

CBD MED RESEARCH CORP.
#810-675 W. Hastings Street,
Vancouver, B.C. V6B1N2
Telephone: 604-802-7551

INFORMATION CIRCULAR

SOLICITATION OF PROXIES BY MANAGEMENT

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of CBD Med Research Corp. (the "Company") for use at the annual general and special meeting (the "Meeting") of the shareholders of the Company (the "Shareholders") to be held at Suite 810 - 675 West Hastings Street, Vancouver, British Columbia on Tuesday, November 29, 2016 at 1:30 p.m. (Vancouver time) and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally, electronically or by telephone by directors, officers, employees or consultants of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company ("Common Shares") pursuant to the requirements of National Instrument 54-101, *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("National Instrument 54-101").

The Canadian securities regulators have adopted new rules under National Instrument 54-101, effective for general meetings held on or after March 1, 2013, which permit the use of notice-and-access for proxy solicitation, instead of the traditional physical delivery of material. This new process provides the option to post meeting related materials, including management information circulars, as well as annual financial statements, and related management's discussion and analysis, on a website in addition to SEDAR. Under notice-and-access, such meeting related materials will be available for viewing for up to one (1) year from the date of posting, and a paper copy of the material can be requested at any time during this period. The Company is not relying on the notice-and-access provisions of National Instrument 54-101 to send proxy related materials to registered shareholders or beneficial owners of shares in connection with the Meeting. Further details concerning the notice and access provisions are set out under the heading, "Notice and Access" below and in the notice for the Meeting, entitled "Notice of Meeting Pursuant to Notice and Access".

The Company may reimburse shareholders' nominees or intermediaries (including brokers or their agents holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of any such solicitation will be borne by the Company. Unless otherwise stated, the information contained in this Information Circular is given as at October 27, 2016.

**APPOINTMENT OF PROXYHOLDERS AND
COMPLETION AND REVOCATION OF PROXIES**

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named in the enclosed proxy (the "Management Designees") have been selected by the directors of the Company.

A Shareholder has the right to designate a person (who need not be a Shareholder), other than the Management Designees to represent the Shareholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the proxy the name of the person to be designated, and by deleting from the proxy the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Company. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxyholder and attend the Meeting, and provide instructions on how the Shareholder's shares are to be voted. The nominee should bring personal identification with them to the Meeting.

To be valid, the proxy must be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy). The proxy must then be delivered to the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or by fax within North America to 1-866-249-7775, and outside North America to (416) 263-9524, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof. Proxies received after that time may be accepted by the Chairman of the Meeting in the Chairman's discretion, but the Chairman is under no obligation to accept late proxies.

Any registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting their shares. A Shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the registered Shareholder or by their authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the registered office of the Company, at #810-675 W. Hastings Street, Vancouver, BC V6B1N2, 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 by depositing the instrument in writing with the Chairman of such Meeting, or any adjournment thereof. **Only registered Shareholders have the right to revoke a proxy. Non-registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.**

VOTING OF PROXIES

Voting at the Meeting will be by a show of hands, each registered Shareholder and each proxyholder (representing a registered or unregistered Shareholder) having one vote, unless a poll is required or requested, whereupon each such Shareholder and proxyholder is entitled to one vote for each Common Share held or represented, respectively. Each Shareholder may instruct their proxyholder how to vote their Common Shares by completing the blanks on the proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting when a poll is required or requested and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the Common Shares represented by the proxy will be voted in accordance with such specification. **In the absence of any such specification as to voting on the proxy, the Management Designees, if named as proxyholder, will vote in favour of the matters set out therein.**

The enclosed proxy confers discretionary authority upon the Management Designees, or other person named as proxyholder, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters which may come before the Meeting. If other matters properly come before the Meeting, then the Management Designees intend to vote in a manner which in their judgment is in the best interests of the Company.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**ordinary resolution**"), unless the motion requires a "**special resolution**" in which case a majority of 66 2/3% of the votes cast will be required.

BENEFICIAL HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" or "beneficial" shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "**Beneficial Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("CDS")) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the

Proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which 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 Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the Management Designees named in the form and insert the Beneficial Holder's name in the blank space provided. **In either case, Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

Those shareholders so desiring may be represented by proxy at the Meeting.

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

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors or the appointment of auditors, of any person or company who has been: (a) if the solicitation is made by or on behalf of management of the Company, a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, any person or company by whom or on whose behalf, directly or indirectly, the solicitation is made; (c) any proposed nominee for election as a director of the Company; or (d) any associate or affiliate of any of the foregoing persons or companies.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares, without nominal or par value, of which as at the date hereof 8,782,369 common shares are issued and outstanding.

The holders of common shares of record at the close of business on the record date, set by the directors of the Company to be **October 24, 2016**, are entitled to vote such common shares at the Meeting on the basis of one vote for each common share held.

The Articles of the Company provide that a quorum for the transaction of business at the Meeting is two (2) Shareholders,

or one or more proxyholders representing two Shareholders, or one Shareholder and a proxyholder representing another Shareholder holding at least 5% of the issued and outstanding shares.

To the best of the knowledge of the directors and senior officers of the Company, no person owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company.

The following documents filed with the securities commissions or similar regulatory authority in the Canadian provinces of British Columbia and Alberta are referenced to or incorporated into this information circular.

