



Fireswirl
Technologies Inc.

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

Date and Time: Wednesday, December 30, 2015
at 10:00 a.m. (Vancouver time)

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

November 27, 2015



**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, DECEMBER 30, 2015**

TO: The shareholders of Fireswirl Technologies Inc. (the "**Corporation**")

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting of the shareholders of the Corporation will be held at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, Canada, on Wednesday, December 30, 2015, at 10:00 a.m. (Vancouver time) (the "**Meeting**"), for the following purposes:

1. to receive the financial statements of the Corporation for the financial year ended December 31, 2014, together with the report of the auditors thereon;
2. to re-appoint MNP LLP as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors for the ensuing year;
3. to elect directors of the Corporation for the ensuing year;
4. to consider and, if thought fit, to affirm, ratify and approve by ordinary resolution the Corporation's stock option plan dated October 26, 2005, as more particularly described in the accompanying management information circular of the Corporation dated November 27, 2015 (the "**Circular**");
5. to consider and, if thought fit, to affirm, ratify and approve by ordinary resolution the Corporation's shareholder rights plan dated September 2, 2015, as more particularly described in the Circular;
6. to consider and, if thought fit, to affirm, ratify and approve by ordinary resolution the adoption of the Corporation's advance notice policy dated September 3, 2015, as more particularly described in the Circular; and
7. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Accompanying this notice of meeting are the Circular, a form of proxy and a financial statement request form.

Registered shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed proxy in accordance with the instructions set out in the proxy and in the Circular accompanying this notice of meeting. A proxy will not be valid unless it is received by Computershare Investor Services Inc., proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, by facsimile to 866-249-7775 (North America) or 1-416-263-9524 (international), or by telephone or over the internet as set forth in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. The chairman of the Meeting has the discretion to accept proxies received after that time.

DATED at Vancouver, British Columbia, this 27th day of November, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Lawrence Ng _____

Lawrence Ng

Interim Chief Executive Officer 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 common shares not being eligible to be voted by proxy at the Meeting.



MANAGEMENT INFORMATION CIRCULAR

INFORMATION CONTAINED IN THIS CIRCULAR

This management information circular (the "**Circular**") is being furnished to holders (the "**Shareholders**") of common shares ("**Common Shares**") in the capital of Fireswirl Technologies Inc. (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 10:00 a.m. (Vancouver time) on Wednesday, December 30, 2015 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 27, 2015 (the "**Notice of Meeting**").

It is expected that the solicitation will be primarily by mail. Proxies may also be solicited personally by officers of the Corporation 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 statement request form, will be mailed to beneficial owners of Common Shares commencing on or about Wednesday, December 2, 2015. In this Circular, except if otherwise indicated, all dollar amounts are expressed in Canadian currency.

The information contained in this Circular is given as at November 27, 2015, unless otherwise noted.

RECORD DATE

The board of directors of the Corporation (the "**Board**") has set the close of business (Vancouver time) on Wednesday, November 25, 2015, 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 Common Shares after the Record Date will not be entitled to vote such Common Shares at the Meeting

APPOINTMENT OF PROXYHOLDERS

The persons named in the accompanying Proxy as proxyholders 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 persons 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 names 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., proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, by facsimile to 866-249-7775 (North America) or 1-416-263-9524 (international), or by telephone or over the internet as set forth in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof. **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 persons named as proxyholders therein shall vote or withhold from voting the Common Shares in respect of which they are appointed as proxyholders 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 persons appointed as proxyholders shall vote accordingly. The Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to all amendments, variations and other matters which 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 or persons 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 persons designated by management in the Proxy will vote the Common 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 Shareholders" 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 Common 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 Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a depository (such as CDS Clearing and Depository Services Inc.) of which an Intermediary is a participant. In accordance with the requirements of applicable securities laws, the Corporation has distributed copies of the Notice of Meeting, this Circular, the Proxy and a financial statement request form (collectively, the "**Meeting Materials**"), to the depositories and Intermediaries for onward distribution to Non-Registered Holders.

