

ORGANTO FOODS INC.

1090 Hamilton Street
Vancouver, British Columbia V6B 2R9

FORM 51-102F5
INFORMATION CIRCULAR

For its Annual General Meeting of Shareholders

to be held on September 27, 2017

Dated August 21, 2017

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Instructions

General

Purpose of Circular

This Information Circular (this “**Circular**”) is furnished in connection with the solicitation of proxies by ORGANTO FOODS INC. (the “**Company**”) for use at the ANNUAL GENERAL MEETING of its shareholders to be held at 1090 Hamilton Street, Vancouver, British Columbia, V6B 2R9 on September 27, 2017 at 11:00 am (the “**Meeting**”) for the purposes as described in more detail in this Circular, including:

1. To elect the directors of the Company for the ensuing year;
2. To appoint the Company’s auditors for the ensuing year;
3. To consider, and if deemed advisable, approve an ordinary resolution to ratify and approve the Company’s Share Option Plan, as amended, for continuation until the next annual general meeting of the Company. A copy of the Share Option Plan, as amended, is attached as Schedule A; and
4. To consider and take action on any such matters that may properly come before the Meeting.

Date of Circular

The date of this Circular is August 21, 2017. All information contained in this Circular is as at August 21, 2017 unless otherwise stated.

All references herein to the “Company”, “we”, “our”, and terms of a similar nature, for periods prior to the time of closing of the reverse takeover (as detailed below) are to the business and operations of “Columbus Exploration Corporation”, and all references pertaining to a date or period occurring after the time of closing of the reverse takeover are to the business and operations of Organto Foods Inc.

Important Information

Introductory Background and Most Recently Completed Financial Years

In March 2014 Agricola Nuova Terra S.A. (“Agricola”), a privately owned business, commenced operations to build out a global year round organic supply platform focused on the production and distribution of value-added branded organic vegetables.

On November 30, 2015, Agricola completed a reverse takeover (the “RTO”) of Columbus Exploration Corporation (“Columbus Exploration”). Columbus Exploration was incorporated on May 18, 2007 under the laws of the Province of British Columbia, Canada. Upon completion of the RTO, Columbus Exploration changed its name to Organto Foods Inc., and Agricola became a wholly-owned subsidiary of Organto Foods Inc. On March 21, 2016, Agricola changed its name to Organto Guatemala, Sociedad Anonima (“Organto Guatemala”)

The Company changed its name from Columbus Exploration Corporation to Organto Foods Inc. on December 18, 2015 to better reflect the Company’s focus on growing, processing, packaging, distribution and branding of vertically integrated year-round organic foods, along with the Company’s commitment to sustainable and socially conscious business practices.

This Circular pertains to the Company’s financial years December 31, 2016 and December 31, 2015.

Definitions

In this Circular:

“**Act**” means the *Business Corporations Act* (British Columbia).

“**Articles**” means the Articles of the Company.

“**Beneficial Shareholder**” means a shareholder who does not hold Shares in its own name.

“**Board**” means the Board of Directors of the Company.

“**Circular**” means this Information Circular.

“**Company**”, “**we**” and “**our**” refers to the business and operations of Columbus Exploration Corporation up until the time of closing of the RTO on November 30, 2015 and to the business and operations of Organto Foods Inc. after the time of closing of the RTO.;

“**Informed Person**” means, in respect of a reporting issuer:

- a) a director or executive officer of such reporting issuer;
- b) a director or officer of a person or company that is itself an informed person or subsidiary of such reporting issuer;
- c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of a reporting issuer or a combination of both carrying more than 10 per cent of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and
- d) the reporting issuer itself if it has purchased, redeemed or otherwise acquired any of its securities, for as long as it holds any of its securities.

“**Intermediary**” refers to a broker, investment firm, clearing house and similar entities that owns securities on behalf of a Beneficial Shareholder.

“**Meeting**” means the Annual General Meeting of the Company’s shareholders to be held on September 27, 2017.

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

- a) its CEO;
- b) its CFO;
- c) each of the Company’s three most highly compensated executive officers, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with NI 51-102F6; and

- d) each individual who would be an NEO under paragraph (iii) above but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year.

“**NI 51-102F6**” means Form 51-102F6, *Statement of Executive Compensation*.

“**NI 52-110**” means National Instrument 52-110, *Audit Committees*.

“**NI 54-101**” means National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

“**NOBO**” means Non-Objecting Beneficial Owner.

“**OBO**” means Objecting Beneficial Owner.

“**Proxy**” means the accompanying form of proxy.

“**Registered Shareholder**” means a shareholder who holds Shares in its own name.

“**Shares**” means common shares in the capital of the Company.

“**TSXV**” means the TSX Venture Exchange.

“**VIF**” means Voting Instruction Form.

Proxies

Solicitation of Proxies

This solicitation of proxies is made by management of the Company.

This solicitation is being made primarily through mail, but proxies may be solicited personally or by telephone by directors, officers, employees, and other consultants of the Company. We have arranged for Intermediaries to forward the meeting material to Beneficial Shareholders who are on the records of those Intermediaries.

The Company will bear the costs of this solicitation.

Appointment of Proxyholder

The individuals named on the Proxy are officers and/or directors of the Company.

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 Shares represented thereby in accordance with your instructions on any ballot that may be called for, and if you specify a choice with respect to any matter to be acted upon, your Shares will be voted accordingly.

Discretionary Authority

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 election of directors or the appointment of an auditor;
- b) any amendment to or variation of any matter identified therein; and
- c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Shares represented by the Proxy for the approval of such matter.

Revocability of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it by:

- a) executing a proxy bearing a later date or by executing 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 Registered 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 Company at 1090 Hamilton Street, Vancouver, British Columbia V6B 2R9, 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 Chair of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- b) personally attending the Meeting and voting the Registered Shareholder's Shares.

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

Information Respecting Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders may choose to submit a proxy using one of the following methods:

- a) complete, date and sign the enclosed Proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand to 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada, V6C 3B9; or
- b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the voting control number; or

- c) log on to Computershare's internet website at www.investorvote.com, follow the instructions and refer to the enclosed proxy form for the holder's account number and the proxy access number.

A Registered Shareholder must ensure their proxy is submitted and received by Computershare at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof. Please see the form of proxy for additional information respecting specific dates.

Information Respecting Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Shares in their own name.

Beneficial Shareholders should note the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Shares) or as set out below.

If Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Shares will not be registered in the shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository 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: OBOs, who object to their name being disclosed to the issuer of securities they own; and NOBOs, who do not object to the issuer of the securities they own knowing who they are.

NOBOs can expect to receive a scannable VIF from Broadridge. The VIF is to be completed and returned to Broadridge as set out in the instructions provided on the VIF. Broadridge will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. Please return your VIF as specified in the request for voting instructions that was sent to you.

The security holder material is being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the Intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the Intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

Beneficial Shareholders who are OBOs should follow their Intermediary's instructions carefully to ensure their Shares are voted at the Meeting. The Company's management does not intend to pay for intermediaries to forward to OBOs the proxy-related materials or the VIF. OBOs will not receive such materials unless the OBO's Intermediary assumes the cost of delivery.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders. 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 VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Shares at the Meeting and that person may be you. To exercise this right, insert the name of your 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 voting of the 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 Shares voted, or to have an alternate representative duly appointed to attend the Meeting and vote your 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 British Columbia, 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 Company 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 Company is incorporated under the *Business Corporations Act* (British Columbia), 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.

Interest of Certain Persons or Companies in Matters to be Acted Upon

No person or company who:

- a) has been a director or executive officer of the Company at any time since the beginning of the Company’s last financial year;
- b) is a proposed nominee for election as a director of the Company; or
- c) is an associate or affiliate of any of the persons or companies set out above;

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 and the appointment of the auditors and as may be set out herein.

Voting Securities and Principal Holders of Voting Securities

Record Date

The Board of the Company has fixed August 21, 2017 as the record date (the “**Record Date**”) for determination of persons entitled to vote at the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Shares voted at the Meeting.

Securities Outstanding

As of the Record Date, there were 92,669,599 Shares without par value issued and outstanding, each carrying the right to one vote. As per the terms of the convertible debenture dated February 23, 2017, the holders have the right to nominate one director nominee for appointment to the Board. Other than this, no other group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Shares.

10% Shareholders

To the knowledge of the Company’s directors and executive officers, the following persons or companies beneficially owned, controlled, or directed, directly or indirectly, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company as of the Record Date:

Name of Shareholder	Number of Shares Beneficially Owned, or Controlled or Directed⁽¹⁾	Percentage Ownership Interest
Grupo Tierra Nueva LLC	11,614,441	12.93%

Note:

(1) The information was determined by the Company based on Computershare Issuer Online reports.

Proposals for the Meeting

Votes Necessary to Pass Resolutions

A simple majority of affirmative votes cast at the Meeting is required to pass the proposals described herein. If there are more nominees for election as directors or for appointment as the Company’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 as a director or as auditor is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

Proposal One: Election of Directors

General Information Respecting Election of Directors

The Board is currently comprised of five (5) directors. Shareholders will be asked to approve an ordinary resolution that the number of directors elected be set at six (6).

Except where the Company is legally required by contract, law or otherwise to provide third parties with the right to nominate directors, the Board is responsible for identifying individuals qualified to become board members, consistent with criteria approved by the Board at such time.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier, in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next Annual General Meeting of the shareholders of the Company.

It is proposed that the following six individuals be elected as directors of the Company. Each of the nominees below has consented to be named herein and to serve as a director if elected. The Company has no reason to believe that any of the nominees will not be a candidate, or, if elected, will be unable to serve as a director. There are no family relationships among the Company's directors, executive officers or persons nominated or chose to become directors.

Board of Director Nominees in alphabetical order:

Steve Bromley
 Robert Giustra
 Jeffrey Klenda
 Arnoud Maas
 Javier Reyes
 Claudio Schreier

The Board of Directors recommends that shareholders vote FOR each of the six director nominees named above.

Information About the Board Nominees

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

Proposed Nominees For Election as a Director				
Name⁽¹⁾ and Residence	Principal Occupation	Member of Committees	Period as a Director	Shares Beneficially Owned or Controlled ⁽²⁾
Steve Bromley <i>Ontario, Canada</i> <i>Director Nominee</i>	President and CEO of Bromley Consulting & Advisory Inc. since February 2016. Director and CEO of SunOpta Inc. (TSX:SOY; NASDAQ: STKL) from February, 2007 to December, 2015; Director, Opta Minerals Inc. (TSX) from 2005 to April, 2016.	N/A	N/A	283,333
Robert Giustra <i>British Columbia, Canada</i> <i>Director</i>	CEO and Board Chair, Columbus Gold Corp.	Audit Committee	Since May 18, 2007	2,331,683
Jeffrey Klenda <i>Colorado, USA</i> <i>Director</i>	Board Chair and Executive Director, Ur-Energy Inc., since January 2006.	Chair of Audit Committee	Since October 29, 2013	2,292,287
Arnoud Maas <i>The Netherlands</i> <i>Director Nominee</i>	CEO, Organto Foods Inc. from May 1, 2017, Vice President, Capgemini Consulting, The Netherlands from November, 2013	N/A	N/A	166,667

Proposed Nominees For Election as a Director				
Name ⁽¹⁾ and Residence	Principal Occupation	Member of Committees	Period as a Director	Shares Beneficially Owned or Controlled ⁽²⁾
	through May 2017; Partner, Shop Experience Consulting, The Netherlands, from May, 2011 to October, 2013.			
Javier Reyes <i>Mexico City, Mexico</i>	President and CEO of Antares Capital Management and Cygnus Capital Management; Manager of Antares Capital Fund, Antares Oil & Gas Fund and the Cygnus Real Estate Opportunity Fund; President of Creditpresto S.A. de C.V. ENR; President of Mex e Trade Asesores, S.C.	N/A	Since November 30, 2015	700,000
Claudio Schreier <i>Nassau, Bahamas</i> <i>Director Nominee</i>	CEO of Mont Blanc Asset Management since December 2015; Director and Founder of Vennad Capital LTDA from June, 2012 to December 2015, 2015.	N/A	N/A	Nil
<i>Footnotes to Table:</i>				
<ol style="list-style-type: none"> None of the proposed directors of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, with the exception of Claudio Schreier who is proposed for election pursuant to the terms of a convertible debenture placement dated February 23, 2017. “Shares Beneficially Owned or Controlled” refers to Shares beneficially owned, or controlled or directed, directly or indirectly, by each proposed director. The information in this column was furnished by the applicable proposed director of the Company and is not otherwise within the knowledge of the Company. 				

