

**RMR SCIENCE TECHNOLOGIES INC.
MANAGEMENT INFORMATION CIRCULAR**

This Management Information Circular (“**Circular**”) is furnished in connection with the solicitation of proxies by the management of RMR Science Technologies Inc. (the “**Company**”) for use at the Annual General and Special Meeting of the holders (the “**Shareholders**”) of Class A common shares (“**Common Shares**”) of the Company to be held at Suite 500 – 666 Burrard Street, Vancouver, BC V6C 3P6, Canada, on Monday, December 21, 2020, at 11:00 a.m. (Pacific Time) and at any adjournment or postponement thereof (the “**Meeting**”), for the purposes set forth in the notice of the Meeting (the “**Notice**”) accompanying this Circular.

The information contained in this Circular is given as of November 17, 2020 (the “**Circular Date**”) except where otherwise indicated. All dollar amounts referred herein, unless otherwise indicated, are expressed in Canadian dollars.

COVID-19 NOTICE:

Due to the public health restrictions implemented to combat the spread of the COVID-19 pandemic, including restrictions on gatherings and events implemented by the Government of British Columbia and taking into account the health and safety of our shareholders, service providers and other stakeholders, the Company strongly encourages Shareholders to vote by proxy, by mail, by telephone or by internet, rather than attending the Meeting in person. To that end, only registered Shareholders and proxyholders will be permitted to attend the Meeting in person. Further restrictions with regard to the Meeting may be implemented by the Company as required in accordance with applicable laws and to comply with public health restrictions. At the Meeting, the Company may adopt screening or other measures for identifying COVID-19 symptoms or risk factors as may be recommended or required by applicable health authorities. These measures may include requiring registered shareholders or duly appointed proxy holders still wishing to attend the Meeting in person to sign a confirmation letter at the Meeting that they are not a confirmed case of COVID-19 or a close contact of a confirmed case of COVID-19, they are not experiencing cold or flu-like symptoms, including fever, cough, difficulty breathing, muscle aches, fatigue, headache, sore throat or runny nose and that they have not travelled outside of Canada for a period of two weeks preceding the Meeting date. The Company reserves the right to refuse admission to a shareholder or proxyholder seeking to attend the Meeting if the Company believes the shareholder or proxyholder poses a health risk to attendees at the Meeting or that admission to the Meeting would otherwise be a breach of health restrictions.

THE COMPANY MAY LIMIT ATTENDEES AS REQUIRED BY GATHERINGS AND EVENTS RESTRICTIONS IMPLEMENTED BY THE GOVERNMENT OF BRITISH COLUMBIA AT THE TIME OF THE MEETING.

In addition, attendees will be required to wear a mask and practice social distancing at the Meeting. In order to permit Shareholders and proxyholders to listen to the Meeting in real time, without having to attend in person, a conference call of the Meeting will be available as follows:

Join Zoom Meeting

<https://us04web.zoom.us/j/74398562121?pwd=d2h1dHVpdWZ3TDhoRndJOVhkaVgyUT09>

Meeting ID: 743 9856 2121

Passcode: 279810

One tap mobile

+16473744685,,74398562121#,,,,,0#,,279810# Canada

+16475580588,,74398562121#,,,,,0#,,279810# Canada

Dial by your location:

+1 647 374 4685 Canada

+1 647 558 0588 Canada
+1 778 907 2071 Canada
+1 204 272 7920 Canada
+1 438 809 7799 Canada
+1 587 328 1099 Canada
+1 346 248 7799 US (Houston)
+1 669 900 6833 US (San Jose)
+1 929 205 6099 US (New York)
+1 253 215 8782 US (Tacoma)
+1 301 715 8592 US (Washington D.C.)
+1 312 626 6799 US (Chicago)

Meeting ID: 743 9856 2121

Passcode: 279810

Find your local number: <https://us04web.zoom.us/j/91919901234>

Shareholders will not be able to vote through the conference call. As the COVID-19 outbreak continues to be a rapidly evolving situation, and in light of changing public health restrictions and recommendations related to COVID-19, there may be changes to the date, time and location of the Meeting, or the Company may adjourn or postpone the Meeting. The Company will continue to monitor and review provincial and federal government guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting. Any such changes will be communicated by news release that will be made available under the Company's profile on SEDAR at www.sedar.com.

WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO VOTE ELECTRONICALLY BY PROXY RATHER THAN BY ATTENDING THE MEETING IN PERSON.

INFORMATION REGARDING PROXIES AND VOTING AT THE MEETING

Solicitation of Proxies

This solicitation is made on behalf of the management of the Company. The solicitation of proxies will be primarily by mail, but may be solicited by way of telephone, facsimile or other means of communication to be made without special compensation by the directors, officers and regular employees of the Company. Costs associated with the solicitation of proxies will be borne by the Company. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the Circular Date. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxyholders

A shareholder is entitled to one vote for each Common Share that such Shareholder holds on the Record Date (as defined below) on the resolutions to be voted upon at the Meeting, and any other matter to properly

come before the Meeting. The persons named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company (“**Management Proxyholders**”).

A Shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for him or her on his or her behalf at the Meeting other than Management Proxyholders. To exercise this right the Shareholder must strike out the names of Management Proxyholders and insert the name of his or her nominee in the blank space provided in the Proxy, or complete another suitable form of proxy. Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxyholder and should provide instructions to the nominee on how the Shareholder’s Common Shares should be voted. The nominee should bring personal identification to the Meeting.

