

HOW TO CAST YOUR VOTE IN SUPPORT OF THE CONCERNED SHAREHOLDERS

SAVE STAR NAVIGATION BY VOTING YOUR BLUE PROXY

You are urged to seize this opportunity for change at Star Navigation Systems Group Ltd. by completing, signing and returning the enclosed **BLUE** proxy (if you are a registered shareholder) or by voting online or by mail (if you are a non-registered shareholder).

In order to ensure that your proxy is received in time for Star Navigation Systems Group Ltd.'s special meeting to be held on December 11, 2019, we recommend that you vote in the following ways as soon as possible.

PROXIES MUST BE RECEIVED NO LATER THAN December 9, 2019 at 8:00 A.M. (TORONTO TIME) OR, IF THE MEETING IS ADJOURNED OR POSTPONED, BY THE TIME TO WHICH THE MEETING IS SO POSTPONED OR ADJOURNED. PLEASE ENSURE THAT YOU SIGN AND DATE YOUR PROXY.

REGISTERED SHAREHOLDERS

If you are a registered shareholder (your share certificate is registered in your name):

- **MAIL:** complete, date, sign and return your **BLUE** proxy in the enclosed return envelope to Odyssey Trust Company, Attn: Proxy Dept, 25 Adelaide St. E, Suite 1717, Toronto, Ontario, Canada M5C 3A1; or
- **INTERNET:** visit <http://odysseytrust.com/transfer-agent/login>, click VOTE and enter your 12 digit control number located on the enclosed **BLUE** voting instruction form.

NON-REGISTERED SHAREHOLDERS

If you are a non-registered shareholder (your shares are held by a bank, broker or other intermediary), vote by following the instructions located on the voting instruction form provided by your bank or broker.

**CONCERNED SHAREHOLDERS
PROXY CIRCULAR**

TO BE USED IN CONNECTION WITH THE SPECIAL MEETING OF HOLDERS OF
COMMON SHARES OF

STAR NAVIGATION SYSTEMS GROUP LTD.

TO BE HELD ON DECEMBER 11, 2019
FOR THE SOLICITATION OF PROXIES
BY AND ON BEHALF OF:

JASVINDER KAUR
GURDEEP K NARULA
SUGAR VALLEY ESTATE LTD
GURDIP PANAICH
GURSHARN SINGH SIDHU
ALI JOMAA
HARVEY BEISHUIZEN
KARL REICHERT
BRIAN J PULIS
GURMAN DEEP SINGH BRAR
SUKHJINDER SINGH PUREWAL
SURJIT SINGH BRAR
BARNEY LASSCHE
RANDY CHILDS
URVASHI YADAV
NATLEY UPPAL

(the “**Concerned Shareholders**”)

November 12, 2019

THE CONCERNED SHAREHOLDERS URGE YOU TO DISREGARD ANY PROXY SENT TO YOU BY STAR NAVIGATION SYSTEMS GROUP LTD.'S MANAGEMENT SHOULD THEY CHOOSE TO SEND ONE.

THE CONCERNED SHAREHOLDERS RECOMMEND SHAREHOLDERS VOTE IN FAVOUR OF:

VOTE FOR THE ELECTION OF THE CONCERNED SHAREHOLDERS' NOMINEES TO THE BOARD OF DIRECTORS OF STAR NAVIGATION SYSTEMS GROUP LTD. (SUCH NOMINEES BEING PETER M. CLAUSI, BRIAN CRAWFORD, J. BIRKS BOVAIRD, ZACHARY GOLDENBERG, DR. STEPHEN COUTTS, ALI JOMAA, RANDY HOBACK)

VOTE FOR AUTHORIZING THE BOARD OF DIRECTORS OF STAR NAVIGATION SYSTEMS GROUP LTD. TO INVESTIGATE AT ITS DISCRETION ANY AND ALL RELATED PARTY TRANSACTIONS

IN ORDER TO BE VOTED AT THE MEETING, YOUR BLUE PROXY MUST BE RECEIVED BY ODYSSEY TRUST COMPANY AT OR PRIOR TO 8:00 A.M. (TORONTO TIME) ON DECEMBER 9, 2019 OR, IF THE MEETING IS POSTPONED OR ADJOURNED, BY THE TIME TO WHICH THE MEETING IS SO POSTPONED OR ADJOURNED

Please follow the instructions set forth under the heading "General Proxy Information" in this circular with respect to depositing a proxy. You may support the Concerned Shareholders Nominees (as defined herein) even if you have previously deposited a proxy in support of management.

These securityholder materials are being sent to both registered and non-registered owners of securities. If you are a non-registered owner, and have had these materials sent directly to you, your name and address and information about your holdings of securities have been obtained in accordance with the applicable securities regulatory requirements from the intermediary holding on your behalf.

