GROWMAX RESOURCES CORP.

915 – 700 West Pender Street
Vancouver, BC V6C 1G8

INFORMATION CIRCULAR
with information as at July 2, 2019, unless stated otherwise

INTRODUCTION

This Information Circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of Growmax Resources Corp. (the "Corporation") for use at the annual and special meeting (the "Meeting") of its shareholders to be held on August 7, 2019 at the time and place and for the purposes set forth in the accompanying Notice of Meeting of shareholders (the "Notice").

In this Information Circular, references to the "**Corporation**", "**we**" and "**our**" refer to Growmax Resources Corp. "**Common Shares**" means common shares without par value in the capital of the Corporation. "**Beneficial Shareholders**" means shareholders who do not hold Common Shares in their own name and "**intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

The information provided in this Circular is as of July 2, 2019, unless otherwise stated. The date of approval of this Circular by the Board of Directors (the "**Board**") and of signature by the Chief Executive Office on behalf of the Board is July 2, 2019. Unless otherwise stated, all dollar amounts stated herein are in Canadian dollars.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

To the knowledge of management there are no directors who have informed the Corporation in writing that they intend to oppose any action taken by management.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers and/or directors of the Corporation. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by**

inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

(a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;

(b) any amendment to or variation of any matter identified therein; and

(c) any other matter that properly comes before the Meeting.

If no choice is specified by a Shareholder with respect to any matter identified in the Proxy or any amendment or variation to such matter, it is intended that the persons designated by management in the Proxy will vote the Common Shares represented thereby IN FAVOUR of such matter.

Registered Shareholders

To be valid, the Proxy must be signed by the Shareholder or the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney. The Proxy, to be acted upon, must be deposited with the Corporation, c/o its agent, Computershare Trust Company of Canada ("**Computershare**") at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 Attention: Proxy Department, or by telephone or over the internet as specified in the form or proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s). The chairman of the Meeting has the discretion to accept proxies received after that time. Failure to properly complete or deposit a Proxy may result in its invalidation.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker or an intermediary, then in almost all cases such Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the broker or intermediary holding the Beneficial Shareholder's Common Shares. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms and intermediaries), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners ("**OBO**s") object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners ("**NOBO**s") who do not object to the issuers of the securities they own knowing who they are.

The securityholder materials prepared for this Meeting are being sent to both registered and non-registered ("**Beneficial Shareholders"**) owners of the securities of the Corporation. The securityholder materials are forwarded to registered holders of the Corporation by Capital Transfer Agency Inc. and to Beneficial Shareholders by each beneficial holder's intermediary, which in most cases is Broadridge (defined below). Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and in the United States. Broadridge mails a Voting Instruction Form ("**VIF**") in lieu of the proxy provided by the Corporation. The VIF will name the same persons as are named in the Corporation's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of Ontario, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Business Corporations Act* (Alberta) (the "**BCA**"), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a

foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it using one of the following methods:

(a) execute a proxy bearing a later date or execute a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Corporation at c/o McMillan LLP, Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

(b) attend the Meeting in person and vote the registered shareholder's Common Shares.

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

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

No director or executive officer of the Corporation, or any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, or the appointment of an auditor, and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board has fixed July 2, 2019 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record ("**Shareholders**") at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting. Only registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

The Corporation is authorized to issue an unlimited number of Common Shares without par value and an unlimited number of Preferred Shares. No Preferred Shares have ever been issued. The Common Shares are the only issued and outstanding voting securities of the Corporation and the holders thereof being entitled to one vote for each Common Share held. As of the Record Date a total of 213,925,645 Common Shares were issued and outstanding.

To the knowledge of the directors and executive officers of the Corporation, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation, other than as set forth below.

Shareholder Name	Number of Common Shares Held	Percentage of Issued Common Shares
Kisan International Trading FZE[(2)]	23,046,500[(1)]	10.8%

Notes:

1) The information is based on SEDI insider reports filed on www.sedi.ca
2) Kisan, a body corporate registered under the Jebel Ali Free Zone Authority, United Arab Emirates, is a subsidiary of Indian Farmers Fertiliser Co-operative Ltd.

Documents Incorporated by Reference

The following documents filed with the securities commissions or similar regulatory authority, pursuant to National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"), in the Provinces of British Columbia, Alberta and Ontario are specifically incorporated by reference into, and form an integral part of, this Circular:

- the Consolidated Financial Statements for the fiscal year ended December 31, 2018; and
- the annual form of Management Discussion and Analysis dated December 31, 2018.

Copies of documents incorporated herein by reference may be obtained by a Shareholder upon request without charge from the Corporate Secretary of the Corporation at the address above or by email at info@growmaxcorp.com. These documents are also available for review under the Corporation's SEDAR profile at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Corporation's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

PARTICULARS OF MATTERS TO BE ACTED UPON

VOLUNTARY DELISTING FROM TSXV

At the Meeting, shareholders will be asked to consider, and if deemed advisable, pass, with or without variation, an ordinary resolution (the "**Delisting Resolution**"), to approve the voluntary delisting (the "**Delisting**") of the Common Shares from the TSX Venture Exchange (the "**TSXV**"). The Delisting is intended to take effect concurrently with the listing of the Common Shares on the Canadian Securities Exchange (the "**CSE**"), which will be organized by the Board subsequent to the Meeting assuming that the shareholders pass the Delisting Resolution. The Delisting is connected to the previous and ongoing reorganization of the Corporation.

The Corporation is undertaking a substantial change to its business, through the disposition of Energicon S.A., a previously held wholly owned subsidiary of the Corporation, in 2016 for cash consideration of

US$5,085,667, the discontinuation of the Corporation's oil and gas operations, and a change in focus and direction of the Corporation as at December 31, 2018. The remaining subsidiaries of the Corporation are GrowMax Agri Corp. (in which the Corporation has a 95% ownership interest) and Americas Potash Peru S.A., which is wholly owned by GrowMax Agri Corp. Americas Potash Peru S.A. was incorporated and is registered in Peru, and holds the Corporation's interests in phosphates, potash, and other mineral concessions in Peru, including over the Corporation's Bayovar property. At December 31, 2018, the Corporation determined that the carrying amount of the exploration and evaluation assets exceeded their recoverable amount, and a write off of $57,058,304 was recorded, such that the current carrying value of the Corporation's exploration and evaluation assets is $nil.

With the reconstitution and appointment of new Board of Directors and the accompanying change in the focus and direction of the Corporation, the Corporation has no plans to continue exploration, evaluation, or development of the Bayovar property or any other similar property.

The Board now proposes to complete the reorganization of the Corporation (the "**Reorganization**") through a series of actions including the Delisting, listing the common shares in the capital of the Corporation on the CSE as an investment issuer, and distributing excess capital to the shareholders, as described more particularly under the heading "Reduction of Stated Capital". In this way, each of the business, the assets, and the corporate structure of the Corporation have been or will be reorganized in a manner recommended by the current Board to suit the purpose of the Corporation becoming an investment issuer on the CSE.

In general terms, the status of the Common Shares as qualified investments for registered plans for purposes of the *Income Tax Act* (Canada) (the "**Tax Act**") depends on the status of the shares as listed on a "designated stock exchange" or the status of the Corporation as a "public corporation", as those terms are defined for purposes of the Tax Act. While the TSXV and the CSE are both currently a designated stock exchange, it is possible that a hiatus may arise where the Common Shares have been de-listed from the TSXV at a time when they are not yet considered fully listed on the CSE. However, the current understood status of the Corporation as a "public corporation" (and the qualified investment status associated therewith) should, in general terms, continue under the Tax Act unless the Corporation elects not to be a public corporation or the Minister of National Revenue designates the Corporation not to be a public corporation. The status of the Corporation for these purposes, and the status of the Common Shares as qualified investments for registered plans, is not addressed under "Certain Canadian Federal Income Tax Considerations" or otherwise addressed in this Circular, and affected holders should consult their own tax advisors in this regard.

The Board believes that the Delisting is in the best interests of the Corporation and therefore unanimously recommends that shareholders vote in favour of the Delisting Resolution.

In order to pass the Delisting Resolution, at least a majority of the votes cast by the shareholders present at the Meeting in person or by proxy must be voted in favour of the Delisting Resolution, excluding votes attaching to the Common Shares held by promoters, directors, officers and other insiders of the Corporation, in accordance with the requirements of the TSXV.

The text of the Delisting Resolution to be voted on at the Meeting by the shareholders is set forth below:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the Corporation be and is hereby authorized to voluntarily delist its securities from the TSX Venture Exchange (the "**Delisting**");

2. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation be, and they are hereby authorized and empowered to revoke this resolution at any time prior to it being acted upon and to determine not to proceed with Delisting without further approval of the shareholders of the Corporation; and

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

The Board recommends you vote in favour of the Delisting Resolution.

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

LISTING ON THE CSE

At the Meeting, the shareholders will be asked to consider, and if deemed advisable, pass, with or without variation, an ordinary resolution (the "**CSE Listing Resolution**"), to authorize the Corporation to apply to the Canadian Securities Exchange (the "**CSE**") to list the Common Shares for trading. The proposed listing on the CSE is in connection with the Reorganization of the Corporation which is happening contemporaneously, and its shift from a resource issuer to an investment issuer, as the Board believes that given the change in business and operations of the Corporation, the Corporation would best be served by the Common Shares trading on the facilities of the CSE and the Corporation operating in accordance with the policies and restrictions of the CSE.

Concurrently with or subsequent to the Delisting, the Board intends to apply to the CSE to list the Common Shares for trading on the CSE, which approval shall only be permitted with the prior approval of the Corporation's shareholders. If shareholders approve the ordinary resolution to authorize the application to list the Common Shares on the CSE, upon consideration and approval by the Board, the Corporation will submit its listing application (the "**Listing Application**") to the CSE. Upon completion of the Listing Application, the Common Shares shall, subject to approval of the CSE, be listed for trading on the CSE.

The Board believes that the CSE Listing Application is in the best interests of the Corporation and therefore unanimously recommends that shareholders vote in favour of the CSE Listing Resolution.

In order to pass the CSE Listing Resolution, at least a majority of the votes cast by the shareholders present at the Meeting in person or by proxy must be voted in favour of the CSE Listing Resolution, excluding votes attaching to the Common Shares held by promoters, directors, officers and other insiders of the Corporation.

The text of the CSE Listing Resolution to be voted on at the Meeting by the shareholders is set forth below:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the Corporation be and is hereby authorized, to make application to the Canadian Securities Exchange (the "**CSE**") to list the Common shares of the Corporation for trading on the CSE;

2. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation be, and they are hereby authorized and empowered to revoke

this resolution at any time prior to it being acted upon and to determine not to proceed with Delisting without further approval of the shareholders of the Corporation; and

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

The Board recommends you vote in favour of the CSE Listing Resolution.

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

CHANGE OF BUSINESS

At the Meeting, Shareholders will be asked to consider and, if thought fit, to pass, with or without variation an ordinary resolution (the "**Change of Business Resolution**") approving the Change of Business. In light of the current state of the capital markets, and given the expertise and skill of the Board, the management of the Corporation and the Board believe that the optimal allocation of the Corporation's working capital would be within the framework of an investment issuer, rather than as a mining issuer where its working capital would be spent on a limited number of projects related to the Corporation's industry and operating businesses. Following the Change of Business, the Corporation would be able to deploy its capital in a wider range of industries and investments.

The Corporation's management believes that it meets the listing requirements of the CSE as an "investment company." The CSE policies set out that an investment company must have an appropriate balance between income and activity depending on the nature of its investments. A holding company that is not active in the management of its investee companies should own majority interests or have effective control in businesses that can generate returns that will flow to the shareholders through distributions, or have prospects for growth through the reinvestment of earnings. Investments companies must have minimum assets of:

(1) $2 million, at least 50% of which has been allocated to at least two specific investments; or

(2) $4 million; and

(3) A track record of acquiring and divesting interests in arm's length enterprises in a manner that can be characterized as conducting an active business.

Upon Shareholder approval of the Change of Business, the Corporation expects to invest such further amounts as are necessary to ensure the available funds are invested as required by the CSE policies and in accordance with the policy (the "**Investment Policy**") to be adopted by the Board in respect of the Corporation's investments, as amended from time to time.

The text of the Change of Business Resolution to be voted on at the Meeting by the shareholders is set forth below:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the Change of Business of Corporation from a "mining issuer" to an "investment company", as those terms are used in the policies of the Canadian Securities Exchange (the "**CSE**"), substantially

as described in the Corporation's information circular (the "**Circular**") dated July 2, 2019, be and is hereby ratified, confirmed and approved.

2. the Corporation's investment strategy and policy may be amended in order to satisfy the requirements or requests of the CSE without requiring further approval of the shareholders of the Corporation, and thereafter the Investment Policy (as defined in the Circular) may be amended upon approval of the Board.

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

The Board recommends that the Shareholders vote in favour of the Change of Business Resolution.

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

Investment Policy

The Corporation will adopt a written Investment Policy to govern its investment activities. The Investment Policy will provide, among other things, the investment objectives and strategy based on the fundamental principles set out below. A complete copy of the proposed Investment Policy is attached to this Circular as 0.

Investment Objectives

The investment objective of the Corporation will be to provide investors with long-term capital growth by investing in a portfolio of undervalued companies. The Corporation will not operate their business; rather the Corporation will strive to complement management as an active participant generally assisting in every aspect of the business.

Investment Strategy

Investment Sector

In light of the number of investment opportunities available, Investments shall be focused but not limited to legal cannabis, hemp and related companies with a focus on advance stage licensed producers in North America. Such investee companies may be private or public companies and there will be no bias to sector based on economic, financial and market conditions. This approach is demonstrated in the Corporation's proposed investment strategy, as set out below.

Investment Types

The Corporation may invest in equity, debt and convertible securities, which the Corporation intends will be acquired and held both for long-term capital appreciation and shorter-term gains. The Corporation will try to identify companies that have potential, strong management teams and/or are involved with a segment of the market that is consistent with or otherwise complimentary to the Corporation's macro position. A key aspect of the Corporation's investment strategy will be seeking undervalued companies

backed by strong management teams and solid business models that can benefit from macro-economic trends.

The Corporation will invest in concentrated, long-term positions in public companies. The Corporation may invest in securities of issuers in special situations, including event-driven situations such as assuming a controlling or joint-controlling interest in an invested company, which may also involve the provision of advice to management and/or board participation.

The Corporation's investment strategy will also include structuring and initiating deals focused on particular resources, themes, or regions as well as launching the development of businesses in select industries by providing assistance with the hiring of management teams, providing seed capital and facilitating the transition of such private companies to the public market.

Notwithstanding the foregoing, the Corporation's investment objective, investment strategy and investment restrictions may be amended from time to time as approved by the Board. Additionally, notwithstanding the Investment Policy, the Board may, from time to time, authorize such additional investments outside of the disciplines set forth in this Circular as it sees fit for the benefit of the Corporation and its shareholders

Nature of Involvement

The Corporation primarily expects to be a passive investor. However, there may be situations in which the Corporation will seek a more active role by advising management of the investee company and/or placing one or more nominees on the board of directors of the investee company. In such situations, the Corporation intends to use its financial and management expertise to add or unlock value. The Corporation may also structure an investment to assume a controlling or joint-controlling interest in a company, which may or may not involve the provision of advice to management and/or board participation.

Investment Evaluation Process

It is anticipated that the Corporation's investments will be carried out according to an opportunistic and disciplined process to maximize returns while minimizing risk, taking advantage of investment opportunities identified from the industry contacts of the Board, the officers of the Corporation and the members of an investment committee (the "**Investment Committee**") established by the Corporation. The Corporation will use a top-down and bottom-up investment approach to develop a macro view of any individual sector, build a position consistent with such view within that sector and devise an exit strategy designed to maximize the relative return in light of changing fundamentals and opportunities.

The Corporation intends to establish the Investment Committee to monitor its investment portfolio on an ongoing basis and to review the status of its investments. The Investment Committee will be subject to the direction of the Board. It is expected that such members will include directors and/or officers of the Corporation, but the Corporation may also utilize, or appoint to the Investment Committee, qualified independent financial or technical consultants approved by the Board to assist the Investment Committee in making its investment decisions. The members of the Investment Committee will be appointed by the Board, and members of the Investment Committee may be removed or replaced by the Board.

All investments will be submitted to the Board for final approval. The Investment Committee will select all investments for submission to the Board and monitor the Corporation's investment portfolio on an ongoing basis, and will be subject to the direction of the Board. One member of the Investment

Committee may be designated and authorized to handle the day-to-day trading decisions in keeping with the directions of the Board and the Investment Committee.

Conflicts of Interest

Any potential investments where there is a material conflict of interest involving management or the Board may only proceed after receiving approval from disinterested directors of the Board. The Corporation is also subject to any applicable stock exchange policies regarding "related party" transactions, and applicable securities laws.

Amendment of Investment Policy

The Corporation's Investment Policy may be amended with approval from the Board.

CONTINUANCE TO BRITISH COLUMBIA

The Corporation is currently governed by the *Business Corporations Act* (Alberta) (the "**ABCA**"). At the Meeting, shareholders of the Corporation will be asked to consider and, if deemed advisable, to approve, a special resolution (the "**Continuance Resolution**") approving the continuance of the Corporation (the "**Continuance**") from the Province of Alberta governed by the ABCA to the Province of British Columbia governed by the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). To be effective, the Continuance Resolution must be approved by not less than two-thirds (2/3) of the votes cast at the Meeting.

The Continuance, if approved, will change the legal domicile of the Corporation and will affect certain of the rights of shareholders as they currently exist under the ABCA. Accordingly, shareholders should consult their own independent legal advisors regarding implications of the Continuance, especially from a tax perspective, which may be of particular importance to them.

Reasons for the Continuance

For corporate and administrative reasons the Board is of the view that it would be appropriate to continue the Corporation as a British Columbia company. The Corporation has no material assets in Province of Alberta. In addition, continuance under the BCBCA will provide the Corporation with more flexibility as it grows its business as there are no residency requirements for the directors of a company existing under the BCBCA. In addition, the BCBCA allows directors, if authorized by the Articles, to approve certain corporate changes such as an alteration of the share structure to effect a consolidation or share split or change the name of the Corporation.

Procedure to Effect the Continuance

In order to effect the Continuance, the following steps must be taken:

a. the common shareholders must approve the Continuance Resolution at the Meeting, authorizing the Corporation to, among other things, file the Continuance Application with the registrar appointed under the BCBCA (the "**BCBCA Registrar**");

b. the Registrar of Corporations under the ABCA (the "**ABCA Registrar**") must approve the proposed Continuance into British Columbia, upon being satisfied that the Continuance will not adversely affect creditors or shareholders of the Corporation;

c. the Corporation must apply to the BCBCA Registrar for a certificate of continuance under the BCBCA; and

d. the Corporation must file a notice of continuance with the ABCA Registrar, who will then issue a certificate of discontinuance.

Pursuant to the ABCA, the Corporation is deemed to cease to be a corporation within the meaning of the ABCA on and after the date on which it is deemed to be continued under the laws of the BCBCA pursuant to the issuance of the Certificate of Continuance from the BCBCA Registrar.