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director’s office is vacated earlier in accordance with the provisions of the BCA, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

Advance Notice Provision

To the date of this Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provision contained in the Articles of the Company (the “Articles”), which amendment to the Articles to include the Advance Notice Provision was approved by the shareholders on October 29, 2013. If the Company has not received notice of any such nomination in compliance with the Articles, any nominations for director other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

Occupation, Business or Employment of New Director Nominees

Steve Bromley: Steve Bromley is currently President and CEO of Bromley Consulting and Advisory Inc. (“BCAI”) and has been in that position since March, 2016. BCAI provides consulting and advisory services to small and medium sized businesses, with a focus on food and agriculture. From 2001 through 2015 Mr. Bromley held a number of senior roles with SunOpta Inc. (TSX:SOY; NASDAQ:STKL), including serving as a Director and CEO from February 2017 through December 2016. SunOpta Inc. is a global leader in non_GMO, organic and specialty foods. Mr. Bromley is a Chartered Professional Accountant and Certified General Accountant.

Robert Giustra: Robert Giustra is currently a director of the Company and Chair of the Board. Mr. Giustra is a former investment banker with a national investment dealer where he co-founded the institutional equity sales department and he has held senior executive positions and board seats with a number of publicly traded companies. Mr. Giustra is the Chairman and CEO of Columbus Gold Corporation, which in 2015 and 2017 was recognized as a top 50 best performing company on the OTCQX and in 2015 achieved a top 10 ranking in the mining component of the TSX Venture Exchange. Mr. Giustra is member of the TSX-V's Local Advisory Committee and a graduate in Economics from the University of Western Ontario.

Jeff Klenda: Jeffrey Klenda is currently a director of the Company and Chair of the Audit Committee. Mr. Klenda is the current CEO of Ur-Energy. Mr. Klenda graduated from the University of Colorado in 1980 and began his career in financing specializing in venture capital offerings. Prior to founding Ur-Energy in 2004, he worked as a Certified Financial Planner and was a member of the International Board of Standards and Practices and served as President of Security First Financial, a company he founded to provide consultation to individuals and corporations seeking investment management and early stage funding. Over the last 30 years, Mr. Klenda has acted as an officer and/or director for numerous publicly traded companies. Mr. Klenda co-founded Ur-Energy in 2004. Mr. Klenda has served as the Chair of the Board of Directors and Executive Director of Ur-Energy since 2006.

Arnoud Maas: Arnoud Maas assumed the role of CEO of the Company effective May 1, 2017. Prior to joining the Company Mr. Maas was a partner at Accenture, Kurt Salmon, as well as Capgemini Consulting, specializing in the consumer goods sector. He later held senior executive positions in retail, including as CEO of a leading chain of bookstores, and ultimately in the food sector, where he gained essential multi-jurisdictional management experience and extensive industry contacts. Mr. Maas holds a business degree from Sheffield University in the UK and a Masters in Economics from Keio University in Tokyo.

Javier Reyes: Mr. Javier Reyes is currently a director of the Company. He began his professional and financial services career in 1996 at a well-known brokerage firm in Mexico City. In 2001, he founded a financial consultancy company, where he became the CEO. Mr. Reyes is the Founder, President and Chief Executive Officer of the Antares Capital Management and Cygnus Asset Management, and manages three hedge funds: Antares Capital Fund, Antares Oil & Gas Fund and Cygnus Real Estate Opportunity Fund. Mr. Reyes currently holds the following positions: President of Credipresto, S.A. de C.V. ENR. (since 2007) and President of Mex e Trade Asesores, S.C. (since 2004). Mr. Reyes has also held the following positions: Chief Executive Office of Mex e Trade On Line, S.C. (2001-2003); Financial Manager of Fabrica de Calzado Liz Ardel, S.A. (1998-2000); and Financial Advisor of Estrategia Bursatil, S.A. (1995-1997). Mr. Reyes holds a Bachelor's Degree in Economics and Business Administration and also holds a Masters in Finance.

Claudio Schreier: Claudio Schreier is the CEO of Mont Blanc Asset Management, an independent asset manager, founded in 2015, with offices in Nassau, Bahamas and Sao Paulo, Brazil, with USD 350 MM in assets in different classes as real estate, venture capital, private equity, credit financing. Claudio has more than twenty years of experience as entrepreneur, executive, and consultant in areas of financial services (collection, restructuring, M&A), strategic planning, and organizational restructuring. He was responsible for creating, structuring, developing and executing solutions and projects that add up to over USD 250 million for companies such as Itaú-Unibanco, Bradesco, Santander, Oi, Homerplast, Revitech, Indoor Media, Acallanto Clinic, GM, Lycos (terra.com), and A.T. Kearney. Claudio co-authored the article "The Venture Capital and Private Equity Industry in Brazil", Journal of Private Equity, fall 2001. Claudio graduated in Production Engineering from University of São Paulo (Politecnica School), post-graduated in Marketing from ESPM, and holds an MBA degree at Harvard Business School.

Penalties and Sanctions, Personal Bankruptcies and Cease Trade Orders

The information related to cease trade orders and bankruptcies, not being within the knowledge of the Company, has been furnished by the directors. Except as disclosed below, none of the proposed nominees for election to the Board of Directors:

- 1) is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director or chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was the subject of an order (as defined in Form 51-102F5 made under National Instrument 51-102 of the CSA) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the director or executive officer 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 a director, chief executive officer, or chief financial officer; or
- 2) is at the date hereof, or has been within 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- 3) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

In 2010 Steve Bromley agreed to an administrative order (“Order”) with the SEC related to the restatement of SunOpta Inc.’s 2007 quarterly financial statements. At the time Mr. Bromley was President and Chief Executive Officer of SunOpta Inc. SunOpta Inc. and the CFO at the time were also subject to similar Orders. Under the settlement, SunOpta Inc. agreed to cease and desist from committing or causing any violations and any future violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act, and Rules 12b-20, 13a-11 and 13a-13 thereunder. The Order did not require the Company to make any payment. Mr. Bromley and the CFO also agreed to the Order, which directed that they cease and desist from committing and causing any violations and any future violations of Sections 13(a), 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act and Rules 12b-20, 13a-11, 13a-13 and 13a-14 thereunder. Completion of the Order finalized all matters with SEC related to this matter

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the election of the director nominees named herein as directors of the Company until the close of the next annual general meeting.

Corporate Governance

The term “corporate governance” refers to the policies and structure of a board of directors 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 from executive management and the adoption of policies to ensure the board of directors recognizes and promotes the principles of effective management processes.

The Board believes that effective corporate governance contributes to improved corporate performance and enhanced shareholder value. Consequently the Board is committed to ensuring that the Company follows best practices and continually seeks to enhance and approve its corporate governance practices.

Corporate Governance policies and Procedures

The Board is responsible for the stewardship of the Company and to supervise the management of the business affairs of the Company in accordance with the best interests of the Company and its shareholders. The Board establishes overall policies and standards for the Company. Where appropriate, the directors rely upon management and the advice of the Company's outside advisors and auditors.

The Board executes its responsibilities in accordance with the terms of the Company's Corporate Governance Policies and Procedures Manual which is attached to this Circular as Schedule B. To discharge this obligation, the directors and through applicable committees of the Board where appropriate, assume responsibility in the following areas:

Oversee Management of the Company. The principal responsibilities of the directors are to oversee the management of the Company and, in so doing, serve the best interests of the Company on behalf of its shareholders. These responsibilities require that the directors attend to the following:

- review and approve on a regular basis, and in any case no less than once per year, fundamental operating, financial, and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
- evaluate the performance of the Company, including the appropriate use of corporate resources;
- select, monitor and evaluate the performance of, and oversee the progress and development of the Chief Executive Officer and senior management, and take appropriate actions, such as promotion, change in responsibility and/or termination;
- evaluate senior management succession plans, and in the case of the Chief Executive Officer, implement steps as required;
- evaluate the Company's compensation programs;
- establish a corporate environment that promotes timely and effective disclosure (including appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;
- evaluate the Company's systems to identify and manage the risks faced by the Company;
- review and approve or deny all material transactions and commitments contemplated by the Company;
- develop a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
- oversee communications and public disclosure, promoting compliance with legal and regulatory guidelines and requirements, including receiving feedback from shareholders;
- provide assistance to the Company's senior management, including guidance on those matters that require Board involvement; and
- evaluate the overall effectiveness of the Board and its committees.

Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably and honestly believe to be the best interests of the Company and its shareholders, free from personal interests. In discharging their duties, when appropriate, the directors are entitled to rely on the Company’s senior executives and its outside advisors, auditors and legal counsel, but also should consider second opinions where circumstances warrant.

Understand the Company and its Business. Directors are expected to become and remain informed about the Company and its business, properties, risks and prospects.

Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company. Directors should also provide for periodic reviews of the integrity of the Company’s internal controls and management information systems.

Protect Confidentiality and Proprietary Information. Directors are responsible for establishing policies that are intended to protect the Company’s confidential and proprietary information from unauthorized or inappropriate disclosure. Likewise, all discussions and proceedings of the Board must be treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions.

Board, Committee and Shareholder Meetings. Directors are responsible for attending Board meetings and meetings of committees on which they serve. They must devote the time needed, and meet as frequently as necessary, to properly discharge their responsibilities. Directors who reside in or near the city where the Company holds a shareholders’ meeting are expected to make a reasonable effort to attend such meeting.

Independence of Directors and Nominees

The Board facilitates its exercise of independent supervision over management primarily through ensuring that a majority of its members are “independent”, as such term is defined by NI 52-110. The following table sets out the independence status of the Board members:

Fiscal Year Ended December 31, 2016

Director Name	Independence as of December 31, 2016
Robert Giustra ⁽¹⁾	Not Independent by virtue of being an executive officer of the Company within the last three years (see Section 1.4(3)(a) of NI 52-110)
Peter Gianulis ⁽²⁾	Not Independent by virtue of being an executive officer of the Company (see Section 1.4(3)(a) of NI 52-110)
Jeff Klenda ⁽³⁾	Independent
Javier Reyes ⁽⁴⁾	Independent
Marcus Meurs ⁽⁵⁾	Not Independent by virtue of being an executive officer of the Company (see Section 1.4(3)(a) of NI 52-110)

Footnotes to Table:

1. Mr. Giustra has been a Director of the Company since May 18, 2007. He was the President and CEO from May 18, 2007 to April 27, 2015.
2. Mr. Gianulis has been a Director of the Company since October 29, 2013. He was appointed as the CEO and President effective April 27, 2015.
3. Mr. Klenda has been a Director of the Company since October 29, 2013.
4. Mr. Reyes has been a director of the Company since November 30, 2015, but is not proposed for re-election.
5. Mr. Meurs was appointed as a director of the Company on December 2, 2016, but is not proposed for re-election.

Fiscal Year Ended December 31, 2015

Director Name	Independence as of December 31, 2015
Robert Giustra ⁽¹⁾	Not Independent by virtue of being the CEO and President of the Company (see Section 1.4(3)(a) of NI 52-110)
Peter Gianulis ⁽²⁾	Not Independent by virtue of being an executive officer of the Company (see Section 1.4(3)(a) of NI 52-110)
Jeff Klenda ⁽³⁾	Independent
Javier Reyes ⁽⁴⁾	Independent
Arturo Bickford ⁽⁵⁾	Not Independent by virtue of being the COO of the Company (see Section 1.4(3)(a) of NI 52-110)
<i>Footnotes to Table:</i>	
<ol style="list-style-type: none"> 1. Mr. Giustra has been a Director of the Company since May 18, 2007. He was the President and CEO from May 18, 2007 to April 27, 2015. 2. Mr. Gianulis has been a Director of the Company since October 29, 2013. He was appointed as the CEO and President effective April 27, 2015. 3. Mr. Klenda has been a Director of the Company since October 29, 2013. 4. Mr. Reyes has been a director of the Company since November 30, 2015. 5. Mr. Bickford was appointed as a director of the Company on November 30, 2015 and resigned from this position on March 17, 2016. He was also the Chief Operating Officer of the Company from November 30, 2015 to February 15, 2016. 	