Dear Fellow Shareholders:

In the pages that follow you will find a notice of meeting and a circular for the special meeting of shareholders of Star Navigation Systems Group Ltd. (“**SNS**” or “**the Corporation**”) which will be held at 8:00 am (Toronto time) on December 11, 2019 at Chandni Convention Centre, 5 Gateway Blvd., Brampton, Ontario, Canada. The meeting has been called, pursuant to section 105(4) of the *Ontario Business Corporations Act* (the “**OBCA**”), so SNS shareholders can have the opportunity to vote to reconstitute the board of directors of SNS by replacing each of Viraf Kapadia, Ibrahim Al Hamer and Gus Nariman as directors (“**Directors to be Removed**”), with the following independent nominees: J. Birks Bovaird, Brian Crawford, Peter M. Clausi, Dr. Stephen Coutts, Zachary Goldenberg, Randy Hoback and Ali Jomaa.

This letter explains why the Concerned Shareholders were forced to call the meeting and why it is important that shareholders vote to replace the Directors to be Removed with seven (7) highly qualified nominees.

Reasons for Reconstitution of Board

The Concerned Shareholders have the following concerns in respect of the Directors to be Removed including:

- The Concerned Shareholders lost faith in the performance and leadership skills of Viraf Kapadia, the Chair and CEO, and from the ongoing erosion in the Company’s share price it is obvious the market has lost faith as well. On March 23, 2019 some of the Concerned Shareholders wrote the Board and asked Viraf Kapadia to resign.
- The Concerned Shareholders received no response from the Board.
- The Concerned Shareholders became concerned when two directors, David H. Tsubouchi and Mary Meffe, resigned abruptly on April 30, 2019 and May 1, 2019 respectively. The Concerned Shareholders have no faith in the Directors to be Removed.
- The financial statements and Management Discussion and Analysis of SNS disclose many red flags concerning related party transactions of Viraf Kapadia and the Directors to be Removed, which transactions demand independent investigation.

For these reasons and others it is critical to requisition a meeting of shareholders to elect a new team of independent directors. The Corporation cannot be successful with the Directors to be Removed in charge of the Corporation. The future Board will determine how best to proceed in the best interests of all shareholders.

Reasons why Concerned Shareholders were forced to call the meeting

In order to spare the Corporation the unnecessary expense of a shareholder meeting, on March 23, 2019, some of the Concerned Shareholders wrote the Board and asked Viraf Kapadia to immediately resign and requested that if Mr. Kapadia did not resign that the Board call a special meeting. A majority of the Board refused to call the meeting.

A subsequent letter was sent to the Board on June 25, 2019 by the Concerned Shareholders advising that they were concerned with the performance and leadership of the present management of the Corporation and again requesting that a meeting of shareholders be called to elect new directors. The Concerned Shareholders received no response from the Board and therefore proceeded to post notice of a meeting and record date on July 19, 2019 on SEDAR calling a special meeting to be held on September 18, 2019. The Board contested the validity of the notice and the Concerned Shareholders subsequently issued a notice on SEDAR on September 4, 2019 cancelling the September 18, 2019 meeting.

A subsequent letter was sent to the Board on September 16, 2019 by the Concerned Shareholders again advising of their concern with the performance and leadership of the present management of the Corporation and again

requesting that a meeting of shareholders be called to elect new directors. The Board has indicated that they have no intention of calling a meeting of shareholders.

The Concerned Shareholders are concerned about the activities of Viraf Kapadia and the Directors to be Removed on related party transactions in respect of the Company.

The Board had a duty to call the meeting, and it acted contrary to the OBCA in failing to do so. As a result, the Concerned Shareholders were compelled under section 105(4) of the OBCA to call the shareholders' meeting.

We urge all shareholders to vote in favour of the election of the following independent nominees: J. Birks Bovaird, Brian Crawford, Peter M. Clausi, Dr. Stephen Coutts, Zachary Goldenberg, Randy Hoback and Ali Jomaa. Please act now to protect your investment in the Corporation and enhance the value of the Corporation.

Contact Details:

Barney Lassche
Email: intelswot@gmail.com
Phone: 647-779-4247

STAR NAVIGATION SYSTEMS GROUP LTD.

NOTICE OF SPECIAL MEETING

AND

DISSIDENT INFORMATION CIRCULAR

**WITH RESPECT TO THE
SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON
December 11, 2019**

NOVEMBER 12, 2019

STAR NAVIGATION SYSTEMS GROUP LTD.**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS HEREBY GIVEN THAT a special meeting (the “**Meeting**”) of the holders of common shares (the “**Shareholders**”) of Star Navigation Systems Group Ltd. (“**SNS**” or the “**Corporation**”) has been called by Jasvinder Kaur, Gurdeep K Narula, Sugar Valley Estate Ltd., Gurdip Panaich, Gursharn Singh Sidhu, Ali Jomaa, Harvey Beishuizen, Karl Reichert, Brian J Pulis, Gurman Deep Singh Brar, Sukhjinder Singh Purewal, Surjit Singh Brar, Barney Lassche, Randy Childs, Urvashi Yadav and Natley Uppal (the “**Concerned Shareholders**”) pursuant to Section 105(4) of the *Business Corporations Act* (Ontario). The meeting is scheduled to be held at Chandni Convention Centre, 5 Gateway Blvd., Brampton, Ontario, Canada at 8:00 a.m. (Toronto time) on December 11, 2019 for the following purposes:

1. to elect J. Birks Bovaird, Brian Crawford, Peter M. Clausi, Dr. Stephen Coutts, Zachary Goldenberg, Randy Hoback and Ali Jomaa as directors of the Company;
2. to approve and authorize the board of directors of the Corporation to investigate at its discretion any and all related party transactions in respect of the Corporation; and
3. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying proxy circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this notice. Also accompanying this notice is a form of Proxy. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on November 4, 2019, will be entitled to receive notice of and vote at the Meeting. If you are unable to attend the Meeting in person, please complete, sign and date the enclosed Blue Proxy and return the same in the manner, within the time and to the location set out in the Blue Proxy accompanying this notice.

DATED at Toronto, Ontario this 12th day of November, 2019.

Registered shareholders unable to attend the Meeting are requested to date, sign and return their form of Blue Proxy. If you are a non-registered shareholder of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.

“Barney Lassche”

On behalf of the Concerned Shareholders

PROXY CIRCULAR

This dissident shareholder's information circular (this "**Circular**"), dated November 12, 2019, and the accompanying **BLUE** form of proxy are provided to you in connection with the solicitation of proxies by and on behalf of Jasvinder Kaur, Gurdeep K Narula, Sugar Valley Estate Ltd., Gurdip Panaich, Gursharn Singh Sidhu, Ali Jomaa, Harvey Beishuizen, Karl Reichert, Brian J Pulis, Gurman Deep Singh Brar, Sukhjinder Singh Purewal, Surjit Singh Brar, Barney Lassche, Randy Childs, Urvashi Yadav and Natley Uppal (the "**Concerned Shareholders**"), to be used at the special meeting of holders of common shares (the "**Common Shares**") of Star Navigation Systems Group Ltd. ("**SNS**" or the "**Corporation**"), scheduled to be held at 8:00 a.m. (Eastern time) on December 11, 2019, at Chandni Convention Centre, 5 Gateway Blvd., Brampton, Ontario, Canada and at any and all adjournments or postponements thereof (the "**Meeting**").

This solicitation of proxies is made by the Concerned Shareholders. This solicitation of proxies is NOT made by or on behalf of management of SNS.

If you support the Concerned Shareholders, only use the **BLUE** form of proxy enclosed with this Circular.

The Concerned Shareholders are soliciting proxies in support of the election of the following nominees as directors of SNS: J. Birks Bovaird, Brian Crawford, Peter M. Clausi, Dr. Stephen Coutts, Zachary Goldenberg, Randy Hoback and Ali Jomaa (each, a "**Concerned Shareholders Nominee**" and collectively, the "**Concerned Shareholders Nominees**").

Your vote is very important to the future of your investment in SNS. If, after reading this Circular, you agree that changes to the current Board are necessary and that the Concerned Shareholders Nominees will better serve your interests as shareholders of SNS, please sign, date and deposit the enclosed BLUE form of proxy. Please follow the instructions under the heading "General Proxy Information" in this Circular with respect to depositing a proxy. The BLUE form of proxy automatically revokes any earlier proxy. The Concerned Shareholders urges you to disregard any proxy sent to you by SNS's management should they choose to send one.

Unless otherwise noted, the information concerning SNS contained in this Circular has been taken from, or is based upon, publicly available documents or records on file with Canadian securities regulatory authorities and other public sources. Although the Concerned Shareholders have no knowledge that would indicate that any statement contained therein is untrue or incomplete, the Concerned Shareholders do not assume responsibility for the accuracy or completeness of such information or for any failure by SNS to disclose material information which may affect the significance or accuracy of such information. Information concerning SNS is available for review on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com.

Based upon publicly available information, the Corporation's mailing address and head office is 300 – 2970 Lakeshore Blvd. West, Toronto, Ontario, Canada, M8V 1J7.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain statements contained in this Circular constitute forward-looking statements. The words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to the Concerned Shareholders, the Corporation or its future management, are intended to identify forward-looking statements. Such statements reflect the current views of the Concerned Shareholders with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Corporation's actual results, performance or achievements that may be expressed or implied by such forward-looking statements to vary from those described herein should one or more of these risks or uncertainties materialize. Such factors include, but are not limited to, economic, business, technological, competitive and regulatory factors.