Effect of the Continuance

The Corporation is currently a corporation incorporated under the ABCA. Assuming that the Continuance Resolution is approved at the Meeting, it is expected that an application will be filed with the BCBCA Registrar for the continuance of the Corporation under the BCBCA and the procedures outlined above will begin as soon as practicable thereafter, as determined by the Board in its sole discretion, in order to give effect to the Continuance. Upon the issuance of a Certificate of Continuance under the BCBCA, the Continuance will become effective (the "**Continuance Effective Date**") and the Corporation will become subject to the BCBCA as if it had been incorporated under the BCBCA and the Notice of Articles and Articles filed as part of the Continuance will become the constitutional documents of the Corporation. A copy of the proposed Articles are available for review by shareholders at the registered and records office of the Corporation and at the Meeting. In addition, a copy of such Articles will be mailed, free of charge, to any shareholder who requests a copy, in writing, from the Corporation at the above address.

By operation of law, as of the Continuance Effective Date:

a. the property of the Corporation prior to the Continuance continues to be the property of the Corporation;

b. the Corporation continues to be liable for its obligations prior to the Continuance;

c. an existing cause of action, claim or liability to prosecution is unaffected;

d. a civil, criminal or administrative action or proceeding pending by or against the Corporation prior to the Continuance may continue to be prosecuted by or against the Corporation; and

e. a conviction against, or ruling, order or judgement in favour of or against, the Corporation prior to the Continuance may be enforced by or against the Corporation.

Upon the Continuance becoming effective, the Corporation will be authorized to issue an unlimited number of Shares without nominal or par value and an unlimited number of preferred shares with no par value, issuable in series. The terms of the shares following the Continuance will be substantially equivalent to the terms of the Shares immediately prior to the Continuance.

The Continuance will not affect the Corporation's status as a reporting issuer under the securities legislation of the Provinces of Alberta and British Columbia, and the Corporation will remain subject to the requirements of such legislation.

Certain Corporate Differences Between the ABCA and BCBCA

In general terms, the BCBCA provides the Corporation's shareholders substantively the same rights as are available to the Corporation's shareholders under the ABCA, including rights of dissent and appraisal and rights to bring derivative actions and oppression actions, and is consistent with corporate legislation in most other Canadian jurisdictions. There are, however, important differences concerning the qualifications of directors and certain shareholder remedies.

The following is a summary comparison of certain provisions of the BCBCA and the ABCA that pertain to rights of the Corporation's shareholders. This summary is not intended to be exhaustive and the Corporation's shareholders should consult their legal advisers regarding all of the implications of the Continuance. A copy of the BCBCA and a copy of the Corporation's proposed Notice of Articles and Articles are available for review at the registered and records office of the Corporation.

Charter Documents

Under the BCBCA, the charter documents will consist of a Notice of Articles, which sets forth, among other things, the name of the Corporation, the amount and type of authorized capital, and indicates if there are any rights and restrictions attached to the shares, and Articles, which will govern the management of the Corporation following the Continuance. The Notice of Articles is filed with the BCBCA Registrar, and the Articles will be filed only with the Corporation's registered and records office.

Similarly, under the ABCA, the Corporation has Articles of Incorporation, which sets forth, among other things, the name of the Corporation and the amount and type of authorized capital and indicates if there are any rights and restrictions attached to the shares, and By-laws, which govern the management of the Corporation. The Articles of Incorporation are filed with the ABCA Registrar and the By-laws are filed only with the Corporation's registered and records office.

Except as otherwise described below and herein, the Continuance to British Columbia and the adoption of the Notice of Articles and Articles will not result in any substantive changes to the constitution, powers or management of the Corporation, except as otherwise described herein. A copy of the Articles that will be adopted in connection with the Continuance are available under the Corporation's profile on SEDAR.

Alterations of Share Structure and Change of Name

Under the BCBCA, if specified in the articles, the Board is provided with the flexibility to approve the alteration of the share structure of the Corporation to effect, among other things, the creation of classes of shares, a consolidation of its issued shares or an increase or decrease in the authorized share capital of the Corporation (collectively "**Share Structure Alterations**"). Under the ABCA, in order to effect Share Structure Alterations, a special resolution of the shareholders of the Corporation is required.

Similarly, under the BCBCA, the Board may resolve to change the name of the Corporation. Under the ABCA, in order to effect a change of name of the Corporation, a special resolution of the shareholders of the Corporation is required.

The Articles adopted by the Corporation upon Continuance will permit the board of directors to approve Share Structure Alterations and to approve a change of name of the Corporation without shareholder approval.

Amendments to Charter Documents

Any substantive change to the corporate charter of a company under the BCBCA, such as an alteration of the restrictions, if any, on the business carried on by the Corporation, or an alteration of the special rights and restrictions attached to issued shares requires a resolution passed by the majority of votes specified by the Articles of the company or, if the Articles do not contain such a provision, a special resolution passed by two-thirds of the votes cast on the resolution. The Articles proposed to be adopted by the Corporation provide that the foregoing changes may be approved by the shareholders by special resolution. In addition, other fundamental changes such as a proposed amalgamation or continuation of a company out of the jurisdiction require a special resolution passed by two-thirds of the votes cast on the resolution by holders of shares of each class entitled to vote at a general meeting of the company.

Under the ABCA such changes require a special resolution passed by not less than two-thirds of the votes cast by the shareholders voting on the resolution authorizing the alteration and, where certain specified rights of the holders of a class or series of shares are affected differently by the alteration than the rights of the holders of other classes of shares, or in the case of holders of a series of shares, in a manner different from other shares of the same class, a special resolution passed by not less than two-thirds of the votes cast by the holders of shares of each class, or series, as the case may be, whether or not they are otherwise entitled to vote.

Sale of Undertaking

Under the BCBCA, a corporation may sell, lease or otherwise dispose of all, or substantially all, of the undertaking of the company if it does so in the ordinary course of its business or if it has been authorized to do so by a special resolution passed by the majority of votes that the Articles of the Corporation specify is required (being at least two-thirds and not more than three-quarters of the votes cast on the resolution) or, if the Articles do not contain such a provision, a special resolution passed by at least two-thirds of the votes cast on the resolution. Under the Articles proposed to be adopted by the Corporation, the special resolution will need to be passed by at least two-thirds of the votes cast on the resolution.

The ABCA requires approval of the holders of the shares of a corporation represented at a duly called meeting by not less than two-thirds of the votes cast upon a special resolution for a sale, lease or exchange of all or substantially all of the property (as opposed to the "undertaking") of the corporation, other than in the ordinary course of business of the corporation. Each share of a corporation carries the right to vote in respect of a sale, lease or exchange of all or substantially all of the property of the corporation whether or not it otherwise carries the right to vote. Holders of shares of a class or series can vote only if that class or series is affected by the sale, lease or exchange in a manner different from the shares of another class or series. While the shareholder approval thresholds will be the same under the BCBCA and the ABCA, there are differences in the nature of the sale which requires such approval, i.e., a sale of all or substantially all of the "undertaking" under the BCBCA and of all or substantially all of the "property" under the ABCA.

Rights of Dissent and Appraisal

The BCBCA provides that shareholders who dissent to certain actions being taken by a company may exercise a right of dissent and require the company to purchase the shares held by such shareholder at the fair value of such shares. The dissent right is applicable in respect of:

a. a resolution to alter the Articles to alter restrictions on the powers of the company or on the business it is permitted to carry on;

b. a resolution to adopt an amalgamation agreement;

c. a resolution to approve an amalgamation into a foreign jurisdiction;

d. a resolution to approve an arrangement, the terms of which arrangement permit dissent;

e. a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;

f. a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;

g. any other resolution, if dissent is authorized by the resolution; or

h. any court order that permits dissent.

The ABCA contains a similar dissent remedy, subject to certain qualifications. Regarding (b) and (c) above, under the ABCA, there is no right of dissent in respect of an amalgamation between a corporation and its wholly-owned subsidiary, or between wholly-owned subsidiaries of the same corporation. The ABCA also contains a dissent remedy where a corporation resolves to amend its Articles to add, change or remove any provisions restricting or constraining the issue, transfer or ownership of shares of a class.

Oppression Remedies

Under the BCBCA, a shareholder of a company has the right to apply to the court on the grounds that:

a. the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant; or

b. that some act of the company 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 of the shareholders, including the applicant.

On such an application, the court may make any interim or final order it considers appropriate including an order to prohibit any act proposed by the company.

The ABCA contains rights that are substantially broader in that they are available to a larger class of complainants. Under the ABCA, a shareholder, former shareholder, director, former director, officer, or former officer of a corporation or any of its affiliates, or any other person who, in the discretion of the court, is a proper person to seek an oppression remedy, may apply to the court for an order to rectify the matters complained of where in respect of a corporation or any of its affiliates, any act or omission of the corporation or its affiliates effects a result, the business or affairs of the corporation or any of its affiliates are or have been carried on or conducted in a manner, or the powers of the directors of the corporation or its affiliates are or have been exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interests of, any security holder, creditor, director, or officer.

Shareholder Derivative Actions

Under the BCBCA, a shareholder or director of a corporation may, with leave of the court, bring an action in the name and on behalf of the corporation to enforce a right, duty or obligation owed to the corporation

that could be enforced by the corporation itself or to obtain damages for any breach of such a right, duty or obligation.

A broader right to bring a derivative action is contained in the ABCA, and this right also extends to officers, former shareholders, former directors and former officers of a corporation or its affiliates, and any person, who, in the discretion of the court, is a proper person to make an application to the court to bring a derivative action. In addition, the ABCA permits derivative actions to be commenced, with leave of the court, in the name and on behalf of a corporation or any of its subsidiaries.

Requisite Approvals

Under the BCBCA, a company can establish in its articles the levels for various shareholder approvals, other than those levels that are prescribed by the BCBCA. The percentage of votes required for a special resolution 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 ABCA does not provide flexibility with respect to the level of shareholder approval required for ordinary resolutions and special resolutions. Under the ABCA, an ordinary resolution must be passed by no less than a majority of the votes cast by shareholders entitled to vote with respect to the resolution and a special resolution must be passed by not less than two-thirds of the votes cast by the shareholders entitled to vote with respect to the resolution.

Shareholders' Proposals

A shareholder of a corporation incorporated under the ABCA who is entitled to vote may submit notice of a shareholder proposal. To be eligible to make a proposal, a person must:

a. be a registered holder or beneficial owner of a prescribed number of shares for a prescribed period. Under the regulations currently in effect, the prescribed number of shares is the number of voting shares (i) that is equal to at least 1% of all issued voting shares of the corporation as of the day on which the registered holder or beneficial owner of the shares submits a proposal, or (ii) whose fair market value as determined as of the close of business on the day before the registered holder or beneficial owner of the shares submits the proposal is at least $2,000. Under the regulations currently in effect, the prescribed period is the 6-month period immediately before the day on which the registered holder or beneficial owner of the shares submits the proposal;

b. have the prescribed level of support of other registered holders or beneficial owners of shares. Under the regulations currently in effect, the prescribed level of support for the proposal by other registered holders or beneficial owners of shares is at least 5% of the issued voting shares of the corporation;

c. provide to the corporation his or her name and address and the names and addresses of those registered holders or beneficial owners of shares who support the proposal; and

d. continue to hold or own the prescribed number of shares up to and including the day of the meeting at which the proposal is to be made.

In comparison, a person submitting a proposal under the BCBCA must 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. Similar to the requirements of the ABCA, the proposal must be signed by shareholders who, together with the submitter, are registered or beneficial owners of: (a) at least 1% of the issued shares of the corporation that carry the right to vote at general meetings; or (b) shares with a fair market value exceeding an amount prescribed by regulation.

Requisition of Meetings

The BCBCA provides that one or more shareholders of a company holding not less than 5% of the issued voting shares of the company may give notice to the directors requiring them to call and hold a general meeting within four months. The ABCA permits the holders of not less than 5% of the issued shares that carry the right to vote at a meeting to require the directors to call and hold a meeting of shareholders of a company for the purposes stated in the requisition. If the directors do not call a meeting within 21 days of receiving the requisition, any shareholder who signed the requisition may call the meeting.

Place of Meetings

The BCBCA provides that meetings of shareholders may be held at the place outside of British Columbia provided by the Articles, or approved in writing by the British Columbia Registrar of Companies before any such meeting is held, or approved by an ordinary resolution (provided such a location outside of British Columbia is not restricted as a location for meetings under the Articles).

The ABCA provides that meetings of shareholders may be held at the place outside of Canada provided by the Articles, or all the shareholders entitled to vote at the meeting agree that the meeting is to be held at that place.

Directors

Both the BCBCA and ABCA provide that a public company in the case of the BCBCA and a distributing corporation in the case of the ABCA must have a minimum of three directors.

While the BCBCA does not have any Canadian or provincial residency requirements for directors, the ABCA requires that at least 25% of the directors of a corporation must be resident Canadians.

Under the ABCA, directors may be removed by ordinary resolution whereas under the BCBCA, directors may be removed by a special resolution or, if the articles of a company otherwise provide that a director may be removed by a resolution of the shareholders entitled to vote at general meetings passed by less than a special majority or may be removed by some other method, by the resolution or method specified.

Status as a British Columbia Company

Currently, the Corporation's authorized capital consists of an unlimited number of Shares without nominal or par value. If the Corporation's shareholders approve the Continuance, the Corporation will continue with an authorized capital consisting of an unlimited number of Shares.

As an ABCA corporation, the Corporation's charter documents consist of Articles of Incorporation and By-laws and any amendments thereto to date. On completion of the Continuance, the Corporation will cease to be governed by the ABCA and will thereafter be deemed to have been formed under the BCBCA. As part of the Continuance Resolution, the Corporation's shareholders will be asked to approve the adoption of Continuance Application/Notice of Articles and Articles, which comply with the requirements of the BCBCA, copies of which are available for review by the Corporation's shareholders at the Corporation's registered and records office.

Dissent Rights with Respect to the Continuance

In accordance with s. 191(1) of the ABCA, registered shareholders (as defined below) have the right to dissent to the Continuance and require the Corporation to pay the dissenting shareholder a sum representing the fair value of the dissenting shareholder's shares. This summary of s. 191(1) of the ABCA is expressly subject to the provisions of s. 191(1) of the ABCA. The Corporation is not required to notify, and will not notify, shareholders of the time periods within which action must be taken in order for shareholders to perfect their dissent rights. It is recommended that shareholders wishing to avail themselves of their dissent rights seek legal advice, as failure to comply strictly with the provisions of s. 191(1) of the ABCA may prejudice any such rights. A "registered shareholder" is a shareholder whose shares are registered in his or her name on the shareholder register maintained by the Corporation or by the registrar and transfer agent of the Corporation, Computershare Trust Company. If a shareholder holds his or her shares through an investment dealer, broker or market intermediary and wishes to invoke his or her dissent rights, then such shareholder should make arrangements to register the shares directly in his or her name, or arrange for the registered shareholder to dissent on behalf of the beneficial shareholder. Any beneficial owner of shares who wishes to register the shares in his or her name is urged to consult with his or her legal or investment advisor, or the registrar and transfer agent of the Corporation at the following address:

Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1.

In the event that the Continuance Resolution is adopted at the Meeting, any shareholder who dissents ("a dissenting shareholder") in respect of the Continuance in compliance with s. 191(1) of the ABCA, shall be entitled to be paid by the Corporation, a sum representing the fair value of the dissenting shareholder's shares. **No right of dissent or appraisal is available to holders of shares with respect to any other matter to be considered at the Meeting, other than the Continuance**.

A dissenting shareholder must deliver to the Corporation prior to the date of the Meeting at its registered office (Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7) or to the scrutineer of the Meeting prior to commencement of the Meeting, a written objection ("a dissent notice") to the Continuance Resolution**. A vote against the Continuance does not constitute a dissent notice.** The ABCA does not provide for partial dissent and, accordingly, a dissenting shareholder may only dissent with respect to all of the shares held directly or on behalf of any one beneficial owner whose shares are registered in his or her name.

Under s. 191(1) of the ABCA, after adoption of the Continuance Resolution, the Corporation or a dissenting shareholder who has sent a dissent notice, may make an application by way of an originating notice to the Court of Queen's Bench of Alberta (the "Court") to fix the fair value of the shares held by a dissenting shareholder. The fair value is to be determined as of the close of business on the last business day before the date on which the Continuance Resolution was adopted. If an application is made to the Court, the Corporation shall, unless the Court otherwise orders, send to each dissenting shareholder at least ten (10) days before the date on which the application is returnable if the Corporation is the applicant, or within ten (10) days after the Corporation is served with a copy of the originating notice if a dissenting shareholder is the applicant, a written offer to pay an amount considered by the board of directors to be the fair value of the dissenting shareholder's shares. Every such offer is to be made on the same terms to every dissenting shareholder and is to be accompanied by a statement indicating how the fair value of the shares was determined by the board of directors.

Upon the occurrence of the earliest of: (i) the effective date of the Continuance Resolution; (ii) an agreement between a dissenting shareholder and the Corporation as to the payment to be made for the dissenting shareholder's shares; or (iii) a pronouncement of the Court fixing the fair value of the dissenting shareholders' shares, a dissenting shareholder ceases to have any rights as a shareholder, other than the right to be paid the fair value for his or her shares in the amount agreed to between the Corporation and the dissenting shareholder, or in the amount fixed by the Court, as the case may be. Until one of these events occurs, a dissenting shareholder may withdraw his or her dissent notice or the Corporation may rescind the Continuance Resolution and in either event, the dissent and appraisal proceedings in respect of such dissenting shareholder shall be discontinued. Section 191(20) of the ABCA provides that, notwithstanding the obligations of a corporation to pay a dissenting shareholder the fair value of the dissenting shareholder's shares, a corporation shall not make a payment to a dissenting shareholder if there are reasonable grounds for believing that the corporation is, or would after such payment, be unable to pay it liabilities as they become due, or the realizable value of the corporation's assets would by reason of such payment, be less than the aggregate of its liabilities. The Board may elect not to proceed with the transactions contemplated in the Continuance Resolution if any notices of dissent are received.

Approval of the Continuance

At the Meeting, the Corporation intends to seek shareholder approval for the Continuance of the Corporation into the Province of British Columbia. If the Continuance is approved by the shareholders of the Corporation, then the Corporation intends to implement the procedure outlined above, as determined by the Board in its sole discretion, in order to give effect to the Continuance.

The Continuance must be approved by special resolution in order to become effective. To pass, a special resolution requires a majority of not less than two-thirds of the votes cast by the shareholders present at the Meeting in person or by proxy.

Shareholders will be asked at the meeting to consider and, if thought fit, approve the Continuance Resolution transferring the Corporation's governing jurisdiction from Province of Alberta to the Province of British Columbia, as follows:

"BE IT RESOLVED, as a special resolution, that, subject to regulatory approval:

1. The Corporation is hereby authorized to apply to the Registrar of Corporations under the ABCA (the "**ABCA Registrar**") for authorization pursuant to Section 189 of the ABCA to discontinue from the ABCA and to apply to the British Columbia Registrar of Companies under the BCBCA for a Certificate of Continuation continuing the Corporation as if it had been incorporated under the BCBCA.

