

CHINOOK TYEE INDUSTRY LIMITED

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING AND MANAGEMENT INFORMATION CIRCULAR

Date and
Time: December 5, 2018
at 9:00 a.m. (Vancouver time)

Place: 1000 Cathedral Place
925 West Georgia Street
Vancouver, British Columbia

November 7, 2018

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**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS OF CHINOOK TYEE INDUSTRY LIMITED**

NOTICE IS GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders (the "**Shareholders**") of Chinook Tyee Industry Limited (the "**Corporation**") will be held at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia on December 5, 2018 at 9:00 a.m. (Vancouver time) for the following purposes:

1. to receive and consider the financial statements of the Corporation for the financial year ended December 31, 2017, together with the report of the auditors thereon;
2. to re-appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation (the "**Directors**") to fix the remuneration to be paid to the auditors for the ensuing year;
3. to fix the number of Directors at four (4);
4. to elect Directors for the ensuing year;
5. to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution, the full text of which is set forth in the accompanying management information circular (the "**Circular**") prepared for the purposes of the Meeting, affirming, ratifying and approving the Corporation's stock option plan;
6. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution, the full text of which is set forth in the accompanying Circular, approving a split of the common shares of the Corporation on a three-for-one basis; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The Corporation's board of Directors (the "**Board**") has fixed the close of business (Vancouver time) on Monday, November 5, 2018 as the record date for the Meeting. Only Shareholders of record at the close of business on the record date are entitled to receive notice of and to vote at the Meeting.

Registered Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions set out therein and in the Circular accompanying this notice of meeting. A proxy will not be valid unless it is received by Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 by December 3, 2018. The chairman of the Meeting has the discretion to accept proxies received after that time.

DATED at Vancouver, this 7th day of November, 2018.

By order of the Board.

/s/ Tom Kusumoto

Mr. Tom Kusumoto
Chairman, Chief Executive Officer, President and Director

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.

CHINOOK TYEE INDUSTRY LIMITED

MANAGEMENT INFORMATION CIRCULAR

INFORMATION CONTAINED IN THIS INFORMATION CIRCULAR

This management information circular (the "**Circular**") is being furnished to the holders (the "**Shareholders**") of common shares ("**Shares**") in the capital of Chinook Tyee Industry Limited (the "**Corporation**") in connection with the solicitation of proxies by management of the Corporation for use at the annual general and special meeting of Shareholders to be held at 9:00 a.m. (Vancouver time) on December 5, 2018 at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, Canada, and any adjournment(s) or postponement(s) thereof (the "**Meeting**"), for the purposes set forth in the notice of meeting dated November 7, 2018 (the "**Notice of Meeting**").

The Corporation is required to hold an annual general meeting of its Shareholders (an "**AGM**") in each calendar year and not more than 15 months after the date of the preceding AGM in accordance with the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). The last AGM of the Corporation was held on June 22, 2017. On August 24, 2018, the Corporation was granted a three-month extension (the "**Extension**") pursuant to section 182(4) of the *BCBCA* by the British Columbia Registrar of Companies. Pursuant to the Extension, the Meeting must be called, held and conducted in British Columbia on or before December 22, 2018.

The information contained in this Circular is given as at November 7, 2018, unless otherwise noted.

GENERAL PROXY INFORMATION

Solicitation of Proxies

It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by officers of the Corporation (the "**Officers**") at nominal cost. The cost of this solicitation will be borne by the Corporation. The Notice of Meeting, this Circular, a form of proxy (the "**Proxy**") and a financial statements request form (collectively, the "**Meeting Materials**") will be mailed to beneficial Shareholders commencing on or about November 8, 2018. In this Circular, except where otherwise indicated, all dollar amounts are expressed in Canadian currency.

Record Date

The board of directors of the Corporation (the "**Board**") has set the close of business (Vancouver time) on Monday, November 5, 2018 as the record date (the "**Record Date**") for determining which Shareholders shall be entitled to receive notice of and to attend and vote at the Meeting. Only Shareholders of record as of the Record Date are entitled to receive notice of and to attend and vote at the Meeting. Persons who acquire Shares after the Record Date will not be entitled to vote such Shares at the Meeting.

Appointment of Proxyholders

The person(s) named in the accompanying Proxy as proxyholder(s) are management's representatives. **A Shareholder of record has the right to appoint a person or company who need not be a Shareholder, other than the person(s) designated in the enclosed Proxy, to attend and act on behalf of the Shareholder at the Meeting.** A Shareholder wishing to exercise this right may do so either by striking out the printed name(s) and inserting the desired person or company's name in the blank space provided in the Proxy or by completing another proper Proxy.

To be valid, the Proxy must be signed by the Shareholder of record or such Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney. The Proxy, to be acted upon, must be deposited with the Corporation, c/o its agent, Computershare Investor Services Inc. ("**Computershare**"), by delivery to: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, or by telephone or over the internet as set forth in the form of Proxy, by December 3, 2018. The chairman of the Meeting has the discretion to accept proxies received after that time. **Failure to properly complete or deposit a Proxy may result in its invalidation.**

Voting of Proxies

If the Proxy is completed, signed and delivered to the Corporation, the person(s) named as proxyholder(s) therein shall vote or withhold from voting the Shares in respect of which they are appointed as proxyholder(s) at the Meeting in accordance with the instructions of the Shareholder appointing them, on any show of hands and/or on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the person(s) appointed as proxyholder(s) shall vote accordingly. The Proxy confers discretionary authority upon the person(s) named therein with respect to: (a) each matter or group of matters identified therein for which a choice is not specified; (b) amendments or variations to the matters identified therein; and (c) the transaction of such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof. As of the date of this Circular, the Board knows of no such amendments, variations or other matters to come before the Meeting, other than the matters referred to in the Notice of Meeting. However, if other matters should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgment of the person(s) voting the Proxy.