- The comparative audited financial statements of the Company for the years ended December 31, 2015 and December 31, 2014, the report of the auditor and related management discussion and analysis as filed on SEDAR on April 29, 2016 which will be placed before the meeting.
- Stock option plan filed on SEDAR on December 21, 2012.
- Audit committee charter filed on SEDAR on May 23, 2014.
- Nominating and Corporate Governance Charter filed on Sedar on May 23, 2014

1. FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended December 31, 2015 (the "**Financial Statements**") as prepared by the auditor MNP LLP, together with the Auditors' Report thereon and the related management discussion and analysis, will be presented to the shareholders at the Meeting. Additional information may be obtained upon request from the registered office of the Company at #810-675 W. Hastings Street, Vancouver, BC, telephone number 604 802-7551. These documents and additional information are also available through the internet on www.sedar.com.

2. NUMBER OF DIRECTORS

Shareholders are asked to approve a resolution to set the number of directors at a minimum of three and a maximum of five.

3. RE-APPOINTMENT OF AUDITOR

Management proposes the re-appointment of MNP LLP, Chartered Accountants, of 2300, 1055 Dunsmuir Street, PO Box 49148, Vancouver, BC V7X 1J1 as Auditors of the Company for the ensuing year and that the directors be authorized to fix their remuneration.

In the absence of instructions to the contrary the shares represented by proxy will be voted in favour of a resolution to re-appoint MNP LLP, Chartered Accountants, as Auditors of the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in the Shareholder's proxy that the Shareholder's Common Shares are to be withheld from voting on the appointment of auditors.

4. ELECTION OF DIRECTORS

The board of directors of the Company (the "**Board**" or the "**Board of Directors**") currently consists of four (4) directors, all of whom are elected annually. The term of office for each of the present directors of the Company expires at the Meeting. All of the current directors of the Company will be standing for re-election.

It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next Annual General Meeting of the Company or until his successor is duly elected or appointed pursuant to the Articles of the Company unless his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Company's Articles.

It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on the election of directors. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following information relating to the nominees for election to the Board of Directors is based on information received by the Company from said nominees:

Name, Position Municipality Of Residence	Served as a director since	Principal Occupation for the past 5 years	Number of Shares Held
Gary F. Zak British Columbia, Canada Director CEO, president	August 1, 2001	Businessman, director and officer of several listed companies.	693,434
Kenneth Phillippe British Columbia, Canada Director CFO, corporate secretary	April 8, 2014	Self-employed chartered accountant; director and officer of several listed companies.	605,457
H. Barry Hemsworth British Columbia, Canada Director	August 21, 2001	Retired Barrister & Solicitor, director and officer of several reporting companies	326,142
Dr. K. Sethu Raman Ontario, Canada Director	May 27, 2014	Exploration geologist with over 45 years of international experience in all phases of exploration, mine development, exploration concepts and strategies leading to the discovery of 11 significant gold, silver, zinc, phosphate and uranium deposits	500,000

(1) Mr. Zak's wife also owns 100,000 Shares.

Corporate Cease Trade Orders or Bankruptcies

Mr. Zak became a director of Beaufield Consolidation Resources Inc. ("Beaufield") in December, 1994 at a time when Beaufield was subject to a cease trade order issued by the British Columbia Securities Commission, pending a completion of an investigation of Beaufield's affairs. Mr. Zak reorganized and obtained financing for Beaufield, the cease trade order was lifted and since then Beaufield has been a going concern and is actively trading.

Mr. Zak became a director of Beauchamps Exploration Inc. ("Beauchamps") in February, 1995 at a time when a cease-trade order and notice of hearing was issued against Beauchamps and some of the previous management of Beauchamps. The new management proceeded to attempt to stabilize the company. In September, 2003 management decided that due to market conditions, lack of assets and lack of shareholder participation to refinance, Beauchamps be struck from the registrar of companies at which time Mr. Zak ceased to be a director of Beauchamps.

Mr. Phillippe was serving as an officer of Amazon Goldsands Ltd. ("Amazon") when on June 3, 2010 the Executive Director of the British Columbia Securities Commission issued an order that trading in Amazon (as

an OTC reporting issuer under BC Instrument 51-509 – Issuers Quoted in the U.S. Over-The-Counter Markets), cease until Amazon files required documents. Mr. Phillippe resigned as officer of Amazon on July 21, 2010.

Dr. Sethu Raman is a director of SGX Resources Inc, an issuer that is subject to a cease trade order imposed by the Manitoba Securities Commission and the Ontario Securities Commission on May 10, 2016 for failure to file annual financial statements within the period required by the securities legislation."

To the knowledge of the Company, other than the cease trade orders disclosed above, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

Individual Bankruptcies

To the knowledge of the Company, no director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been 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 that individual.

Penalties or Sanctions

To the knowledge of the Company, no proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

5. TRANSFER FROM THE TSX VENTURE EXCHANGE TO THE CANADIAN SECURITIES EXCHANGE

The Company's shares are currently listed on the TSX Venture Exchange ("TSX.V") as a Tier 2 company. When the Company ceased to meet the TSX.V Tier 2 maintenance requirements the TSX.V moved the Company to the TSX.V NEX. To move back to a full listing and trading on Tier 2, the Company is required to meet Tier 2 initial listing requirements. The last business of the Company was in the exploration and development of petroleum, natural gas and mineral properties. None of the natural resource based ventures were successful and the Company did not generated any revenues from them. Currently the Company does not have any assets.

