DSU Grant Letter**" means a letter in the form attached hereto as:

(i) Schedule A, in the case of an award of Deferred Share Units pursuant to Section 3.04 of this DSU Plan; or

(ii) Schedule B, in the case of an award of Deferred Share Units pursuant to Section 3.05 of this DSU Plan;

(v) "**DSU Plan Shares**" means the number of Common Shares equal to the number of vested Deferred Share Units that are held by the Participant on the Separation Date;

(w) "**Election Period**" means:

(i) where an Eligible Employee, Eligible Director or Eligible Officer was not an Employee, Director or Officer, as the case may be, within 30 days prior to the beginning of the Year, within 30 days after the date on which the Eligible Employee, Eligible Director or Eligible Officer became an Employee, Director or Officer, as the case may be; and

(ii) where an Eligible Employee, Eligible Director or Eligible Officer was an Employee, Director or Officer, as the case may be, within 30 days prior to the beginning of the Year, within 30 days prior to the date on which that Year commenced.

(x) "**Eligible Consultant**" means an individual (other than an Employee, Officer or a Director of the Corporation) or company that:

(i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Corporation or any Designated Subsidiary, other than services provided in relation to a distribution of securities;

(ii) provides the services under a written contract between the Corporation or any Designated Subsidiary and the individual or the company, as the case may be;

(iii) in the reasonable opinion of the Corporation, spends or will spend a significant amount of time and attention on the affairs and business of the Corporation or any Designated Subsidiary; and

(iv) has a relationship with the Corporation or any Designated Subsidiary that enables the individual to be knowledgeable about the business and affairs of the Corporation;

(y) "**Eligible Director**" means any Director from time to time;

(z) "**Eligible Employee**" means any Employee from time to time;

(aa) "**Eligible Officer**" means any Officer from time to time;

(bb) "**Employee**" means any full-time or part-time employee of the Corporation or any Designated Subsidiary;

(cc) "**Insiders**" has the same meaning as found in the TSX-V Corporate Finance Policies, as amended from time to time;

(dd) "**Market Value**" means the volume-weighted average trading price of a Common Share on the TSX-V for the five (5) consecutive trading days immediately prior to the date as of which Market Value is determined. If the Common Shares are not trading on the TSX-V, then the Market Value shall be determined based on the trading price on such stock exchange or over-the-counter market on which the Common Shares are listed and posted for trading as may be selected for such purpose by the Committee. In the event that the Common Shares are not listed and posted for trading on any stock exchange or over-the-counter market, the Market Value shall be the fair market value of such Common Shares as determined by the Committee in its sole discretion;

(ee) "**Officer**" means a chair, vice-chair, president, chief executive officer, chief financial officer, chief operating officer, vice-president or other officer of the Corporation or any Designated Subsidiary;

(ff) "**Participant**" means each Eligible Employee, Eligible Director, Eligible Consultant or Eligible Officer to whom Deferred Share Units are issued;

(gg) "**Purchase Date**" means (i) in the case of Annual Compensation, the last day in each quarter of a Year, on which date Deferred Share Units representing the Annual Compensation or the portion thereof payable for such quarter to an Eligible Employee, Eligible Director or Eligible Officer, as the case may be, who has elected to receive Deferred Share Units shall be deemed to be awarded and shall be credited to the Account of such Participant, and (ii) in the case of Bonus Compensation, the date the Bonus Compensation or the portion thereof is payable to an Eligible Employee, Eligible Director or Eligible Officer, as the case may be, who has elected to receive Deferred Share Units in respect of such Bonus Compensation or portion thereof;

(hh) "**Separation Date**" means the date that a Participant ceases to be an Eligible Employee, Eligible Director and/or Eligible Officer by reason of his or her death, resignation, termination with or without cause or retirement from, or loss of office as, an Employee, a Director and/or Officer;

(ii) "**Share Compensation Arrangement**" means any stock option, stock option plan, employee share purchase plan or any other compensation or incentive mechanism of the Corporation involving the issuance or potential issuance of Common Shares, including a share purchase from treasury, whether or not financially assisted by the Corporation by way of a loan, guarantee or otherwise;

(jj) "**Subsidiary**" means any related entity to the Corporation, as such term is defined in National Instrument 45-106 - Prospectus Exemptions of the Canadian Securities Administrators;

(kk) "**TSX-V**" means the TSX Venture Exchange or, if the Common Shares are not listed for trading on the TSX-V, such other stock exchange in Canada on which such Common Shares are listed for trading; and

(ll) "**Year**" means a financial year of the Corporation.