2. Any one or more of the directors or officers of the Corporation is hereby authorized to do, sign and execute all such further things, deeds, documents or writings necessary or desirable in connection with the application by the Corporation for the authorization by the Registrar, or any other matter relating to Section 189 of the ABCA.

3. Subject to and conditional upon the authorization of the ABCA Registrar pursuant to Section 189 of the ABCA:

    a. any one or more directors or officers of the Corporation are hereby authorized and directed to make an application to the British Columbia Registrar of Companies for a Certificate of Continuation of the Corporation pursuant to Section 302 of the BCBCA and

certify that the Corporation is in good standing and that the continuation will not adversely affect the shareholders' or creditors' rights; and

b. upon continuance, the Corporation will have as its Articles, the form of Articles filed under the Corporation's profile on SEDAR at www.sedar.com, prepared in accordance with the requirements of the BCBCA including any amendments as determined by counsel to the Corporation to be reasonably necessary, in substitution for the existing By-Laws of the Corporation, which Articles are approved in all respects and any one director of the Corporation is authorized to sign the Articles as required by the BCBCA;

4. The Board is hereby authorized to abandon the application to continue without further authorization of the shareholders of the Corporation if, in its discretion, the Board deems such abandonment to be advisable; and

5. Any one director or officer of the Corporation is authorized and directed on behalf of the Corporation, to take all necessary steps and proceedings, including the execution of any documents required to be filed with the British Columbia Registrar of Companies and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things as may be necessary or desirable to give effect to this special resolution."

The Board recommends that the Shareholders vote in favour of the Change of Business Resolution.

Unless the shareholder has specifically instructed in the enclosed form of proxy that the Shares represented by such proxy are to be voted against the Continuance Resolution, the persons named in the enclosed form of proxy will vote FOR the Continuance Resolution.

In order to be effected, the Continuance Resolution must be approved by two-thirds (2/3) of the votes cast at the Meeting in person or by proxy.

REDUCTION OF STATED CAPITAL

At the Meeting, shareholders will be asked to consider, and if deemed advisable, pass, with or without variation, a special resolution (the "**Distribution Resolution**"), to approve reduction of stated capital of the Corporation and completing a return of capital to the shareholders.

In connection with the Reorganization, the Board has determined that the Corporation has excess capital to what is required to effect the current plans for the Corporation, and as such the Board proposes distributing (the "**Distribution**") such capital in cash to shareholders as at Record Date (the "**Record Date**") at a value of $0.03 distributed for each Common Share held, to an aggregate of $6,417,769.35.

Accordingly, in order to conduct such Distribution in a tax efficient manner, the Board recommends that Shareholders authorize the Corporation's directors to proceed with a special distribution to the shareholders in the amount of $6,417,769.35 in cash, payable to the shareholders as of the Record Date in cash, by way of a return of capital held in respect of the Corporation's Common Shares.

The Board may determine the precise date of the return of capital and stated capital reduction in compliance with any regulatory requirements, and may further determine when such reductions take effect, perform the reduction of stated capital, and distribution of proceeds of the same to the shareholders as of the Record Date.

Certain Canadian Federal Income Tax Considerations

The following is a general summary of certain of the Canadian federal income tax considerations arising in respect of the receipt of the Distribution by a Shareholder of the Corporation who, as beneficial owner, receives such Distribution and who, for the purposes of the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder (the "**Regulations**") and at all relevant times, (i) deals at arm's length with the Corporation, (ii) is not affiliated with the Corporation, and (iii) holds the Common Shares as capital property. A holder who meets all of the foregoing requirements is referred to as a "**Holder**" in this summary, and this summary only addresses such Holders.

This summary is based on the provisions of the Tax Act and the Regulations thereunder in force on the date hereof and our understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the "**CRA**") published in writing prior to the date hereof. This summary takes into account all specific proposals to amend the Tax Act or the Regulations announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**") and assumes that all such Proposed Amendments will be enacted in their present form. No assurance can be given that any Proposed Amendments will be enacted in the form proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law, whether by judicial, governmental or legislative decision or action, or changes in the administrative policies and assessing practices of the CRA, nor does it take into account provincial, territorial or foreign income tax legislation or considerations, which may differ materially from those described in this summary.

This summary is not applicable to (i) a Holder that is a "specified financial institution", (ii) a Holder an interest in which is a "tax shelter investment", (iii) a Holder that is for purposes of certain rules in the Tax Act (referred to as the mark-to-market rules) a "financial institution", (iv) a Holder that reports its "Canadian tax results" in a currency other than Canadian currency, in each case as such terms are defined in the Tax Act, or (v) a Holder that is otherwise of special status or in special circumstances. All such foregoing Holders should consult their own tax advisors.

This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax considerations. It does not take into account or consider the tax laws of any province or territory or of any jurisdiction outside Canada. This summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular holder (including a Holder as defined above), and no representations concerning the tax consequences to any particular Holder are made. Holders should consult their own tax advisers regarding the income tax considerations applicable to them having regard to their own particular circumstances.

Assumptions Regarding Return of Capital

The achievement of the intended tax treatment of the Distribution to Holders depends on the "paid-up capital" of the Common Shares as further referenced below, and on a number of other important assumptions, including those referenced below. No third-party determination of paid-up capital has been sought or obtained, and no legal opinion or advance tax ruling has been sought or obtained with respect to the various assumptions or the tax treatment of the Distribution. Accordingly, it is possible that the actual tax treatment under the Tax Act could be different from the intended tax treatment. All Holders are advised to consult with their own tax advisors in this regard in light of their particular circumstances.

Distributions made by corporations that are "public corporations" for purposes of the Tax Act, such as the Corporation, are generally characterized as taxable dividends for the purposes of the Tax Act, unless a specific exemption applies. Subsection 84(2) of the Tax Act provides, in effect, that a distribution made to

shareholders on a "winding-up, discontinuance or reorganization of its [the Corporation's] business", will not be taxed as a dividend so long as the amount or value of the funds distributed does not exceed the amount by which the "paid-up capital", as defined for the purposes of the Tax Act (the "**PUC**"), of the relevant shares is reduced on the distribution.

It is noted that the Distribution is being made by the Corporation as part of a number of intended business changes comprising the Reorganization that are contemplated in order to reconstitute the Corporation as an investment issuer, as also described under "Matters To Be Acted Upon — Change Of Business" in the Circular. Management believes that the Distribution is effectively being made on the winding- up, discontinuance or reorganization of the Corporation's business, although no legal opinion or advance tax ruling has been sought or obtained in this regard.

Subsection 84(4.1) of the Tax Act also applies in certain circumstances to deem a return of PUC by a public corporation (such as the Corporation) to be a dividend. However, subsection 84(4.1) of the Tax Act should not apply where the provisions of subsection 84(2) apply. CRA has also stated or implied that a factor of some importance would be to establish that the return of PUC is a one-time transaction made outside of the ordinary course of the taxpayer's business, and not in lieu of ordinary-course dividends. Management believes that the Distribution is such a one-time transaction made outside the ordinary course of business and not in lieu of ordinary-course dividends, although no legal opinion or advance tax ruling has been sought or obtained in this regard.

PUC is computed according to the relevant provisions of the Tax Act. The general starting point for computing PUC is the stated capital of the Corporation's Common Shares for corporate law purposes, which amount is then subject to adjustment according to detailed rules contained in the Tax Act. Management believes that the PUC of the Corporation's Common Shares will exceed the amount of the Distribution on the date the Distribution is effected, and it is therefore assumed that no dividend will be considered or deemed to arise for purposes of the Tax Act with respect to the Distribution, although no legal opinion or advance tax ruling has been sought or obtained in this regard.

The summary of tax consequences set out below assumes that:

- the Distribution is made on a "winding up, discontinuance or reorganization" of the Corporation's business;
- the Distribution is a one-time transaction made outside the ordinary course of business and not in lieu of ordinary-course dividends; and
- the PUC of the Corporation's Common Shares will exceed the amount of the Distribution on the date the Distribution is effected.

Therefore, the summary of tax consequences set out below assumes that the Distribution is treated as a return of PUC under subsection 84(2) of the Tax Act and not deemed to give rise to a dividend (or a taxable shareholder benefit) under the Tax Act. However, the validity of these assumptions is not free from doubt under the Tax Act or CRA policy, and no legal opinion or advance tax ruling has been sought or obtained in this regard, or with respect to any of the assumptions made in this summary.

If the Distribution is treated as a dividend (including a deemed dividend) or taxable shareholder benefit under the Tax Act, the tax results to Holders would be materially different, and likely materially adverse, compared to those set out in the summary of tax consequences below. Such potentially different and

adverse tax treatment is not further referenced, discussed or considered in this summary, and Holders should consult their own tax advisors in this regard.

Resident Holders

The following is a discussion of the consequences under the Tax Act to Holders who, for the purposes of the Tax Act and at all relevant times, are resident or deemed to be resident in Canada ("**Resident Holders**").

The Distribution

The Distribution as a return of PUC will reduce the adjusted cost base of a Resident Holder's Common Shares by an amount equal to the Distribution distributed to or for the benefit of such Holder. If the amount so required to be deducted from the adjusted cost base of the Common Shares to a particular Resident Holder exceeds the Resident Holder's adjusted cost base of such Common Shares for purposes of the Tax Act, the excess will be deemed to be a capital gain realized by such Resident Holder from a disposition of the Common Shares. Generally, a Resident Holder is required to include in computing income for a taxation year one-half of the amount of any capital gain (a "**taxable capital gain**"). A Resident Holder that is, throughout the relevant taxation year, a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay an additional tax (refundable in certain circumstances) on certain investment income, including taxable capital gains. Capital gains realized by an individual or certain trusts may give rise to a liability for alternative minimum tax.

Non-Resident Holders

The following portion of the summary is relevant to a Holder who, for purposes of the Tax Act and any applicable tax treaty or convention, and at all relevant times, is a non-resident or is deemed to be a non-resident of Canada and does not beneficially own or hold, and is not deemed to beneficially own or hold, the Common Shares in the course of carrying on a business in Canada (a "**Non-Resident Holder**"). Special rules, which are not discussed below, may apply to a non-resident that is an insurer which carries on business in Canada and elsewhere. Such non-residents should consult their own tax advisors.

The Distribution as a return of PUC will reduce, at the effective time of the Distribution, the adjusted cost base of a Non-Resident Holder's Common Shares by an amount equal to the Distribution distributed to or for the benefit of such Holder. If the amount so required to be deducted from the adjusted cost base of the Common Shares to a particular Non-Resident Holder exceeds the Non-Resident Holder's adjusted cost base of such Common Shares, the excess will be deemed to be a capital gain realized by such Non-Resident Holder from a disposition of the Common Shares.

A Non-Resident Holder generally will not be subject to tax under the Tax Act in respect of a deemed capital gain so realized unless the Common Shares constitute "taxable Canadian property" to the Non-Resident Holder for purposes of the Tax Act and the gain is not exempt from tax pursuant to the terms of an applicable income tax treaty or convention.

The status of the Common Shares as "taxable Canadian property" as of a particular time is affected, in part, by the status of the shares as listed on a "designated stock exchange" as defined in the Tax Act, and in this regard, the proposed Delisting as described in the Circular under "*Voluntary Delisting from TSXV*" may be relevant. However, even if the deemed capital gain (if any) arises at a time when the Common Shares are not so listed, the shares generally will not constitute "taxable Canadian property" of a Non-Resident Holder at that time, unless, at any time during the 60 month period immediately preceding that

time, more than 50% of the fair market value of the shares was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, "Canadian resource property" (as defined in the Tax Act), "timber resource property" (as defined in the Tax Act) or an option, an interest or right in respect of such property, whether or not such property exists. Notwithstanding the foregoing, Common Shares may also be deemed to be taxable Canadian property to a Non-Resident Holder in other circumstances for purposes of the Tax Act.

Non-Resident Holders in respect of whom Common Shares may constitute "taxable Canadian property" should consult their own tax advisors with respect to the tax considerations relevant in their particular circumstances and any applicable Canadian tax compliance requirements.

The text of the Distribution Resolution to be voted on at the Meeting by the shareholders is set forth below:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Corporation is authorized to reduce the stated capital account maintained for the common shares in the capital of the Corporation by an amount of $6,417,769.35, effective as of the date hereof, for the purpose of distributing such amount to the shareholders of the Common Shares of the Corporation as a return of capital;

2. the reduction of capital be effected by way of a distribution of cash to the shareholders of the Corporation as at Record Date on the basis of $0.03 per Common Share;

3. any officer or director of the Corporation is authorized and directed for and on behalf of the Corporation to execute or cause to be executed and to deliver or cause to be delivered all such other documents, agreements, instruments and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or the doing of any such act or thing; and

4. notwithstanding that this special resolution has been duly passed by the holders of common shares in the capital of the Corporation, the Board in its sole and absolute discretion, may defer acting on this special resolution or revoke the special resolution at any time before it is acted upon without further approval, ratification or confirmation by or prior notice to the holders of common shares in the capital of the Corporation.

The Board recommends that the Shareholders vote in favour of the Distribution Resolution.

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

CONTINUATION OF STOCK OPTION PLAN

The Option Plan was initially approved by the shareholders of the Corporation on August 22, 2008 in conjunction with the approval of the plan of arrangement involving the securityholders of GrowMax Resources Corp. and Valverde Capital Corp. The shareholders of the Corporation approved certain amendments to the Option Plan at the annual and special meeting of the shareholders of the Corporation which was held on December 17, 2013. The Option Plan was most recently approved at the annual and

special meeting of shareholders held on June 28, 2017. The Option Plan was also considered but not approved at the annual and special meeting of Shareholders held on March 8, 2019.

The Option Plan has been prepared in compliance with TSXV Policy 4.4 pursuant to which the Corporation is permitted to maintain a rolling stock option plan reserving a percentage of the issued and outstanding Common Shares for issuance pursuant to Options. The purpose of the Option Plan is to afford eligible participants an opportunity to obtain a proprietary interest in the Corporation by permitting them to purchase Common Shares of the Corporation and to aid in attracting, as well as retaining and encouraging, the continued involvement of such persons with the Corporation.

The Option Plan provides that Options be issued pursuant to option agreements ("**Option Agreements**"). The maximum term of Options may not exceed ten (10) years if the Corporation is classified as a "Tier 1" issuer by the TSXV and may not exceed five (5) years if the Corporation is classified as a "Tier 2" issuer. The Corporation is currently classified as a Tier 1 issuer on the TSXV. A maximum number of Common Shares equal to ten percent (10%) of the issued and outstanding Common Shares from time to time, may be reserved for issuance under the Option Plan provided that Options may not be granted in one twelve month period to (i) any one individual to purchase in excess of five percent (5%) of the then outstanding Common Shares; (ii) any one consultant to purchase in excess of two percent (2%) of the then outstanding Common Shares; or (iii) all persons employed to provide investor relation activities to purchase in excess of two percent (2%) in the aggregate, of the then outstanding Common Shares. Options issued pursuant to the Option Plan have an exercise price determined by the directors of the Corporation, provided that the exercise price must not be less than the price permitted by any stock exchange on which the Common Shares are then listed, or other regulatory bodies having jurisdiction. Vesting of Options granted under the Option Plan is left to the discretion of the Board at the time of grant. Historically, vesting of Options have ranged from immediate vesting to vesting up to three (3) years following the date of Option grant.

Subject to the particular provisions of Option Agreements, Options granted under the Option Plan are non-transferable and expire at the earlier of five (5) years from the date of grant (or such other date as may be fixed by the Board at the time of grant, not to exceed ten (10) years from the date of grant); ninety (90) days from the date the optionee ceases to be an officer, director, employee, consultant or management company employee of the Corporation, or where the optionee provides investor relations services, thirty (30) days following the cessation of such services. In the event of death of an optionee, Options held by the estate of such optionee expire at the earlier of five (5) years from the date of grant (or such other date as may be fixed by the Board at the time of grant, not to exceed ten (10) years from the date of grant) or one (1) year from the date of ceasing to be an officer, director, employee or consultant of the Corporation due to death. In certain circumstances the expiry date may be extended should such date occur during a blackout period.

Pursuant to the policies of the TSXV, stock option plans which reserve for issuance up to ten (10%) percent of a listed corporation's shares must be approved annually by the shareholders of the listed corporation. The Option Plan was last approved by shareholders of the Corporation at the annual and special meeting of the shareholders of the Corporation which was held on June 28, 2017. The Option Plan will be put before the Shareholders for approval at the meeting of Shareholders to be held on August 7, 2019.

As of December 31, 2018, the Corporation had outstanding Options to purchase 4,505,000 Common Shares. Subsequent thereto, Options to purchase 3,690,000 Common Shares were cancelled, expired or forfeited and nil Options to purchase Common Shares were issued. Accordingly, as of the Record Date of the Information Circular, the Corporation has outstanding options to purchase 815,000 Common Shares

of the Corporation at a weighted average exercise price of $0.19 per Common Share. The Corporation currently has 20,577,564 Common Shares available for future issuance under the Option Plan.

Shareholder Approval of Continuation of Option Plan

At the Meeting, shareholders will be asked to vote on the following ordinary resolution, with or without variation:

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

1. the Corporation's Option Plan substantially in the form attached as Schedule "C" to this Information Circular, be and is hereby ratified and approved until the next annual general meeting of the Corporation;

2. any one of the Chairman, Executive Chairman or Chief Financial Officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

The Board recommends that shareholders vote in favour of the above resolution.

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

RESTRICTED SHARE UNIT PLAN

Fixed Restricted Share Unit Plan/RSU Awards

On July 1, 2019, the Board approved the adoption by the Corporation of a fixed restricted share unit plan (the "**RSU Plan**"). The RSU Plan is designed to provide certain directors, officers, employees and consultants of the Corporation and its related entities with the opportunity to acquire restricted stock units ("**RSUs**") of the Corporation in order to enable them to participate in the longterm success of the Corporation. The purpose of the RSU Plan is to further promote a greater alignment of the interests of directors, officers, employees and consultants of the Corporation with the interests of the Shareholders. The Board (or such other committee the Board may appoint) is responsible for administering the RSU Plan. Details of the RSU Plan are set out above. The RSU Plan herein shall become effective on the date on which it is approved by the shareholders. The RSU Plan shall remain in effect until it is terminated by the Directors.

Shareholders will be asked at the Meeting, to ratify and approve the adoption of the fixed restricted share unit plan (the "**RSU Plan**") and the grant of RSUs prior to shareholder approval of the RSU Plan.

The approval of the RSU Plan and the issuance of the RSUs (the "**RSU Resolution**") must be confirmed by a majority of the votes cast by Shareholders voting in person or by proxy at the Meeting, excluding the votes cast by Insiders of the Corporation eligible to receive restricted share units under the RSU Plan, or an associate of such persons.

A copy of the RSU Plan is attached as Schedule "D" to this Information Circular.

