

# MUSTGROW BIOLOGICS CORP.

## NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that an Annual General and Special Meeting (the "**Meeting**") of the Shareholders of MUSTGROW BIOLOGICS CORP. (the "**Corporation**") will be held on Thursday, May 31, 2018 at the Saskatoon Club at 417 - 21st St E., Saskatoon, SK S7K 0C5 at 10:00 a.m. (Saskatoon Time), for the following purposes:

1. To receive the audited financial statements of the Corporation for the fiscal year ending December 31, 2017, together with the Auditor's Report thereon.
2. Fixing the number of directors to be elected at the Meeting at five.
3. To elect the board of directors of the Corporation to serve until the next annual meeting of the Corporation or until their successors are duly elected or appointed.
4. To appoint Charlton & Company, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors to fix the auditor's remuneration.
5. To consider and, if thought advisable, to approve by special resolution, the continuance of the Corporation (the "**Continuance Resolution**") out of the Province of British Columbia under the provisions of the *Business Corporation Act* (British Columbia) and into the Province of Saskatchewan under the provisions of *The Business Corporations Act* (Saskatchewan), as more particularly described in the accompanying management information circular.
6. To transact such further or other business as may properly come before the meeting or any adjournment or adjournments thereof.

**TAKE NOTICE** that pursuant to section 238 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**") a registered holder of common shares may dissent in respect of the Continuance Resolution. If the Continuance Resolution is adopted, dissenting shareholders who comply with the procedures set forth in the BCBCA may be entitled to be paid the fair value of their common shares. The full text of Part 8, Division 2 of the BCBCA is set forth in Schedule "C" of the Management Information Circular. Failure to comply strictly with the requirements set forth in Part 8, Division 2 of the BCBCA may result in the loss of any right to dissent.

Accompanying this Notice is an Information Circular dated April 27, 2018, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Corporation's interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

**DATED** at Saskatoon, Saskatchewan, this 27<sup>th</sup> day of April, 2018.

**BY ORDER OF THE BOARD**

*Corey Giasson*

Corey Giasson, *Chief Executive Officer*

# MUSTGROW BIOLOGICS CORP.

## INFORMATION CIRCULAR

### FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 31, 2018

This information is given as of April 27, 2018 unless otherwise noted.

#### PERSONS MAKING THE SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies by the management of MustGrow Biologics Corp. (the "**Corporation**") for use at the Annual General and Special Meeting (the "**Meeting**") of the shareholders of the Corporation, to be held on **Thursday, May 31, 2018** at the time and location and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

Except as noted below, the Corporation has distributed or made available for distribution, copies of the Notice, the Information Circular and form of proxy or voting instruction form ("**VIF**") (if applicable) (the "**Meeting Materials**") to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the "**Intermediaries**") for distribution to Beneficial Shareholders (as defined below) whose common shares ("**Common Shares**") are held by or in custody of such Intermediaries. Such Intermediaries are required to forward such documents to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The Corporation is sending proxy-related materials directly to NOBOs (as defined below), through the services of its transfer agent and registrar, Computershare Investor Services Inc. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Corporation if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Corporation will pay the permitted fees and costs of Intermediaries incurred in connection with the distribution of the Meeting Materials. The Corporation is not relying on the notice-and-access provisions of securities laws for delivery of the Meeting Materials to registered shareholders or Beneficial Shareholders.

#### APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers and directors of the Corporation or their nominees. **A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for such shareholder and on his, her or its behalf at the Meeting other than the persons designated in the enclosed form of proxy.** Such right may be exercised by inserting in the blank space provided for that purpose the name of the desired person or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the Corporation's transfer agent and registrar, Computershare Investor Services Inc., Proxy Department, by fax within North America at 1-866-249-7775, outside North America at 416-263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by hand delivery at 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment thereof, or delivering it to the chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting. A proxy must be executed by the registered shareholder or his, her or its attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies given by shareholders for use at the Meeting may be revoked prior to their use:

- (a) by depositing an instrument in writing executed by the shareholder or by such shareholder's attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing:

- (i) at the registered office, Suite 2900 – 595 Burrard Street, Vancouver, BC, V7X 1J5, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof; or
  - (ii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof; or
- (b) in any other manner permitted by law.

#### EXERCISE OF DISCRETION BY PROXIES

The persons named in the accompanying form of proxy will vote the Common Shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. The Common Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted on, the Common Shares will be voted accordingly. **In the absence of such direction, where the management nominees are appointed as proxyholder, such Common Shares will be voted in favour of the passing of the matters set out in the Notice. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting or any adjournment thereof.** At the time of the printing of this Information Circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice. **However, if any other matters which at present are not known to the management of the Corporation should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.**

#### ADVICE TO BENEFICIAL SHAREHOLDERS

Shareholders should note that only proxies deposited by shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares, or non-objecting beneficial owners ("**NOBOs**") whose names has been provided to the Corporation's registrar and transfer agent, can be recognized and acted upon at the Meeting. The information set forth in this section is therefore of significant importance to a substantial number of shareholders who do not hold their Common Shares in their own name (referred to in this section as "**Beneficial Shareholders**"). If Common Shares are listed in an account statement provided to a shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in such shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co., as nominee for CDS Clearing and Depository Services Inc., which acts as a depository for many Canadian Intermediaries. Common Shares held by Intermediaries or their nominees can only be voted for or against resolutions upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting Common Shares for their clients.

Applicable regulatory policy requires Intermediaries 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, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided by the Corporation to the Intermediaries. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically mails the VIFs or proxy forms to the Beneficial Shareholders and asks the Beneficial Shareholders to return the VIFs or proxy forms to Broadridge. 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. A Beneficial Shareholder receiving a proxy or VIF from Broadridge cannot use that proxy to vote Common Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of their Intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the Intermediary and vote their Common Shares in that capacity.

Should a NOBO wish to attend and vote at the Meeting in person, the NOBO must insert his or her name (or the name of the person that the NOBO wants to attend and vote on the NOBO's behalf) in the space provided on the VIF and return it to the Corporation or its transfer agent. If the Corporation receives a written request that the NOBO or its nominee be appointed as proxyholder, if management is holding a proxy with respect to Common Shares beneficially owned by such NOBO, the Corporation will arrange, without expense to the NOBO, to appoint the NOBO or its nominee as proxyholder in respect of those Common Shares. Under NI 54-101, unless corporate law does not allow it, if the NOBO or its nominee is appointed as proxyholder by the Corporation in this manner, the NOBO or its nominee, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of management in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. If the Corporation receives such instructions at least one business day before the deadline for submission of proxies, it is required to deposit the proxy within that deadline, in order to appoint the NOBO or its nominee as proxyholder. **If a NOBO requests that the NOBO or its nominee be appointed as proxyholder, the NOBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the NOBOs vote to be counted.**

**NOBOs that wish to change their vote must in sufficient time in advance of the Meeting contact their Intermediary to arrange to change their vote. NOBOs should carefully follow the instructions of their Intermediaries, including those regarding when and where to complete the VIF's that are to be returned to their Intermediaries.**

Should an objecting beneficial owner (an "OBO") wish to attend and vote at the Meeting in person, the OBO should insert his or her name (or the name of the person the OBO wants to attend and vote on the OBO's behalf) in the space provided for that purpose on the request for voting instructions form and return it to the OBO's Intermediary or send the Intermediary another written request that the OBO or its nominee be appointed as proxyholder. The Intermediary is required under NI 54-101 to arrange, without expense to the OBO, to appoint the OBO or its nominee as proxyholder in respect of the OBO's Common Shares. Under NI 54-101, unless corporate law does not allow it, if the Intermediary makes an appointment in this manner, the OBO or its nominee, as applicable, must be given authority to attend, vote and otherwise act for and on behalf of the Intermediary (who is the registered shareholder) in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. An Intermediary who receives such instructions at least one business day before the deadline for submission of proxies is required to deposit the proxy within that deadline, in order to appoint the OBO or its nominee as proxyholder. **If an OBO requests that an Intermediary appoint the OBO or its nominee as proxyholder, the OBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the OBOs vote to be counted.**

**OBOs should carefully follow the instructions of their Intermediary, including those regarding when and where the completed request for voting instructions is to be delivered. Only registered shareholders have the right to revoke a proxy. OBOs 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.**

Shareholders with questions respecting the voting of shares held through an Intermediary should contact that Intermediary for assistance.

All references to shareholders in this Information Circular and the accompanying form of proxy and Notice are to shareholders of record unless specifically stated otherwise.

#### **NOTE TO NON-OBJECTING BENEFICIAL OWNERS**

The Meeting Materials are being sent to both registered shareholders and NOBOs. If you are a NOBO, and the Corporation or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of Common Shares, have been obtained in accordance with applicable securities regulatory

requirements from the Intermediary holding on your behalf. By choosing to send the Meeting Materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

### VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Corporation consists of an unlimited number of Common Shares without par value. As at April 27, 2018, 23,273,042 Common Shares were issued and outstanding.

The Corporation has fixed the close of business on April 24, 2018 as the record date (the "**Record Date**") for the purposes of determining shareholders entitled to receive the Notice and vote at the Meeting. At a general meeting of the Corporation, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each common share of which he, she or it is the holder. The Corporation has no other classes of voting securities.

In accordance with the provisions of the *Business Corporations Act* (British Columbia), the Corporation will prepare a list of the holders of Common Shares on the Record Date. Each holder of Common Shares named on the list will be entitled to vote the Common Shares shown opposite his, her or its name on the list at the Meeting.