If no choice is specified by a Shareholder with respect to any matter identified in the Proxy or any amendment or variation to such matter, it is intended that the person(s) designated by management in the Proxy will vote the Shares represented thereby in favour of such matter.

Non-Registered Holders

Only registered Shareholders or duly appointed proxyholders are permitted to attend and vote at the Meeting. Most Shareholders are "non-registered holders" because the Shares they own are not registered in their name but are instead registered in the name of the brokerage firm, bank or trust corporation through which they purchased their Shares. More particularly, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered retirement savings plans, registered retirement income funds, registered education savings plans and similar plans); or (b) in the name of a depository (such as CDS Clearing and Depository Services Inc.) of which an Intermediary is a participant. Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Corporation are referred to herein as "**OBOs**". In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Corporation has elected to distribute copies of the Meeting Materials to depositories and Intermediaries for onward distribution to Non-Registered Holders. The Corporation does not intend to pay for Intermediaries to forward the Meeting Materials to OBOs and such OBOs will not receive the Meeting Materials unless the OBO's Intermediary assumes the cost of delivery.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Typically, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) receive a Proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the Proxy, this Proxy is not required to be signed by the Non-Registered Holder when submitting the Proxy. In this case, the Non-Registered Holder who wishes to submit a Proxy should otherwise properly complete and deliver the Proxy; or
- (b) more typically, receive 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 (a "**proxy authorization form**") which the Intermediary must follow.

In either case, the purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives a Proxy wish to attend and vote at the Meeting in person, the Non-Registered Holder should strike out the name(s) of the management proxyholder(s) and insert the Non-Registered Holder's name in the blank space provided or, in the case of a proxy authorization form, the Non-Registered Holder should follow the corresponding instructions on the form. **In either case, Non-Registered Holders should**

carefully follow the instructions of their Intermediary, including those regarding when and where the Proxy or proxy authorization form is to be delivered.

Revocability of Proxies

Any Shareholder returning the enclosed Proxy may revoke the same at any time insofar as it has not been exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the Shareholder or by his or her attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited either with Computershare or 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(s) or postponement(s) thereof, or with the chairperson of the Meeting prior to the commencement of the Meeting. A revocation of a Proxy will not affect a matter on which a vote is taken before such revocation.

Voting Securities and Principal Holders Thereof

The Corporation's authorized capital consists of an unlimited number of Shares without par value and an unlimited number of preferred shares without par value, issuable in series. The Shares are the only issued and outstanding voting securities of the Corporation, the holders thereof being entitled to one vote for each Share held. As at the Record Date, there were a total of 3,405,932 Shares issued and outstanding. A quorum for the transaction of business at the Meeting is two persons who, in the aggregate, hold at least 5% of the issued Shares entitled to vote at the Meeting being present in person or by proxy.

To the best of management's knowledge, the only individual, corporation, partnership, party, trust, fund, association and any other organized group of persons and the personal or other legal representative of a person to whom the context can apply according to law who beneficially owns, controls or directs, directly or indirectly, Shares carrying 10% or more of the voting rights attached to the issued and outstanding Shares as at the Record Date is 1022119 B.C. Ltd., which owns 1,349,950 Shares (which represents approximately 39.6% of the total issued Shares). 1022119 B.C. Ltd. is a private British Columbia company owned and controlled indirectly by Mr. Kusumoto.

EXECUTIVE COMPENSATION

Pursuant to applicable securities legislation, the Corporation is required to provide a summary of all annual and long-term compensation for services in all capacities to the Corporation and its subsidiaries for the most recently completed financial years in respect of any individual who served as the chief executive officer or chief financial officer of the Corporation during such period, the other most highly compensated executive officer of the Corporation and its subsidiaries whose total compensation for the most recently completed financial year exceeded \$150,000, and any individual who would have satisfied these criteria but for the fact that the individual was neither serving as such an officer, nor acting in a similar capacity, at the end of the most recently completed financial year (each herein referred to as a "**Named Executive Officer**").

Elements of Compensation

The Board determines the compensation policy for the directors of the Corporation (the "**Directors**") and the executive compensation policy for the Officers. The Board's objective is to ensure that executive compensation is market competitive, while at the same time reflecting the Corporation's current state of development and overall financial status. The Board also seeks to ensure that the Corporation's executive compensation policy is aligned with the near- and long-term interests of the Shareholders. In determining compensation, the Board relies on discussions with the Corporation's management, and does not utilize any formal performance goals or benchmarks.

Due to its present stage of operations, the Corporation does not presently employ base compensation or performance bonuses for any of its Officers. The Corporation has in place a stock option plan (the "**Option Plan**"). See "Particulars of Matters to be Acted Upon – Re-Approval of the Option Plan" below for a summary of the Option Plan.