Independence of Board of Director Nominees who have not served as a director of the Company before, as at the date of this information circular are as follows:

Nominee Name	Other Directorship
Steve Bromley	Not Independent by virtue of being an Advisor of the Company (see Section 1.4(3)(a) of NI 52-110).
Arnoud Maas	Not Independent by virtue of being the CEO of the Company (see Section 1.4(3)(a) of NI 52-110).
Claudio Schreier	Independent

Directorships

The Directors of the Company as of the years ended December 31, 2016 who are presently directors of any issuer that is a reporting issuer (or the equivalent) in a jurisdiction of Canada or in a foreign jurisdiction are as follows:

Director Name	Other Directorship
Robert Giustra	Columbus Gold Corporation
Jeff Klenda	Ur-Energy Inc.
Peter Gianulis	Columbus Gold Corp.
Javier Reyes	Goldgroup Mining Inc.
	Dynasty Metals & Mining Inc.
	Candelaria Mining Corp.
Marcus Meurs	None

Current directorships of a reporting issuer in a jurisdiction of Canada or in a foreign jurisdiction for Board Nominees who have not served as a director of the Company before, are as follows:

Nominee Name	Other Directorship
Steve Bromley	None
Arnoud Maas	None
Claudio Schreier	None

Orientation and Continuing Education

The Board and the Company's senior management conduct orientation for new directors. The orientation programs include presentations by management to familiarize new directors with the Company's projects, strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its independent auditors and its outside legal advisors. In addition, orientation includes a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. To enable each director to better perform his or her duties and to recognize and deal appropriately with issues that arise, the Company occasionally provides the directors with suggestions to undertake continuing director education, the cost of which is borne by the Company.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics Policy (the "Code") which applies and is provided to the employees, officers, directors, and consultants of the Company. The Code provides guidelines related to the workplace, environmental issues, health and safety, conflicts of interest, outside financial interests, gifts and entertainment, competitive practices, supplier and contractor relationships, public relations, government relations, legal compliance (including without limitation insider trading), confidential and proprietary information, financial reporting, use of Company property, and other similar matters. All of the Company's management personnel are provided a copy of the Code and expected to abide by its terms. A copy of the Code can be viewed at www.organto.com.

Nomination of Directors

The Board contemplates its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Compensation

The Board determines compensation for the directors and the executive officers of the Company, including evaluating the performance of the CEO, management and the individual Board members, approving all compensation for executive officers and directors, recommending compensation plans, including equity-based compensation plans and annually reviewing any of the Company's benefits programs.

Other Board Committees

Other than the Audit Committee, the Board did not have any standing committees as of December 31, 2016 and December 31, 2015. It was the opinion of the Board that additional committees were not required at the stage of the Company's development.

Assessments

The Board is in a constant process of evaluating itself, the audit committee, and its individual directors. The individual directors speak regularly both within and outside formal Board meetings to discuss the Company's goals and its success at completing these goals plus the ongoing evaluation of the overall effectiveness of the Board and the Audit Committee. Individual Board members are expected to observe a high standard and it is the opinion of the Board that this standard is presently met. Based on its recent assessment, the Board has concluded that specific retail and natural and organic foods industry experience on a global basis would be beneficial to the Company. The proposed slate of directors is considered a first step in this direction.

Proposal Two: Appointment of Auditor

The Audit Committee of the Board has recommended that Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants (“DMCL”), of Vancouver, British Columbia, be nominated at the Meeting for appointment as auditor of the Company until the next annual meeting of shareholders. DMCL has served as auditor of the Company since August 20, 2009.

The Board of Directors recommends that shareholders vote FOR the appointment of DMCL as the Company's independent auditor until the close of next annual general meeting of shareholders.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The provisions of National Instrument 52-110 – *Audit Committees* (“NI52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Audit Committee

General

The Company is required by law and applicable stock exchange policy to have an Audit Committee. The following is the Company's disclosure required by Form 52-110F2.

Audit Committee Charter

The text of the Company's Audit Committee Charter (the “**Charter**”) is attached hereto as Schedule C.

Composition of the Audit Committee

Years Ended December 31, 2016 and December 31, 2015

During the financial years ended December 31, 2016 and December 31, 2015, the members of the Company's Audit Committee were Robert Giustra, Peter Gianulis and Jeff Klenda. Mr. Klenda was considered “independent” as such term is used in NI 52-110, but Mr. Giustra was not independent by virtue of having been the Company's CEO and President as of April 27, 2015. Mr. Gianulis was not independent by virtue of being the Company's CEO and President from April 27, 2015 until the May 1, 2017. All of the foregoing directors are “financially literate” as such term is used in NI 52-110.

Relevant Education and Experience

All Members

Each member of the Audit Committee has:

- a) an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- b) 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 be reasonably expected to be raised by the Company's financial statements, and/or experience actively supervising individuals engaged in such activities; and
- c) an understanding of internal controls and procedures for financial reporting.

Robert Giustra - Robert Giustra is currently a director of the Company and Chair of the Board. Mr. Giustra is a former investment banker with a national investment dealer where he co-founded the institutional equity sales department and he has held senior executive positions and board seats with a number of publicly traded companies. Mr. Giustra is the Chairman and CEO of Columbus Gold Corporation, which in 2015 and 2017 was recognized as a top 50 best performing company on the OTCQX and in 2015 achieved a top 10 ranking in the mining component of the TSX Venture Exchange. Mr. Giustra is member of the TSX-V's Local Advisory Committee and a graduate in Economics from the University of Western Ontario.

Peter Gianulis - Mr. Gianulis served as CEO of Organto Foods Inc. from April 27, 2015 through May 1, 2017, and currently serves as EVP, Corporate Development. He is also the President and Managing Director of Carrelton Asset Management, and was formerly a Partner of Saranac Capital Management, a NYC-based hedge fund. Carrelton Asset Management is an asset management and private equity firm specializing in small and micro-cap companies with a particular emphasis on the natural resource sector. Mr. Gianulis graduated with an MBA from Cornell University and a BA from the University of California in San Diego.

Jeff Klenda - Mr. Klenda graduated from the University of Colorado in 1980 and began his career as a stockbroker specializing in venture capital offerings. He founded Ur-Energy Inc. (TSX: URE) in 2004 and currently serves as the Chairman of the Board, an Executive Director and Acting CEO. In 1986, he started Klenda Financial Services, an independent financial services company providing investment advisory services to high-end individual and corporate clients as well as providing venture capital to corporations seeking entry to the U.S. securities markets. He also served as President of Security First Financial, a company he founded to provide consultation to individuals and corporations seeking investment management and early stage funding. Over the last 30 years, Mr. Klenda has acted as an officer and/or director for numerous publicly traded companies.

Audit Committee Oversight

At no time during the Company's fiscal years ended December 31, 2015 or December 31, 2016 was a recommendation of the Audit Committee to nominate or compensate an external auditor declined by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's financial years ended December 31, 2016 or December 31, 2015 has the Company relied on an exemption contained in Section 2.4, 3.3(2), 3.6 or 3.8 or Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

All services to be performed by the Company’s auditor must be approved in advance by the Audit Committee. The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditors’ independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee of all audit and non-audit services provided by the auditor, other than any *de minimus* non-audit services allowed by applicable law or regulation.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audit services provided by DMCL to the Company to ensure auditor independence. Fees incurred with DMCL for audit and non-audit services in the last three fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2016	Fees Paid to Auditor in Year Ended December 31, 2015
Audit Fees ⁽¹⁾	\$ 118,000	\$ 125,000
Audit-Related Fees ⁽²⁾	\$ Nil	\$ Nil
Tax Fees ⁽³⁾	\$ 6,500	\$ 13,000
All Other Fees ⁽⁴⁾	\$ 7,760	\$ Nil
Total	\$ 132,260	\$ 138,000

Footnotes to Table:

1. “**Audit Fees**” include fees necessary to perform the annual audit and quarterly reviews of the Company’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

The Company is a “venture issuer” as defined in NI 52-110, and has relied upon the exemption set forth in section 6.1 of NI 52-110 with respect to Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110 as constituted as of the filing due date of the information circular that ought to have been filed for the Company’s fiscal years ended December 31, 2016 and December 31, 2015.

Proposal Three: Continuation of Share Option Plan, as amended

The Company has a share option plan in place, which was initially approved by the Board and dated for reference September 12, 2013, for which the Company obtained shareholder approval on October 29, 2013 (the “**Plan**”). On July 11, 2017 the Board resolved to amend the Plan to accommodate the changes discussed below.

The Plan is a rolling plan, which reserves a number of Shares issuable on exercise of options granted thereunder, being 10% of the issued and outstanding Shares of the Company at any given time. For more

information concerning the Plan please see “*Equity Compensation Plan Information*” below, and see “*Material Terms of the Plan*” under “*Statement of Executive Compensation*” below.

A copy of the Plan, including the proposed amendments, is attached as Schedule A to this Circular.

The Board will seek shareholder approval by ordinary resolution to approve the Plan, as amended, for continuation until the next annual general meeting of the Company. The proposed Plan amendments are as follows:

1. Amend Section 3.2 to reduce the maximum term of options from 10 (ten) years to 5 (five) years; and
2. Amend Section 3.11 to allow:

(i) for share options granted to senior officers or directors who have served the Company, or any subsidiary of the Company, for a continuous period of at least two years to be extended for a period of 12 (twelve) months after the date on which they cease to be an officer or director of the Company; and

(ii) the Company to limit expiry of options granted to certain directors of the Company or any subsidiary of the Company, that are not nominated for re-election as a director of the Company, to 90 days following the date on which the Company’s shareholder meeting is held, at which Meeting the director is not re-elected, provided such directors do not already qualify for the option extension described above;

unless such senior officer or director was terminated by the Company or subsidiary of the Company for just cause.

As at August 21, 2017 there were 92,669,599 Shares of the Company issued and outstanding. Accordingly, under the Plan the Company has the authority to grant options to purchase up to a total of 7,021,960 Shares. At the date of this Circular, options to purchase an aggregate of 2,245,000 Shares are granted and outstanding under the Plan, representing approximately 2.42% of the outstanding Shares in the capital of the Company.

Resolution to ratify and approve Share Option Plan, as amended

At the Meeting, shareholders will be asked to consider and vote on the ordinary resolution to ratify and approve the Plan, as amended, for continuation until the next annual general meeting of the shareholders, with or without variation, as follows:

“RESOLVED that the Company’s Share Option Plan dated for reference September 12, 2013, as amended July 11, 2017, be ratified and approved for continuation until the next annual general meeting of the Company.”

The Board of Directors recommends that shareholders vote FOR the resolution to ratify and approve the Share Option Plan, as amended, for continuation. Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR ratification and approval of continuation of the Plan.

Narrative Description of Stock Option Plan

On October 29, 2013, the Company adopted a rolling share option plan (defined below) which the Company is now proposing to amend as noted below. Under the terms of the Plan, the Board, may from time to time, grant options to directors, officers, employees or non-employee service providers to a maximum of 10% of

the outstanding common shares of the Company at any point in time, less any share options already reserved for issuance under share options granted or granted under any other employee incentive purchase plan that the Company may adopt. Options granted must be exercised no later than five years from date of grant or such lesser period as determined by the Board. The exercise price of an option granted is not to be less than the closing price on the TSX Venture Exchange on the last trading day preceding the grant date.