To the knowledge of the directors and officers of the Corporation, the only shareholder that beneficially owns, directly or indirectly or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation is as follows:

Name	Number of Shares Held	Percentage of Shares Held
101048299 Saskatchewan Ltd.	2,405,553	10.34%

The above information was provided by the Corporation's registrar and transfer agent as of the Record Date.

### VOTES NECESSARY TO PASS RESOLUTIONS

Under the Corporation's Articles, the quorum for the transaction of business at a meeting of shareholders is one person who is, or who represents by proxy, one or more shareholders who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the Meeting. A simple majority of the votes of those shareholders who are present and vote either in person or by proxy at the Meeting is required in order to pass an ordinary resolution. A majority of two-thirds of the votes of those shareholders who are present and vote either in person or by proxy at the Meeting is required to pass a special resolution.

### INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the current directors or executive officers, no proposed nominee for election as a director, none of the persons who have been directors or executive officers since the commencement of the last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, save and except for those matters pertaining to the election of directors.

### STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this Information Circular:

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

"CFO" means each individual who acted as chief financial officer of the Corporation or acted in a similar capacity for any part of the most recently completed financial year; and

"Named Executive Officer" or "NEO" means: (a) a CEO; (b) a CFO; (c) each of the three most highly compensated executive officers, including any of the Corporation's subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation*, for that financial year; and (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity at the end of that financial year.

During the fiscal year ended December 31, 2017, the Corporation had one Named Executive Officer, namely Jeffrey Lightfoot, the CEO and CFO. Jeffrey Lightfoot resigned as CEO and CFO on March 15, 2018 and Corey Giasson was appointed the new CEO and CFO effective March 15, 2018.

*All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.*

### Compensation Discussion and Analysis

The Corporation is a reporting issuer in the Provinces of British Columbia and Alberta; however, its Common Shares are not listed on any stock exchange or over-the-counter bulletin board. At present the Corporation does not conduct any active business operations.

The Named Executive Officer for the year ended December 31, 2017 is not paid any consulting fees for his services, however he is a shareholder of the law firm of Owen Bird Law Corporation which charges legal fees to the Corporation from time to time.

### Summary of Compensation – Named Executive Officers

The following table sets forth all annual and long term compensation for services paid to or earned by the Named Executive Officer for the three most recently completed financial years ended December 31, 2017.

**Summary Compensation Table**

Name and Principal Position	Year	Salary/ Fee (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive Plan contribution		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-term incentive plans (\$)			
Jeffrey Lightfoot CEO and CFO	2017	nil	nil	nil	nil	nil	nil	nil	nil
	2016	nil	nil	nil	nil	nil	nil	nil	nil
	2015	nil	nil	nil	nil	nil	nil	nil	nil

### Incentive Plan Awards – Named Executive Officers

The Named Executive Officer did not hold any stock options as at December 31, 2017, being the end of the most recently completed financial year. The Corporation does not currently have a share-based awards program.

### Pension Benefits

The Corporation does not have a pension plan that provides for payments or benefits to the Named Executive Officer at, following, or in connection with retirement.

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

The Corporation has no contracts, agreements, plans or arrangements that provide for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation or a change in a Named Executive Officer's responsibilities.

### **Director Compensation**

The directors do not currently receive any compensation for services as a director of the Corporation.

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The Corporation does not have a stock option plan or any other form of equity compensation plan in place for its NEOs, directors, employees or any other person.

No stock options or other form of equity compensation have ever been issued, and none were outstanding as of either December 31, 2017 or the Record Date. The directors may implement some form of equity compensation plan in the future, but none are contemplated as of the date of this Circular.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

At no time during the last completed financial year was any current director, executive officer or employee or any former director, executive officer or employee of the Corporation, or any proposed nominee for election as a director of the Corporation:

- (a) indebted to the Corporation; or
- (b) indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation,

other than routine indebtedness.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation or any of its subsidiaries. The term "informed person" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**") means a director or executive officer of the Corporation, or any person or corporation who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or company as underwriter in the course of a distribution.

### **AUDIT COMMITTEE**

Pursuant to the provisions of applicable corporate and securities law, the Corporation is required to have an Audit Committee comprised of at least three directors, the majority of which must not be officers or employees of the Corporation. The Corporation must also, pursuant to the provisions of National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), have a written charter, which sets out the duties and responsibilities of its audit committee.

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

*Mandate*

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

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

#### *Composition*

The Committee is to be comprised of at least three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "**financially literate**" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements. The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders' meeting.

#### *Meetings*

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

#### *Responsibilities and Duties*

To fulfill its responsibilities and duties, the Committee shall:

#### Documents/Reports Review

- (a) Review and update this Charter as required.
- (b) Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements.

#### External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Corporation.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Corporation, consistent with the Independence Standards Board Standard 1.

- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) Consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements as needed.
- (g) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
  - (i) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of fees paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
  - (ii) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
  - (iii) such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

*Financial Reporting Processes*

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

- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

*Other* - Review any related-party transactions.

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

As at December 31, 2017, Jeffrey Lightfoot, Michael Seifert and Laurie Sadler were the Corporation's Audit Committee. Each of Jeffrey Lightfoot, Michael Seifert and Laurie Sadler resigned as members of the Corporation's Audit Committee on March 15, 2018 and the each of Corey Giasson, Brad Munro and Colin Bletsky were appointed as members of the Corporation's Audit Committee.

### **Relevant Education and Experience**

In addition to each member's general business experience, each of the Audit Committee members will have the ability to read and understand financial statements and held director and/or officer positions with other reporting issuers in the mineral exploration and mining sector where he has been actively involved in financing and fundraising activities.

**Corey Giasson** – Mr. Giasson has a MBA with an extensive business background that includes co-founding and acting as President & CEO of Rallyemont Energy, whose assets sold to Husky Energy in 2013. In addition, he was VP, Business Development & Investor Relations with Anglo Potash, which was listed on the TSX-V and sold to BHP Billiton in 2008.

**Brad Munro** – Mr. Munro is the President and Chief Executive Officer of Bittercreek Capital Corporation, a private investment and advisory firm. Mr. Munro holds a Bachelor of Commerce degree from the University of Saskatchewan and has extensive experience in corporate finance and investment in a wide range of industries. Mr. Munro has held various senior positions requiring regular review of financial statements and has served as an audit committee member, including as Chairman, for a number of publicly traded companies.

**Colin Bletsky** – Mr. Bletsky has extensive business background with almost three decades of involvement in his family run business as well as in large corporations. Recently he was VP, BioAg Commercial with Novozymes A/S (NZYM.B-DK), leading the global Ag platform. Colin has also completed his executive education at the London Business School.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

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

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

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

### External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees <sup>1</sup>	Tax Fees <sup>2</sup>	All Other Fees <sup>3</sup>
2017	\$2,500	nil	nil	nil
2016	\$2,500	nil	nil	nil

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column.

### CORPORATE GOVERNANCE

Corporate governance relates 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 Corporation. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. 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.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") the Corporation is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

#### Board of Directors

As at December 31, 2017, the Board consisted of Jeffrey Lightfoot (CEO and CFO), Laurie Sadler and Michael Seifert. On March 15, 2018 each of Jeffrey Lightfoot, Laurie Sadler and Michael Seifert resigned as directors and officers and were replaced by Corey Giasson (CEO and CFO), Brad Munro and Colin Bletsky. There are five nominee directors proposed for election at the Meeting – Corey Giasson, Brad Munro, Colin Bletsky, Tom Flow and Matt Kowalski.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NP 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. Of the proposed nominees of the Corporation, as at the date of this information circular, each of Brad Munro, Colin Bletsky, Tom Flow and Matt Kowalski can be considered to be "independent" within the meaning of NI 58-101;

#### Directorships

Director (nominee)	Other Reporting Issuer(s)	Exchange
Brad Munro	Zedcor Energy Inc. Secure Energy Services Inc.	TSX Venture Exchange TSX

## **Orientation and Continuing Education**

New directors are briefed on the Corporation's business, overall strategic plans, short, medium and long term corporate objectives, financials status, general business risks and mitigation strategies, and existing company policies. There is no formal orientation for new members of the Board. This is considered to be appropriate, given the Corporation's size and current level of operations. However, if the growth of the Corporation's operations warrants it, it is possible that a formal orientation process would be implemented.

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

## **Ethical Business Conduct**

The Board has not adopted a written Code of Ethical Conduct for its directors, officers and employees at this time. The Corporation has not undertaken any active business operations. The Board expects that the fiduciary duties placed on individual directors by governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate legislation on the individual director's participation in decisions of the Board in which the director has an interest, will be initially sufficient to ensure that the Board operates in the best interests of the Corporation and its shareholders.

In addition, as some of the directors of the Corporation also serve as directors and officers of other companies engaged in similar business activities, the Board must comply with the conflict of interest provisions of the British Columbia *Business Corporations Act*, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

## **Nomination of Directors and Assessment**

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions. The Corporation conducts the due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve.

## **Board Committees**

The Corporation has established only one committee, the *Audit Committee*, is currently comprising of Corey Giasson, Brad Munro and Colin Bletsky.

## **Assessments**

The Corporation has not determined formal means or methods to regularly assess the Board, its committees or the 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 is 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.

## MANAGEMENT CONTRACTS

Management functions of the Corporation are generally performed by directors and senior officers of the Corporation and not, to any substantial degree, by any other person to whom the Corporation has contracted.

### PARTICULARS OF MATTERS TO BE ACTED UPON

#### A. Financial Statements

The audited financial statements of the Corporation for the fiscal year ended December 31, 2017, and the report of the auditors thereon, will be placed before the Meeting. No vote by the shareholders with respect to the audited financial statements is required. The audited financial statements were audited by Charlton & Company, Chartered Professional Accountants and approved by the board of directors.

