

**PLUS8 GLOBAL VENTURES, LTD.  
(FORMERLY ROYAL MONASHEE GOLD CORP.)**

Suite 911, 850 West Hastings Street  
Vancouver, BC V6C 1E1

**INFORMATION CIRCULAR**

(as at October 10, 2014 except as otherwise indicated)

**SOLICITATION OF PROXIES**

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the Management of Plus8 Global Ventures, Ltd. (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general meeting of the shareholders of the Company to be held on Monday, November 17, 2014 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone.

**APPOINTMENT AND REVOCATION OF PROXY**

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person’s name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. (“**Computershare**”) by 10:00 a.m. (Pacific Time) on Thursday, November 13, 2014, or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above;
- (b) signing and dating a written notice of revocation and delivering it to Computershare, or by transmitting a revocation by telephonic or electronic means, to Computershare at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it; or
- (c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

**Provisions Relating to Voting of Proxies**

**The shares represented by Proxy in the form provided to shareholders will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditor as set out in this Circular. The Proxy gives the person named in it the discretion to vote as**

**such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the management of the Company (the “Management”) knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.**

#### **Advice to Beneficial Holders of Common Shares**

**The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold common shares in their own name.** Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those common shares will, in all likelihood, not be registered in the shareholder’s name. Such common shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such 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). In the United States, the vast majority of such common shares are registered under the name of Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their 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 instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form (“**VIF**”), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote common shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own (“**OBOs**”) and those who

do not object to their identity being made known to the issuers of the securities which they own (“NOBOs”). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

Pursuant to the provisions of NI 54-101, the Company is providing the Notice of Meeting, Circular and Proxy or VIF, as applicable, to both registered owners of the securities and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF. As a result, if you are a non-registered owner of the securities, you can expect to receive a scannable VIF from Computershare. Please complete and return the VIF to Computershare in the envelope provided or by facsimile. In addition, telephone voting and internet voting instructions can be found on the VIF. Computershare will tabulate the results of the VIFs received from the Company’s NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by the VIFs they receive.

The Company’s OBOs can expect to be contacted by Broadridge or their brokers or their broker’s agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting, Circular and VIF to OBOs and accordingly, if the OBO’s intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expenses to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 10:00 a.m. (Pacific time) on the day which is at least three business days prior to the Meeting. **A Beneficial Shareholder who wishes to attend the Meeting and to vote their common shares as proxyholder for the registered shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

All references to shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company

as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

### **Financial Statements**

The audited financial statements of the Company for the year ended September 30, 2012 and for the fifteen months ended December 31, 2013, together with the auditor's report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

As at the date of the accompanying Notice of Meeting, the Company's authorized capital consists of an unlimited number of common shares of which 12,454,850 are issued and outstanding. All common shares in the capital of the Company carry the right to one vote

Shareholders registered as at October 10, 2014, are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, no person beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the issued and outstanding common shares of the Company.

### **ELECTION OF DIRECTORS**

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The number of directors of the Company was set at three at the Company's last annual general meeting. Shareholders will be asked at the Meeting to pass an ordinary resolution to set the number of directors for the ensuing year at four.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present <sup>(1)</sup>
<b>Martin J.C. Woodward<sup>(2)</sup></b> British Columbia, Canada  <i>Chief Executive Officer and Director</i>	IT Specialist, employed by Ballard Power Systems Ltd. since 2001.	September 9, 1997 to December 15, 2000; June 2, 2004 to August 29, 2012; May 9, 2014 to present	1,205,000
<b>W. Benjamin Catalano<sup>(2)</sup></b> British Columbia, Canada  <i>Interim Chief Financial Officer and Director</i>	Realtor, Sutton Group, 1991 to present.	June 2, 2004	1,075,000
<b>Mark Rutledge</b> British Columbia, Canada  <i>Director</i>	Chief Executive Officer, 20 Year Media Corp., January 2011 to present; President, Carraway Capital Corporation, March 1998 to present.	June 26, 2013	Nil
<b>Jason Moreau<sup>(2)</sup></b> British Columbia, Canada  <i>Director</i>	Chief Financial Officer and Director, Conation Capital Corp., July 2011 to present; President and Chief Executive Officer of Cytiva Software, 2001 to 2011.	May 9, 2014	1,090,000