Summary Compensation Tables

The following table (and notes thereto) provides a summary of each Named Executive Officer's and each Director's annual compensation, consisting of salary and other annual compensation, but excluding compensation securities, such as stock option or other convertible or exchangeable securities, for each of the Corporation's two most recently completed financial years.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES

Name and Position	Year Ended December 31,	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees⁽²⁾ (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Mr. Tom Kusumoto President, Chief Executive Officer, Chairman of the Board and Director	2017	Nil	N/A	Nil	Nil	Nil	Nil
	2016	Nil	N/A	Nil	Nil	Nil	Nil
Ms. Christine McPhie Chief Financial Officer	2017	35,045 ⁽¹⁾	N/A	2,100	Nil	Nil	37,145 ⁽³⁾
	2016	36,650 ⁽¹⁾	N/A	2,100	Nil	Nil	38,750 ⁽³⁾
Mr. Kenneth MacLeod Director	2017	10,500	N/A	2,625	Nil	Nil	13,125 ⁽⁴⁾
	2016	10,500	N/A	2,600	Nil	Nil	13,100 ⁽⁴⁾
Mr. Alex Blodgett Director	2017	10,000	N/A	2,500	Nil	Nil	12,500
	2016	10,000	N/A	2,500	Nil	Nil	12,500
Mr. Greg MacRae Director	2017 ⁽⁵⁾	5,000	N/A	1,500	Nil	Nil	6,500
	2016	10,000	N/A	2,500	Nil	Nil	12,500

Notes:

- (1) Comprised of an annual retainer of \$10,000 and fees billed for accounting services.
- (2) The Corporation paid each of its independent Directors a retainer of \$10,000 per year, \$500 per Board meeting attended and \$500 per audit committee meeting attended.
- (3) GST, included, totalled \$1,745 in 2017, and \$1,450 in 2016.
- (4) GST, included, totalled \$625 in 2017 and \$600 in 2016.
- (5) Mr. MacRae resigned as Director effective June 22, 2017.

No compensation securities, including stock options under the Option Plan, have been granted or issued to any Named Executive Officers or Directors during the most recently completed financial year of the Corporation for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries, and no compensation securities have been exercised by any Named Executive Officer or Director during the most recently completed financial year of the Corporation.

Stock Option Plan and Other Incentive Plans

The Corporation has in place an Option Plan which was last approved by Shareholders on June 22, 2017, and which, in accordance with Policy 4.4 of the TSX Venture Exchange (the "TSXV"), must be re-approved annually by Shareholders at an AGM.

The Corporation currently has no long-term incentive plans, other than the stock options granted from time to time by the Board under the provisions of the Option Plan. See "Particulars of Matters to be Acted Upon – Re-Approval of the Option Plan" below for a summary of the Option Plan.

Termination and Change of Control Benefits

Neither the Corporation, nor any of its subsidiaries, has had or has an employment contract with any Director or Named Executive Officer. The Corporation has no compensatory plan or arrangement with respect to any Director or Named Executive Officer to compensate such Director or Named Executive Officer in the event of the resignation, retirement or any other termination of employment, a change in control of the Corporation or any of its subsidiaries or in the event of a change in responsibilities following a change in control.

Pension Plan Benefits

The Corporation does not have any pension, retirement, defined benefit or actuarial plans.

Securities Authorized for Issuance under Equity Compensation Plans

No equity securities, including stock options under the Option Plan, have been authorized for issuance during the most recently completed financial year of the Corporation.

AUDIT COMMITTEE

The primary function of the Corporation's audit committee (the "**Audit Committee**") is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and the Shareholders, the Corporation's systems of internal controls regarding finance and accounting and the Corporation's auditing, accounting and financial reporting processes.

Audit Committee Charter

The Audit Committee operates under a written charter that sets out its responsibilities and composition requirements. The text of the Audit Committee's charter is set forth at Schedule "A" attached hereto.

Composition of the Audit Committee

Following the Meeting, the members of the Audit Committee are expected to be Messrs. Alex Blodgett, Claudio Morandi and Kenneth MacLeod, all of whom are "independent" members of the Audit Committee within the meaning of National Instrument 52-110 - *Audit Committees* ("**NI 52-110**"), and all of whom are considered by the Board to be "financially literate" within the meaning of NI 52-110.

Relevant Education and Experience

The education and experience of each member and expected member of the Audit Committee which is relevant to the performance of his responsibilities as an Audit Committee member, including education or experience that would provide the member with an understanding of accounting principles used by the Corporation to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions, experience preparing, auditing, analysing or evaluating financial statements and an understanding of internal controls and procedures for financial reporting is set forth below.

Mr. Alex Blodgett. Mr. Blodgett is a principal in BK Capital Co., a private management consulting company. Mr. Blodgett has over three decades of corporate finance experience in Canada, the United States and Asia. Mr. Blodgett was formerly a partner with Gordon Capital Corporation ("**Gordon Capital**") in Toronto and Vancouver, a Canadian investment and merchant banking company. In addition, Mr. Blodgett was the President of Gordon Capital's real estate research and consulting group, which provided services to North American and Asian companies. Prior to his tenure with Gordon Capital, Mr. Blodgett was Vice President of Corporate Finance with Bankers Trust Company in New York, Dallas and Los Angeles, with an emphasis on large-scale project financing and management leveraged buyouts.