Securities Authorized for Issuance Under Equity Compensation Plans

Equity Compensation Plan Information

The following tables set out equity compensation plan information as at the end of the financial years ended December 31, 2016 and December 31, 2015:

Equity Compensation Plan Information for the fiscal year ended December 31, 2016			
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	2,420,000	\$0.20	5,257,180
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	2,420,000	\$0.20	5,257,180

Equity Compensation Plan Information for the fiscal year ended December 31, 2015			
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	4,800,000	\$0.20	2,460,893
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	4,800,000	\$0.20	2,460,893

The decrease of securities to be issued upon exercise of outstanding options, warrants and rights from 4,800,000 at December 31, 2015, to 2,420,000 at December 31, 2016, is attributable to:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights
Balance at December 31, 2015	4,800,000

Forfeited by NEOs	(1,750,000)
NEO options cancelled	(600,000)
Exercised by NEO	(30,000)
Balance at December 31, 2016	2,420,000

Statement of Executive Compensation

Identification of Named Executive Officers

The following are the Named Executive Officers for the purposes of the following disclosure:

- a) Peter Gianulis, the Company's CEO from April 28, 2015 until May 1, 2017;
- b) Andrew Yau, the Company's CFO;
- c) Robert Giustra, the Company's former CEO and President until April 27, 2015;
- d) Akbar Hassanally, the Company's former CFO;
- e) Marcus Meurs, the Company's President and COO and former Director of Sales and Distribution; and
- f) Rients van der Wal, the Managing Director of a subsidiary of the Company.

Effective May 1, 2017, Arnoud Maas joined the Company as CEO, with Peter Gianulis appointed to Executive Vice President, Corporate Development.

Compensation Discussion and Analysis

Objectives and Rewards of the Compensation Program

The Board determines executive management compensation based on advice and discussion provided by the directors, without reference to formal market data. The Board relies on the experience of its members as officers and directors of the Company in determining the appropriateness of its compensation programs. The general objectives of the Company's compensation programs are to:

- a) compensate management in a manner that encourages and rewards a high level of performance with a view to increasing shareholder value;
- b) align management's interests with the interests of shareholders;
- c) provide a compensation package that is commensurate with other start-ups in the natural and organic foods industry to attract and retain talent;
- d) to ensure that the total compensation package is designed in a manner that takes into account the constraints under which the Company operates, in particular that the Company is a start-up natural and organic foods business without a history of earnings; and
- e) to ensure that total compensation paid to all NEOs is fair and reasonable.

Elements of Compensation

Compensation includes both a fixed component (base salary or contract amount) and variable component (bonuses, share options).

Base salary or contract amounts are used to provide the Named Executive Officer with an agreed-upon annual compensation with the expectation that each Named Executive Officer will perform his or her responsibilities to the best of his or her ability and in the best interests of the Company.

The Company also may use incentive bonus programs as an element of variable compensation for Named Executive Officers. Bonuses, if utilized, are based on pre-determined metrics established at the beginning of an agreed upon performance period, and paid after the conclusion of the performance period. There were no incentive bonuses paid for the fiscal years ended December 31, 2016 or December 31, 2015. As the Company grows the use of incentive bonus programs is expected to increase.

Incentive share options are also a component of Named Executive Officer compensation. Share options are generally awarded to directors, officers, consultants and employees at the commencement of service to the Company, and periodically thereafter. The terms and conditions of the Company's share option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's share option plan, as previously disclosed.

Determination of Amounts of Each Element

The Board determines the amount of each element of compensation payable to a Named Executive Officer through reference to the experience of the Named Executive Officer, individual performance, Company performance and general market conditions, with the intention of meeting the objectives set out above.

While the Company considers the value of each element in determining the values of the other elements of compensation payable, the Company sets each element in reference to the compensation provided to the Company's other officers, employees, and consultants and also to general market standards.

Implications of Risks Associated with Compensation Program

The Company is a start-up natural and organic foods producer, in the early stages of commercialization. Due to the straightforward nature of compensation programs at this point, the Board does not feel there are material risks associated the Company's compensation policies and practices at this time.

NEO or Director's Ability to Purchase Financial Instruments

The Company does not place restrictions on a NEO or director's ability to purchase securities or financial instruments, beyond the imposition of blackout periods where applicable and also an expectation that all personnel will strictly abide by insider trading laws. The Company's Procedures and Guidelines Governing Insider Trading and Tipping are a key component of the Company's Code of Business Conduct and Ethics. Notwithstanding this fact, financial instruments such as prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director, are not generally available in connection with the Company.

Share-based and Option-based Awards

Objectives and Rewards of the Compensation Program

The Company established its share option plan to provide incentives to qualified parties to increase their interest in the Company and thereby encourage their continuing association with the Company.

The directors have the responsibility to administer the compensation policies related to the executive officers, including option-based awards. In determining the number of options to be granted to the Company's executive officers, directors, employee or non-employee service providers, the directors take

into account the number of options, if any, previously granted to each party, the exercise price of any such outstanding options, individual performance, services provided and general market conditions.

The number of options granted is generally commensurate to the level of base compensation for each level of responsibility. In addition to determining the number of options to be granted, the Board also make the following determinations:

- a) parties who are entitled to participate in the Company's share option plan;
- b) the exercise price for each share option granted, subject to the policies of any applicable regulatory authority or stock exchange;
- c) the date on which each option is granted;
- d) the vesting period, if any, for each share option;
- e) other material terms and conditions of each share option grant; and
- f) any amendment to a share option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Plan. The Board typically reviews and approves grants of share options periodically during a financial year.

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

- a) the Board may from time to time, in its discretion, and in accordance with TSXV policy grant options;
- b) all options granted under the Plan are non-assignable and non-transferable for a period of up to five (5) years;
- c) options may be granted subject to certain 'vesting' requirements, such as remaining with the Company for a period after the grant;
- d) if an optionee who is a senior officer (including vice presidents) or a director of the Company, and who has served the Company for a period of at least two years, holds vested options at the date such optionee ceases to be employed by the Company, or ceases to act as a Director or officer of the Company or a subsidiary of the Company, any such vested options held by such optionee will expire the earlier of the date of expiration of the term of the vested option, or twelve (12) months after the date such optionee ceases to be a senior officer or director of the Company or any of its subsidiaries, unless such optionee was dismissed for cause;
- e) if an optionee ceases to be employed by the Company (other than as a result of termination with cause) or ceases to act as a Director or officer of the Company or a subsidiary of the Company, any option held by such optionee may be exercised within 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or as agreed to by the Board and the optionee at any time prior to expiry of the option), following termination of the relationship between the optionee and the Company, except if the cessation was by reason of death, in which case the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option;
- f) the minimum exercise price of an option granted under the Plan must not be less than the Discounted Market Price (as defined in TSXV policy);
- g) options granted to a consultant cannot exceed 2% of the issued and outstanding shares of the Company in any 12-month period;

- h) no optionee may be granted an option or options to purchase more than 5% of the outstanding listed shares of the Company in any 12-month period;
- i) all outstanding but unvested options will vest immediately prior to completion of a successful take over-bid (as defined in applicable securities legislation) so as to allow the holders to tender the underlying Shares to such bid; and
- j) if an option is set to expire during a period in which trading in securities of the Company by the option holder is restricted by a black-out, or within 9 business days of the expiry of a black out, the expiry date of the option will be extended to 10 business days after the trading restrictions are lifted.

With respect to amendment of the Plan, none of the following actions will become effective without first obtaining disinterested shareholder approval:

- a) Aggregate number of Shares being issuable to insiders under the Plan, when combined with all of the Company's other share compensation arrangements, exceeding 10% of the Company's issued Shares;
- b) Aggregate number of Shares being issuable to insiders under the Plan, when combined with all of the Company's other share compensation arrangements, exceeding 10% of the Company's issued Shares in any 12 month period;
- c) Issuance to any one Optionee, within a 12-month period, or a number of Shares exceeding 5% of the issued Shares; and
- d) A reduction in the exercise price of an option to an insider or an extension of the term of an option granted under the Plan benefitting an insider.

Subject to necessary TSXV approval, the Board may in its discretion, and for avoidance of doubt, without further shareholder approval, amend or modify the Plan or any option granted as follows:

- a) it may make amendments which are of a typographical, grammatical or clerical nature;
- b) it may change the vesting provisions of an option granted under the Plan, subject to TSXV approval;
- c) it may change the termination provision of an option granted under the Plan which does not entail an extension beyond the original expiry date of such option;
- d) it may make amendments necessary as a result of changes in securities laws applicable to the Company;
- e) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSXV, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- f) it may make such amendments as reduce, and do not increase, the benefits of the Plan to service providers.

Under TSXV policy, continuation of the Plan requires shareholder approval by ordinary resolution annually. A copy of the Plan, as amended, will be available for inspection at the Meeting.

Pension Plan Benefits

The Company did not have a pension plan as of December 31, 2016 and December 31, 2015 that provided for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Name and principal position	Year	Salary (\$)	Share based awards (\$)	Option based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans			
subsidiary of the Company	2015	54,593	Nil	Nil	Nil	Nil	Nil	Nil	54,593

Footnotes to Table:

1. Mr. Gianulis was appointed CEO and President of the Company on April 27, 2015 and continued in that role until May 1, 2017, at which time Arnoud Maas was appointed CEO and Mr. Gianulis assumed the role of EVP, Corporate Development.
2. Mr. Hassanally was the CFO of the Company from January 21, 2011 to May 9, 2016. Mr. Andrew Yau replaced Mr. Hassanally as the CFO of the Company effective May 9, 2016. Pursuant to a Services Agreement between the Company and Columbus Gold Corp., all the compensation paid to Mr. Hassanally and Mr. Yau is paid entirely by Columbus Gold Corp.
3. All salary amounts paid to Mr. Giustra were paid to Columbus Capital Corporation (“CCC”), a company wholly-owned by Mr. Giustra. Mr. Giustra remains a Director and was an NEO of the Company from May 18, 2007 until April 27, 2015, when Mr. Peter Gianulis was appointed as the CEO and President of the Company. Mr. Giustra’s fees for acting as a director of the company in 2016 were \$24,000.
4. Mr. Meurs was appointed as the Director of Sales and Distribution on November 30, 2015 and was appointed President and COO of the Company on December 2, 2016. All amounts paid to Mr. Meurs were paid to Fresh Organics LLC (“Fresh Organics”), a company wholly-owned by Mr. Meurs.
5. Mr. Riets van der Wal was appointed Managing Director of a subsidiary of the Company on November 1, 2015. All payments made to Mr. van der Wal were paid to Brandal B.V., a company owned by Mr. van der Wal.

Narrative Discussion of Summary Compensation Table

Option-based awards are valued using the *Black-Scholes* model on the date of grant. Key assumptions and estimates used to value the November 30, 2015 option grant include a 1.05-year expected life, volatility of 73%, no dividends, and a risk-free rate of 0.62%.

Peter Gianulis continues to be a director and NEO of the Company. Mr. Gianulis stepped down as CEO of the Company on May 1, 2017 and assumed the role of EVP, Corporate Development. Pursuant to a management services agreement between Mr. Gianulis and the Company effective April 27, 2015, Mr. Gianulis provided services to the Company for consideration of USD \$12,000 per month. This agreement was amended as of April 1, 2016, and a new management services agreement was entered into effective February 24, 2017, with no change in the service fee of USD \$12,000 per month.

Akbar Hassanally was the CFO of the Company from January 21, 2011 through May 9, 2016. Mr. Hassanally provided his services as CFO of the Company pursuant to an annual services agreement between the Company and Columbus Gold Corp. until his resignation on May 9, 2016, when he was replaced by Andrew Yau as the Company’s CFO. Mr. Yau also provides his services pursuant to an annual services agreement and thus he is not paid directly by the Company.

Mr. Giustra continues to be a director as of the current date and was an NEO of the Company until April 27, 2015. Any salary amounts paid to Mr. Giustra up until April 27, 2015 when he was President and CEO, were paid to Columbus Capital Corporation, a company wholly-owned by Mr. Giustra.