BACKGROUND AND REASONS FOR THIS SOLICITATION

Purpose of the Solicitation

The Concerned Shareholders are soliciting proxies to: (i) elect the Concerned Shareholders Nominees as directors of SNS at the Meeting, as described under “Particulars of Matters to be Acted Upon, and (ii) authorize the board at its discretion to investigate any and all related party transactions involving SNS. In the letter to shareholders set out above, the Concerned Shareholders outline the principal reasons why they believe that new Board leadership is urgently needed at SNS, and why it is in the best interests of SNS and all of its shareholders to replace the Directors to be Removed with the Concerned Shareholders Nominees.

The Concerned Shareholders

The Concerned Shareholders are Jasvinder Kaur, Gurdeep K Narula, Sugar Valley Estate Ltd., Gurdip Panaich, Gursharn Singh Sidhu, Ali Jomaa, Harvey Beishuizen, Karl Reichert, Brian J Pulis, Gurman Deep Singh Brar, Sukhjinder Singh Purewal, Surjit Singh Brar, Barney Lassche, Randy Childs, Urvashi Yadav and Natley Uppal. The Concerned Shareholders collectively hold 29,461,294 Common Shares, which represents approximately 5.7% of the number of SNS Common Shares issues and outstanding.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of the Concerned Shareholders Nominees

At the Meeting, shareholders will be asked to elect as a director of the Corporation, in each case to hold office until the next annual meeting of the shareholders of the Corporation or until their successors are elected or appointed, each of the Concerned Shareholders Nominees, namely J. Birks Bovaird, Brian Crawford, Peter M. Clausi, Dr. Stephen Coutts, Zachary Goldenberg, Randy Hoback and Ali Jomaa.

The Concerned Shareholders recommend that the shareholders of the Corporation vote **FOR** the election of the Concerned Shareholders Nominees. Unless the shareholder directs that his or her shares are to be withheld from voting in connection with the election of a Concerned Shareholders Nominee, the individuals **named in the enclosed BLUE Proxy will vote FOR the election of each such Concerned Shareholders Nominee.**

Each of these nominees, if elected, will hold office until the close of the next annual meeting of shareholders of the Corporation or until his or her successor is elected or appointed, unless his office is earlier vacated. If elected, the Concerned Shareholders Nominees intend to discharge their duties as directors of the Corporation consistent with all applicable legal requirements, including fiduciary obligations imposed on all corporate directors.

The following table contains certain information concerning the Concerned Shareholders Nominees, including their location of residence, their principal occupation or employment during the last five years and the number of Common Shares and any other securities of the Corporation beneficially owned by each, directly or indirectly, or over which they exercise control or direction, if any. Unless otherwise noted, the current occupation of each of the Concerned Shareholders Nominees has been their occupation for the past five years.

| Name, Province or State and Country of Residence | Present Principal Occupation, Business or Employment and Principal Occupation, Business or Employment During the Preceding Five Years | Number of Common Shares Beneficially Owned or Controlled or Directed (Directly or Indirectly) ⁽¹⁾ |
|--|---|--|
| J. Birks Bovaird Ontario, Canada | Chair of the Board, Energy Fuels Inc. Chairman, GTA Financecorp Inc. Director and Chair of Audit Committee, Noble Mineral Exploration Inc. Director and Member of Audit Committee, Interactive Capital Partners Corporation Chair of the Board, Buccaneer Gold Corp. | Nil |
| Brian Crawford Ontario, Canada | President, Brant Capital Partners Inc. Director and Chief Financial Officer, Tempus Capital Inc. (CSE) Director and CFO, CBLT Inc. (TSX-V) Director and CFO, GTA Financecorp Inc. Director and CFO, Colibri Resource Corporation (TSX-V) Director and CFO, Interactive Capital Partners Corporation Director and CFO, Falcon Gold Corp. (TSX-V) Director and CFO, Searchlight Resources Inc. (TSX-V) | Nil |
| Peter M. Clausi Ontario, Canada | President, Maplegrow Capital Inc. CEO and Director, CBLT Inc. (TSX-V) CEO and Director, GTA Financecorp Inc. Director, Camrova Resources Inc. (TSX-V) Director, Buccaneer Gold Corp. (TSXV) Director, Interactive Capital Partners Corporation Director, Searchlight Resources (TSXV) | Nil |
| Dr. Stephen Coutts Ontario, Canada | Dr. S. Coutts Medical Professional Corporation; practiced emergency medicine in the United States of America and Ontario Lecturer and consultant for major pharmaceutical companies on chronic musculoskeletal pain and cannabinoid therapies | Nil |
| Zachary Goldenberg Ontario, Canada | Principal of Liberty Venture Partners, a Toronto-based investment and advisory firm. Lawyer, private practise in Toronto and Vancouver | Nil |
| Randy Hoback Saskatchewan, Canada | Member of Parliament since 2008 | Nil |
| Ali Jomaa Ontario, Canada | Senior Partner of GBB Consulting, a London, Ontario based international business consulting firm Professor, Fanshawe College's School of International Business | Nil |

Notes

- (1) The information concerning the Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Concerned Shareholders, has been furnished by the respective Concerned Shareholders Nominees.