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) A member of the audit committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

### Corporate Cease Trade Orders or Bankruptcies

Other than set out below, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that while that person was acting in that capacity:

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

- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

On February 2, 2009, the British Columbia Securities Commission (the “**BCSC**”) issued a cease trade order (a “**CTO**”) against the Company for failure to file certain financial statements. The financial statements were subsequently filed and the CTO was revoked on October 5, 2010. The BCSC issued a second CTO against the Company on February 3, 2012 for the failure to file certain financial statements. The financial statements were subsequently filed and this second CTO was revoked on March 30, 2012. Each of Benjamin Catalano and Martin Woodward were directors of the Company when the CTOs were issued.

On December 6, 2005, the BCSC issued a CTO against Thrilltime Entertainment International Inc. (“**Thrilltime**”) for the failure to file certain financial statements. On March 10, 2006, the Alberta Securities Commission (the “**ASC**”) issued a reciprocal CTO. The financial statements were subsequently filed and the BCSC CTO was revoked on September 19, 2006. The reciprocal ASC CTO was revoked on September 20, 2006. Each of Benjamin Catalano and Martin Woodward were directors of Thrilltime when the CTOs were issued.

### **Individual Bankruptcies**

No director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

### **Penalties or Sanctions**

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

## **EXECUTIVE COMPENSATION**

### **Named Executive Officers**

During the fifteen month financial year ended December 31, 2013, the Company had three Named Executive Officers (“**NEOs**”) being, James Timms, the former President, Chief Executive Officer (“**CEO**”) and Chief Financial Officer (“**CFO**”), and David Elias, the former CEO, and Janice McLean, the former CFO of the Company.

On August 29, 2012 James S. Timms resigned as President and CEO and David Elias was appointed the CEO of the Company. On September 12, 2013 James Timms resigned as CFO of the Company and Janice McLean was appointed CFO in his place. Janice McLean resigned as CFO on May 9, 2014 and Benjamin Catalano was appointed Interim CFO. David Elias also resigned as CEO on May 9, 2014 and Martin Woodward was appointed CEO on this date.

“Named Executive Officer” means: (a) each CEO, (b) each CFO, (c) each of the three most highly compensated executive officers of the company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be a NEO under (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

## **COMPENSATION DISCUSSION AND ANALYSIS**

### **Compensation Discussion and Analysis**

The Board of Directors (the “**Board**”) compensation program is designed to provide competitive levels of compensation, a significant portion of which is dependent upon individual and corporate performance and contribution to increasing shareholder value. The Board recognizes the need to provide a total compensation package that will attract and retain qualified and experienced executives as well as align the compensation level of each executive to that executive’s level of responsibility. In general, a NEO’s compensation is comprised of contractor payments and stock option grants.

The objectives and reasons for this system of compensation are generally to allow the Company to remain competitive compared to its peers in attracting and retaining experienced personnel. All salaries and/or consulting fees are to be set on a basis of a review and comparison of compensation paid to executives at similar companies.

The Board has not formally considered the risks associated with the Company’s compensation policies and practices. The Company has attempted to minimize those compensation practices and policies that expose the Company to inappropriate or excessive risks.

The Company’s NEOs and directors are not permitted to purchase financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

### **Share-Based and Option-Based Awards**

The Company does not grant share-based awards. Although the Company does have a stock option plan, it has not granted any stock options to date.

## **SUMMARY COMPENSATION TABLE**

Set out below is a summary of compensation paid or accrued during the Company’s three most recently completed financial years to the Company’s NEOs.