If your Common Shares are held in physical form (i.e. paper form) and are registered in your name, then you are a registered shareholder (“Registered Shareholder”). However, if, like most shareholders, you keep your Common Shares in a brokerage account, investment dealer, bank, trust company, nominee or other intermediary (collectively, an “Intermediary”), then you are likely a beneficial shareholder (“Beneficial Shareholder”) and you should contact your Intermediary for instructions and assistance in voting your Common Shares. The manner for voting is different for Registered and Beneficial Shareholders. The instructions below should be read carefully by all Shareholders.

Signing of Proxy

The instrument of proxy must be dated and executed by the Shareholder or the Shareholder’s duly appointed attorney authorized in writing or, if the Shareholder is a Company, by a duly authorized officer whose title must be indicated. An instrument of proxy signed by a person acting as attorney or in some other representative capacity should indicate that person’s capacity (following his or her signature) and should be accompanied by the appropriate instrument evidencing qualification and authority to act (unless such instrument has previously been filed with the Company).

Revocability of Proxy

A Shareholder who has validly given a proxy may revoke it for any matter upon which a vote has not already been cast by the proxyholder appointed therein. In addition to revocation in any manner permitted by law, an instrument of proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her duly authorized attorney, or, if the Shareholder is a Company, under its corporate seal by a duly authorized officer or attorney of the Company and delivered to either the Company’s transfer agent, Computershare Investor Services Inc. at 8th Floor, 100 University Avenue, 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 instrument of proxy is to be used, or deposited with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof.

In addition, a Shareholder, or, if the Shareholder is a Company, a duly authorized representative of the Company, may submit a subsequent proxy in accordance with the foregoing procedure or may attend the Meeting in person, revoke the instrument of proxy by indicating such intention to the Chairman of the Meeting before the instrument of proxy is exercised, and vote in person.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Voting of Proxies and Exercise of Discretion by Proxyholders

The Common Shares represented at the Meeting by properly executed Proxies will be voted or withheld from voting (including the voting on any ballot), in accordance with the instructions specified in such Proxy.

In the absence of such direction with respect to a matter to be acted upon, the Proxy confers discretionary authority with respect to that matter upon the appointed proxyholders named in the form of Proxy. It is intended that the Management Proxyholders, if named as proxyholder, will vote such Common Shares IN FAVOUR of each matter identified in the Proxy unless otherwise directed.

If any amendment or variation to the matters identified in the Notice are properly brought before the Meeting or any further or other business is properly brought before the Meeting, the accompanying instrument of proxy confers discretionary authority to vote on such amendments or variations or such other business according to the best judgment of the appointed proxyholder. As at the Circular Date, the management of the Company knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the accompanying Notice.

In the case of abstention from, or withholding of, the voting of the Common Shares on any matter, the Common Shares that are subject to the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

Registered Shareholders

Registered Shareholders are entitled to vote at the Meeting. Registered Shareholders but are encourage to to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or hand delivery at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to a toll free number at 1-866-732-8683 and following the instructions on the voice response system by providing the holders' account number and the proxy access number. Instructions are then conveyed by use of the touchtone selections over the telephone; or
- (c) using the internet through the website of the Company's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof at which the proxy is to be used. The Company may refuse to recognize any instrument of Proxy deposited in writing or by the internet received later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the Meeting or any adjournment or postponement thereof.

Voting by Non-Registered Shareholders

The following information is of significant importance to many shareholders, as a substantial number of shareholders do not hold their Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In the Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person well in advance of the Meeting.

The Company does not have access to names of Beneficial Shareholders. Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its 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.

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for Non-Objecting Beneficial Owners).

The Company is taking advantage of the provisions of National Instrument 54-101 that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (VIF) from the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

The Company does not intend to pay for delivery of the meeting materials to the "objecting beneficial holders" ("**OBOs**" as defined in NI 54-101), and as a result, the OBOs will not receive the Meeting Materials unless their Intermediary assumes the cost of delivery. Intermediaries are required to forward the Circular to Beneficial Shareholders unless the Beneficial Shareholder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Circular to Beneficial Shareholders. Beneficial Shareholders should follow the instructions of their intermediary carefully to ensure that their

Common Shares are voted at the Meeting. The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions Inc. (“**Broadridge**”) in Canada. Broadridge typically mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than the persons designated in the VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting.

If you receive a VIF from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to (a) have your Common Shares voted as per your instructions, or (b) to have any alternate representative chosen by you duly appointed to attend and vote your Common Shares at the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting. **Only Registered Shareholders have the right to revoke a proxy. Non-Registered Shareholders who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set out above.** All references to shareholders in this Circular are to Registered Shareholders, unless specifically stated otherwise.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed elsewhere in this Circular, none of the directors or officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise in any matter to be acted on, other than the election of directors.

Certain directors and officers of the Company hold options (“**Options**”) to acquire Common Shares pursuant to the Company’s option plan (“**Option Plan**”). At the Meeting, Shareholders will be asked to approved and adopt an ordinary resolution relating to the renewal and approval of the Option Plan. See “*Matters to be Considered at the Meeting – Approval of the Stock Option Plan*”.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Record Date

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or and adjournment or postponement thereof is November 6, 2020 (the “**Record Date**”). Only Registered Shareholders at the close of business on the Record Date are entitled to receive notice of, and to attend and vote at the Meeting and such Shareholders are encouraged to participate in the Meeting and are urged to vote on matters to be considered in person or by proxy. **To the extent a Shareholder transfers the ownership of any of its Common Shares after the Record Date and the transferee of those Common Shares establishes that it owns such Common Shares and requests, at least ten days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, such transferee shall be entitled to vote such Common Shares at the Meeting.**

Voting Shares and Quorum

The authorized share capital of the Company consists of an unlimited number of Common Shares. The Company has no other classes of shares outstanding. As at the Record Date, the Company had 7,735,775 Common Shares issued and outstanding. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

The quorum for the transaction of business at the Meeting is not less than two Shareholders, or Proxyholders representing shareholders who, in the aggregate, hold at least one-tenth of the issued Common Shares entitled to be voted at the meeting.

Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Company, as at the Circular Date, person beneficially owns, controls or directs, directly or indirectly, 10% or more of the voting rights attached to all of the outstanding Common Shares.

STATEMENT OF EXECUTIVE COMPENSATION

The information contained below is provided as required under Form 51-102F6V for Venture Issuers, as such term is defined in National Instrument 51-102.

Definitions

“**Compensation Securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

“**NEO**” or “**Named Executive Officer**” means each of the following individuals:

- a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed

financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year;

- d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

“**Plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons and includes the Company’s Option Plan; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executed Officer Compensation, Excluding Securities

Securities legislation requires the disclosure of compensation received by each NEO of the Company for the two most recently completed financial years. The Company is currently a capital pool company (“**CPC**”) and pursuant to Policy 2.4 of the TSX Venture Exchange (“**TSXV**”), and until the Company completes a Qualifying Transaction, as such term is defined in the policies of the TSXV, no compensation of any kind may be provided to the Company’s directors or officers, directly or indirectly, by any means, including payment of salary, other than compensation that may be provided by way of Options to purchase Common Shares in the Company pursuant to the Company’s Option Plan, a copy of which is attached hereto as Schedule “B”. None of the Company’s NEOs or directors received compensation from the Company during the two most recently completed financial years (ended September 30, 2019 and 2018, respectively).

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each director and NEO by the Company for each of the two most recently completed financial years (ended September 30, 2018 and 2017 respectively), to the directors and named NEO’s during the financial year from October 1, 2018 (date of incorporation) to September 30, 2019 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Name and position	Compensation Securities							
	Year	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$) ⁽²⁾	Closing price of security or underlying security at year end (\$) ⁽³⁾	Expiry date
Robin Hutchison Chief Executive Officer and President	2019 2018	N/A Stock Options	Nil 275,000 3.55%	N/A March 15, 2018	N/A 0.10	N/A N/A	N/A \$0.39	N/A March 15, 2023
Judi Dalling Chief Financial Officer	2019 2018	N/A Stock Options	Nil 105,000 1.36%	N/A March 15, 2018	N/A 0.10	N/A N/A	N/A \$0.39	N/A March 15, 2023
Ron Erickson Director	2019 2018	N/A Stock Options	Nil 275,000 3.55%	N/A March 15, 2018	N/A 0.10	N/A N/A	N/A \$0.39	N/A March 15, 2023
Michael Hutchison Director	2019 2018	N/A Stock Options	Nil 105,000 1.36%	N/A March 15, 2018	N/A 0.10	N/A	N/A \$0.39	N/A March 15, 2023

Notes:

- (1) Percentages are expressed on an un-diluted basis.
- (2) Options were granted on March 15, 2018 in connection with the closing of the Company's initial public offering pursuant to which Common Shares were issued at \$0.10 per Common Share.
- (3) The closing price of the Common Shares on September 28, 2018, being the last trade day before the Company's year end, was \$0.39 per Common Share.
- (4) As of the date hereof, none of the stock options issued to the Company's directors or officers have been exercised.

Stock Option Plans and Other Incentive Plans

The Company's Option Plan is a "rolling" stock option plan whereby a maximum of 10% of the issued Common Shares of the Company, from time to time, may be reserved for issuance under the Option Plan provided that as long as the Company is a CPC under TSXV Policy 2.4 such number may not exceed 10% of the Common Shares outstanding as at the closing of the Company's initial public offering. The Rolling Option is administered by the Company's board of directors (the "**Board**") and requires annual shareholder approval.

As of the date hereof: (i) the Company has 760,000 outstanding Options issued under the Option Plan, all of which have vested; and (ii) the Company currently has 13,577 Options available for further issuance under the Option Plan.

Employment, Consulting and Management Agreements

The Company has not entered into any employment, consulting or management agreements.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation of Named Executive Officers

The Board as a whole is responsible for determining the overall strategy of the Company and administering the Company's executive compensation program. The Company chooses to issue Options to maintain a competitive position in the CPC marketplace and because it is the only permissible form of compensation that may be awarded to its directors and officers while it is a CPC.

The objective and purpose of any Option reward is to encourage the Company's officers and directors to find a Qualifying Transaction that is in the best interest of the shareholders. If a Qualifying Transaction is not successfully completed, or if one is completed that does not increase the value of the Common Shares during the term of the Option, the directors and officers will receive no benefit, or very little benefit, from any Options.

With respect to the grant of Options, the Chief Executive Officer of the Company recommends to the Board the individual equity incentive awards for each executive officer and director. The Board then takes these recommendations into consideration when making final decisions on compensation for those executive officers. The Board does not use formulas or benchmarks for each grant, but is restricted by the policies of the TSXV and the terms of the Option Plan in how many Options it may grant. Options under the Option Plan are awarded to executive officers by the Board based upon the level of responsibility and contribution of the individuals towards the Company's goals and objectives. Previous grants of Options to a particular individual will be taken into account when considering future grants of Options to that particular individual.

Following the completion of a Qualifying Transaction by the Company, if any, it is anticipated that the Company will pay compensation to its directors and officers in accordance with industry standards, depending on the nature and size of the particular business that the Company acquires in connection with any Qualifying Transaction that it may complete.

