

CANADA HOUSE WELLNESS GROUP INC.



**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND
MANAGEMENT INFORMATION CIRCULAR**

**IN RESPECT OF AN ANNUAL GENERAL MEETING OF SHAREHOLDERS OF CANADA HOUSE WELLNESS
GROUP INC.
TO BE HELD ON JANUARY 24, 2017**

Dated as of December 22, 2016

These materials are important and require your immediate attention. The shareholders of Canada House Wellness Group Inc. are required to make important decisions. If you have questions as to how to deal with these documents or the matters to which they refer, please contact your financial, legal or other professional advisor.

If you have any questions or require further information with regard to voting your shares or completing your transmitted documentation, please contact Computershare Investor Services Inc., our transfer agent, toll free within North America at 1-800-564-6253 or by e-mail at service@computershare.com.

CANADA HOUSE WELLNESS GROUP INC.

Notice of Annual General Meeting of Shareholders

Notice is hereby given that an annual general meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Canada House Wellness Group Inc. ("**Canada House**" or the "**Corporation**") will be held at the offices of Bennett Jones LLP, located at One First Canadian Place, Suite 3400, Toronto, Ontario, M5X 1A4, on January 24, 2017 at 10:00 a.m. (Eastern time) for the following purposes:

- (a) to receive the audited financial statements of the Corporation for the year ended July 31, 2016, and the report of the auditors thereon;
- (b) to elect directors of the Corporation for the ensuing year;
- (c) to re-appoint Collins Barrow Toronto LLP as auditors of the Corporation and to authorize the board of directors (the "**Board of Directors**") to fix their remuneration; and
- (d) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular (the "**Circular**") accompanying this Notice of Meeting.

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on December 19, 2016 (the "**Record Date**"). Only Shareholders whose names have been entered in the applicable register of Shareholders as of 5:00 p.m. (Eastern time) on the Record Date are entitled to receive notice of and vote at the Meeting. Those Shareholders of record will be included in the list of Shareholders prepared as at the Record Date and will be entitled to vote the Common Shares recorded therein at the Meeting.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, such proxy must be received by the Corporation's transfer agent, Computershare Investor Services Inc., by 5:00 p.m. (Eastern time) on January 20, 2017, or two business days prior to the time of the reconvening of any adjournment or postponement of the Meeting.

If you are an unregistered holder of Common Shares and have received these materials through your broker, investment dealer, bank, trust corporation, trustee or other intermediary, please complete and return the form of proxy provided to you by your intermediary in accordance with the instructions provided therein.

If you require any assistance in completing your form of proxy, please contact Computershare Investor Services Inc. by calling toll free within North America at 1-800-564-6253 by e-mail at service@computershare.com.

DATED at Toronto, Ontario this 22nd day of December 2016.

BY ORDER OF THE BOARD OF DIRECTORS OF CANADA HOUSE WELLNESS GROUP INC.

(signed) "*Gerald Goldberg*"

Gerald Goldberg
Interim Chief Executive Officer

CAUTIONARY STATEMENTS REGARDING FORWARD LOOKING INFORMATION

Except for statements of historical fact contained herein, the information presented in this Circular contains certain "forward-looking information" within the meaning of applicable Canadian securities laws concerning the business, operations and financial performance and condition of the Corporation, including its wholly-owned subsidiary, Abba Medix Corp. Often, but not always, forward-looking statements and forward-looking information can be identified by words such as "plans", "potential", "expects",

"may", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or variations, including negative and grammatical variations thereof, that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements and forward-looking information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements or forward-looking information. Whether actual results and developments will conform to the Corporation's expectations and predictions, is subject to a number of risks, uncertainties and assumptions, as well as those discussed in the Corporation's Management Discussion and Analysis. Consequently, all of the forward-looking statements in this Circular are qualified by these cautionary statements or as to the Corporation's ability to enhance Shareholder value through this process.

Shareholders are cautioned not to place undue reliance on forward-looking statements and forward-looking information in this Circular. The Corporation undertakes no obligation to update any of the forward-looking statements or forward-looking information in this Circular, except as otherwise required by law. All of the forward-looking statements made and forward-looking information contained in this Circular are qualified by this cautionary statement.

REPORTING CURRENCIES

All references to "\$" in this Circular refer to Canadian dollars.

CANADA HOUSE WELLNESS GROUP INC.

GENERAL PROXY INFORMATION

Date, Time and Place of Meeting

The Meeting will be held on January 24, 2017, at 10:00 a.m. (Eastern time), at the offices of Bennett Jones LLP located at One First Canadian Place, Suite 3400, Toronto, Ontario, M5X 1A4.

Record Date

Only Registered Shareholders (as defined herein) of the Corporation as of 5:00 p.m. (Eastern time) on the Record Date of December 19, 2016 are entitled to receive notice of and to vote at the Meeting or the reconvening of any adjournment or postponement thereof. The Record Date will remain the same even if the Meeting is adjourned or postponed.

Voting of Common Shares

As of the close of business on December 19, 2016, the Corporation had 101,352,076 Common Shares outstanding, each carrying the right to one vote per share. A simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote at the Meeting, except special resolutions requiring the approval by a majority of not less than two-thirds of the votes cast by Shareholders who vote in respect of the special resolution.