### Summary Compensation Table

Name and principal position	Year <sup>(1)</sup>	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$) <sup>(4)</sup>	Total compensation (\$)
					Annual Incentive plans	Long-term incentive plans			
<b>David Elias</b> <sup>(2)</sup> <i>Former CEO</i>	2013	Nil	Nil	Nil	Nil	Nil	Nil	164,398	164,398
	2012	Nil	Nil	Nil	Nil	Nil	Nil	8,092	8,092
<b>Janice McLean</b> <sup>(3)</sup> <i>Former CFO</i>	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>James Timms</b> <sup>(2)(3)</sup> <i>Former Chief Executive Officer, President, &amp; Chief Financial Officer</i>	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) The Company's financial year end changed from September 30 to December 31. As such, the most recently completed financial year is for the fifteen month period from October 1, 2012 to December 31, 2013.
- (2) On August 29, 2012 David Elias was appointed as Chief Executive Officer of the Company following the resignation of James Timms as President and Chief Executive Officer. David Elias resigned Chief Executive Officer of the Company on May 9, 2014 and Martin J.C. Woodward was appointed the Chief Executive Officer of the Company.
- (3) On September 12, 2013 Janice McLean was appointed Chief Financial Officer of the following the resignation of James Timms as Chief Financial Officer. Janice McLean resigned as Chief Financial Officer of the Company on May 9, 2014 and W. Benjamin Catalano was appointed Interim Chief Financial Officer of the Company.
- (4) Represents consulting fees and software development costs paid or accrued during the time period noted. As at December 31, 2013, \$46,605 of this amount remained unpaid. Liability for this unpaid amount was assumed by TraderOS Technologies Inc., the Company's former subsidiary, upon its sale to TraderOS LLC in May 2014.

### INCENTIVE PLAN AWARDS

#### Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by a NEO. The Company does have a stock option plan but, as reflected in the table below, there were no outstanding option-based awards held by the NEOs of the Company at the end of the most recently completed financial year:



**Outstanding Share -Based Awards and  
Option-Based Awards**

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
<b>David Elias<sup>(1)</sup></b> <i>Former CEO</i>	Nil	Nil	Nil	Nil	Nil	Nil
<b>Janice McLean<sup>(2)</sup></b> <i>Former CFO</i>	Nil	Nil	Nil	Nil	Nil	Nil
<b>James Timms<sup>(1)(2)</sup></b> <i>Former Chief Executive Officer, President, &amp; Chief Financial Officer</i>	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) On August 29, 2012 David Elias was appointed as Chief Executive Officer of the Company following the resignation of James Timms as President and Chief Executive Officer. David Elias resigned Chief Executive Officer of the Company on May 9, 2014.
- (2) On September 12, 2013 Janice McLean was appointed Chief Financial Officer of the following the resignation of James Timms as Chief Financial Officer. Janice McLean resigned as Chief Financial Officer of the Company on May 9, 2014.

**Incentive Plan Awards – Value Vested or Earned During the Year**

As reflected in the table below, no option or share based awards vested or were earned during the most recently completed financial year by any NEO:

**Value Vested or Earned for Incentive Plan Awards During the Most  
Recently Completed Financial Year**

Name	Option-based awards - Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
<b>David Elias<sup>(1)</sup></b> <i>Former CEO</i>	Nil	Nil	Nil
<b>Janice McLean<sup>(2)</sup></b> <i>Former CFO</i>	Nil	Nil	Nil
<b>James Timms<sup>(1)(2)</sup></b> <i>Former Chief Executive Officer, President, &amp; Chief Financial Officer</i>	Nil	Nil	Nil

Notes:

- (1) On August 29, 2012 David Elias was appointed as Chief Executive Officer of the Company following the resignation of James Timms as President and Chief Executive Officer. David Elias resigned Chief Executive Officer of the Company on May 9, 2014.
- (2) On September 12, 2013 Janice McLean was appointed Chief Financial Officer of the following the resignation of James Timms as Chief Financial Officer. Janice McLean resigned as Chief Financial Officer of the Company on May 9, 2014

## **Narrative Discussion**

The following information is intended as a brief description of the Company's stock option plan (the "**Stock Option Plan**"). As disclosed elsewhere in this Circular, to date, the Company has not granted any option awards under its Stock Option Plan.