Management has decided it would be in the best interests of the Company to move the listing of the Shares of the Company from the TSV.V to the Canadian Securities Exchange (the "CSE").

The shareholders of the Company are therefore asked to consider, and, if thought appropriate, to approve by way of ordinary resolution of the shareholders, the following resolution:

“BE IT RESOLVED, as an ordinary resolution that the board of directors of the Company are authorized to take all steps and complete all documents necessary to delist the Company’s shares from the TSX.V and to list the Company’s shares on the CSE.

6. CHANGE OF BUSINESS, FUNDAMENTAL TRANSACTION

Management of the Company has found a suitable project to close concurrently with a move from the TSX.V to the CSE. The plan is to complete the raising of between \$250,000 and \$300,000 at \$.06 per share (“Share”) or such other prices at less than \$.10 per share while still listed on the TSX. V NEX. These funds and the new project are planned to meet the initial listing requirements of the CSE. The change in business from exploration and development of natural resource projects to technology is treated as a new listing by the CSE and the proposed transaction discussed below is defined as a “Fundamental Transaction” by the CSE.

Two key CSE definitions are:

“Fundamental Transaction” means a major acquisition accompanied by a change of control.

Major acquisition” means an asset purchase the result of which is that for the next 12 month period at least 50% of the Listed Issuer’s

- (a) assets will be comprised of or
- (b) anticipated revenues are expected to be derived from

the asset, properties, businesses or other interests that are the subject of the major acquisition.

The Company published a news release dated June 25, 2015 (available for review on sedar.com) announcing the acquisition of distribution rights of the Medipacs Inc. (“Medipacs”) drug infusion technology called the “Mini-Infusion™ Pump. Medipacs Inc., a drug infusion technology company, based in San Diego, California, (www.medipacs.com) has spent \$10 million dollars on development and secured 22 issued and pending patents on novel polymer technology. The Medipacs wearable **Mini-Infusion™ Pump** represents a new class for injectable drug delivery systems. In essence, a wearable infusion pump is a system that can be worn on the body of a patient while it delivers the medication into the body. It is able to displace drugs from an internal drug container accurately, with only one moving part...the expanding polymer. The patented process allows for a small, lightweight, wearable, **Mini-Infusion™ Pump** (the “Pump”) to deliver personalized medicine solutions to humans and animals for days. The Pump developed for human use is referred to as the PRN Pump. The Pump developed for veterinary use is the CRI Pump. Both versions of the Pump are referred to as the “Products”).

The Company has negotiated with Medipacs an Investment and Consideration Agreement (“Investment Agreement”) and distribution agreement (“Distribution Agreement”). The closing date “Closing Date” of the two agreements will be within five business days of receipt of conditional acceptance by the CSE of the Company’s listing application which will include a CSE form 2A Listing Statement, disclosing, inter alia these two agreement. Both agreements are subject to receipt of shareholder approval and CSE acceptance.

Distribution Agreement

It is for the territory of Canada for both Products for an initial three year term which is renewable for additional three year periods.

D.1 The Company or “CBD” is obligated to:

- (a) advertise and promote the Products, make regular contact with existing and potential customers, market the CRI Pump to veterinary clinics,
- (b) develop a budget for marketing the CRI Pump to veterinary clinics in Vancouver for approval

by Medipacs within 120 days of completion of a veterinary study with Guelph University on a minimum of 30 canine patients,

- (c) achieve purchase targets which are still to be negotiated,
- (d) provide a rolling forecast of sales,
- (e) maintain an adequate number of sales persons and a distribution network,
- (f) maintain adequate stock levels to meet customer requests,
- (g) provide service staff,
- (h) provide quarterly sales reports,
- (i) organize, coordinate and finance the trial and development testing of the CRI Pump with veterinary institutions in Canada with a minimum of 30 dogs in each test,
- (j) organize, coordinate and finance the trial and development testing of the PRN Pump with established medical institution in Canada,
- (k) assist Medipacs with an with an application to Health Canada for the testing of the PRN Pump by third party agencies or institutions in Canada and fund such test up to \$50,000 prior to September 1, 2017 of which \$27,000 has been advanced to date. This test is scheduled to be done by Guelph University
- (l) assist Medipacs with an with an application to Health Canada for the testing of the CRI Pump by third party agencies or institutions in Canada and fund such test up to \$50,000 prior to June 30, 2017 of which \$14,000 has been advanced to date,
- (m) in the event the monies required for the testing referred to in either of (k) or (l) above exceed \$50,000, the excess will be paid equally by Medipacs and the Company.