None of the Concerned Shareholders Nominees has been or is currently a director of the Corporation nor held any other position or office with the Corporation or any of its affiliates. All of the Concerned Shareholders Nominees are Canadian residents.

Each of the Concerned Shareholders Nominees has consented to being named as a nominee in this Circular. The Concerned Shareholders do not expect that any of the Concerned Shareholders Nominees will be unable to stand for election to the board of directors of the Corporation or to serve as a director if elected. In the event that a vacancy in the above slate of directors of the Concerned Shareholders should occur unexpectedly, the Concerned Shareholders may appoint a substitute nominee selected by the Concerned Shareholders. The representatives named in the enclosed Blue Proxy intend to cast the votes represented by such proxy for such substitute nominee at their discretion unless you have specified in your proxy that your shares are to be withheld from voting on the election of directors of the Corporation.

None of the Concerned Shareholders Nominees are involved in the solicitation of proxies for the Meeting (other than by virtue of their agreement to stand for election to the Board) and none are engaged in organizing, directing or financing the Concerned Shareholders' dissident shareholder activities, save and except for Peter M. Clausi who is providing advice based upon his experience as a lawyer and shareholder activist. Except as disclosed herein, there are no contracts, arrangements or understandings between any of the Concerned Shareholders Nominees and any other person pursuant to which the Concerned Shareholders Nominees are to be elected.

The Concerned Shareholders believe that, if elected, each of the Concerned Shareholders Nominees will be "independent" directors within the meaning of National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") being, among other things, a person other than an officer or employee of SNS or any other individual having a business or other relationship which, in the opinion of the Board, would (or could reasonably be perceived to) interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The members and chairs of each of the Audit Committee and Corporate Governance and Compensation Committee of SNS will be appointed by the board of directors of SNS including the Concerned Shareholders Nominees, once elected.

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders Nominees or any of their respective associates or affiliates, is or has been indebted to the Corporation or any of its subsidiaries at any time since the beginning of the Corporation's most recently completed financial year or which have indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding by the Corporation or any of its subsidiaries.

To the knowledge of the Concerned Shareholders, none of the Concerned Shareholders Nominees, nor any of their respective associates or affiliates, has any contract, arrangement or understanding with any person with respect to future employment by the Corporation or any of its affiliates, or future transactions to which the Corporation or any of its affiliates will or may be a party.

To the knowledge of the Concerned Shareholders, there is no contract, arrangement or understanding between the Corporation and the Concerned Shareholders Nominees (other than their agreement to stand for election to the board of the Corporation).

Concerned Shareholders Nominees Profiles

Further background information with respect to the Concerned Shareholders Nominees is set forth below:

J. Birks Bovaird, ICD.D., age 72

For a majority of his career, Mr. Bovaird's focus has been the provision and implementation of corporate financial consulting and strategic planning services. He is the Chairman of Energy Fuels Inc., the largest producer of uranium in the United States. He was previously the Vice-President of Corporate Finance for one of Canada's major accounting firms. He is Chairman of GTA Financecorp Inc., a reporting issuer in good standing, currently not listed, as well as a member of the audit and compensation committees. He is an independent director of Noble Mineral

Exploration Inc. where he is a member of the audit committee and chair of the compensation committee. He also serves as an independent director and member of the audit committee of Interactive Capital Partners Corporation which is a reporting issuer whose common shares are not currently trading. Additionally, he acts as Chair of the Board of Buccaneer Gold Corp., a reporting issuer in good standing, not listed. Mr. Bovaird has previously been involved with numerous public resource companies, both as a member of management and as a director. He is a graduate of the Canadian Director Education Program and holds an ICD.D designation.

Brian Crawford, age 72

Mr. Crawford, a chartered professional accountant, is currently president of a private corporate finance company, and has many years' experience as a financial officer of private and public corporations as well as being a former partner of a national firm of chartered professional accountants. Brian is currently chief financial officer and a director of other reporting issuers, including Tempus Capital Inc., CBLT Inc., Colibri Resource Corporation, GTA Financecorp Inc., Falcon Gold Corp., Interactive Capital Partners Corporation and Searchlight Resources Inc.

Peter M. Clausi, age 55

Mr. Clausi is an Ontario lawyer, investment banker, public speaker and shareholder activist. Among other roles he is the President and CEO of CBLT Inc., GTA Financecorp Inc. and Interactive Capital Partners Inc. He is an independent director of Camrova Resources Ltd., Buccaneer Gold Corp. and Searchlight Resources Inc.

Dr. Stephen Coutts, age 55

Dr. Coutts received his medical degree from the University of Western Ontario, following which he completed his post graduate training in Victoria, BC. Dr. Coutts practiced Emergency Medicine in the United States for several years before returning to Northern Ontario. Dr. Coutts has extensive experience in pain management and addiction medicine. He acts as a lecturer and consultant for major pharmaceutical companies on chronic musculoskeletal pain and cannabinoid therapies. Dr. Coutts was a former registrant with an IIROC member firm for four years.