Shareholder RSU Resolution

Shareholders will be asked to vote on the following ordinary resolution, with or without variation:

"**RESOLVED** as an ordinary resolution of shareholders of the Corporation, that:

1. the adoption by the Corporation's Board of Directors (the "**Board**") on July 1,, 2019, of the Fixed Restricted Share Unit Plan (the "RSU Plan"), attached as Schedule "D" to the Corporation's Information Circular dated July 2, 2019, be and is hereby ratified, confirmed and approved;

2. the effective date of the RSU Plan shall be July 1, 2019;

3. subject to all required regulatory approvals, including shareholder approval and the approval of the Canadian Securities Exchange (the "**CSE**") and the required shareholder approvals, the RSU Plan be and is hereby approved, and that the RSU Plan be forthwith adopted and implemented by the Corporation, with such further deletions, additions and other amendments as are required by any securities regulatory authority or which are not substantive in nature and the Chief Executive Officer of the Corporation deems necessary or desirable;

4. the maximum number of Common Shares issuable to insiders of the Corporation under security-based compensation arrangements, including the Corporation's 10% "rolling" Share Option Plan at any time cannot exceed 10% without disinterested shareholder approval;

5. subject to all required regulatory approvals all Restricted Share Units ("RSUs") granted by the Corporation to directors, officers, employees and/or consultants of the Corporation ("**Eligible Persons**") under the RSU Plan prior to the date of this resolution, be and are hereby ratified, confirmed and approved;

6. the Board (or such other committee the Board may appoint), be and is hereby appointed to be the Administrator under the RSU Plan and such appointment to be effective until revoked by resolution of the Board;

7. the Corporation be and is hereby authorized to grant RSUs under and subject to the terms and conditions of the RSU Plan, which may be exercised to purchase up to a maximum of 10,000,000 Common Shares;

8. the RSU Plan Administrator be and is hereby authorized and directed to execute on behalf of the Corporation, the form of restricted share unit agreement attached as Schedule "A" to the RSU Plan providing for the grant of RSUs to Eligible Persons under the RSU Plan;

9. the Corporation be and is hereby authorized to allot and issue as fully paid and non-assessable that number of Common Shares specified in the restricted share unit agreement of RSUs granted to Eligible Persons; AND THAT any two authorized persons of the Corporation be authorized to execute such treasury order or treasury orders as may be necessary to effect said Common Share issuance; and

10. any one or more of the directors and officers of the Corporation be authorized to perform all such acts, deeds and things and execute, under seal of the Corporation or otherwise, all such documents as may be required to give effect to this resolution."

The Board recommends that shareholders vote in favour of the RSU Resolution.

Proxies received in favour of management will be voted for the approval of a resolution of shareholders regarding the approval of the RSU Plan and the issuance of RSUs, unless a shareholder has specified in the proxy that such shares are to be voted against such resolution.

ELECTION OF DIRECTORS

At the Meeting, Shareholders will be asked to pass a resolution to confirm the number of directors of the Corporation for the ensuing year as four (4). The number of directors is to be approved by ordinary resolution of the Shareholders entitled to vote.

Management recommends the Shareholders approve the resolution to set the number of directors of the Corporation at four (4). Unless otherwise indicated on the form of Proxy received by the Corporation, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy, properly executed, in favour of the resolution to set the number of directors of the Corporation at four (4).

The directors of the Corporation are elected at each annual meeting of the Shareholders of the Corporation and hold office until the end of the next annual Shareholder meeting or until their successors are elected or appointed, unless the director's office is vacated earlier in accordance with the Articles of the Corporation (which, set out in articles, is the governing charter of the Corporation), or with the provisions of applicable legislation.

The following table sets out the names of management's four (4) nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the five preceding years for each new director nominee), the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as of July 2, 2019.

Name, Province, Country of Residence, and Position(s)with the Corporation	Principal Occupation Business, or Employment	Periods during which Nominee has Served as a Director	Number of Shares Beneficially Owned, or Controlled Directed, Directly or Indirectly[1]
Kulwant Malhi[3];[4] Chairman, Chief Executive Officer and Director Vancouver, British Columbia, Canada	• Founder and Chairman of BullRun Capital Inc., Vancouver BC (Present) • Chairman at Micron Waste Technologies Inc. (Present) • President of Algernon Pharmaceuticals (2014 – 2015) • President of Cannabix Technologies Inc. (2014 – 2015)	Since March 8, 2019	7,307,000[3]
Alfred Wong[2] President and Director Vancouver, British Columbia, Canada	• CEO and President of Micron Waste Technologies. (Present) • VP of Corporate Development, Algernon Pharmaceuticals Inc. (Present) • President of BullRun Capital Inc., Vancouver BC (2016-June 2019)	Since March 8, 2019	200,000

Name, Province, Country of Residence, and Position(s)with the Corporation	Principal Occupation Business, or Employment	Periods during which Nominee has Served as a Director	Number of Shares Beneficially Owned, or Controlled Directed, Directly or Indirectly[1]
	• Principal at Alfred and Company Advisors Inc., Vancouver BC (Present) • CEO & General Manager of HK Recycles, Hong Kong (2014 – 2016) • Associate Director, Privé Financial, Hong Kong (2011– 2014)		
Michael Sadhra[2];[3] Director Vancouver, British Columbia, Canada	• CFO Micron Waste Technologies Inc. (Present) • CFO Algernon Pharmaceuticals (Present) • Tax Partner at Sadhra & Chow LLP, Vancouver BC (Present)	Since March 8, 2019	Nil
Bala Reddy Udumala[2];[3] Director Vancouver, British Columbia, Canada	• Strategic Consultant for International Zeolite Corp. (TSXV) (Present) • Chief Executive Officer of Ichaana Indo-Can Zeolite Private Limited (Present)	Since March 8, 2019	Nil

Notes:

(1) The information as to the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, is as of July 2, 2019, and has been furnished to the Corporation by the respective nominees individually.
(2) Member of the Audit Committee.
(3) Member of the Compensation Committee.
(4) 1,500,000 Common Shares are held indirectly by Mr. Malhi through BullRun Capital Inc.

Management recommends election of each of the nominees listed above for election as director of the Corporation for the ensuing year. Unless otherwise indicated on the form of Proxy received by the Corporation, the persons designated as proxyholders in the accompanying form of Proxy will vote the Common Shares represented by such form of Proxy, properly executed, in favour of each of the nominees listed in the form of Proxy, all of whom are presently members of the Board.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then persons designated in the Proxy intend to exercise discretionary authority to vote the Common Shares represented by the Proxy for the election of any other persons nominated by management for election as directors.

Cease Trade Orders

Other than as disclosed herein, no proposed director of the Corporation is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days 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 (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

No proposed director of the Corporation is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Corporation 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 proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties or Sanctions

Except as disclosed below, no proposed director of the Corporation has been subject to:

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

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Pricewaterhouse Coopers LLP, Chartered Professional Accountants, located at Suite 3100, 111 5th Avenue SW, Calgary, Alberta T2P 5L3 will be nominated at the meeting for re-appointment as auditor for the ensuing year. Pricewaterhouse Coopers LLP, Chartered Professional Accountants, was first appointed as the Corporation's auditor on February 8, 2008.

Management recommends Shareholders vote for the appointment of Pricewaterhouse Coopers LLP, Chartered Professional Accountants, as the Corporation's auditor at a remuneration to be fixed by the Board. Unless otherwise indicated on the form of Proxy received by the Corporation, the persons designated as proxyholders in the accompanying form of Proxy will vote the Common Shares represented by such form of Proxy, properly executed, in favour of the appointment of Pricewaterhouse Coopers LLP, Chartered Professional Accountants, as the Corporation's auditor at a remuneration to be fixed by the Board.

AUDIT COMMITTEE DISCLOSURE

The Audit Committee Charter

The full text of the Corporation's Audit Committee Charter (the "**Audit Committee Charter**") is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The Corporation's Audit Committee is currently comprised of Michael Sadhra, Alfred Wong and Bala Reddy Udumala. Mr. Sadhra and Mr. Udumala are considered to be independent. Mr. Wong is not considered independent as he is an officer of the Corporation. All members of the Audit Committee are "financially literate", as all have the industry experience necessary to understand and analyze financial statements of the Corporation, as well as the understanding of internal controls and procedures necessary for financial reporting.

Relevant Education and Experience

Collectively, the Audit Committee has the education and experience to fulfill the responsibilities outlined in the Audit Committee Charter.

Mr. Sadhra is a Chartered Professional Accountant. Mr. Sadhra has been CFO of Algernon Pharmaceuticals Inc. and Micron Waste Technologies Inc., public companies listed on the CSE, since 2015 and 2016 respectively. As well, Mr. Sadhra has been a tax partner with Sadhra & Chow LLP since 2009.

Mr. Wong is currently the CEO and President of Micron Waste Technologies Inc. and VP, Corporate Development of Algernon Pharmaceuticals Inc., public companies listed on the CSE. As well, Mr. Wong is the Principal at Alfred and Company Advisors Inc. Prior thereto, Mr. Wong was President at Bullrun Capital Inc., a Vancouver-based private company, and CEO and General Manager of HK Recycles and Associate Director, Privé Financial, both Hong Kong private companies.

Mr. Udumala is a Strategic Consultant for International Zeolite Corp., a public company listed on the TSXV, as well as CEO of Ichaana Indo-Can Zeolite Private Ltd.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, the Board has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Corporation's most recently completed financial year, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). NI 52-110, section 2.4 - *De Minimis Non-audit Services,* provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. NI 52-110, section 8 - *Exemptions* permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110 in whole or in part.

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter.

External Auditor Service Fees

The aggregate fees billed by the Corporation's external auditor in the last three fiscal years, by category, are as follows:

Financial Year Ended December 31	Audit Fees[(1)]	Audit-Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
2018	$153,274	$43,500	-	-
2017	$104,283	$36,000	-	$12,799
2016	$176,600	$67,000	-	-

Notes:

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

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

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Exemption

As the Corporation is a "venture issuer" as defined under NI 52-110, it is relying on the exemption provided by section 6.1 of NI 52-110 relating to Parts 3 - *Composition of the Audit Committee* and 5 - *Reporting Obligations*.

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognize the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

The Board facilitates its exercise of independent supervision over management by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Board requires management to provide complete and accurate information with respect to the Corporation's activities and to provide relevant information concerning the industry in which the Corporation operates in order to identify and manage risks. The Board also holds periodic meetings to discuss the operation of the Corporation.

Michael Sadhra and Bala Reddy Udumala are "independent" in that they are independent and 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 the best interests of the Corporation, other than the interests and relationships arising as shareholders.

Kulwant Malhi and Alfred Wong are not "independent" as determined under NI 52-110 (defined below) as Mr. Malhi is Chief Executive Officer of the Corporation and Mr. Wong is President of the Corporation.

Following the Meeting, assuming that all nominated directors are elected, there will be four directors, two of which will be "independent", being Michael Sadhra and Bala Reddy Udumala and two of which will not "Independent", being Kulwant Malhi (Chairman and Chief Executive Officer) and Alfred Wong (President).

The directors are responsible for managing and supervising the management of the business and affairs of the Corporation. Each year, the Board must review the relationship that each director has with the Corporation in order to satisfy themselves that the relevant independence criteria have been met.

Directorships

The following directors and director nominees are presently directors of other reporting issuers as set out below:

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market
Kulwant Malhi	Revival Gold Inc.	TSXV, OTC
Michael Sadhra	Algernon Pharmaceuticals Inc.	CSE
	Karam Minerals Inc.	CSE
	Cairo Resources Inc.	TSXV
	Cypherpunk Holdings Inc.	CSE

Orientation and Continuing Education

While the Corporation currently has no formal orientation and education program for new Board members, sufficient information (such as recent financial statements, prospectuses, proxy solicitation materials, technical reports and various other operating, property and budget reports) is provided to any new Board member to ensure that new directors are familiarized with the Corporation's business and the procedures of the Board. In addition, new directors are encouraged to visit and meet with management on a regular basis. The Corporation also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Corporation.

Ethical Business Conduct

Each director is required to disclose fully to the Board any material interest such director may have in any transaction contemplated by the Corporation. In the event that a director discloses a material interest in a proposed transaction, the Corporation's independent directors will review the nature and terms of the

proposed transaction in order to ascertain and confirm that it is being considered on commercially reasonable and arm's-length terms. The Board does not currently have any policies and plans to adopt formal policies in the future.

Nomination of Directors

The Board performs the functions of a nominating committee with responsibility for the appointment and assessment of directors. The Board believes that this is a practical approach at this stage of the Corporation's development and given the relatively small size of the Board.

While there are no specific criteria for Board membership, the Corporation attempts to attract and maintain directors with business knowledge and a particular knowledge of mineral exploration and development or other areas (such as finance) which provide knowledge which would assist in guiding the officers of the Corporation. As such, nominations tend to be the result of recruitment efforts by management of the Corporation and discussions among the directors prior to the consideration of the Board as a whole.

Compensation

The board of directors of the Corporation (the "**Board**" or "**Board of Directors**") has established a compensation committee (the "**Compensation Committee**") whose mandate is to assist the Board in the review and approval of executive compensation matters. The Compensation Committee is responsible for (1) reviewing and recommending to the Board the compensation of the Executive Chairman, Chief Executive Officer and senior management members of the Corporation, including salary, short term and long term incentives and other direct and indirect benefits; (2) reviewing the compensation of directors; (3) overseeing the administration of the Corporation's compensation plans; and (4) approving the employment contracts of the Executive Chairman, Chief Executive Officer and senior management members. Final approval of all compensation matters relating to the Executive Chairman, Chief Executive Officer and senior management members of the Corporation rests with the full Board.

When determining compensation, and evaluating the competiveness of the Corporation's compensation program, the Corporation periodically obtains industry reports and general compensation surveys conducted by independent consultants which provide comparative information. The Compensation Committee also reviews the compensation practices and levels of executive compensation for other peer group companies (as determined by the Compensation Committee). The Compensation Committee reviews this comparative data, in conjunction with its own review of the Corporation's performance and executive performance, and thereafter recommends to the Board the compensation package payable to the Corporation's executive officers for the Board's review and approval.

The Compensation Committee does not set specific performance objectives in assessing the performance of the Executive Chairman, Chief Executive Officer and the Chief Financial Officer; rather the Compensation Committee uses its experience and judgment in determining an overall compensation package for such executive officers.

Compensation awards to senior management of the Corporation's foreign subsidiaries has been determined by senior management of the Corporation having regard to executive compensation practices and levels in the applicable foreign jurisdiction.

The Board periodically reviews the mandate of all committees including the Compensation Committee. On April 27, 2016, the Board updated the Compensation Committee mandate to reflect changes in current compensation governance practices and regulatory requirements.

As at the date of this Information Circular, the Compensation Committee was comprised of Michael Sadhra, Kulwant Malhi and Bala Reddy Udumala of which Mr. Sadhra and Mr. Udumala are independent and Mr. Malhi is not independent. By virtue of education, professional designation and experience in other publicly listed companies, the Compensation Committee members collectively have the skills and experience that enable the Compensation Committee to make decisions on the suitability of the Corporation's compensation policies and practices.

The Corporation has not at any time since the beginning of the Corporation's most recently completed financial year retained a compensation consultant or advisor to assist the Board or the Compensation Committee in determining compensation for the Corporation's directors or executive officers.

A more detailed description of Compensation can be found in the "*Statement of Executive Compensation*" section of this Circular.

Other Board Committees

The Board has no committees other than the Audit Committee and Compensation Committee.

Assessments

The Board has no specific procedures for regularly assessing the effectiveness and contribution of the Board, its committees, if any, or individual directors. As the Board is relatively small, it is expected that a significant lack of performance on the part of a committee or individual director would become readily apparent, and could be dealt with on a case-by-case basis. With respect to the Board as a whole, the Board monitors its performance on an ongoing basis, and as part of that process considers the overall performance of the Corporation and input from its Shareholders.

STATEMENT OF EXECUTIVE COMPENSATION

GENERAL

The following compensation information is provided as required under Form 51-102F6V for Venture Issuers (the "Form"), as such term is defined in NI 51-102.

For the purposes of this Statement of Executive Compensation:

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

"**NEO**" or "**named executive officer**" means each of the following individuals:

(a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer ("CEO"), including an individual performing functions similar to a CEO;

(b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer ("CFO"), including an individual performing functions similar to a CFO;

(c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5), for that financial year;

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

During the financial years ended December 31, 2018 and December 31, 2017, based on the definitions above, the NEOs of the Corporation were: (i) Stephen Keith, former President and CEO; (ii) Lloyd Wiggins, former CFO; (iii) Abdel Badwi, former Executive Chairman and CEO of the Corporation; (iv) Douglas Yee, former CFO and former consultant of the Corporation; (v) Carlos Lau, former Senior Advisor (South America); and (vi) Jamie Somerville, former Executive Vice President and former consultant of the Corporation.

The following statement of executive compensation also includes disclosure in respect of each person who served as a director of the Corporation in the years ended December 31, 2018 and December 31, 2017. The Board members who were not also NEOs during the financial years ended December 31, 2018 and December 31, 2017 were: Ross C. McCutcheon, Rakesh Kapur, Ron Ho, John Van Brunt, Steven Paxton, Abdel Badwi and Carlos Lau.

Director and Named Executive Officer Compensation

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Corporation to NEOs and members of the board of directors of the Corporation (the "Board") for the two most recently completed financial years ended December 31, 2018 and December 31, 2017. Options and compensation securities are disclosed under the heading "Stock Options and Other Compensation Securities" below.

Table of Compensation Excluding Compensation Securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Stephen Keith former President and CEO[(1)]	2018 2017	325,000 319,841	37,500 53,000	- -	- -	- -	362,500 372,841
Lloyd Wiggins former CFO[(2)]	2018 2017	240,000 180,000	24,000 20,000	- -	- -	- -	264,000 200,000
Douglas Yee former CFO and Consultant[(3)]	2018 2017	- 204,231[(10)]	- -	- -	- -	- 20,377[(12)]	- 224,608

Table of Compensation Excluding Compensation Securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Abdel Badwi former Executive Chairman, CEO and Director[4]	2018 2017	25,000 217,000	- -	4,500 -	- -	- -	29,500 217,000
Carlos Lau former Director and former Senior Advisor (South America) [5]; [8]	2018 2017	36,000 497,184[11]	- -	18,000 3,000	- -	- 25,690[12]	54,000 525,874
Jamie Somerville former Executive Vice President and Consultant[6]	2018 2017	- 180,000	- 28,000	- -	- -	- -	- 208,000
Ross McCutcheon former Director[7]; [8]	2018 2017	146,935 36,000	- -	31,500 33,000	- -	- -	178,435 69,000
Rakesh Kapur former Director[8]	2018 2017	47,000 36,000	- -	36,000 24,500	- -	- -	83,000 60,500
Ron Ho former Director[8]	2018 2017	50,500 36,000	- -	34,500 28,000	- -	- -	85,000 64,000
John Van Brunt former Director[8]	2018 2017	43,000 18,000	- -	28,500 6,500	- -	- -	71,500 24,500
Steven Paxton former Director[8]	2018 2017	47,000 18,000	- -	36,000 6,500	- -	- -	83,000 24,500
Ken Geren former Director[9]	2018 2017	- -	- -	- -	- -	- -	- -

Notes:

(1) Mr. Keith was appointed President effective January 9, 2017 and Chief Executive Officer effective September 1, 2017. Compensation disclosed in 2017 for Mr. Keith is combined for both positions. Mr. Keith ceased to be Chief Executive Officer of the Corporation effective March 28, 2019.