Other Terms:

- D.2 All Products must be picked up by CBD at Medipacs facilities in California.
- D.3 Medipacs can change the prices (in U.S. \$) on 90 days' notice.
- D.4 Medipacs can in its sole discretion:
 - (i) discontinue or limit its production of the Products and terminate or limit deliveries of the Products and alter them,
 - (ii) limits its warranties to a refund of the actual sums paid by CBD to Medipacs,
 - (iii) terminate the Distribution Agreement if the Investment Agreement is terminated and CBD does not fulfill any of the terms of the Distribution Agreement.
- D.5 CBD is appointed Medipacs representative in the Middle East to develop customers for the Products. CBD will be reimbursed for this service on a case by case basis.
- D.6 CBD will disclose its business development contacts in India to Medipacs to review for conflicts with its own contacts. CBD will present opportunities to Medipacs who will make the decision to proceed or not.
- D.7 if Medipacs decides to pursue it "End Tidal CO₂ Project" (the "Project"), CBD has first right of refusal to fund 49% of the Project costs to earn a 49% interest. ET_{CO₂} is the partial pressure or maximal concentration of carbon dioxide (CO₂) at the end of an exhaled breath, which is expressed as a percentage of CO₂ or mmHg. The normal values are 5% to 6% CO₂, which is equivalent to 35-45 mmHg. CO₂ reflects cardiac output (CO) and pulmonary blood flow as the gas is transported by the venous system to the right side of the heart and then pumped to the lungs by the right ventricles. When CO₂ diffuses out of the lungs into the exhaled air, a device called capnometer measures the partial pressure or maximal concentration of CO₂ at the end of exhalation. During CPR, the amount of CO₂ excreted by the lungs is proportional to the amount of pulmonary blood flow.
- D.8 the laws of California and the U.S. will apply.

Both products must obtain regulatory approvals prior to commencement of sales.

To be Determined: Items such as unit pricing, suggested retail pricing, number of Products to be sold during each year and possible profit sharing are still to be determined.. CBD is currently in the process of setting up: budgets, veterinary trial studies in Canada, other studies to bring market attention to the products and new applications, connections in Vancouver to introduce the veterinary Pump and distribution with established distributors.

Investment Agreement

In consideration of Medipacs entering into the Distribution Agreement with CBD, CBD will issue to Medipacs a total of 2,761,333 CBD Shares at a deemed price of Canadian \$.10 per Share on the Closing Date.

For a period of 120 days from the Closing Date, Medipacs will hold 581,334 of the Shares (the “Claw-back Shares”) for potential return to CBD on the following basis: In the event that CBD invests an aggregate of US \$400,000 in Medipacs’ equity on terms agreed by the parties, Medipacs will return the Claw-back Shares to CBD for cancellation. If CBD shall invest in Medipacs less than USD \$400,000, the number of Claw-back Shares shall be adjusted pro-rata to the investment made. If, at the end of 120 days from the Closing CBD is still using reasonable efforts to raise additional Private Placement funds to invest in Medipacs, the parties will use reasonable efforts to negotiate an extension to permit CBD to complete the investment and the Claw-back Shares to be returned for cancellation.

The Company will invest Cdn. \$150,000 to acquire senior convertible promissory notes of Medipacs (the “Notes”). In 2015 the Company advanced U.S. \$25,000 which was converted on February 12, 2016 into 63,900 Medipac Series B Convertible Shares. Thereafter and prior to June 30, 2016 the Company advanced an additional U.S.\$60,000 and Medipacs issued an additional U.S. \$60,000 of Notes to the Company.

The Company and Medipacs have agreed that the Company will advance a further U.S. \$25,000 to complete the investment on the earlier of CSE approval to the Medipac transaction or August 31, 2017. The Maturity date was also adjusted as discussed below. The Notes are in the currency of the United States (“U.S.”) and have the following terms.

N1. Interest: 6% per annum

N2. Maturity: December 31, 2015 or later date as determined by Medipacs and a majority of the Note holders.

N3. Prepayment: with the prior written consent of the majority of the Note holders.

N4. Automatic Conversion:

If Medipacs closes a financing involving the commitment to purchase at least U.S. \$5 million worth of Medipacs equity securities (excluding the conversion of the Notes) (a “Qualified Financing”) prior to a Liquidation Event (as defined in Medipacs Amended and Restated Certificate of Incorporation) or the Maturity Date, then upon a first closing of at least U.S. \$1M or more in such Qualified Financing, the principal and outstanding interest on the Notes (the “Conversion Amount”) shall automatically convert into shares of the equity securities sold in such Qualified Financing at a purchase price equal to the per share price of the equity securities sold in such Qualified Financing.

N5. Optional Conversion at Maturity:

If Medipacs has not consummated a Qualified Financing or a Liquidation Event prior to the Maturity Date, then, on the Maturity Date, Medipacs may elect (i) in lieu of repayment, to convert the Conversion Amount into that number of shares of Medipacs Series B Convertible Preferred Stock (the “Series B Preferred”) as is equal to the Conversion Amount divided by U.S. \$0.40 (as adjusted for stock splits, dividends, combinations, splits and other recapitalizations), and rounded down to the nearest whole share, or (ii) to repay the Conversion Amount in cash; provided, however, that the prior written consent of the Majority Holders shall be required in order for the Company to be able to repay the Conversion Amount in cash.

N6. Liquidation Event:

In the event of a Liquidation Event that occurs before the conversion of the Notes, immediately prior to the closing of the Liquidation Event the Notes would automatically be converted into that number of shares of the Series B Preferred as is equal to the Conversion Amount divided by U.S. \$0.40 (as adjusted for stock splits, dividends, combinations, splits and other recapitalizations), and rounded down to the nearest whole share.

N7. Warrants:

Each Note holder would also receive a Warrant (the "Warrants") exercisable for (a) if the Note has been converted in connection with a Qualified Financing, the equity securities sold in such Qualified Financing or (b) if Medipacs does not close a Qualified Financing prior to the first to occur of the Maturity Date or a Liquidation Event, shares of the Series B Preferred.