1. The maximum aggregate number of shares that may be issued upon the exercise of stock options granted under the Stock Option Plan shall not exceed 10% of the issued and outstanding share capital of the Company, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the last closing price of the Company's shares traded through the facilities of the Canadian Securities Exchange (the "**Exchange**") prior to the announcement of the option grant, or such other price as may be required or permitted by the Exchange, or if the shares are no longer listed for trading on the Exchange, then such other exchange or quotation system on which the shares are listed or quoted for trading.
2. The Board shall not grant options to any one person in any 12 month period which will, when exercised, exceed 5% of the issued and outstanding shares of the Company or to any one consultant or to those persons employed by the Company who perform investor relations services which will, when exercised, exceed 2% of the issued and outstanding shares of the Company.
3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of shares in respect of the expired or terminated option shall again be available for the purposes of the Stock Option Plan. All options granted under the Stock Option Plan may not have an expiry date exceeding ten years from the date on which the Board grants and announces the granting of the option.
4. If the option holder ceases to be a director, officer, employee or consultant of the Company (other than by reason of death) then the option granted shall expire on a date stipulated by the Board at the time of grant and, in any event, must terminate within 30 days after the date on which the option holder ceases to be a director, officer, employee or consultant, subject to the terms and conditions set out in the Stock Option Plan.

The Board retains the discretion to impose vesting periods on any options granted. Stock options granted to consultants performing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the stock options vesting in any three month period.

## **PENSION BENEFITS**

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

## **TERMINATION AND CHANGE OF CONTROL BENEFITS**

The Company has not entered into any other contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement a change in control of the Company or a change in an NEOs responsibilities.

## **DIRECTOR COMPENSATION**

As reflected in the table below, no compensation was paid to directors in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee

of the board of directors of its subsidiaries, or as consultants or experts, during the Company's most recently completed financial year.

### Director Compensation Table

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
W. Benjamin Catalano	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark Rutledge	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jeremy Pink <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

(1) Jeremy Pink resigned as a director of the Company on May 9, 2014.

### Narrative Discussion

Directors are generally compensated through the grant of stock options, however, no stock options were granted to directors in the last financial year. No directors' fees are paid.

### INCENTIVE PLAN AWARDS

#### Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by a director. The Company does have a stock option plan but, as reflected in the table below, there were no outstanding option-based awards held by the directors of the Company at the end of the most recently completed financial year:

#### Outstanding Option-Based Awards and Option-Based Awards

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$) <sup>(1)</sup>	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
W. Benjamin Catalano	Nil	Nil	Nil	Nil	Nil	Nil
Mark Rutledge	Nil	Nil	Nil	Nil	Nil	Nil
Jeremy Pink <sup>(1)</sup>	Nil	Nil	Nil	Nil	Nil	Nil

Note:

(1) Jeremy Pink resigned as a director of the Company on May 9, 2014.

### Incentive Plan Awards – Value Vested or Earned During the Year

As reflected in the table below, no option or share based awards vested or were earned during the most recently completed financial year by a director:

#### Value Vested or Earned for Incentive Plan Awards During the Most Recently Completed Financial Year

<b>Name</b>	<b>Option-based awards - Value vested during the year (\$)</b>	<b>Share-based awards - Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation - Value earned during the year (\$)</b>
W. Benjamin Catalano	Nil	Nil	Nil
Mark Rutledge	Nil	Nil	Nil
Jeremy Pink <sup>(1)</sup>	Nil	Nil	Nil

Note:

(1) Jeremy Pink resigned as a director of the Company on May 9, 2014.

### EQUITY COMPENSATION PLAN INFORMATION

Disclosure on the Company’s Stock Option Plan is contained under the heading “Incentive Plan Awards-Narrative Discussion”. The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by the securityholders	Nil	N/A	Nil
Equity compensation plans not approved by the securityholders	Nil	N/A	1,245,485
<b>Total</b>	Nil	N/A	1,245,485

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

None of the current or former directors, executive officers, employees of the Company, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors.

