

**CENTURY FINANCIAL CAPITAL GROUP INC.**  
4 KING STREET WEST, SUITE 1320  
TORONTO, ONTARIO M5H 1B6

March 4, 2014

**INFORMATION CIRCULAR**

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF PROXIES to be used at the Annual and Special Meeting of shareholders (the "**Meeting**") of **CENTURY FINANCIAL CAPITAL GROUP INC.** (the "**Company**") to be held April 3, 2014, at 10:00 a.m. (Toronto time) at 120 ADELAIDE STREET WEST, SUITE 2500, TORONTO, ONTARIO. Proxies will be solicited primarily by mail and may also be solicited by the Directors and/or officers of the Company at nominal cost. The Company will bear the cost of solicitation of proxies pursuant to this Information Circular.

It is expected that the solicitation will be primarily by mail but proxies may also be solicited personally or by telephone by the Directors, officers and employees of the Company who will not receive any additional compensation for such services. The cost of solicitation by management will be borne by the Company.

The record date for determining holders (the "**Shareholders**") of common shares (the "**Common Shares**") in the capital of the Company entitled to notice of, and to attend and vote their shares at, the Meeting is February 25, 2014 (the "**Record Date**").

**APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the enclosed form of proxy are officers or Directors of the Company. **A SHAREHOLDER DESIRING TO APPOINT A PERSON OTHER THAN THE PERSON NAMED ON THE FORM OF PROXY TO ATTEND AND ACT ON HIS, HER OR ITS BEHALF AT THE MEETING MAY DO SO** either by striking out the names of management's designees and inserting such person's name in the blank space provided in the accompanying form of proxy or by completing another proper form of proxy and, in either case, delivering the completed proxy to Heritage Transfer Agency Inc., 4 King Street West, Suite 1320, Toronto, Ontario, M5H 1B6 not later than 10:00 a.m., Toronto time, on Tuesday, April 1, 2014, being more than forty-eight hours preceding the Meeting, or in the event of an adjournment of the Meeting, by 10:00 am on the penultimate day preceding the date of the adjournment, or delivered to the chairman on the day of the Meeting or any adjournment thereof.

**Each Shareholder is entitled to appoint a person to represent such Shareholder at the Meeting, who need not be one of the persons named in the accompanying form of proxy.**

A proxy must be signed in writing or, subject to the means of electronic signature permitting a reliable determination that the document was created or communicated by or on behalf of the Shareholder or the attorney, as the case may be, by electronic signature by the Shareholder or an attorney who is authorized by a document that is signed in writing or by electronic signature or, if the Shareholder is a body corporate, by an officer or attorney of the body corporate duly authorized.

A proxy given pursuant to this solicitation may be revoked by instrument in writing, including another proxy bearing a later date, executed by the Shareholder or by his, her, or its attorney authorized in writing, and deposited either at Heritage Transfer Agency Inc., 4 King Street West, Suite 1320, Toronto, Ontario, M5H

1B6) or at the registered office of the Company (4 King Street West, Suite 1320, Toronto, Ontario M5H 1B6) at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of such Meeting on the day of the Meeting, or adjournment thereof, or in any other manner permitted by law.

In addition to any other manner permitted by law, section 110(4) of the *Business Corporations Act* (Ontario) (the "OBCA") provides that a shareholder may revoke a proxy before it is exercised by: (i) depositing an instrument in writing signed in the same manner as the proxy at the registered office of the Company at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, at which the proxy is to be used or with the chair of such Meeting on the day of the Meeting or an adjournment thereof; or (ii) transmitting, by telephonic or electronic means, a revocation that complies with the same requirements as the proxy and that, subject to the means of electronic signature permitting a reliable determination that the document was created or communicated by or on behalf of the shareholder or the attorney, as the case may be, is signed by electronic signature.