The number of shares purchasable under each Note holder's Warrant would be equal to 25% of the principal amount of such Note holder's Note if acquired at First Closing and 15% thereafter, divided by the exercise price of such Warrant, which shall equal (A) if the Warrants become exercisable in connection with a Qualified Financing, the price per share of the equity securities sold in such Qualified Financing or (B) if the Warrants become exercisable for the Series B Preferred, a price equal to U.S. \$0.40 per share.

The Warrants would become exercisable upon the earliest to occur of (a) a Liquidation Event, (b) the closing of a Qualified Financing or (c) the Maturity Date. The Warrants would terminate 10 years from the date of issuance.

Finder Fee

A fee of 200,000 Shares will be paid to an arm's length finder, Dr. Dr Joseph Shurman of Lajolla, California.

Ordinary Resolution to be Approved:

The shareholders of CBD are therefore asked to consider, and, if thought appropriate, to approve by way of ordinary resolution of the shareholders, the following resolution:

"BE IT RESOLVED, as an ordinary resolution that:

- (i) the Company's change of business from natural resource exploration and development to a non-resource business, and
- (ii) the proposed transaction with Medipacs, including any change to the Investment and Distribution Agreements that the directors deem necessary, and
- (iii) in the event the transactions with Medipacs does not close, that the selection of another non-resource business by the directors which would be a Fundamental Transaction or Major Acquisition as defined by the CSE,

be and is hereby approved.

7. APPROVAL OF STOCK OPTION PLAN

At last year's Annual General Meeting, the Shareholders approved a rolling stock option plan (the "**Stock Option Plan**"), authorizing the issuance of incentive stock options to eligible persons for up to an aggregate of 10% of the issued shares of the Company from time to time. The policies of the TSX.V and the CSE require the approval of the Stock Option Plan by the Company's "disinterested shareholders" (as defined below) on an annual basis. There are currently **8,782,369** shares of the Company issued and outstanding, and therefore the current 10% threshold is 878,237 shares available for incentive stock option grants under the Stock Option Plan. (See Item 8 below regarding the number of options available upon closing of the Medipac transaction). Incentive stock options under the Stock Option Plan may be granted by the Board of Directors to eligible persons, who are directors, officers or consultants of the Company or its subsidiaries (if any), or who are employees of a company providing management services to the

Company, or who are eligible charitable organizations. Stock options may be granted under the Stock Option Plan with a maximum exercise period of up to ten (10) years, as determined by the Board of Directors of the Company.

The Stock Option Plan will limit the number of stock options which may be granted to any one individual to not more than 5% of the total issued shares of the Company in any 12 month period (unless otherwise approved by the disinterested shareholders of the Company), and not more than 10% of the total issued shares to all insiders at any time or granted over any 12 month period. The number of options granted to any one consultant or person employed to provide investor relations activities in any 12 month period must not exceed 2% of the total issued shares of the Company. Any stock options granted under the Stock Option Plan will not be subject to any vesting schedule, unless otherwise determined by the Board of Directors or required by the policies of the Exchange.

Options under the Plan may be granted at an exercise price which is at or above the current discounted market price (as defined under the policies of the Exchange) on the date of the grant. In the event of the death or permanent disability of an optionee, any option granted to such optionee will be exercisable upon the earlier of 365 days from the date of death or permanent disability, or the expiry date of the option. In the event of the resignation, or the termination or removal of an optionee without just cause, any option granted to such optionee will be exercisable for a period of 90 days thereafter. In the event of termination for cause, any option granted to such optionee will be cancelled as at the date of termination.

Shareholders are referred to the full text of the Stock Option Plan, a copy of which has been posted on SEDAR and is available for inspection under the Company's profile on SEDAR at www.sedar.com, for complete details.

The Stock Option Plan must be approved by a majority of the "disinterested shareholders" entitled to vote present in person or by proxy at the Meeting, and be accepted for filing by the Exchange. "Disinterested shareholders" mean all Shareholders of the Company who are not directors, officers, promoters, or other insiders of the Company, or their associates or affiliates, as such terms are defined under the *Securities Act* (British Columbia).

All Shareholders who are ineligible to vote on the approval of the Stock Option Plan and their shareholdings are as follows:

Name of Insider, Associate or Affiliate	Number of Shares
N/A	

In the event that annual disinterested shareholder approval is not obtained at the Meeting, the Company will implement a new fixed stock option plan for up to 10% of the Company's issued shares (which does not require shareholder approval), and any existing option grants under the Stock Option Plan as previously approved by the disinterested shareholders of the Company at the last Annual General Meeting will not be affected.

When the Company moves to the CSE, the same stock option plan will be in place.

8. GRANT OF STOCK OPTIONS TO THE DIRECTORS, OFFICERS, CONSULTANTS =, CONTRACTORS AND EMPLOYEES

Upon listing on the CSE, the Company will no longer be in an inactive status. On closing of a current private placement of 5,904,049 units now filed with the TSX.V for acceptance, the issue of the 2,761,333 shares to Medipacs, the finder's fees of 200,000 and a planned private placement of up to 5,000,000 Units at \$.06 the issued share capital would be 22,647,751 at the time of listing on the CSE. The Company plans to grant options to acquire treasury shares of the Company equal to 10% of the number of issued shares on completion of the Medipacs transaction and the aforesaid private placements, the current private placement and the planned private placement once listed on the CSE (the "Options") which would be up to 1,744,775 options. Shareholder approval is requested to approve the grant of the options which includes the grants to the insiders: directors, officers and senior management.

