

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 December 18, 2018

Dated November 15, 2018

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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 December 18, 2018 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, 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;
4. To consider, and if deemed advisable, approve a resolution to issue 1,066,666 common shares of the Company in lieu of cash consideration for services rendered by Andres Barresi in his capacity as former Chief Operating Officer of the Company; and
5. 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 November 15, 2018. All information contained in this Circular is as at November 15, 2018 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 year December 31, 2017.

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 December 18, 2018.

“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.

“SEDAR” means the official site that provides access to public securities documents and information filed by issuers with the thirteen provincial and territorial securities regulatory authorities ("Canadian Securities Administrators") at www.sedar.com.

“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 November 9, 2018 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 147,863,395 Shares without par value issued and outstanding, each carrying the right to one vote.

10% Shareholders

To the knowledge of the Company’s directors and executive officers, no 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.

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. Last year shareholders elected six (6) directors, and one elected director resigned during the year. Shareholders will be asked to consider the election of six (6) directors again this year, replacing the director who resigned during the past year. 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
 Peter Gianulis
 Robert Giustra
 Jeffrey Klenda
 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 and Residence	Principal Occupation	Member of Committees	Period as a Director	Shares Beneficially Owned or Controlled
Steve Bromley <i>Ontario, Canada</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	Since September 2017	2,682,102
Peter Gianulis <i>Florida, USA</i>	Executive Vice-President, Corporate Development of Organto Foods Inc.	N/A	N/A	6,043,793
Robert Giustra <i>British Columbia, Canada</i>	CEO and Board Chair, Columbus Gold Corp.	Audit Committee	Since May 2007	3,256,458
Jeffrey Klenda <i>Colorado, USA</i>	Board Chair and Executive Director, Ur-Energy Inc., since January 2006.	Chair of Audit Committee	Since October 2013	3,004,287
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 2015	700,000
Claudio Schreier <i>Nassau, Bahamas</i>	CEO of Mont Blanc Asset Management since December 2015; Director and Founder of Vennad Capital LTDA from June, 2012 to December 2015.	Audit Committee	Since September 2017	1,409,340

“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 Director Nominees

Steve Bromley: Steve Bromley is currently acting President and CEO as well as Chair of the Board of Organto Foods Inc. He is also 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 2007 through December 2016. SunOpta Inc. is a global leader in non-GMO, organic and specialty foods. Mr. Bromley serves on a number of private boards and is a Chartered Professional Accountant and Certified General Accountant.

Peter Gianulis: Peter Gianulis is a co-founder and currently Executive Vice President of Organto Foods Inc., a position he has held since May 2017. Mr. Gianulis was Chief Executive Officer of Organto from April 2015 until May 2017, and was a director of Organto from October 2013 until September 2017. He has been the Managing Director of Carrelton Asset Management since 2005.

Robert Giustra: Robert Giustra is currently a director of the Company. 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 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. In 2016, Columbus was 1 of only 2 Metals & Mining Sector companies to graduate from the TSX Venture Exchange to the Toronto Stock Exchange, during the previous one-year period. Mr. Giustra is a former member of the TSX-V's Local Advisory Committee and is 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.

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 currently a director of the Company. Mr. 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. Mr. Schreier 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. Mr. Schreier 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 available on the Company’s website. To discharge this obligation, the directors as a whole 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:

Director Name	Independence status
Steve Bromley ⁽¹⁾	Not Independent by virtue of being an executive officer 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)
Robert Giustra ⁽³⁾	Independent
Jeff Klenda ⁽⁴⁾	Independent
Javier Reyes ⁽⁵⁾	Independent
Claudio Schreier ⁽⁶⁾	Independent
<i>Footnotes to Table:</i>	
<ol style="list-style-type: none"> Mr. Bromley has been a Director of the Company since September 27, 2017. He has been the acting President and CEO since April 10, 2017. Mr. Gianulis has been Executive Vice President of the Company since May 1, 2017. He was previously a Director of the Company from October 29, 2013 until September 27, 2017. 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. Mr. Klenda has been a Director of the Company since October 29, 2013. Mr. Reyes has been a director of the Company since November 30, 2015. Mr. Schreier has been a Director of the Company since September 27, 2017. 	