Zachary Goldenberg, age 30

Mr. Goldenberg is a lawyer by background with significant experience in both the private and public markets as an operator, investor and advisor. Mr. Goldenberg is a principal of Liberty Venture Partners, a Toronto-based investment and advisory firm which focuses on venture investments and providing corporate strategy and transaction advisory services. Prior to founding Liberty Ventures, Mr. Goldenberg practised corporate and securities law in Toronto and Vancouver, Canada. Mr. Goldenberg is a graduate of the combined JD / HBA from Western Law and Ivey School of Business and is a member of the Law Society of Ontario.

Randy Hoback, age 51

Mr. Hoback is a member of Canadian Parliament representing the federal riding of Prince Albert, Saskatchewan. First elected in 2008, he was re-elected in 2011 and 2015. He is a past director and past member of the advisory board of Getchell Gold Corp.

Ali Jomaa, age 53

Mr. Jomaa is a senior partner with GBB Consulting, an international business consulting firm.

Other Boards of Reporting Issuers

As at the date hereof, the following Concerned Shareholders Nominees are directors of reporting issuers as set out below:

| Concerned Shareholders Nominees | Current Directorships |
|--|--|
| J. Birks Bovaird | Chairman of GTA Financecorp Inc. Independent Director and Chair of Audit Committee of Noble Mineral Exploration Inc. Independent Director and Member of Audit Committee of Interactive Capital Partners Corporation Chairman of the Board of Buccaneer Gold Corp. |
| Brian Crawford | Director and Chief Financial Officer of Tempus Capital Inc. (CSE) Director and CFO, CBLT Inc. (TSX-V) Director and CFO, GTA Financecorp Inc. Director and CFO, Interactive Capital Partners Corporation Director and CFO, Colibri Resource Corporation (TSX-V) Director and CFO, Falcon Gold Corp. (TSX-V) Director and CFO, Searchlight Resources Inc. |
| Peter M. Clausi | Director, President and Chief Executive Officer of CBLT Inc. (TSX-V) Director, President and Chief Executive Officer, GTA Financecorp Inc. (TSX-V) Director and Audit Committee, Camrova Resources Inc. (TSX-V) Director and Chair of Special Committee, Buccaneer Gold Corp. (TSX-V) Director and CEO, Interactive Capital Partners Corporation Director and Audit Committee, Searchlight Resources (TSXV) |

Cease Trade Orders and Bankruptcies

Peter M. Clausi, Brian Crawford and J. Birks Bovaird each became a director and officer of Interactive Capital Partners Corporation on July 3, 2014 when such Corporation was already the subject of a cease trade order issued more than two years prior on May 8, May 9, and May 17, 2012 by the Ontario, British Columbia, and Alberta Securities Commissions respectively as a result of its failure to meet its timely disclosure filing obligations. Messrs. Clausi, Crawford and Bovaird were instrumental in bringing the company's filing obligations current, resulting in the cease trade orders being revoked by the Ontario and British Columbia Securities Commissions on April 4, 2016 and by the Alberta Securities Commission on April 6, 2016.

On October 4, 2019, CBLT Inc. became subject to a cease trade order from the Ontario Securities Commission as a result of its failure to meet its annual timely disclosure filing obligations. Mr. Clausi and Mr. Crawford were directors and officers at such date and continue to hold such positions. The cease trade order resulted from a contemplated larger corporate reorganization of CBLT Inc. and process is underway to have the cease trade order revoked.

Penalties and Sanctions

To the knowledge of the Concerned Shareholders, as of the date of this Circular, no Concerned Shareholders Nominee has been subject to (a) 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 (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a Concerned Shareholders Nominee.

Other Business of the Meeting

As at the date hereof, the Concerned Shareholders know of no amendments, variations or other matters to be presented for action at the Meeting. If, however, any amendments, variations or other matters properly come before the Meeting, the persons named as proxyholder in the **BLUE** form of proxy will vote on such matters in accordance with his or her best judgment on the matter.

VOTING SECURITIES AND PRINCIPAL SHAREHOLDERS

For purposes of the Meeting, the Concerned Shareholders established November 4, 2019 (the “**Record Date**”) as the record date for determining shareholders entitled to notice of the Meeting and to vote at the Meeting.

To the knowledge of the Concerned Shareholders, based on publicly available information: (i) the authorized capital of the Corporation consists of an unlimited number of Common Shares and as of the Record Date there were 519,476,538 Common Shares issued and outstanding; and (ii) each Common Share carries one vote per share.