#### B. Election of Directors

The Board presently consists of three directors. Shareholder approval will be sought to appoint five directors to the Board.

The directors of the Corporation are elected annually and hold office until the next Annual General meeting of the Shareholders or until their successors are elected or appointed. Management proposes to nominate the persons listed below for election as directors of the Corporation to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by Management will be voted for the nominees listed in this Information Circular. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Corporation, their respective principal occupations or employments during the past five years if such nominee is not presently an elected director and the number of shares of the Corporation which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

Name, Province/State and Country of Residence and Other Positions, if any, held with the Corporation	Date First Became a Director	Principal Occupation	Number of Shares <sup>1</sup>
<b>COREY GIASSON</b> <sup>2</sup> Saskatoon, SK <i>CEO, CFO and Director</i>	March 15, 2018	Past Director and CEO of Rallyemont Energy Inc.	636,364 <sup>3</sup>
<b>BRAD MUNRO</b> <sup>2</sup> Saskatoon, SK <i>Director</i>	March 15, 2018	Director of Secure Energy Services and has served as a director of over 20 public companies and a greater number of private ones	856,420 <sup>4</sup>
<b>COLIN BLETSKY</b> <sup>2</sup> Saskatoon, SK <i>Director</i>	March 15, 2018	Past VP, BioAg Commercial a division of Novozymes BioAg Limited	636,364
<b>TOM FLOW</b> Kelowna, BC <i>Proposed Director</i>	Nominee	Founder and current President of The Flowr Corporation	184,812 <sup>5</sup>

Name, Province/State and Country of Residence and Other Positions, if any, held with the Corporation	Date First Became a Director	Principal Occupation	Number of Shares <sup>1</sup>
<b>MATT KOWALSKI</b> Spring, TX <i>Proposed Director</i>	Nominee	Co-owner of Kowaltek Restaurant Group and principal of Stronghold Keep Inc.	184,814 <sup>6</sup>

1. Information as to voting shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective nominees individually.
2. Members of the Audit Committee.
3. Held by Hollcore Holdings Inc., a corporation controlled by Corey Giasson.
4. Includes 415,707 shares held by Bittercreek Capital Corp., a corporation controlled by Brad Munro.
5. Held by Tom Flow Investments Ltd., a corporation controlled by Tom Flow.
6. Held by Stronghold Keep Inc., a corporation controlled by Matt Kowalski.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

***Cease Trade Orders, Bankruptcies, Penalties or Sanctions***

No proposed director is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

- (a) was subject to an order 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.

For the purposes hereof, the term "order" means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) 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.

No proposed director:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while such person was acting in such capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets; or
- (b) has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or has a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director 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 investor in deciding whether to vote for a proposed director.

**C. Appointment of Auditor**

Management proposes to nominate Charlton & Company, Chartered Professional Accountants, as the Company's auditors for the ensuing year. Charlton & Company has been the auditors of the Company since April 1, 2016. Accordingly, unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of Charlton & Company as auditors of the Company for the financial year ending December 31, 2018 and to authorize the directors to fix the auditors' remuneration.

**D. Continuation of the Corporation under the Business Corporations Act (Saskatchewan)**

The Corporation was created under a statutory plan of arrangement on January 29, 2015 under the *Business Corporations Act* (British Columbia) (the "BCBCA") and therefore its current governing jurisdiction is the Province of British Columbia. The Corporation's Board proposes to continue the Corporation out of British Columbia into Saskatchewan under *The Business Corporations Act* (Saskatchewan), as amended (the "SBCA") (the "Continuance"). The Board recommends the Continuance to allow the Corporation to move its corporate records office to Saskatchewan, which is where its new head office and its business assets, held by its wholly owned subsidiary, are located.

Upon completion of the Continuance, the BCBCA will cease to apply to the Corporation and the Corporation will become subject to the SBCA, as if it had been originally incorporated as a Saskatchewan corporation. The BCBCA currently governs the corporate affairs of the Corporation and restricts the jurisdictions into which a corporation may continue. The Director appointed under the BCBCA is prepared to allow a continuance out of British Columbia into Saskatchewan upon: (i) receipt of an application for continuation into Saskatchewan; (ii) being satisfied that certain rights, obligations, liabilities and responsibilities of the Corporation as set out in Section 310 of the BCBCA will remain unaffected as a result of the Continuance; and (iii) receiving consent of the BC Registry Services with respect to the Continuance.

The SBCA also provides for companies incorporated in foreign jurisdictions to be continued into Saskatchewan and allows for companies so continued continuing out to a foreign jurisdiction. A corporation being continued into Saskatchewan will be subject to the requirements of the SBCA and all other corporate laws of Saskatchewan. The registration of the Continuance does not create a new legal entity, nor does it prejudice or affect the continuity of the Corporation. The Continuance of the Corporation into Saskatchewan will affect certain rights of the Corporation's shareholders as they currently exist under the BCBCA. The following is a summary of some of the corporate law changes that will occur. This summary is not intended to be exhaustive and the Corporation's shareholders should consult their legal advisors regarding implications of the Continuance, which may be of particular importance to them.

**Effect of Continuance**

The Continuance, if approved, will affect a change in the legal domicile of the Corporation on the effective date thereof to Saskatchewan, but will not change the Corporation's business or operations after the effective date of the Continuance. On the effective date of the Continuance, holders of Common Shares will continue to hold, for each Common Share held, one Common Share of the Corporation domiciled in Saskatchewan.

By operation of law applicable under the laws of Saskatchewan, all of the assets, property, rights, liabilities and obligations of the Corporation immediately prior to the Continuance will continue to be the assets, property, rights, liabilities and obligations of the Corporation continued under the laws of Saskatchewan.

## Summary Comparison of Shareholder Rights

The SBCA provides Shareholders substantially the same rights as are available to Shareholders under the BCBCA, including rights of dissent and appraisal and rights to bring derivative actions and oppression actions. However, there are certain differences between the two statutes and the regulations thereunder. The following is a summary of certain differences between the BCBCA and the SBCA which management of the Corporation considers to be of significance to Shareholders. This summary is not an exhaustive review of the two statutes. Reference should be made to the full text of both statutes and the regulations thereunder for particulars of any differences between them, and Shareholders should consult their legal or other professional advisors with regard to the implications of the Continuance which may be of importance to them. A copy of Corporation's proposed articles of continuance (the "**New Articles**") proposed by-laws ("**New By-Laws**") are attached hereto as Schedule "A" and Schedule "B" respectively and are available for review at the registered and records office of the Corporation.

### *Ability to Set Necessary Levels of Shareholder Consent*

Under the BCBCA, a corporation in its Articles can establish levels for various shareholder approvals. The percentage of votes required for a special resolution, referred to as a "special majority", can be specified in the Articles and may be no less than two-thirds and no more than three-quarters of the votes cast. The SBCA does not provide for flexibility on shareholder approvals, which are either ordinary resolutions passed by a majority of the votes cast or, where specified in the SBCA, special resolutions which must be passed by not less than two-thirds of the votes cast.

### *Amendment to Charter Documents*

Under the SBCA, a fundamental change to a corporation's articles, such as a change in name and alterations to a corporation's authorized capital, requires a special resolution passed by not less than two-thirds of the votes cast on the resolution by the shareholders of the corporation. A change to a corporation's by-laws requires only an ordinary resolution passed by a majority of the votes cast on the resolution by the shareholders of the corporation. A fundamental change affecting the rights of the holders of a class of shares differently than those of the holders of other classes of shares requires a special resolution passed by not less than two-thirds of the votes cast by the holders of shares of each class.

Under the BCBCA, changes to a corporation's Notice of Articles or Articles generally require approval by a special resolution, however many of these changes may be made by ordinary resolution or a directors' resolution if so provided for in the corporation's Articles. Other substantial changes, such as an alteration of the special rights and restrictions attached to issued shares, a proposed amalgamation or continuation of the corporation out of the jurisdiction require a special resolution. In the case of a change to the special rights and restrictions attached to issued shares, separate consent by special resolution is required from the holders of each class of shares adversely affected.

Except as otherwise described below and herein, the Continuance to Saskatchewan and the adoption of the New Articles will not result in any substantive changes to the constitution, powers or management of the Corporation, except as otherwise described herein.

In tandem with the continuation, any existing by-laws of the Corporation will be replaced with the new by-Laws (the "**New By-laws**") that are suitable for a SBCA corporation. The repeal of any existing by-laws of the Corporation, and the adoption of the New By-laws, has been approved by the directors, subject to the prior completion of the Continuance. Upon the Continuance becoming effective, the any former By-laws of the Corporation will be repealed and replaced by the New By-laws, a copy of which is attached hereto as Schedule "B".

### *Directors*

Both the BCBCA and the SBCA provide that a corporation that is a reporting issuer must have a minimum of three directors. The SBCA requires that at least 25% of the directors must be resident Canadians, whereas the BCBCA does not have a residency requirement for directors.

### *Rights of Dissent and Appraisal*

The SBCA provides that shareholders of a corporation who dissent to certain actions being taken by the corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholders at the fair value of such shares. This dissent right is available where the corporation proposes to: (a) amend its articles to add, change or remove any provision restricting or constraining the issue or transfer of any class of shares; (b) amend its articles to add, change or remove any restrictions on business or businesses that the corporation may carry on; (c) amend its articles to add or remove an express statement establishing the unlimited liability of shareholders; (d) enter into certain statutory amalgamations; (e) continue out of the jurisdiction; and (f) sell, lease or exchange all or substantially all of its property.

The BCBCA provides a similar dissent remedy, although the procedure for exercising this remedy differs from that set forth in the SBCA and the circumstances in which the right to dissent arises are broader.