A Shareholder attending the Meeting has the right to vote in person and if he or she does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

#### **EXERCISE OF DISCRETION BY PROXIES**

The shares voted at the Meeting will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for. Where a choice is specified on a proxy, securities represented by the proxy will be voted in accordance with the choice so specified in the proxy. **WHERE NO CHOICE IS SPECIFIED, THE PROXY WILL CONFER DISCRETIONARY AUTHORITY AND WILL BE VOTED FOR THE ITEM OF BUSINESS AS SET OUT IN THE NOTICE OF MEETING AND AS STATED ELSEWHERE IN THIS MANAGEMENT INFORMATION CIRCULAR.**

The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matter identified in the accompanying Notice of Meeting, and with respect to other matters which may properly come before the Meeting, in such manner as such nominee in his or her judgment may determine. **IF OTHER MATTERS WHICH ARE NOT PRESENTLY KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGEMENT OF THE PERSON OR PERSONS VOTING THE PROXY.** As of the date of this management information circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the accompanying Notice of Meeting.

#### **VOTING SHARES AND PRINCIPAL SHAREHOLDERS**

The authorized capital of the Company consists of an unlimited number of Common Shares without nominal or par value. As at February 25, 2014, the Record Date, the Company had 14,598,908 issued and outstanding Common Shares, each carrying one vote per share. To the knowledge of management of the Company, no person beneficially owns, directly or indirectly, or has control or direction over, 10% or more of the Common Shares of the Company.

In accordance with the provisions of the OBCA, the Company will prepare a list of all persons who are registered holders of Common Shares as of the Record Date, and the number of Common Shares registered in the name of each person on such date. Each Shareholder is entitled to one vote for each Common Share registered in such Shareholder's name as it appears on the list.

### **VOTING IN PERSON AT THE MEETING**

A registered shareholder, or a non-objecting beneficial owner ("**NOBO**") whose name has been provided to the Company's registrar and transfer agent, Heritage Transfer Agency Inc., will appear on a list of shareholders prepared by the registrar and transfer agent for purposes of the Meeting. To vote in person at the Meeting each registered shareholder or NOBO will be required to register for the Meeting by identifying themselves at the registration desk. Non-registered beneficial shareholders (other than NOBOs) must appoint themselves as a proxyholder to vote in person at the Meeting. Also see "Non-Registered Holders" below.

### **VOTING BY PROXY AT THE MEETING**

If a registered shareholder or NOBO cannot attend the Meeting but wishes to vote on the resolutions, the registered shareholder or NOBO should sign, date and deliver the enclosed form of proxy to the Company's registrar and transfer agent, Heritage Transfer Agency Inc., 4 King Street West, Suite 1320, Toronto, Ontario, M5H 1B6 so it is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or any adjournment thereof. **The persons named in the enclosed form of proxy are Directors and/or officers of the Company. A shareholder giving a proxy can strike out the names of the nominees printed in the accompanying form of proxy and insert the name of another nominee in the space provided, or the shareholder may complete another form of proxy. A proxy nominee need not be a shareholder of the Company.** A shareholder giving a proxy has the right to attend the Meeting, or appoint someone else to attend as his or her proxy at the Meeting and the proxy submitted earlier can be revoked in the manner described under "Appointment and Revocation of Proxies".

### **NON-REGISTERED HOLDERS**

In many cases, Common Shares beneficially owned by a holder (a "**Non-Registered Holder**") are registered either:

- (a) in the name of an intermediary that the Non-Registered Holder deals with in respect of the Common Shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a depository (such as The Canadian Depository for Securities Limited or "**CDS**"). Non-Registered Holders do not appear on the list of shareholders of the Company maintained by the transfer agent.

In accordance with Canadian securities law, the Company has distributed copies of the Notice of Meeting, this Management Information Circular and the form of proxy (collectively, the "**Meeting Materials**") to CDS and intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, intermediaries will use a service company to forward the Meeting Materials to Non-Registered Holders. Non-Registered Holders, other than NOBOs, will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

A. *Voting Instruction Form.* In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Holder's behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder.

OR

B. *Form of Proxy.* Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, a form of proxy that has already been signed by the intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. If the Non-Registered Holder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Holder must complete the form of proxy and deposit it with the Company's registrar and transfer agent, Heritage Transfer Agency Inc., as described above. If a Non-Registered Holder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Holder must strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided.