To the knowledge of the Concerned Shareholders, based on publicly available information, no person beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding shares of SNS.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Concerned Shareholders, none of them, the Concerned Shareholders Nominees, nor any of their respective associates or affiliates, has, or has had, any material interest, direct or indirect, in any transaction or proposed transaction since the beginning of the Corporation’s most recently completed financial year which has materially affected or would materially affect the Corporation or any of its subsidiaries or affiliates, other than as publicly disclosed by the Corporation in its management information circular and proxy statement dated as of November 7, 2018.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

To the knowledge of the Concerned Shareholders, none of them, the Concerned Shareholders Nominees, nor any of their respective associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter disclosed to date to be acted upon at the Meeting other than the election of directors.

GENERAL PROXY INFORMATION

Solicitation of Proxies

This Circular is furnished by the Concerned Shareholders in connection with the solicitation of proxies for use at the Meeting and at any adjournment or postponement thereof. Proxies may be solicited by mail, telephone, fax or other electronic means and in person, as well as by newspaper or other media advertising.

The costs incurred in the preparation and mailing of this proxy circular and the solicitation will initially be borne directly by the Concerned Shareholders. However, the Concerned Shareholders intend to seek reimbursement from the Corporation of the Concerned Shareholders out-of-pocket expenses, including any proxy solicitation expenses and legal fees, incurred in connection with the Meeting. The Concerned Shareholders may also reimburse brokers and other persons holding Common Shares in their name or in the name of nominees for their costs incurred in sending proxy materials to their principals in order to obtain their proxies.

No person is authorized to give information or to make any representations other than those contained in this Circular and, if given or made, such information or representations must not be relied upon as having been authorized by the Concerned Shareholders to be given or made.

Appointment of Proxies

The persons named as proxyholders in the enclosed **BLUE** form of proxy are Barney Lassche and, failing him, J. Birks Bovaird. **A shareholder of the Corporation has the right to appoint a person, who need not be a shareholder of SNS, other than the persons named in the BLUE form of proxy accompanying this Circular, as proxyholder to attend and act for and on behalf of such shareholder at the Meeting and may exercise such right by striking out the names of the persons named in the BLUE form of proxy and inserting the name of the person to be appointed as proxyholder in the blank space provided on the BLUE form of proxy or by completing another proper form of proxy.**

Shareholders should carefully complete and sign their proxies in accordance with the instructions contained in this Circular and on the **BLUE** proxy in order to ensure that their proxies can be used at the Meeting. Completed and executed proxies should be returned in accordance with the instructions on the form of proxy.

Registered Shareholders

If you are a registered shareholder of SNS (meaning your Common Shares are held by you directly and not by your broker or other intermediary), you should follow the procedures set out in the enclosed **BLUE** form of proxy and as set out below.

In order to vote FOR:

- A. the election of the Concerned Shareholders Nominees put forth in this Circular, you should complete the **BLUE** form of proxy enclosed by marking “**FOR**” with respect to the election of each of the Concerned Shareholders Nominees as outlined on the **BLUE** form of proxy;
- B. the resolution authorizing the board of directors of the Corporation to investigate at its discretion any and all related party transactions, you should complete the **BLUE** form of proxy enclosed by marking “**FOR**” with respect to the resolution

and sign and date the **BLUE** form of proxy and mail it back to the address indicated on the **BLUE** form of proxy. In order to ensure timely receipt before the deadline, the Concerned Shareholders recommend that all registered shareholders who wish to vote **FOR** the Concerned Shareholders Nominees vote via the internet as set out in the enclosed **BLUE** proxy.

Revocation of Proxies

A registered shareholder of the Corporation who has given a proxy may, in accordance with Section 110(4) of the *Business Corporations Act* (Ontario), also revoke the proxy at any time prior to use (i) by depositing an instrument in writing revoking the proxy, executed by such registered shareholder or by his, her or its attorney authorized in writing, either: (x) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or (y) with the chair of the Meeting on the day of the Meeting or any adjournment thereof; or (ii) in any other manner permitted by law.

IN ORDER TO BE VOTED AT THE MEETING, YOUR PROXY MUST BE RETURNED TO ODYSSEY TRUST COMPANY PRIOR TO 8:00 A.M. (TORONTO TIME) ON DECEMBER 9, 2019 OR, IF THE MEETING IS ADJOURNED OR POSTPONED, BY THE TIME TO WHICH THE MEETING IS SO POSTPONED OR ADJOURNED.

Exercise of Discretion

The Common Shares represented by the enclosed **BLUE** form of proxy will be voted for, against or withheld from voting, as applicable, in accordance with the instructions of the shareholder on any ballot that may be called for at the Meeting or any adjournment(s) or postponement(s) thereof, and where you specify a choice with respect to any matter to be acted upon, the Common Shares will be voted in accordance with your specification so made.

