

Trusted Brand 2016 Inc.

SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON THURSDAY, SEPTEMBER 10, 2020

NOTICE OF MEETING AND MANAGEMENT PROXY AND INFORMATION CIRCULAR

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF TRUSTED BRAND 2016 INC. OF PROXIES TO BE VOTED AT THE SPECIAL MEETING OF SHAREHOLDERS OF TRUSTED BRAND 2016 INC. TO BE HELD ON THURSDAY, SEPTEMBER 10, 2020.

TO BE HELD AT:

**The Offices of DLA Piper (Canada) LLP
Suite 1000, 250 2 Street SW
Calgary, Alberta T2P 0C1 at 10:00 pm**

Dated: August 10, 2020

TRUSTED BRAND 2016 INC.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT A SPECIAL MEETING (the “**Meeting**”) of holders of common shares (“**Common Shares**”) of Trusted Brand 2016 Inc. (the “**Corporation**”) will be held at the offices of DLA Piper (Canada) LLP Suite 1000, 250 2 Street SW, Calgary, Alberta T2P 0C1, on Thursday, September 10, 2020 at 10:00 a.m. for the following purposes:

1. to consider, and, if deemed advisable, to pass, with or without variation, a special resolution, authorizing the change of name of the Corporation to “Yorkton Equity Group Inc.” or such other name as the Board of Directors, in its sole discretion and subject to applicable regulatory approval, determines to be appropriate;
2. to consider, and, if deemed advisable, to pass, with or without variation, a disinterested resolution of the shareholders, approving the re-pricing of all existing stock options (including options reserved for grant) of the Corporation to an exercise price \$0.15 per share (or such other price as may be permitted by the TSX Venture Exchange (“**TSX-V**”));
3. to consider and, if deemed advisable, approve, with or without variation, an ordinary resolution of disinterested shareholders authorizing the Corporation to transfer to the NEX board of the TSX-V in the event the Corporation does not complete its Qualifying Transaction (as defined in TSX-V Policy 2.4 - *Capital Pool Companies*) within the period prescribed by the TSX-V;
4. to consider and, if deemed advisable, approve, with our without variation, an ordinary resolution of disinterested shareholders authorizing the Corporation to cancel certain Seed Shares (as defined in TSX-V Policy 1.1) of the Corporation in the event the Corporation does not complete its Qualifying Transaction within the period prescribed by the TSX-V;
5. to the fix number of directors of the Corporation and the number of directors to be elected at the Meeting to five (5), conditional on and effective following the closing of the Corporation’s Qualifying Transaction;
6. to elect the directors of the Corporation, conditional on and effective following the closing of the Corporation’s Qualifying Transaction;
7. to consider, and if thought fit, approve the ordinary resolution of disinterested shareholders relating to the approval of the amended fixed stock option plan of the Corporation, conditional on and effective following the closing of the Corporation’s Qualifying Transaction;
8. to consider, and if thought fit, approve the ordinary resolution, relating to the designation and issuance of 21,062,905 preferred shares of the Corporation, designated as Series I, and 19,779,208 preferred shares of the Corporation, designated as Series II, conditional on and effective concurrent with the closing of the Corporation’s Qualifying Transaction;
9. to consider, and if thought fit, approve the ordinary resolution relating to the approval of By-Law No.1, By-Law No.2 and By-Law No.3, conditional on and effective following the closing of the Corporation’s Qualifying Transaction;

10. to consider, and if thought fit, approve the special resolution relating to the amendment of the Articles of the Corporation for the addition of “Other Provisions” as Schedule “B” of the Articles of the Corporation; and
11. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

DATED this 10th day of August, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

signed “Ted Geier”

Chief Executive Officer and Director

NOTE:

It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend the Meeting and would like your shares represented, please complete the enclosed instrument of proxy and return it as soon as possible in the envelope provided for that purpose. A proxy will not be valid unless it is deposited with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 am (Mountain Standard Time) on September 8, 2020, or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting. Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

TRUSTED BRAND 2016 INC.
MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

THIS MANAGEMENT INFORMATION CIRCULAR (“MANAGEMENT INFORMATION CIRCULAR”) IS PROVIDED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF TRUSTED BRAND 2016 INC. (THE “CORPORATION”) of proxies from the holders of common shares (the “**Common Shares**”) for the special meeting of the shareholders of the Corporation (the “**Meeting**”) to be held on Thursday, September 10, 2020 at 10:00 a.m. at the offices of DLA Piper (Canada) LLP Suite 1000, 250 2 Street SW, Calgary, Alberta T2P 0C1, or at any adjournment thereof for the purposes set out in the accompanying notice of meeting (“**Notice of Meeting**”).

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other proxy solicitation services. In accordance with National Instrument 54-101, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named (the “Management Designees”) in the enclosed instrument of proxy (“Instrument of Proxy”) have been selected by the directors of the Corporation and have indicated their willingness to represent as proxy the shareholder who appoints them. A shareholder has the right to designate a person (whom need not be a shareholder) other than the Management Designees to represent him or her at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by deleting therefrom the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Corporation. Such shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxy and should provide instructions on how the shareholder's shares are to be voted. The nominee should bring personal identification with him to the Meeting. In any case, the form of proxy should be dated and executed by the shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form). In addition, a proxy may be revoked by a shareholder personally attending at the Meeting and voting his shares.

A proxy will not be valid unless it is deposited with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at www.investorvote.com. All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10:00 am (Mountain Standard Time) on September 8, 2020, or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

Late proxies may be accepted or rejected by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

A shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the shareholder or by his authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the registered office of the Corporation or with Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or at any adjournment thereof. In addition, a proxy may be revoked by the shareholder personally attending the Meeting and voting his shares.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Management Information Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the shareholder's name. Such Common 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 The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the Instrument of Proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions respecting the voting of Common Shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Management Information Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.

VOTING OF PROXIES

Each shareholder may instruct his proxy how to vote his Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.**

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Corporation is not aware of any amendments to, variations of or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the Management Designees intend to vote in accordance with the judgment of management of the Corporation.

QUORUM

The by-laws of the Corporation provide that a quorum of shareholders is present at a meeting of shareholders of the Corporation if at least one holder of not less than five (5%) percent of the outstanding shares of the Corporation entitled to vote at the Meeting is present in person or by proxy.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of preferred shares. As at the effective date of this Management Information Circular (the “**Effective Date**”), which is August 10, 2020, 3,962,900 Common Shares are issued and outstanding as fully paid and non-assessable. No other shares of any other class are issued or outstanding. The Common Shares are the only shares entitled to be voted at the Meeting and holders of Common Shares are entitled to one vote for each Common Share held.

Holders of Common Shares of record at the close of business on August 10, 2020 (the “**Record Date**”) are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that, (a) the holder has transferred the ownership of any of his Common Shares after the Record Date, and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he owns the Common Shares, and demands not later than ten

(10) days before the day of the Meeting that his name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote his Common Shares at the Meeting.

To the knowledge of the directors and the executive officers of the Corporation, as at the Effective Date, no person or company beneficially owns, directly or indirectly, or controls or directs, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation other than:

Name	Type of Ownership	Number of Common Shares Owned or Controlled at the Effective Date	Percent of Outstanding Common Shares at the Effective Date
Ted Geier	Registered and Beneficial	1,096,200	27.6%

EXECUTIVE COMPENSATION

The text of the Corporation's Statement of Executive Compensation (as per Form 51-102F6 of National Instrument 51-102 - *Continuous Disclosure Obligations*) is set out in the Corporation's Management Information Circular dated April 15, 2020 and filed on SEDAR at www.sedar.com on April 24, 2020, which is incorporated by reference herein.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Corporation nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Corporation nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Corporation.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth herein, or as previously disclosed, the Corporation is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer, proposed nominee for election as a director or any shareholder holding more than 10% of the voting rights attached to the Common Shares or any associate or affiliate of any of the foregoing in any transaction in the preceding financial year or any proposed or ongoing transaction of the Corporation which has or will materially affect the Corporation.