Mr. Claudio Morandi. Mr. Morandi has over 25 years' experience in European and Swiss commercial and merchant banking. He is currently Chairman of Taiga Atlas plc, a European investment company. Formerly, he was Senior Vice-President of MFC Merchant Bank Ltd., a specialty trade and structured finance bank and a subsidiary of MFC Bancorp Ltd., a Nasdaq-listed merchant bank.

Mr. Kenneth MacLeod. Mr. MacLeod is the Chief Executive Officer, President and a director of Sonoro Metals Corp., a TSXV-listed company. Mr. MacLeod has over three decades of experience in developing resource assets in the United States, Canada, the Philippines and the Democratic Republic of Congo, mostly acting as a senior executive with Canadian-listed public companies. Previously, Mr. MacLeod was Chief Executive Officer of Pan Pacific Power Corp., a private renewable energy company with hydro-electric power and geothermal energy projects under development in Asia. From 2001 to 2009, Mr. MacLeod was President and Chief Executive Officer of Western GeoPower Corp., a TSXV-listed renewable energy company with geothermal assets in California and Canada.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemptions in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), Subsection 6.1.1(4) of NI 52-110 (*Circumstances Affecting the Business or Operations of the Venture Issuer*), Subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Members*), Subsection 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignation*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services by its external auditors as set out in the Audit Committee's charter. The Audit Committee's charter provides that the Audit Committee shall pre-approve all non-audit-related services and the fees and other compensation for such non-audit services provided by the Corporation's external auditors.

External Auditor Service Fees (by category)

The following table (and notes thereto) states the aggregate fees billed by the Corporation's external auditors in each of the Corporation's two most recently completed financial years for audit fees.

Year Ended December 31,	Audit Fees ⁽¹⁾ (\$)	Audit-Related Fees (\$)	Tax Fees ⁽²⁾ (\$)	All Other Fees (\$)
2017	22,500	Nil	2,000	Nil
2016	27,000	Nil	2,750	Nil

Notes:

- (1) Audit fees were for professional services rendered by the Corporation's external auditors for the audit of the Corporation's annual financial statements as well as services provided in connection with statutory and regulatory filings.
- (2) Tax fees relate to tax compliance, tax advice and tax planning services.

CORPORATE GOVERNANCE

The Board believes that sound corporate governance practices are essential to the effective, efficient and prudent operation of the Corporation and to the enhancement of Shareholder value. The Board fulfils its mandate directly and through committees at regularly scheduled meetings or as required.

Board of Directors

The Directors are responsible for managing and supervising the management of the business and affairs of the Corporation. Each year, the Board must review the relationship that each Director has with the Corporation in order to satisfy themselves that the relevant independence criteria have been met.

Following the Meeting, the members of the Board are expected to be Messrs. Kenneth MacLeod, Alex Blodgett, Claudio Morandi and Dr. Stefan Feuerstein, all of whom are considered "independent" within the meaning of NI 52-110.

Directorships

The Directors are also directors of the following other reporting issuers or reporting issuer equivalents:

- Mr. Kenneth MacLeod is currently a director of Sonoro Metals Corp., which is listed on the TSXV.

Orientation and Continuing Education

The Corporation does not have a formal process of orientation and education for new members of the Board. Each of the current Directors is experienced in boardroom procedure and corporate governance and generally has a good understanding of the business. As necessary, new members of the Board are provided with information about the Corporation, the role of the Board, the Audit Committee, the Board and the Corporation's industry. In addition, the Corporation provides continuing education for its Directors as such needs arise.

Ethical Business Conduct

Each Director, Officer and employee of the Corporation in the exercise of his or her duties and responsibilities must act honestly and in good faith in the best interest of the Corporation and in compliance with applicable laws, rules and regulations.

In addition, the Board must comply with conflict of interest provisions in the *BCBCA* and relevant securities regulatory instruments in order to ensure that Directors exercise independent judgment in considering transactions and agreements in respect of which a Director has a material interest. To ensure Directors exercise independent judgement in considering transactions, agreements or decisions in respect to which a Director has declared a material interest (in accordance with relevant corporate law requirements), the Board follows a practice whereby any such Board member must be absent during any Board discussion pertaining thereto and not cast a vote on any such matter.

Nomination of Directors

The Corporation has not constituted a nominating committee to propose new Board nominees. Nominations and reviews of potential new Directors are reviewed by all of the members of the Board and senior management.

Compensation

The Corporation has not constituted a compensation committee to discharge the Board's responsibilities relating to compensation of the Directors and Officers. The Board periodically reviews compensation paid to the Directors and Officers.

Assessments

The Board is responsible for keeping management informed of its evaluation of the performance of the Corporation and its Officers in achieving and carrying out the Board's established goals and policies, and is also responsible for advising management of any remedial action or changes which it may consider necessary. Additionally, Directors are expected to devote the time and attention to the Corporation's business and affairs as necessary to discharge their duties as directors effectively. The Board does not have a formal process to monitor the effectiveness of the Board, its committees and individual members, but rather relies on an informal review process. In order to gauge performance, the Board considers the following:

- (a) input from Directors, when appropriate;
- (b) attendance of Directors at meetings of the Board and the Audit Committee; and
- (c) the competencies and skills each individual Director is expected to bring to the Board and the Audit Committee.