Solicitation of Proxies

The management of the Corporation is using this Circular to solicit proxies from Shareholders for use at the Meeting. All solicitation costs will be borne by the Corporation. Proxies will be solicited primarily by mail, but proxies may also be solicited personally, by telephone or through electronic means (including via the internet, e-mail or facsimile) by directors, officers and employees of the Corporation.

Appointment and Revocation of Proxies

The persons named in the enclosed form of proxy are directors or officers of the Corporation. A Shareholder has the right to appoint a person (who need not be a Shareholder) to represent such Shareholder at the Meeting other than the persons designated in the form of proxy provided by the Corporation. To exercise this right, the Shareholder should strike out the name of the management designees in the enclosed form of proxy and insert the name of the desired representative in the blank space provided in the form of proxy or submit another appropriate form of proxy. In order to be effective, a proxy must be received by the Corporation's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, no later than 5:00 p.m. (Eastern time) on January 20, 2016, or two business days prior to the time of the reconvening of any adjournment or postponement of the Meeting. The proxy must be in writing and executed by the Shareholder, or such Shareholder's attorney authorized in writing, or if such Shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the Corporation c/o Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, at any time up to and including 5:00 p.m. (Eastern time) on the last business day preceding the day of the Meeting or the reconvening of any adjournment or postponement of the Meeting or to the chair of the Meeting on the day of the Meeting or the reconvening of any adjournment or postponement of the Meeting. **Only Shareholders who hold Common Shares in certificate form in their name (each such Shareholder shall be hereinafter referred to as a "Registered Shareholder") have the right to revoke a proxy. Beneficial Shareholders (as defined below) who wish to change their vote must arrange for their respective intermediaries to revoke the proxy on their behalf in accordance with any requirements of the intermediaries.**

Proxy Voting

All Common Shares represented at the Meeting by properly completed and executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the proxy, Common Shares represented by the proxy will be voted in accordance with such instructions. Registered Shareholders will also be able to vote by

calling a toll-free number or by using the internet, as provided for in the form of proxy. **In the absence of any such instructions, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. If any other business or amendments or variations to matters identified in the Notice of Annual General Meeting of Shareholders properly come before the Meeting, then discretionary authority is conferred upon the persons appointed in the proxy to vote in the manner they see fit.**

Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders, as a number of Shareholders do not hold Common Shares in their own names (each such Shareholder shall be hereinafter referred to as a "**Beneficial Shareholder**"). Beneficial Shareholders should note that only proxies deposited by Registered Shareholders whose names appear on the records of the Corporation as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of the Intermediary. In Canada, the majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms and other such Intermediaries). Common Shares held by Intermediaries or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries and their agents and nominees are prohibited from voting Common Shares for their clients. The directors and officers of the Corporation do not know for whose benefit the Common Shares registered in the name of CDS & Co., or of other Intermediaries, are held. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its Intermediary (or the agent of its Intermediary) is similar to the form of proxy provided to Registered Shareholders. However, its purpose is limited to instructing the Registered Shareholder (the Intermediary or the agent of the Intermediary) how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Services, Inc. ("**Broadridge**"). Broadridge typically mails a scannable voting instruction form instead of the form of proxy. The Beneficial Shareholder is asked to complete the voting instruction form and return it to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number or visit www.proxyvote.com to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the applicable meeting. **A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of its Intermediary (or the agent of its Intermediary), a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholders for Registered Shareholders should enter their own names in the blank spaces on the instruments of proxy provided to them and return the same to their Intermediary (or the agent of their Intermediary) in accordance with the instructions provided by such Intermediary (or agent), well in advance of the Meeting.

Voting Securities and Principal Holders of Voting Securities

The Corporation is authorized to issue an unlimited number of Common Shares. As at December 19, 2016, there are 101,352,076 Common Shares issued and outstanding, each carrying the right to one vote on all matters to come before the Meeting.

To the knowledge of the directors and executive officers of the Corporation, the following are the only persons who beneficially own or exercise control or direction over, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to any class of outstanding securities of the Corporation entitled to vote at the Meeting:

<u>Name of Shareholder</u>	<u>Number of Common Shares held</u>	<u>Percentage of outstanding Common Shares</u>
Mike Southwell	24,832,682	21.06%
Fabian Henry	24,832,682	21.06%

As of the date hereof, the directors and officers of the Corporation, as a group, beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 32,736,379 (31.5%) Common Shares.

MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

The audited financial statements of the Corporation for the year ended July 31, 2016 and the report of the auditors thereon will be received at the Meeting. The audited financial statements of the Corporation and the report of the auditors were previously provided to each Shareholder entitled to receive a copy of the Notice of Meeting and this Information Circular and who requested a copy of the audited financial statements and the report of the auditors thereon. The financial statements are also available on SEDAR at www.sedar.com.