Upon closing of the Corporation's Qualifying Transaction (as such term is defined in TSX-V Policy 2.4 - *Capital Pool Companies*), proposed director nominee, Ben Lui, will beneficially own 14,220,000 Common Shares of the Corporation which will be equivalent to 22.53% (on a non diluted basis) of all issued and outstanding Common Shares of the Corporation on closing of the Qualifying Transaction.

MANAGEMENT CONTRACTS

Other than as set forth herein, during the most recently completed financial year, no management functions of the Corporation were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, no director or executive officer of the Corporation or any proposed nominee of management of the Corporation for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

CORPORATE GOVERNANCE

A summary of the Corporation's corporate governance practices (as per National Instrument 58-101 - *Disclosure of Corporate Governance Practices*) is set out in the Corporation's Management Information Circular dated April 15, 2020 and filed on SEDAR at www.sedar.com on April 24, 2014, which is incorporated by reference herein.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board of Directors of the Corporation, the only matters to be brought before the meeting are those matters set forth in the accompanying Notice of Meeting.

1. Change of the Name of the Corporation

Pursuant to a share purchase agreement (the "**Definitive Agreement**") among the Corporation, 1421526 Alberta Ltd. ("**1421526 Ltd.**"), Lui Holdings Corporation and 991799 Alberta Ltd. dated June 19, 2020, and subject to certain conditions, the Corporation will acquire all of the issued and outstanding shares of 1421526 Ltd. The transaction is an arm's-length transaction and will constitute the Corporation's "Qualifying Transaction" pursuant to TSX-V Policy 2.4 - *Capital Pool Companies*. It is anticipated that upon completion of the Qualifying Transaction, the Corporation will operate within the real estate sector, and will be listed on the TSX-V as a Tier 2 real estate issuer. Additional details of the transaction are further set out in the Corporation's public record available for viewing on SEDAR at www.sedar.com.

At the Meeting, conditional on and effective following the closing of the Corporation's Qualifying Transaction, shareholders are being asked to consider, and, if deemed advisable, to approve, with or without variation, a special resolution (being a resolution passed by not less than two thirds (2/3) of the votes cast by those shareholders who, being entitled to do so, vote in person or by proxy at the Meeting) to change the name of the Corporation to "Yorkton Equity Group Inc." or such other name acceptable to the registrar, the TSX-V and as the Board of Directors determine is appropriate (the "**Name Change**").

As outlined in the resolution below, the new name of the Corporation will be determined by the Board of Directors. Even if approved by the shareholders, the Board of Directors may determine not to proceed with the Name Change at its discretion.

The text of the special resolution which management intends to place before the Meeting for the approval of the Name Change is set forth below:

"BE IT RESOLVED as a special resolution of the shareholders of the Corporation that:

- 1. the change of the name of the Corporation to "Yorkton Equity Group Inc." or such other name acceptable to the TSX Venture Exchange and as the directors of the Corporation in their sole discretion determine is appropriate is authorized and approved;**
- 2. any officer or director of the Corporation be and is hereby authorized and directed for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute,**

deliver and file all such documents and to take all such other action(s) as may be deemed necessary or desirable for the implementation of this special resolution and any matters contemplated thereby; and

- 3. the directors of the Corporation are hereby authorized and granted with absolute discretion to abandon the change of name of the Corporation at any time without further approval, ratification or confirmation by the shareholders of the Corporation.”**

The requisite regulatory approvals for the Name Change, including the approvals of the TSX-V will not be sought by the Corporation until after the Board of Directors decides to implement the Name Change resolution. There can be no assurance that the applicable TSX-V approvals will be obtained.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the special resolution approving the Name Change. In order to be effective, the foregoing special resolution must be approved by at least two thirds of the votes cast at the Meeting by the Shareholders voting in person or by proxy.

In order to be effective, the special resolution in respect of the approval of the Name Change requires approval of not less than two thirds (2/3) of the votes cast by shareholders of the Corporation, who, being entitled to do so, vote in person or by proxy at the Meeting of the Corporation. **Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the special resolution approving the Name Change.**

2. Approval of the Re-Pricing of Stock Options

Subject to the approval of the TSX-V and the shareholders of the Corporation, the Board of Directors approved the re-pricing of all existing Options, which Options currently entitle the holders thereof to purchase up to an aggregate of 295,090 Common Shares of the Corporation at exercise price of \$0.25 per share. In addition, there are 101,200 Options reserved for grant and these options proposed to be granted at closing will be priced at \$0.15 per Common Share.

The details of the Options held (or reserved for grant) are set forth in the following table.

Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Proposed Exercise Price (\$)
Ted Geier	65,090	\$0.25	\$0.15
Karen Stewart	138,000	\$0.25	\$0.15
Robert Libin	46,000	\$0.25	\$0.15
Perla Woo	46,000	\$0.25	\$0.15
Kevin Saskiw (reserved for grant)	101,200	Not Granted	\$0.15

As part of the Qualifying Transaction, it is proposed that the exercise price of all existing Options be reduced to \$0.15 per share and the expiry date will be extended to one year from the completion of the Corporation's Qualifying Transaction.

The TSX-V requires that shareholders must ratify and approve the proposed re-pricing of Options and that such approval must be obtained by a majority of the votes cast at a meeting of shareholders, other than votes attaching to shares beneficially owned by Insiders. Accordingly, Common Shares owned by Insiders and their associates, will not be included for the purpose of determining whether the required level of shareholder approval has been obtained.

At the Meeting, the disinterested shareholders will be asked to consider and if thought fit, approve an ordinary resolution approving the effective re-pricing of all existing Options in the manner set out above. In order for the resolution approving the re-pricing of all existing Options to be effective, it must be approved by the affirmative vote of a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting, excluding the votes, if any, by Insiders and their associates. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution approving the re-pricing of all existing Options.**

The text of the ordinary resolution which management intends to place before the Meeting for the approval of the re-pricing of existing Options is set forth below.

"BE IT RESOLVED as an ordinary resolution of the disinterested shareholders of the Corporation that:

- 1. the re-pricing of all existing stock options (including options reserved for grant) of the Corporation to an exercise price \$0.15 per share (or such other price as may be permitted by the TSX Venture Exchange), be approved and ratified;**
 - 2. the shareholders of the Corporation hereby expressly authorize the Board of Directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and**
 - 3. any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."**
- 3. Approval of Transfer to the NEX Board**

The Corporation is a Capital Pool Company ("CPC") under the policies of the TSX-V. Pursuant to the policies of the TSX-V, as a CPC, the Corporation must complete a Qualifying Transaction by such date as is permitted by the TSX-V. The Corporation has been placed on notice by the TSX-V that if it does not satisfy certain conditions, it will be delisted from trading on the TSX-V. The conditions require the Corporation to either (i) complete its Qualifying Transaction, or (ii) receive the approval of its shareholders for (a) the transfer of the listing of its Common Shares to the NEX trading board of the TSX-V (the "NEX") and (b) the related cancellation of up to 1,680,000 Common Shares held by the current directors and officers of the Corporation.

The NEX is a distinct trading board of the TSX-V designed for listed issuers which were previously listed on the TSX-V that have been unable to meet the ongoing financial listing standards of the TSX-V. The TSX-V provides a trading forum for publicly listed shell companies while they seek and undertake transactions, which are intended to result in the companies carrying on active businesses. A CPC that transfers to the NEX must continue to comply with all of the requirements and restrictions of TSX-V Policy 2.4 - *Capital Pool Companies*.

At the Meeting, shareholders will be asked to consider, and if deemed advisable, to approve, with or without variation by ordinary resolution of disinterested shareholders, the transfer of the Corporation's listing to the NEX. In order to be effective, the resolution must be passed, with or without variation, by a simple majority of shareholders that are arm's length to the Corporation (the "**Disinterested Shareholders**").

Accordingly, the Disinterested Shareholders will be asked to consider and, if thought fit, pass the ordinary resolution set forth below.