### *Place of Meetings*

The SBCA provides that meetings of shareholders of a corporation must be held in Saskatchewan, unless the corporation's articles provide otherwise. Under the BCBCA, shareholder meetings of a corporation may be held outside British Columbia if either (i) the location is provided for in the Articles; (ii) the Articles do not restrict the corporation from approving a location outside British Columbia and the location is approved by the resolution required by the Articles for that purpose, if any, or otherwise by ordinary resolution; or (iii) the location of the meeting is approved in writing by the BC Registrar before the meeting is held.

### *Shareholders' Proposals*

The SBCA provides that a person submitting a shareholder proposal must have been a registered owner or beneficial owner voting shares as of the day on which the proposal is submitted. In addition, if the proposal includes a nomination for the election of directors it must be signed by the proposal must be signed by one or more other registered holders or beneficial owners who, without the submitter, hold or own at least 5% of the issued voting shares of the Corporation.

Under the BCBCA, the requirements for submitting a shareholder proposal more restrictive. Shareholders of a corporation may submit a shareholder proposal provided each of the shareholders submitting or supporting it have been a registered owner or beneficial owner of one or more shares carrying the right to vote at general meetings and must have owned such shares for an uninterrupted period of at least two years before the date of signing the proposal. The proposal must be signed by shareholders who, together with the submitter, are registered or beneficial owners of (i) at least 1% of the issued shares of the company that carry the right to vote at general meetings or (ii) shares with a fair market value of at least \$2,000.

### *Sale of Undertaking*

The SBCA requires approval by special resolution passed by not less than two-thirds of the votes cast by the holders of Common Shares of a corporation, present in person or by proxy, at a duly called meeting upon a sale, lease or exchange of all or substantially all of the property of the corporation. Holders of shares of the corporation of a class or series may vote separately as a class or series if they are affected in a manner different from holders of shares of the corporation of another class or series. Furthermore, each share of a corporation carries the right to vote on such a resolution by class or series shareholders, notwithstanding that it otherwise does not carry the right to vote.

Under the BCBCA, a corporation may dispose of all or substantially all its undertaking only in the ordinary course of its business, or with approval given by a special resolution of the shareholders. The BCBCA does not specify whether the holders of shares that do not otherwise carry a right to vote may vote on any proposed sale, lease or disposition of all or substantially all of the undertaking of a corporation.

### *Oppression Remedy*

Under the SBCA, a shareholder, former shareholder, director, former director, officer, or former officer of a corporation, any affiliate of the foregoing, a creditor in certain circumstances, and any other person who, in the discretion of a court, is a proper person (which may include a creditor of the corporation) to seek an oppression remedy, may apply to a court for an order the court thinks fit where, in respect of the corporation or any of its affiliates, any act or omission has a result, or the business or affairs are or have been carried on or conducted in a manner, or the powers of the directors are or have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interest of, any security holder, creditor, director or officer.

Under the BCBCA, a shareholder of a corporation has the right to apply to the court on the grounds that the affairs of the corporation are being or have been conducted, or that the powers of the directors are being exercised, in a manner oppressive to one or more of the shareholders, including the applicant, or that some act of the corporation has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more shareholders, including the applicant. In response to such an application, the court may make such order as it considers appropriate, including an order to direct or prohibit any act proposed by the corporation.

#### *Derivative Actions*

Under the SBCA, a shareholder, former shareholder, director, former director, officer, or former officer of a corporation or any of its affiliates, a creditor in certain circumstances, or any other person who, in the discretion of a court, is a proper person to bring a derivative action, may apply to bring or defend an action in the name of and on behalf of the corporation.

The BCBCA provides the derivative action right to a somewhat narrower class of complainants. Under the BCBCA a shareholder or director of a corporation has the right to apply to the court to bring or defend an action in the name of and on behalf of the corporation.

#### *Dissent Rights under the BCBCA*

As indicated in the Notice of Annual and Special Meeting, a holder of Common Shares may be entitled to be paid the fair value of all of such Common Shares in accordance with section 238 of the BCBCA, if the shareholder dissents to the Continuance and the Continuance becomes effective. A holder of Common Shares is not entitled to dissent if such holder votes any of such Common Shares in favour of the Continuance Resolution. The execution or exercise of a proxy does not constitute a written objection for purposes of the BCBCA.

#### *Procedure for Dissent under the BCBCA*

The following is a summary of the operation of the provisions of the BCBCA relating to a registered shareholder's dissent and appraisal rights in respect of the Continuance (the "**Continuance Dissent Rights**"). Such summary is not a comprehensive statement of the procedures to be followed by a shareholder who seeks such dissent and appraisal rights and is qualified in its entirety by reference to the full text of Part 8, Division 2 of the BCBCA which is attached to this Information Circular as Schedule "C". Any registered shareholder considering the exercise of the right of dissent should seek legal advice, since failure to comply strictly with the provisions of the BCBCA may prejudice the registered shareholder's right of dissent.

Pursuant to Section 238 of the BCBCA, any shareholder who dissents from the Continuance Resolution (a "**Continuance Dissenting Shareholder**") in compliance with Sections 237 to 247 of the BCBCA will be entitled to be paid by the Corporation the fair value of the Common Shares held by such Continuance Dissenting Shareholder determined as at the point in time immediately before the passing of the Continuance Resolution. A Continuance Dissenting Shareholder must dissent with respect to all Common Shares in which the holder owns a beneficial interest.

The filing of a notice of dissent deprives a Continuance Dissenting Shareholder of the right to vote at the Meeting, except if such Continuance Dissenting Shareholder ceases to be a Continuance Dissenting Shareholder in accordance with the Continuance Dissent Rights. For greater certainty, a shareholder who wishes to exercise the

Continuance Dissent Rights may not vote in favour of the Continuance.

A shareholder who wishes to dissent must deliver written notice of dissent to the Corporation at its registered office, Suite 2900 – 595 Burrard Street, Vancouver, BC, V7X 1J5 at least two days before the date on which the Continuance Resolution is to be voted upon and such notice of dissent must strictly comply with the requirements of Section 242 of the BCBCA.

In particular, the written notice of dissent must set out the number of Common Shares in respect of which the notice of dissent is to be sent and:

- (a) if such Common Shares constitute all of the Common Shares of which the shareholder is the registered and beneficial owner, a statement to that effect;
- (b) if such Common Shares constitute all of the Common Shares of which the shareholder is both the registered and beneficial owner but if the shareholder owns additional Common Shares beneficially, a statement to that effect and the names of the registered shareholders, the number of Common Shares held by such registered owners and a statement that written notices of dissent have or will be sent with respect to such shares; or
- (c) if the dissent rights are being exercised by a registered owner who is not the beneficial owner of such Common Shares, a statement to that effect and the name of the beneficial owner and a statement that the registered owner is dissenting with respect to all Common Shares of the beneficial owner registered in such registered owner's name

The Corporation is required promptly after the later of: (a) the date on which the Corporation forms the intention to proceed with the Continuance; and (b) the date on which the written notice of dissent was received, to notify each Continuance Dissenting Shareholder of its intention to act on the Continuance.

Upon receipt of such notification, each Continuance Dissenting Shareholder is then required, if the Continuance Dissenting Shareholder wishes to proceed with the dissent, within one month after the date of such notice to send to the Corporation: (a) a written statement that the Continuance Dissenting Shareholder requires the Corporation to purchase all of its Shares; (b) the certificates representing such Shares; and (c) if the dissent right is being exercised by the Continuance Dissenting Shareholder on behalf of a beneficial owner who is not the Continuance Dissenting Shareholder, a statement signed by the beneficial owner which sets out whether the beneficial owner is the beneficial owner of other Common Shares, and if so: (i) the names of the registered owners of such Common Shares; (ii) the number of such Common Shares; and (iii) that dissent is being exercised in respect of such Common Shares. A shareholder who fails to send the Corporation, within the required time frame, the written statements described above and the certificates representing the Common Shares in respect of which the Continuance Dissenting shareholder dissents, forfeits the shareholder's right to dissent.

On sending the required documentation to the Corporation, the fair value for a Continuance Dissenting Shareholder's Common Shares will be determined as follows:

- (a) if the Corporation and a Continuance Dissenting Shareholder agree on the fair value of the Common Shares, then the Corporation must promptly pay that amount to the Continuance Dissenting Shareholder or promptly send notice to the Continuance Dissenting Shareholder that the Corporation is lawfully unable to pay the Continuance Dissenting Shareholders for their Common Shares; or
- (b) if a Continuance Dissenting Shareholder and the Corporation are unable to agree on a fair value, the Continuance Dissenting Shareholder may apply to the Supreme Court of British Columbia to determine the fair value of the Common Shares, and the Corporation must pay to the Continuance Dissenting Shareholder the fair value determined by such Court or promptly send notice to the Continuance Dissenting Shareholder that the Corporation is lawfully unable to pay the Continuance Dissenting Shareholders for their Common Shares.

The Corporation will be lawfully unable to pay the Continuance Dissenting Shareholder the fair value of their Common Shares if the Corporation is insolvent or would be rendered insolvent by making the payment to the Continuance Dissenting Shareholder. In such event, Continuance Dissenting Shareholders will have 30 days to elect to either: (a) withdraw their dissent or (b) retain their status as a claimant and be paid as soon as the Corporation is lawfully able to do so or, in a liquidation, be ranked subordinate to its creditors but in priority to its shareholders.

If the Continuance is not implemented for any reason, Continuance Dissenting Shareholders will not be entitled to be paid the fair value for their Common Shares and the Continuance Dissenting Shareholders will be entitled to the return of any share certificates delivered to the Corporation in connection with the exercise of the Continuance Dissent Rights.