Pension Disclosure

The Company does not have a pension plan in place and therefore there were no pension plan benefit awards made to the NEOs during the fiscal year ended September 30, 2019.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the existing Option Plan. The Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continued association with the Company. The Option Plan is administered by the Board and provides that Options will be issued to directors, officers, employees, consultants and other Participants (as defined in the Option Plan) of the Company. The Option Plan also provides that the number of Common Shares issuable under the Option Plan, may not exceed 10% of the issued and outstanding Common Shares at any time. All options granted under the Option Plan expire on a date not later than ten years after the date of grant of such option, and are exercisable at an exercise price set by the Board in its sole discretion which price may not be less than the Discounted Market Price (as defined in the Option Plan).

As at the end of the most recently completed financial year of the Company, ended September 30, 2019, there were 760,000 stock options granted or outstanding under the Option Plan.

	Number of securities to be issued upon exercise of outstanding options, compensation warrants and rights as at September 30, 2019	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under the Option Plan as at September 30, 2019
Plans approved by security holders	760,000	\$0.10	13,577
Plans not approved by security holders	Nil	Nil	Nil
Total	760,000	\$0.10	13,577

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, the Company is not aware of any indebtedness outstanding of any director or officer of the Company, any proposed management nominee for election as a director of the Company or any associate of any director, officer or proposed management nominee which is or has been owing to the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, the Company is not aware of any material transaction involving any director or executive officer of the Company, any director or executive officer of any shareholder who holds more than 10% of the voting rights attached to the Common Shares of the Company, any proposed nominee for election as a director of the Company, or any shareholder who holds more than 10% of the voting rights attached to the Common Shares of the Company or any associate or affiliate of any of the foregoing, which has been entered into since the commencement of the Company's last completed financial year or in any proposed transaction which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

CORPORATE GOVERNANCE

General

Corporate governance is related to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

The following statement of corporate governance practices sets out the Board's review of the Company's governance practices relative to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") and National Policy 58-201 - *Corporate Governance Guidelines*.

Board of Directors

The Board facilitates its exercising of independent supervision over the Company's management through meetings of the Board and both directly and indirectly through its committees and independent members. Meetings of the independent directors and committees are not regularly scheduled but communication among this group occurs on an ongoing basis as needs arise from regularly scheduled meetings of the Board. The Board believes that adequate structures and processes are in place to facilitate the functioning of the Board with a level of independence of the Company's management.

The Board currently consists of three directors: Rob Hutchison, Ron Erickson and Michael Hutchison. Ron Erickson and Michael Hutchison are independent members of the Board within the meaning of Section 1.4 of National Instrument 52-110 *Audit Committees*.

Robin Hutchison is not considered independent by virtue of acting as President and Chief Executive Officer of the Company.

Directorships

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term
Robin Hutchison	biOasis Technologies Inc.	TSXV	Chief Executive Officer	March 2008 – April 2017
			Chairman (Director)	March 2008 – November 2017
			Executive Chairman	April 2017 – November 2017
			President	April 2007 – March 2008
	Pascal Biosciences Inc.	TSXV	Chairman (Director)	May 2013 – December 2015
J. Michael Hutchison	biOasis Technologies Inc.	TSXV	Director	May 2008 – December 2017
			Pascal Biosciences Inc.	TSXV

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term
Ronald Erickson	Know Labs Inc.	OTC BB	Chairman	2018 - Present
			Chief Executive Officer	May 2007 - 2018
			Director	November 2003 - Present
	biOasis Technologies Inc.	TSXV	Director	August 2010 – November 2017
	Kalytera Therapeutics Inc.	TSXV	Director	December 2015 - Present
Judi Dalling	New Carolin Gold Corp.	TSXV	Chief Financial Officer	April 2019 - Present
	Pascal Biosciences Inc.	TSXV	Chief Financial Officer and Corporate Secretary	June 2013 - Present
	biOasis Technologies Inc.	TSXV	Chief Financial Officer and Corporate Secretary	June 2014 – October 2017

Board Responsibilities

The Board has overall responsibility for the stewardship of the Company. The Company's Board is empowered by governing corporate law and the Company's Articles to manage, or supervise the management of, the affairs and business of the Company.

The Board performs its functions through quarterly and special meetings and has delegated certain of its responsibilities to those committees described below. In addition, the Board has established policies and procedures that limit the ability of management to carry out certain specific activities without the prior approval of the Board.

Long-term strategies and annual operating and capital plans with respect to the Company's operations are developed by senior management and reviewed and approved by the Board.

The Board, through the Audit Committee, has the responsibility to identify the principal risks of the Company's business. It works with management to implement policies to identify the risks and to establish systems and procedures to ensure that these risks are monitored.

The Board has delegated responsibility for the integrity of internal controls and management information systems to the Audit Committee. The Company's external auditors report directly to the Audit Committee. In its regular meetings with the external auditors, the Audit Committee discusses, among other things, the Company's financial statements and the adequacy and effectiveness of the Company's internal controls and management information systems.

Orientation and Continuing Education

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

Ethical Business Conduct

The Company does not currently have a written code for ethical business conduct.

The Board encourages and promotes a culture of ethical business conduct by actively overseeing the management of the business. While there is no formal policy on ethical business conduct, the Company carries out its business in accordance with the rules and regulations of all regulatory agencies to which it is subject. This culture of compliance is stressed to all levels of management of the Company to ensure that business is conducted in an ethical and proper manner at all times.

The Company is established under and is therefore governed by the provisions of the *Business Corporations Act* (British Columbia) (the "BCA"). Pursuant to the BCA, a director or officer of the Company must disclose to the Company in writing or by requesting that it be entered in the minutes of meetings of the Board, the nature and extent of any interest that he or she has in material contract or material transaction, whether made or proposed, with the Company, if the director or officer: (a) is a party to the contract or transaction; (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or (c) has a material interest in a party to the contract or transaction. The interested director cannot vote on any resolution to approve such contract or transaction.