Directorships

The Directors and nominees for Director of the Company who are presently directors of any issuer that is a reporting issuer in Canada or the equivalent in a foreign jurisdiction are as follows:

Director Name	Other Directorship
Peter Gianulis	Allegiant Gold Ltd. Columbus Gold Corporation
Robert Giustra	Allegiant Gold Ltd. Columbus Gold Corporation
Jeff Klenda	Ur-Energy Inc.
Javier Reyes	Goldgroup Mining Inc. Dynasty Metals & Mining Inc. Candelaria Mining Corp.

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 does not have any standing committees. It is the opinion of the Board that additional committees are not required at this 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 natural and organic foods, retail and/or agricultural industry experience on a global basis would be beneficial to the Company.

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.

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 as Schedule C to the Company's information circular dated August 21, 2017 as filed on SEDAR.

Composition of the Audit Committee

The members of the Company's Audit Committee are Jeff Klenda, Claudio Schreier and Robert Giustra. All of the foregoing directors are both "independent" and "financially literate" as such terms are used in NI 52-110.

Relevant Education and Experience

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.

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.

Claudio Schreier - Claudio Schreier is currently a director of the Company. Mr. 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. Mr. Schreier 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. Mr. Schreier 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

Robert Giustra - Robert Giustra is currently a director of the Company. 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 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. In 2016, Columbus was 1 of only 2 Metals & Mining Sector companies to graduate from the TSX Venture Exchange to the Toronto Stock Exchange, during the previous one-year period. Mr. Giustra is a former member of the TSX-V's Local Advisory Committee and is a graduate in Economics from the University of Western Ontario.

Audit Committee Oversight

Since the completion of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year 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 previous two fiscal years for audit fees are outlined in the following table.

Nature of Services	Year Ended December 31, 2017	Year Ended December 31, 2016
Audit Fees ⁽¹⁾	\$ 100,000	\$ 118,000
Audit-Related Fees ⁽²⁾	\$ Nil	\$ Nil
Tax Fees ⁽³⁾	\$ 4,000	\$ 6,500
All Other Fees ⁽⁴⁾	\$ 2,000	\$ 7,760
Total	\$ 106,000	\$ 132,260

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.

PROPOSAL THREE: Continuation of Share Option Plan

The Company has a share option plan in place, which was initially approved by the Board and dated for reference September 12, 2013, and amended on July 11, 2017 for which the Company obtained shareholder approval on September 27, 2017 (the “**Plan**”).

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 is filed on SEDAR.

The Board will seek shareholder approval by ordinary resolution to approve the Plan for continuation until the next annual general meeting of the Company.

As at the date of the Circular, 147,863,395 Shares of the Company are issued and outstanding. Accordingly, under the Plan the Company has the authority to grant options to purchase up to a total of 14,786,339 Shares. At the date of this Circular, options to purchase an aggregate of 7,015,000 Shares are granted and outstanding under the Plan, representing approximately 4.7% 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 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 year ended December 31, 2017:

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	9,715,000	\$0.18	1,511,390
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	9,715,000	\$0.18	1,511,390

PROPOSAL FOUR: Issuance of shares for debt

Subject to the acceptance of the TSX Venture Exchange, the Company proposes to issue 1,066,666 Common Shares at a deemed price of \$0.075 to settle outstanding fees payable by the Company to a former President of the Company. The fees were incurred by the Company in 2016 for services provided by Andres Barresi in his capacity as Chief Operating Officer and total US\$78,691. In June 2018, the Company entered into a debt settlement agreement with Mr. Barresi in which Mr. Barresi agreed to settle the amount due for common shares having a value of CDN\$80,000 based on the 20 day volume weighted average price as traded on the TSX Venture Exchange at June 15, 2018.