The discussion above is only a summary of the Continuance dissent rights which are technical and complex. A shareholder who intends to exercise Continuance dissent rights should carefully consider and comply with the provisions of Sections 237 to 247 of the BCBCA. Persons who are beneficial owners of Common Shares registered in the name of an intermediary such as a broker, custodian, nominee, other intermediary, or in some other name, who wish to dissent should be aware that only the registered owner of such shares is entitled to dissent. It is suggested that any shareholder wishing to avail himself or herself of the Continuance dissent rights seek his or her own legal advice as failure to comply strictly with the applicable provisions of the BCBCA may prejudice the availability of such dissent rights. Continuance Dissenting Shareholders should note that the exercise of dissent rights can be a complex, time-consuming and expensive process.

#### **Status as a British Columbia Corporation**

Currently, the Corporation's authorized capital consists of an unlimited number of Common Shares. If the Corporation's Shareholders approve the Continuance, the Corporation will continue to have an unlimited number of common shares.

As an British Columbia corporation, the Corporation's charter documents consist of Notice of Articles and Articles of Incorporation and any amendments thereto to date. On completion of the Continuance, the Corporation will cease to be governed by the BCBCA and will thereafter be deemed to have been formed under the SBCA. As part of the Continuance Resolution, Shareholders will be asked to approve the adoption of the New Articles and By-Laws which comply with the requirements of the SBCA.

#### **The Continuance Resolution**

Based on the foregoing discussion, the Corporation's management believes that it is in the best interests of the Corporation and the Shareholders to transfer its governing jurisdiction to Saskatchewan. Accordingly, the Shareholders will be asked at the Meeting to consider and if thought fit, approve the Continuance Resolution. To become effective, the Continuance Resolution must be approved by a majority of not less than two-thirds (66.67%) of the votes cast by the Shareholders voting in person or by proxy at the Meeting. The text of the Continuance Resolution is as follows:

#### **"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. the continuance of the Corporation from the Province of British Columbia to the Province of Saskatchewan, pursuant to Section 308 of the *Business Corporations Act* (British Columbia) and Section 181 of *The Business Corporations Act* (Saskatchewan) (the "**Continuance**"), is hereby approved;
2. the Continuance application as approved by the directors (or in such other form as the Registrar under *The Business Corporations Act* (Saskatchewan) may accept), are hereby approved in such form, with such amendments as the director or officer executing the same may approve, such approval to be conclusively evidenced by the director or officer's signature thereto;
3. the Articles of Continuance substantially in the form attached to the Management Information Circular dated April 27, 2018 as Schedule "A", are hereby authorized and approved to become effective on the date of continuance

into Saskatchewan;

4. the new By-laws substantially in the form attached to the Management Information Circular dated April 27, 2018 as Schedule "B", are hereby authorized and approved to become effective on the date of continuance into Saskatchewan;

5. effective on the date of continuance into Saskatchewan, the adoption of the new by-laws of the Corporation is hereby ratified and confirmed;

6. the board of directors of the Corporation may, without further notice or approval of the shareholders of the Corporation, decide not to proceed with the Continuance or otherwise give effect to this Special Resolution, at any time prior to the Continuance becoming effective; and

7. any director or officer of the Corporation is hereby authorized, for and on behalf of the Corporation, to execute and deliver all documents and instruments and to take such other actions as such individual may determine to be necessary or desirable to implement this Special Resolution and the matters authorized there.

**In the absence of instructions to the contrary, the persons named in the enclosed form of proxy intend to vote the shares represented thereby in favour of passing this special resolution.**

**The Board recommends you vote in favour of the above resolution.**

#### **Regulatory Approval**

If the Continuance Resolution is approved by the Shareholders, final regulatory approval of any applicable exchange must be obtained for the Continuance before the Continuance may proceed.

#### **OTHER MATTERS**

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

#### **ADDITIONAL INFORMATION**

Additional information regarding the Corporation and its business activities is available on the SEDAR website located at [www.sedar.com](http://www.sedar.com) under "Company Profiles – Mustgrow Biologics Corp.". The Corporation's financial statements and management discussion and analysis ("MD&A") for the financial year ended December 31, 2017 are available for review under the Corporation's profile on SEDAR. Shareholders may contact the Corporation to request copies of the financial statements and MD&A by mail to Suite 2900 – 595 Burrard Street, Vancouver, BC, V7X 1J5.

#### **BOARD APPROVAL**

The contents of this Information Circular have been approved and its mailing authorized by the directors of the Corporation.

**DATED** at Saskatoon, Saskatchewan, the 27<sup>th</sup> day of April 2018.

**ON BEHALF OF THE BOARD**

*Corey Giasson*

**Corey Giasson  
Chief Executive Officer**

**SCHEDULE "A"**

**NEW ARTICLES**

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*Information  
Services  
Corporation*

**Articles of Continuation**

*The Business Corporations Act*

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1. Name of corporation:

**MUSTGROW BIOLOGICS CORP.**

2. The classes and any maximum number of shares that the corporation is authorized to issue:

**The annexed Schedule 1 is incorporated in this form.**

3. Restrictions, if any, on share transfers:

**Nil**

4. Authorized number of directors (minimum and maximum or fixed):

**Not less than 1 or more than 10 directors.**

5. Restrictions, if any, on businesses the corporation may carry on or powers the corporation may exercise:

**Nil**

6. Other provisions, if any:

**The annexed Schedule 2 is incorporated in this form.**

**SCHEDULE 1  
TO THE ARTICLES OF INCORPORATION OF  
MUSTGROW BIOLOGICS CORP.**

(the "Corporation")

**AUTHORIZED CAPITAL**

The Corporation is authorized to issue an unlimited number of shares without nominal or par value designated as voting, non-cumulative class A shares (hereinafter referred to as the "**Class A Shares**").

**CLASS A SHARES**

The rights, privileges, restrictions and conditions attaching to the Class A Shares of the Corporation are as follows:

**1. Discretionary Dividends**

1.1 Subject to applicable law, the directors may at any time or from time to time declare non-cumulative dividends to the holders of the Class A Shares in such amounts as the directors of the Corporation at such time or times determine, out of moneys of the Corporation properly applicable to the payment of dividends. Dividends shall be paid in cash or cheque unless the holder of the Class A Shares agrees with the Corporation as to some other method or form of payment.

**2. Liquidation, Dissolution or Winding-Up**

2.1 The holders of Class A Shares shall fully participate in the distribution of property or assets of the Corporation among its shareholders in the event of a liquidation, dissolution or winding-up of the Corporation or other distribution of property or assets of the Corporation among its shareholders for the purpose of winding-up its affairs.

**3. Voting Rights**

3.1 The holders of the Class A Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation and at all such meetings shall be entitled to one vote in respect of each share held by such holder.

**SCHEDULE 2**  
**TO THE ARTICLES OF INCORPORATION OF**  
**MUSTGROW BIOLOGICS CORP.**

(the "Corporation")

Other provisions:

- (a) The Corporation has a lien on a share registered in the name of a shareholder or the shareholder's legal representative for any debt of that shareholder to the Corporation.
- (b) Subject to *The Business Corporations Act* (Saskatchewan) the board of directors may, between annual general meetings of the shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders, provided that the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the shareholders of the Corporation.

## SCHEDULE "B"

### NEW BY-LAWS

#### MUSTGROW BIOLOGICS CORP. (the "Corporation") BY-LAW NO. 1

BE IT ENACTED as a by-law of MUSTGROW BIOLOGICS CORP. as follows:

#### 1. INTERPRETATION

##### 1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means *The Business Corporations Act* (Saskatchewan) together with the regulations made pursuant thereto and any statute or regulations that may be substituted therefor, as amended from time to time and, in the case of any such amendment or substitution, any reference in this by-law shall be read as referring to the amended or substituted portions therefor;
- (b) "appoint" includes "elect" and vice versa;
- (c) "articles" means the articles attached to the certificate of incorporation or continuance of the Corporation as from time to time amended or restated;
- (d) "attendance", "attend" and "present" includes attendance or being present by way of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other in accordance with the requirements of the Act;
- (e) "Board" means the Board of Directors of the Corporation for the time being;
- (f) "by-law" means this by-law of the Corporation and all other by-laws from time to time in force and effect; and
- (g) "director" means a director of the Corporation.

##### 1.2 Interpretation

- (1) All terms contained in the by-laws which are not defined in the by-laws and which are defined in the Act shall have the meaning given to such terms in the Act.
- (2) Words importing the singular number only shall include the plural and vice versa. Words importing gender shall include the masculine, feminine and neuter genders.
- (3) The headings used in this by-law are inserted for reference purposes only and are not to be considered in construing the terms and provisions hereof or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
- (4) The by-laws are made pursuant to and are subordinate to the Act and shall be read in conjunction with the Act. In case of conflict between the provision of any by-law and a provision of the Act, the applicable provision of the Act shall govern. In case of conflict between the provision of any by-law and the provision of the articles or any unanimous shareholder agreement, the applicable provision of the articles or unanimous shareholder agreement, as the case may be, shall govern.

## 2. GENERAL MATTERS

### 2.1 Registered Office

The Board may by resolution change from time to time the address of the registered office of the Corporation within Saskatchewan specified in the Notice of Registered Office.

### 2.2 Financial Year

The fiscal year of the Corporation shall terminate on such day in each year as the Board may determine from time to time by resolution of the Board.

### 2.3 Seal

The Corporation may adopt one or more different corporate seals from time to time by resolution of the Board. Any instrument, agreement or other document executed on behalf of the Corporation is not invalid merely because the corporate seal is not affixed thereto.