9. CHANGE OF CONTROL

The TSX.V defines a controlling share position as 20% of the issued voting shares of a company listed on the TSX.V. The TSX defines a change of control as a transaction whereby: (i) any one person or (ii) combination of persons acting in concert,

ends up holding more than 20% of the voting shares ("Change of Control"). In that event shareholder approval is required.

The Company has a current a private placement of 5,904,049 units at a price of \$.06 per unit ("Unit") filed with the TSX.V for acceptance. Each unit consists of one share and one share purchase warrant to purchase one further share (a "Warrant Share") at a price of \$.08 per Warrant Share for one year. Assuming exercise of all outstanding Warrants from all warrant holders, if a subscriber's combined total of shares and Warrant Shares will be more than 20% of the issued shares and this requires shareholder consent. On closing of the private placement, David Milroy of Salem, Oregon will own 2,791,950 shares and on exercise of his 2,791,950 Warrants he could own 5,583,900 Shares which would be equal to 27.12% of the issued and outstanding shares. Shareholders are asked to approve a resolution authorizing the acceptance of Mr. Milroy's subscription and the issue of the shares and Warrants to him and the resulting Change of Control..

10 NAME CHANGE

Management is seeking shareholder approval to a resolution to change the name of the Company to CDB MED TECH Corp. or such other name as determined by the directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No Insider of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

Management functions of the Company and its subsidiaries are substantially performed by the Company's directors and executive officers. The Company has not entered into any contracts, agreements or arrangements with parties other than its directors and executive officers for the provision of such management functions.

EXECUTIVE COMPENSATION

(For the financial year ended December 31, 2015)

For purposes of this Information Circular, "named executive officer" of the Company means an individual who, at any time during the year, was:

- (a) the Company's chief executive officer ("CEO");
- (b) the Company's chief financial officer ("CFO");
- (c) each of the Company's three most highly compensated executive officers, 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 and whose total compensation was, individually, more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year;

(each a "Named Executive Officer" or "NEO").

Based on the foregoing definition, during the last completed financial year of the Company, there were two (2) Named Executive Officers, namely, its former President and CEO, H. Barry Hemsworth, and its CFO Ken Phillippe.

Compensation Discussion and Analysis

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis; instead, it relies mainly on discussions at the Board level.

The Company's executive compensation program has three principal components: base salary, incentive bonus plan, and incentive stock options. The determination and administration of base salaries or incentive bonuses, or both, are discussed in greater detail below. When appropriate to do so, incentive bonuses in the form of cash payments, are designed to add a variable component of compensation, in addition to stock options, based on corporate and individual performances for Named Executive Officers, and may or may not be awarded in any financial year. The Company has no other forms of compensation for its NEOs, although payments may be made from time to time to individuals who are NEOs or companies they control, for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers.

The Company notes that it is currently on the NEX board of the TSX.V. To return to the Tier 2 it must meet initial listing requirements which are: (i) it has a resource property or non-resource asset and the funds to operate either of them, (ii) unallocated working capital of \$100,000 and (iii) adequate funds pay its general and administrative expenses for one year. The Board has to consider the current and anticipated financial position of the Company at the time of any compensation determination. The Board has attempted to keep the cash compensation paid to the Company's NEOs relatively modest, while providing long-term incentives through the granting of stock options.

The Company's executive compensation program is administered by the Board of Directors, and is designed to provide incentives for the enhancement of shareholder value. The overall objectives are to attract and retain qualified executives critical to the success of the Company, to provide fair and competitive compensation, to align the interest of management with those of the Shareholders and to reward corporate and individual performance. The Company's compensation package has been structured in order to link shareholder return, measured by the change in the share price, with executive compensation through the use of incentive stock options as the primary element of variable compensation for its Named Executive Officers. The Company does not currently offer long-term incentive plans or pension plans to its Named Executive Officers.

The Company bases the compensation for a NEO on the years of service with the Company, responsibilities of each officer and their duties in that position. The Company also bases compensation on the performance of each officer. The Company believes that stock options can create a strong incentive to the performance of each officer and is intended to recognize extra contributions and achievements towards the goals of the Company.

The Board, when determining cash compensation payable to a NEO, takes into consideration their experience in the mining industry, as well as their responsibilities and duties and contributions to the Company's success. Named Executive Officers receive a base cash compensation that the Company feels is in line with that paid by similar companies in North America, subject to the Company's financial resources; however no formal survey was completed by the Board.

In performing its duties, the Board has considered the implications of risks associated with the Company's compensation policies and practices. At its early stage of development and considering its current compensation policies, the Company has no compensation policies or practices that would encourage an executive officer or other individual to take inappropriate or excessive risks. An NEO or director is permitted for his or her own benefit and at his or her own financial risk, to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units or exchange funds, that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Option-Based Awards

Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company. The Company awards stock options to its executive officers based upon the recommendation of the Board, which recommendation is based upon the Board's review of a proposal from the CEO. Previous grants of incentive stock options are taken into account when considering new grants.

Implementation of a new incentive stock option plan and amendments to the existing stock option plan are the responsibility of the Company's Board.