Election of Directors

The Board of Directors is currently composed of six (6) existing directors, all of whom are elected annually. In accordance with the Canada Business Corporation Act (the "Act"), the directors are authorized from time to time to fix the number of directors between a minimum of three (3) and a maximum of fifteen (15) directors, without the prior consent of shareholders. The term of office for each of the present directors of the Corporation expires at the Meeting. All of the current directors will be standing for re-election at the Meeting. It is proposed that six (6) persons named below will be nominated at the Meeting. Each director elected will hold office until the next annual meeting of Shareholders of the Corporation, unless a director's office is vacated earlier due to death, removal, resignation or ceasing to be duly qualified (collectively, the "Proposed Directors").

In the absence of a contrary instruction, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote at the Meeting FOR the election as directors of the Proposed Directors whose names are set forth below. Management does not contemplate that any of the Proposed Directors will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly executed proxies given in favour of such nominee(s) may be voted by the person(s) designated by management of the Corporation in the enclosed form of proxy, in their discretion, in favour of another nominee.

In the event that, prior to the Meeting, any vacancies occur in the slate of nominees submitted herein, it is intended that the discretionary power granted by the enclosed form of proxy shall be used by the persons named therein to vote at their discretion for any other person or persons as directors.

The following table and notes thereto set forth the names of all the Proposed Directors to be nominated for election as directors, their positions with the Corporation, their principal occupations or employments, the periods during which they have served as directors of the Corporation and the approximate number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them. The information as to Common Shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by the respective Proposed Directors individually.

Name and municipality of residence	Position with the Corporation	Director Since	Principal occupation for Previous Five Years	Number of Common Shares owned, controlled or directed
Gerald Goldberg ¹ Thornhill, Ontario	Interim CEO and Director	2016	Senior Partner at Schwartz Levitsky Feldman LLP	Nil
Brad Rogers ¹ Pickering, Ontario	Director	2016	Co-Founder of Mettrum and entrepreneur	Nil
David Shpilt London, Ontario	Director	2016	Co-Founder of The Longevity Project and entrepreneur	7,903,697
Mike Southwell Fredericton, New Brunswick	Director	2016	Co-Founder of Marijuana for Trauma	24,872,682
Edwin Corey ¹ Fredericton, New Brunswick	Director	2016	Strategic Advisor to Marijuana for Trauma	Nil
Nicole Ferris Fredericton, New Brunswick	Director	2016	General Manager for Marijuana for Trauma	Nil

Notes:

(1) Member of the Audit Committee

During the last five years, all of the Proposed Directors have been engaged in their present principal occupations or in other executive capacities with the companies indicated opposite their names or with related or affiliated companies.

To the knowledge of the Corporation, except as described below, no director of the Corporation or any of the Proposed Directors are, or have been within the past 10 years, a director or officer of any corporation that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied such corporation access to any exemptions under Canadian securities legislation for a period of more than 30 consecutive days, or, while such person was acting in that capacity or within one year thereafter, was declared bankrupt or made a voluntary assignment in bankruptcy, 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.

To the knowledge of the Corporation, no director of the Corporation or any of the Proposed Directors are, or have been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority, or has entered into a settlement agreement with a Canadian securities regulatory authority, nor has any director of the Corporation or any of the Proposed Directors been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a Proposed Director.

To the knowledge of the Corporation, no director of the Corporation or any of the Proposed Directors, nor any personal holding corporation of any such person, has, within the past 10 years, been declared bankrupt or made a voluntary assignment in bankruptcy, 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.

Appointment of Auditors

Management proposes the re-appointment of Collins Barrow Toronto LLP, Chartered Accounts ("**Collins Barrow**") as auditors of the Corporation with a remuneration to be fixed by the Board of Directors.

Absent contrary instructions, proxies given pursuant to this solicitation by the management of the Corporation will be voted "FOR" the re-appointment of Collins Barrow as the auditor of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed and the authorization of the directors to fix the remuneration of the auditor.

The fees paid to Collins Barrow during the financial years ended July 31, 2016 and July 31, 2015 were as follows:

Fees (in thousands dollars)	2016	2015
Audit fees ⁽¹⁾	\$50,000	\$33,800
Audit-related fees ⁽²⁾	Nil	Nil
Tax fees ⁽³⁾	Nil	Nil
All other fees ⁽⁴⁾	Nil	\$650
Total	\$50,000	\$34,450

Notes:

- (1) "**Audit fees**" include fees necessary to perform the annual audit of the Corporation's consolidated financial statements. Audit fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "**Audit-related fees**" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "**Tax fees**" include fees for all tax services other than those included in Audit fees. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice include assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and request for rulings or technical advice from tax authorities.
- (4) "**All other fees**" include all other non-audit services.

STATEMENT OF EXECUTIVE COMPENSATION

The following disclosure has been prepared in compliance with the rules under *Form 51-102F6 Statement of Executive Compensation* adopted by the Canadian Securities Administrators.

Compensation Discussion and Analysis

Objectives

The Corporation's executive compensation (the "**Executive Compensation Program**") is comprised of base salaries, short-term incentives in the form of cash bonus opportunities, and long-term incentives in the form of participation in the stock option plan of the Corporation (the "**Stock Option Plan**"). The various components of the Corporation's Executive Compensation Program are designed to play a role in the following objectives, notably:

- (a) providing a fair and competitive level of compensation based on the market for comparable positions;
- (b) retaining and motivating its executives who are critical to the Corporation's short and long-term success;
- (c) rewarding performance and contribution, both on an individual basis and with respect to the business in general; and
- (d) reinforcing the relationships between the Shareholders' interests and the compensation and responsibility of the Corporation's executives.