Marcus Meurs continues as a NEO and is the Company’s President and COO. He is also currently a director of the Company, but is not standing for re-election. Pursuant to a consulting agreement between Mr. Marcus Meurs and the Company effective November 30, 2015, the Company engaged the services of Mr. Meurs as the Director of Sales and Distribution of the Company in consideration of USD \$8,000 per month. This agreement was changed effective April 1, 2016, and consideration for Mr. Meurs’ services as to the Company was increased to US\$20,000 per month. Effective December, 2016 Mr. Meurs was appointed to the position of President and COO. Mr. Meurs currently provides his services via Fresh Organics LLC

pursuant to a new management services agreement dated March 1, 2017. Under this agreement Mr. Meurs receives compensation of USD\$16,500 per month. In addition, Mr. Meurs receives an advance of USD\$5,000 per month against pre-determined annual bonus targets. In the event these targets are not achieved, any outstanding advances will be settled via the cancellation of freely tradeable shares of the Company owned by Mr. Meurs, based on the 20 day volume weighted average closing price on the TSX-V.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards

The following table sets out all option-based awards and share-based awards outstanding as at the end of the Company's most recently completed financial years, for each NEO:

Fiscal Year Ended December 31, 2016

Name	Option-Based Awards				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration Date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Peter Gianulis	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Yau	25,000	0.065	December 19, 2018	5,500	Nil	Nil	Nil
	100,000	0.20	November 30, 2020	8,500	Nil	Nil	Nil
Akbar Hassanally	175,000	0.20	November 30, 2020	14,875	Nil	Nil	Nil
Marcus Meurs	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Rients van der Wal	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Footnotes to Table:

- The Listed price for the Company's Shares on the TSXV on December 30, 2016, the last trading day prior to December 31, 2016, was \$0.285 each.

Fiscal Year Ended December 31, 2015

Name	Option-Based Awards				Share-Based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration Date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Peter Gianulis	1,150,000	0.20	November 30, 2020	80,500	Nil	Nil	Nil
Akbar Hassanally	175,000	0.20	November 30, 2020	12,250	Nil	Nil	Nil
	30,000	0.065	December 19, 2018	6,150	Nil	Nil	Nil

Marcus Meurs	600,000	0.20	November 30, 2020	42,000	Nil	Nil	Nil
<i>Footnotes to Table:</i>							
1. The Listed price for the Company's Shares on the TSXV on December 31, 2015, was \$0.27 each.							

Incentive Plan Awards – Value vested or earned during the year

The value vested or earned on equity compensation plans of the Company during the Company's two most recent fiscal years ended December 31, 2015, and December 31, 2016, for all NEOs of the Company is nil.

Narrative Discussion of Incentive Plan Awards (NEOs)

Incentive share option awards are made under the Company's share option plan at the discretion of the Board. The Company uses the Black Scholes option valuation model in determining the value related to the option grant. The Black Scholes option valuation model is used because it provides a fair value widely accepted by the business community and is regarded as one of the best ways of determining a fair price for options. The fair value based on the Company's historical stock prices to determine the stock's volatility, the expected life of the option which is based on the average length of time similar option grants in the past have remained outstanding prior to the exercise and vesting period of the grant.

As a matter of policy, the Company does not grant options at an exercise price of less than the closing price of the Company's shares on the TSX-V the day prior to grant. Accordingly, all of the options held by NEOs were granted with an exercise price at or above market price at the time of grant.

Pension Plan Benefits

The Company did not have a pension plan as of December 31, 2016 or December 31, 2015 that provided for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination and Change of Control Benefits

Neither the Company nor any subsidiary thereof has a contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company, or a change in responsibilities of the NEO following a change of control as December 31, 2016 or December 31, 2015.

Director Compensation

Philosophy

The Company aims to compensate directors via a combination of Annual Fees and Option-based Awards, with the intention of aligning the interests of the directors with the interests of the Company's shareholders. Directors who are members of senior management of the Company are not compensated for their services as a director. As the Company's operations expand, it is expected that annual compensation for directors will be continually assessed in order to position the Company to attract and/or retain Board members with skills and experience aligned with the Company's business needs.

Narrative Discussion of Director Compensation

The directors waived their fees from January 1, 2015 until November 30, 2015, and since December 1, 2015, the Company started paying \$2,000 per month in directors' fees to each director.

Option-based award values are calculated using the *Black-Scholes* model on the date of grant. Key assumptions and estimates used to value the November 30, 2015 option grant include a 1.05-year expected

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration Date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
<i>Footnotes to Table:</i>							
1. The closing price for the Company's Shares on the TSX Venture Exchange on December 30, 2016, the last trading day prior to December 31, 2016, was \$0.285.							
2. Mr. Reyes was appointed to the Board on November 30, 2015. Share-based Awards have been granted to Antares Capital Management, a company controlled by Mr. Reyes.							
3. Mr. Klenda was appointed to the Board on October 29, 2013.							
4. Mr. Bickford was appointed to the Board and as COO effective November 30, 2015. He resigned as COO effective February 15, 2016 and he resigned from the Board effective March 17, 2016.							

Fiscal Year Ended December 31, 2015

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration Date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Javier Reyes ⁽²⁾	150,000	\$0.20	November 30, 2020	10,500	Nil	Nil	Nil
Jeff Klenda ⁽³⁾	750,000	\$0.20	November 30, 2020	52,500	Nil	Nil	Nil
Arturo Bickford ⁽⁴⁾	600,000	\$0.20	November 30, 2020	42,000	Nil	Nil	Nil
<i>Footnotes to Table:</i>							
1. The closing price for the Company's Shares on the TSXV on December 31, 2015 was \$0.27 each.							
2. Mr. Reyes was appointed to the Board on November 30, 2015. Share-based Awards have been granted to Antares Capital Management, a company controlled by Mr. Reyes.							
3. Mr. Klenda was appointed to the Board on October 29, 2013.							
4. Mr. Bickford was appointed to the Board and as COO effective November 30, 2015. He resigned as COO effective February 15, 2016 and he resigned from the Board effective March 17, 2016.							

Incentive Plan Awards – Value vested or earned during the year (Directors)

The value vested or earned under incentive plans during the Company's fiscal years ended December 31, 2016 and December 31, 2015, for all Directors that were not NEOs, is nil.

Indebtedness of Directors and Executive Officers

With the exception of Marcus Meurs, no individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, each proposed nominee for election as a Director of the Company, and each associate of any such Director, executive officer, or proposed nominee: (a) is, or at any time since the beginning of the most recently completed financial year of the Company has been indebted to the Company or any of its subsidiaries; or (b) is indebted to another entity that is, or at any time since the beginning of the Company's 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 Company or any of its subsidiaries.

Mr. Meurs is currently indebted to the Company via Fresh Organics Inc. for approximately \$86,675. This represents advances that were made to Mr. Meurs during 2016. As per the management services agreement

dated March 1, 2017 between the Company and Mr. Meurs, these advances will be offset via a combination of properly approved business expenses incurred by Mr. Meurs and through the cancellation of freely tradeable shares of the Company held by Mr. Meurs at a value of \$0.135 per share.

Interest of Informed Persons in Material Transactions

To the knowledge of management of the Company, no Informed Person or proposed director of the Company, or any associate or affiliate of the aforementioned persons had any material interest in any transaction for the Company's fiscal years ended December 31, 2016 or December 31, 2015, which has materially affected or would materially affect the Company or any of its subsidiaries, other than as set Narrative Discussion of Summary Compensation Table above.

No Other Matters

Other than as set out in the Notice of Meeting accompanying this Circular, the Board is not aware of any other matters which they anticipate will come before the Meeting as of the date of this Circular.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information regarding the Company is provided in the Company's comparative financial statements and management discussion and analysis for its financial years ended December 31, 2016 and December 31, 2015. While shareholders are encouraged to obtain the Company's financial documents on SEDAR, the Company will provide to any person or company, upon request to the Corporate Secretary of the Company, one copy of any of the financial statements of the Company filed with the applicable securities regulatory authorities for the Company's two most recently completed financial year ends in respect of which such financial statements have been issued, together with the report of the auditor, related management's discussion and analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements.

Copies of documents may be obtained by a shareholder without charge upon request to the Corporate Secretary of the Company at 1090 Hamilton Street, Vancouver, British Columbia, V6B 2R9, telephone 604-638-0934. The Company may require the payment of a reasonable charge from any person or company who is not a shareholder of the Company, who requests a copy of any such document.

Approval by the Board

This Circular and its distribution to shareholders have been approved by the Board.

“Arnoud Maas”

Arnoud Maas, CEO

Schedule A

ORGANTO FOODS INC.
(the "Company")

SHARE OPTION PLAN

Dated for Reference
September 12, 2013,
as amended July 11, 2017

ARTICLE 1
PURPOSE AND INTERPRETATION

Purpose

1.1 The purpose of this Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Common Shares of the Company. It is the intention of the Company that this Plan will at all times be in compliance with TSX Venture Policies (or, if applicable, NEX Policies) and any inconsistencies between this Plan and TSX Venture Policies (or, if applicable, NEX Policies) will be resolved in favour of the latter.

Definitions

1.2 In this Plan

- (a) **Affiliate** means a company that is a parent or subsidiary of the Company, or that is controlled by the same entity as the Company;
- (b) **Associate** has the meaning set out in the Securities Act;
- (c) **Black-out Period** means an interval of time during which the Company has determined that one or more Participants may not trade any securities of the Company because they may be in possession of undisclosed material information pertaining to the Company, or when in anticipation of the release of quarterly or annual financials, to avoid potential conflicts associated with a company's insider-trading policy or applicable securities legislation, (which, for greater certainty, does not include the period during which a cease trade order is in effect to which the Company or in respect of an Insider, that Insider, is subject);
- (d) **Board** means the board of directors of the Company or any committee thereof duly empowered or authorized to grant Options under this Plan;
- (e) **Change of Control** includes situations where after giving effect to the contemplated transaction and as a result of such transaction:

- (i) any one Person holds a sufficient number of voting shares of the Company or resulting company to affect materially the control of the Company or resulting company, or,
- (ii) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding, holds in total a sufficient number of voting shares of the Company or its successor to affect materially the control of the Company or its successor,

where such Person or combination of Persons did not previously hold a sufficient number of voting shares to materially affect control of the Company or its successor and, in the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, holding more than 20% of the voting shares of the Company or resulting company is deemed to materially affect control of the Company or resulting company;

- (f) **Common Shares** means the common shares without par value in the capital of the Company providing such class is listed on the TSX Venture (or, NEX, as the case may be);
- (g) **Company** means the company named at the top hereof and includes, unless the context otherwise requires, all of its Affiliates and successors according to law;
- (h) **Consultant** means an individual or Consultant Company, other than an Employee, Officer or Director that:
 - (i) provides on an ongoing bona fide basis, consulting, technical, managerial or like services to the Company or an Affiliate of the Company, other than services provided in relation to a Distribution;
 - (ii) provides the services under a written contract between the Company or an Affiliate and the individual or the Consultant Company;
 - (iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the business and affairs of the Company or an Affiliate of the Company; and
 - (iv) has a relationship with the Company or an Affiliate of the Company that enables the individual or Consultant Company to be knowledgeable about the business and affairs of the Company;
- (i) **Consultant Company** means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;
- (j) **Directors** means the directors of the Company as may be elected from time to time;
- (k) **Discounted Market Price** has the meaning assigned by Policy 1.1 of the TSX Venture Policies;
- (l) **Disinterested Shareholder Approval** means approval by a majority of the votes cast by all the Company's shareholders at a duly constituted shareholders' meeting,

excluding votes attached to Common Shares beneficially owned by Insiders who are Service Providers or their Associates;

(m) **Distribution** has the meaning assigned by the Securities Act, and generally refers to a distribution of securities by the Company from treasury;

(n) **Effective Date** for an Option means the date of grant thereof by the Board;

(o) **Employee** means:

(i) an individual who is considered an employee under the *Income Tax Act* Canada (i.e. for whom income tax, employment insurance and CPP deductions must be made at source);