### 2.4 Execution of Documents

- (1) To the extent permitted under applicable law, contracts, documents, securities or other instruments in written, electronic or any other form binding upon the Corporation ("**Documents**") may be executed in writing or in electronic form or otherwise assented to in any legally effective manner by any two officers or directors (or where the Corporation has only one director or officer, that director or officer). The Board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to execute or otherwise assent to either Documents generally or specific Documents. In addition, any two officers or directors that may so execute or otherwise assent to Documents on behalf of the Corporation (or where the Corporation has only one director or officer, that director or officer) may direct the manner in which and the person or persons by whom any particular Document or class of Documents may or shall be executed or otherwise assented to on behalf of the Corporation.
- (2) The signature of anyone authorized to execute a Document on behalf of the Corporation may, if specifically authorized by resolution of the Board, be printed, engraved, lithographed or otherwise mechanically reproduced upon all Documents in writing and any such Document, shall be deemed to have been manually signed by the person whose signature is so reproduced and shall be as valid as if the Document had been signed manually, notwithstanding that the officers, directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such Document.
- (3) The corporate seal of the Corporation, if any, may be affixed to any Document in writing by any person authorized to sign such Document or at the direction of any such person.
- (4) Any director or officer of the Corporation at the time of the making of the certificate, may certify a copy of any resolution, by-law or other document of the Corporation to be a true copy thereof.

### 2.5 Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

### 2.6 Voting Securities in other Bodies Corporate

All securities of any other body corporate carrying voting rights held from time to time by the Corporation may be voted at all meetings of shareholders, bondholders, debentureholders or holders of such securities, as the case may be, of such other body corporate, in such manner and by such person or persons as the Board shall from time to time determine by resolution. Any two officers of the Corporation (or where the Corporation has only one officer, that officer) may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as such officer(s) may determine without the necessity of a

resolution or other action by the Board.

### **3. DIRECTORS**

#### **3.1 Powers**

Subject to any unanimous shareholder agreement, the Board shall manage, or supervise the management of, the business and affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not by the Act or other statute, the articles, the by-laws or any special resolution of the Corporation expressly directed or required to be done in some other manner.

#### **3.2 Number of Directors**

Subject to any fixed number or minimum and maximum number of directors prescribed in the articles, the Board shall consist of such number of directors as may be specifically fixed from time to time by resolution of the Board.

#### **3.3 Election and Term**

The term of office for a director shall be from the date of the meeting at which he or she is elected until the annual meeting next following; provided that a retiring director shall retain office until the adjournment or termination of the meeting at which his or her successor is elected unless such meeting was called for the purpose of removing the director from office in which case the director so removed shall vacate office immediately upon the passing of the resolution for his or her removal. Retiring directors, if qualified under the Act and other applicable requirements, are eligible for re-election.

Whenever at any election of directors of the Corporation the full number of directors is not elected by reason of the disqualification, the refusal to act or the failure to consent to act as a director or the death of any nominee or nominees, the directors elected may exercise all powers of the Board so long as the number of directors so elected constitutes a quorum.

#### **3.4 Resignation**

A director may resign by sending to the Corporation a resignation in writing. A resignation of a director shall become effective at the time it is sent to the Corporation or at the time specified in the resignation, whichever is later.

#### **3.5 Vacancies**

If there is a vacancy or vacancies on the Board, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office. Subject to the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure to elect the number or minimum number of directors required by the articles.

#### **3.6 Removal of Directors**

Subject to the provisions of the Act, the shareholders may by resolution passed at a meeting specifically called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board.

#### **3.7 Ceasing to Hold Office**

A director ceases to hold office when he or she dies, is removed from office by the shareholders or ceases to be qualified for election as a director, or when or his or her resignation becomes effective.

#### **3.8 Remuneration and Expenses**

Subject to the articles or any unanimous shareholder agreement, the directors shall be paid such remuneration for their services as the Board may from time to time determine. The directors shall also be entitled to be reimbursed for travelling and other expenses reasonably incurred by them in attending meetings of the Board or any committee of the Board. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration for such service.

## 4. MEETINGS OF DIRECTORS

### 4.1 Place of Meetings

Meetings of the Board and of any committee of the Board may be held at any place within or outside Canada.

### 4.2 Calling Meetings

A meeting of the Board may be convened at any time by the President or any two directors, and the Secretary shall upon direction of any of the foregoing, convene a meeting of the Board. A meeting of any committee may be convened at any time by the committee chair or any two members of the committee, and the Secretary shall upon the direction of either of the foregoing, convene a meeting of such committee. Except as otherwise provided by the Act and the by-laws, the directors either as a Board or as a committee thereof may convene, adjourn and otherwise regulate their meetings as they think fit.

### 4.3 Notice of Meetings

Notice of the time and place of each meeting of the Board, or of any committee of the Board, shall be given in the manner provided in section 11.1 to each director or committee member, as the case may be, or by telephone. Where notice of a meeting is given by telephone, it shall be deemed to have been given when communicated personally to the director or committee member in question. If notice of a meeting is to be given personally or by telephone, then such notice shall be given not less than 24 hours before the time when the meeting is to be held. If notice of a meeting is to be delivered or sent (other than by mail) in the manner provided in section 11.1, then the notice shall be given not less than 48 hours before the time when the meeting is to be held. If notice of a meeting is to be given by mail, then such notice shall be given not less than 96 hours before the time when the meeting is to be held. Meetings of the Board or of any committee of the Board may be held at any time without formal notice if all the directors or members of the committee are present (including present by way of telephone or other electronic means) or if all the absent directors or committee members waive notice. A notice of a meeting of directors or of any committee shall, where required by the Act, specify the purpose or the business to be transacted at the meeting in reasonable detail.

### 4.4 Waiver of Notice

Notice of any meeting of the Board or of any committee of the Board or any irregularity in any meeting or in the notice thereof may be waived by any director in any manner, and such waiver may be validly given either before or after the meeting to which such waiver relates.

### 4.5 First Meeting of New Board

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of shareholders at which such Board is elected.

### 4.6 Participation in Meeting by Electronic Means

If all the directors consent, a director may participate in a meeting of the Board or a committee of the Board by means of a telephonic, electronic or other communication facility in accordance with the Act. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

### 4.7 Quorum

A majority of the number of directors prescribed by the articles or fixed by the Board pursuant to section 3.2 shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting.

### 4.8 Chair of Meeting

The President or in his or her absence, any other officer, shall preside as chair of every meeting of directors of the Corporation, but if at any meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chair of the meeting.

### 4.9 Secretary of Meeting

The Secretary shall act as secretary of meetings of directors of the Corporation. In the absence of the

Secretary or in the case of his or her disability or refusal to act, the chair of the meeting shall appoint a person, who need not be a director, to act as secretary of the meeting.

**4.10 Adjournment of Meetings**

The chair of a meeting of the Board or a committee of the Board may with the consent of the meeting adjourn any meeting from time to time to a fixed time and place and subject to the Act no notice of the fixed time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of the adjournment and if a quorum as constituted at the time of adjournment is present at the adjourned meeting. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

**4.11 Votes to Govern**

At all meetings of the Board and of each committee of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to have a second or casting vote and the motion shall be defeated.

**4.12 Resolution in Writing**

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the Board or committee of the Board is as valid as if it had been passed at a meeting of the Board or committee of the Board. Resolutions in writing contemplated by this section 4.12 may be signed in several counterparts including counterparts delivered by facsimile, which counterparts together shall constitute a single resolution in writing.

**5. COMMITTEES**

**5.1 Formation of Committees**

The Board may appoint one or more committees of the Board as it may determine and delegate to such committee any of the powers of the Board, except those which pertain to items which, under the Act, a committee of directors has no authority to exercise.

**5.2 Organization and Procedure**

Except as otherwise provided in the Act or in the by-laws and as may be otherwise determined by the Board, each committee of the Board shall determine its own organization and procedure.

**6. OFFICERS**

**6.1 Appointment of Officers**

Subject to the articles or any unanimous shareholder agreement, the Board may from time to time designate the offices of the Corporation and until otherwise determined, the offices shall consist of the following: President, Corporate Secretary and Chief Financial Officer. The Board may from time to time appoint such persons to fill any such offices, as it considers advisable. An officer may, but need not be, a director, and one person may hold more than one office.

**6.2 Duties of Officers**

The President shall preside at all meetings of the directors and shareholders and shall perform such other duties as may from time to time be assigned to him or her by resolution of the Board. The Secretary shall act as secretary at all meetings of the directors and shareholders and shall perform such other duties as may from time to time be assigned to him or her by resolution of the Board. 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 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.

**6.3 Term of Office**

The Board, in its discretion, may remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his or her successor is appointed, or until his or her earlier resignation.

**6.4 Terms of Employment and Remuneration**

The terms of employment and the remuneration of an officer appointed by the Board shall be established by the Board from time to time.

**7. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**7.1 Indemnity**

Subject to any limitations contained in the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and any such individual's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if:

- (a) such individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

Subject to any limitations contained in the Act, the Corporation shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to above.

**7.2 Indemnity Agreements**

Nothing in this by-law shall limit the right of any person entitled to indemnity apart from the provisions of this by-law. The Corporation is hereby authorized to execute indemnity agreements in favour of the individuals referred to in section 7.1 to the fullest extent permitted by law.

**7.3 Insurance**

The Corporation is hereby authorized to purchase and maintain insurance for the benefit of the individuals referred to in section 7.1 against such liabilities and in such amounts as the Board may determine from time to time.

**8. SHARES AND TRANSFERS**

**8.1 Shares and Transfers**

Shares in the authorized capital of the Corporation may from time to time be allotted and issued, and options to purchase shares may be granted, by resolution of the Board on such terms and conditions and to such persons as the Board may determine.