Section 1.02 Headings

The headings of all Articles, Sections and subsections in this DSU Plan are inserted for convenience of reference only and shall not affect the construction or interpretation of this DSU Plan.

Section 1.03 References to this DSU Plan

The words "hereto", "herein", "hereby", "hereunder", "hereof" and similar expressions mean or refer to this DSU Plan as a whole and not to any particular Article, Section, subsection or other part hereof.

Section 1.04 Canadian Funds

Unless otherwise specifically provided, all references to dollar amounts in this DSU Plan are references to lawful money of Canada.

ARTICLE 2
PURPOSE AND ADMINISTRATION OF THE DSU PLAN

Section 2.01 Purpose of this DSU Plan

The purpose of this DSU Plan is to enhance the Corporation's ability to attract and retain talented individuals to serve as Employees, Directors and Officers and to promote a greater alignment of interests between the Eligible Employees, Eligible Directors, Eligible Officers and the shareholders of the Corporation by linking the compensation of the Eligible Employees, Eligible Directors and Eligible Officers to the future value of the Common Shares.

Section 2.02 Administration of the DSU Plan

This DSU Plan shall be administered by the Committee and the Committee shall have full discretionary authority to administer this DSU Plan, including the authority to interpret and construe any provision of this DSU Plan and to adopt, amend and rescind such rules and regulations for administering this DSU Plan as the Committee may deem necessary in order to comply with the requirements of this DSU Plan. All actions taken and all interpretations and determinations made by the Committee or its delegates in good faith shall be final and conclusive and shall be binding on the Participants and the Corporation.

Section 2.03 No Liability

No member of the Committee nor any Director or Officer shall be personally liable for any action taken or determination or interpretation made in good faith in connection with this DSU Plan and all members of the Committee and all Directors and Officers of the Corporation shall be fully protected, indemnified and held harmless by the Corporation with respect to any such action taken or determination or interpretation made. The appropriate officers of the Corporation are hereby authorized and empowered to do all things and execute and deliver all instruments, undertakings and applications and writings as they, in their absolute discretion, consider necessary for the implementation of this DSU Plan and of any rules and regulations established for administering this DSU Plan. All costs incurred in connection with the administration of this DSU Plan shall be for the account of the Corporation.

Section 2.04 Record Keeping

The Corporation shall maintain a register in which shall be recorded:

(a) the name and address of each Participant in this DSU Plan;

(b) the number of Deferred Share Units granted to each Participant under this DSU Plan; and

(c) the Award Date and Market Value at which Deferred Share Units were granted.

For administrative purposes, a separate register shall be maintained by the Corporation for unvested Deferred Share Units, if applicable.

Section 2.05 Amendment to DSU Plan

Subject as is hereinafter provided, the Board may at any time, and from time to time, and without shareholder approval, amend any provision of this DSU Plan, subject to any regulatory or TSX-V requirement at the time of such amendment, including, without limitation:

(a) for the purpose of making minor or technical modifications to any of the provisions of the DSU Plan including amendments of a "clerical" or "housekeeping" in nature;

(b) to correct any ambiguity, defective provision, error or omission in the provisions of the DSU Plan;

(c) amendments to the termination provisions of Section 2.06;

(d) amendments necessary or advisable because of any change in applicable securities laws;

(e) amendments to Section 2.02 regarding the administration of this DSU Plan;

(f) amendments necessary or advisable if any Participant is resident outside of Canada; and