Pursuant to the policies of the TSX Venture Exchange, this shares for debt settlement requires the approval by an ordinary resolution of the shareholders of the Company, other than Mr. Barresi, his holding corporations, associates and affiliates, and any other party that has an interest in the transaction (the "Disinterested Shareholders").

In accordance with TSX Venture Exchange policies, Disinterested Shareholders of the Company will be asked to approve the following resolution authorizing the Shares for Debt Transaction:

"RESOLVED that subject to the acceptance of the TSX Venture Exchange, the directors of the Company be and are hereby authorized to issue 1,066,666 Common Shares of the Company at a deemed price of \$0.075 (the "Shares") pursuant to a debt settlement agreement with Andres Barresi in his capacity as former Chief Operating Officer of the Company."

In accordance with the requirement to obtain Disinterested Shareholder approval, shares beneficially owned by Andres Barresi, or by his holding corporations or Associates (as defined in the TSX Venture Exchange policies), will not be eligible to vote on this resolution.

Statement of Executive Compensation

Identification of Named Executive Officers

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

- a) Arnoud Maas, the Company's CEO from May 1, 2017 until April 10, 2018;
- b) Peter Gianulis, Executive Vice President, Corporate Development from May 1, 2017 and CEO from April 28, 2015 until May 1, 2017;
- c) Erik Kleerebezem, the Company's CFO from October 5, 2017 until January 4, 2018;
- d) Andrew Yau, the Company's CFO from May 20, 2016 until October 5, 2017;
- e) Marcus Meurs, the Company's former President from January 9, 2017 until June 18, 2018; and
- f) Rients van der Wal, the CEO of a subsidiary of the Company;

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 year ended December 31, 2017. 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 does not have, and never has had, a pension plan that provided for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Compensation Governance

Policies and Practices

Due to its size, the Board has not established a Compensation Committee. Instead, the full Board is tasked with (a) reviewing and approving corporate goals and objectives relevant to CEO compensation and evaluating the CEO's performance in light of those corporate goals and objectives; (b) discussing and establishing non-CEO officer and director compensation, incentive-compensation plans and equity-based plans, and any amendments to such plans from time-to-time, as determined by the Board or on the advice of legal counsel or other advisors; and (c) reviewing executive compensation disclosure before the Company publicly discloses this information. The Board is of the belief that their experience with public companies provides them with the skills necessary to evaluate appropriate compensation levels.

Summary Compensation Table

Summary Compensation Table

The following table sets forth the annual compensation for services in all capacities to the Company for the three most recently completed financial years in respect of the Named Executive Officers. Compensation paid to the NEOs for the Company's two most recently completed financial years ended December 31, 2017 and December 31, 2016 is set out below and expressed in Canadian dollars unless otherwise noted.

Name and principal position	Year	Salary/fee (\$)	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 (\$)			
Arnouid Maas ⁽¹⁾ CEO	2017	216,187	-	269,681	-	-	-	-	485,868
	2016	-	-	-	-	-	-	-	-
Peter Gianulis ⁽²⁾ CEO, EVP Corp Dev.	2017	186,424	-	-	-	-	-	-	186,424
	2016	175,730	-	-	-	-	-	-	175,730
Erik Kleerebezem CFO ⁽³⁾	2017	55,270	-	8,989	-	-	-	-	64,259
	2016	-	-	-	-	-	-	-	-
Andrew Yau CFO ⁽⁴⁾	2017	-	-	17,979	-	-	-	-	17,979
	2016	-	-	-	-	-	-	-	-
Marcus Meurs ⁽⁵⁾ President	2017	269,159	-	-	-	-	-	-	269,159
	2016	282,632	-	-	-	-	-	-	282,632
Rients van der Wal ⁽⁶⁾ CEO of a subsidiary of the Company	2017	308,858	-	-	-	-	-	-	308,858
	2016	271,080	-	-	-	-	-	-	271,080