(2) Mr. Wiggins was appointed Chief Financial Officer effective April 1, 2017. Mr. Wiggins ceased to be Chief Financial Officer of the Corporation effective April 30, 2019.

(3) Mr. Yee resigned as Chief Financial Officer effective March 31, 2017. Mr. Yee provided consulting services to the Corporation from April 2017 until September 2017. Compensation disclosed for Mr. Yee includes salary and consulting fees.

(4) Mr. Badwi ceased to be Chief Executive Officer effective August 31, 2017. Effective December 31, 2017, Mr. Badwi transitioned from Executive Chairman to non-executive Chairman. Mr. Badwi ceased to be a director of the Corporation on June 30, 2018. Compensation paid to Mr. Badwi was a combined amount for his executive positions. No additional fees were incurred during 2017 in his capacity as a director.

(5) Mr. Lau was appointed as Senior Advisor (South America) effective November 1, 2015. Mr. Lau ceased to be Senior Advisor (South America) effective September 30, 2017 but has continued as a director of the Corporation. Compensation paid to Mr. Lau as Senior Advisor was in lieu of a single, lump sum severance payment due on November 1, 2015 following the termination of his employment agreement with the Corporation. During 2016 and up to September 2017, Mr. Lau was compensated for his position as Senior Advisor (South America) and was not paid directors fees. During the final three months of 2017 and the year ended December 31, 2018, Mr. Lau was compensated for his position as a director.

(6) Mr. Somerville was Executive Vice President effective October 1, 2016 until December 31, 2017. Prior thereto, Mr. Somerville provided consulting services to the Corporation. Compensation disclosed for Mr. Somerville includes salary and consulting fees.

(7) Mr. McCutcheon was appointed Chairman of the Board of Directors on effective August 9, 2018.

(8) Mr. Lau, Mr. McCutcheon, Mr. Kapur, Mr. Ho, Mr. Van Brunt and Mr. Paxton ceased to be Directors of the Corporation effective March 8, 2019.

(9) Mr. Geren resigned as a director June 28, 2017.

(10) Includes consulting fees of $51,375 and salary of $152,856. The consulting fees were denominated and paid in Canadian dollars. The salary was denominated in U.S. dollars and paid in Canadian dollars (US$115,000 converted into Canadian dollars using an average exchange rate of Cdn$1.3292 per US$1.00).

(11) Includes director fees of $9,000 and base salary of $488,184. The director fees were denominated and paid in Canadian dollars. The base salary was denominated in U.S. dollars and paid in Canadian dollars (US$375,000 converted into Canadian dollars using an average exchange rate of Cdn$1.3018 per US$1.00).

(12) Reflects contributions made to retirement savings plans paid by the Corporation on behalf of the named individual during the fiscal year indicated.

Stock Options and Other Compensation Securities

The Corporation's authorized share structure is an unlimited number of Common Shares and an unlimited number of Preferred Shares. No Preferred Shares have ever been issued. As at the December 31, 2018 financial year end there were 213,925,645 Common Shares of the Corporation issued and outstanding. At December 31, 2018 the Corporation had a rolling stock option plan, which allowed the Corporation to grant options to a maximum of 10% of the issued and outstanding Common Shares, from time to time.

The following table discloses all compensation securities granted or issued to each director and named executive officer by the Corporation, or a subsidiary of the Corporation, in the financial years ended December 31, 2018 and December 31, 2017, for services provided or to be provided, directly or indirectly, to the Corporation, or a subsidiary of the Corporation.

Compensation Securities							
Name and Position	**Type of Compensation Security**	**Number of Compen-sation Securities, underlying securities and percentage of class[1] (# / %)**	**Date of Grant or Issue (mm/dd/yy)**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date (mm/dd/yy)**
Stephen Keith former President and CEO[2]	Options	1,000,000 (0.47%)	09/01/17	0.20	0.155	0.08	09/01/22
		1,000,000 (0.47%)	31/08/17	0.20	0.105	0.08	31/08/22
Lloyd Wiggins former CFO[3]	Options	200,000 (0.09%)	01/04/17	0.20	0.12	0.08	01/04/22
		500,000 (0.23%)	31/08/17	0.20	0.105	0.08	31/08/22

Compensation Securities							
Name and Position	**Type of Compensation Security**	**Number of Compen-sation Securities, underlying securities and percentage of class[1] (# / %)**	**Date of Grant or Issue (mm/dd/yy)**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry Date (mm/dd/yy)**
Carlos Lau former Director and Senior Advisor (South America) [4]	Options						
		200,000 (0.09%)	14/12/15	0.25	0.19	0.08	14/12/20
		100,000 (0.05%)	28/11/16	0.20	0.135	0.08	28/11/21
Ross McCutcheon former Director[5]	Options						
		200,000 (0.09%)	14/12/15	0.25	0.19	0.08	14/12/20
		100,000 (0.05%)	28/11/16	0.20	0.135	0.08	28/11/21
Rakesh Kapur former Director[5]	Options						
		200,000 (0.09%)	14/12/15	0.25	0.19	0.08	14/12/20
		100,000 (0.05%)	28/11/16	0.20	0.135	0.08	28/11/21
Ron Ho former Director[5]	Options						
		200,000 (0.09%)	14/12/15	0.25	0.19	0.08	14/12/20
		100,000 (0.05%)	28/11/16	0.20	0.135	0.08	28/11/21
John Van Brunt former Director[6]	Options	200,000 (0.09%)	29/06/17	0.20	0.11	0.08	29/06/22
Steven Paxton former Director[6]	Options	200,000 (0.09%)	29/06/17	0.20	0.11	0.08	29/06/22

Notes:

(1) Percentage references to outstanding common shares and is based on 213,925,645 Common Shares outstanding on the Record Date.

(2) As of December 31, 2018, Mr. Keith had options to acquire 2,000,000 Common Shares of which 1,333,334 had fully vested. All of Mr. Keith's options were subsequently cancelled, unexercised when he ceased to be Chief Executive Officer of the Corporation effective March 28, 2019.

(3) As of December 31, 2018, Mr. Wiggins had options to acquire 700,000 Common Shares of which 466,666 had fully vested.

(4) Mr. Lau ceased to be Senior Advisor effective September 30, 2017 but continued as a director of the Corporation. As of December 31, 2018, Mr. Lau had options to acquire 300,000 Common Shares all of which had fully vested. All of Mr. Lau's

options were subsequently cancelled, unexercised when he ceased to be a director of the Corporation effective March 8, 2019.

(5) As of December 31, 2018, Mr. McCutcheon, Mr. Kapur and Mr. Ho each had options to acquire 300,000 Common Shares all of which had fully vested. All of Mr. McCutcheon's, Mr. Kapur's and Mr. Ho's options were subsequently cancelled, unexercised when they ceased to be directors of the Corporation effective March 8, 2019.

(6) As of December 31, 2018, Mr. Van Brunt and Mr. Paxton each had options to acquire 200,000 Common Shares of which 133,333 each had fully vested. All of Mr. Van Brunt's and Mr. Paxton's options were subsequently cancelled, unexercised when they ceased to be directors of the Corporation effective March 8, 2019.

Exercise of Compensation Securities by NEOs and Directors

During each of the financial years ended December 31, 2018 and December 31, 2017 there were no compensation securities exercised by any of the NEOs or directors of the Corporation during the same financial years.

During the financial year ended December 31, 2018, there were 4,403,336 stock options that expired unexercised. During the financial year ended December 31, 2017, there were 2,448,335 stock options that expired unexercised.

Stock Option Plan and Other Incentive Plans

The Corporation's long-term incentive program consists of the granting of stock options ("Options") to the Corporation's directors, officers, employees, contractors and other eligible service providers pursuant to the Corporation's stock option plan (the "Option Plan"). A copy of the Corporation's Option Plan is attached as Schedule "C" hereto.

The Option Plan provides a long term incentive designed to focus and reward eligible participants for enhancing total shareholder return over the long term both on an absolute and relative basis. The Option Plan promotes an ownership perspective among the executives, encourages the retention of key executives and provides an incentive to enhance shareholder value by furthering the Corporation's growth and profitability. Options form an integral component of the total compensation package provided to the Corporation's executive officers. In addition, the Option Plan enables executives to develop and maintain a significant ownership position in the Corporation.

Option grants are normally recommended by management and approved by the Compensation Committee upon the commencement of an individual's employment with the Corporation or its subsidiaries based on the level of their respective responsibility. Additional Option grants may be made periodically, generally on an annual basis, to ensure that the number of Options granted to any particular eligible participant is commensurate with the individual's level of ongoing responsibility within the Corporation. In considering additional grants, a number of factors are considered including the number of Options held by such eligible participant, the exercise price and implied value of the Options, the term remaining on those Options and the total number of Options the Corporation has available for grant under the Option Plan. All Option grants are subject to approval and ratification by the Board.

Stock Option Plan

The Option Plan was initially approved by the shareholders of the Corporation on August 22, 2008 in conjunction with the approval of the plan of arrangement involving the securityholders of GrowMax Resources Corp. and Valverde Capital Corp. The shareholders of the Corporation approved certain amendments to the Option Plan at the annual and special meeting of the shareholders of the Corporation

which was held on December 17, 2013. The Option Plan was most recently approved at the annual and special meeting of shareholders held on June 28, 2017.

The Option Plan has been prepared in compliance with TSX Venture Exchange Inc. (the "TSXV") Policy 4.4 pursuant to which the Corporation is permitted to maintain a rolling stock option plan reserving a percentage of the issued and outstanding Common Shares for issuance pursuant to Options. The purpose of the Option Plan is to afford eligible participants an opportunity to obtain a proprietary interest in the Corporation by permitting them to purchase Common Shares of the Corporation and to aid in attracting, as well as retaining and encouraging, the continued involvement of such persons with the Corporation.

Share-Based Awards

Shareholders will be asked at the Meeting, to ratify and approve the adoption of the Corporation's fixed restricted share unit plan (the "**RSU Plan**").

On July 1, 2019, the Board approved the adoption by the Corporation of a fixed restricted share unit plan. The RSU Plan is designed to provide certain directors, officers, employees, consultants and advisors of the Corporation and its related entities with the opportunity to acquire restricted stock units ("**RSUs**") of the Corporation in order to enable them to participate in the long-term success of the Corporation. The purpose of the RSU Plan is to further promote a greater alignment of the interests of directors, officers, employees and consultants of the Corporation with the interests of the Shareholders. The Board (or such other committee the Board may appoint) is responsible for administering the RSU Plan.

RSUs will vest on terms established by the Board, or any Board committee appointed for such purpose.

Maximum Number of Common Shares Issuable under RSU Plan

The RSU Plan allows the Corporation to grant RSUs, under and subject to the terms and conditions of the RSU Plan, which may be exercised to purchase up to a fixed maximum number of 10,000,000 Common Shares.

The RSU Plan provides that the maximum number of Common Shares issuable pursuant to the RSU Plan, together with any common shares issuable pursuant to any other Security Based Compensation Arrangement outside of the RSU Plan (namely the Stock Option Plan described above), will not exceed an aggregate of 10% of the total number of issued and outstanding Common Shares at any time. RSUs to a maximum of 10% of the outstanding Common Shares of the Corporation may be granted to any one Eligible Person under the RSU Plan; and, in aggregate, a maximum of 5% of the outstanding Common Shares of the Corporation may be granted to any one Eligible Person in any 12 month period calculated on the grant date.

Capitalized terms used below are not defined below and shall have the meanings ascribed thereto in the RSU Plan.

Benefits of the RSU Plan

The RSU Plan is designed to be a long-term incentive for the directors, officers, employees, consultants and advisors of the Corporation. RSUs provide the Board (or a Board committee) with an additional compensation tool that can be used to help retain and attract highly qualified directors, officers and employees and further align the interests of directors, officers, employees and consultants of the Corporation with the interest of the Shareholders. It is intended to promote a greater alignment of interests between the Shareholders of the Corporation and the directors, officers, employees and

consultants of the Corporation by providing an opportunity to participate in any increases to the value of the Corporation.

The Board may engage such consultants and advisors as it considers appropriate, including compensation or human resources consultants or advisors, to provide advice and assistance in determining the amounts to be paid under this Plan and other amounts and values to be determined hereunder or in respect of this Plan including, without limitation, those related to a particular Fair Market Value.

Nature and Administration of the RSU Plan

All Directors, Officers, Employees, Consultants and Advisors (as defined in the RSU Plan) of the Corporation and its related entities ("**Eligible Persons**") are eligible to participate in the RSU Plan (as "**RSU Plan Recipients**"), though the Corporation reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation in the RSU Plan at any time. Eligibility to participate in the RSU Plan does not confer upon any person a right to receive an award of RSUs.

Subject to certain restrictions, the Board (or a Committee delegated by the Board), may, from time to time, award RSUs to Eligible Persons. All RSUs awarded will be credited to an account maintained for each RSU Plan Recipient on the books of the Corporation as of each award date. The number of RSUs to be credited to each RSU Plan Recipient's account shall be determined at the discretion of the Board and pursuant to the terms of the RSU Plan.

Each award of RSUs vests on the date(s) (each a "**Vesting Date**") that is the later of the Trigger Date (defined below) and the date upon which the relevant performance condition or other vesting condition set out in the award has been satisfied, subject to the requirements of the RSU Plan. Rights and obligations under the RSU Plan can be assigned by the Corporation to a successor in the business of the Corporation, any company resulting from any amalgamation, reorganization, combination, merger or arrangement of the Corporation, or any corporation acquiring all or substantially all of the assets or business of the Corporation.

Payment of RSUs

Under the RSU Plan, the Corporation, in its discretion and as may be determined by the Board, will pay out vested RSU's by paying or issuing (net of any applicable withholding taxes) to a RSU Plan Recipient, on or subsequent to the Trigger Date and before the Expiry Date (as defined below) an award payout of either: (a) one Common Share for each whole vested RSU; and (b) a cash amount equal the fair market value of one Common Share (as determined in accordance with the RSU Plan) as at the Trigger Date (the "**Vesting Date Value**") of each whole vested RSU.

Fractional Common Shares will not be issued pursuant to the RSU Plan, and where a RSU Plan Recipient would be entitled to receive a fractional Common Share in respect of a fractional vested RSU, the Corporation shall pay to such RSU Plan Recipient, in lieu of such fractional Common Share, cash value equal to the Vesting Date Value of such fractional Common Share.

Cancellation on Termination for Cause

Unless the Board at any time otherwise determines, all unvested Restricted Share Units held by any Recipient and all rights in respect thereof will be automatically cancelled, without further act or formality and without compensation, immediately in the event of a Termination arising from the termination of employment or removal from service by the Corporation or a Related Entity for cause.

Retirement, Total Disability, Death and Termination without Cause

Generally, if an RSU Plan Recipient ceases to be an Eligible Person for any of the following reasons, unvested Restricted Share Units will immediately vest on the date the Recipient ceases to be an Eligible Person:

(a) Retirement of a Recipient;

(b) death or Total Disability of a Recipient; and

(c) the Termination of employment or removal from service by the Corporation or a Related Entity without cause.

The number of Common Shares available for reserve under the RSU Plan is a fixed number. Any Share subject to a Restricted Share Unit, which has been cancelled or terminated in accordance with the terms of the Plan without being paid out as provided for in Part 3 of the RSU Plan, shall again be available under the Plan.

Change of Control

In the event of a Change of Control (as defined in the RSU Plan), all RSUs credited to an RSU Plan Recipient vest on the date on which the Change of Control occurs. Within thirty (30) days after the date on which the Change of Control Occurs, the RSU Plan Recipient must receive a cash payment equal to (a) the number of Restricted Share Units that vested on the Change of Control Date; multiplied by (b) the Fair Market Value on the Change of Control Date, net of any withholding taxes and other source deducted required by law to be withheld by the Corporation.

Adjustments

In the event of any dividend paid in shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Corporation assets to shareholders, or any other change in the capital of the Corporation affecting Shares, the Board, in its sole and absolute discretion, will make, with respect to the number of Restricted Share Units outstanding under this Plan, any proportionate adjustments as it considers appropriate to reflect that change.

Vesting

The Board has the discretion to grant RSUs to Eligible Persons as the Board determines is appropriate, and can impose conditions on vesting as it sees fit in addition to the Performance Conditions (as defined in the RSU Plan) if any. RSUs vest on the date that is the later of (a) the date set by the Board at the time of the grant or if no date is set then December 1 of the third calendar year following the date of the grant (the "Trigger Date"), and (b) the date upon which the relevant Performance Condition or other vesting condition has been satisfied, subject to the limitations of the RSU Plan.

RSUs only vest on the Trigger Date to the extent that the Performance Conditions have been satisfied on or before the Trigger Date, and no RSU will remain outstanding for any period which exceeds the expiry date (which shall be December 31 of the third calendar year after the date of grant, or such earlier date as may be established by the Board (the "Expiry Date").

The Board may accelerate the Trigger Date of any RSU at its election.

Limitations under the RSU Plan

Unless disinterested Shareholder Approval is obtained, or unless permitted otherwise by the policies of the Canadian Securities Exchange:

(a) the maximum number of Common Shares which may be reserved for issuance to Insiders, as a group, under the RSU Plan together with any other Share Compensation Arrangement (as defined in the RSU Plan), may not exceed 10% of the outstanding Common Shares;

(b) the maximum number of RSUs that may be granted to Insiders, as a group, under the Plan together with any other Share Compensation Arrangement, within a 12-month period, cannot exceed 10% of the outstanding Common Shares calculated on the date of the grant of the RSUs; and

(c) the maximum number of RSUs that can be granted to any one Eligible Person under the Plan, together with any other Share Compensation Arrangement, within a 12-month period, cannot exceed 5% of the outstanding Common Shares calculated on the date of the grant of the RSUs.

Amendment or Termination of RSU Plan

Subject to the requirements of applicable laws, the Board may amend or terminate the RSU Plan at any time, but the consent of the RSU Plan Recipient is required for any such amendment that adversely affects the rights of the RSU Plan Recipient, unless the amendment or termination is required by law. A termination of the RSU Plan will not accelerate the vesting of RSUs or the time in which a RSU Plan Recipient would otherwise be entitled to receive payment in respect of the RSUs. The RSU Plan herein shall become effective on the date on which it is approved by the shareholders.

There were no restricted share units (RSUs) granted during the financial year ended December 31, 2018. As indicated above, the Board adopted and shareholders approved a 10% "rolling" share option plan (defined above as the "**Stock Option Plan**") under which convertible securities can be issued as an additional mechanism to encourage equity participation in the Corporation by directors, officers, employees and other service providers, which for the purposes of the RSU Plan is considered a Share Compensation Arrangement. Any grants under the Stock Option Plan would be considered in the limitations under the RSU Plan.

Shareholders are being asked at the Meeting to approve by ordinary resolution, to ratify, confirm and approve the adoption of the Corporation's RSU Plan and the RSUs that were granted prior to shareholder approval of the RSU Plan. A copy of the Corporation's RSU Plan is attached as Schedule "D" hereto.