(g) any other amendment, fundamental or otherwise, not requiring shareholder approval under applicable laws or the rules or policies of the TSX-V;

provided however, that:

(h) no such amendment of this DSU Plan may be made without the consent of each affected Participant in this DSU Plan if such amendment would adversely affect the rights of such affected Participant(s) under this DSU Plan;

(i) no amendment shall be made unless it is such that this DSU Plan continuously meets the requirements of paragraph 6801(d) of the Regulations to the *Income Tax Act* (Canada) or any successor provision thereto; and

(j) shareholder approval shall be obtained in accordance with the requirements of the TSX-V for any amendment:

(i) to Section 3.02 in order to increase the maximum number of Common Shares that may be issued under this DSU Plan (other than pursuant to Section 3.03); or

(ii) to this subsection 2.05 in any manner.

Section 2.06 Plan Termination

The Board may decide to discontinue granting awards under the DSU Plan at any time in which case no further Deferred Share Units shall be awarded or credited under the DSU Plan. Any Deferred Share Units that remain outstanding in a Participant's Account at that time shall continue to be dealt with in accordance with the terms of this DSU Plan. The DSU Plan shall terminate when all DSU Plan Shares issuable pursuant to Section 3.10 of this DSU Plan have been issued and all Deferred Share Units have been cancelled in all Participants' Accounts.

ARTICLE 3
DSU PLAN

Section 3.01 Establishment of DSU Plan

This DSU Plan is hereby established for Eligible Employees, Eligible Directors and Eligible Officers.

Section 3.02 Maximum Common Shares Reserved for Issuance

The maximum number of Common Shares that are issuable under the DSU Plan is 3,000,000 (the "**Plan Limit**"), subject to adjustment under Section 3.03, provided that:

(a) the maximum number of Common Shares issuable to Insiders pursuant to the DSU Plan, or when combined with all of the Corporation's other Share Compensation Arrangements, at any time, shall not exceed 20% of the issued and outstanding Common Shares; and

(b) the maximum number of Common Shares issued to Insiders pursuant to the DSU Plan, or when combined with all of the Corporation's other Share Compensation Arrangements, within any one year, shall not exceed 20% of the issued and outstanding Common Shares.

For the purpose of determining the number of Common Shares that remain available for issuance under this DSU Plan, the number of Common Shares underlying any grants of Deferred Share Units that are surrendered, forfeited, waived and/or cancelled shall be added back to the Plan Limit and again be available for future grant.

Section 3.03 Adjustments and Reorganizations

In the event of any dividends paid in Common Shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off, or other distribution of the Corporation's assets to shareholders, or any other change in the capital of the Corporation affecting Common Shares, the Committee, in its sole and absolute discretion will make, with respect to the number of Deferred Share Units outstanding under this DSU Plan, any proportionate adjustments as it considers appropriate to reflect that change. All adjustments under this section shall, at all times, be in compliance with the provisions of paragraph 6801(d) of the Regulations under the *Income Tax Act* (Canada).

Section 3.04 Deferral of Annual and Bonus Compensation

(a) Amount of Election

A Participant may elect to receive, in 10% increments, up to 100% of his or her Annual Compensation or Bonus Compensation in Deferred Share Units.

(b) Method of Electing

Each Participant shall complete and deliver to the chief financial officer of the Corporation:

(i) within the Election Period an annual written election in the form attached hereto as Schedule C designating the portion of his or her Annual Compensation that is to be paid in Deferred Share Units and/or cash. If a Participant does not make an election for all or part of a Year, the Participant's Annual Compensation for such Year shall be paid in cash;

(ii) within ten Business Days of the date that the Participant is notified by the Corporation or a Designated Subsidiary, as the case may be, of the amount of the Bonus Compensation determined as payable to the Participant, if any, a written election in the form attached hereto as Schedule C. If a Participant does not make an election within such ten Business Day period, such Bonus Compensation shall be paid in cash.