"BE IT RESOLVED as an ordinary resolution of the disinterested shareholders of the Corporation that:

- 1. the Corporation is authorized to make an application to the TSX Venture Exchange (the "TSX-V") to transfer its listing to the NEX trading board of the TSX-V ("NEX") in the event a Qualifying Transaction is not completed by such date as may be required or approved by the TSX-V;**
- 2. any one officer or director of the Corporation is further authorized and directed to perform all such acts, deeds and things and execute all such documents, notices or instruments, as may be required to give effect to this resolution; and**
- 3. notwithstanding the approval by the shareholders of the Corporation of this resolution, the board of directors of the Corporation is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the transfer of the Corporation's listing to the NEX and the transactions contemplated thereby, without further approval, ratification or confirmation by the shareholders of the Corporation."**

In the event the foregoing resolution is not approved by shareholders, the Corporation will not be able to transfer to the NEX and the Common Shares will be delisted from the facilities of the TSX-V. Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution authorizing the transfer of the Corporation's listing to the NEX.

4. Cancellation of Seed Shares

As set out above, the Corporation may be delisted from trading on the TSX-V. The conditions require the Corporation to either (i) complete its Qualifying Transaction, or (ii) receive the approval of its shareholders for (a) the transfer of the listing of its Common Shares to the NEX and (b) the cancellation of Seed Shares (as defined in TSX-V Policy 1.1) of the Corporation held by current directors and officers of the Corporation such that the average cost of the remaining Seed Shares is at least equal to the Corporation's initial public offering price.

At the Meeting, shareholders will be asked to consider, and if deemed advisable, to approve, with or without variation by ordinary resolution of Disinterested Shareholders, the cancellation of up to 1,680,000 Seed Shares of the Corporation held by the current directors and officers of the Corporation such that the average cost of the remaining Seed Shares is at least equal to the initial public offering price.

In order to be effective, the following resolution must be passed, with or without variation, by a simple majority of Disinterested Shareholders. Accordingly, the Disinterested Shareholders will be asked to consider and, if thought fit, pass the ordinary resolution set forth below.

"BE IT RESOLVED as an ordinary resolution of the disinterested shareholders of the Corporation that:

- 1. the Corporation is authorized to cancel 1,680,000 Seed Shares (as defined in TSX Venture Exchange Policy 1.1) of the Corporation held by the current directors and officers of the Corporation such that the average cost of the remaining Seed Shares is at least equal to \$0.25, if the Corporation does not complete a Qualifying Transaction by such date as may be required or approved by the TSX Venture Exchange;**
- 2. any one officer or director of the Corporation is further authorized and directed to perform all such acts, deeds and things and execute all such documents, notices or instruments, as may be required to give effect to this resolution; and**
- 3. notwithstanding the approval by the shareholders of the Corporation of this resolution, the Board of Directors of the Corporation is hereby authorized, at any time in its absolute discretion, to determine whether or not to proceed with the cancellation of the Seed Shares and the transactions contemplated thereby, without further approval, ratification or confirmation by the shareholders of the Corporation."**

Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution authorizing the cancellation of 1,680,000 Seed Shares of the Corporation held by the current directors and officers of the Corporation.

5. Qualifying Transaction Number of Directors

Pursuant to a resolution passed at the Corporation's annual and special shareholder meeting held May 15, 2020, the number of directors of the Corporation is currently set at four (4). Upon the completion of the Corporation's Qualifying Transaction, the current directors will resign, the number of directors will increase and be fixed at five (5) and the Qualifying Transaction Director Nominees (as defined herein) will be elected, subject to approval by the shareholders of the Corporation.

At the Meeting, conditional on and effective following the closing of the Corporation's Qualifying Transaction, shareholders are being asked to consider and, if deemed advisable, pass, an ordinary resolution to fix the number of directors of the Corporation and the number of directors to be elected at the Meeting at five (5).

In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution fixing the number of directors of the Corporation and the number of directors to be elected at the Meeting at five (5).**

6. Qualifying Transaction Election of Directors

The following table sets forth the name of each of the persons proposed to be nominated for election as a director of the Corporation, conditional on and effective following the closing of the Corporation's Qualifying Transaction (the "**Qualifying Transaction Director Nominees**"), all positions and offices in the Corporation presently held by such nominee, the nominee's municipality of residence, principal occupation at present and during the preceding five years, the period during which the nominee has served as a director, and the number and percentage of Common Shares of the Corporation that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Record Date.

You can vote for all of the Qualifying Transaction Director Nominees, vote for some of them and withhold for others, or withhold for all of them. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of all of the Qualifying Transaction Director Nominees named in the following table to the Board of Directors, conditional on and effective following the closing of the Corporation's Qualifying Transaction.** Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies held by Management Designees will be voted for another nominee in their discretion unless the shareholder has specified in his form of proxy that his Common Shares are to be withheld from voting in the election of directors.** Each director elected will hold office until the next annual general meeting of shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the *Business Corporations Act* (Alberta) ("ABCA") to which the Corporation is subject.

Name, Municipality of Residence, Office and Date Became a Director	Present Occupation and Positions Held During the Last Five Years	Served as Director of the Corporation since ⁽¹⁾	Number and Percentage of Common Shares Held or Controlled as at the Date of this Management Information Circular ⁽²⁾⁽³⁾
Ben Lui Edmonton, Alberta, Canada	President and Chief Executive Office of the various Yorkton Group companies and strata corporations since 2002. The Yorkton Group owns and develops properties in Edmonton, Alberta, and Surrey, British Columbia with a focus on real estate developments and investments. In addition, Mr. Lui owns and leads a team of property management professionals in managing a large portfolio of residential and commercial properties in Western Canada.	n/a	nil
Evan Chan Edmonton, Alberta, Canada	Chief Financial Officer of J&D Food Services Ltd., a private Alberta corporation that is a distributor of Asian food products, frozen seafood, fresh meats, produce and canned goods in Edmonton and Calgary.	n/a	nil

Bill Smith Edmonton, Alberta, Canada	Advisor to the President and CEO of BioNeutra Global Corporation, a publicly trading company listed on the TSX-V. Previously he was Chairman and Senior VP of BioNeutra Global Corporation and Director and Senior VP of BioNeutra North America Inc., a private Alberta corporation. BioNeutra Global Corporation is in the business of research and development, production and commercialization of ingredients for nutraceutical, functional and mainstream foods and beverages, with a focus on VitaFiber™ IMO.	n/a	nil
Mark Wilbert ⁽³⁾ Edmonton, Alberta, Canada	Real Estate Brokerage Partner with Coldwell Banker Venture Realty.	n/a	nil
Jason Theiss ⁽³⁾ Edmonton, Alberta, Canada	A Chartered Professional Accountant and Chief Financial Officer of Bri-Chem Corp., a publicly trading company listed on the TSX. Bri-Chem Corp. is an industry leader for the wholesale distribution and blending of oilfield drilling, completion, stimulation and production of chemical fluids. Bri-Chem Corp. sells, blends, packages and distributes a full range of drilling fluid products from 26 strategically located warehouses throughout Canada and the United States.	n/a	nil

Notes:

- (1) None of the Qualifying Transaction Director Nominees hold director or officer positions with the Corporation. Composition of the committees will be determined by the Board of Directors following the completion of the Corporation's Qualifying Transaction.
- (2) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been furnished by the respective Qualifying Transaction Director Nominees individually.
- (3) Ben Lui and Evan Chan are officers of 1421526 Ltd. and Ben Lui is the 90% beneficial shareholder of 1421526 Ltd.

*Biographies***Ben Lui (age 62)**

Mr. Lui graduated from the University of Toronto with a Bachelor of Science degree majoring in Computer Science and Commerce. Mr. Lui has since gained diverse professional experience in Information Systems and Business Management consulting, as well as business owner and operator experience in property management, manufacturing, import and distribution, media publication and hospitality industries. In the late 1980's, Mr. Lui started his real estate business encompassing investment, development and asset management, and achieved the Award of Excellence in Multi Family Residential development from the Alberta Masonry Council in 2019.

Mr. Lui primarily focuses on business and real estate acquisitions, strategic planning and development, real estate development and construction.

Mr. Lui is a strong advocate of conservative investment approach providing sustainable growth, transparent communication, accountability, and well-executed business plans with attention to details. Mr. Lui brings to the Corporation his visionary leadership which has allowed him to grow his real estate business to over 30 real estate projects comprising of hotel, condominium and land developments, constructions, property management of income producing real estate portfolio, as well as large land parcels for future development.