Employment, Consulting and Management Agreements

Management of the Corporation is performed by the directors and officers of the Corporation and not by any other person.

There are no plans in place with respect to compensation of the Named Executive Officers in the event of a termination of employment without cause or upon the occurrence of a change of control.

Oversight and Description of Director and NEO Compensation

Given the Corporation's size and stage of operations, it has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. The amounts paid to the Named Executive Officers are determined by the independent Board members. The Board determines the appropriate level of compensation reflecting the need to provide incentive and compensation for the time and effort expended by the executives, while taking into account the financial and other resources of the Corporation.

Actions, Decisions or Policies Made After December 31, 2018

On March 8, 2019, the Corporation held its annual and special meeting of shareholders (the "Meeting"), in which Kulwant Malhi, Alfred Wong, Michael Sadhra and Pratap Reddy were appointed to the Board of Directors (the "New Board") replacing Ron Ho, Rakesh Kapur, Carlos Lau, Ross McCutcheon and Steven Paxton, the five incumbent members of the Corporation's previous Board who did not stand for re-election. The sixth member of the Corporation's previous Board, John Van Brunt, resigned three days before the Meeting.

On March 28, 2019, the Corporation announced the termination of Stephen Keith as Chief Executive Officer and appointment of Kulwant Malhi, Chairman of the New Board, as the new Chief Executive Officer, effective immediately. Alfred Wong, a member of the New Board, was appointed to the position of President.

Pension Plan

The Corporation does not have a pension plan or provide any benefits following or in connection with retirement. In addition, the Corporation does not have a deferred compensation plan. The Corporation does make matching contributions to registered retirement saving plans on behalf of certain NEOs in Canada. These payments are disclosed under the "*Pension Value*" column of the Compensation Table for NEOs above.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the corporation's only equity compensation plan as of December 31, 2018:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	4,505,000	N/A	16,887,564
Equity compensation plans not approved by security holders	Nil	N/A	Nil
Total	4,505,000	N/A	16,887,564

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer, employee, or proposed nominee for election as a director, or associate of such person is, or at any time during the most recently completed financial year has been, indebted to the Corporation.

No indebtedness of a current or former director, executive officer, employee, or proposed nominee for election as a director, or associate of such person to another entity is, or at any time during the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out below, no (a) director, proposed director or executive officer of the Corporation; (b) person or company who beneficially owns, directly or indirectly, Common Shares or who exercises control or direction over Common Shares, or combination of both carrying more than ten percent of the voting rights attached to the Common Shares outstanding (an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's two most recently completed financial years, or in any proposed transaction, which has materially affected or would materially affect the Corporation, except with an interest arising from the ownership of Common Shares where such person will receive no extra or special benefit or advantage not shared on a pro rata basis by all Shareholders other than as set out under *"Employment, Consulting and Management Agreements*" and herein below.

In 2018 and 2017, in addition to key management personnel, related parties consisted of (i) a private Peruvian Corporation controlled by a close family member of Carlos Lau (a former director of the Corporation), and (ii) the corporate secretary of the Corporation (only for 2017).

The Corporation incurred the following fees and expenses in connection with related parties (excluding compensation of key management personnel, which is shown in the next section):

	Year ended December 31, 2018	Year ended December 31, 2017
Legal fees[(1)]	$nil	$229,841
Stock-based compensation expense [(2)]	$nil	$5,375

Notes:

1. The legal fees were incurred from the corporate secretary of GrowMax Resources. Of the $229,841 legal fees incurred during the year ended December 31, 2017, $176,565 was included in other general and administrative expenses within continuing operations and $53,276 was netted against the gain on sale of disposal group within discontinued operations.
2. Reflects the amount recorded as an expense in the consolidated statements of income (loss). The fair value of stock-based compensation is measured at grant date using an option pricing model and is recognized as an expense over the vesting period.

Compensation of Key Management Personnel

During the year ended December 31, 2018, key management personnel consisted of the President/Chief Executive Officer, the Chief Financial Officer, the former Non-Executive Chairman and the Board of

Directors. The remuneration of key management personnel during the years ended December 31, 2018 and 2017 was as follows:

	Year ended December 31, 2018	Year ended December 31, 2017
Short-term employee benefits[(1)]	$1,243,435	$1,981,881
Pension costs – defined contribution plans	$nil	$20,697
Stock-based compensation expenses[(2)]	$48,302	$245,343
	$1,291,737	**$2,247,921**

Notes:

(1) Includes directors' fees, consulting fees, salaries, bonuses, and medical benefits.

(2) Reflects the amount recorded as an expense in the consolidated statements of income (loss). The fair value of stock-based compensation is measured at grant date using an option pricing model and is recognized as an expense over the vesting period.

MANAGEMENT CONTRACTS

Other than as disclosed herein, there are no management functions of the Corporation or any of its subsidiaries which are to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Corporation or a subsidiary.

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

No person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, proposed nominee for election as a director of the Corporation, or associate or affiliate of any such director, executive officer or nominee, 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 other than the election of directors.

RISK FACTORS

The Corporation's proposed new business as an investment issuer will be subject to a number of significant risk factors, and an investment in the Corporation will involve a high degree of risk. Investors should carefully consider each of such risks and all of the information in this Circular before investing in the Corporation. The success of the Corporation will depend to a large extent on the expertise, ability, judgment, discretion, integrity and good faith of its management. The value of the Common Shares will fluctuate based on the value of the Corporation's investment portfolio and general market conditions. There can be no assurance that Shareholders will realize any gains from their investment in the Corporation and may lose their entire investment. There is no assurance that the investment objectives of the Corporation will actually be achieved. The value of the Common Shares will increase or decrease with the value of its investment portfolio and general economic conditions beyond the control of the Corporation's management, including the level of interest rates, corporate earnings, economic activity, the value of the Canadian dollar and other factors.

No Operating History as an investment issuer

The Corporation does not have any record of operating as an investment issuer. As such, upon completion of the Change of Business, the Corporation will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Corporation will not achieve its financial objectives as estimated by management or at all. Past successes of management do not guarantee future success.

Investments made by the Corporation may lack liquidity

Due to market conditions beyond its control, including investor demand, resale restrictions, general market trends and regulatory restrictions, the Corporation may not be able to liquidate investments when it would otherwise desire to do so in order to operate in accordance with its investment policy and strategy. Such lack of liquidity could have a material adverse effect on the value of the Corporation's investments and, consequently, the value of the Common Shares.

Loss of Investment

An investment in the Corporation is speculative and may result in the loss of all, or a substantial portion of, an investor's investment. Only potential investors who are experienced in high risk investments and who can afford to lose all, or a substantial portion of, their investment should consider an investment in the Corporation.

Investment Diversification and Investment Expenses

There is no guarantee that the Corporation will be able to reduce its investment risk by diversifying its investment portfolio. The Corporation intends to participate in a limited number of investments and, as a consequence, the aggregate returns realized by the Corporation, if any, may be substantially and adversely affected by the unfavourable performance of even a single investment. Accordingly, there can be no assurance that the Corporation will be able to reduce its investment risk by diversifying its portfolio. The resulting lack of diversification may adversely impact the ability of the Corporation to achieve its desired investment returns. There is also a risk that expenses incurred by the Corporation may exceed any gains realized by the Corporation on its investments.

Competition

The Corporation will face competition from other capital providers, all of which compete with it for investment opportunities. These competitors may limit the Corporation's opportunities to acquire interests in investments that are attractive to the Corporation. The Corporation may be required to invest otherwise than in accordance with its Investment Policy and strategy in order to meet its investment objectives. If the Corporation is required to invest other than in accordance with its Investment Policy and strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

Fluctuations in the Value of the Corporation and the Common Shares

The net asset value of the Corporation and market value of the Common Shares will fluctuate with changes in the market value of the Corporation's investments. Such changes in value may occur as the result of various factors, including general economic and market conditions, the performance of corporations whose securities are part of the Corporation's investment portfolio and changes in interest rates which may affect the value of interest-bearing securities owned by the Corporation. There can be no assurance

that Shareholders will realize any gains from their investment in the Corporation and may lose their entire investment.

General Investment Portfolio Risks

Given the nature of the Corporation's proposed investment activities, the results of operations and financial condition of the Corporation will be dependent upon the market value of the securities that will comprise the Corporation's investment portfolio. Market value can be reflective of the actual or anticipated operating results of companies in the portfolio and/or the general market conditions that affect their respective sectors. Various factors affecting the financial sector could have a negative impact on the Corporation's portfolio of investments and thereby have an adverse effect on its business. Additionally, the Corporation may invest in small-cap businesses that may never mature or generate adequate returns or may require a number of years to do so. This may create an irregular pattern in the Corporation's investment gains and revenues (if any). Macro factors such as global political and economic conditions could also negatively affect the Corporation's portfolio of investments. The Corporation may be adversely affected by the falling share prices of the securities of investee companies; as such, share prices may directly and negatively affect the estimated value of the Corporation's portfolio of investments. Moreover, company-specific risks could have an adverse effect on one or more of the investments that may comprise the portfolio at any point in time. Corporation-specific and industry-specific risks that may materially adversely affect the Corporation's investment portfolio may have a materially adverse impact on operating results. The factors affecting current macro-economic conditions are beyond the control of the Corporation. The occurrence of unforeseen or catastrophic events, including the emergence of a pandemic or other widespread health emergency (or concerns over the possibility of such an emergency), terrorist attacks or natural disasters, could create economic and financial disruptions and could lead to operational difficulties that could impair the Corporation's ability to manage its business.

Equity Market Risk

The price of the equity securities in which the Corporation may invest is influenced by the issuer's outlook, market activity and regional, national and international economic conditions. When the economy is expanding, the outlook for many issuers is equally promising, and the value of their equity securities should rise correspondingly. The opposite is also true. Typically, the greater the potential reward, the greater the potential risk. For small issuers and issuers in emerging sectors the risk and reward ratio is usually greater. Equity-related securities, which give indirect exposure to the equity value of an entity, such as warrants and convertible securities, can also be affected by this equity risk.

Investment in Private Entities and Illiquid Securities

Investments in private corporations or other private entities cannot be resold without a prospectus, an available prospectus exemption or an appropriate ruling under relevant securities legislation. Even if they can be sold, there may not be a market for such securities. This may impair the Corporation's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private entities may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. The process of valuing investments in private corporations will inevitably be based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the investments. The Corporation may invest in securities which are illiquid. There is a possibility that the Corporation will be unable to dispose of illiquid securities held in its portfolio and if the Corporation is unable to dispose of some or all of the Corporation's investments at the appropriate time, a return on such investment may not be realized.

No Guaranteed Return

There is no guarantee that an investment in the Corporation will earn any positive return in the short term or long term.

Due Diligence

The due diligence process undertaken by the Corporation in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Corporation will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment, and balancing the cost of such due diligence with potential risk exposure. When conducting due diligence investigations, the Corporation may be required to evaluate important and complex business, financial, tax, accounting and legal issues. External consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Corporation will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

Dependence on Key Personnel

The Corporation's success will depend on its ability to attract and retain key personnel, including the Chief Executive Officer. The inability of the Corporation to retain its management and directors as a result of volatility or lack of positive performance in the share price, may adversely affect its ability to carry out its business. Shareholders will be required to rely on the Board to conduct the business of the Corporation. The services provided by the Board and management will not be exclusive to the Corporation and conflicts of interest may arise in the ordinary course of business. Shareholders will be required to rely on the business judgment, expertise and integrity of the directors and management of the Corporation. The Corporation must rely substantially upon the knowledge and expertise of its directors and management in entering into any investment agreement or investment arrangements, in determining the composition of the Corporation's investment portfolio, and in determining when and whether to dispose of securities owned by the Corporation. The death or disability of any of the Corporation's key personnel could adversely affect the ability of the Corporation to achieve its objectives. Certain of the directors and management of the Corporation will not be devoting all of their time to the affairs of the Corporation, but will be devoting such time as may be required to effectively manage the Corporation. Certain of the directors and management are engaged and will continue to be engaged in the search for investments for themselves and on behalf of others, including other private and public corporations. Accordingly, conflicts of interest may arise from time to time. Any conflicts will be subject to the procedures and remedies under the BCBCA. Investors not willing to rely on the management and judgment of the Board should not invest in the Corporation. The Corporation may also be dependent on certain consultants for evaluations of some of its investment opportunities. There can be no assurance such consultants will remain retained by the Corporation or be available as and when needed.

Currency and Foreign Investment

Although the Corporation anticipates that the Investment Policy of the Corporation will be to focus on investments in the North American market, the Corporation may determine to make investments in other

markets. Consequently, the Canadian dollar equivalent of the Corporation's net denominated assets and dividends, if any, would be adversely affected by reductions in the value of the applicable foreign currencies relative to the Canadian dollar and would be positively affected by increases in the value of the applicable foreign currencies relative to the Canadian dollar. Any foreign investments currently held or made by the Corporation in the future may be subject to political risks, risks associated with changes in foreign exchange rates, foreign exchange control risks and other similar risks.

Trading Price of the Common Shares Relative to Net Asset Value

Assuming completion of the Change of Business, the Corporation will neither be a mutual fund nor an investment fund and, due to the nature of its business and investment strategy and the composition of its investment portfolio, the market price of the Common Shares, at any time, may vary significantly from the Corporation's net asset value per Share. This risk is separate and distinct from the risk that the market price of the Common Shares may decrease.

Conditions Precedent to the Change of Business

The Change of Business remains subject to a number of conditions precedent, including approval of the CSE and the Shareholders. There is no assurance that the Change of Business will receive CSE or Shareholder approval, that all other conditions precedent will be satisfied or waived, or that the Change of Business will be completed.

Dilution from Future Offerings

The Corporation is authorized to issue an unlimited number of Common Shares. The Corporation may issue additional securities (including Common Shares and convertible securities) from time-to-time to raise funding for its business and such issuances may be dilutive to Shareholders.

Market Disruption and Volatility

War and occupation, terrorism and related geopolitical risks may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual corporations or related groups of corporations. These risks could also adversely affect securities markets, inflation and other factors relating to the securities that would be held from time to time. Such events could, directly or indirectly, have a material effect on the prospects of the Corporation and the value of the securities in its investment portfolio. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of securities of many junior companies have experienced wide fluctuations in price. The market price of the Common Shares may be volatile and could be subject to wide fluctuations due to a number of factors. Broad market fluctuations, as well as economic conditions generally, may adversely affect the market price of the Common Shares.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available under the Corporation's SEDAR profile at www.sedar.com. Shareholders may contact the Corporation by mail at its office at 915 – 700 West Pender Street, Vancouver, BC V6C 1G8 to request copies of the Corporation's financial statements and related management's discussion and analysis. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for its two most recently completed financial years.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each Shareholder entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Vancouver, British Columbia this 2nd day of July, 2019.

By Order of the Board of Directors

GROWMAX RESOURCES CORP.

"Kal Malhi"

Kal Malhi
Chief Executive Officer

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER
Adopted and Approved by the Board: November 4, 2011

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE
GROWMAX RESOURCES CORP.
(THE "CORPORATION")

I. PURPOSE

The primary function of the Audit Committee (the "**Committee**") is to assist the board of directors ("**Board**") in fulfilling its oversight responsibilities by reviewing:

A. the financial information that will be provided to the shareholders and others;

B. the systems of internal controls, management and the Board have established; and

C. all external audit and review processes.

Primary responsibility for the financial reporting, information systems, risk management and internal controls of the Corporation is vested in management and is reviewed by the Board.

II. COMPOSITION AND OPERATIONS

A. The Committee shall be composed of not fewer than three (3) directors, a majority of whom must be independent (unless the Board determines in its reasonable judgement that (i) the member is able to exercise the impartial judgment necessary for the member to fulfil his or her responsibilities as a Committee member, and (ii) the appointment of the member is required by the best interests of the Corporation and its shareholders) and financially literate as those terms are defined in National Instrument 52-110, Audit Committees and possess:

1. an understanding of the accounting principles used by the Corporation to prepare its financial statements;

2. the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising one or more individuals engaged in such activities; and

4. an understanding of internal controls and procedures for financial reporting.

B. The Corporation's auditor shall be advised of the names of the Committee members and will receive notice of and be invited to attend meetings of the Committee, and to be heard at those meetings on matters relating to the auditor's duties.

C. The Committee shall meet with the external auditors as it deems appropriate to consider any matter that the Committee or auditors determine should be brought to the attention of the Board or shareholders.

D. The Committee shall meet at least once (by person or by teleconference) in each fiscal quarter to review and approve the Corporation's quarterly financial statements and managements' discussion and analysis ("**MD&A**") for the immediately preceding fiscal quarter and to review and recommend approval by the full Board of the annual financial statements and MD&A for the immediately preceding fiscal year and as often thereafter as required to discharge the duties of the Committee.

III. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee will perform the following duties:

A. Financial Statements and Other Financial Information

The Committee will review and recommend for approval to the Board financial information that will be made publicly available. This includes:

1. review and recommend approval of the Corporation's annual financial statements and MD&A and report to the Board before the statements are approved by the Board;

2. review and approve for release the Corporation's quarterly financial statements, MD&A and press release; and

3. review the Annual Information Form, any Prospectus or private placement offering document and any other material financial information required by applicable regulatory authorities.

Review and discuss:

4. the appropriateness of accounting policies and financial reporting practices used by the Corporation;

5. any significant proposed changes in financial reporting and accounting policies and practices to be adopted by the Corporation; and

6. any new or pending developments in accounting and reporting standards that may affect the Corporation.

Be satisfied that:

7. 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, other than the public disclosure previously referred to and periodically assess the adequacy of those procedures.

B. **Risk Management, Internal Control and Information Systems**

The Committee will review and obtain reasonable assurance that the risk management, internal control and information systems are operating effectively to produce accurate, appropriate and timely management and financial information. This includes:

1. review the Corporation's risk management controls and policies;

2. consider whether the information systems appear to be reliable and the systems of internal controls are properly designed and effectively implemented through discussions with and reports from management and the external auditor; and

3. review management steps to implement and maintain appropriate internal control procedures including a review of policies.

C. **External Audit and Review**

The Committee will oversee the work of the external auditor and will review the planning and results of external audit activities. This includes:

1. review and recommend to the Board, for shareholder approval, engagement of the external auditor;

2. review and recommend to the Board the external auditor's compensation;

3. review the annual external audit plan, including but not limited to the following:

   (a) engagement letter

   (b) objectives and scope of the external audit work;

   (c) procedures for quarterly review of financial statements;

   (d) materiality limit;

   (e) areas of audit risk;

   (f) staffing;

   (g) timetable; and

   (h) proposed fees.

4. meet with the external auditor to discuss the Corporation's annual financial statements and MD&A (and the quarterly financial statements and MD&A if deemed necessary) and the auditor's report including the appropriateness of accounting policies and underlying estimates and resolve any disagreements between management and the external auditors regarding financial reporting;

5. implement procedures to meet with the external auditor on a regular basis in the absence of management if deemed necessary;

6. review and advise the Board with respect to the planning, conduct and reporting of the annual audit, including:

   (a) any difficulties encountered, or restriction imposed by management, during the annual audit;

   (b) any significant accounting or financial reporting issue;

   (c) if completed, the auditor's evaluation of the Corporation's system of internal controls, procedures and documentation or parts thereof;

   (d) the post audit or management letter containing any findings or recommendation of the external auditor, including management's response thereto and the subsequent follow-up to any identified internal control weaknesses;

   (e) any other matters the external auditor brings to the Committee's attention; and

   (f) assess the qualifications, performance and independence of the external auditor and consider the annual appointment of external auditor for recommendation to the Board.