(ii) an individual who works full-time for the Company or a subsidiary thereof providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source; or

(iii) an individual who works for the Company or its subsidiary on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions need not be made at source;

(p) **Exchange Hold Period** has the meaning assigned by Policy 1.1 of the TSX Venture Policies;

(q) **Exercise Price** means the amount payable per Common Share on the exercise of an Option, as determined in accordance with the terms hereof;

(r) **Expiry Date** means the day on which an Option lapses as specified in the Option Commitment therefor or in accordance with the terms of this Plan;

(s) **Insider** means an insider as defined in the TSX Venture Policies or as defined in securities legislation applicable to the Company;

(t) **Investor Relations Activities** has the meaning assigned by Policy 1.1 of the TSX Venture Policies;

(u) **Management Company Employee** means an individual employed by a Person providing management services to the Company which are required for the ongoing successful operation of the business enterprise of the Company, but excluding a Person engaged in Investor Relations Activities;

(v) **Market Price** has the meaning assigned by Policy 1.1 of the TSX Venture Policies;

- (w) **NEX** means a separate board of the TSX Venture for companies previously listed on the TSX Venture or the Toronto Stock Exchange which have failed to maintain compliance with the ongoing financial listing standards of those markets;
- (x) **NEX Issuer** means a company listed on NEX;
- (y) **NEX Policies** means the rules and policies of NEX as amended from time to time;
- (z) **Officer** means a Board appointed officer of the Company;
- (aa) **Option** means the right to purchase Common Shares granted hereunder to a Service Provider;
- (bb) **Option Commitment** means the notice of grant of an Option delivered by the Company hereunder to a Service Provider and substantially in the form of Schedule A attached hereto or in such other form as is determined by the Corporate Secretary of the Company acting in good faith;
- (cc) **Optioned Shares** means Common Shares that may be issued in the future to a Service Provider upon the exercise of an Option;
- (dd) **Optionee** means the recipient of an Option hereunder;
- (ee) **Outstanding Shares** means at the relevant time, the number of issued and outstanding shares of the Company from time to time;
- (ff) **Participant** means a Service Provider that becomes an Optionee;
- (gg) **Person** includes a company, any unincorporated entity, or an individual;
- (hh) **Plan** means this share option plan, the terms of which are set out herein or as may be amended;
- (ii) **Plan Shares** means the total number of Common Shares which may be reserved for issuance as Optioned Shares under the Plan as provided in §2.2;
- (jj) **Regulatory Approval** means the approval of the TSX Venture and any other securities regulatory authority that has lawful jurisdiction over the Plan and any Options issued hereunder;
- (kk) **Securities Act** means the Securities Act, R.S.B.C. 1996, c. 418, or any successor legislation;
- (ll) **Service Provider** means a Person who is a bona fide Director, Officer, Employee, Management Company Employee, Consultant or Company Consultant, and also includes a company, 100% of the share capital of which is beneficially owned by one or more Service Providers;
- (mm) **Share Compensation Arrangement** means any Option under this Plan but also includes any other stock option, stock option plan, employee stock purchase plan or any

other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares to a Service Provider;

(nn) **Shareholder Approval** means approval by a majority of the votes cast by eligible shareholders of the Company at a duly constituted shareholders' meeting;

(oo) **Take Over Bid** means a take-over bid as defined in Multilateral Instrument 62-104 (Take-over Bids and Issuer Bids) or the analogous provisions of securities legislation applicable to the Company;

(pp) **TSX Venture** means the TSX Venture Exchange and any successor thereto; and

(qq) **TSX Venture Policies** means the rules and policies of the TSX Venture as amended from time to time.

Other Words and Phrases

1.3 Words and phrases used in this Plan but which are not defined in the Plan, but are defined in the TSX Venture Policies (and, if applicable, the NEX Policies), will have the meaning assigned to them in the TSX Venture Policies (and, if applicable, NEX Policies).

Gender

1.4 Words importing the masculine gender include the feminine or neuter, words in the singular include the plural, words importing a corporate entity include individuals, and vice versa.

ARTICLE 2 SHARE OPTION PLAN

Establishment of Share Option Plan

2.1 The Plan is hereby established to recognize contributions made by Service Providers and to create an incentive for their continuing assistance to the Company and its Affiliates.

Maximum Plan Shares

2.2 The maximum aggregate number of Plan Shares that may be reserved for issuance under the Plan at any point in time is 10% of the Outstanding Shares at the time Plan Shares are reserved for issuance as a result of the grant of an Option, less any Common Shares reserved for issuance under share options granted under Share Compensation Arrangements other than this Plan, unless this Plan is amended pursuant to the requirements of the TSX Venture Policies (and, if applicable, NEX Policies).

Eligibility

2.3 Options to purchase Common Shares may be granted hereunder to Service Providers of the Company, or its affiliates, from time to time by the Board. Service Providers that are not individuals will be required to undertake in writing not to effect or permit any transfer of ownership or option of any of its securities, or to issue more of its securities (so as to indirectly transfer the benefits of an Option), as long as such Option remains outstanding, unless the written permission of the TSX Venture and the Company is obtained.

Options Granted Under the Plan

2.4 All Options granted under the Plan will be evidenced by an Option Commitment in the form attached as Schedule A or such other form as is determined by the Corporate Secretary of the Company acting in good faith, showing the number of Optioned Shares, the term of the Option, a reference to vesting terms, if any, and the Exercise Price.

2.5 Subject to specific variations approved by the Board, all terms and conditions set out herein will be deemed to be incorporated into and form part of an Option Commitment made hereunder.

Limitations on Issue

2.6 Subject to §2.10, the following restrictions on issuances of Options are applicable under the Plan:

- (a) no Service Provider can be granted an Option if that Option would result in the total number of Options, together with all other Share Compensation Arrangements granted to such Service Provider in the previous 12 months, exceeding 5% of the Outstanding Shares, unless the Company has obtained Disinterested Shareholder Approval to do so;
- (b) the aggregate number of Options granted to all Service Providers conducting Investor Relations Activities in any 12-month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture; and
- (c) the aggregate number of Options granted to any one Consultant in any 12 month period cannot exceed 2% of the Outstanding Shares, calculated at the time of grant, without the prior consent of the TSX Venture.

Options Not Exercised

2.7 In the event an Option granted under the Plan expires unexercised or is terminated by reason of dismissal of the Optionee for cause or is otherwise lawfully cancelled prior to exercise of the Option, the Optioned Shares that were issuable thereunder will be returned to the Plan and will be eligible for re-issuance.

Powers of the Board

2.8 The Board will be responsible for the general administration of the Plan and the proper execution of its provisions, the interpretation of the Plan and the determination of all questions arising hereunder. Without limiting the generality of the foregoing, the Board has the power to

- (a) allot Common Shares for issuance in connection with the exercise of Options;
- (b) grant Options hereunder;
- (c) subject to any necessary Regulatory Approval, amend, suspend, terminate or discontinue the Plan, or revoke or alter any action taken in connection therewith, except that no general amendment or suspension of the Plan will, without the prior written consent of all Optionees, alter or impair any Option previously granted under the Plan unless the alteration or impairment occurred as a result of a change in the TSX Venture Policies or the Company's tier classification thereunder; and
- (d) delegate all or such portion of its powers hereunder as it may determine to one or more committees of the Board, either indefinitely or for such period of time as it may specify, and thereafter each such committee may exercise the powers and discharge the duties of the Board in respect of the Plan so delegated to the same extent as the Board is hereby authorized so to do.

Amendment of the Plan by the Board of Directors

2.9 Subject to the requirements of the TSX Venture Policies and the prior receipt of any necessary Regulatory Approval, the Board may in its absolute discretion, amend or modify the Plan or any Option granted as follows:

- (a) it may make amendments which are of a typographical, grammatical or clerical nature only;
- (b) it may change the vesting provisions of an Option granted hereunder, subject to prior written approval of the TSX Venture, if applicable;
- (c) it may change the termination provision of an Option granted hereunder which does not entail an extension beyond the original Expiry Date of such Option;
- (d) it may make amendments necessary as a result in changes in securities laws applicable to the Company;
- (e) if the Company becomes listed or quoted on a stock exchange or stock market senior to the TSX Venture, it may make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (f) it may make such amendments as reduce, and do not increase, the benefits of this Plan to Service Providers.

Amendments Requiring Disinterested Shareholder Approval

2.10 The Company will be required to obtain Disinterested Shareholder Approval prior to any of the following actions becoming effective:

- (a) the Plan, together with all of the Company's other previous Share Compensation Arrangements, could result at any time in:
 - (i) the aggregate number of Common Shares reserved for issuance under Options granted to Insiders exceeding 10% of the Outstanding Shares in the event that this Plan is amended to reserve for issuance more than 10% of the Outstanding Shares;
 - (ii) the number of Optioned Shares issued to Insiders within a one-year period exceeding 10% of the Outstanding Shares in the event that this Plan is amended to reserve for issuance more than 10% of the Outstanding Shares; or,
 - (iii) the issuance to any one Optionee, within a 12-month period, of a number of Common Shares exceeding 5% of the Outstanding Shares; or
- (b) any reduction in the Exercise Price of an Option previously granted to an Insider.

Options Granted Under the Company's Previous Share Option Plans

2.11 Any option granted pursuant to a stock option plan previously adopted by the Board which is outstanding at the time this Plan comes into effect shall be deemed to have been issued under this Plan and shall, as of the date this Plan comes into effect, be governed by the terms and conditions hereof.

ARTICLE 3 TERMS AND CONDITIONS OF OPTIONS

Exercise Price

3.1 The Exercise Price of an Option will be set by the Board at the time such Option is allocated under the Plan, and cannot be less than the Discounted Market Price.

Term of Option

3.2 An Option can be exercisable for a maximum of 5 years from the Effective Date.

Option Amendment

3.3 Subject to §2.10(b), the Exercise Price of an Option may be amended only if at least six (6) months have elapsed since the later of the date of commencement of the term of the Option, the date the Common Shares commenced trading on the TSX Venture, or the date of the last amendment of the Exercise Price.

3.4 An Option must be outstanding for at least one year before the Company may extend its term, subject to the limits contained in §3.2.

3.5 Any proposed amendment to the terms of an Option must be approved by the TSX Venture prior to the exercise of such Option.

Vesting of Options

3.6 Subject to §3.7, the vesting of Options shall be at the discretion of the Board and, with respect to any particular Options granted under the Plan, in the absence of a vesting schedule being specified at the time of grant, all such Options shall vest immediately. Where applicable, vesting of Options will generally be subject to:

- (a) the Service Provider remaining employed by or continuing to provide services to the Company or any of its Affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its Affiliates during the vesting period; or
- (b) the Service Provider remaining as a Director of the Company or any of its Affiliates during the vesting period.

Vesting of Options Granted to Consultants Conducting Investor Relations Activities

3.7 Notwithstanding §3.6, Options granted to Consultants conducting Investor Relations Activities will vest:

- (a) over a period of not less than 12 months as to 25% on the date that is three months from the date of grant, and a further 25% on each successive date that is three months from the date of the previous vesting; or
- (b) such longer vesting period as the Board may determine.

Effect of Take Over Bid

3.8 If a Take Over Bid is made to the shareholders generally then the Company shall immediately upon receipt of notice of the Take Over Bid, notify each Optionee currently holding an Option of the Take Over Bid, with full particulars thereof whereupon such Option may, notwithstanding §3.6 and §3.7 or any vesting requirements set out in the Option Commitment, be

immediately exercised in whole or in part by the Optionee, subject to approval of the TSX Venture (or the NEX, as the case may be) for vesting requirements imposed by the TSX Venture Policies.

Acceleration of Vesting on Change of Control

3.9 In the event of a Change of Control occurring, Options granted and outstanding, which are subject to vesting provisions, shall be deemed to have immediately vested upon the occurrence of the Change of Control, subject to approval of the TSX Venture (or the NEX, as the case may be) for vesting requirements imposed by the TSX Venture Policies.