### **Non-Objecting Beneficial Owners**

These Meeting Materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions or form of proxy delivered to you.

### **REQUIRED SHAREHOLDER APPROVALS**

Unless otherwise noted under "PARTICULARS OF MATTERS TO BE ACTED UPON", all resolutions submitted to the Shareholders must be approved by a majority of the votes cast by holders of Common Shares of the Company present in person or represented by proxy at the Meeting.

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

No Director or officer of the Company, no proposed nominee for election to the Board of Directors of the Company (the "**Board**"), and no associate or affiliate of any such person has any material interest, direct or indirect, in any matter to be acted upon at the Meeting other than the election of Directors, and issuance of shares of the Company for debt.

**Harry Bregman, the President and a member of the Board of Directors of the Company, has an interest in the matters described under "Issuance of Shares in Settlement of Debt." A description of his interest in such matters is set out under "Issuance of Shares in Settlement of Debt."**

The above information was supplied by the management of the Company.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### **FINANCIAL STATEMENTS**

Shareholders of the Company will be asked to review and consider the audited financial statements and the Management's Discussion and Analysis of the Company for the financial years ended August 31, 2013 and 2012, together with the Auditor's Report thereon, copies of which accompany this management information circular and are available at [www.sedar.com](http://www.sedar.com). Management of the Company will also present to Shareholders the Company's audited financial statements for the years ended August 31, 2005, 2006, 2007, 2008, 2009, 2010 and 2011.

### **AUTHORIZING DIRECTORS TO FIX THE SIZE OF THE BOARD**

At the Meeting, the shareholders will be asked to adopt a special resolution passed under subsection 125 (3) of the OBCA so as to authorize the Directors to determine the number of Directors to constitute the Board of Directors. As a result of adopting this special resolution, between meetings of shareholders the Board of Directors would therefore be authorized to increase the size of the Board of Directors. However, currently under the OBCA, notwithstanding this authority the Directors would not be authorized, between meetings of shareholders, to appoint an additional Director if, after such appointment, the total number of Directors would be greater than one and one-third times the number of Directors required to have been elected at the last annual meeting of shareholders.

**In order to be passed, at least two thirds (66.67%) of the shareholders present in person or represented by proxy at the Meeting must vote in favour of this resolution.**

### **ELECTION OF DIRECTORS**

The Articles of the Company provide that the Board of Directors shall consist of a minimum of 3 Directors and a maximum of 11 Directors, as determined by the Board from time to time. The Board presently consists of three (3) Directors.

It is proposed that Board will again consist of three (3) Directors following the Meeting. The following table and the notes thereto state the names of all the persons proposed to be nominated by management for election as Directors, all other positions and offices with the Company now held by them, their principal occupations or employment, the period or periods of service as Directors of the Company and the number of voting securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as at the Record Date.

<b>Name, Office and Principal Occupation</b>	<b>Director Since</b>	<b>No. of Voting Securities Owned, Controlled or Directed as at February 25, 2014</b>
Harry Bregman Director and President	June 28, 2004	521,071 Common Shares
Gordon R. Wilton (1) Director, Secretary-Treasurer and Acting Chief Financial Officer	November 1, 1998	14 Common Shares
Lawrence J. McKay (1) Director	November 1, 1998	NIL Common Shares

(1) Member of audit committee.

The information as to voting shares beneficially owned, not being within the knowledge of the Company has been furnished by the respective nominees individually.

The principal occupations of the Directors and officers for the past five years are as follows:

- Mr. Harry Bregman has been Vice-President of Harper Captial Inc.
- Mr. Gordon R. Wilton has been President of Wilton Printin and Publishing Company.
- Mr. Lawrence J. McKay has been a self-employed business consultant.

The term of office of each Director will be from the date of the Meeting until the annual meeting next following, or until his successor is elected or appointed.

To the knowledge of the management of the Company, none of the persons proposed to be nominated as Directors have been a Director or officer of a public company that was cease-traded, have gone through a bankruptcy, have been a Director or officer of a company that went through a bankruptcy nor have been investigated or sanctioned by a provincial or other securities regulatory authority or commission.