Advance Notice Policy

On July 11, 2013, the Board adopted an advance notice policy (the "**Advance Notice Policy**") for the Corporation which requires that advance notice be given to the Corporation in circumstances where nominations of persons for election as a Director are made by the Shareholders. The Advance Notice Policy was approved by the Shareholders at the Corporation's annual general and special meeting of Shareholders held on August 8, 2013. Among other things, the Advance Notice Policy sets a deadline by which Shareholders must submit a notice of Director nominations to the Corporation prior to any annual or special meetings of Shareholders where Directors are being elected and sets forth the information that a Shareholder must include in the notice for it to be valid. As of the date hereof, the Corporation did not receive any such notices. The deadline for Shareholders to submit a notice of Director nomination(s) to the Corporation for inclusion at the Meeting is November 17, 2018.

The Advance Notice Policy is designed to allow the Corporation to receive adequate prior notice of new proposed Director nominations as well as sufficient information on such nominees. The Corporation is thus able to evaluate the proposed nominees' qualifications and suitability as Directors and to communicate its views to the Shareholders in a timely way. The Advance Notice Policy also facilitates an orderly and efficient meeting process and allows all Shareholders a reasonable opportunity to evaluate all proposed nominees in order that they be able to make an informed vote. Additional information

regarding the Advance Notice Policy can be found in the Corporation's management information circular dated July 9, 2013, a copy of which is available on SEDAR at www.sedar.com.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements and Auditor's Report

The Board has approved the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2017, together with the auditors' report thereon. Copies of these financial statements have been sent to those Shareholders who have requested the same. A copy of these materials are available on SEDAR at www.sedar.com.

2. Appointment and Remuneration of Auditors

At the Meeting, the Shareholders will be asked to vote for the re-appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants ("**DMCL**"), of Vancouver, British Columbia, as the auditors of the Corporation for the ensuing year, and to authorize the Directors to fix their remuneration for the ensuing year. See "Audit Committee – External Auditor Service Fees (by category)" above for a discussion of the past remuneration paid to the auditor.

DMCL has been the auditors of the Corporation since January 2014, when they replaced the previous auditors, KPMG LLP ("**KPMG**"). Prior to the replacement of KPMG, there were no reportable disagreements between the Corporation and KPMG and no qualified opinions or denials of opinions by KPMG for the purposes of National Instrument 51-102 – *Continuous Disclosure Obligations*.

Management recommends that the Shareholders vote for the re-appointment of DMCL as the auditors of the Corporation for the ensuing year and the authorization of the Board to determine the remuneration to be paid to the auditors for the ensuing year. **Unless you give other instructions, the person(s) named in the enclosed Proxy intend to vote "FOR" the re-appointment of DMCL as the auditors of the Corporation for the ensuing year and "FOR" the authorization of the Board to fix the remuneration to be paid to the auditors for the ensuing year.**

3. Ordinary Resolution Fixing the Number of Directors

General

At the Meeting, the Shareholders will be asked to consider and, if thought appropriate, to pass an ordinary resolution fixing the number of Directors at four (4) (the "**Fixing of Directors Resolution**").

The Fixing of Directors Resolution

In accordance with the Corporation's Articles, the fixing of the number of Directors at four (4) must be approved by the Shareholders in order to become effective.

The complete text of the Fixing of Directors Resolution, which the Corporation intends to place before the Shareholders at the Meeting for approval, with or without modification, is as follows:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

- (a) the number of directors of the Corporation be and the same is hereby fixed at four (4) until such time as the shareholders of the Corporation determine by ordinary resolution to increase or decrease that number in accordance with the Corporation's Articles; and
- (b) any one or more directors or officers of the Corporation, for and on behalf of the Corporation, is authorized and directed, to take all necessary steps and proceedings, and to execute, deliver and file any and all applications, declarations, documents and other instruments and do all such other acts or things that may be necessary or desirable to give effect to the provisions of this resolution."

Recommendation of the Directors

Management recommends that the Shareholders vote in favour of the Fixing of Directors Resolution. In order to be approved, the Fixing of Directors Resolution must be passed by a simple majority of the votes cast by the Shareholders at the Meeting. **Unless you give other instructions, the person(s) named in the enclosed Proxy intend to vote "FOR" the Fixing of Directors Resolution.**

4. Election of Directors

The Directors are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are duly elected or appointed in accordance with the Corporation's Articles or until such Director's earlier death, resignation or removal. Management of the Corporation does not contemplate that any of the nominees will be unable to serve as a Director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed Proxy reserve the right to vote for other nominees in their discretion.

Management of the Corporation proposes to nominate the following four (4) Directors, as further described in the table below, for election by the Shareholders as Directors to hold office until the next annual meeting or until their successors are duly elected or appointed. The following table (and note thereto) states the name of the proposed nominees and each Director whose term will continue after the Meeting, all offices of the Corporation now held by him, the period of time for which he has been a Director and the number of securities of the Corporation beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name and Province and Municipality of Residence	Director Since	Number of Shares
Mr. Kenneth MacLeod ⁽¹⁾ West Vancouver, British Columbia, Canada	December 14, 2012	Nil
Mr. Alex Blodgett ⁽¹⁾ Vancouver, British Columbia, Canada	August 8, 2013	Nil
Mr. Claudio Morandi ⁽¹⁾ Zug, Switzerland	N/A	Nil
Dr. Stefan Feuerstein Berlin, Germany	N/A	Nil

Note:

- (1) Current and expected members of the Audit Committee.