Base Salary

Individual executive salaries are normally set taking into account salaries paid in similar companies of comparable size and with the intent of attracting and retaining individuals with the appropriate skill sets and experience.

Stock Option Plan

The Corporation maintains a Stock Option Plan for the benefit of directors, officers, employees and consultants. The maximum number of Common Shares reserved for issuance and available for purchase pursuant to options granted under the Stock Option Plan cannot exceed 10% of the total number of Common Shares of the Corporation issued and outstanding at the date of any grant made. In addition, the aggregate number of Common Shares so reserved for issuance to one person may not exceed 5% of the issued and outstanding Common Shares. Options pursuant to the Stock Option Plan are granted

at the discretion of the Board of Directors, vest at schedules determined by the Board of Directors which shall not exceed five years from the date of grant, and have an exercise price of not less than that permitted by the stock exchange on which the shares are listed.

Compensation of the Chief Executive Officer and the Chief Financial Officer

In setting the Chief Executive Officer's salary and bonus, the Board of Directors reviews salaries paid to the executive officers of the Corporation, salaries and bonuses paid to other chief executive officers in the industry and the Chief Executive Officer's impact on the achievement of the Corporation's objectives for the previous and current financial year.

In setting the Chief Financial Officer's salary, the Board of Directors reviews salaries paid to the executive officers of the Corporation, salaries and bonuses paid to other chief financial officers in the industry and the Chief Financial Officer's impact on the achievement of the Corporation's objectives for the previous and current financial year.

Summary Compensation Table

The following table sets out information concerning the compensation earned from the Corporation and any of the Corporation's subsidiaries during the financial years ended July 31, 2016, 2015, and March 31, 2014 by the Corporation's Chief Executive Officer, Chief Financial Officer and the other most highly compensated executive officers of the Corporation other than the Chief Executive Officer and Chief Financial Officer whose total salary, bonus and other annual compensation exceeds \$150,000 as at July 31, 2016 (the "Named Executive Officers").

Canada House NEO Name and Principal Position	Financial Period	Salary (\$)	Share- based Awards (\$)	Option- based Awards (\$)	Non-equity Incentive Plan Compensation			All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long- term Incentive Plans	Pension Value (\$)		
Gerald Goldberg	2016	43,750 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	1,250 ⁽²⁾	45,000
Interim CEO ⁽¹⁾	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Ahmad Rasouli	2016	Nil	Nil	Nil	Nil	Nil	Nil	64,000 ⁽⁴⁾	64,000
Former CEO ⁽³⁾	2015	Nil	Nil	22,656	Nil	Nil	Nil	187,583 ⁽⁵⁾	210,239
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2013	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Georges Durst	2016	Nil	Nil	Nil	Nil	Nil	Nil	2,250 ⁽⁶⁾	2,250
Former CEO ⁽³⁾	2015	Nil	Nil	22,656	Nil	Nil	Nil	1,750 ⁽⁷⁾	24,406
	2014	Nil	Nil	Nil	Nil	Nil	Nil	5,197 ⁽⁸⁾	5,197
Mike Johnston	2016	Nil	Nil	Nil	Nil	Nil	Nil	77,000 ⁽¹⁰⁾	77,000
CFO ⁽⁹⁾	2015	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2014	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Richard Vallée	2016	Nil	Nil	Nil	Nil	Nil	Nil	16,110 ⁽¹¹⁾	16,110
Former CFO ⁽¹⁰⁾	2015	Nil	Nil	22,656	Nil	Nil	Nil	63,190 ⁽¹²⁾	85,846
	2014	Nil	Nil	Nil	Nil	Nil	Nil	29,000 ⁽¹³⁾	29,000

Notes:

- Mr. Rasouli resigned as CEO of the Corporation on April 15, 2016 and Mr. Goldberg was appointed as Interim CEO on April 15, 2016.
- As at July 31, 2016, compensation for management services provided by Mr. Goldberg in the amount of \$43,750 was accrued but not yet paid. Included in all other compensation is \$1,250 for Mr. Goldberg in his capacity as a director of the Corporation.
- Mr. Durst resigned as CEO of the Corporation on May 4, 2015 and Mr. Rasouli was appointed as CEO on May 4, 2015.
- Of this amount, Mr. Rasouli charged professional fees for management services provided to the Corporation in the amount of \$ 62,500 and \$1,500 as compensation to Mr. Rasouli in his capacity as a director of the Corporation.
- Of this amount, Mr. Rasouli charged professional fees for consulting services provided to the Corporation in the amount of \$185,833 and \$1,750 as compensation to Mr. Rasouli in his capacity as a director of the Corporation.
- This amount represents fees related to Mr. Durst's capacity as a director of the Corporation.
- This amount represents fees related to Mr. Durst's capacity as a director of the Corporation.