Footnotes to Table:

1. Arnouid Maas was appointed CEO of the Company on May 1, 2017. All amounts paid to Mr. Maas were paid to MCC Holdings B.V., a company controlled by Mr. Maas. Mr. Maas did not renew this Management Services Agreement and left the Company effective April 30, 2018.
2. Peter Gianulis was appointed CEO of the Company on April 27, 2015 and continued in that role until May 1, 2017, at which time he assumed the role of EVP, Corporate Development.
3. Andrew Yau was the CFO of the Company from May 20, 2016 until October 5, 2017. Pursuant to a Services Agreement between the Company and Columbus Gold Corp., all the compensation paid to Mr. Yau is paid entirely by Columbus Gold Corp.
4. Erik Kleerebezem replaced Mr. Yau as the CFO of the Company effective October 5, 2017. Mr. Kleerebezem left the Company effective December 31, 2017.
5. Marcus 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 controlled by Mr. Meurs. Mr. Meurs left the Company effective June 18, 2018.
6. Mr. Rients 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 controlled by Mr. van der Wal. As part of a reorganization by the Company, Mr. Van der Wal's employment contract was terminated and he received a payment of \$103,425 when he left the Company on September 29, 2017. Mr. Van der Wal returned as Chief Executive Officer of a subsidiary of the Company in April, 2018.

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 2017 option grants include a 4 year expected life, volatility of 121%, no dividends, and a risk-free rate of 1.7%.

Pursuant to a management services agreement between Mr. Maas and the Company, Mr. Maas provided services to the Company for consideration of USD \$20,000 per month from May 2017 to October 2017, and USD \$25,000 thereafter until his departure at the end of April, 2018.

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, Mr. Gianulis provides services to the Company for consideration of USD \$12,000 per month.

Pursuant to a management services agreement between Fresh Organics and the Company, Mr. Meurs provided services to the Company for consideration of USD \$16,250 per month through to his departure.

Pursuant to a management services agreement between Brandal B.V. (a company controlled by Mr. van der Wal), Mr. van der Wal provided services to the Company for consideration of €15,000 per month through September 29, 2017, and subsequently rejoined the company in April 2018 via a new management services agreement between Brandal B.V. (a company controlled by Mr. van der Wal), whereby Mr. van der Wal provides services to the Company for consideration of €15,000 per month.

Andrew Yau was the CFO of the Company from May 20, 2016 until October 5, 2017. Mr. Yau provided his services pursuant to an annual services agreement between the Company and Columbus Gold Corp. and thus he was not paid directly by the Company.

Erik Kleerebezem joined the Company on September 1, 2017 and was appointed CFO of the Company October 5, 2017. Mr. Kleerebezem's services were provided via a management services agreement for consideration of €10,000 per month through to his departure at the end of December, 2017.

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 year, for each NEO:

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 (\$)
Arnoud Maas	3,000,000	0.18	Oct 10, 2022	-	-	-	-
Peter Gianulis	-	-	-	-	-	-	-
Erik Kleerebezem	100,000	0.18	Oct 10, 2022	-	-	-	-
Andrew Yau	25,000 100,000 200,000	0.065 0.20 0.18	Dec 19, 2018 Nov 30, 2020 Oct 10, 2022	1,625 - -	-	-	-

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 (\$)
Marcus Meurs	-	-	-	-	-	-	-
Rients van der Wal	-	-	-	-	-	-	-

Footnotes to Table:

- The closing price for the Company's Shares on the TSXV on December 29, 2017, the last trading day prior to December 31, 2017, was \$0.13 each.

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, 2017 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, 2017.

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 beginning January 1, 2018 until such time as the Company's operations can better support the payment of such fees.

Steve Bromley, Interim CEO and President, and former advisor waived his fees beginning November 1, 2017 until such time as the Company's operations can better support the payment of such fees.