**Proxies received in favour of Management will be voted for the election of the above named nominees, unless the shareholder has specified in the proxy that his shares are to be withheld from voting in respect thereof. Management has no reason to believe that any of the nominees will be unable to serve as a Director but, if a nominee is for any reason unavailable to serve as a Director, proxies in favour of**

management will be voted in favour of the remaining nominees and may be voted for a substitute nominee unless the shareholder has specified in the proxy that his shares are to be withheld from voting in respect of the election of Directors.

## INFORMATION CONCERNING THE COMPANY

### EXECUTIVE COMPENSATION

#### Compensation of Executive Officers

Pursuant to National Instrument 51-102 Continuous Disclosure Obligations, the Company is required to disclose all annual and long-term compensation for services rendered to the Company for its three most recently completed financial years, in respect of (i) the CEO, (ii) the CFO and (iii) any other executive officer whose compensation in any of those years exceeded \$150,000 (together, the "Named Executive Officers"). The Company currently has two officers who would qualify as a Named Executive Officer, namely Harry Bregman, the President of the Company and Gordon Wilton, the acting Chief Financial Officer of the Company.

Mr. Bregman is Vice-President of Harper Capital Inc. Bernice Bregman, the spouse of Harry Bregman, is the sole shareholder, Director and the President of Harper Capital Inc. During the fiscal years ended August 31, 2011, 2012 and 2013, Harper Capital Inc. was entitled to \$48,000 in respect of management services provided during each of the years ended August 31, 2011 and 2012 and NIL for the year ended August 31, 2013.

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			
Harry Bregman, President, Director	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	\$48,000	\$48,000
	2011	Nil	Nil	Nil	Nil	Nil	Nil	\$48,000	\$48,000
Gordon Wilton, Secretary-Treasurer, Acting Chief Financial Officer, Director	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

#### Long-term Incentive Plan (LTIP) Awards

The Company currently has no Long Term Incentive Plans, and no stock option plan or other plan providing equity based compensation.

#### Other Compensation Matters

The Board of Directors of the Company as a whole determines the level of compensation in respect of the Company's senior executives. There were no long-term incentive awards made to the Named Executive

Officers of the Company during the most recently completed financial year. There are no pension plan benefits in place for the named executive and none of the Named Executive Officers, senior officers or Directors of the Company is indebted to the Company. In addition, there are no plans in place with respect to the Named Executive Officers for termination of employment or change in responsibilities.

### **Report on Executive Compensation**

The Board of Directors has not established a compensation committee to determine the level of compensation in respect of the Company's senior executives. It is the responsibility of the Board of Directors as a whole to determine the level of compensation in respect of the Company's senior executives with a view to providing such executives with a competitive compensation package having regard to performance. Performance is defined to include achievement of the Company's strategic objective of enhancing shareholder value.

Compensation for executive officers is composed primarily of two components: namely, base salary and performance bonuses. Performance bonuses are considered from time to time having regard to the above-referenced objectives.

The Board of Directors is also responsible for reviewing the Company's manpower and succession plan to ensure that adequate plans are in place.

### **COMPENSATION OF DIRECTORS**

The following table discloses the compensation provided to Directors of the Company who are not also Named Executive Officers for the Company's financial year ended August 31, 2013. (Compensation of Directors who are also Named Executive Officers is disclosed under "**Executive Compensation – Compensation of Executive Officers**". Directors who are also officers do not receive additional compensation for their services as Directors.)

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Lawrence J. McKay	Nil	Nil	Nil	Nil	Nil	Nil	Nil

All reasonable expenses incurred by a Director in respect of his or her duties to the Company are reimbursed by the Company.

At the Meeting, shareholders of the Company will be asked to elect the three individuals nominated for election by management, as previously identified in this circular, to the Company's Board of Directors.