8. Of this amount, \$1,500 represents fees related to Mr. Durst's capacity as a director of the Corporation and \$3,697 represents a car allowance.
9. Mr. Vallée resigned as CFO of the Corporation on November 30, 2015 and Mr. Johnston was appointed as CFO on November 30, 2015.
10. Of this amount, a firm in which Mr. Johnston is a partner charged professional fees for accounting services provided to the Corporation in the amount of \$61,000 and \$16,000 for consulting services.
11. Of this amount, Mr. Vallée charged professional fees for consulting services provided to the Corporation in the amount of \$13,860 and \$2,250 as compensation to Mr. Vallée in his capacity as a director of the Corporation.
12. Of this amount, Mr. Vallée charged professional fees for consulting services provided to the Corporation in the amount of \$62,960 and \$500 as compensation to Mr. Vallée in his capacity as a director of the Corporation.
13. Of this amount, Mr. Vallée received compensation in the form of professional fees for consulting services provided to the Corporation in the amount of \$35,512, \$1,500 represents fees received in Mr. Vallée's capacity as a director of the Corporation and \$9,753 represents a car allowance.

Incentive Plan Awards

Outstanding Option-Based and Share-Based Awards

The following table sets forth the option-based incentive awards outstanding at July 31, 2016 for the Named Executive Officers.

Name	Number of securities underlying unexercised options (#)	Option-based awards		Value of unexercised in-the-money options (\$)
		Option exercise price (\$)	Option expiration date	
Gerald Goldberg Interim Chief Executive Officer	Nil	Nil	N/A	Nil
Ahmad Rasouli Former Chief Executive Officer	Nil	Nil	Nil	Nil
Georges Durst Former Chief Executive Officer	50,000	0.46	June 5, 2020	Nil
Mike Johnston Chief Financial Officer	Nil	Nil	N/A	Nil
Richard Vallée Former Chief Financial Officer	50,000	0.46	June 5, 2020	Nil

Value Vested or Earned During the Year

During the financial year ended July 31, 2016, the value of all incentive plan awards that vested or were earned by each Named Executive Officer was \$38,714.

Pension Plan Benefits

The Corporation does not have any pension plans or deferred compensation plans.

Termination and Change of Control Benefits

The Corporation has entered into a Fixed Term Employment Agreement ("**Employment Agreement**") dated June 28, 2016 with Gerald Goldberg to provide services as Interim Chief Executive Officer of the Corporation. The term of the Employment Agreement is set at 3 years at a base salary of \$150,000 ("**Base Salary**"), with eligibility to receive an annual success fee to be awarded at the sole discretion of the Board of Directors of the Corporation. The Employment Agreement includes certain non-competition, non-

solicitation, and confidentiality provisions. Under the Employment Agreement, if the Corporation terminates Mr. Goldberg's employment prior to the end of the term of the Employment Agreement without cause Mr. Goldberg is entitled to:

(a) if the Corporation terminates Mr. Goldberg less than 12 months after the execution of the Employment Agreement, the Corporation shall provide Mr. Goldberg with a lump-sum payment equivalent to the remainder of the Base Salary for the duration of the term and which Mr. Goldberg would have received had he not been terminated by the Corporation prior to the end of the term;

(b) if the Corporation terminates Mr. Goldberg's employment on or between 12 months and before 18 months after execution of the Employment Agreement, the Corporation shall provide Mr. Goldberg with a lump-sum payment equivalent to two (2) times the Base Salary (i.e., a lump-sum payment of \$300,000); or

(c) if the Corporation terminates Mr. Goldberg's employment on or after 18 months after execution of the Employment Agreement but before the end of the term, the Corporation shall provide Mr. Goldberg with a lump-sum payment equivalent to the remainder of the Base Salary for the duration of the term and which Mr. Goldberg would have received had he not been terminated by the Corporation prior to the end of the term.

Director Compensation

Overview

The Board of Directors is responsible for developing and implementing the directors' compensation plan. The main objectives of the directors' compensation plan are (a) to attract and retain the services of the most qualified individuals, (b) to compensate the directors in a manner that is commensurate with the risks and responsibilities assumed in board and board committee membership, and is competitive with other comparable public issuers, and (c) to align the interests of the directors with those of the long-term Shareholders.

The Board of Directors has adopted a policy of remunerating its members through the payment of a fee of \$500 for each meeting of (a) the Board of Directors attended; and (b) a committee of the Board of Directors attended.

Director Compensation Table

The following table summarizes the compensation paid, payable, awarded or granted for the financial year ended July 31, 2016 to each of the directors of the Corporation, other than Gerald Goldberg, Ahmad Rasouli, Georges A. Durst, Richard Vallée, and Mike Johnston each of whom is a Named Executive Officer and whose compensation is disclosed above.

<u>Name</u>	<u>Fees earned</u> <u>(\$)</u>	<u>All other compensation</u> <u>(\$)</u>	<u>Total compensation</u> <u>(\$)</u>
Nick Miglore	750	Nil	750
Paul Anderson	1,500	Nil	1,500
Michael Boucher	1,250	Nil	1,250
Paul Cancilla	1,000	Nil	1,000
Dennis Dos Santons	500	Nil	500
Brad Rogers	500	Nil	500
David Shpilt	500	Nil	500

Director Compensation - Outstanding Option-Based Awards

The following table sets forth the option-based incentive awards outstanding at July 31, 2016 for each of the directors of the Corporation, other than Gerald Goldberg, Ahmad Rasouli, Georges A. Durst, and Richard Vallée, each of whom is a Named Executive Officer and whose option-based incentive awards are disclosed earlier in this Circular under the heading "*Statement of Executive Compensation – Incentive Plan Awards*".