Dr. Stefan Feuerstein is currently Managing Director of AMP Alternative Medical Products GmbH, a wholly owned subsidiary of the Corporation, which provides medical cannabis formulations and dose delivery systems in Germany, and has held said position since July 2018. He is also currently a director and consultant of Taiga Atlas plc, a European investment company, and has held said position since December 2014. Dr. Feuerstein was previously Managing Director of BT Biofuels Europe GmbH, a German biodiesel company, from December 2012 to 2014.

Mr. Claudio Morandi is currently the Chairman of Taiga Atlas plc, a European investment company, and has held said position since December, 2014. He is also the Executive Vice President of MFC Merchant Bank Ltd., a specialty trade and structured finance bank and subsidiary of MFC Bancorp Ltd., a Nasdaq-listed merchant bank, and has held said position since March, 2017. Mr. Morandi was previously the Managing Director of Valreco AG, an investment banking firm, from August 2008 to March 2017.

Audit Committee Membership

Following the Meeting, the expected members of the Audit Committee are Messrs. Alex Blodgett, Claudio Morandi and Kenneth MacLeod. The general function of the Audit Committee is to review the overall audit plan and the Corporation's system of internal controls to review the results of the external audit and to resolve any potential disputes with the Corporation's auditors.

Corporate Cease Trade Orders or Bankruptcies

To the best of management's knowledge, as of the date of this Circular, no proposed nominee for election as a Director is, or has been, within the past ten years, a director, chief executive officer, or chief financial officer of any company (including the Corporation) that:

- (a) was subject to any cease trade 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, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to any cease trade 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, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the best of management's knowledge, as of the date of this Circular, no proposed nominee for election as Director is, or has been, within the past ten years, a director, chief executive officer, or chief financial officer of any company (including the Corporation) that, while that person was acting in that capacity, or 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.

Penalties and Sanctions

To the best of management's knowledge, as of the date of this Circular, no proposed nominee for election as a Director is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Individual Bankruptcies

To the best of management's knowledge, as of the date of this Circular, no proposed nominee for election as a Director has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, become 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 the proposed Director.

Recommendation of the Directors

Management recommends that the Shareholders vote for its nominees for election as Directors. **Unless you give other instructions, the person(s) named in the enclosed Proxy intend to vote "FOR" the election of the four (4) management nominees as Directors for the ensuing year.**

5. Approval of the Option Plan

General

At the Meeting, the Shareholders will be asked to consider and, if thought appropriate, to pass an ordinary resolution authorizing the Board to affirm, ratify and approve the Option Plan (the "**Option Plan Resolution**"). The Option Plan is a "10% rolling" stock option plan within the meaning of the rules and policies of the TSXV. The total number of Shares that may be reserved for issuance under the Option Plan will be 10% of the issued and outstanding Shares at the time of grant, less any Shares reserved for issuance pursuant to the grant of stock options under any other share compensation arrangements.

As at the date hereof, 340,593 stock options are available for issue pursuant to the Option Plan and no stock options are currently outstanding pursuant to the Option Plan.

A full copy of the Option Plan will be available at the Meeting for review by the Shareholders. The Shareholders may also obtain copies of the Option Plan from the Corporation before the Meeting upon written request. The following is a summary of the material terms of the Option Plan.

Summary of the Option Plan

The purpose of the Option Plan is to provide an incentive to recipients of an option thereunder (the "**Optionees**") and thereby advance the Corporation's interests by providing them an opportunity to acquire an equity interest in the Corporation through the exercise of stock options granted to them under the Option Plan.

Under the Option Plan, the Board (or a Board committee, if any, appointed in accordance with the Option Plan) may grant stock options to Optionees in consideration of them providing their services to the Corporation or a subsidiary of the Corporation. The number of Shares subject to each option is determined by the Board within the guidelines established by the Option Plan. The options enable such persons to purchase Shares at a price fixed under such guidelines. The options are exercisable by the Optionee giving the Corporation notice and payment of the exercise price for the number of the Shares to be acquired.

The Option Plan has the following key features:

- (a) The options are non-assignable and non-transferable (except that the Optionee's heirs or administrators can exercise any portion of the outstanding option, up to one year from the Optionee's death).
- (b) The number of Shares subject to each option is determined by the Board provided that the Option Plan, together with all other previously established or proposed share compensation arrangements may not, during any 12-month period, result in:
 - (i) the number of options granted to any one Person exceeding 5% of the issued Shares, unless the Corporation has obtained Disinterested Shareholder Approval;
 - (ii) the number of options granted to any one Consultant exceeding 2% of the issued Shares, unless the Corporation has obtained the prior consent of the TSXV; or
 - (iii) the number of options granted to all Persons retained to provide Investor Relations Activities exceeding 2% of the issued Shares, unless the Corporation has obtained the prior consent of the TSXV.
- (c) The exercise price of an option may not be set at less than Discounted Market Price.
- (d) The options may be exercisable for a period of up to 10 years, (subject to extension where the expiry date falls within a "blackout period").
- (e) Disinterested Shareholder Approval will be obtained for any reduction in the exercise price if the Optionee is an Insider of the Corporation at the time of the proposed amendment.
- (f) The Corporation and the Optionee are responsible for ensuring and confirming that the Optionee is a bona fide Service Provider entitled to receive options under the policies of the TSXV.
- (g) Any options granted to any Optionee who is a Director, Employee, Consultant or Management Company Employee who ceases to be a Director, Employee, Consultant or Management Company Employee, as the case may be, for any reason other than for death or termination for cause, must expire upon the earlier of the original Expiry Date and 90 days after the Termination Date, but only to the extent that such option has vested as at the Termination Date.