7. review the auditor's report, if any, on all material subsidiaries;

8. review and receive assurances on the independence of the external auditor;

9. review and pre-approve all non-audit services to be provided by the external auditor's firm or its affiliates (including estimated fees), and consider the effect on the independence of the external audit;

10. meet periodically, and at least annually, with the external auditor without management present; and

11. take reasonable steps to ensure that, prior to public disclosure of the Corporation's annual financial statements and MD&A, the external auditor is a participating audit firm and is in compliance with any restriction or sanction imposed by the Canadian Public Accountability Board under National Instrument 52-108, Auditor Oversight.

D. **Other**

The Committee will also:

1. review policies and procedures for the review and approval of officers' expenses and perquisites;

2. periodically review the terms of reference for the Committee and make recommendations to the Board as required;

3. establish procedures for:

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

(b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

4. review and approve the Corporation's hiring policies regarding employees and former employees of the present and former external auditors of the Corporation; and

5. make enquires about potential claims, assessments and other contingent liabilities.

IV. ACCOUNTABILITY

A. The Committee Chair has the responsibility to make periodic reports to the Board, as requested, on financial matters relative to the Corporation.

B. The Committee shall report its discussions to the Board by providing an oral report at the next Board meeting.

V. COMMITTEE TIMETABLE

A proposed timetable of the Committee meetings shall be prepared at the beginning of each fiscal year.

VI. RELIANCE ON EXPERTS

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

A. financial statements of the Corporation represented to the member by an officer of the Corporation, or in a written report of the external auditor, to present fairly the financial position of the Corporation and the results of its operations in accordance with generally accepted accounting principles; and

B. any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

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

C. the Corporation's accounting functions are performed in accordance with a system of internal financial controls designed to capture and record properly and accurately all of the Corporation's financial transactions;

D. the internal financial controls are regularly assessed for effectiveness and efficiency;

E. the Corporation's quarterly and annual financial statements and MD&A are properly prepared by management in accordance with generally accepted accounting principles; and

F. the annual financial statements are reported on by an external auditor appointed by the shareholders of the Corporation.

VII. LIMITATION OF COMMITTEE'S DUTIES

In contributing to the Committee's discharging of its duties under these terms of reference, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in these terms of reference is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject. The essence of the Committee's duties is monitoring and reviewing to endeavour to gain reasonable assurance (but not to ensure) that the Fundamental Activities are being conducted effectively and that the objectives of the Corporation's financial reporting are being met and to enable the Committee to report thereon to Board.

SCHEDULE "B"

GROWMAX RESOURCES CORP.

INVESTMENT POLICY

Investment Objective

The investment objective of GrowMax Resources Corp. (the "**Corporation**") is to provide investors with long-term capital growth by investing in a portfolio of early stage or undervalued companies. It is planned that the Corporation will "unlock" value or "accelerate" growth of investee company as a partner. The Corporation will not operate their business; rather the Corporation will strive to complement management as an active participant generally assisting in every aspect of the business.

Investment Strategy

The following shall be the guidelines for the Corporation's investment strategy:

1. Investments shall be focused but not limited to legal cannabis, hemp and related companies with a focus on advance stage licensed producers in North America. Such investee companies may be private or public companies and there will be no bias to sector based on economic, financial and market conditions.

2. Target investments shall encompass companies at all stages of development, including pre-IPO and/or early stage companies with undeveloped and undervalued high-quality assets requiring start-up or development capital, as well as intermediate and senior companies.

3. Initial investments of debt, equity or a combination thereof may be made through a variety of financial instruments including, but not limited to, private placements, participation in initial public offerings, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments, which will be acquired and held both for long-term capital appreciation and shorter-term gains.

4. The nature and timing of the Corporation's investments will depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Corporation.

5. A key aspect of the investment strategy shall be seeking undervalued companies backed by strong management teams and solid business models that can benefit from macro-economic trends. Notwithstanding this requirement, consideration will be given to opportunities where existing management may need the infusion of high level guidance, direction and expertise from the Corporation. In such situations, the Corporation intends to work closely with an investee company's management and board of directors to structure and deliver the strategic and financial resources to help such company best take advantage of its position on the sector and to mature into a successful commercial enterprise.

6. In general, the investment activities of the Corporation are expected to be passive. However, the Corporation may, from time to time, seek a more active role in situations where involvement of

the Corporation is expected to make a significant difference to success and resulting appreciation. The Corporation may seek equity participation in situations to which the Corporation can potentially add value by its involvement, not only financially but also by the contribution of guidance and additional management expertise.

7. Immediate liquidity shall not be a requirement, but each investment shall be evaluated in terms of a clear exit strategy designed to maximize the relative return in light of changing fundamentals and opportunities.

8. Subject to applicable laws, there are no restrictions on the size or market capitalization with respect to the Corporation's investments in the equity securities of public or private issuers.

9. Cash reserves may, from time to time as appropriate, be placed into high quality money market investments, including Canadian Treasury Bills or corporate notes rated at least R-1 by DBRS Limited, each with a term to maturity of less than one year.

10. The Corporation will not purchase or sell commodities, purchase the securities of any mutual fund, purchase or sell real estate (except insofar as comprised in a mineral property), purchase mortgages or sell mortgages or purchase or sell derivatives (except that the Corporation may sell call options to purchase securities owned by the Corporation as a means of locking in gains or avoiding future losses).

11. Subject to the full approval of the Board, the Investment Committee may consider certain special investment situations, including assuming a controlling or joint-controlling interest in an invested company, which may also involve the provision of advice to management and/or board participation.

12. All investments shall be made in full compliance with applicable laws in relevant jurisdictions, and shall be made in accordance with and governed by the rules and policies in effect in the regulatory environment.

From time to time, the Board may authorize such additional investments outside of the guidelines described herein as its sees fit for the benefit of the Corporation and its shareholders.

Asset Allocation

In determining the sector weighting of the investment portfolio, an investment committee (the "**Investment Committee**") established by the Corporation shall analyze the current economic conditions and trends in North American and global economies and shall seek to respond quickly to such changes. The investment portfolio shall be positioned in accordance with the market view of the Investment Committee from time to time. Sector allocations may vary significantly over time.

Rebalancing

Asset allocations will be reviewed by the Investment Committee on a monthly basis. Reallocations are anticipated to be required infrequently except during extremely volatile market periods.

Implementation

The officers, directors and management of the Corporation shall work jointly and severally to uncover appropriate investment opportunities. These individuals have a broad range of business experience and

their own networks of business partners, financiers, venture capitalists and finders through whom potential investments may be identified.

Prospective investments will be channelled through the Investment Committee. The Investment Committee shall make an assessment of whether the proposal fits with the investment and corporate strategy of the Corporation in accordance with the investment evaluation process below, and then proceed with preliminary due diligence, leading to a decision to reject or move the proposal to the next stage of detailed due diligence. This process may involve the participation of outside professional consultants.

Once a decision has been reached to invest in a particular situation, a short summary of the rationale behind the investment decision should be prepared by the Investment Committee and submitted to the Board. This summary should include guidelines against which future progress can be measured. The summary should also highlight any finder's or agents' fees payable.

All investments shall be submitted to the Board for final approval. The Investment Committee will select all investments for submission to the Board and monitor the Corporation's investment portfolio on an ongoing basis, and will be subject to the direction of the Board. One member of the Investment Committee may be designated and authorized to handle the day-to-day trading decisions in keeping with the directions of the Board and the Investment Committee.

Negotiation of terms of participation is a key determinant of the ultimate value of any opportunity to the Corporation. Negotiations may be on-going before and after the performance of due diligence. The representative(s) of the Corporation involved in these negotiations will be determined in each case by the circumstances.

Investment Evaluation Process

The Investment Committee shall use both a top-down and bottom-up approach in identifying and submitting investments to the Board for approval. The investment approach will be to develop a macro view of a sector, build a position consistent with such view by identifying micro-cap opportunities within that sector, and devise an exit strategy designed to maximize the relative return in light of changing fundamentals and opportunities.

In selecting securities for the investment portfolio of the Corporation, the Investment Committee will consider various factors in relation to any particular issuer, including:

(a) inherent value of its resource assets or other assets (in the case of a non-resource issuer);

(b) proven management, clearly-defined management objectives and strong technical and professional support;

(c) future capital requirements to develop the full potential of its business and the expected ability to raise the necessary capital;

(d) anticipated rate of return and the level of risk;

(e) financial performance; and

(f) exit strategies and criteria.

Conflicts of Interest

The Corporation has assembled a strong Board and management team, with diverse backgrounds and significant business expertise and experience. In assembling a Board with these characteristics, the Corporation has two primary goals:

(a) to gain exposure to a wide variety of potential investments, including investments that Board members may already be familiar with or that come to their attention through other business dealings: and

(b) where a Board member has a personal interest in a potential investment, to ensure that the Corporation has independent, qualified directors available to conduct an independent assessment.

The Corporation has no restrictions with respect to investing in companies in which a Board member may already have an interest. Any potential investments where there is a material conflict of interest involving an employee, officer or director of the Corporation may only proceed after receiving approval from disinterested directors of the Board. The Corporation is also subject to the "related party" transaction policies of the Canadian Securities Exchange, which mandates disinterested shareholder approval to certain transactions.

Management Participation

The Corporation may, from time to time, seek a more active role in the companies in which it invests, and provide such companies with financial and personnel resources, as well as strategic counsel. The Corporation may also ask for board representation in cases where it makes a significant investment in the business of an investee company. The Corporation's nominee(s) shall be determined by the Board as appropriate in such circumstances.

Monitoring and Reporting

The Corporation's Chief Financial Officer shall be primarily responsible for the reporting process whereby the performance of each of the Corporation's investments is monitored. Quarterly financial and other progress reports shall be gathered from each corporate entity, and these shall form the basis for a quarterly review of the Corporation's investment portfolio by the Investment Committee. Any deviations from expectation are to be investigated by the Investment Committee, and if deemed to be significant, reported to the Board.

With public company investments, the Corporation is not likely to have any difficulty accessing financial information relevant to its investment. In the event the Corporation invests in private enterprises, it shall endeavour in each case to obtain a contractual right to be provided with timely access to all books and records it considers necessary to monitor and protect its investment in such private enterprises.

A full report of the status and performance of the Corporation's investments is to be prepared by the Investment Committee and presented to the Board at the end of each fiscal year.

SCHEDULE "C"

STOCK OPTION PLAN OF GROWMAX RESOURCES CORP.

(an Amalgamated Corporation)

(1) Purpose

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

(2) Administration

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

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

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

(3) Stock Exchange Rules

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

(4) Shares Subject to Plan

Subject to adjustment as provided in Section 16 hereof, the Shares to be offered under the Plan shall consist of common shares of the Corporation's authorized but unissued common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding common shares of the Corporation from time to time. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the

Plan without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

(5) Maintenance of Sufficient Capital

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

(6) Eligibility and Participation

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

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

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

(7) Exercise Price

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

(b) Once the exercise price has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of an option may be reduced upon receipt of Board approval, provided that in the case of options held by insiders of the Corporation (as defined in the policies of the Exchange), the exercise price of an option may be reduced only if disinterested shareholder approval is obtained.

(8) Number of Optioned Shares

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

(b) No single Participant may be granted options to purchase a number of Shares equalling more than 5% of the issued common shares of the Corporation in any 12-month period unless the Corporation has obtained disinterested shareholder approval in respect of such

grant and meets applicable Exchange requirements. Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve-month period to any one consultant of the Corporation (or any of its subsidiaries).

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

(9) Duration of Option

Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange. For greater certainty, if the Corporation is listed on the TSX Venture Exchange ("**TSX Venture**"), the maximum term may not exceed 10 years if the Corporation is classified as a "Tier 1" issuer by the TSX Venture, and the maximum term may not exceed 5 years if the Corporation is classified as a "Tier 2" issuer by the TSX Venture.

(10) Option Period, Consideration and Payment

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

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

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

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

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

the certificates for Shares issuable pursuant to options under the Plan are issued to him or them under the terms of the Plan.

(11) Ceasing To Be a Director, Officer, Consultant or Employee

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

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

(12) Death of Participant

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

(a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and

(b) if and to the extent that such Participant was entitled to exercise the Option at the date of his death.

(13) Extension of Expiry During Blackout Periods

Notwithstanding the provisions contained herein for the expiry of options, and subject to the rules of the Exchange, in the event that the expiry date of an option occurs during a blackout period that is self-imposed by the Corporation pursuant to its policies ("**Blackout Period**"), the expiry date of such option shall be automatically extended for a period of 10 business days following the end of the Blackout Period.

(14) Rights of Optionee

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

(15) Proceeds from Sale of Shares

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

(16) Adjustments

If the outstanding common shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation or another corporation or entity through re- organization, merger, re-capitalization, re-classification, stock dividend, subdivision

or consolidation, any adjustments relating to the Shares optioned or issued on exercise of options and the exercise price per Share as set forth in the respective stock option agreements shall be made in accordance to the terms of such agreements.

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

(17) Transferability

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

(18) Amendment and Termination of Plan

Subject to applicable approval of the Exchange, the Board may, at any time, suspend or terminate the Plan. Subject to applicable approval of the Exchange, the Board may also at any time amend or revise the terms of the Plan; provided that no such amendment or revision shall result in a material adverse change to the terms of any options theretofore granted under the Plan, unless shareholder approval, or disinterested shareholder approval, as the case may be, is obtained for such amendment or revision.

(19) Necessary Approvals

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

(20) Effective Date of Plan

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

(21) Interpretation

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

MADE by the Board of Directors of the Corporation as evidenced by the signature of the following director duly authorized in that behalf effective August 23, 2008 and first approved by the shareholders of the Corporation on August 22, 2008, as may be amended or supplemented from time to time.

"signed"

_____

President

SCHEDULE "D"

FIXED RESTRICTED SHARE UNIT PLAN

GROWMAX RESOURCES CORP.
RESTRICTED SHARE UNIT PLAN

Dated for Reference July 1, 2019

PART 1

GENERAL PROVISIONS

1.1 Establishment and Purpose

(1) The Corporation hereby establishes a restricted share unit plan known as the "GrowMax Restricted Share Unit Plan."

(2) The purpose of this Plan is to allow for certain discretionary bonuses and similar awards as an incentive and reward for selected Eligible Persons related to the achievement of long-term financial and strategic objectives of the Corporation and the resulting increases in shareholder value. This Plan is intended to promote a greater alignment of interests between the shareholders of the Corporation and the selected Eligible Persons by providing an opportunity to participate in increases in the value of the Corporation.

1.2 Definitions

(1) In this Plan:

(a) **Applicable Withholding Tax** has the meaning set forth in §3.7;

(b) **Award** means an agreement evidencing the grant of a Restricted Share Unit;

(c) **Award Payout** means the applicable Share issuance or cash payment in respect of a vested Restricted Share Unit pursuant and subject to the terms and conditions of this Plan and the applicable Award;

(d) **Blackout Period** means the period of time when, pursuant to any policies of the Corporation or any resolution of the Board, any Shares may not be traded by certain persons as designated by the Corporation, including a holder of any Restricted Share Unit;

(e) **Board** means the Board of Directors of the Corporation;

(f) **CSE** means the Canadian Securities Exchange;

(g) **Change of Control** in respect of any Recipient has the meaning ascribed to such term (in a relevant context) in the Recipient's then existing employment agreement with the Corporation or, if no meaning is so ascribed, means the acquisition by any person or by any person and its joint actors (as such term is defined in the Securities Act), whether directly or indirectly, of voting securities (as such term is defined in Securities Act) of the

Corporation which, when added to all of the voting securities of the Corporation at the time held by such person and its joint actors, totals for the first time not less than 50% of the outstanding voting securities of the Corporation;

(h) **Committee** means the Compensation Committee of the Board (or such other committee the Board may appoint), consisting of not less than three directors, to whom the authority of the Board is delegated in accordance with §1.5;

(i) **Corporation** means GrowMax Resources Corp., and includes any successor Corporation thereto;

(j) **Consultant** means an individual or Consultant Corporation, other than an Employee, Officer or Director, and other than a person or Corporation providing services involving investor relations, that:

(i) provides on an ongoing bona fide basis, consulting, technical, managerial or like services to the Corporation or an Affiliate of the Corporation, other than services provided in relation to a Distribution;

(ii) provides the services under a written contract between the Corporation or an Affiliate and the individual or the Consultant Corporation;

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

(iv) has a relationship with the Corporation or an Affiliate of the Corporation that enables the individual or Consultant Corporation to be knowledgeable about the business and affairs of the Corporation;

(k) **Consultant Company** means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;

(l) **Director** means a member of the Board or of the board of directors of a Related Entity;

(m) **Eligible Person** means any person who is a Director, Employee, Consultant, or Officer;

(n) **Employee** means an employee of the Corporation or of a Related Entity;

(o) **Expiry Date** means December 31 of the third calendar year after the Grant Date, or such earlier date as may be established by the Board in respect of an Award at the time of grant of the Award;

(p) **Fair Market Value** means, as at a particular date, for the purpose of calculating the applicable Vesting Date Value and Award Payout,

(i) if the Shares are listed on the CSE, the greater of: (a) the weighted average of the trading price per Share on the CSE for the last five trading days ending on that date; and b) the closing price of the Shares on the day before that date,

(ii) if the Shares are not listed on the CSE, the value established by the Board based on the volume weighted average price per Share traded on any other public exchange on which the Shares are listed over the same period, or

(iii) if the Shares are not listed on any public exchange, the value per Share established by the Board based on its determination of the fair value of a Share;

(q) **Grant Date** means the date of grant of any Restricted Share Unit;

(r) **IFRS** means the International Financial Reporting Standards as adopted by the Accounting Standards Board of Canada;

(s) **Insider** means: (i) a Director or Officer of the Corporation; (ii) a Director or Officer of a Corporation that is an Insider or Related Entity of the Corporation; (iii) a person that beneficially owns or controls, directly or indirectly, Shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation; and (iv) the Corporation itself if it holds any of its own securities;

(t) **Officer** means an individual who is an officer of the Corporation or of a Related Entity as an appointee of the Board or the board of directors of the Related Entity, as the case may be;

(u) **Plan** means this GrowMax Restricted Share Unit Plan, as amended from time to time;

(v) **Recipient** means an Eligible Person who may be granted Restricted Share Units from time to time under this Plan;

(w) **Related Entity** means a person that is controlled by the Corporation. For the purposes of this Plan, a person (first person) is considered to control another person (second person) if the first person, directly or indirectly, has the power to direct the management and policies of the second person by virtue of

(i) ownership of or direction over voting securities in the second person,

(ii) a written agreement or indenture,

(iii) being the general partner or controlling the general partner of the second person, or

(iv) being a trustee of the second person;

(x) **Required Approvals** has the meaning contained in §1.7;

(y) **Restricted Period** means the period of time: (i) during a Black Out Period; and (ii) within five Business Days following the end of a Black Out Period;

(z) **Restricted Share Unit** means a right granted under this Plan to receive the Award Payout on the terms contained in this Plan as more particularly described in §3.1;

(aa) **Retirement** means, with respect to a Recipient, the early or normal retirement of the Recipient within the meaning of the pension plan of the Corporation for salaried employees, whether or not such Recipient is a member of that pension plan, or, if the Corporation does not have such a plan, the date on which the Recipient reaches age 65;

(bb) **Securities Act** means the Securities Act, R.S.B.C. 1996, c. 418, as amended from time to time;

(cc) **Share** means a Common share in the capital of the Corporation as from time to time constituted;

(dd) **Share Compensation Arrangement** means any share option, share option plan, employee stock purchase plan or any other compensation or incentive mechanism involving the issuance or potential issuance of Shares to Directors, Officers or Employees of the Corporation;

(ee) **Stock Exchange** means the CSE, or any other stock exchange on which the Shares are then listed for trading, as applicable;

(ff) **Termination** means, with respect to a Recipient, that the Recipient has ceased to be an Eligible Person, other than as a result of Retirement, and has ceased to fulfil any other role as employee or officer of the Corporation or any Related Entity, including as a result of termination of employment, resignation from employment, removal as an officer, death or Total Disability;

(gg) **Total Disability** means, with respect to a Recipient, that, solely because of disease or injury, within the meaning of the long-term disability plan of the Corporation, the Recipient is deemed by a qualified physician selected by the Corporation to be unable to work at any occupation which the Recipient is reasonably qualified to perform;

(hh) **Trigger Date** means, with respect to a Restricted Share Unit, the date set by the Board at the time of grant, and if no date is set by the Board, then December 1 of the third calendar year following the Grant Date of the Restricted Share Unit, as such may be amended in accordance with §2.7; and

(ii) **Vesting Date Value** means the notional value, as at a particular date, of the Fair Market Value of one Share.