Option-based awards

Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Nick Miglore	Nil	N/A	N/A	Nil
Paul Anderson	50,000	0.46	June 5, 2020	Nil
Michael Boucher	50,000	0.46	June 5, 2020	Nil
Paul Cancilla	Nil	N/A	N/A	Nil
Dennis Dos Santons	Nil	N/A	N/A	Nil
Brad Rogers	Nil	N/A	N/A	Nil
David Shpilt	Nil	N/A	N/A	Nil

Value Vested or Earned During the Year

During the financial year ended July 31, 2016, the value of all incentive plan awards that vested or were earned by each director was \$38,714.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out certain details as at July 31, 2016, with respect to the Stock Option Plan, being the sole compensation plan pursuant to which equity securities of the Corporation are authorized for issuance. A description of the Stock Option Plan may be found earlier in this Circular under the heading "*Statement of Executive Compensation – Compensation Discussion and Analysis*".

Plan	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options (\$)	Number of Common Shares remaining available for future issuance under the Stock Option Plan
Stock Option Plan	133,333	0.69	4,217,691

Indebtedness of Directors and Executive Officers

As at the date hereof, none of the executive officers, directors, employees or former executive officers, directors or employees of the Corporation or any of its subsidiaries was indebted to the Corporation or any of its subsidiaries and, as at the date hereof, the indebtedness, if any, of such persons to other entities was not the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

Management Contracts

Management services for the Corporation are not, to any substantial degree, performed by persons other than the executive officers of the Corporation. The Corporation was not subject to any management agreement for the financial year ended July 31, 2016.

Interests of Informed Persons in Material Transactions

For the purpose of this Circular, an "**Informed Person**" of the Corporation means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or corporation that is itself an Informed Person or subsidiary of the Corporation; (c) any person or corporation who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or corporation as underwriter in the course of a distribution; and (d) the Corporation, if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

To the knowledge of the Corporation, no Informed Person of the Corporation, and no associate or affiliate of any such person, at any time, has or had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction that has materially affected the Corporation, in any proposed transaction that could materially affect the Corporation, or in any matter to be acted upon at the Meeting, except as disclosed below.

Report on Corporate Governance

National Policy 58-201 - Corporate Governance Guidelines and *National Instrument 58-101 - Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators set out a series of guidelines for effective corporate governance. The guidelines address such matters as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer, such as the Corporation, must disclose on an annual basis and in prescribed form, the corporate practices that it has adopted. The following is the Corporation's required disclosure of its corporate governance practices.

Board of Directors

For the next financial year, the Corporation proposes that its Board of Directors be composed of six (6) directors,

The Board of Directors considers Brad Rogers and Edwin Corey to be independent. The Board of Directors considers that Gerald Goldberg, David Shpilt, Mike Southwell and Nicole Ferris are not independent.

If necessary, the independent members of the Board of Directors are able to meet without the non-independent directors being present.

Directorships

None of the current directors of the Corporation, except Gerald Goldberg, currently serve as a director of any other reporting issuer. Gerald Goldberg is currently a director of Baymount Incorporated (formerly Academy Capital Corp.), Capricorn Business Acquisitions Inc., Gilla Inc., Gravitas Financial Inc., Leo Acquisitions Corp., and Prime City One Capital Corp.

Orientation and Continuing Education

The Corporation does not currently have a formal orientation program for new directors.

Ethical Business Conduct

In light of the Corporation's stage of development and its limited number of employees, the Board of Directors has not taken formal steps, other than through discussions among its members, to encourage and promote a culture of ethical business conduct. The Corporation does take measures to ensure that the directors do not trade in the Corporation's Common Shares at a time when disclosure of material information is pending.

Nomination of Directors

The Board of Directors is responsible for recommending potential new directors.

Compensation

The Corporation has adopted a policy of paying to the director's fees for participating in meetings of the Board of Directors and in meetings of its various committees. The details of the remuneration are set out earlier in this Circular under the heading "*Statement of Executive Compensation – Director Compensation*".

The Corporation's Executive Compensation Program is administered by the Board of Directors. The Board of Directors has, as part of its mandate, primary responsibility for making recommendations for approval by the Board of Directors with respect to the appointment and remuneration of executive officers of the Corporation. The details of such remuneration are set out earlier in this Circular under the heading "*Statement of Executive Compensation*".

Other Board Committees

The Corporation does not have any standing committees other than the Audit Committee.

Assessments

The Board of Directors makes annual assessments regarding the effectiveness of the Board of Directors itself and individual directors in fulfilling their responsibilities, as well as the adequacy of information provided to directors, communication between the Board of Directors and management and the strategic direction and processes of the Board of Directors.