Capitalized terms referenced in the above summary which are not otherwise defined in this Circular are defined in the Option Plan.

The Option Plan Resolution

In accordance with the policies and requirements of the TSXV, the Option Plan must be approved annually by the Shareholders in order to become effective.

The complete text of the Option Plan Resolution, which the Corporation intends to place before the Shareholders at the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

"BE IT RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

- (a) a stock option plan, in substantially the form contained in Schedule "B" of the Corporation's management information circular dated May 26, 2017, be and is hereby affirmed, ratified and approved; and
- (b) any one or more directors or officers of the Corporation, for and on behalf of the Corporation, is authorized and directed, to take all necessary steps and proceedings, and to execute, deliver and file any and all applications, declarations, documents and other instruments and do all such other acts or things that may be necessary or desirable to give effect to the provisions of this resolution."

Recommendation of the Directors

Management recommends that the Shareholders vote in favour of the Option Plan Resolution. In order to be approved, the Option Plan Resolution must be passed by a simple majority of the votes cast by the Shareholders at the Meeting. **Unless you give other instructions, the person(s) named in the enclosed Proxy intend to vote "FOR" the Option Plan Resolution.**

6. Share Split

General

At the Meeting, the Shareholders will be asked to consider and, if thought appropriate, to pass a special resolution (the "**Share-Split Resolution**") affirming, ratifying and approving a split of the Shares on a three for one basis (the "**Share Split**").

Summary of the Share Split

The Board believes that the Share Split will enhance the liquidity and encourage a wider distribution of the Shares. If approved and implemented, the Share Split will affect all Shareholders uniformly and will not affect any Shareholder's percentage ownership interest in the Corporation. The Share Split will not change the rights of holders of Shares. Each Share outstanding after the Share Split will be entitled to one vote and will be fully paid and non-assessable.

There will be certain consequential amendment to any outstanding options to acquire Shares in accordance with the adjustment provisions of the Stock Option Plan to adjust the number of Shares reserved for issuance under the Stock Option Plan. The number of options will increase by a multiple of three.

The Corporation currently has an unlimited number of Shares available for issuance and the Share Split will not have any effect on the number of Shares that remain available for future issuance.

A Shareholder will generally not be considered to have disposed of Shares as a result of the Share Split, and will not recognize a capital gain or a capital loss as a result of the Share Split. The aggregate adjusted cost base to a Shareholder of all of its Shares will be the same after the Share Split as it was before the Share Split. This aggregate adjusted cost base will be averaged across the total number of post-Share Split Shares owned by the Shareholder immediately after the Share Split.

Implementation of the Share Split is subject to receipt of all required regulatory approvals and the approval of the Shareholders at the Meeting. If these approvals are received, the Share Split will occur at a time determined by the Board and be announced through a press release, however the Board may determine not to proceed with the Share Split at its discretion regardless of whether the necessary approvals have been obtained.

If the Share Split Resolution is passed at the Meeting and the Share Split is implemented, the Board will determine a record date and, pursuant to the rules of the TSXV, the Shares will commence trading on a subdivided basis as announced by the TSXV.

The Share Split Resolution

In accordance with the policies and requirements of the Corporation's articles, the Share Split must be approved by the Shareholders in order to become effective.

The complete text of the Share Split Resolution, which the Corporation intends to place before the Shareholders at the Meeting for approval, confirmation and adoption, with or without modification, is as follows:

"BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

- (a) pursuant to the *Business Corporations Act* (British Columbia), the Company's authorized share structure and its Articles be altered by multiplying all of the issued and outstanding common shares of the Corporation on a three-for-one basis ("**Share Split**");
- (b) the directors of the Corporation will have the sole and complete discretion to determine the effective time of the Share Split or abandon the Share Split and in such circumstance, notwithstanding shareholder approval of the Share Split, there will be no obligation to proceed with the Share Split; and
- (c) any one or more directors or officers of the Corporation, for and on behalf of the Corporation, is authorized and directed, to take all necessary steps and proceedings, and to execute, deliver and file any and all applications, declarations, documents and other instruments and do all such other acts or things that may be necessary or desirable to give effect to the provisions of this resolution."

Recommendation of the Directors

Management recommends that the Shareholders vote in favour of the Share Split Resolution. In order to be approved, the Share Split Resolution must be passed by not less than two-thirds (66.67%) of the votes cast by the Shareholders at the Meeting. **Unless you give other instructions, the person(s) named in the enclosed Proxy intend to vote "FOR" the Share Split Resolution.**

7. Other Matters

Management of the Corporation knows of no other matters to come before the Meeting other than as referred to in the Notice of Meeting. However, if any other matters which are not known to management of the Corporation shall properly come before the Meeting, the Proxy given pursuant to the solicitation by management of the Corporation will be voted on such matters in accordance with the best judgment of the person(s) voting the Proxy.