Summary Compensation Table

The following table sets forth the total compensation paid to or earned by the Named Executive Officers for the Company's three (3) most recently completed financial years:

Name and Principal Position	Year Ended	Salary (\$)	Share-based Awards (\$)	Option-based Awards ⁽¹⁾ (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation \$	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Gary F. Zak	2015	Nil	Nil	Nil	Nil	Nil	Nil	49,500	49,500
CEO	2014	Nil	Nil	Nil	Nil	Nil	Nil	27,000	27,000
	2013	Nil	Nil	Nil	Nil	Nil	Nil	22,500 ⁽²⁾	22,500
Kenneth Phillippe CFO	2015	Nil	Nil	Nil	Nil	Nil	Nil	16,500	16,500
	2014	Nil	Nil	Nil	Nil	Nil	Nil	16,500	16,500
	2013	Nil	Nil	Nil	Nil	Nil	Nil	11,500	11,500

(1) The fair value of stock options granted during the last financial year is based on the difference between the exercise price of the stock options granted, and the last closing price of the Company's shares on the trading date immediately preceding the dates of grant of the stock options, as a reasonable estimate of the benefit conferred at the time of the grant.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the options granted to the Named Executive Officers to purchase or acquire securities of the Company outstanding at the end of the most recently completed financial year:

Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options (\$) ⁽³⁾
H. Barry Hemsworth CEO	Nil	Nil	Nil	Nil
Kenneth Phillippe CFO	Nil	Nil	Nil	Nil

The aggregate dollar value of the in-the-money unexercised vested options held at the end of the last financial year, based on the difference between the market value of the shares at the financial year end, and the exercise price. This does not mean the options were exercised or that any shares were sold at these values.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards, share-based awards and non-equity incentive plan compensation paid to Named Executive Officers during the most recently completed financial year:

Name	Option-based Awards - Value Vested During the Year (\$)	Non-equity Incentive Plan Compensation Value earned During the Year (\$)
Gary F. Zak CEO	Nil	Nil
Kenneth Phillippe CFO	Nil	Nil

The aggregate value of the option based awards vested in a financial year is based on the difference between the Company share price on the vesting day of any options that vested during the financial year and the exercise price of the options.

Termination and Change of Control Benefits

There are no management or consulting agreements with any directors or officers of the Company, and no arrangements for termination or change of control benefits.

Director Compensation

Director Compensation Table

The following table sets forth the value of all compensation provided to directors, not including those directors who are also Named Executive Officers, during the Company's most recently completed financial year:

Name	Fees Earned	Option-based Awards⁽¹⁾ (\$)	All Other Compensation (\$)	Total (\$)
Barry Hemsworth	Nil	Nil	Nil	Nil
Dr. Sethu Raman	Nil	Nil	Nil	Nil

The fair value of stock options granted during a financial year is based on the difference between the exercise price of the stock options granted, and the last closing price of the Company's shares on the trading date immediately preceding the dates of grant of the stock options, as a reasonable estimate of the benefit conferred at the time of the grant.

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth the options granted to the directors of the Company, not including those directors who are also Named Executive Officers, to purchase or acquire securities of the Company outstanding at the end of the most recently completed financial year:

Name	Option-based Awards -Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-money Options (\$) ⁽¹⁾
Barry Hemsworth	Nil	Nil	Nil	Nil
Dr. Sethu Raman	Nil	Nil	Nil	Nil

⁰¹The aggregate dollar value of the in-the-money unexercised vested options held at the end of the last financial year, based on the difference between the market value of the shares at the financial year end, and the exercise price. This does not mean the options were exercised or that any shares were sold at these values.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the value vested or earned during the year of option-based awards and non equity incentive plan compensation paid to the directors of the Company, not including those directors who are also Named Executive Officers, during the financial year ended December 31, 2015:

Name	Option-based Awards - Value Vested During the Year (\$) ⁽¹⁾	Non-equity Incentive Plan Compensation - Value Earned During the Year (\$)
Barry Hemsworth	Nil	Nil
Dr. Sethu Raman	Nil	Nil

The aggregate value of the option based awards vested during the most recent financial year is based on the difference between the Company share price on the vesting day of any options that vested during the financial year and the exercise price of the options.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth certain information pertaining to the Company's equity compensation plan as at the end of the most recently completed financial year:

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 securityholders	Nil	Nil	Nil
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - Disclosure of Corporate Governance Practices ("NI 58-101") prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board is comprised of four (4) directors. Dr. Sethu Raman and H. Barry Hemsworth are considered independent for the purposes of NI 58-101. Gary F. Zak and Ken Phillippe are not considered independent since they serve as the Chief Executive Officer and Chief Financial Officer of the Company respectively.