**Unless a proxy specifies that the shares it represents are to be withheld from voting in favour of any the candidates proposed above, the proxies named in the accompanying form of proxy intend to vote in favour of all of the candidates proposed above.**



## **REPORT OF AUDITORS AND AUDITED FINANCIAL STATEMENTS**

### **APPOINTMENT OF AUDITORS**

Shareholders of the Company will be asked to approve the re-appointment of **Schwartz, Levitsky, Feldman LLP** (whose offices are at 2300 Yonge Street, Toronto, Ontario M4P 1E4) as the auditor of the Company for the financial year ending August 31, 2014 and to hold office until the close of the next annual meeting of the Shareholders of the Company and to authorize the Board to fix the remuneration to be paid to the auditor.

**Unless a proxy specifies that the shares it represents are to be withheld from voting in favour of the appointment of Schwartz, Levitsky, Feldman LLP as the auditor of the Company, the proxies named in the accompanying form of proxy intend to vote *in favour* of the appointment of Schwartz, Levitsky, Feldman LLP as auditor of the Company and the authorization of the Board to fix the remuneration paid to the auditor.**

### **FEEs FOR AUDIT SERVICES RENDERED**

The following table sets out the aggregate fees billed by the Company's external auditor in each of the last two financial years.

<b>Category of Fees</b>	<b>Year Ended August 31, 2013</b>	<b>Year Ended August 31, 2012</b>
Audit Fees <sup>(1)</sup>	\$8,500	\$11,025
Audit-Related Fees <sup>(2)</sup>	Nil	Nil
Tax Fees <sup>(3)</sup>	Nil	Nil
All Other Fees <sup>(4)</sup>	Nil	Nil

- (1) Aggregate fees billed by the Company's external auditor in the fiscal year for audit services.
- (2) Aggregate fees billed in the fiscal year for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements.
- (3) Aggregate fees billed in the fiscal year for professional services rendered by the Company's external auditor for tax compliance, tax advice, and tax planning.
- (4) Aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than the services reported in the rows above.

### **AMENDMENT OF ARTICLES OF INCORPORATION AND CONSOLIDATION OF COMMON SHARES**

Management of the Company proposes to change the Company's name to better reflect its new business direction of acquiring working interests in mineral properties. Shareholders will also be asked to consider and approve a consolidation of the Company's Common Shares on a one-for-ten basis.

Accordingly, shareholders will be asked to consider and if deemed advisable, approve and confirm a resolution, the text of which is set forth in Schedule "A" annexed hereto, to authorize the Company to amend its Articles of Incorporation by:

- (i) changing the Company's name to Century Capital Inc., or any similar name that will be acceptable to the Directors and any regulatory authorities having jurisdiction; and

- (ii) consolidating the Common Shares of the Company on a one-for-ten basis.

The Board of Directors has concluded that it is in the best interest of the Company and its shareholders to consolidate the issued and outstanding Common Shares for the purpose of enhancing the marketability of the Company's shares.

Subject to approval of the resolution at the Meeting, the proposed amendment to the articles giving effect to the proposed share consolidation would become effective upon the issuance of a Certificate of Amendment filed under the OBCA. Common shares outstanding at the close of business on the record date specified by the Company in connection with the filing of such Certificate of Amendment (such date to be established after consultation with regulatory authorities, the "**Consolidation Record Date**") will be consolidated on that basis.

Upon filing of such a Certificate of Amendment of the Company, the shares of the Company will be consolidated as set out above. To obtain a new share certificate evidencing shares after the effectiveness of the change of the Company's name or the share consolidation, , shareholders may obtain new share certificates by contacting the Company's transfer agent, Heritage Transfer Agency Inc., 4 King Street West, Suite 1320, Toronto, Ontario, M5H 1B6, in which case they may be required to complete and submit certain documentation.

The consolidation will not change any shareholder's proportionate share in equity of the Company.

The consolidation of the Common Shares will not affect the aggregate adjusted cost base to a holder of all his Common Shares for purposes of Canadian federal income tax. However, the adjusted cost base per share will be increased by ten times. There will not be any other tax consequences to Canadian resident holders of Common Shares for purposes of the *Income Tax Act (Canada)*.