The Board is over the view that the fiduciary duties placed on individuals pursuant to corporate legislation and the common law, and the conflict of interest provisions under corporate legislation have been sufficient to ensure that the Board operates independently of management and in the best interest of the Company.

Nomination of Directors

The Board of Directors considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board of Directors' duties effectively and to maintain a diversity of views and experience. The nomination of new directors is currently performed by the Board of Directors as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation of Directors

The Board does not have a compensation committee or a formal procedure with respect to determining compensation for the Company's directors and officers. The Board as a whole is responsible for reviewing the adequacy and form of compensation paid to the Company's executive officers and key employees and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling these responsibilities, the Board will evaluate the performance of the Company's senior management in light of corporate goals and objectives, and will make recommendations with respect to compensation levels based on such evaluation.

The Company is currently a CPC and pursuant to Policy 2.4 of the TSXV, and until the Company completes a Qualifying Transaction, no compensation of any kind may be provided to the Company's directors or

officers, directly or indirectly, other than compensation that may be provided by way of Options pursuant to the Option Plan.

Other Committees

The Company does not have any committees other than the Audit Committee. The Board has determined that additional committees are not necessary at this stage of the Company's development.

Assessments

Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its Committees or individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

AUDIT COMMITTEE

National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, set forth as follows:

Audit Committee Charter

The Charter of the Company's audit committee (the “**Audit Committee**”) is attached to this Circular as Schedule “A”.

Composition of the Audit Committee

Members of the Audit Committee are: Robin Hutchison, Ronald Erickson and Michael Hutchison. A majority of which are “independent” **and** each member of the Audit Committee is “financially literate”, as such terms are defined in NI 52-110.

Relevant Education and Experience

Based on their business and educational experiences, each Audit Committee member has a reasonable understanding of the accounting principles used by the Company; an ability to assess the general application of such principles in connection of the accounting for estimates, accruals and reserves; experience analyzing and evaluating financial statements that present a breadth and level of complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and an understanding of internal controls and procedures for financial reporting.

Robin Hutchison was the Executive Chairman of biOasis Technologies Inc. from April 2017 to November 2017 and was the Chairman for biOasis Technologies Inc. from March 2008 to April 2017, the Chief Executive Officer of biOasis Technologies Inc. from March 2008 to April 2017, and the President of biOasis Technologies Inc. from April 2007 to March 2008. Mr. Robin Hutchison was previously the Chairman for Pascal Biosciences Inc., a biotechnology targeting innovative therapies for serious diseases, from May 2013 to December 2015

Michael Hutchison graduated from the University of British Columbia with a Bachelor of Laws Degree in 1970 and was admitted to the Law Society of British Columbia in 1971. Michael Hutchison was appointed

as Queen’s Counsel in 1985 and is currently a practicing lawyer. From May 2008 to December 2017, Michael Hutchison was a director of biOasis Technologies Inc. Michael Hutchison was also a director of Pascal Biosciences Inc. from July 2012 to December 2015.

Ronald Erickson obtained a Bachelor of Arts degree in 1966 from Central Washington University, a Masters degree from the University of Wyoming in 1970 and a Juris Doctor from University of California, Davis, in 1974. Ronald Erickson is currently the Chairman of Know Labs Inc. (previously Visualant, Inc.) and has been the Chief Executive Officer since 2007, a director of biOasis Technologies Inc. from 2010 to November 2017 and a director of Kalytera Therapeutics, Inc. since 2015. Ronald Erickson is currently an active member of the Washington State Bar Association.

Audit Committee Oversight

At no time during the financial year ended September 30, 2019 and at no time since the commencement of the Company’s most recently completed financial year were any Audit Committee’s recommendations to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time during the Company’s fiscal year ended September 30, 2019 and at no time since the commencement of the Company’s most recently completed financial year has the Company relied on any exemption under section 2.4 (*De Minimis Non-audit Services*), subsection 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), subsection 6.1.1(5) (*Events Outside Control of Member*), subsection 6.1.1(6) (*Death, Incapacity or Resignation*) or Part 8 of *National Instrument 52-110 – Audit Committees*.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The aggregate fees billed by the Company’s external auditors in each of the last two fiscal years are are:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
September 30, 2019	\$12,500	Nil	Nil	Nil
September 30, 2018	\$5,100	Nil	Nil	Nil

Exemption

The Company is relying upon section 6.1 of *National Instrument 52-110 – Audit Committees* exempting the Company from certain requirements relating to the composition of the Audit Committee and reporting obligations.

MATTERS TO BE CONSIDERED AT THE MEETING

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

A. ORDINARY BUSINESS

1. Financial Statements

At the Meeting, the audited financial statements of the Company for the fiscal year ended September 30, 2019 together with the notes thereto and the auditors' report thereon (the "**Financial Statements**") will be presented. No vote by the Shareholders with respect to the Financial Statements is required or proposed to be taken.

2. Fixing the Number of Directors

The Board presently consists of three directors, each of whose term expires at the Meeting. At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass the following resolution fixing the number of directors to be elected at the Meeting at three:

"BE IT HEREBY RESOLVED as an ordinary resolution of the shareholders of RMR Science Technologies Inc. that the number of directors to be elected at the Meeting be and is hereby fixed at three."

In order to be effective, the foregoing resolution must be approved by a simple majority of the votes cast at the Meeting by Shareholders voting in person or by proxy in respect of this ordinary resolution. **Unless otherwise directed, the Management Proxyholders, if named as proxyholders, intend to vote IN FAVOUR of the resolution fixing the number of directors to be elected at the Meeting at three.**

3. Election of Directors

The Company currently has three directors whose term of office will expire at the Meeting, all of whom are being nominated for re-election. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual meeting of the Company or until a successor is duly elected or appointed or unless his office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the BCA. No class of shareholders of the Company has the right to elect a specified number of directors or to cumulate their votes for directors.