Evan Chan (age 65)

Mr. Chan attained his CPA, CA in 1982 and CISA (Certified Information Systems Auditor) in 1989. He was admitted to the Partnership at Gardiner Karbani Audy & Partners CAs in 1986 (now BDO LLP). He has diverse experience in various industries, and possesses special insight into the betterment of internal control systems and procedures in businesses. Mr. Chan has been a partner-in-charge of audits on public companies. In 1997, Mr. Cahn wrote a computer program used by the legal communities across Canada. In 2000, Mr. Chan took the position as the Chief Financial Officer and part owner of J&D Food Services – Edmonton & Calgary. He helped grow the bottom-line and sales of J&D. The company grew from \$10 million to \$50 million in annual revenue over the period from 2001 - 2017. The company was eventually sold in 2017 and Mr. Chan stayed on until 2018 to assist the new management. He has a passion of flying small planes and playing Scottish bagpipes.

Bill Smith (age 85)

Mr. Smith was previously the Chairman and Senior VP of BioNeutra Global Corporation, a publicly trading company listed on the TSX-V, and Director and Senior VP of BioNeutra North America Inc., a private Alberta corporation. Mr. Smith continues to be employed as an advisor to the President and CEO of BioNeutra Global Corporation.

Mr. Smith holds a Business Administration Degree. Mr. Smith's career includes that of a professional athlete (Edmonton Eskimos), a businessman (a Tire operation, a technology company – Alberta Supernet, and a consulting company - Bill Smith & Associates Inc.), and the Mayor for the City of Edmonton, Alberta. He has also served on a number of public and private boards of directors.

Mark Wilbert (age 37)

Mr. Wilbert is a Partner at Coldwell Banker Commercial Venture Realty and has over 10 years of experience in both Commercial and Residential transactions focusing on investment properties from distressed assets to apartment buildings. He has received many accolades in the real estate market.

Mr. Wilbert's background includes Real Estate Investment, Commercial Banking, International Logistics and International Law. Mr. Wilbert holds a Bachelor of Commerce Degree from the University of Alberta and graduated from the Department of International Relations at Fudan University in Shanghai.

Mr. Wilbert was born and raised in Edmonton, and has assisted in making Edmonton home for several international clients, as well as businesses looking to expand into the Edmonton and surrounding markets.

Jason Theiss (age 44)

Mr. Theiss is a Chartered Professional Accountant who has over 12 years post designation accounting experience in managing finance and accounting personnel. Since June 2007, Mr. Theiss has been the Chief Financial Officer of Bri-Chem Corp., a publicly trading company listed on the TSX. He is also the founder of Platinum Management Group, a financial management consulting firm providing strategic financial leadership located in Edmonton, Alberta. Mr. Theiss has been involved in an executive management role for several public and private corporations. He has a Chartered Professional Accountant designation and a Bachelor of Business Administration degree.

Corporate Cease Trade Orders or Bankruptcies

No proposed Qualifying Transaction Director Nominee, within 10 years before the date of this Circular, has been a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively an "Order") and that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) 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.

No proposed Qualifying Transaction Director Nominee, within 10 years before the date of this Circular, 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 the proposed Qualifying Transaction Director Nominee 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.

Personal Bankruptcies

None of the proposed Qualifying Transaction Director Nominees have, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

Penalties and Sanctions

None of the proposed Qualifying Transaction Director Nominees have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

7. Approval of Amended Fixed Option Plan

At the Corporation's annual and special shareholder meeting held May 15, 2020, the shareholders approved a "fixed number" stock option plan (the "**Fixed Option Plan**") to replace the Corporation's existing stock option plan (the "**Option Plan**"), conditional on and to take effect upon the closing of the Corporation's Qualifying Transaction and subject to TSX-V acceptance. The Fixed Option Plan limited the granting of options to 4,192,580 Common Shares. The Corporation is proposing to replace the Fixed Option Plan with an amended plan (the "**Amended Fixed Option Plan**") in substantially the form attached hereto as Exhibit 1. The Amended Fixed Option Plan is substantially the same as the Fixed Option Plan, however the Amended Fixed Option Plan increases the number of Common Shares reserved for issuance from 4,192,580 to 4,452,580 (approximately 20% of Common Shares of the Corporation anticipated to be outstanding on closing of the Corporation's Qualifying Transaction).

As of the date of this Management Information Circular, a total of 295,090 Common Shares were granted for issuance under the Option Plan and 101,200 were reserved for grant but not yet granted. It is the intention that these options will continue under and be governed by the Amended Fixed Option Plan.

At the Meeting, conditional on and effective following the closing of the Corporation's Qualifying Transaction, shareholders are being asked to consider and, if deemed advisable, pass, an ordinary

resolution to approve an amendment to the Fixed Option Plan to increase the number of options available for issue under the plan to 4,452,580 which number equals 20% of the outstanding Common Shares of the Corporation which will be outstanding following completion of the Corporation's Qualifying Transaction.

The full text of the Amended Fixed Option Plan attached is Exhibit 1 hereto.

Disinterested Shareholder Approval

Pursuant to the provisions of the TSX-V Policy 4.4 – *Incentive Stock Options*, disinterested shareholder approval must be obtained for a stock option plan if the stock option plan, together with all of the issuer's previously established and outstanding stock option plans or grants, could permit at any time:

- (a) the aggregate number of common shares reserved for issuance under stock options granted to insiders (as such term is defined in the policies of the TSX-V as a group) at any point in time to exceed 10% of the issued and outstanding common shares;
 - a. the grant to insiders (as a group), within a 12 month period, of an aggregate number of options exceeding 10% of the issued shares, calculated at the date an option is granted to any insider; or
 - b. the aggregate number of options granted to any one person within a 12 month period exceeding 5% of the issued shares, calculated on the date an option is granted to the person.

If insiders of the Corporation participate in the Amended Fixed Option Plan it is possible that the Amended Fixed Option Plan could result in one of the foregoing situations. Accordingly, disinterested shareholder approval will be sought at the Meeting.

In order to obtain disinterested shareholder approval, the Amended Fixed Option Plan must be approved by a majority of the votes cast at the Meeting in person or by proxy, excluding votes attaching to Common Shares beneficially owned by (i) insiders to whom options may be awarded under the Amended Fixed Option Plan; and (ii) associates of persons referred to in (i). An aggregate of 1,552,500 Common Shares are held by insiders of the Corporation and are not entitled to vote on the resolution.

At the Meeting, disinterested shareholders will be asked to pass a resolution substantially in the form set forth below.

"BE IT RESOLVED as an ordinary resolution by the disinterested shareholders of the Corporation that:

- 1. the stock option plan of the Corporation in substantially the form attached as Exhibit 1 to the Management Information Circular of the Corporation (the "Amended Fixed Option Plan") be and is hereby approved and adopted as the stock option plan of the Corporation, conditional on and effective on the closing of the Corporation's Qualifying Transaction;**
- 2. the Board of Directors be authorized to reserve 4,452,580 Common Shares for issuance upon exercise of options under the Corporation's Amended Fixed Option Plan;**
- 3. the Board of Directors be authorized to reserve for issuance upon exercise of options under the Corporation's Amended Fixed Option Plan: (A) to insiders (as a group) in an aggregate amount exceeding, at any point in time, 10% of the issued and outstanding common shares of the Corporation; (B) to insiders (as a group) in an aggregate amount exceeding, in any 12**

month period, 10% of the issued and outstanding common shares of the Corporation; and (C) to any one person in an aggregate amount exceeding, in any 12 month period, 5% of the issued and outstanding common shares of the Corporation;

4. the form of the Amended Fixed Option 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;
5. the issued and outstanding stock options previously granted shall be continued under and governed by the Amended Fixed Option Plan;
6. the shareholders of the Corporation hereby expressly authorize the Board of Directors of the Corporation to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard;
7. in the event that the Corporation's Qualifying Transaction is terminated, the Corporation's "rolling" stock option plan most recently approved by the shareholders at the annual general and special of the shareholders held March 11, 2019 ("Option Plan") is ratified and confirmed as the option plan of the Corporation; and
8. any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution to approve the Amended Fixed Option Plan.**

8. Approval of Series I Preferred Shares and Series II Preferred Shares

Pursuant to the Articles of the Corporation, the Board of Directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of preferred shares of the Corporation.