In the absence of such specification, Common Shares represented by the enclosed BLUE form of proxy will be voted FOR the election of each of the Concerned Shareholders Nominees and FOR the resolution authorizing the board of directors of the Corporation to investigate at its discretion any and all related party transactions. The enclosed form of proxy confers the persons appointed under the proxy with discretionary authority (which they will exercise in accordance with their best judgment) with respect to any variation or amendments to those matters specified in the proxy and with respect to any other matters which may properly be brought before the Meeting or any adjournment(s) or postponement(s) thereof. The Concerned Shareholders are not currently aware of any such amendment, variation or other matter.

Non-Registered Shareholders

The information in this section only applies to shareholders who hold their Common Shares through a broker or other Intermediary (as defined below).

Only registered shareholders of SNS or the persons they appoint as their proxyholders are permitted to attend and vote at the Meeting. In many cases, Common Shares beneficially owned by a person (a “**Non-Registered Holder**”) are registered either (i) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a depository, such as CDS Clearing and Depository Services Inc. in Canada and The Depository Trust Company in the United States.

The Concerned Shareholders have distributed copies of this Circular and form of proxy to the depositories and Intermediaries for distribution to the Non-Registered Holders. Intermediaries are required to forward all meeting materials to Non-Registered Holders. Intermediaries often use service companies to forward the meeting materials to Non-Registered Holders. Generally, Non-Registered Holders 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 Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the BLUE form of proxy and submit it to Odyssey Trust Company. A Non-Registered Holder should contact his, her or its broker for assistance in ensuring that the enclosed BLUE form of proxy is appropriately completed and properly voted in accordance with the instruction of the Non-Registered Holder; or
- (b) more typically, Non-Registered Holders will receive a voting instruction form which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions. Non-Registered Holders should follow the instruction provided in the voting instructions form, using one of the described voting methods provided, to vote their shares.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. **Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or to have another person appointed as proxyholder to attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the BLUE form of proxy and insert the Non-Registered Holder’s or such other person’s name in the blank space provided.** In any case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy (or any proxy authorization form) is to be delivered.

A Non-Registered Holder wishing to vote **FOR** the election of the Concerned Shareholders Nominees and for the resolution authorizing the board of directors of the Corporation to investigate at its discretion any and all related party transactions should contact his, her or its broker for assistance in ensuring that the enclosed BLUE form of proxy is appropriately completed by the necessary person at their Intermediary and that the shares held are properly voted in accordance with the instructions of the Non-Registered Holder.

A Non-Registered Holder may revoke a form of proxy or voting instruction form given to an Intermediary or Broadridge at any time by written notice to the Intermediary in accordance with the instructions given to the Non-Registered Holder by its Intermediary. A Non-Registered Holder should contact his, her or its broker for assistance in ensuring that forms or proxies or voting instructions previously given to an Intermediary or Broadridge are properly revoked.

Delivery of Proxy-Related Materials to Objecting Beneficial Holders

The Concerned Shareholders do not intend to pay for intermediaries to deliver proxy-related materials and Form 54-101F7 – Request for Voting Instructions to “objecting beneficial owners”.

ADDITIONAL INFORMATION

Except as otherwise provided herein and as is disclosed in the public record by the Corporation, information regarding executive compensation, management contracts, securities authorized for issuance under equity compensation plans and indebtedness of directors and executive officers of the Corporation is not known to the Concerned Shareholders and are not reasonably within the power of the Concerned Shareholders to obtain. The Concerned Shareholders requested the information from the Corporation, through its counsel, but the request was ignored. As a result, as allowed by applicable securities laws, this information is not included in this Circular.

APPROVAL

Information contained in this Circular, unless otherwise indicated, is given as of the date hereof. The contents of this Circular have been approved by the Concerned Shareholders. In addition, the sending of this Circular has been approved by the Concerned Shareholders and a copy of the Circular has been sent to SNS, each director of SNS, each shareholder entitled to notice of the Meeting and the auditor of SNS. This Circular complies with the regulations made under the *Business Corporations Act* (Ontario).

November 12, 2019

[signature page follows]

By: "Jasvinder Kaur"
Jasvinder Kaur

By: "Gurdeep K. Narula"
Gurdeep K. Narula

By: "Gurdip Panaich"
Gurdip Panaich

By: "Gursharn Singh Sidhu"
Gursharn Singh Sidhu

By: "Ali Jomaa"
Ali Jomaa

By: "Harvey Beishuizen"
Harvey Beishuizen

By: "Karl Reichert"
Karl Reichert

By: "Brian J. Pulis"
Brian J. Pulis

By: "Gurman Deep Singh Brar"
Gurman Deep Singh Brar

By: "Sukhjinder Singh Purewal"
Sukhjinder Singh Purewal

By: "Surjit Singh Brar"
Surjit Singh Brar

By: "Barney Lassche"
Barney Lassche

By: "Randy Childs"
Randy Childs

By: "Urvashi Yadav"
Urvashi Yadav

By: "Natley Uppal"
Natley Uppal

Sugar Valley Estate Ltd.

By: "R. Berkovich"
R. Berkovich, President