Summary of Director Biographical Information and Security Holdings

The following table sets forth the name of each person nominated for election as a director, the Canadian province or US state of residence for each nominee, the period during which any such person has been a director of the Company, the principal occupation at the present time and during the preceding five years of such nominee, and the number and percentage of Common Shares beneficially owned, or controlled or directed, directly or indirectly, by the nominee, as at the Circular Date.

Name of Nominee, Current Position with the Company	Period as a Director of the Company	Principal Occupation During Past 5 Years	Number and Percentage of Common Shares

and Province and Country of Residence			Owned or Controlled
Robin Hutchison ⁽¹⁾ President and Chief Executive Officer <i>British Columbia, Canada</i> Director	October 17, 2017	biOasis Technologies Inc. 2017 – Executive Chairman 2008 – 2017 – Chief Executive Officer Pascal Biosciences Inc. (2013 – 2015 – Chairman	1,200,000 15.5%
Ron Erickson ⁽¹⁾ <i>Washington, USA</i> Director	October 17, 2017	Know Labs, Inc. (previously Visualant, Inc.), 2007 to 2018 – Chief Executive Officer 2018 to Present - Chairman	1,200,000 15.5%
Michael Hutchison ⁽¹⁾ <i>British Columbia, Canada</i> Director	October 17, 2017	Principal, Smith Hutchison Law Corporation	100,000 1.29%

Notes:

- (1) Member of the Audit Committee.
- (2) The information in the table above has been confirmed by the respective directors individually.

In order to be effective, the ordinary resolution in respect of the election of each nominee director must be passed by not less than a majority of the votes cast by Shareholders who vote in person or by proxy in respect of that ordinary resolution. **Unless otherwise directed, the Management Proxyholders, if named as proxyholder, intend to vote proxies FOR the election of each nominee set forth in the table above as directors of the Company.**

Corporate Cease Trade Orders

To the knowledge of the Company, none of the proposed directors of the Company is, as at the date hereof, or has been, within the previous 10 years, a director, chief executive officer or chief financial officer of any company (including the Company) that, (i) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to a cease trade or similar 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.

Bankruptcies

To the knowledge of the Company, none of the proposed directors of the Company is, as at the date hereof, or has been, within the previous 10 years, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

To the knowledge of the Company, none of the proposed directors of the Company has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Personal Bankruptcies

To the knowledge of the Company, none of the proposed directors of the Company has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

4. Appointment of Auditor

At the Meeting Shareholders will be asked to approve an ordinary resolution appointing Davidson & Company LLP, of 1200 – 609 Granville Street, Vancouver, BC, V7Y 1G6 (“**Davidson**”) as auditor of the Company, to hold office for the ensuing year at a remuneration to be fixed by the Board. Davidson has been the auditor of the Company since November 21, 2017.

In order to be effective, the ordinary resolution appointing Davidson as auditors of the Company at a remuneration to be fixed by the Board must be approved by a simple majority of the votes cast at the Meeting by Shareholders voting in person or by proxy in respect of this ordinary resolution. **Unless otherwise directed, the Management Proxyholders, if named as proxyholders, intend to vote FOR the resolution appointing Davidson as the auditors of the Company to hold office for the ensuing year at remuneration to be fixed by the Board.**

B. SPECIAL BUSINESS

1. Approval of Stock Option Plan

The Company has adopted an incentive stock option plan, substantially in the form attached hereto as Schedule “B”, which provides that the Board may from time to time, in its discretion, and in accordance with the requirements of the TSXV, grant to directors, officers, employees and consultants to the Company, Options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed ten percent (10%) of the issued and outstanding Common Shares. However, other than in connection with a Qualifying Transaction, during the time that the Company is a CPC, the aggregate number of Common Shares issuable upon exercise of all Options granted under the Option Plan shall not exceed ten percent (10%) of the Common Shares of the Company issued and outstanding at the closing of the Company’s initial public offering. Such Options will be exercisable for a period of up to ten (10) years from the date of grant, subject to extension in certain circumstances where the expiry date occurs within a “blackout period”. In connection with the foregoing, the number of Common Shares reserved for issuance to: (a) any individual will not exceed 5% of the issued and outstanding Common Shares; and (b) all consultants will not exceed 2% of the issued and outstanding Common Shares. In addition, the Option Plan provides that no more than 5% of the issued shares of the Company will be granted to any individual in any 12 month period unless the Company has obtained disinterested shareholder approval in respect of such grant and meets applicable TSXV requirements; no more than 2% of the issued shares of the Company will be granted to any one consultant in any 12 month period; and no more than an aggregate of 2% of the issued shares of the Company will be granted to an employee conducting investor relations activities in any twelve (12) month period.

The Company, as long as it is a CPC, will not grant Options to any person providing investor relations activities, promotional or market-making services. In the event that a director, officer, technical consultant or employee does not continue on with the Company following completion of its Qualifying Transaction, options must be exercised within the greater of twelve (12) months after the completion of a Qualifying Transaction and ninety (90) days following cessation of the optionee’s position with the Company, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the Option may be exercised within a maximum period of one year after such death, subject to the expiry

date of such Option. Any Common Shares acquired pursuant to the exercise of Options under the Option Plan prior to completion of a Qualifying Transaction must be deposited in escrow and will be subject to escrow until the final TSXV bulletin is issued.