(c) Duration of Election

An election made in accordance with the foregoing (i) in respect of Annual Compensation shall be effective for the Year or balance thereof in respect of which it is made and (ii) in respect of Bonus Compensation shall be effective solely in respect of the Bonus Compensation for which it is made. An election in respect of Annual Compensation may be revoked or changed only with respect to the portion of a Year for which Deferred Share Units have not yet been credited. An election in respect of Bonus Compensation shall be irrevocable.

(d) Number of Deferred Share Units

The number of Deferred Share Units to be credited shall be determined by dividing the amount of (i) the Annual Compensation in respect of the applicable quarter or (ii) the Bonus Compensation, as the case may be, which is payable on the Purchase Date and which is to be received in Deferred Share Units by the Market Value of a Common Share on the Purchase Date.

Section 3.05 Discretionary Awards

(a) Board Discretion

Subject to this Section 3.05 and such other terms and conditions as the Board may prescribe, the Board, on recommendation of the Committee, in its sole and absolute discretion, shall have authority to award Deferred Share Units to a Participant at any time or from time to time.

(b) Vesting

The Board, on recommendation of the Committee, shall determine the vesting schedule for Deferred Share Units awarded pursuant to this Section 3.05; provided that, if the vesting schedule is not so determined by the Board, one-third (1/3) of such Deferred Share Units shall vest upon each of the first, second and third anniversaries of the Award Date. Unless otherwise determined by the Board, such Deferred Share Units shall cease to vest on the Separation Date and any Deferred Share Units which have not vested on the Separation Date shall be cancelled. Notwithstanding the foregoing, unless otherwise determined by the Board at or after the Award Date, (i) any Deferred Share Units outstanding immediately prior to the occurrence of a Change in Control, but which are not then vested, shall become fully vested upon the occurrence of a Change in Control, and (ii) any Deferred Share Units outstanding immediately prior to a Separation Date relating to the death or termination without cause of a Participant, but which are not then vested, shall be fully vested as of the day immediately prior to the Separation Date. The Board may, in its absolute discretion at any time, shorten the vesting period of all or any unvested Deferred Share Units of a Participant, including, without limiting the generality of the foregoing, upon a Change of Control.

Section 3.06 Credit of Elected Deferred Share Units

All Deferred Share Units received by a Participant shall be credited to an account maintained for the Participant on the books of the Corporation as of the Award Date ("**Account**"), except where Deferred Share Units have been granted pursuant to Section 3.05, in which case such Deferred Share Units shall be credited to the Participant's Account when vested according to the vesting schedule for such Deferred Share Units.

Section 3.07 Notification of Deferred Share Units Granted

Each grant of Deferred Share Units under this DSU Plan shall be evidenced by a DSU Grant Letter issued as of the Award Date. In addition, the Corporation shall issue to each Participant who has been granted Deferred Share Units in a particular Year an annual statement showing the number of Deferred Share Units granted on each Award Date in such Year and the Market Value of a Common Share on each such Award Date.

Section 3.08 Dividends

In the event that a dividend (other than a stock dividend) is declared and paid by the Corporation on Common Shares, a Participant will be credited with additional Deferred Share Units. The number of such additional Deferred Share Units will be calculated by dividing (x) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of Deferred Share Units in the Participant's Account on the dividend record date by (y) the Market Value of a Common Share on the TSX-V on the date on which the dividends were paid on the Common Shares, rounded up to the next whole Deferred Share Unit.

Section 3.09 Term of the DSU Plan

This DSU Plan shall be deemed to become effective as of [●], 2019. Subject to Section 2.06, this DSU Plan shall remain in effect until it is terminated by the Board.

Section 3.10 Redemption

Each vested Deferred Share Unit held by a Participant who ceases to be an Eligible Employee, Eligible Director or Eligible Officer shall be redeemed by the Corporation effective as of the Separation Date for DSU Plan Shares issued from treasury, certificates for which shall be delivered on such date or dates as the Corporation determines, which shall be no later than the date that is three months following the Separation Date.

In the event that the Participant's Separation Date falls on or within ten Business Days of the expiration of a Blackout Period applicable to such Participant, then notwithstanding the foregoing, the Separation Date shall be extended to the close of business on the tenth Business Day following the expiration of the Blackout Period.