Extension of Options Expiring During Blackout Period

3.10 Should the Expiry Date for an Option fall within a Blackout Period, or within nine (9) Business Days following the expiration of a Blackout Period, such Expiry Date shall, subject to approval of the TSX Venture (or the NEX, as the case may be), be automatically extended without any further act or formality to that day which is the tenth (10th) Business Day after the end of the Blackout Period, such tenth Business Day to be considered the Expiry Date for such Option for all purposes under the Plan. Notwithstanding §2.8, the tenth Business Day period referred to in this §3.10 may not be extended by the Board.

Optionee Ceasing to be Director, Employee or Service Provider

3.11 No Option may be exercised after the Service Provider has left his employ/office or has been advised by the Company that his services are no longer required or his/her service contract has expired, except as follows:

- (a) in the case of the death of an Optionee, any vested Option held by him/her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;
- (b) any vested Options granted to Optionees who are senior officers (including vice presidents) or directors of the Company and who have served the Company for a period of at least two years will expire the earlier of the date of expiration of the term of the Option or twelve months after the date the Optionee ceases to be a senior officer or director of the Company or any of its subsidiaries, unless such Optionee was dismissed for cause as provided by §3.11(d);
- (c) subject to the other provisions of this §3.11, an Option granted to any Service Provider will expire the earlier of the date of expiration of the term or 90 days after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option has vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (d) in the case of an Optionee being dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same; and

(e) in the event of a Director not being nominated for re-election as a Director of the Company, although consenting to act and being under no legal incapacity which would prevent the Director from being a member of the Board, Options granted which are subject to a vesting provision shall be deemed to have vested on the date of the Meeting upon which the Director is not re-elected, and shall expire on the earlier of the date of expiration of the term, or 90 days after the date of the Meeting, provided further that if the conditions of §3.11(b) are met, such Options shall expire on the date set out therein.

Non Assignable

3.12 Subject to § 3.11(a), all Options will be exercisable only by the Optionee to whom they are granted and will not be assignable or transferable.

Adjustment of the Number of Optioned Shares

3.13 The number of Common Shares subject to an Option will be subject to adjustment in the events and in the manner following:

(a) in the event of a subdivision of Common Shares as constituted on the date hereof, at any time while an Option is in effect, into a greater number of Common Shares, the Company will thereafter deliver at the time of purchase of Optioned Shares hereunder, in addition to the number of Optioned Shares in respect of which the right to purchase is then being exercised, such additional number of Common Shares as result from the subdivision without an Optionee making any additional payment or giving any other consideration therefor;

(b) in the event of a consolidation of the Common Shares as constituted on the date hereof, at any time while an Option is in effect, into a lesser number of Common Shares, the Company will thereafter deliver and an Optionee will accept, at the time of purchase of Optioned Shares hereunder, in lieu of the number of Optioned Shares in respect of which the right to purchase is then being exercised, the lesser number of Common Shares as result from the consolidation;

(c) in the event of any change of the Common Shares as constituted on the date hereof, at any time while an Option is in effect, the Company will thereafter deliver at the time of purchase of Optioned Shares hereunder the number of shares of the appropriate class resulting from the said change as an Optionee would have been entitled to receive in respect of the number of Common Shares so purchased had the right to purchase been exercised before such change;

(d) in the event of a capital reorganization, reclassification or change of outstanding equity shares (other than a change in the par value thereof) of the Company, a consolidation, merger or amalgamation of the Company with or into any other company or a sale of the property of the Company as or substantially as an entirety at any time while an Option is in effect, an Optionee will thereafter have the right to purchase and receive, in lieu of the Optioned Shares immediately theretofore purchasable and receivable upon the exercise of the Option, the kind and amount of shares and other securities and property receivable upon

such capital reorganization, reclassification, change, consolidation, merger, amalgamation or sale which the holder of a number of Common Shares equal to the number of Optioned Shares immediately theretofore purchasable and receivable upon the exercise of the Option would have received as a result thereof. The subdivision or consolidation of Common Shares at any time outstanding (whether with or without par value) will not be deemed to be a capital reorganization or a reclassification of the capital of the Company for the purposes of this §3.13;

(e) an adjustment will take effect at the time of the event giving rise to the adjustment, and the adjustments provided for in this section are cumulative;

(f) the Company will not be required to issue fractional shares in satisfaction of its obligations hereunder. Any fractional interest in a Common Share that would, except for the provisions of this §3.13, be deliverable upon the exercise of an Option will be cancelled and not be deliverable by the Company; and

(g) if any questions arise at any time with respect to the Exercise Price or number of Optioned Shares deliverable upon exercise of an Option in any of the events set out in this §3.13, such questions will be conclusively determined by the Company's auditors, or, if they decline to so act, any other firm of Chartered Accountants, in Vancouver, British Columbia (or in the city of the Company's principal executive office) that the Company may designate and who will be granted access to all appropriate records and such determination will be binding upon the Company and all Optionees.

ARTICLE 4 COMMITMENT AND EXERCISE PROCEDURES

Option Commitment

4.1 Upon grant of an Option hereunder, an authorized officer of the Company will deliver to the Optionee an Option Commitment detailing the terms of such Options and upon such delivery the Optionee will be subject to the Plan and have the right to purchase the Optioned Shares at the Exercise Price set out therein subject to the terms and conditions hereof, including any additional requirements contemplated with respect to the payment of required withholding taxes on behalf of Optionees.

Manner of Exercise

4.2 An Optionee who wishes to exercise his Option may do so by delivering

(a) a written notice to the Company specifying the number of Optioned Shares being acquired pursuant to the Option; and

(b) a certified cheque, wire transfer or bank draft payable to the Company for the aggregate Exercise Price for the Optioned Shares being acquired, plus any required withholding tax amount subject to §4.3.

Tax Withholding and Procedures

4.3 Notwithstanding anything else contained in this Plan, the Company may, from time to time, implement such procedures and conditions as it determines appropriate with respect to the withholding and remittance of taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law. Without limiting the generality of the foregoing, an Optionee who wishes to exercise an Option must, in addition to following the procedures set out in §4.2 and elsewhere in this Plan, and as a condition of exercise:

- (a) deliver a certified cheque, wire transfer or bank draft payable to the Company for the amount determined by the Company to be the appropriate amount on account of such taxes or related amounts; or
- (b) otherwise ensure, in a manner acceptable to the Company (if at all) in its sole and unfettered discretion, that the amount will be securely funded;

and must in all other respects follow any related procedures and conditions imposed by the Company.

Delivery of Optioned Shares and Hold Periods

4.4 As soon as practicable after receipt of the notice of exercise described in §4.2 and payment in full for the Optioned Shares being acquired, the Company will direct its transfer agent to issue to the Optionee the appropriate number of Optioned Shares. If the Exercise Price is below the current market price of the Common Shares on the TSX Venture at the time of grant, or if otherwise required pursuant to TSX Venture Policies, the certificate representing the Optioned Shares or written notice in the case of uncertificated shares will include a legend stipulating that the Optioned Shares issued are subject to a four-month Exchange Hold Period commencing the date of the Option Commitment.

ARTICLE 5 GENERAL

Employment and Services

5.1 Nothing contained in the Plan will confer upon or imply in favour of any Optionee any right with respect to office, employment or provision of services with the Company, or interfere in any way with the right of the Company to lawfully terminate the Optionee's office, employment or service at any time pursuant to the arrangements pertaining to same. Participation in the Plan by an Optionee is voluntary.

No Representation or Warranty

5.2 The Company makes no representation or warranty as to the future market value of Common Shares issued in accordance with the provisions of the Plan or to the effect of the *Income Tax Act* (Canada) or any other taxing statute governing the Options or the Common Shares issuable thereunder or the tax consequences to a Service Provider. Compliance with applicable securities laws as to the disclosure and resale obligations of each Participant is the responsibility of each Participant and not the Company.

Interpretation

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

Continuation of Plan

5.4 The Plan will become effective from and after the later of (a) the date that the TSX Venture approves this Plan and (b) the date that the shareholders of the Company approve this Plan. The Plan will remain effective provided that the Plan, or any amended version thereof receives Shareholder Approval at each annual general meeting of the holders of Common Shares of the Company held in or subsequent to 2013.

Amendment of the Plan

5.5 The Board reserves the right, in its absolute discretion, to at any time amend, modify or terminate the Plan with respect to all Common Shares in respect of Options which have not yet been granted hereunder. Any amendment to any provision of the Plan will be subject to any necessary Regulatory Approvals unless the effect of such amendment is intended to reduce (but not to increase) the benefits of this Plan to Service Providers.

SCHEDULE A**FORM OF OPTION COMMITMENT**

Notice is hereby given that, effective this _____ day of _____, _____ (the "Effective Date") [INSERT COMPANY NAME] (the "Company") has granted to _____ (the "Optionee"), an Option to acquire _____ Common Shares ("Optioned Shares") up to 5:00 p.m. Vancouver Time on the _____ day of _____, _____ (the "Expiry Date") at an Exercise Price of Cdn\$ _____ per share.

Optioned Shares are to vest immediately.

OR

Optioned Shares will vest [INSERT VESTING SCHEDULE AND TERMS]

The Option shall expire _____ days after the Optionee ceases to be employed by or provide services to the Company.

The grant of the Option evidenced hereby is made subject to the terms and conditions of the Plan, which are hereby incorporated herein and form part hereof.

To exercise your Option, deliver a written notice specifying the number of Optioned Shares you wish to acquire, together with a certified cheque, wire transfer or bank draft payable to the Company for the aggregate Exercise Price. A certificate or written notice in the case of uncertificated shares for the Optioned Shares so acquired will be issued by the transfer agent as soon as practicable thereafter and may bear a minimum four month non-transferability legend from the date of this Option Commitment, the text of which is as follows. *[Note: A Company may grant stock options without a hold period, provided the exercise price of the options is set at or above the market price of the Company's shares and as long as the optionee is not a person to be restricted under TSX Venture Policies. If a four month hold period is applicable, the following legend must be placed on the certificate or the written notice in the case of uncertificated shares.]*

"Without prior written approval of the TSX Venture Exchange and compliance with all applicable securities legislation, the securities represented by this certificate may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of the TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until [insert date 4 months from the date of grant]."

In accepting and/or exercising this Option, the Optionee is deemed to: (i) agree to the foregoing; (ii) represent that the Optionee, under the terms and conditions of the Plan, is a bona fide Service Provider (as defined in the Plan) and that the Optionee is entitled to receive Options pursuant to the policies of the Exchange; and (iii) consent to the collection and use of Personal Information (as defined in the policies of the Exchange) by both the Company and the Exchange, as more particularly set out in the Acknowledgement - Personal Information in use by the Exchange as of the date hereof.

[INSERT COMPANY NAME]

Authorized Signatory

Schedule B**ORGANTO FOODS INC.
Corporate Governance Policies and Procedures Manual (the
“Manual”)****Adopted effective May 1, 2017****CORPORATE GOVERNANCE OVERVIEW AND GUIDELINES****1. Introduction**

The Board of Directors (the “Board”) of Organto Foods Inc. (the “Company”) has adopted these Corporate Governance Guidelines to assist the Board in the exercise of its duties and responsibilities. The Guidelines are to be applied in a manner consistent with applicable laws and the Company’s incorporating documents. The Board may modify or make exceptions to the Guidelines from time to time in its sole discretion and consistent with the duties and responsibilities owed to the Company and its shareholders.