The Board of Directors recommends that shareholders vote FOR the approval of the special resolution. The special resolution is required to be passed by at least two-thirds (66.67%) of the votes cast at the Meeting. The amendments to the articles will not become effective until the required filings have been filed and accepted in accordance with the the OBCA.

**Proxies received in favour of management will be voted FOR the approval of the resolution to change the Company's name and to consolidate the Common Shares, unless the shareholder has specified in the proxy that his shares are to be voted against such special resolution.**

#### **ISSUE OF COMMON SHARES IN SETTLEMENT OF DEBT**

Shareholders of the Company are being asked to approve the issue of Common Shares of the Company in settlement of debt as follows:

- (i) The issue of 2,708,080 post-consolidated common shares of the Company in settlement of a promissory note of \$67,702 (and therefore at an effective price of \$0.025 per post-consolidation Common Share) due to Harper Capital Inc. with the shares to be entered into a voluntary 24 month escrow whereby 25% of the shares would be released from escrow and available for trading every six months;
- (ii) The issue of 1,354,040 post-consolidated common shares of the Company in

settlement of a promissory note of \$67,702 (and therefore at an effective price of \$0.05 per post-consolidation Common Share) due to Harper Capital Inc.;

(iii) The issue of 336,220 post-consolidated shares of the Company in settlement of a debt of \$16,811 (and therefore at an effective price of \$0.05 per post-consolidation Common Share) due to Harry Bregman; and

(iv) The issue of 322,060 post-consolidated Common Shares of the Company in settlement of a debt of \$16,103 ((and therefore at an effective price of \$0.05 per post-consolidation Common Share) due to Bernice Bregman.

Harry Bregman, the President of the Company and a Director, is Vice-President of Harper Capital Inc. Bernice Bregman, the spouse of Harry Bregman, is the sole shareholder, Director and the President of Harper Capital Inc.

Management of the Company believes that it is in the Company's interest to approve the issue of shares and the settlement of the indebtedness since the Company does not have an immediate source of funds and settlement will significantly improve its financial position.

Approval of the disinterested shareholders of the Company is required. The resolutions approving the settlement of this debt, which are set forth in Schedule "B", require the approval by simple majority of disinterested shareholders. As set out under "**Election of Directors**", Harry Bregman currently beneficially holds 521,071 of the issued and outstanding shares of the Company (on a pre-consolidation basis).

**Proxies received in favour of management will be voted for the resolutions approving the four debt conversions identified above, unless the shareholder has specified in the proxy that his shares are to be voted against such resolutions.**

### **OTHER MATTERS WHICH MAY COME BEFORE THE MEETING**

THE MANAGEMENT KNOWS OF NO MATTERS TO COME BEFORE THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS OTHER THAN AS SET FORTH IN THE NOTICE OF MEETING. HOWEVER, IF OTHER MATTERS WHICH ARE NOT KNOWN TO THE MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE PROXY.

### **AUDIT COMMITTEE CHARTER**

Multilateral Instrument 52-110 (the "**Instrument**") relating to the composition and function of audit committees applies to the Company as a Venture Issuer. The Instrument requires all affected issuers to have a written Audit Committee Charter (the "**Charter**") which must be disclosed, as stipulated by Form 52-110F2, in the management information circular of the Company wherein management solicits proxies from the shareholders of the Company for the purpose of electing Directors to the Board. This Charter has been adopted by the Board in order to comply with the Instrument and to more properly define the role of the Committee in the oversight of the financial reporting process of the Company. Nothing in this Charter is intended to restrict the ability of the Directors nor audit committee to alter or vary procedures to comply more

fully with the Instrument, as amended from time to time. A copy of the Audit Committee Charter is attached hereto as Schedule "C".