Each Deferred Share Unit held by a Participant must be redeemed by the Corporation within 10 years of grant for DSU Shares issued from treasury.

ARTICLE 4
INCOME TAX MATTERS

Section 4.01 Taxes and Other Source Deductions

The Corporation and any Designated Subsidiary shall be authorized to withhold or deduct from any amount paid or credited hereunder (whether in DSU Plan Shares or cash) such amounts, if any, as may be required to be withheld or deducted under applicable taxation or other laws ("**applicable withholding taxes**"). Any issuance of DSU Plan Shares under the DSU Plan shall be subject to the provision that the Corporation may, in its sole discretion, require the Participant to reimburse the Corporation for any amounts required to be withheld as taxes in respect of the issuance of the DSU Plan Shares to such Participant. In lieu thereof, the issuance of DSU Plan Shares under the DSU Plan is conditional upon the Corporation's or any Designated Subsidiary's reservation, in its discretion, of the right to withhold, consistent with any applicable law, from any compensation or other amounts payable to the Participant or Beneficiary, any amounts required to be paid by the Corporation or a Designated Subsidiary to any taxing or other governmental authority on behalf of the Participant or its own behalf under any federal, provincial or local law as a result of the issuance of DSU Plan Shares under this DSU Plan. The Corporation and any Designated Subsidiary shall also have the right in its discretion to satisfy such withholding tax liability by retaining, acquiring or selling on behalf of a Participant any DSU Plan Shares that would otherwise be issued to a Participant hereunder.

Section 4.02 Compliance with Income Tax Act

Notwithstanding the foregoing, all actions of the Board, the Committee and any Director, Officer or officer of the Corporation shall be such that this DSU Plan continuously meets the conditions of paragraph 6801(d) of the Regulations under the *Income Tax Act* (Canada), or any successor provision.

ARTICLE 5
GENERAL

Section 5.01 Non-Assignable

Deferred Share Units and any right or interest of a Participant under this DSU Plan shall not be assignable or transferable other than to a Beneficiary in accordance with the provisions of this DSU Plan or as otherwise required under applicable laws and any such assignment or transfer in violation of this DSU Plan shall be null and void.

Section 5.02 Designation of Beneficiary

Subject to the requirements of applicable laws, a Participant may designate in writing an individual as Beneficiary to receive any benefits that are payable under the DSU Plan upon the death of such Participant. The Participant may, subject to applicable laws, alter or revise such designation from time to time. The original designation or any change thereto shall be in the form of Schedule D or such other form as the Committee, in its discretion, may from time to time determine.

Section 5.03 Rights as a Shareholder, Director or Officer

No holder of any Deferred Share Units shall have any rights as a shareholder of the Corporation at any time. Nothing in this DSU Plan shall confer on any Participant the right to continue as an Employee, Director or Officer or interfere with the Corporation's right to terminate such Participant's service with the Corporation or a Designated Subsidiary or to not re-nominate the Participant as a Director.

Section 5.04 No Representation or Warranty

The Corporation makes no representation or warranty as to the future value of any rights under Deferred Share Units issued in accordance with the provisions of this DSU Plan. No amount will be paid to, or in respect of, a Participant under this DSU Plan or pursuant to any other arrangement, and no additional Deferred Share Units will be granted to such Participant to compensate for a downward fluctuation in the price of the Common Shares, nor will any other form of benefit be conferred upon, or in respect of, a Participant for such purpose.

Section 5.05 Compliance with Applicable Law

If any provision of this DSU Plan or any Deferred Share Unit contravenes any law or any order, ruling, policy, by-law or regulation of any regulatory body having jurisdiction, then such provision shall be deemed to be amended to the extent necessary to bring such provision into compliance therewith.

Section 5.06 Interpretation

This DSU Plan shall be governed by and construed in accordance with the laws of the Province of Nova Scotia.

Section 5.07 Successors and Assigns

This DSU Plan shall be binding on all successors and assigns of the Corporation.