Directorships

Certain of the directors and proposed directors are also directors of other reporting issuers, as follows:

Gary F. Zak

Name of Reporting Issuer	Name of Exchange or Market	Position	Since
Alto Ventures Ltd.	TSX.V	Director	December 2010
Bold Ventures Inc	TSX.V	Director	February 2008
Whitewater Capital Corp.	CSE	Director	December 2010

Ken Phillippe

Name of Reporting Issuer	Name of Exchange or Market	Position	Since
Discovery Ventures Inc.	CSE	Director/CFO	May 2008
Noram Ventures Inc.	CSE	Director, CFO	September 2010
San Antonio Ventures Inc.	CSE	Director, CFO	January 2012
Whitewater Capital Corp.	CSE	Director, CFO	December 2010

Dr. K. Sethu Raman

Name of Reporting Issuer	Name of Exchange or Market	Position	Since
SGX Resources Inc.	TSX.V	Director	August 2012
Northern Graphite Corporation	TSX.V	Director	September 2010

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing

corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers 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 view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation Governance

The Company does not have a separate Compensation Committee, so the entire Board of Directors comprises the Compensation Committee, and is responsible for, among other things, evaluating the performance of the Company's executive officers, determining or making recommendations with respect to the compensation of the Company's executive officers, making recommendations with respect to director compensation, incentive compensation plans and equity-based plans, making recommendations with respect to the compensation policy for the employees of the Company or its subsidiaries and ensuring that the Company is in compliance with all legal requirements with respect to compensation disclosure. In performing its duties, the Board has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

All four of the members of the Board are experienced participants in business or finance, and have sat on the board of directors of other companies, charities or business associations, in addition to the Board of the Company.

The Board does not have a pre-determined compensation plan. The Company does not engage in benchmarking practices and the process for determining executive compensation is at the discretion of the Board. For further discussion, see "Executive Compensation - Compensation Discussion and Analysis" above.

The Board has not engaged the services of independent compensation consultants to assist it by making recommendations to the Board with respect to director and executive officer compensation.

Other Board Committees

The Board has no other committees, other than the Audit Committee.

Due to the minimal size of the Company's Board of directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

AUDIT COMMITTEE

Under National Instrument 52-110 - Audit Committees ("NI 52-110") reporting issuers are required to provide disclosure with respect to its Audit Committee including the text of the Audit Committee's Charter, composition of the Committee, and the fees paid to the external auditor. The Company provides the following disclosure with respect to its Audit Committee:

Audit Committee Charter

10 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 NI 52-110, 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 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 At least one member of the Audit Committee must be "independent" as defined under NI 52-110, while the Company is in the developmental stage of its business.

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.

Appointment of Auditors

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

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

Evaluation of Auditors

The Audit Committee will review the performance of the external auditors on at least an annual basis, and notify the

Board 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.

Remuneration of the Auditors

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

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.

Termination of the Auditors

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.

Funding of Auditing and Consulting Services

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.

Role and Responsibilities of the Internal Auditor

At this time, due to the Company's size and limited financial resources, the Company's Chief Executive Officer and Chief Financial Officer are responsible for implementing internal controls and performing the role as the internal auditor to ensure that such controls are adequate.

Oversight of Internal Controls

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.

Continuous Disclosure Requirements

At this time, due to the Company's size and limited financial resources, the Company's Chief Executive Officer and Chief Financial Officer are responsible for ensuring that the Company's continuous reporting requirements are met and in compliance with applicable regulatory requirements.

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

Composition of Audit Committee

Following the election of directors pursuant to this Information Circular, the following will be members of the Audit Committee:

Gary F. Zak	Not Independent ⁽¹⁾	Financially literate ⁽²⁾
H. Barry Hemsworth	Independent	Financially literate ⁽²⁾
Dr. K. Sethu Raman	Independent	Financially literate ⁽²⁾

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment. Mr. Zak is not independent since he is the CEO of the Company.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of 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.

Relevant Education and Experience

The relevant education and/or experience of each member of the Audit Committee is as follows:

Gary F. Zak Director

Mr. Zak has been and is the director and officer of numerous reporting companies and has been a member of the audit committees of a number of those companies.

H. Barry Hemsworth Director

Mr. Hemsworth is a retired Barrister and Solicitor and has been the director and officer of a number of reporting companies with experience on the audit committee of those companies.

Dr. K Sethu Raman Director

Dr. Raman is an experienced director of many reporting companies with experience in the financial reporting requirements of reporting companies.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work

for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The fees billed by the Company's external auditors in each of the last two financial years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

Financial Year Ending December	Audit Fees (\$)	Audit Related Fees	Tax Fees	All other Fees
2015	12,240	Nil	Nil	Nil
2014	13,260	Nil	Nil	Nil

Exemption

As a TSX Venture Exchange listed issuer, the Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110.

ADDITIONAL INFORMATION

Financial information is provided in the Company's audited annual financial statements and accompanying management's discussion and analysis ("MD&A") for the year ended December 31, 2015.

Under National Instrument 51-102, *Continuous Disclosure Obligations*, any person or company who wishes to receive financial statements from the Company may deliver a written request for such material to the Company or the Company's agent, together with a signed statement that the persons or company is the owner of securities of the Company. Shareholders who wish to receive financial statements are encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8 Floor, Toronto, Ontario, M5J 2Y1. The Company will maintain a supplemental mailing list of persons or companies wishing to receive financial statements.

Shareholders may obtain copies of the Company's financial statements and related MD&A by contacting the registered office of the Company at Suite 810-675 W. Hastings Street, Vancouver, British Columbia or by telephone at (604) . Additional information relating to the Company is available on SEDAR at www.sedar.com.

GENERAL

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting. Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

The contents of this Information Circular have been approved and this mailing has been authorized by the Directors of the Company.

DATED as of the 27th day of October 2016.

BY THE ORDER OF THE BOARD OF DIRECTORS OF

CBD MED RESEARCH CORP.

Per:

"Gary F. Zak"

GARY F. ZAK

President and Chief Executive Officer