Policies Regarding the Representation of Women on the Board

The Board of Directors strongly supports the principle of boardroom and executive diversity, of which gender is one important aspect. The Corporation's aim is to have a broad range of approaches, backgrounds, skills and experience represented on the Board of Directors and to make appointments on merit and against objective criteria, including diversity. The Board of Directors and committee members engaged in nominations are to conduct searches for potential nominees so as to put forward a diverse range of candidates, including women candidates. The Board of Directors has not set specific targets as to the number of women board members it will maintain or the number of women executive positions it will maintain given the relatively small number of directors it currently has and the infrequent turnover of directors and executive officers.

Audit Committee Information

Composition of the Audit Committee

The Audit Committee of the Corporation is currently composed of the following three members: Brad Rogers, Gerald Goldberg and Edwin Corey. Brad Rogers and Edwin Corey have been determined by the Board of Directors to be independent. Gerald Goldberg has been determined by the Board of Directors to not be independent. Based on the education and breadth and depth of experience of each member of the Audit Committee, the Board of Directors has determined each such member to be financially literate.

Following the Meeting, if the Proposed Directors are successfully elected, the Audit Committee will be reconstituted to include Brad Rogers, Gerald Goldberg and Edwin Corey.

Relevant Education and Experience

The following is a description of the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee.

Brad Rogers

Brad Rogers brings tremendous experience in the Canadian medical cannabis industry to the Board of Directors, having co-founded Mettrum Ltd., one of the largest MMPR Licensed Producers in the Canada. From Mettrum's inception, Mr. Rogers acted as the Chief Operating Officer, bringing the Corporation from its MMPR application stage, through to a going public transaction on the TSX Venture Exchange. Mr. Rogers was also an integral part of the multiple financings completed by Mettrum.

Gerald Goldberg

Gerald Goldberg has over 30 years of experience and heads the US Public Corporation audit division of firm Schwartz Levitsky Feldmen LLP and has industry expertise in the service, distribution, retail, mining, natural resources and oil & gas, real estate, "not-for-profit" entities and manufacturing industries with a strong emphasis in taxation and business advisory services. He is also active in corporate finance and development and was involved in the structure and design of numerous innovative financing instruments, tax shelters and syndications, both in Canada and the US. He is actively involved with the audit of various public Canadian, US, Chinese and other foreign companies listed in the US and Canada. He is or was an independent Director, Chairman and member of the audit committees, both of numerous public companies, non-profit, educational and other institutions, organizations and companies.

Edwin Corey

Edwin Corey is the owner of a full service accounting firm which serves businesses of all sizes. He brings to the table over 25 years of expertise and experience in diverse markets with a focus on Chief Financial Officer (CFO) activities. Known as an innovative thinker with the ability to lead through projects, he has served many clients in the capacity of CFO business consulting, organizational restructuring and management as well as tactical market planning. Continuing education is a life-long skill that Edwin practices. He is a member in good standing of TEC Key Executive and takes full advantage of their networking and education initiatives

Audit Committee Charter

The responsibilities and duties of the Audit Committee are set out in the Audit Committee's Charter, the text of which is attached as "Schedule A" to this Circular. The Charter was adopted on April 2, 2015.

Reliance on Certain Exemptions

The Corporation is relying upon the exemption in Section 6.1 of *National Instrument 52-110 - Audit Committees* in respect of the composition of its audit committee and in respect of its reporting obligations under NI 52-110 for the year ended July 31, 2016. This provision exempts a "venture issuer" (including companies listed on the CSE) from the requirement that all of its members be independent.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies or procedures for the engagement of non-audit services.

AVAILABLE INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. Financial information about the Corporation is provided in the Corporation's comparative annual financial statements and management's discussion and analysis for its most recently completed financial year.

Shareholders may request copies of the Corporation's financial statements and management's discussion and analysis by contacting the Corporation at 1-844-696-3349 or in person at 1779 Bayly Street, Pickering, Ontario, L1W2Y7.

OTHER MATTERS

Management of the Corporation is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Annual General Meeting of Shareholders. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

DIRECTORS' APPROVAL

The contents and the sending of this Circular have been approved by the Board of Directors of the Corporation.

DATED: December 22, 2016

**BY ORDER OF THE BOARD OF DIRECTORS OF CANADA HOUSE
WELLNESS GROUP INC.**

(signed) "*Gerald Goldberg*"

Gerald Goldberg
Interim Chief Executive Officer

SCHEDULE "A"

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The mandate, the functions and the responsibilities of the Audit Committee, are the following:

I. PURPOSE

1. The Audit Committee provides recommendations to the Board of Directors of the Corporation. Its primary function is to assist the Board in fulfilling its responsibilities towards the shareholders of the Corporation and the financial community with respect to financial disclosure and controls.
2. The external auditors report to the Audit Committee.

II. DUTIES AND RESPONSIBILITIES

1. The Audit Committee oversees the integrity of the financial statements and review the financial reports and other financial disclosure of the Corporation which the Corporation may provide to any government, regulatory authority, or the public.
2. The Audit Committee recommends the appointment of the external auditors, review and assess their performance, ascertain their qualifications and independence, and maintain open communication lines between the external auditors, financial management, the executive officers and the directors of the Corporation.
3. The Audit Committee oversees the methods used for preparation of financial information, the application of internal controls and the rules for management of the business and financial risk, as well as compliance with the requirements of the Canadian Securities Exchange (Regulations).