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

Except as otherwise disclosed herein, no Director or Officer at any time since the Corporation's last financial year, or proposed nominee for election as a Director, or any associate or affiliate of such Director, Officer or proposed nominee has any material interest, direct or indirect, by way of beneficial ownership of securities of the Corporation or otherwise, in any matter to be acted on at the Meeting, other than the election of Directors or the appointment of auditors of the Corporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the best of management's knowledge, except as otherwise disclosed herein, no informed person of the Corporation, proposed Director or any associate or affiliate of an informed person or proposed Director, has any material interest, direct or indirect, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Corporation of any of its subsidiaries.

For the purposes of this Circular, an "informed person" means (i) a Director or Officer, (ii) a director or officer of a person or company that is itself an informed person or (iii) any person or company who beneficially owns, directly or indirectly, and/or exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attaching to all outstanding voting securities of the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

To the best of management's knowledge, except as otherwise disclosed herein, no individual who is or has been a Director, Officer or Employee of the Corporation or any of its subsidiaries was, within thirty days before the date of this Circular, indebted to the Corporation or any of its subsidiaries or indebted to another entity where such indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Corporation is Computershare.

SHAREHOLDER PROPOSALS

The final date by which the Corporation must receive proposals for any matter that a person entitled to vote at an AGM proposes to raise, including Director nominations, at the next AGM is December 3, 2018, subject to the requirements of the *BCBCA*.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. The Shareholders may contact the Corporation to request copies of the Corporation's financial statements and management's discussion and analysis by sending a written request to 224 5th Avenue West, Vancouver, British Columbia, V5Y 1J4, Attention: Secretary. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for the financial year ended December 31, 2017, copies of which are also available on SEDAR at www.sedar.com.

APPROVAL OF INFORMATION CIRCULAR

The undersigned hereby certifies that the contents and the sending of this Circular have been approved by the Directors.

DATED at Vancouver, British Columbia, this 7th day of November, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF
CHINOOK TYEE INDUSTRY LIMITED**

/s/ Tom Kusumoto

Mr. Tom Kusumoto
Chairman, Chief Executive Officer, President and Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

The Audit Committee is appointed by the Board to assist the Board in monitoring: (1) the integrity of the financial statements of the Corporation; (2) the compliance by the Corporation with legal and regulatory requirements; and (3) the independence and performance of the Corporation's external auditors, which external auditors shall report directly to the Audit Committee.

The members of the Audit Committee shall meet the independence and experience requirements of applicable securities laws and any exchange or quotation system upon which the Corporation's securities are listed or quoted. The members of the Audit Committee shall be appointed by the Board.

The Audit Committee shall have the authority to retain independent legal, accounting or other consultants to advise the Committee as the Audit Committee determines necessary to carry out its duties and the Audit Committee shall have the authority to set and pay the compensation for any such advisors. The Audit Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

The Audit Committee shall make regular reports to the Board.

The Audit Committee shall:

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Review the annual audited financial statements, the interim financial statements, management's discussion and analysis with management and annual and interim earnings press releases, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Corporation's financial statements. Such review must occur prior to the Corporation publicly disclosing any such information.
3. Ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements.
4. Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including an analysis of the effect of alternative GAAP methods on the Corporation's financial statements.
5. Review with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
6. Meet with management to review the Corporation's major financial risk exposures and the Corporation's internal controls.
7. Review major changes to the Corporation's internal controls and accounting principles and practices as suggested by the independent auditor, internal accounting or financial personnel or management.
8. Recommend to the Board the nomination and appointment of the independent auditor for the purposes of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, which independent auditor is ultimately accountable to the Audit Committee and the Board.
9. Review the experience and qualifications of the senior members of the independent auditor team, the audit procedures of the independent auditor and the rotation of the lead partner and reviewing partner of the independent auditor.

10. Approve the compensation to be paid to the independent auditor for audit services.
11. Pre-approve the retention of the independent auditor for all audit and any non-audit services, including tax services, and the fees for such non-audit services which are provided to the Corporation or its subsidiary entities.
12. Receive periodic reports from the independent auditor regarding the auditor's independence, discuss such reports with the auditor, consider whether the provision of non-audit services is compatible with maintaining the auditor's independence and, if so determined by the Audit Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the auditor.
13. Evaluate together with the Board the performance of the independent auditor. If so determined by the Audit Committee, recommend that the Board replace the independent auditor.
14. Recommend to the Board guidelines for the Corporation's hiring of partners, employees and former partners and employees of the present and former independent auditor who were engaged on the Corporation's account.
15. Review the significant reports to management pertaining to the presentation and significant accounting policies of the Corporation's financial statements.
16. Obtain reports from management, the Corporation's senior accounting and financial personnel and the independent auditor that the Corporation and its subsidiaries are in conformity with applicable legal requirements, including disclosures of insider and affiliated party transactions.
17. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee or anonymous complaints or published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
18. Review with the independent auditor any problems or difficulties the auditor may have encountered and any disagreements between the independent auditor and management of the Corporation and any management letter provided by the auditor and the Corporation's response to that letter. Such review should include:
 - (a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and any disagreements with management;
 - (b) The internal accounting and financial responsibilities; and
 - (c) The investigation and implementation of the resolution of any disagreement between the independent auditor and the management of the Corporation.
19. Advise the Board with respect to the Corporation's policies and procedures regarding compliance with applicable laws and regulations.
20. Meet at least quarterly with the Chief Financial Officer and the independent auditor in separate executive sessions.
21. Establish a procedure for:
 - (a) The receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (b) The confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with Canadian generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditor or to assure compliance with laws and regulations.