SCHEDULE A
DSU GRANT NOTIFICATION

TO: _____

Pursuant to the Deferred Share Unit Plan (the "Plan") of ViveRE Communities Inc. it has been determined that you are eligible to participate in the Plan and that on [date] $_____ of your [Annual Compensation in respect of the quarter ended [date]/Bonus Compensation payable on such date] has been paid in _____ Deferred Share Units based on a Market Value of $[●] per Common Share.

Capitalized terms used herein have the meanings ascribed to them in the Plan.

DATED the _____ day of _____, 20____.

VIVERE COMMUNITIES INC.

Per: _____
Name:
Title:

SCHEDULE B
DSU GRANT NOTIFICATION

TO: _____

Pursuant to the Deferred Share Unit Plan (the "Plan") of ViveRE Communities Inc. it has been determined that you are eligible to participate in the Plan and you have been awarded _____ Deferred Share Units effective [●] (the "Award Date"). The Market Value of a Common Share on the Award Date is $_____.

Capitalized terms used herein have the meanings ascribed to them in the Plan.

DATED the _____ day of _____, 20____.

VIVERE COMMUNITIES INC.

Per: _____
Name:
Title:

SCHEDULE C
ELECTION REGARDING COMPENSATION

TO: The Board of ViveRE Communities Inc. (the "Corporation")

FROM: [NAME OF EMPLOYEE, DIRECTOR or OFFICER]

Pursuant to the terms of the Deferred Share Unit Plan of the Corporation (the "Plan"), I hereby elect to receive:

(i) _____% of my [Annual Compensation in respect of the _____ Year/Bonus Compensation payable on [date]] in the form of Deferred Share Units; and

(ii) _____% of my [Annual Compensation in respect of the _____ Year/Bonus Compensation payable on [date]] in the form of cash.

This constitutes my election as required pursuant to Section 3.04 of the Plan. Capitalized terms used herein have the meanings ascribed to them in the Plan.

DATED the _____ day of _____, 20____.

_____
[EMPLOYEE, DIRECTOR or OFFICER]

SCHEDULE D
BENEFICIARY DESIGNATION FORM

- Please read the instructions before completing this form. ViveRE Communities Inc. (the "Corporation") assumes no responsibility for the validity or sufficiency of this form. Capitalized terms used in this form have the meanings given to them in the Corporation's Deferred Share Unit Plan.
- **Please PRINT all names (full name), relationship to Participant and percentage amounts.**
- **Date and sign as required at bottom of form.**
- **Please complete this form in duplicate and return both copies to the Corporation.**

Name of Participant: _____

The undersigned hereby revokes any beneficiary designation previously made in respect to the DSU Plan Shares issuable upon the death of the Participant under ViveRE Communities Inc.'s Deferred Share Unit Plan (the "Plan") and directs that such DSU Plan Shares be issued to:

Name of Beneficiary	**Relationship to Participant**	**Percentage**	
			☐ Revocable ☐ Irrevocable
			☐ Revocable ☐ Irrevocable
			☐ Revocable ☐ Irrevocable

Minor Clause – complete if necessary

Please note that according to legal requirements, the Corporation cannot pay out to beneficiaries who are minors. A trustee for minor children must be designated, except in Québec where this is unacceptable at law.

☐ Trustee for Minor Children

Full Name (please print) _____ Relationship to Participant _____

is hereby appointed Trustee to receive any DSU Plan Shares due on or after the Participant's death to any Beneficiary designated in this form who is a minor on the date such DSU Plan Shares are issuable.

It is hereby certified that the undersigned is/are the age of majority.

_____ _____

Witness other than Beneficiary Date Signature of Participant Date

SCHEDULE "C"

SHAREHOLDERS' RESOLUTION WITH RESPECT TO DSU PLAN

Capitalized terms have the meanings ascribed thereto in the Management Information Circular of ViveRE Communities Inc. ("**Corporation**") dated May 3, 2019.

BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE DISINTERESTED SHAREHOLDERS OF THE CORPORATION THAT:

1. the DSU Plan of the Corporation allowing for the issuance of a maximum of 3,000,000 Common Shares, representing approximately 7.3% of the issued and outstanding Common Shares as of May 3, 2019, in the form attached as Schedule "B" to the Management Information Circular of the Corporation dated May 3, 2019, be and the same is hereby ratified, confirmed and approved subject to applicable regulatory approval;

2. the form of the DSU Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the Shareholders of the Corporation;

3. any director or officer is hereby authorized to execute and deliver all such deeds, documents and other writings and perform such acts as may be necessary in order to give effect to the adoption of the DSU Plan; and

4. notwithstanding the approval of the shareholders of the Corporation as herein provided, the Board of Directors of the Corporation may, in its sole discretion, at any time suspend or terminate the DSU Plan or revoke this resolution before it is acted upon, without further approval of the Shareholders of the Corporation.

SCHEDULE "D"

SHAREHOLDERS' RESOLUTION WITH RESPECT TO AMENDMENT OF ARTICLES OF INCORPORATION

Capitalized terms have the meanings ascribed thereto in the Management Information Circular of ViveRE Communities Inc. ("**Corporation**") dated May 3, 2019.

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE SHAREHOLDERS OF THE CORPORATION THAT:

1. the Articles of Incorporation of the Corporation be amended to provide for the Corporation's registered office to be situated in Nova Scotia instead of British Columbia (the "**Amendment**");

2. the Articles of Incorporation of the Corporation will reflect the Amendment; and

3. any director or officer of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts or things as he or she may determine to be necessary or advisable to give effect to this special resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

SCHEDULE "E"

SHAREHOLDERS' RESOLUTION WITH RESPECT TO SHARES FOR DEBT

Capitalized terms used but not defined herein shall have the same meanings attributed thereto in the management information circular of the Corporation dated May 3, 2019.

BE IT RESOLVED THAT:

1. the issuance of 666,666 Common Shares of the Corporation to THLA Services Ltd., the issuance of 291,666 Common Shares of the Corporation to Trimaven Capital Inc., the issuance of 104,155 Common Shares of the Corporation to Aconi Financial Corp. Ltd., the issuance of 91,281 Common Shares of the Corporation to 3286285 Nova Scotia Ltd., the issuance of 22,602 Common Shares of the Corporation to Dr. Brian Ramjattan and the issuance of 141,666 Common Shares of the Corporation to JESSOMELAW be and are hereby approved;

2. the Corporation be and it is hereby authorized to take all such further actions, to execute and deliver all agreements, instruments and documents relating to, contemplated by, necessary or desirable in connection with the issuance of common shares for debt described in the foregoing resolution (all such other agreements, instruments and documents are hereinafter collectively referred to as the "Other Documents"), in the name and on behalf of the Corporation and under its corporate seal or otherwise and to pay all such fees and expenses contemplated by the issuance of common shares for debt and the Other Documents or which shall be incurred in connection therewith or which are otherwise necessary, proper or advisable in connection therewith; and

3. any officer or director of the Corporation (the "Authorized Officer") be and is hereby authorized to execute and deliver the Other Documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, on such terms and conditions and in such form deemed necessary or desirable and approved by such Authorized Officer with such changes and modifications thereto as such Authorized Officer may in his discretion approve, which approval shall be conclusively evidenced by the execution of the Other Documents by such Authorized Officer.

SCHEDULE "F"

SHAREHOLDERS' RESOLUTION WITH RESPECT TO SHARES FOR SERVICES

Capitalized terms used but not defined herein shall have the same meanings attributed thereto in the management information circular of the Corporation dated May 3, 2019.