Concurrent with the closing of the Corporation's Qualifying Transaction and as payment of consideration thereunder, the Board of Directors shall, by resolution of the Board of Directors and amendment to the Articles of the Corporation, designate and issue 21,062,905 preferred shares of the Corporation, designated as Series I (the "**Series I Preferred Shares**") and 19,779,208 preferred shares of the Corporation, designated as Series II (the "**Series II Preferred Shares**").

At the Meeting, the shareholders are being asked to approve, confirm and ratify, conditional on and effective concurrent with the closing of the Corporation's Qualifying Transaction, the designation and issuance of the Series I Preferred Shares and the Series II Preferred Shares. The Series I Preferred Shares and the Series II Preferred Shares shall be convertible, on a one-to-one basis, into Common Shares at the option of the holder pending approval of the TSX-V and compliance with the distribution requirements of the TSX-V. The Series I Preferred Shares and the Series II Preferred Shares shall carry voting rights on the basis of one vote in respect of each Series I Preferred Share or Series II Preferred Share held and the Series I Preferred Shares and the Series II Preferred Shares shall rank equally with the Common Shares

with respect to the payment of dividends and the distribution of assets on the dissolution, liquidation or winding up of the Corporation.

The full text of the Series I Preferred Shares and the Series II Preferred Shares is attached at Exhibit 2 hereto which sets out all attributes of the Series I Preferred Shares and the Series II Preferred Shares and all rights, privileges, restrictions and conditions thereof.

The text of the ordinary resolution approving the designation and issuance of 21,062,905 Series I Preferred Shares and 19,779,208 Series II Preferred Shares is set forth below.

"BE IT RESOLVED as an ordinary resolution of the shareholders of the Corporation that:

1. **the designation and issuance of 21,062,905 preferred shares of the Corporation, designated as Series I (the "Series I Preferred Shares") and 19,779,208 preferred shares of the Corporation designated as Series II (the "Series II Preferred Shares") by the Board of Directors, having the attributes set forth at Exhibit 2 to the Management Information Circular of the Corporation, be hereby approved, confirmed and ratified, conditional on and effective concurrent with the closing of the Corporation's Qualifying Transaction;**
2. **the form of the Series I Preferred Shares and Series II Preferred Shares may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;**
3. **the shareholders of the Corporation hereby expressly authorize the Board of Directors of the Corporation to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard;**
4. **any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things, including the filing of articles of amendments, (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."**

In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by shareholders who vote in respect of the resolution. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution to approve the designation and issuance of the Series I Preferred Shares and the Series II Preferred Shares.**

9. Approval of the New By-Laws

The Board of Directors of the Corporation wish to approve an amended and restated By-Law No. 1 as well as By-Law No.2 and By-Law No.3 (the "**New By-Laws**") with a view to replacing and modernizing the existing by-laws to reflect current corporate governance and the Corporation's obligations as a public company.

The New By-Laws of the Corporation contain advance notice provisions and allow for direct registration system (DRS) and other non-certificated issuance to evidence ownership of the Corporation's securities. The full text of the New By-Laws is set out in Exhibit 3 hereto.

As required pursuant to the provisions of the ABCA, the New By-Laws must be approved by the shareholders. Accordingly, at the Meeting, the shareholders will be asked to consider and, if deemed

advisable, pass the ordinary resolution approving and adopting the New By-Laws, conditional on and effective following the closing of the Corporation's Qualifying Transaction, set forth below.

“BE IT RESOLVED as an ordinary resolution of the shareholders of the Corporation that:

1. **By-Law No.1, By-Law No.2 and By-Law No.3 substantially in the form attached as Exhibit 3 to the Management Information Circular of the Corporation (the “New By-Laws”) be and is hereby approved, ratified and confirmed as the by-laws of the Corporation and the former by-laws of the Corporation are hereby deleted in their entirety and replaced with By-law No.1, By-Law No.2 and By-Law No.3, conditional on and effective following the closing of the Corporation's Qualifying Transaction;**
2. **the form of the New By-Laws may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;**
3. **the shareholders of the Corporation hereby expressly authorize the Board of Directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and**
4. **any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution.”**

10. Approval of Amendment to the Articles

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, approve a special resolution authorizing the Board of Directors to file articles of amendment under the ABCA to add the “Other Provisions” as Schedule “B” to the Articles of the Corporation (the “**Other Provisions**”) in the form attached hereto as Exhibit 4 (the “**Amendment**”).

The Other Provisions allow the Board of Directors, between annual meetings, to appoint one or more additional directors of the Corporation to serve until the next annual general meeting, provided the number of additional directors shall not at any time exceed 1/3 of the number of directors who held office at the expiration of the last annual meeting of the Corporation. The Other Provisions also provide for shareholders meetings to be held outside of Alberta. **The Board of Directors believes that the amendment to the Articles is in the best interests of the Corporation and therefore unanimously recommends that shareholders vote in favour of the special resolution to approve the Amendment.**

The text of the special resolution to be voted on at the Meeting by the shareholders is set forth below.

“BE IT RESOLVED as a special resolution of the shareholders of the Corporation that:

1. **the Articles of the Corporation be amended by adding the Other Provisions as Schedule “B” to the Articles of the Corporation in substantially the form attached as Exhibit 4 to the Management Information Circular prepared for the purpose of the Meeting;**

2. **the shareholders of the Corporation hereby expressly authorize the Board of Directors to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and**
3. **any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this resolution.”**

In order to be effective, the special resolution in respect of the approval of the amendment of the Articles requires approval of not less than two thirds (2/3) of the votes cast by shareholders of the Corporation, who, being entitled to do so, vote in person or by a proxy at the Meeting of the Corporation. **Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the special resolution approving the amendment to the Articles.**

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, **it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

GENERAL

Unless otherwise directed, it is management’s intention to vote proxies in favour of the resolutions set forth herein. All special resolutions to be brought before the Meeting require, for the passing of the same, a two-thirds majority of the votes cast at the Meeting by the holders of Common Shares. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Common Shares. All approvals by disinterested shareholders require the approval of the shareholders not affected by, or interested in, the matter to be approved.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information of the Corporation’s most recently completed financial year is provided, or will be provided, in the Corporation’s comparative financial statements and management discussion and analysis available on SEDAR. A shareholder may contact the Corporation at:

Trusted Brand 2016 Inc.
Third Floor, 14505 Bannister Road SW
Calgary, Alberta T2X 3J3
Attention: Ted Geier

to obtain a copy of the Corporation’s most recent financial statements and management discussion and analysis without charge.

BOARD APPROVAL

The contents and the sending of this Management Information Circular have been approved by the Board of Directors of the Corporation.

EXHIBIT 1

Amended Fixed Option Plan

TRUSTED BRAND 2016 INC.

STOCK OPTION PLAN

1. Purpose

The purpose of the Stock Option Plan (the “**Plan**”) of Trusted Brand 2016 Inc., a corporation incorporated under the *Business Corporations Act* (Alberta) (the “**Corporation**”) is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Corporation (the “**Shares**”), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

2. Administration

The Plan shall be administered by the Board of Directors of the Corporation or by a special committee of the directors appointed from time to time by the Board of Directors of the Corporation pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors of the Corporation, is hereinafter referred to as the “**Board**”). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

3. Stock Exchange Rules

All options granted pursuant to this Plan shall be subject to rules and policies of any stock exchange or exchanges on which the common shares of the Corporation are then listed and any other regulatory body having jurisdiction hereinafter (hereinafter collectively referred to as, the “**Exchange**”).

4. Shares Subject to Plan

Subject to adjustment as provided in Section 15 hereof, the Shares to be offered under the Plan shall consist of common shares of the Corporation’s authorized but unissued common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 4,452,580 common shares of the Corporation from time to time. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

However, other than in connection with a “Qualifying Transaction” (as defined in Policy 2.4 of the Exchange) or otherwise accepted by the TSX Venture Exchange, during the time that the Corporation is a

“Capital Pool Company” (as defined in Policy 2.4 of the Exchange), the aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the common shares of the Corporation issued and outstanding at the closing of the Corporation’s initial public offering.

5. Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

6. Eligibility and Participation

Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services to the Corporation or its subsidiaries (“**Management Company Employees**”) shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as “**Participants**”). Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option. In the case of employees or consultants of the Corporation or Management Company Employees, the option agreements to which they are party must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

7. Exercise Price

The exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange.

Once the exercise price has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of an option may only be reduced if at least 6 months have elapsed since the later of the date of the commencement of the term, the date the Corporation's shares commenced trading or the date the exercise price was reduced. In the case of options held by insiders of the Corporation (as defined in the policies of the Exchange), the exercise price of an option may be reduced only if disinterested shareholder approval is obtained.

8. Number of Optioned Shares

The number of Shares subject to an option granted to anyone Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds the maximum number permitted by the Exchange.

Unless disinterested shareholder approval is obtained for the Plan, no single Participant may be granted

options to purchase a number of Shares equalling more than 5% of the issued common shares of the Corporation in any twelve month period unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.

Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve month period to anyone consultant of the Corporation (or any of its subsidiaries).

Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve month period to persons employed to provide investor relation activities. Options granted to Consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than 1/4 of the options vesting in any 3 month period.

9. Duration of Option

Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange, being 10 years for the TSX Venture Exchange.

If any options expire during a period when trading of our securities by certain persons as designated by the Corporation is prohibited (a "Blackout Period") or within ten business days after the end of a Blackout Period, the term of those options will be extended to ten business days after the end of the Blackout Period, unless such extension is prohibited by any applicable law or the policies of the TSX Venture Exchange.

10. Option Period, Consideration and Payment

The option period shall be a period of time fixed by the Board not to exceed the maximum term permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections 11 and 12 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Corporation or its subsidiaries, or death of the Participant.

Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.

Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period. To the extent required by the Exchange, no options may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Corporation.

Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Corporation or any of its subsidiaries, or a Management Company Employee of the Corporation or any of its subsidiaries.

The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Shares with respect to which the option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares of the Corporation unless and until the certificates for Shares issuable pursuant to options under the Plan are issued to him or them under

the terms of the Plan.

11. Ceasing To Be a Director, Officer, Consultant or Employee

Subject to subsection 0, if a Participant shall cease to be a director, officer, consultant, employee of the Corporation, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Participant's services to the Corporation.

If the Participant does not continue to be a director, officer, consultant, employee of the Resulting Issuer upon completion of the Corporation's Qualifying Transaction (as such terms are defined in the policies of the Exchange), the options granted hereunder must be exercised by the Participant within the later of 12 months after completion of the Qualifying Transaction and 90 days after the Participant ceases to become a director, officer, consultant or employee of the Resulting Issuer.

Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, consultant, employee or Management Company Employee of the Corporation or of any of its subsidiaries or affiliates.

12. Death of Participant

Notwithstanding section 11, in the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

- (a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that such Participant was entitled to exercise the Option at the date of his death.

13. Rights of Optionee

No person entitled to exercise any option granted under the Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such option until such Shares shall have been issued.

14. Proceeds from Sale of Shares

The proceeds from the sale of Shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

15. Adjustments

If the outstanding common shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation or another corporation or entity through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, any adjustments relating to the Shares optioned or issued on exercise of options and the exercise price per Share as set forth in the respective stock option agreements shall be made in accordance

to the terms of such agreements.

Adjustments under this Section shall be made by the Board whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Share shall be required to be issued under the Plan on any such adjustment.

16. Transferability

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the Exchange. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

17. Amendment and Termination of Plan

Subject to the policies, rules and regulations of any lawful authority having jurisdiction (including any exchange on which the Common Shares are listed for trading), the Board may at any time, without further action by the shareholders, amend the Plan or any option granted hereunder in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to ensure that options granted hereunder will comply with any provisions respecting stock options in the income tax or other laws in force in any country or jurisdiction of which a person to whom an option has been granted may from time to time be resident or citizen or the Board may at any time, without action by shareholders, terminate the Plan. The Board may not, however, without the consent of the option holder, alter or impair any of the rights or obligations under any option theretofore granted.

18. Necessary Approvals

The ability of a Participant to exercise options and the obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from shareholders of the Corporation and any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any Shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

19. Effective Date of Plan

The Plan has been adopted by the Board of the Corporation subject to the approval of the Exchange and, if so approved, subject to the discretion of the Board, the Plan shall become effective upon such approvals being obtained.

20. Interpretation

The Plan will be governed by and construed in accordance with the laws of the Province of Alberta.

EXHIBIT 2

Series I Preferred Share Provisions and Series II Preferred Share Provisions

Preferred Shares (Series I)

The Corporation is authorized to issue an unlimited number of shares designated as Preferred Shares (Series I) having the following rights, privileges, restrictions and conditions:

1. Voting: The holders of the Preferred Shares (Series I) shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to vote at any such meeting on the basis of one vote in respect of each Preferred Share (Series I) held at any such meeting.
2. Dividends: The holders of the Preferred Shares (Series I) shall have the right to receive dividends on the same prorated basis as the holders of the Common Shares and the Preferred Shares (Series II).
3. Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares (Series I) shall be entitled to receive from the assets and property of the Corporation the same prorated sum as the holders of the Common Shares and Preferred Shares (Series II).
4. Right of Conversion: Any holder of Preferred Shares (Series I) shall be entitled at the holder's option to have all or any of the Preferred Shares (Series I) held by the holder exchanged into an equivalent number of Common Shares on a 1:1 basis and such right of exchange or conversion is subject to satisfaction of the distribution requirements imposed by the TSX Venture Exchange. An application for approval to the TSX Venture Exchange must be obtained in writing prior to any exchange or conversion.
5. Notice of Conversion: The conversion right herein provided for may be exercised by notice in writing given to the Corporation at its registered office in Alberta accompanied by the certificate or certificates representing the Preferred Shares (Series I) in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the person registered on the books of the Corporation as the holder of the Preferred Shares (Series I) in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of Preferred Shares (Series I) which the holder desires to have converted.
6. Conversion: Upon receipt of such written notice the Corporation shall issue a certificate representing Common Shares upon the basis prescribed in paragraph 4 and in accordance with the provisions hereof to the registered holder of the Preferred Shares (Series I) represented by the certificate or certificates accompanying such notice. If less than all the Preferred Shares (Series I) represented by any certificate are converted, the holder shall be entitled to receive a new certificate for the Preferred Shares (Series I) representing the shares comprised in the original certificate which are not to be converted.
7. Ranking: The Common Shares and Preferred Shares (Series II) shall rank equally to the Preferred Shares (Series I) and shall be subject in all respects to the preferences, rights, conditions, restrictions, limitations and prohibitions attaching to the Preferred Shares (Series I).