2. Director Responsibilities

The Directors are responsible for the stewardship of the Company. To discharge this obligation, the directors and through applicable committees of the Board, assume responsibility in the following areas:

- **Oversee Management of the Company.** The principal responsibilities of the directors are to oversee the management of the Company and, in so doing, serve the best interests of the Company on behalf of its shareholders. These responsibilities require that the directors attend to the following:
 - review and approve on a regular basis, and in any case no less than once per year, fundamental operating, financial, and other strategic corporate plans which take into account, among other things, the opportunities and risks of the business;
 - evaluate the performance of the Company, including the appropriate use of corporate resources;
 - select, monitor and evaluate the performance of, and oversee the progress and development of the Chief Executive Officer and senior management, and take appropriate actions, such as promotion, change in responsibility and/or termination;
 - evaluate senior management succession plans, and in the case of the Chief Executive Officer, implement steps as required;
 - evaluate the Company’s compensation programs;
 - establish a corporate environment that promotes timely and effective disclosure (including appropriate controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with applicable laws and industry and community standards;

- evaluate the Company's systems to identify and manage the risks faced by the Company;
 - review and approve or deny all material transactions and commitments contemplated by the Company;
 - develop a corporate governance structure that allows and encourages the Board to fulfill its responsibilities;
 - oversee communications and public disclosure, promoting compliance with legal and regulatory guidelines and requirements, including receiving feedback from shareholders;
 - provide assistance to the Company's senior management, including guidance on those matters that require Board involvement; and
 - evaluate the overall effectiveness of the Board and its committees.
- **Exercise Business Judgment.** In discharging their fiduciary duties of care, loyalty and candor, directors are expected to exercise their business judgment to act in what they reasonably and honestly believe to be the best interests of the Company and its shareholders, free from personal interests. In discharging their duties, when appropriate, the directors are entitled to rely on the Company's senior executives and its outside advisors, auditors and legal counsel, but also should consider second opinions where circumstances warrant.
 - **Understand the Company and its Business.** Directors are expected to become and remain informed about the Company and its business, properties, risks and prospects.
 - **Establish Effective Systems.** Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company. Directors should also provide for periodic reviews of the integrity of the Company's internal controls and management information systems.
 - **Protect Confidentiality and Proprietary Information.** Directors are responsible for establishing policies that are intended to protect the Company's confidential and proprietary information from unauthorized or inappropriate disclosure. Likewise, all discussions and proceedings of the Board must be treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions.
 - **Board, Committee and Shareholder Meetings.** Directors are responsible for attending Board meetings and meetings of committees on which they serve. They must devote the time needed, and meet as frequently as necessary, to properly discharge their responsibilities. Directors who reside in or near the city where the Company holds a shareholders' meeting are expected to make a reasonable effort to attend such meeting.
 - **Indemnification.** The directors are entitled to Company-provided indemnification through corporate articles and by-laws, corporate statutes, indemnity agreements and directors' and officers' liability insurance.

3. Director Qualification Standards

- **Independence.** The Board will strive to ensure it has at least the minimum number of the members of the Board who meet applicable standards of director independence. For members of the Audit Committee, director independence is to be determined in accordance with those legal and stock exchange independence standards applicable to the Company's Audit Committee. Those standards are appended to the Audit Committee Charter. For other purposes, the Board will, from time to time, establish independence standards that (i) comply with applicable legal and stock exchange requirements and (ii) are designed to ensure that the director does not have, directly or indirectly, a financial, legal or other relationship with the Company that would reasonably interfere with the exercise of independent judgment in carrying out the responsibilities of the director.
- **Size and Skills of Board.** The Board believes that a Board comprised of 4 to 6 members is an appropriate size given the Company's present circumstances. The Board also believes that when possible a majority of the directors should be independent under the standards currently in effect, of which at least three members must also meet the standards applicable to the Audit Committee. The Board will also consider the competencies and skills that the Board, as a whole, should possess and the competencies and skills of each director.
- **Other Directorships.** The Board does not believe that its members should be prohibited or discouraged from serving on boards of other organizations, and the Board does not propose any specific policies limiting such activities, providing they do not reduce a director's effectiveness or result in a continuing conflict of interest or conflict with any legal matter. However, the Board should take into account the nature of and time involved in a director's service on other boards in evaluating the suitability of individual directors and in making its recommendations.
- **Tenure.** The Board does not believe it should establish director term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, significant insight into the Company and its operations and an institutional memory that benefits the Board as well as management. As an alternative to term limits, the Board will review each director's continuation on the Board annually. This will allow each director the opportunity to confirm his or her desire to continue as a member of the Board and allow the Board to replace directors where the Board makes a determination that a change would be in the best interests of the Company.
- **Offices of Chairman and CEO.** The Board will select a Chair of the Board in a manner and upon the criteria that the Board deems appropriate at the time of selection. In circumstances where the Board determines to appoint an executive of the Company as Chair of the Board, the Board will separately appoint an independent director to serve in the capacity as "lead director", as that role is contemplated by National Policy 58-201.
- **Selection of New Director Candidates.** Except where the Company is legally required by contract, law or otherwise to provide third parties with the right to nominate directors, the Board will be responsible for identifying individuals qualified to become Board members, consistent with criteria established by the Board, and present these proposed directors to the shareholders for election at the Company's Annual General

Meeting.

- **Extending the Invitation to a New Director Candidate to Join the Board.** An invitation to join the Board will be extended by the Chair of the Board when authorized by the Board.

4. Board Meetings

- **Selection of Agenda Items.** The Chair of the Board shall propose an agenda for each Board meeting after review and consultation with the Chief Executive Officer. Each Board member is free to request the inclusion of other agenda items and is generally free to request at any Board meeting the consideration of subjects that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter (emergencies excepted).
- **Frequency and Length of Meetings.** The Chair of the Board, in consultation with the members of the Board, will normally determine the frequency and length of Board meetings, however, the ultimate power in this regard rests with the plenary Board. In any event the Board shall meet no less than once per fiscal quarter. Special meetings may be called from time to time as required to address the needs of the Company's business.
- **Advance Distribution of Materials.** Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting will normally be distributed in writing to the directors reasonably before the meeting (with a goal of 7 days) and directors should review these materials in advance of the meeting. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of a very time-sensitive nature and that the distribution of materials on these matters before the meeting may not be practicable.

5. Board Committees

- **Key Committees.** The Board will at all times have an Audit Committee. Such committee will have a charter that has been approved by the Board. The charter currently in effect is appended hereto as Appendix 1. The Board may, from time to time, establish or maintain additional committees or subcommittees as it deems necessary.
- **Committee Charters.** The charters of the committees will set forth the purposes, goals and responsibilities of the committee. The Board will, from time to time as it deems appropriate, but at least annually, review and reassess the adequacy of each charter and make appropriate changes. Each charter must address those matters required by applicable laws and stock exchange rules.
- **Assignment of Committee Members.** The Audit Committee must meet the independence standards applicable to the Audit Committee. The Audit Committee will have a minimum of three directors. Other committees shall have at least one member or the minimum number of members required by applicable law and the Company's incorporating documents.
- **Selection of Agenda Items.** Each committee chair, in consultation with the

committee members, will develop the committee's agenda.

- **Frequency of Committee Meetings.** The chairman of each committee, in consultation with the committee members, will determine the frequency of the committee meetings consistent with any requirements set forth in the committee's charter. The Audit Committee will meet no less than quarterly and special meetings may be called by any member from time to time as required to address the needs of the Company's business and fulfill the responsibilities of the committees.

6. Director's Access to Management and Independent Advisors

- **Access to Officers and Employees.** All directors have at all reasonable times and on reasonable notice, full and free access to officers, employees and contractors of the Company. Any meetings or contacts that a director wishes to initiate should normally be arranged through the CEO or the CFO. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. The directors are normally expected to provide a copy or otherwise inform the CEO of any communication between a director and an officer or employee of the Company.
- **Access to Independent Advisors.** The Board and each committee shall have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company. Such independent advisors may be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the appropriate compensation of such advisors as established by the Board or any such committee.

7. Director Compensation

- **Role of Board.** The form and amount of director compensation will be approved annually by the Board in accordance with the general principles set forth herein.
- **Form of Compensation.** The Board believes that directors should be provided with incentives to focus on long-term shareholder value. The Board believes that including equity options as part of director compensation helps align the interest of directors with those of the Company's shareholders.
- **Amount of Compensation.** The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate directors competitively relative to comparable companies. The Company's management will, from time to time, present a report to the Board comparing the Company's director compensation with that of comparable companies. The Board believes that it is appropriate for the Chair of the Board and the chairs of the committees, if not members of management, to receive additional compensation for their additional duties in these positions. Directors who are also employees of the Company may receive additional compensation for Board or committee service if they are not already compensated at full industry rates in their capacities as employees.
- **Director Stock Ownership.** The Board believes that each director should acquire and hold shares of Company stock in an amount that is meaningful to shareholders and

appropriate to each such director.

8. Director Orientation and Continuing Education

- **Director Orientation.** The Board and the Company's senior management will conduct orientation programs for new directors. The orientation programs will include presentations by management to familiarize new directors with the Company's business projects, strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of business conduct and ethics, its principal officers, its internal and independent auditors and its outside legal advisors. In addition, the orientation program will include a review of the Company's expectations of its directors in terms of time and effort, a review of the directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities.
- **Continuing Education.** To enable each director to better perform his or her duties and to recognize and deal appropriately with issues that arise, the Company will provide the directors with opportunities to undertake continuing director education, the cost of which will be borne by the Company.

9. Management Evaluation and Succession and Executive Compensation

- **Selection of CEO.** The Board selects the Company's CEO in the manner that it determines to be in the best interests of the Company. The Board, together with the CEO, will develop a clear description for the role of CEO. The board will also develop the corporate goals and objectives that the CEO is responsible for meeting.
- **Evaluation of Senior Management.** The Board will be responsible for overseeing the evaluation of the CEO. The Board will determine the nature and frequency of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the performance of the CEO. The Board will review the assessment to ensure that the CEO is providing the best leadership for the Company over the long- and short-term. The Board will also consider the recommendations of the CEO with regards to the compensation of the other members of senior management.
- **Succession of Senior Management.** The Board will be responsible for overseeing an annual evaluation of senior management succession planning.
- **Expectations of Senior Management.** The Board will establish, and review on an annual basis, its expectations for senior management generally.
- **Executive Compensation.** Compensation of the CEO must be determined by the Board. The CEO must not be present during voting or deliberations. Compensation for all other members of senior management will be proposed by the CEO and approved by the Board.

10. Code of Business Conduct and Ethics

The Board of Directors will adopt and maintain a Code of Business Conduct and Ethics which will apply to the employees, officers and directors of the Company. The Code of Business Conduct and Ethics will be in accordance with the guidelines set forth in section 3.8 of National Policy 58-201 and other applicable laws and regulations.

11. Board Interaction with Shareholders, Institutional Investors, the Press, Customers, etc.

The Board believes that the CEO and his or her designees should normally speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters, only at the request of the Company's CEO.

The Board will give appropriate attention to written communications that are submitted by shareholders and other interested parties, and will respond if and as appropriate. Absent unusual circumstances or as contemplated by the committee charters, the Chair of the Board monitors communications from shareholders and other interested parties, and will provide copies or summaries of such communications to the other directors as he or she considers appropriate.

12. Periodic Review of the Corporate Governance Guidelines

The Board will, from time to time, and no less than once per year, review and reassess the adequacy of these Guidelines and consider any proposed changes.

Schedule C**AUDIT COMMITTEE CHARTER
ORGANTO FOODS INC.
(the “Company”)****1. Mandate**

The audit committee will assist the Board in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the company’s business, operations and risks.

2. Composition

The Board will appoint from among their membership an audit committee after each annual general meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must not be officers, employees or control persons of the Company.

2.2 Expertise of Committee Members

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company’s Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfil the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (c) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (d) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and

- (e) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (f) review and approve the interim financial statements prior to their release to the public; and

- (g) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (h) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (b) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
 - (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (c) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;
 - (ii) the audit committee is informed of each non-audit service; and

- (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 *Other Responsibilities*

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board; and
- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 *Reporting Responsibilities*

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

6.1 *Internal Control*

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and

- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 *Financial Reporting*

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- (d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;
- (e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (f) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (g) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (h) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (j) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the company's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;

- (iv) there are any actual or proposed changes in accounting or financial reporting practices;
- (v) there are any significant or unusual events or transactions;
- (vi) the Company's financial and operating controls are functioning effectively;
- (vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
- (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 Compliance with Laws and Regulations

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 Other Responsibilities

Review, with the company's counsel, any legal matters that could have a significant impact on the company's financial statements.