As of the date hereon, employees, consultants, directors and officers hold in aggregate 760,000 Options to acquire Common Shares pursuant to the Option Plan. As of the date hereof there are 13,577 Options to purchase Common Shares currently available for future grants.

Pursuant to the policies of the TSXV, stock option plans which reserve for issuance up to ten per cent (10%) of a listed company's shares must be approved annually by shareholders of the listed company. This approval is being sought at the Meeting.

At the Meeting, Shareholders will be asked to consider, and, if deemed advisable, to approve, with or without variation, an ordinary resolution approving the Option Plan. The text of the ordinary resolution which management intends to place before the Meeting for the approval of the Option Plan is as follows:

“BE IT HEREBY RESOLVED as an ordinary resolution of the shareholders of RMR Science Technologies Inc. (the “Company”) that:

- (1) the Option Plan of the Company, substantially in the form attached as Schedule “B” to the management information circular of the Company dated May 14, 2019, as ratified on June 12, 2019, be and is hereby approved and adopted as the stock option plan of the Company;
- (2) any one director or officer of the Company is hereby authorized to amend all or any part of the Option Plan if the Company's Board of Directors deems is appropriate and in the best interests of the Company to do so;
- (3) any one or more of the directors or senior officers of the Company be and is hereby authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company, or otherwise, all such documents and other writings, as may be required to give effect to this resolution.”

In order to be effective, the foregoing resolution must be approved by a simple majority of the votes cast at the Meeting by Shareholders voting in person or by proxy in respect of this ordinary resolution. **Unless otherwise directed, the Management Proxyholders, if named as proxyholders, intend to vote IN FAVOUR of the resolution approving the Option Plan for the ensuing year.**

C. OTHER BUSINESS

Management is not aware of any other matters to come before the Meeting other than those set out in the Notice of meeting. **If other matters come before the Meeting, it is the intention of the Management Proxyholders, if named as proxyholder, to vote in respect of the same in accordance with their best judgement in such matters.**

ADDITIONAL INFORMATION

Additional information relating to the Company is included in the Company's audited and consolidated financial statements for the fiscal year ended September 30, 2019, the auditor's report thereon and related management discussion and analysis filed on www.sedar.com. Copies of the Company's audited financial

statements and related management discussion and analysis and additional information may be obtained from www.sedar.com and upon request from the Company by telephone at (604) 880-7250.

The contents of this Circular and its distribution to shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, November 17, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "*Robin Hutchison*"

Robin Hutchison

President, CEO and Director

SCHEDULE "A"

RMR Science Technologies Inc.

AUDIT COMMITTEE CHARTER

MANDATE

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

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

COMPOSITION, PROCEDURES AND ORGANIZATION

The Committee shall consist of at least three members. Each member must be a director of the Company. A majority of the members of the Committee shall not be officers or employees of the Company or of an affiliate of the Company. At least one (1) member of the Committee shall be financially literate. All members of the Committee who are not financially literate will work towards becoming financially literate to obtain working familiarity with basic finance and accounting practices. For the purposes of this Charter, the term "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements.

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

The Board of Directors may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

MEETINGS OF THE COMMITTEE

Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly. Unless all members are present and waive notice, or those absent waive notice before or after a meeting, the Chairman will give the Committee members 24 hours' advance notice of each meeting and the matters to be discussed at such meeting. Notice may be given personally, by telephone, by facsimile or e-mail.

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee determines it to be necessary or appropriate, at any other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board of Directors or the shareholders of the Company.

At each meeting of the Committee, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company. A member may participate in a meeting of the Committee in person or by telephone if all members participating in the meeting, whether in person or by telephone or other communications medium other than telephone are able to communicate with each other and if all members who wish to participate in the meeting agree to such participation.

The Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

- (a) Review the Company's financial statements, including any certification, report, opinion, or review rendered by the Auditor, MD&A and any annual and interim earnings press releases before the Company publicly discloses such information.
- (b) Review and satisfy itself that adequate procedures are in place and review the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assess the adequacy of those procedures.
- (c) Be directly responsible for overseeing the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit review services for the Company.
- (d) Require the Auditor to report directly to the Committee.
- (e) Review annually the performance of the Auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (f) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor.
- (g) Take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the Auditor.
- (h) Recommend to the Board of Directors the external auditor to be nominated at the annual general meeting for appointment of the Auditor for the ensuing year and the compensation for the Auditors, or, if applicable, the replacement of the Auditor.

- (i) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditors of the Company.
- (j) Review with management and the Auditor the audit plan for the annual financial statements.
- (k) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services provided by the Auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute not more than 5% of the total amount of fees paid by the Company and its subsidiary entities to the Auditor during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the pre-approval requirement set forth in this section provided the pre-approval of non-audit services by any member to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

- (l) In consultation with the Auditor, review with management the integrity of the Company's financial reporting process, both internal and external.
- (m) Consider the Auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (n) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the Auditor and management.
- (o) Review significant judgments made by management in the preparation of the financial statements and the view of the Auditor as to the appropriateness of such judgments.
- (p) Following completion of the annual audit, review separately with management and the Auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of the work or access to required information.
- (q) Review any significant disagreement among management and the Auditor in connection with the preparation of the financial statements.
- (r) Review with the Auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented.

- (s) Discuss with the Auditor the Auditor's perception of the Company's financial and accounting personnel, any material recommendations which the Auditor may have, the level of co-operation which the Auditor received during the course of their review and the adequacy of their access to records, data or other requested information.
- (t) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (u) Establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (v) Perform such other duties as may be assigned to it by the Board of Directors from time to time or as may be required by applicable regulatory authorities or legislation.
- (w) Report regularly and on a timely basis to the Board of Directors on the matters coming before the Committee.
- (x) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

AUTHORITY

The Committee is authorized to:

- to seek any information it requires from any employee of the Company in order to perform its duties;
- to engage, at the Company's expense, independent legal counsel or other professional advisors in any matter within the scope of the role and duties of the Committee under this Charter;
- to set and pay compensation for any advisors engaged by the Committee; and
- to communicate directly with the internal and external auditors of the Company.