Option-based awards are valued using the *Black-Scholes* model on the date of grant. Key assumptions and estimates used to value the 2017 option grants include a 4 year expected life, volatility of 121%, no dividends, and a risk-free rate of 1.7%.

The directors are reimbursed for expenses incurred on behalf of the Company. From time to time, directors may be retained to provide specific services to the Company and will be compensated on a normal commercial basis for such services.

Other than as set out above, there are no other arrangements to compensate directors by the Company or its subsidiaries during the most recently completed financial year for their services in their capacity as Directors or consultants.

Director Compensation Table

Compensation provided to the directors of the Company, not set out in the NEO compensation reported above, for the Company's two most recently completed financial years is set out below:

Name	Year	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity incentive plan Compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total (\$)
Steve Bromley ⁽¹⁾	2017	120,000	-	179,787	-	-	-	179,787
Robert Giustra ⁽²⁾	2017	-	-	94,388	-	-	-	94,388
	2016	24,000	-	-	-	-	-	24,000
Jeff Klenda ⁽³⁾	2017	-	-	17,979	-	-	-	17,979
	2016	24,000	-	-	-	-	-	24,000
Javier Reyes ⁽⁴⁾	2017	-	-	8,989	-	-	-	8,989
	2016	24,000	-	-	-	-	-	24,000
Claudio Schreier ⁽⁵⁾	2017	-	-	13,484	-	-	-	13,484

Footnotes to Table:

- (1) Steve Bromley was elected to the Board on September 27, 2017.
- (2) Robert Giustra was appointed to the Board on May 18, 2007.
- (3) Jeff Klenda was appointed to the Board on October 29, 2013.
- (4) Javier Reyes was appointed to the Board on November 30, 2015.
- (5) Claudio Schreier was elected to the Board on September 27, 2017.

Directors Compensation - Outstanding Share-based Awards and Option-based Awards

The following two tables set out all option-based awards and share-based awards outstanding as at the end of the Company's two most recently completed financial years, for each director that was not a NEO:

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 (\$)
Steve Bromley	2,000,000	0.18	Oct 10, 2022	-	-	-	-
Robert Giustra	35,000	0.15	Nov 7, 2019	-	-	-	-
	750,000	0.20	Nov 30, 2020	-	-	-	-
	1,000,000	0.18	Oct 10, 2022	-	-	-	-
	50,000	0.13	Nov 28, 2022	-	-	-	-
Jeff Klenda	750,000	0.20	Nov 30, 2020	-	-	-	-
	100,000	0.18	Oct 10, 2022	-	-	-	-
	100,000	0.13	Nov 28, 2022	-	-	-	-
Javier Reyes ⁽²⁾	150,000	0.20	Nov 30, 2020	-	-	-	-
	100,000	0.18	Oct 10, 2022	-	-	-	-
Claudio Schreier	100,000	0.18	Oct 10, 2022	-	-	-	-
	50,000	0.13	Nov 28, 2022	-	-	-	-

Footnotes to Table:

1. The closing price for the Company's Shares on the TSXV on December 29, 2017, the last trading day prior to December 31, 2017, was \$0.13 each.
2. Option based awards expiring in 2020 have been granted to Antares Capital Management, a company controlled by Mr. Reyes.

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

The value vested or earned under incentive plans during the Company's fiscal year ended December 31, 2017, 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.

At December 31, 2017 Mr. Meurs was indebted to the Company via Fresh Organics for \$96,998. This represented advances that were made to Mr. Meurs during 2016 and 2017. As part of the June 2018 employment settlement agreement between the Company and Mr. Meurs, the Company forgave the \$96,998 owed to it by Fresh Organics and Mr. Meurs forgave the \$79,336 owed to himself by the Company.

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 year ended December 31, 2017, 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, 2017. 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.

“Steve Bromley”

Steve Bromley, CEO