**8.2 Share Certificates**

Share certificates (and the transfer form on the reverse side thereof) shall, subject to compliance with the Act, be in such form as the Board may from time to time by resolution approve and such certificates shall be signed by any one officer of the Corporation holding office at the time of signing. Notwithstanding any change in the persons holding such office between the time of actual signing and the issuance of any certificate, any such certificate so signed shall be valid and binding upon the Corporation.

**8.3 Transfer of Shares**

A transfer of a share issued by the Corporation shall be recorded or registered in accordance with the Act and no transfer shall be recorded or registered unless or until the certificate representing the share has been surrendered and cancelled or, if no certificate has been issued by the Corporation in respect of such share, unless or until a duly executed share transfer power in respect thereof has been presented for registration.

**8.4 Replacement Share Certificates**

If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, and on such terms, if any, as to evidence and indemnity as the Board thinks fit.

**8.5 Joint Shareholders**

If two or more persons are registered as joint holders of any shares of the Corporation, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividends, bonus, return of capital or other money payable or warrant issuable in respect of such shares.

**8.6 Deceased Shareholders**

In the event of the death of a holder, or any one of the joint holders, of any share, the Corporation shall not be required to make any entry in the share register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation.

**8.7 Lien for Indebtedness**

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 applicable law, by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or equity. Such lien may also be enforced by way of set off against any dividends otherwise payable in respect of such shares or against any other amount otherwise owing by the Corporation to such shareholder. Pending such enforcement, the Corporation may refuse to register a transfer of the whole or any part of such shares and, at the option of the Board, such shares may not be voted at a meeting of shareholders.

**9. DIVIDENDS**

**9.1 Declaration**

Subject to the provisions of the Act and the articles, the Board may declare and the Corporation may pay dividends to the shareholders according to their respective rights and interests in the Corporation. Dividends may be paid by issuing fully paid shares of the Corporation or options or rights to acquire fully paid shares of the Corporation or, subject to the provisions of the Act, may be paid in money or property.

**9.2 Payment**

Any amount payable in cash to shareholders (including dividends payable in cash) may be paid by cheque drawn on a financial institution or by electronic means to or to the order of each registered holder of shares of the class or series in respect of which such amount is to be paid. Cheques may be sent by delivery or first class mail to such registered holder at the holder's address appearing on the register of shareholders, unless that holder otherwise directs in writing. The sending of a cheque, as herein provided, in the amount of the dividend less any tax that the Corporation is required to withhold, shall discharge the Corporation from its liability to pay the amount of that dividend, unless the cheque is not paid on due presentation.

**9.3 Joint Shareholders**

Cheques payable to joint shareholders shall be made to the order of all such joint shareholders. Such cheques may be sent to the joint shareholders at the address appearing on the register of shareholders in respect of that joint holding, to the first address so appearing if there is more than one, or to such other address as such joint shareholders direct in writing.

**9.4 Unclaimed Dividends**

To the extent permitted under applicable law, any dividend unclaimed after a period of five years from the

date on which it has been declared payable shall be forfeited and shall revert to the Corporation.

## **10. MEETINGS OF SHAREHOLDERS**

### **10.1 Place of Meetings**

Meetings of shareholders shall be held at the place in Saskatchewan as the Board may determine or, if specified in the articles or all the shareholders entitled to vote at the meeting so agree, at some place outside Saskatchewan.

### **10.2 Calling Meetings**

The President or the Board by resolution, may at any time call the annual or a special meeting of shareholders. The Secretary shall upon direction of any of the foregoing, subject to compliance with the Act, the articles and the by-laws, convene such meeting of shareholders.

### **10.3 Notice of Meetings**

Notice of the time and place of each meeting of the shareholders of the Corporation shall be given in the manner provided in section 11.1 to each director, to the auditor and to each shareholder who at the close of business on the record date for notice was entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than the consideration of the financial statements and auditors report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. Subject to section 10.6, to the extent required under the Act, notice of any adjournment or postponement thereof, shall be given as specified in the Act and other applicable legal requirements.

### **10.4 Waiver of Notice**

Notice of any meeting of shareholders or any irregularity in any such meeting or in the notice thereof may be waived by any shareholder, the duly appointed proxy of such shareholder or any other person entitled to attend the meeting of shareholders on behalf of such shareholder, in any manner and such waiver may be validly given either before or after the meeting to which such waiver relates. Attendance of any shareholder, duly appointed proxy of any shareholder or any other person entitled to attend the meeting of shareholders on behalf of such shareholder shall be deemed to constitute a waiver of notice of the meeting, except where that person at the opening of business of the meeting states to the meeting that his or her attendance at the meeting is solely for the purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

### **10.5 Participation in Meeting by Electronic Means**

The Board may by resolution direct that the Corporation make available adequate communication facilities in accordance with the Act so as to permit attendance and voting at a meeting of shareholders by means of a telephonic, electronic or other communication facility.

### **10.6 Quorum**

A quorum for any meeting of shareholders shall be constituted only if shareholders holding 5% or more of the total number of issued shares of the Corporation for the time being enjoying voting rights at such meeting are present or represented by proxy or other representative. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting. If a quorum is not present at the time and place fixed for the meeting in the notice thereof, the meeting shall, without further action, stand adjourned to be convened on the same day of the following week at the same place and at the same time and those present at the adjourned meeting shall constitute a quorum. No business shall be transacted at any meeting of shareholders unless the requisite quorum shall be present at the commencement of the meeting.

### **10.7 Chair of Meeting**

The President, or in his or her absence, any other officer shall preside as chair of a meeting of shareholders of the Corporation. If there is no such chair, or if at any meeting he or she is not present within 30 minutes after the time appointed for holding the meeting or is unwilling to act as chair, the shareholders present

shall choose one of their number to be chair of the meeting.

**10.8 Secretary**

The Secretary shall act as secretary of a meeting of shareholders of the Corporation. In the absence of the Secretary or in the case of his or her disability or refusal to act, the chair of the meeting shall appoint a person, who need not be a shareholder, to act as secretary of the meeting.

**10.9 Persons Entitled to be Present**

The only persons entitled to attend a meeting of shareholders are those entitled to vote at such meeting, the directors, the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under the Act or other applicable law, the articles or the by-laws of the Corporation to be present at such meeting. The chair of a meeting of shareholders may permit or restrict attendance at such meeting by persons other than those enumerated above.

The chair of a meeting of shareholders may order the removal from the meeting of any person whose conduct, in the opinion of the chair, has prejudiced or is likely to prejudice, the orderly conduct of the meeting.

**10.10 Joint Shareholders**

If two or more persons hold shares jointly, any one of them present in person or represented by proxy at a meeting of shareholders may, in the absence of the other joint holders, vote the shares but, if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one the shares jointly held by them.

**10.11 Adjournment of Meetings**

The chair of the meeting may with the consent of the meeting adjourn any meeting of shareholders from time to time to a fixed time and place and, subject to the Act, no notice of the time and place for the holding of the adjourned meeting shall be required if the adjourned meeting is held in accordance with the terms of adjournment and if a quorum as constituted at the time of adjournment is present at the adjourned meeting. If there is not a quorum as so constituted present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment. Any business may be brought or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original meeting.

**10.12 Votes to Govern**

Subject to the provisions of the Act, the articles and the by-laws, all questions proposed for the consideration of the shareholders at a meeting shall be decided by a majority of the votes cast thereon. In case of an equality of votes either on a show of hands or on a ballot, the Chair of the meeting shall not have a second or casting vote in addition to the vote or votes to which he or she may be entitled as shareholder and the motion shall be defeated.

**10.13 Voting**

Subject to the provisions of the Act, at all meetings of shareholders every question shall be decided by a show of hands unless a ballot is required by the chair of the meeting or is demanded by a shareholder or proxyholder present and entitled to vote. Upon a show of hands, every person present and entitled to vote has one vote regardless of the number of shares he or she represents. After a show of hands has been taken upon any question, the chair may require, or any shareholder or proxyholder present and entitled to vote may demand, a ballot upon the question. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot has been required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question.

For the purposes of this section, "show of hands" includes a vote conducted in whole or in part by means of a telephonic, electronic or other communication facility in accordance with the Act.

**10.14 Ballots**

If a ballot is required by the chair of the meeting or is demanded and the demand is not withdrawn, a ballot

upon the question shall be taken in such manner as the chair of the meeting directs. Subject to the provisions of the Act and the articles, upon a ballot, every shareholder entitled to vote and present in person or by proxy shall have one vote for every share registered in his or her name which is entitled to vote upon the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

**10.15 Scrutineers**

At each meeting of shareholders one or more scrutineers may be appointed by a resolution of the meeting or by the chair with the consent of the meeting, to serve at the meeting. Such scrutineers need not be shareholders of the Corporation.

**10.16 Proxyholders and Representatives**

Every shareholder entitled to vote at a meeting of shareholders may appoint a proxyholder, or one or more alternate proxyholders, who need not be shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the shareholder or his attorney and shall conform with the requirements of the Act. Every shareholder which is a body corporate or association may by resolution of its directors or governing body authorize an individual to represent it at a meeting of shareholders and such individual may exercise on the shareholder's behalf all the powers it could exercise if it were an individual shareholder. The authority of such an individual shall be established by depositing with the Corporation a certified copy of such resolution, or in such other manner as may be satisfactory to the Secretary of the Corporation or the chair of the meeting.

**10.17 Time for Deposit of Proxies**

The Board may specify in a notice calling a meeting of shareholders a time, preceding the time of such meeting by not more than 48 hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, if it has been received by the Secretary of the Corporation or by the chair of the meeting or any adjournment thereof prior to the time of voting.

**10.18 Resolution in Writing**

A resolution in writing, signed by all the shareholders entitled to vote on that resolution at a meeting of shareholders, is as valid as if it had been passed at a meeting of shareholders. Resolutions in writing contemplated by this section 10.18 may be signed in several counterparts including counterparts delivered by facsimile, which counterparts together shall constitute a single resolution in writing.