## **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

## **APPOINTMENT OF AUDITOR**

### **Auditor**

Management intends to nominate D&H Group LLP, Chartered Accountants, of Vancouver, British Columbia, for re-appointment as auditor of the Company. Forms of proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of D&H Group LLP, Chartered Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

## **MANAGEMENT CONTRACTS**

Other than as disclosed elsewhere in this Circular, no management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

## **AUDIT COMMITTEE**

The Company is required to have an audit committee (the "**Audit Committee**") comprised of not less than three directors.

### **Audit Committee Charter**

The text of the Audit Committee's charter is attached as Schedule "A" to this Circular.

## **Composition of Audit Committee and Independence**

The Company's current Audit Committee consists of Martin J.C. Woodward, Jason Moreau and W. Benjamin Catalano.

National Instrument 52-110 - *Audit Committees* ("NI 52-110") provides that a member of an audit committee is "independent" if the member has no direct or indirect material relationship with the Company, which could, in the view of the Company's Board, reasonably interfere with the exercise of the member's independent judgment. Of the Company's current Audit Committee members, Jason Moreau is "independent" within the meaning of NI 52-110. Martin J. C. Woodward and W. Benjamin Catalano are not "independent" as Martin J.C. Woodward is the Chief Executive Officer of the Company and W. Benjamin Catalano is the Interim Chief Financial Officer of the Company.

NI 52-110 provides that an individual is "financially literate" if he or she 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 reasonably be expected to be raised by the Company's financial statements. All of the members of the Audit Committee are "financially literate" as that term is defined. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an audit committee member.

### **Relevant Education and Experience**

*W. Benjamin Catalano* - Mr. Catalano has been a real estate agent with Sutton Group Realty since 1991. In the past he has taken accounting courses, real estate courses and securities related courses. He brings more than 30 years of business experience spanning a number of industries including real estate marketing and development, high tech, biomedical, securities trading/brokerage and mining and natural resources. He has served as a President, CFO, director and audit committee member for several public companies over the last 12 years.

*Martin J.C. Woodward* - After a 12 year career with a major Canadian chartered bank, Mr. Woodward attended Capilano College's Technical Computer Professional (TCP) program where he graduated on the Dean's List in 2001. Upon his graduation, Mr. Woodward was employed by Xcellsis Fuel Cell Engine Co., and currently he is employed by Ballard Power Systems Inc. in their IT department. Mr. Woodward has passed the Canadian Securities Course and has over 11 years' experience as a director of public companies.

*Jason Moreau* -Mr. Moreau has over 18 years' experience in the software industry. He was the Chief Executive Officer and a director of Cytiva Software Inc., a TSX-V listed public company, from 2001 to 2011. Mr. Moreau is also currently a director of Railtown Capital Corp. and RSI International Systems Inc., both TSX-V listed public companies, and the Chief Financial Officer of Conation Capital Corp.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Audit Committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

### Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (De Minimis Non-audit Services) of NI 52-110; or
- (b) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions).

### Pre-Approval Policies and Procedures

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

### Audit Fees

The following table sets forth the fees paid by the Company and its subsidiaries to D & H Group LLP, Chartered Accountants, for services rendered in the last two fiscal years:

	<u>December 31, 2013</u> <sup>(1)</sup>	<u>September 30, 2012</u>
	(\$)	(\$)
Audit fees <sup>(2)</sup>	22,600	18,557
Audit related fees <sup>(3)</sup> .....	Nil	Nil
Tax fees <sup>(4)</sup> .....	Nil	Nil
All other fees <sup>(4)</sup> .....	Nil	Nil
<b>Total</b>	<b><u>\$22,600</u></b>	<b><u>\$18,557</u></b>

Notes:

- (1) The Company's financial year end changed from September 30 to December 31. As such, the most recently completed financial year is for the fifteen month period from October 1, 2012 to December 31, 2013.
- (2) "Audit fees" include aggregate fees billed by the Company's external auditor in each of the last two fiscal years for audit fees.
- (3) "Audited related fees" include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not reported under "Audit fees" above. The services provided 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.
- (4) "Tax fees" include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company's external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (5) "All other fees" include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

### **Exemption in Section 6.1**

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

### **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below.

#### **Board of Directors**

Management is nominating four individuals to the Board, all of whom are current directors of the Company.