This Charter supersedes and replaces all prior charters and other terms of reference pertaining to the Committee.

**SCHEDULE “B”
STOCK OPTION PLAN
OF
RMR SCIENCE TECHNOLOGIES INC.**

1. Purpose

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

2. Administration

The Plan shall be administered by the board of directors of the Company or by a special committee of the directors appointed from time to time by the board of directors of the Company 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 Company, 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 Company 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 class “A” common shares of the Company 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 0 hereof, the Shares to be offered under the Plan shall consist of class “A” common shares of the Company’s authorized but unissued class “A” common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding class “A” common shares of the Company 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.

5. Maintenance of Sufficient Capital

The Company 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 Company or its subsidiaries, and employees of a person or company which provides management services to the Company 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 Company or Management Company Employees, the option agreements to which they are party must contain a representation of the Company and that Participant 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 Company 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

- (a) 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 less than the Discounted Market Price (as defined in Policy 2.4 of the Exchange).
- (b) 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 Company’s shares commenced trading or the date the exercise price was reduced. In the case of options held by insiders of the Company (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

- (a) The number of Shares subject to an option granted to any one 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.
- (b) No single Participant may be granted options to purchase a number of Shares equalling more than 5% of the class "A" common shares of the Company in any twelve-month period unless the Company has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.
- (c) No single consultant of the Company (or any of its subsidiaries) shall be granted options to purchase a number of Shares if the exercise thereof would result in the issuance of more than 2% of the class "A" common shares of the Company in any twelve-month period.
- (d) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued class "A" common shares of the Company 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 ¼ 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 0 and 0, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange. For greater certainty, if the Company is listed on the TSXV, the maximum term may not exceed 10 years.

10. Company as a Capital Pool Company

Pursuant to Policy 2.4 of the Exchange, as may be amended from time to time, during the time that the Company is a "Capital Pool Company" (as defined in Policy 2.4 of the Exchange) the following restrictions apply:

- (a) the aggregate number of Shares issuable upon the exercise of all options granted under the Plan as set out in Section 0 shall not exceed 10% of the class "A" common shares of the Company issued and outstanding at the closing of the Company's initial public offering ("IPO");
- (b) the aggregate number of Shares issuable upon the exercise of all options granted under the Plan as set out in Section 1(b) to any director or officer of the Company shall not exceed 5% of the class "A" common shares of the Company issued and outstanding at the closing of the IPO;
- (c) the aggregate number of Shares issuable upon the exercise of all options granted under the Plan as set out in Section 1(c) to any technical consultants of the Company shall not exceed 2% of the class "A" common shares of the Company issued and outstanding at the closing of the IPO;
- (d) the exercise price of the options cannot be less than the greater of the IPO Share price and the Discounted Market Price (as defined in Policy 1.1 of the Exchange);

- (e) no options may be granted to a Participant providing investor relations activities, promotional or marketing services;
- (f) options granted to any Participant that does not continue as a director, officer, technical consultant or employee of the Resulting Issuer (as defined in Policy 2.4 of the Exchange), have a maximum term of the later of (i) 12 months after the Completion (as defined in Policy 2.4 of the Exchange) of the Qualifying Transaction and 90 days after the Participant ceases to become a director, officer, technical consultant or employee; and
- (g) all options exercised prior to the completion of the Qualifying Transaction will be subject to escrow provisions.

11. Option Period, Consideration and Payment

- (a) 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 0 and 0 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Company or its subsidiaries, or death of the Participant.
- (b) 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.
- (c) 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 Company.
- (d) Except as set forth in Sections 0 and 0, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Company or any of its subsidiaries, or a Management Company Employee of the Company or any of its subsidiaries.
- (e) The exercise of any option will be contingent upon receipt by the Company 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 Company 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.

12. Exchange Hold Period

In accordance with Policy 4.4 of the Exchange, as may be amended from time to time, where the exercise price of the option is at a discount to the Market Price (as defined in Policy 1.1 of the Exchange), all options and any Listed Shares (as defined in Policy 1.1 of the Exchange) under such options exercised prior to the expiry of the Exchange Hold Period (as defined in Policy 1.1 of the Exchange) must be legended with the Exchange Hold Period commencing on the date the options were granted. Options issued to Insiders and any Listed Shares under such options exercised prior to the expiry of the Exchange Hold period must be legended with the Exchange Hold Period commencing on the date the options were granted.

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

- (a) Subject to subsection (b), if a Participant shall cease to be a director, officer, consultant, employee of the Company, 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 Company.
- (b) If the Participant does not continue to be a director, officer, consultant, employee of the Resulting Issuer upon completion of the Company'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.
- (c) 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 Company or of any of its subsidiaries or affiliates.

14. Death of Participant

Notwithstanding Section 0, 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.

15. 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 Company in respect of any Shares issuable upon exercise of such option until certificates representing such Shares shall have been issued and delivered.

16. 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 Company and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

17. Adjustments

If the outstanding class "A" common shares of the Company are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Company 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.

18. 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.

19. Amendment and Termination of Plan

Subject to the policies, rules and regulations of any lawful authority having jurisdiction (including any exchange on which the 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.

20. Necessary Approvals

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

21. Effective Date of Plan

The Plan has been adopted by the Board of the Company 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.

22. Interpretation

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