BE IT RESOLVED THAT:

1. the issuance 300,000 Common Shares of the Corporation to THLA Services Ltd. to settle outstanding debt of the Corporation in the amount of $60,000; the issuance of 175,000 Common Shares of the Corporation to Trimaven Capital Inc. to settle outstanding debt of the Corporation in the amount of $35,000; the issuance of 62,500 Common Shares to Aconi Financial Corp. Ltd. to settle outstanding debt of the Corporation in the amount of $12,500; and the issuance of 12,500 Common Shares to Dr. Brian Ramjattan to settle outstanding debt of the Corporation in the amount of $2,500, be and are hereby approved;

2. the ongoing issuance of that number of Common Shares as is required to satisfy obligations of the Corporation arising from consulting and advisory fees owed pursuant to contractual agreements to; THLA Services Ltd. in the amount of $60,000 every three months, Trimaven Captial Inc. in the amount of $35,000 every three months, Aconi Financial Services Corp. Ltd. in the amount of $12,500 every three months and Dr. Brian Ramjattan in the amount of $2,500 every three months, at Market Price to be determined in accordance with the policies of the TSX Venture Exchange at the end of each such three month period after the services are rendered, (with the first such three month period to be the period ending on February 28, 2019) is hereby approved;

3. the Corporation be and it is hereby authorized to take all such further actions, to execute and deliver all agreements, instruments and documents relating to, contemplated by, necessary or desirable in connection with the issuance of common shares for debt and for services described in the foregoing resolutions (all such other agreements, instruments and documents are hereinafter collectively referred to as the "Other Documents"), in the name and on behalf of the Corporation and under its corporate seal or otherwise and to pay all such fees and expenses contemplated by the issuance of common shares for debt and for services and the Other Documents or which shall be incurred in connection therewith or which are otherwise necessary, proper or advisable in connection therewith; and

4. any officer or director of the Corporation (the "Authorized Officer") be and is hereby authorized to execute and deliver the Other Documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, on such terms and conditions and in such form deemed necessary or desirable and approved by such Authorized Officer with such changes and modifications thereto as such Authorized Officer may in his discretion approve, which approval shall be conclusively evidenced by the execution of the Other Documents by such Authorized Officer.

SCHEDULE "G"

CHARTER OF THE AUDIT COMMITTEE

The following Charter of the Audit Committee was adopted by the Corporation's Board of Directors and Audit Committee on October 20, 2011:

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Corporation's board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and Shareholders, the Corporation's systems of internal controls regarding finance and accounting and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements;
- review and appraise the performance of the Corporation's external auditors; and
- provide an open avenue of communication among the Corporation's auditors, financial and senior management and the board of directors.

Composition

The Committee shall be comprised of a minimum of three directors as determined by the board of directors. If the Corporation ceases to be a "venture issuer" (as that term is defined in NI 52-110), then all of the members of the Committee 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.

If the Corporation ceases to be a "venture issuer" (as that term is defined in NI 52-110), then all members 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 Corporation's 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 the Corporation'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 Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

1. Documents/Reports Review

(a) review and update this Audit Committee Charter annually; and

(b) review the Corporation's financial statements, MD&A and any annual and interim earnings press releases before the Corporation 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.

2. External Auditors

(a) review annually, the performance of the external auditors who shall be ultimately accountable to the Corporation's board of directors and the Committee as representatives of the Shareholders of the Corporation;

(b) obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation, consistent with Independence Standards Board Standard 1;

(c) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;

(d) take, or recommend that the Corporation's full board of directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;

(e) recommend to the Corporation's board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for Shareholder approval;

(f) recommend to the Corporation's board of directors the compensation to be paid to the external auditors;

(g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements;

(h) review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation;

(i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and

(j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

(i) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided,

(ii) such services were not recognized by the Corporation at the time of the engagement to be non-audit services, and

(iii) such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the Committee.

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.

3. Financial Reporting Processes

(a) in consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external;

(b) consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;

(c) consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management;

(d) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;

(e) 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;

(f) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;

(g) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;

(h) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

(i) review the certification process;

(j) establish a procedure for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and

(k) establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

4. Other

(a) review any related-party transactions;

(b) engage independent counsel and other advisors as it determines necessary to carry out its duties; and

(c) to set and pay compensation for any independent counsel and other advisors employed by the Committee.