Preferred Shares (Series II)

The Corporation is authorized to issue an unlimited number of shares designated as Preferred Shares (Series II) having the following rights, privileges, restrictions and conditions:

1. Voting: The holders of the Preferred Shares (Series II) shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to vote at any such meeting on the basis of one vote in respect of each Preferred Share (Series II) held at any such meeting.
2. Dividends: The holders of the Preferred Shares (Series II) shall have the right to receive dividends on the same prorated basis as the holders of the Common Shares and the Preferred Shares (Series I).
3. Liquidation, Dissolution or Winding-Up: In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets or property of the Corporation among its shareholders for the purpose of winding up its affairs, the holders of the Preferred Shares (Series II) shall be entitled to receive from the assets and property of the Corporation the same prorated sum as the holders of the Common Shares and Preferred Shares (Series I).
4. Right of Conversion: Any holder of Preferred Shares (Series II) shall be entitled at the holder's option to have all or any of the Preferred Shares (Series II) held by the holder exchanged into an equivalent number of Common Shares on a 1:1 basis and such right of exchange or conversion is subject to satisfaction of the distribution requirements imposed by the TSX Venture Exchange. An application for approval to the TSX Venture Exchange must be obtained in writing prior to any exchange or conversion.
5. Notice of Conversion: The conversion right herein provided for may be exercised by notice in writing given to the Corporation at its registered office in Alberta accompanied by the certificate or certificates representing the Preferred Shares (Series II) in respect of which the holder thereof desires to exercise such right of conversion and such notice shall be signed by the person registered on the books of the Corporation as the holder of the Preferred Shares (Series II) in respect of which such right is being exercised or by his duly authorized attorney and shall specify the number of Preferred Shares (Series II) which the holder desires to have converted.
6. Conversion: Upon receipt of such written notice the Corporation shall issue a certificate representing Common Shares upon the basis prescribed in paragraph 4 and in accordance with the provisions hereof to the registered holder of the Preferred Shares (Series II) represented by the certificate or certificates accompanying such notice. If less than all the Preferred Shares (Series II) represented by any certificate are converted, the holder shall be entitled to receive a new certificate for the Preferred Shares (Series II) representing the shares comprised in the original certificate which are not to be converted.
7. Ranking: The Common Shares and Preferred Shares (Series I) shall rank equally to the Preferred Shares (Series II) and shall be subject in all respects to the preferences, rights, conditions, restrictions, limitations and prohibitions attaching to the Preferred Shares (Series II).

EXHIBIT 3

By-Law No.1, By-Law No.2 and By-Law No.3

BY-LAW NO. 1

A by-law relating generally to
the transaction of the business
and affairs of

YORKTON EQUITY GROUP INC.
(hereinafter referred to as the "Corporation")

SHAREHOLDERS

1. Participation in Meeting by Telephone - A shareholder or any other person entitled to attend a meeting of shareholders may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other.
2. Quorum – If the number of shareholders of the Corporation is two (2) or more, then the quorum for a meeting of the shareholders shall be at least two individuals personally present, each of whom is either a shareholder entitled to attend and vote at such meeting, a proxy holder appointed by such a shareholder or a duly appointed representative of such a shareholder that is a body corporate, and holding or representing not less than 5% of the issued shares of the Corporation enjoying voting rights at such meeting. If a quorum is present at the opening of a meeting, the shareholders present in person or represented by proxy and the duly authorized representatives of shareholders that are bodies corporate may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present within one hour from the opening of a meeting of shareholders, the shareholders personally present or represented at the meeting may adjourn the meeting to a fixed time (which time shall be not less than seven days or more than one month from the time of the adjourned meeting) and the same place as the adjourned meeting but may not transact any other business.
3. Procedure at Meetings of Shareholders - The chairman of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed who is present at the meeting: Chairman of the Board, President, or a Vice-President. If no such officer is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If there is no Corporate Secretary or the Corporate Secretary of the Corporation is absent, the chairman shall appoint some person, who need not be a shareholder, to act as secretary of the meeting.

The chairman of any meeting of the shareholders shall conduct the procedure thereat in all respects and his decision on any matters or things, including, but without in any way limiting the generality of the foregoing, any question regarding the validity or invalidity of any instruments of proxy, shall be conclusive and binding upon the shareholders.

A declaration by the chairman at any meeting that a resolution has been carried or carried unanimously or carried by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

The chairman at any meeting of the shareholders may vote as a shareholder but shall not have a second or casting vote in case of an equality of votes.

4. Scrutineers - The chairman at any meeting of shareholders may appoint one or more persons (who may, but need not be shareholders, directors, officers or employees of the Corporation) to act as scrutineers at such meeting.

DIRECTORS

5. Calling Meetings - The Chairman of the Board or the President may at any time, upon the request of a director, summon a meeting of the directors.

6. Notice of Meetings - Notice of meetings of the board shall be sent to each director not less than 48 hours before the time when the meeting is to be held. Each newly elected board may without notice hold its first meeting for the purposes of organization and the election and appointment of officers immediately following the meeting of the shareholders at which such board was elected, provided a quorum of directors be present.

7. Quorum for Directors Meetings - The directors may declare the quorum necessary for the transaction of business at their meetings, but until the directors determine otherwise, a majority of directors in office from time to time shall constitute a quorum.

8. Votes to Govern - At all meetings of the board every question shall be decided by a majority of the votes cast on the questions; and in case of an equality of votes the chairman of the meeting shall not be entitled to a second or casting vote.

9. Participation in Meeting by Telephone - A director may participate in a meeting of directors or of a committee of directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other.

OFFICERS

10. Election or Appointment - The board may from time to time appoint a Chief Executive Officer, a Chief Operating Officer, a Chief Financial Officer, a Chief Information Office, a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Corporate Secretary and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The board may specify the duties of and, in accordance with this by law and subject to the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Except for a Chairman of the Board, an officer may but need not be a director.

11. Chief Executive Officer - The Chief Executive Officer shall be the President and, subject to the authority of the board, shall have general supervision of the business and affairs of the Corporation; and he shall have such other powers and duties as the board may specify.

12. Powers and Duties of other Officers - The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board or the president may specify. The board and the president may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of

an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs.

13. Term of Office - The board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the board shall hold office until his successor is appointed or until his earlier resignation.

14. Agents and Attorneys - The Corporation, by or under the authority of the board or the President, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub delegate) of management, administration or otherwise as may be thought fit.

INDEMNIFICATION

15. Indemnification of Directors and Officers - The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives in the circumstances contemplated by, and to the fullest extent permitted by the *Business Corporations Act* (Alberta).

16. Indemnity of Others - Except as otherwise required by paragraph 19 and subject to paragraph 17, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of or participant in another partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgements, fines and any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted honestly and in good faith with a view to the best interests of the Corporation, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. The termination of any action, suit or proceeding by judgement, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interest of the Corporation, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was lawful.

17. Successful Defense - To the extent that a person who is or was an employee or agent of the Corporation has achieved complete or substantial success as a defendant in any action, suit or proceeding referred to in paragraph 18, he shall be indemnified against all costs, charges and expenses actually and reasonably incurred by him in connection therewith.

18. Right of Indemnity Not Exclusive - The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to

be a director, officer, employee or agent and shall enure to the benefit of the heirs, executors and administrators of such a person.

19. No Liability of Directors or Officers for Certain Acts, etc. - To the extent permitted by law, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer of shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

DIRECT REGISTRATION OF SHAREHOLDINGS

20. Direct Registration of Shareholdings - A registered shareholder of the Corporation may have his or her holdings of shares of the Corporation evidenced by an electronic, book-based, direct registration system or other non-certificated entry or position on the register of shareholders to be kept by the Corporation in place of a physical share certificate pursuant to such a registration system that may be adopted by the Corporation, in conjunction with its transfer agent, as applicable. This by-law shall be read such that a registered holder of shares of the Corporation pursuant to any such electronic, book-based, direct registration service or other non-certificated entry or position shall be entitled to all of the same benefits, rights, entitlements and shall incur the same duties and obligations as a registered holder of shares evidenced by a physical share certificate. The Corporation and its transfer agent, as applicable, may adopt such policies and procedures and require such documents and evidence as they may determine necessary or desirable in order to facilitate the adoption and maintenance of a share registration system by electronic, book-based, direct registration system or other non-certificated means.

GENERAL

21. Execution of Instruments - Deeds, transfers assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any one or more of the directors or officers of the Corporation. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to an instrument requiring the same.

22. Surrender of Share Certificates - In the event that this by-law is adopted to become effective upon the issuance of a Certificate of Continuance of an Alberta corporation, then in such event, the directors are hereby authorized to require any shareholder to surrender all certificates for shares of the Corporation owned by such shareholder for the purpose of having such certificates cancelled and replaced with a new certificate or certificates.

23. Lien of the Corporation - If the articles provide that the Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation, such lien may be enforced, subject to the articles and to any unanimous shareholder agreement, by the sale of the shares thereby affected or by any other action, suit remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares.

24. Interpretation - In this by-law and all other by-laws of the Corporation words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include an individual, partnership, association, body corporate, executor, administrator or legal representative and any number or aggregate of persons; "articles" include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization and articles of revival; "board" shall mean the board of directors of the Corporation; and "meeting of the shareholders" shall mean and include an annual meeting of shareholders and a special meeting of shareholders.