**11. NOTICES**

**11.1 Method of Giving Notice**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a shareholder, director, officer, auditor or member of a committee of the Board shall be sufficiently given to the person to whom it is to be given:

- (a) if delivered personally to that person; or
- (b) if delivered (other than via mail) to his or her recorded address; or
- (c) if mailed to his or her recorded address by prepaid ordinary or air mail; or
- (d) if sent to his or her recorded address by any means of prepaid electronic document, provided that the addressee has consented in writing to receipt of electronic documents and has designated an information system for the receipt of electronic documents.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as set out above. A notice so mailed shall be deemed to have been given when deposited in a post

office or public letterbox. An electronic document so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the designated information system for dispatch. The Secretary may change or cause to be changed the recorded address of any shareholder, director, officer, auditor, or member of a committee of the Board in accordance with any information which he or she reasonably believes to be reliable.

For the purpose of this article, "recorded address" means the latest address (including electronic address) recorded in the records of the Corporation.

**11.2 Computation of Time**

In computing the time when notice must be given under any provision requiring a specific number of hours notice of any meeting or other event, the hour of giving the notice and the hour of commencement of the meeting shall be excluded, and in computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**11.3 Waiver of Notice**

Any shareholder (or the duly appointed proxy thereof), director, officer or auditor may waive any notice or abridge the time required for any notice required to be given under any provision of the Act, the articles or by-laws of the Corporation or other event of which notice is required to be given, and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of shareholders or of the Board or a committee of the Board which may be given in any manner.

**11.4 Accidental Omissions and Errors**

The accidental omission to give any notice to any shareholder, director, officer or auditor, or the non-receipt of any notice by any shareholder, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**11.5 Signatures to Notices**

The signature of any director or officer of the Corporation to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

**11.6 Notice Returned**

Where notices or other documents required to be given by the Corporation to its shareholders have been mailed to a shareholder at his or her latest recorded address and where, on three consecutive occasions, notices or other documents have been returned by the post office to the Corporation, the Corporation is not required to mail to the shareholder any further notices or other documents until such time as the Corporation receives written notice from the shareholder requesting that notices and other documents be sent to the shareholder at a specified address.

**11.7 Notice to Joint Shareholders**

All notices or other documents shall, with respect to any shares in the capital of the Corporation registered in more than one name, be given to whichever of such persons is named first in the records of the Corporation and any notice or other document so given shall be sufficient notice of delivery of such document to all the holders of such shares.

**11.8 Persons Entitled by Death or Operation of Law**

Every person who, by operation of law, transfer, death of a shareholder or by any other means whatsoever, becomes entitled to shares is bound by every notice in respect of such shares which has been duly given to the registered holder from whom such holder derives title prior to such holder's name and address being entered on the records of the Corporation (whether such notice was given before or after the happening of the event upon which such holder became so entitled) and prior to such holder furnishing to the Corporation the proof of authority or evidence of such holder's entitlement prescribed by the Act.

**11.9 Deceased Shareholders**

Any notice or other document given as herein provided shall, notwithstanding that such shareholder be then deceased and whether or not the Corporation has notice of his or her death, be deemed to have been duly

served in respect of the shares held by such shareholder (whether held solely or with other persons) until some other person be entered in his or her stead in the records of the Corporation as the holder or one of the holders thereof and such service shall for all purposes be deemed a sufficient service of such notice or other document on his or her heirs, executors, or administrators and all persons (if any), interested with him or her in such shares.

**11.10 Evidence of Notice**

A certificate of any director or officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery or service of any notice or other document to any shareholder, director, officer or auditors or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every shareholder, director, officer or auditor of the Corporation, as the case may be.

**11.11 Combined Notice of General and Special Meeting**

A special general meeting and the annual general meeting of shareholders of the Corporation may be convened by one and the same notice, and it shall be no objection to such notice that it only convenes the second meeting contingently on any resolution being passed by the requisite majority at the first meeting.

## SCHEDULE "C"

### DISSENT PROVISION OF THE BCBCA

#### Part 8 - Division 2 — Dissent Proceedings

##### Definitions and application

237 (1) In this Division:

"**dissenter**" means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

"**notice shares**" means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

"**payout value**" means,

(a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution,

(b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement,

(c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order, or

(d) in the case of a dissent in respect of a community contribution company, the value of the notice shares set out in the regulations,

excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that

(a) the court orders otherwise, or

(b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

##### Right to dissent

238 (1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent as follows:

(a) under section 260, in respect of a resolution to alter the articles

- (i) to alter restrictions on the powers of the company or on the business the company is permitted to carry on, or
  - (ii) without limiting subparagraph (i), in the case of a community contribution company, to alter any of the company's community purposes within the meaning of section 51.91;
- (b) under section 272, in respect of a resolution to adopt an amalgamation agreement;
  - (c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;
  - (d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;
  - (e) under section 301 (5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
  - (f) under section 309, in respect of a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;
  - (g) in respect of any other resolution, if dissent is authorized by the resolution;
  - (h) in respect of any court order that permits dissent.

(2) A shareholder wishing to dissent must

- (a) prepare a separate notice of dissent under section 242 for
  - (i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and
  - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,
- (b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent, and
- (c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.

(3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must

- (a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner, and

(b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

### **Waiver of right to dissent**

**239** (1) A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.

(2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must

(a) provide to the company a separate waiver for

(i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf, and

(ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver, and

(b) identify in each waiver the person on whose behalf the waiver is made.

(3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to

(a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and

(b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.

(4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

### **Notice of resolution**

**240** (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote,

(a) a copy of the proposed resolution, and

(b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.

(2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at least 21 days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote,

(a) a copy of the proposed resolution, and

(b) a statement advising of the right to send a notice of dissent.

(3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within 14 days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote,

(a) a copy of the resolution,

(b) a statement advising of the right to send a notice of dissent, and

(c) if the resolution has passed, notification of that fact and the date on which it was passed.

(4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

#### **Notice of court orders**

**241** If a court order provides for a right of dissent, the company must, not later than 14 days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent

(a) a copy of the entered order, and

(b) a statement advising of the right to send a notice of dissent.

#### **Notice of dissent**

**242** (1) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (a), (b), (c), (d), (e) or (f) must,

(a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least 2 days before the date on which the resolution is to be passed or can be passed, as the case may be,

(b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than 14 days after receiving the records referred to in that section, or

(c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than 14 days after the later of

(i) the date on which the shareholder learns that the resolution was passed, and

(ii) the date on which the shareholder learns that the shareholder is entitled to dissent.

(2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (g) must send written notice of dissent to the company

(a) on or before the date specified by the resolution or in the statement referred to in section 240 (2) (b) or (3) (b) as the last date by which notice of dissent must be sent, or

(b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.

(3) A shareholder intending to dissent under section 238 (1) (h) in respect of a court order that permits dissent must send written notice of dissent to the company

(a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241, or

(b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within 14 days after the shareholder receives the records referred to in section 241.

(4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:

(a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns no other shares of the company as beneficial owner, a statement to that effect;

(b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect and

(i) the names of the registered owners of those other shares,

(ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and

(iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;

(c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and

(i) the name and address of the beneficial owner, and

(ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.

(5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

### **Notice of intention to proceed**

**243** (1) A company that receives a notice of dissent under section 242 from a dissenter must,

(a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of

(i) the date on which the company forms the intention to proceed, and

(ii) the date on which the notice of dissent was received, or

(b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.

(2) A notice sent under subsection (1) (a) or (b) of this section must

(a) be dated not earlier than the date on which the notice is sent,

(b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order, and

(c) advise the dissenter of the manner in which dissent is to be completed under section 244.

### **Completion of dissent**

**244** (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice,

(a) a written statement that the dissenter requires the company to purchase all of the notice shares,

(b) the certificates, if any, representing the notice shares, and

(c) if section 242 (4) (c) applies, a written statement that complies with subsection (2) of this section.

(2) The written statement referred to in subsection (1) (c) must

(a) be signed by the beneficial owner on whose behalf dissent is being exercised, and

(b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out

(i) the names of the registered owners of those other shares,

(ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and

(iii) that dissent is being exercised in respect of all of those other shares.

(3) After the dissenter has complied with subsection (1),

(a) the dissenter is deemed to have sold to the company the notice shares, and

(b) the company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.

(4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.

(5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.

(6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

### **Payment for notice shares**

**245** (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must

(a) promptly pay that amount to the dissenter, or

(b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may

(a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court,

(b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244 (1), and

(c) make consequential orders and give directions it considers appropriate.

(3) Promptly after a determination of the payout value for notice shares has been made under subsection (2) (a) of this section, the company must

(a) pay to each dissenter who has complied with section 244 (1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter's notice shares, or

(b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(4) If a dissenter receives a notice under subsection (1) (b) or (3) (b),

(a) the dissenter may, within 30 days after receipt, withdraw the dissenter's notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares, or

(b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.

(5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that

(a) the company is insolvent, or

(b) the payment would render the company insolvent.

### **Loss of right to dissent**

**246** The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

(a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;

(b) the resolution in respect of which the notice of dissent was sent does not pass;

(c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;

(d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;

(e) the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;

(f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;

(g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;

(h) the notice of dissent is withdrawn with the written consent of the company;

(i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

### **Shareholders entitled to return of shares and rights**

**247** If, under section 244 (4) or (5), 245 (4) (a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares,

(a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244 (1) (b) or, if those share certificates are unavailable, replacements for those share certificates,

(b) the dissenter regains any ability lost under section 244 (6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, and

(c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.