III. STRUCTURE AND ORGANIZATION

1. The Audit Committee shall be composed of at least three directors of the Corporation, the majority of whom shall not be employees, "control persons", officers of the Corporation or a person that is connected with any of the foregoing.

The Committee members and the president of the Committee are appointed by the Board of Directors. The Board of Directors may at any time, in its discretion, remove a member from the Audit Committee by resolution.

All the members of the Audit Committee must be "financially literate", that is, must have knowledge in financial matters to the satisfaction of the Board of Directors. The president of the Audit Committee must be an independent director.

2. The Committee shall meet at least four times a year and may convene additional meetings if circumstances require. All Audit Committee members are expected to attend each meeting, in person or via telephone or video-conference. The Committee may invite members of management, auditors or others to attend the meetings and provide pertinent information, if necessary. The quorum is a majority of the Committee.
3. The Committee must maintain open means of communication with the external auditors, financial management, the executive officers and the directors of the Corporation.

4. The Committee is empowered to investigate all questions that are brought to its attention and to consult advisors if, in its opinion, it is necessary.

5. The Committee shall be responsible for reviewing and recommending the following for approval by the Board:

- (a) The financial statements (annual and quarterly), the management's discussion and analysis and all other documents relating to the financial results of the Corporation to be filed with regulatory authorities such as securities commissions, prior to their filing or disclosure;
- (b) All documents containing or incorporating by reference the annual audited financial statements or the unaudited interim results (such as prospectuses or press releases announcing financial results) prior to their disclosure.

IV. GENERAL

1. Meet regularly with the external auditor, management and internal accountants in separate meetings to discuss questions raised by the Committee or others.

2. Keep minutes of all meetings. Report these proceedings and all recommendations to the Board of Directors at its next meeting.

3. Review this Charter annually and recommend such amendments to the Board of Directors as it may deem advisable.

4. Be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from financial statements and periodically assess the adequacy of these procedures.

V. RECRUITMENT OF EXTERNAL AUDITOR

1. Recommend the selection of the external auditors to the Board of Directors, assess their independence and performance, and approve the audit fees and any other remuneration to be paid to them.

2. Study the independence of the external auditor. To this end, the Committee must look into the nature of the services furnished by the external auditor and the remuneration charged and all other questions that the Committee deems appropriate.

3. The external auditor is to be at the disposal of the Board of Directors at least once a year.

4. Pre-approve all permitted non-audit services provided to the Corporation or its affiliates by the external auditor.

VI. SUPERVISION OF THE QUALITY AND INTEGRITY OF THE PRACTICES REGARDING ACCOUNTING, AUDIT AND PUBLICATION OF FINANCIAL INFORMATION OF THE CORPORATION

1. Review the hiring policies regarding partners, associates and employees, past and present, of the present or former external auditors.

2. Oversee the work of the external auditor in the preparation and issuing of the auditor's report and other audit services. The Audit Committee will be responsible for the resolution of disagreements between management and the external auditors on financial reporting.
3. Review the financial statements, the management reports and the annual and interim earnings press releases concerning the results of the Corporation in cooperation with the management and the external auditor before the Corporation publicly discloses this information. The Committee should consider the quality of financial information and all other questions that it deems valid.
4. Review, in cooperation with the external auditors and management, the auditing objective, scope and limitations of the external auditors for the present and following year.
5. Review the annual report of the external auditor on the quality and effectiveness of the accounting controls, internal controls and controls of the computerized systems of the Corporation.
6. Establish procedures for the receipt, retention and treatment of complaints by employees, or other internal or external sources, concerning questionable accounting, internal accounting controls or auditing. These complaints must be treated in a confidential and anonymous way.
7. Review and approve all related party transactions entered into.

VII. PUNCTUALITY

1. Punctually review, in cooperation with management, all legal and statutory questions that could have an important effect on the financial statements and conformity policies or programs.
2. Review, in cooperation with management, and approve the operations by which members of management or the Board of Directors make disclosure in accordance with the requirements of the Regulation.
3. Supervise the compliance program and analyze periodically the relevance of making improvements to it and make suggestions in this respect to management.
4. Ensure that all other functions prescribed by law, statutes or internal regulations of the Corporation or by the Board of Directors are followed.
5. Review the fees for services rendered and related expenses and for any newly approved services since the preceding meeting and analyze updated account projections.
6. Review the insurance coverage of the Corporation annually to ensure that assets are properly covered, including, and without limitation, the liability insurance of senior executives and directors.

VIII. EMPOWERMENT

The Committee is empowered to:

1. Communicate directly with the external auditors.
2. Engage independent attorneys or other counselors that it deems necessary to the exercise of its functions and notify the Board on the range of the financing required for the remuneration of these counselors.

IX. DEFINITIONS

In accordance with National Instrument 52-110-*Audit Committees*:

Financially literate:

Refers to an individual who has the ability to read and understand a set of financial statements 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 be expected to be raised by the Corporation's financial statements.

Control Person:

Means any person that holds or is one of combination of persons that hold a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation or more than 20% of the outstanding voting securities of the Corporation, except where there is evidence showing that the holding of those securities does not affect materially the control of the Corporation.

Amended and ratified by the Board of Directors on April 2, 2015