THIS DOCUMENT MAY CONTAIN FORWARD-LOOKING INFORMATION. ACTUAL FUTURE RESULTS MAY DIFFER MATERIALLY FROM THOSE CONTEMPLATED. THE RISKS, UNCERTAINTIES AND OTHER FACTORS, BOTH KNOWN AND UNKNOWN, THAT COULD INFLUENCE ACTUAL RESULTS MAY BE SUBSTANTIAL AND INCLUDE THOSE DESCRIBED IN DOCUMENTS FILED WITH REGULATORY AUTHORITIES. ACCORDINGLY, NO ASSURANCES CAN BE GIVEN THAT ANY OF THE EVENTS ANTICIPATED BY THE FORWARD-LOOKING STATEMENTS WILL TRANSPIRE OR OCCUR, OR IF ANY OF THEM DO SO, WHAT BENEFITS THE COMPANY WILL DERIVE THEREFROM.

The undersigned hereby certifies that the contents and the sending of this management information circular have been approved by the Directors of the Company.

"HARRY BREGMAN"  
Harry Bregman, President

MARCH 4, 2014

**SCHEDULE "A"**  
**RESOLUTION OF SHAREHOLDERS OF**  
**CENTURY FINANCIAL CAPITAL GROUP INC.**

(the "Company")

**Amendment of the Company's Articles of Incorporation**

BE IT RESOLVED, that:

- I. the articles of the Company be amended as follows:
  1. to change the Company's name to Century Capital Inc., or any such name that will be acceptable to the Directors and any regulatory authorities having jurisdiction thereto; and
  2. to consolidate all of the issued and outstanding Common Shares of the Company into one (1) Common Share for ten (10) presently existing Common Shares;
- II. any one officer or Director of the Company is hereby authorized and directed on behalf of the Company to deliver Articles of Amendment in duplicate to the Director under the *Business Corporations Act* (Ontario) and to sign and execute all documents and to do all things necessary or advisable in connection with the foregoing; and
- III. the Board of Directors of the Company is hereby authorized to revoke all or any part of this special resolution without further approval of the shareholders of the Company at any time prior to the endorsement by the Director under the *Business Corporations Act* (Ontario), of a certificate of amendment of articles in respect of the amendment referred to above.

**SCHEDULE "B"**  
**RESOLUTION OF SHAREHOLDERS OF**  
**CENTURY FINANCIAL CAPITAL GROUP INC.**

(the "Company")

**Issue of Common shares of the Company in settlement of debt**

BE IT RESOLVED, that:

- I. the Company issue Common Shares in settlement of debt as follows:
  - (i) the issue of 2,708,080 post-consolidated Common Shares of the Company in settlement of a promissory note of \$67,702 due to Harper Capital Inc. with the shares to be entered into a voluntary 24 month escrow with 25% release every six months;
  - (ii) the issue of 1,354,040 post-consolidated common shares of the Company in settlement of a promissory note of \$67,702 due to Harper Capital Inc.;
  - (iii) the issue of 336,220 post-consolidated shares of the Company in settlement of a debt of \$16,811 due to Harry Bregman; and
  - (iv) the issue of 322,060 post-consolidated Common Shares of the Company in settlement of a debt of \$16,103 due to Bernice Bregman.
2. Any one Director or officer of the Company be and he is hereby authorized and directed, acting for, in the name and on behalf of the Company, to execute or cause to be executed under the seal of the Company otherwise, and to deliver or cause to be delivered, all such other deeds, documents, instruments, and assurances and to do or cause to be done all such other acts and things, as in opinion of such Director or officer of the Company may be necessary or desirable in order to fulfill the intent of the foregoing resolution; and
3. the Board of Directors of the Company is hereby authorized to revoke or abandon the completion of the transactions referred to in the foregoing resolutions at any time prior to their effectiveness.

## **SCHEDULE "C"**

### **CENTURY FINANCIAL CAPITAL GROUP INC. (The "Company")**

#### **AUDIT COMMITTEE CHARTER**

##### **1.0 Purpose of the Committee**

1.1 The purpose of the Audit Committee is to assist the Board in its oversight of the integrity of the Company's financial statements and other relevant public disclosures, the Company's compliance with legal and regulatory requirements relating to financial reporting, the external auditors' qualifications and independence and the performance of the internal audit function and the external auditors.