The Guidelines suggest that the board of directors of every reporting issuer should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the Company. The “material relationship” is defined as a relationship which could, in the view of the Company’s Board, reasonably interfere with the exercise of a director’s independent judgement. All of the current members of the Board are considered “independent” within the meaning of NI 52-110, except for Martin Woodward, the Chief Executive Officer of the Company, and Benjamin Catalano, the Interim Chief Financial Officer of the Company.

#### **Directorships**

The following directors of the Company are also directors of other reporting issuers as stated:

- W. Benjamin Catalano is a director of Railtown Capital Corp. and African Queen Mines Ltd.;
- Martin J.C. Woodward is a director of Railtown Capital Corp.; and
- Jason Moreau is a director of RSI International Systems Inc. and Railtown Capital Corp.

#### **Orientation and Continuing Education**

The Board’s practice is to recruit for the Board only persons with experience in public company matters and the technology space. Prospective new board members are provided a reasonably detailed level of background information on the Company’s affairs and plans. The Company does not provide any formal ongoing continuing education.



### **Ethical Business Conduct**

To date, the Board has not adopted a formal written Code of Business Conduct and Ethics. However, the current limited size of the Company's operations allow the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

### **Nomination of Directors**

The Board identifies new candidates for board nomination by an informal process of discussion and consensus-building on the need for additional directors, the specific attributes being sought, likely prospects, and timing.

### **Compensation**

The Board endeavours to conduct reviews with regard to directors' and officers' compensation at least once a year. To make its recommendation on directors' and officers' compensation, the Board relies solely on the experience and knowledge of its members.

### **Committees**

The Board has one standing committee, being the Audit Committee.

### **Assessments**

The Board reviews its own performance and effectiveness as well as the effectiveness and performance of its committees. Effectiveness is subjectively measured by comparing actual corporate results with objectives. The contributions of individual directors are informally monitored by other Board members, bearing to mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations.

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

### **General Matters**

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

**ADDITIONAL INFORMATION**

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information about the Company is provided in the Company's comparative annual financial statements to December 31, 2013, a copy of which, together with Management's Discussion and Analysis thereon, can be found on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company, at 778- 823-2460.

**BOARD APPROVAL**

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 10<sup>th</sup> day of October, 2014.

**ON BEHALF OF THE BOARD**

(signed) "*Martin Woodward*"

Martin Woodward  
Chief Executive Officer

**PLUS8 GLOBAL VENTURES, LTD.**

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**Schedule "A"**  
**Audit Committee Charter**

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The Audit Committee is a committee of the board of directors to which the board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

The Audit Committee will:

- (a) review and report to the board of directors of the Company on the following before they are published:
  - (i) the financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of the Company;
  - (ii) the auditor's report, if any, prepared in relation to those financial statements,
- (b) review the Company's annual and interim earnings press releases before the Company publicly discloses this information,
- (c) satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures,
- (d) recommend to the board of directors:
  - (i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
  - (ii) the compensation of the external auditor,
- (e) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting,
- (f) monitor, evaluate and report to the board of directors on the integrity of the financial reporting process and the system of internal controls that management and the board of directors have established,
- (g) monitor the management of the principal risks that could impact the financial reporting of the Company,

- (h) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters,
- (i) pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor,
- (j) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company, and
- (k) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with National Instrument 52-109.

### **Composition of the Committee**

The committee will be composed of 3 directors from the Company's board of directors, a majority of whom will be independent. Independence of the Board members will be as defined by applicable legislation and as a minimum each independent committee member will have no direct or indirect relationship with the Company which, in the view of the board of directors, could reasonably interfere with the exercise of a member's independent judgment.

All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

### **Authority**

The committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties and the committee will set the compensation for such advisors.

The committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the committee.

### **Reporting**

The reporting obligations of the committee will include:

1. reporting to the board of directors on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors' meeting; and
2. reviewing, and reporting to the board of directors on its concurrence with, the disclosure required by Form 52-110F2 in any management information circular prepared by the Company.

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