PART 2

ADMINISTRATION

2.1 The Board will, in its sole and absolute discretion, but taking into account relevant corporate, securities and tax laws,

(a) interpret and administer this Plan,

(b) establish, amend and rescind any rules and regulations relating to this Plan, and

(c) make any other determinations that the Board deems necessary or appropriate for the administration of this Plan.

The Board may correct any defect or any omission or reconcile any inconsistency in this Plan in the manner and to the extent the Board deems, in its sole and absolute discretion, necessary or appropriate. Any decision of the Board in the interpretation and administration of this Plan will be final, conclusive and binding on all parties concerned. All expenses of administration of this Plan will be borne by the Corporation.

2.2 Delegation to Committee

(1) All of the powers exercisable hereunder by the Board may, to the extent permitted by law and as determined by a resolution of the Board, be delegated to a Committee including, without limiting the generality of the foregoing, those referred to under §1.4.

2.3 Incorporation of Terms of Plan

(1) Subject to specific variations approved by the Board all terms and conditions set out herein will be incorporated into and form part of each Restricted Share Unit granted under this Plan.

2.4 Effective Date

(1) This Plan will be effective on July 1, 2019. The Board may, in its discretion, at any time, and from time to time, issue Restricted Share Units to Eligible Persons as it determines appropriate under this Plan. However, any such issued Restricted Share Units may not be paid out in Shares in any event until receipt of any necessary approvals of the Corporation, the shareholders of the Corporation, the CSE, and any other regulatory bodies (the "Required Approvals").

2.5 Shares Reserved

(1) The aggregate number of Shares available for issuance from treasury under this Plan, subject to adjustment pursuant to §2.10, shall be 10,000,000 Shares. Any Share subject to a Restricted Share Unit, which has been cancelled or terminated in accordance with the terms of the Plan without being paid out as provided for in Part 3, shall again be available under the Plan.

2.6 Limitations on Restricted Share Units to any One Person and to Insiders

(1) Unless disinterested shareholder approval is obtained (or unless permitted otherwise by the rules of the CSE):

(a) the maximum number of Shares which may be reserved for issuance to Insiders (as a group) under the Plan, together with any other Share Compensation Arrangement, may not exceed 10% of the issued Shares;

(b) the maximum number of Restricted Share Units that may be granted to Insiders (as a group) under the Plan, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 10% of the issued Shares calculated on the Grant Date; and

(c) the maximum number of Restricted Share Units that may be granted to any one Eligible Person under the Plan, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 5% of the issued Shares calculated on the Grant Date.

PART 3

AWARDS UNDER THIS PLAN

3.1 Recipients

(1) Only Eligible Persons are eligible to participate in this Plan and receive one or more Restricted Share Units. Restricted Share Units that may be granted hereunder to a particular Eligible Person in a calendar year will (subject to any applicable terms and conditions) represent a right to a bonus or similar award to be received for services rendered by such Eligible Person to the Corporation or a Related Entity, as the case may be, in the Corporation's or the Related Entity's fiscal year ending in, or coincident with, such calendar year, as determined by the Board in its discretion.

3.2 Grant

(1) The Board may, in its discretion, at any time, and from time to time, grant Restricted Share Units to Eligible Persons as it determines is appropriate, subject to the limitations set out in this Plan. In making such grants the Board may, in its sole discretion but subject to §2.5(d), in addition to Performance Conditions set out below, impose such conditions on the vesting of the Awards as it sees fit, including imposing a vesting period on grants of Restricted Share Units.

3.3 Conditions of Grant to an Employee

(1) Upon a grant of Restricted Share Units made to an Eligible Person that is an Employee hereunder the Corporation is responsible for ensuring, and the Employee is responsible for confirming, that the Employee is a bona fide Employee.

3.4 Performance Conditions

(1) At the time a grant of a Restricted Share Unit is made, the Board may, in its sole discretion, establish such performance conditions for the vesting of Restricted Share Units as may be specified by the Committee in the Award (the "Performance Conditions"). The Board may use such business criteria and other measures of performance as it may deem appropriate in establishing any Performance Conditions. The Board may determine that an Award shall vest in whole or in part upon achievement of any one performance condition or that two or more Performance Conditions must be achieved prior to the vesting of an Award. Performance Conditions may differ for Awards granted to any one Grantee or to different Grantees.

3.5 Vesting

(1) Except as provided in this Plan, Restricted Share Units issued under this Plan will vest on the date (the "Vesting Date") that is the later of:

(a) the Trigger Date; and

(b) the date upon which the relevant Performance Condition or other vesting condition set out in the Award has been satisfied,

(c) provided that

(d) Restricted Share Units shall only vest on the Trigger Date to the extent that the Performance Conditions or other vesting conditions set out in an Award have been satisfied on or before the Trigger Date;

(e) if the date in §2.5(a) or §2.5(b) occurs during a Restricted Period, the Vesting Date shall be extended to a date which is the earlier of: (i) one business day following the end of such Restricted Period; and (ii) the Expiry Date; and

(f) no Restricted Share Unit will remain outstanding for any period which exceeds the Expiry Date of such Restricted Share Unit.

3.6 Forfeiture and Cancellation Upon Expiry Date

(1) Restricted Share Units which do not vest on or before the Expiry Date of such Restricted Share Unit will be automatically cancelled, without further act or formality and without compensation.

3.7 Amendment of Trigger Date

(1) The Board of Directors may, at any time after a grant of a Restricted Share Unit, accelerate the Trigger Date of such Restricted Share Unit.

3.8 Account

(1) Restricted Share Units issued pursuant to this Plan (including fractional Restricted Share Units, computed to three digits) will be credited to a notional account maintained for each Recipient by the Corporation for the purposes of facilitating the determination of amounts that may become payable hereunder. A written confirmation of the balance in each Recipient's account will be sent by the Corporation to the Recipient upon request of the Recipient.

3.9 Dividend Equivalents

(1) On any date on which a cash dividend is paid on Shares, a Recipient's account will be credited with the number and type of Restricted Share Units (including fractional Restricted Share Units, computed to three digits) calculated by

(a) multiplying the amount of the dividend per Share by the aggregate number of Restricted Share Units that were credited to the Eligible Person's account as of the record date for payment of the dividend, and

(b) dividing the amount obtained in §2.9(a) by the Fair Market Value on the date on which the dividend is paid.

3.10 Adjustments and Reorganizations

(1) In the event of any dividend paid in shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Corporation assets to shareholders, or any other change in the capital of the Corporation affecting Shares, the Board, in its sole and absolute discretion, will make, with respect to the number of Restricted Share Units outstanding under this Plan, any proportionate adjustments as it considers appropriate to reflect that change.

3.11 Notice and Acknowledgement

(1) No certificates will be issued with respect to the Restricted Share Units issued under this Plan. Each Eligible Person will, prior to being granted any Restricted Share Units, deliver to the Corporation a signed acknowledgement substantially in the form of Schedule "A" to this Plan.

PART 4

PAYMENTS UNDER THIS PLAN

4.1 Payment of Restricted Share Units

(1) Subject to the terms of this Plan and, in particular, §3.7 of this Plan, the Corporation, in its discretion and as may be determined by the Board of Directors, will pay out vested Restricted Share Units issued under this Plan and credited to the account of a Recipient by paying or issuing (net of any Applicable Withholding Tax) to such Recipient, on or subsequent to the Trigger Date but no later than the Expiry Date of such Vested Restricted Share Unit, an Award Payout of either:

(a) subject to receipt of the Required Approvals, one Share for such whole vested Restricted Share Unit. Fractional Shares shall not be issued and where a Recipient would be entitled to receive a fractional Share in respect of any fractional vested Restricted Share Unit, the Corporation shall pay to such Recipient, in lieu of such fractional Share, cash equal to the Vesting Date Value as at the Trigger Date of such fractional Share. Each Share issued by the Corporation pursuant to this Plan shall be issued as fully paid and non-assessable, or

(b) a cash amount equal to the Vesting Date Value as at the Trigger Date of such vested Restricted Share Unit.

4.2 Limitation on Issuance of Shares to Insiders

(1) Notwithstanding anything in this Plan, the Corporation shall not issue Shares under this Plan to any Eligible Person who is an Insider of the Corporation where such issuance would result in:

(a) the total number of Shares issuable at any time under this Plan to Insiders, or when combined with all other Shares issuable to Insiders under any other equity compensation arrangements then in place, exceeding 10% of the total number of issued and outstanding equity securities of the Corporation on a non-diluted basis; and

(b) the total number of Shares that may be issued to Insiders during any one year period under this Plan, or when combined with all other Shares issued to Insiders under any other equity compensation arrangements then in place, exceeding 10% of the total number of issued and outstanding equity securities of the Corporation on a non-diluted basis.

(2) Where the Corporation is precluded by this §3.2 from issuing Shares to an Insider of the Corporation, the Corporation will pay to the relevant Insider a cash Award Payout in an amount equal to the Vesting Date Value as at the Trigger Date of the Restricted Share Unit.

4.3 Consultants and Advisors

(1) The Board may engage such consultants and advisors as it considers appropriate, including compensation or human resources consultants or advisors, to provide advice and assistance in determining the amounts to be paid under this Plan and other amounts and values to be determined hereunder or in respect of this Plan including, without limitation, those related to a particular Fair Market Value.

4.4 Cancellation on Termination for Cause

(1) Unless the Board at any time otherwise determines, all unvested Restricted Share Units held by any Recipient and all rights in respect thereof will be automatically cancelled, without further act or formality and without compensation, immediately in the event of a Termination arising from the termination of employment or removal from service by the Corporation or a Related Entity for cause.

4.5 Retirement, Total Disability, Death and Termination without Cause

(1) If a Recipient ceases to be an Eligible Person for any of the following reasons, unvested Restricted Share Units will immediately vest on the date the Recipient ceases to be an Eligible Person:

(a) Retirement of a Recipient;

(b) death or Total Disability of a Recipient; and

(c) the Termination of employment or removal from service by the Corporation or a Related Entity without cause.

4.6 Change of Control

(1) In the event of a Change of Control, all Restricted Share Units credited to an account of a Recipient that have not otherwise previously been cancelled pursuant to the terms of the Plan shall vest on the date on which the Change of Control occurs (the "Change of Control Date"). Within thirty (30) days after the Change of Control Date, but in no event later than the Expiry Date, the Participant shall receive a cash payment equal in amount to: (a) the number of Restricted Share Units that vested on the Change of Control Date; multiplied by (b) the Fair Market Value on the Change of Control Date, net of any withholding taxes and other source deductions required by law to be withheld by the Corporation.

4.7 Tax Matters and Applicable Withholding Tax

(1) The Corporation does not assume any responsibility for or in respect of the tax consequences of the receipt by Recipients of Restricted Share Units, or payments received by Recipients pursuant to this Plan. The Corporation or relevant Related Entity, as applicable, is authorized to deduct such taxes and other amounts as it may be required or permitted by law to withhold ("Applicable Withholding Tax"), in such manner (including, without limitation, by selling Shares otherwise issuable to Recipients, on such terms as the Corporation determines) as it determines so as to ensure that it will be able to comply with the applicable provisions of any federal, provincial, state or local law relating to the withholding of tax or other required deductions, or the remittance of tax or other obligations. The Corporation or relevant Related Entity, as applicable, may require

Recipients, as a condition of receiving amounts to be paid to them under this Plan, to deliver undertakings to, or indemnities in favour of, the Corporation or Related Entity, as applicable, respecting the payment by such Recipients of applicable income or other taxes.

4.8 Payment of Shares and Hold Periods

(1) As soon as practicable after vesting of Restricted Share Units the Corporation will pay out vested Restricted Share Units by issuing Common Shares (the "Award Payout Shares") as contemplated in §3.1 (a) herein, and will direct its transfer agent to issue to the Eligible Person the appropriate number of Shares. A hold period will be applied from the date of grant of the Restricted Share Units for all Shares issued to:

(a) Insiders of the Corporation; or

(b) any Eligible Person, including Insiders, where the Award Payout Price is set at a discount to the Market Price.

(2) Where the hold period is applicable, the certificate representing the Award Payout Shares, or written notice in the case of uncertificated Shares, will include a legend stipulating that the Award Payout Shares issued are subject to a four-month hold period.

PART 5

MISCELLANEOUS

5.1 Compliance with Applicable Laws

(1) The issuance by the Corporation of any Restricted Share Units and its obligation to make any payments hereunder is subject to compliance with all applicable laws. As a condition of participating in this Plan, each Recipient agrees to comply with all such applicable laws and agrees to furnish to the Corporation all information and undertakings as may be required to permit compliance with such applicable laws. The Corporation will have no obligation under this Plan, or otherwise, to grant any Restricted Share Unit or make any payment under this Plan in violation of any applicable laws.

5.2 Non Transferability

(1) Restricted Share Units and all other rights, benefits or interests in this Plan are non-transferable and may not be pledged or assigned or encumbered in any way and are not subject to attachment or garnishment, except that if a Recipient dies the legal representatives of the Recipient will be entitled to receive the amount of any payment otherwise payable to the Recipient hereunder in accordance with the provisions hereof.

5.3 No Right to Service

(1) Neither participation in this Plan nor any action under this Plan will be construed to give any Eligible Person or Recipient a right to be retained in the service or to continue in the employment of the Corporation or any Related Entity, or affect in any way the right of the Corporation or any Related Entity to terminate his or her employment at any time.

5.4 Successors and Assigns

(1) This Plan will enure to the benefit of and be binding upon the respective legal representatives of the Eligible Person.

5.5 Plan Amendment

(1) The Board may amend this Plan as it deems necessary or appropriate, subject to the requirements of applicable laws, but no amendment will, without the consent of the Recipient or unless required by law, adversely affect the rights of a Recipient with respect to Restricted Share Units to which the Recipient is then entitled under this Plan. An increase in the number of Restricted Share Units available for issuance under this Plan and any resultant dilution to any Recipient shall not be considered to have adversely affected any Recipient under this §4.5.

(2) Any amendments made to this Plan are subject to approval by the Exchange.

5.6 Plan Termination

(1) The Board may terminate this Plan at any time, but no termination will, without the consent of the Recipient or unless required by law, adversely affect the rights of a Recipient with respect to Restricted Share Units to which the Recipient is then entitled under this Plan. In no event will a termination of this Plan accelerate the vesting of Restricted Share Units or the time at which a Recipient would otherwise be entitled to receive any payment in respect of Restricted Share Units hereunder.

5.7 Governing Law

(1) This Plan and all matters to which reference is made in this Plan will be governed by and construed in accordance with the laws of British Columbia and the federal laws of Canada applicable therein.

5.8 Reorganization of the Corporation

(1) The existence of this Plan or Restricted Share Units will not affect in any way the right or power of the Corporation or its shareholders to make or authorize any adjustment, recapitalization, reorganization or other change in the Corporation's capital structure or its business, or to create or issue any bonds, debentures, Shares or other securities of the Corporation or to amend or modify the rights and conditions attaching thereto or to effect the dissolution or liquidation of the Corporation, or any amalgamation, combination, merger or consolidation involving the Corporation or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar nature or otherwise.

5.9 No Shareholder Rights

(1) Restricted Share Units are not considered to be Shares or securities of the Corporation, and a Recipient who is issued Restricted Share Units will not, as such, be entitled to receive notice of or to attend any shareholders' meeting of the Corporation, nor entitled to exercise voting rights or any other rights attaching to the ownership of Shares or other securities of the Corporation, and will not be considered the owner of Shares by virtue of such issuance of Restricted Share Units.

5.10 No Other Benefit

(1) No amount will be paid to, or in respect of, a Recipient under this Plan to compensate for a downward fluctuation in the Fair Market Value or price of a Share, nor will any other form of benefit be conferred upon, or in respect of, a Recipient for such purpose.

5.11 Unfunded Plan

(1) For greater certainty, this Plan will be an unfunded plan, including for tax purposes and for purposes of the Employee Retirement Income Security Act (United States). Any Recipient to which Restricted Share Units are credited to his or her account or holding Restricted Share Units or related accruals under this Plan will have the status of a general unsecured creditor of the Corporation with respect to any relevant rights that may arise thereunder.

SCHEDULE "A"

FORM OF RESTRICTED SHARE UNIT AGREEMENT

GrowMax Resources Corp. (the "Corporation") hereby confirms the grant to the undersigned Recipient of Restricted Share Units ("Units") described in the table below pursuant to the Corporation's Restricted Share Unit Plan (the "Plan"), a copy of which Plan has been provided to the undersigned Recipient.

No. of Units	**Trigger Date**	**Expiry Date**

[Include any specific/additional vesting period or Performance Conditions]

DATED _____, 20____.

GROWMAX RESOURCES CORP.

Per: _____
Authorized Signatory

The undersigned hereby accepts such grant, acknowledges being a Recipient under the Plan, agrees to be bound by the provisions thereof and agrees that the Plan will be effective as an agreement between the Corporation and the undersigned with respect to the Units granted or otherwise issued to it.

DATED _____, 20____.

_____
Witness (Signature)

_____
Name (please print)

_____
Address

_____
City, Province

_____
Occupation

_____
Recipient's Signature

_____
Name of Recipient (print)