##### **2.0 Members of the Audit Committee**

2.1 At least one Member must be "financially literate" as defined under Multilateral Instrument 52-110 (the "Instrument") having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

2.2 The Audit Committee shall consist of no less than three directors.

2.3 A majority of the Members of the Audit Committee shall be "independent" as defined under the Instrument, while the Company is in the developmental stage of its businesses.

##### **3.0 Relationship with External Auditors**

3.1 The external auditors are the independent representatives of the shareholders, but the external auditors are also accountable to the Board of Directors and the Audit Committee.

3.2 The external auditors must be able to complete their audit procedures and reviews with professional independence, free from any undue interference from the management or directors.

3.3 The Audit Committee must direct and ensure that the management fully co-operates with the external auditors in the course of carrying out their professional duties.

3.4 The Audit Committee will have direct communications access at all times with the external auditors.

##### **4.0 Non-Audit Services**

4.1 The external auditors are prohibited from providing any non-audit services to the Company, without the express written consent of the Audit Committee. In determining whether the external auditors will be

granted permission to provide non-audit services to the Company, the Audit Committee must consider that the benefits to the Company from the provision of such services, outweighs the risk of any compromise to or loss of the independence of the external auditors in carrying out their auditing mandate.

4.2 Notwithstanding section 4.1, the external auditors are prohibited at all times from carrying out any of the following services, while they are appointed the external auditors of the Company:

- (i) acting as an agent of the Company for the sale of all or substantially all of the undertaking of the Company; and
- (ii) performing any non-audit consulting work for any director or senior officer of the Company in their personal capacity, but not as a director, officer or insider of any other entity not associated or related to the Company.

## **5.0 Appointment of Auditors**

5.1 The external auditors will be appointed each year by the shareholders of the Company at the annual meeting of the shareholders.

5.2 The Audit Committee will nominate the external auditors for appointment, such nomination to be approved by the Board of Directors.

## **6.0 Evaluation of Auditors**

6.1 The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the directors and the external auditors in writing of any concerns in regards to the performance of the external auditors, or the accounting or auditing methods, procedures, standards, or principles applied by the external auditors, or any other accounting or auditing issues which come to the attention of the Audit Committee.

## **7.0 Remuneration of the Auditors**

7.1 The remuneration of the external auditors will be determined by the Board of Directors, upon the annual authorization of the shareholders at each annual meeting of the shareholders.

7.2 The remuneration of the external auditors will be determined based on the time required to complete the audit and preparation of the audited financial statements, and the difficulty of the audit and performance of the standard auditing procedures under generally accepted auditing standards and generally accepted accounting principles of Canada.

## **8.0 Termination of the Auditors**

8.1 The Audit Committee has the power to terminate the services of the external auditors, with or without the approval of the Board of Directors, acting reasonably.



## **9.0 Funding of Auditing and Consulting Services**

9.1 Auditing expenses will be funded by the Company. The auditors must not perform any other consulting services for the Company, which could impair or interfere with their role as the independent auditors of the Company.

## **10.0 Role and Responsibilities of the Internal Auditor**

10.1 At this time, due to the Company's size and limited financial resources, the Secretary-Treasurer of the Company shall be responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

## **11.0 Oversight of Internal Controls**

11.1 The Audit Committee will have the oversight responsibility for ensuring that the internal controls are implemented and monitored, and that such internal controls are effective.

## **12.0 Continuous Disclosure Requirements**

12.1 At this time, due to the Company's size and limited financial resources, the Secretary-Treasurer of the Company is responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

## **13.0 Other Auditing Matters**

13.1 The Audit Committee may meet with the Auditors independently of the management of the Company at any time, acting reasonably.

13.2 The Auditors are authorized and directed to respond to all enquiries from the Audit Committee in a thorough and timely fashion, without reporting these enquiries or actions to the Board of Directors or the management of the Company.

## **14.0 Annual Review**

14.1 The Audit Committee Charter will be reviewed annually by the Board of Directors and the Audit Committee to assess the adequacy of this Charter.

## **15.0 Independent Advisers**

15.1 The Audit Committee shall have the power to retain legal, accounting or other advisors to assist the Committee.