MADE this _____ day of _____, 2020.

President

BY-LAW NO. 2

A by-law respecting the borrowing of money,
the issuing of securities and the
securing of liabilities by:

YORKTON EQUITY GROUP INC.

(hereinafter referred to as the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. The board of directors may from time to time on behalf of the Corporation, without authorization of the shareholders:
 - (a) borrow money upon the credit of the Corporation;
 - (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
 - (c) to the extent permitted by the *Business Corporations Act* (Alberta), give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation including book debts, rights, powers, franchises and undertakings to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

2. The board may, by resolution, from time to time delegate to a committee of the board, one or more of the directors and/or one or more of the officers of the Corporation or any other person or persons as may be designated by the board all or any of the powers conferred on the board by paragraph 1 hereby to such extent and in such manner as the board may determine at the time of such delegation.
3. The powers hereby conferred are in supplement of and not in substitution for any powers possessed by the directors or officers of the Corporation independently of this By-Law No. 2.

MADE this ____ day of _____, 2020.

President

BY-LAW NO. 3

A by-law respecting the advance notice of annual or special meetings of the Shareholders of:

YORKTON EQUITY GROUP INC.
(hereinafter referred to as the "Corporation")

INTRODUCTION

The Corporation is committed to: (i) facilitating an orderly and efficient annual general or special meeting process; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote having been afforded reasonable time for appropriate deliberation.

The purpose of this Advance Notice Policy (the "Policy") is to provide shareholders, directors and management of the Corporation with a clear framework for nominating directors. This Policy fixes a deadline by which holders of record of common shares of the Corporation must submit director nominations to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Corporation for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It is the position of the Corporation that this Policy is in the best interests of the Corporation, its shareholders and other stakeholders. This Policy may be subject to an annual review at the discretion of the directors of the Corporation, and will reflect changes as required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

NOMINATIONS OF DIRECTORS

1. Nominations

Only persons who are qualified to act as a director under the *Business Corporations Act* (Alberta) (the "Act") and the articles of the Corporation, and who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. Nominations of persons for election to the board of directors of the Corporation (the "Board") may be made at any annual meeting of shareholders, or at any special meeting of shareholders (but only if the election of Directors is a matter specified in the notice of meeting given by or at the direction of the person calling such special meeting) if one of the purposes for which the special meeting was called is the election of directors, and such nomination or proposed nomination is made:

- (a) by or at the direction of the Board, including pursuant to a notice of meeting;
- (b) by or at the direction or request of one or more shareholders of the Corporation pursuant to a "proposal" made in accordance with section 136(1) of the Act, or a requisition of the shareholders made in accordance with section 142(1) of the Act; or
- (c) by any person (a "Nominating Shareholder") who:
 - (i) at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below in this Policy and at the close of business on the record date for notice of such meeting, is entered in the securities register of the

Corporation as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting and provides evidence of such beneficial ownership to the Corporation; and

- (ii) complies with the notice procedures set forth below in this Policy.

2. Nomination Requirements

In addition to any other requirements under applicable laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given notice thereof that is both timely (in accordance with paragraph 3 below) and in proper written form (in accordance with paragraph 4 below) to the President or the Chairman of the Board of the Corporation at the principal executive offices of the Corporation.

3. Timeliness

To be timely, a Nominating Shareholder's notice to the President or the Chairman of the Board of the Corporation must be made:

- (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "Notice Date") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

The time periods for the giving of a Nominating Shareholder's notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting or special meeting of shareholders, and in no event shall any adjournment or postponement of a meeting of shareholders or the announcement thereof commence a new time period for the giving of such notice.

4. Form

To be in proper written form, a Nominating Shareholder's notice to the President or the Chairman of the Board of the Corporation must set forth:

- (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - (i) the name, age, business address and residential address of the person;
 - (ii) the principal occupation, business or employment of the person for the most recent five years, and the name and principal business of any company in which any such employment is carried on;

- (iii) the citizenship of such person;
 - (iv) the number of securities of each class or series of securities in the capital of the Corporation including convertible securities and shares owned through derivatives, which are owned beneficially or of record by the person or under the control or direction, directly or indirectly, of the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice;
 - (v) such person's written consent to being named in the notice as a nominee and to serving as a director of the Corporation if elected;
 - (vi) such person's agreement to abide by all applicable policies of the Corporation and a statement on whether the person is "independent" of the Corporation (within the meaning of applicable securities laws); and
 - (vii) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and
- (b) as to the Nominating Shareholder giving the notice:
- (i) the name and address of such Nominating Shareholder, as they appear on the securities register of the Corporation;
 - (ii) the number of securities of each class or series of securities of the Corporation owned of record and beneficially by, or under the control or direction of, directly or indirectly, such Nominating Shareholder;
 - (iii) full particulars regarding any agreement, arrangement or understanding with respect to the nomination between or among such Nominating Shareholder, any of their respective affiliates or associates, and any others acting jointly or in concert with any of the foregoing, including the nominee;
 - (iv) full particulars regarding any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, warrants, convertible securities, stock appreciation or similar rights, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the notice by, or on behalf of, such Nominating Shareholder, whether or not such instrument or right shall be subject to settlement in underlying securities of the Corporation, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, such Nominating Shareholder with respect to securities of the Corporation;
 - (v) full particulars regarding any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct or control the voting of any securities of the Corporation; and

- (vi) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitors of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

The Corporation may require any proposed nominee to furnish such other information and documents as may reasonably be required by the Corporation to (i) determine the eligibility of such proposed nominee to serve as an independent director of the Corporation or that could be material to a reasonable shareholder's understanding of the independence and/or qualifications, or lack thereof, of such proposed nominee, or (ii) satisfy the requirements of applicable stock exchange rules.

In addition, a Nominating Shareholder's notice shall be promptly updated and supplemented, if necessary, so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting.

To be eligible to be a candidate for election as a Director of the Corporation and to be duly nominated, a candidate must be nominated in the manner prescribed in this paragraph 4 and the candidate for nomination, whether nominated by the Board or otherwise, must have previously delivered to the Corporate Secretary of the Corporation at the principal executive offices of the Corporation, not less than 10 days prior to the date of a meeting of shareholders, a written representation and agreement (in form provided by the Corporation) that such candidate for nomination, if elected as a Director of the Corporation, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Corporation applicable to Directors and in effect during such person's term in office as a Director (and, if requested by any candidate for nomination, the Corporate Secretary of the Corporation shall provide to such candidate for nomination all such policies and guidelines then in effect).

5. Eligibility

No person shall be eligible for election as a director of the Corporation, unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter that is properly before such meeting pursuant to the provisions of the Act or the discretion of the Chairman. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

6. Definitions

For purposes of this Policy:

- (a) "public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System of Electronic Document Analysis and Retrieval at www.sedar.com; and

- (b) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

7. Notice

Notwithstanding any other provision of this Policy, notice given to the President or the Chairman of the Board of the Corporation pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the President or the Chairman of the Board of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the President or the Chairman of the Board at the address of the principal executive offices of the Corporation, email (at the address as aforesaid) or sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Alberta time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the next following day that is a business day.

8. Waiver of Notice

Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Policy.

GOVERNING LAW

This Policy shall be interpreted and enforced in accordance with the laws of the Province of Alberta and the federal laws of Canada applicable in that province.

EFFECTIVE DATE

This Policy was approved and adopted by the Directors of the Corporation as of the ____ day of _____, 2020 and is and shall be in full force and effect in accordance with its terms and conditions from and after such date.

President

EXHIBIT 4

Other Provisions

SCHEDULE "B"

OTHER RULES OR PROVISIONS (IF ANY):

(a) The Directors may, between Annual General Meetings, appoint 1 or more additional Directors of the Corporation to serve until the next Annual General Meeting, but the number of additional Directors shall not at any time exceed 1/3 of the number of Directors who held office at the expiration of the last Annual Meeting of the Corporation.

(b) Meetings of shareholders of the Corporation shall be held anywhere in Canada that the directors determine.