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 Common 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 a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (a "**proxy authorization form**") which the Intermediary must follow.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common 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 names of the management proxyholders 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 PROXY

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 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 the revocation.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation's authorized capital consists of an unlimited number of Common Shares without par value. The Corporation is also authorized to issue an unlimited number of preferred shares without par value, issuable in series. The Common Shares are the only issued and outstanding voting securities of the Corporation, the holders thereof being entitled to one vote for each Common Share held. As at November 25, 2015, being the Record Date, there were a total of 53,571,285 Common Shares issued and outstanding.

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 year in respect of any individual who served as its Chief Executive Officer or Chief Financial Officer of the Corporation during such period, the other three most highly compensated executive officers of the Corporation 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 referred to as a "**Named Executive Officer**").

Compensation Discussion and Analysis

The Board has appointed a compensation and corporate governance committee (the "**CGCC Committee**") to assist it in determining compensation for its executive officers. In determining compensation, the Corporation's goal is to provide sufficient compensation opportunities for executive officers in order to attract, retain and motivate the best possible management team and to align the interests of the Corporation's executive officers with the interests of the Shareholders. The Corporation's compensation policy with respect to executive officers is designed to provide both short-term and long-term rewards that are consistent with individual and corporate performance. Compensation for executive officers, including the Chief Executive Officer and Chief Financial Officer, consists of a base salary and options granted on a discretionary basis under the Corporation's stock option plan (the "**Option Plan**").

Each executive officer's base salary is determined with reference to such officer's experience, skill level, past performance, and level of responsibility in respect of the Corporation. In setting base salaries, the Board and the CGCC Committee rely primarily on their own experience and knowledge and ensure that compensation remains at a level that is both in line with the Corporation's fiscal resources and its stage of development.

Compensation of the executive officers of the Corporation is reviewed annually to take into account performance contributions for the year and to reflect sustained performance contributions from past years.

The Corporation also considers stock options to be an important component of executive compensation. The objective of making grants under the Option Plan is to encourage executive officers to acquire an ownership interest in the Corporation over a period of time, thus better aligning the interests of executive officers with the interests of Shareholders. Options are granted in consideration of the level of responsibility of the executive as well as the executive's impact or contribution to the longer-term operating performance of the Corporation. In determining the number of options to be granted to the executive officers, the Board and the CGCC Committee take into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange (the "**Exchange**") and closely align the interests of the executive officers with the interests of Shareholders.

Compensation Governance

The CGCC Committee is appointed by the Board to, among other things, discharge the Board's responsibilities relating to compensation of the Corporation's directors and officers. Following the Meeting, the CGCC Committee is expected to be comprised of James Borkowski, Ji Yoon and Henry Au. Mr. Borkowski is, and following his expected appointment following the Meeting, Mr. Au is expected to be, an "independent" member of the CGCC Committee, as such term is defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). For further information about the role of the CGCC Committee, please see the sections of this Circular entitled "*Corporate Governance – Compensation Committee*" and "*Executive Compensation – Compensation Discussion and Analysis*".

All members, and in the case of Mr. Au, expected member, of the CGCC Committee have experience in compensation matters either as members of compensation committees of other companies and/or from having served as senior executives with significant responsibility for or involvement in compensation matters. For further information about the experience of the members and expected member of the CGCC Committee, see the sections of this Circular entitled "*Election of Directors*" and "*Audit Committee – Relevant Education and Experience*".

Risk Management

Neither the Board nor the CGCC Committee formally considered the implications of risks associated with the Corporation's compensation policies and practices during the year ended December 31, 2014. However, due to the relatively small size of the Corporation and its current management group, the Board and the CGCC Committee believe they are able to monitor and consider, on an informal basis, risks which may be associated with the Corporation's compensation policies and practices. Risks, if any, may be identified and mitigated through regular Board and committee meetings during which financial and other information of the Corporation is reviewed. The Corporation does not have any formal policy respecting the purchase of financial instruments by Named Executive Officers or directors of the Corporation.

Summary Compensation Table

The following table states the name of each Named Executive Officer and his annual compensation, consisting of salary, option-based awards and other annual compensation for each of the Corporation's three most recently completed financial years.

Name and principal position	Year	Salary (\$)	Option-based awards (\$) ⁽¹⁾	Total compensation (\$)
Tony Lau ⁽²⁾ Chief Executive Officer	2014	170,899	Nil	178,899
	2013	175,154	Nil	175,154
	2012	175,154	3,773	178,927
Ji Yoon Interim Chief Financial Officer	2014	72,000	Nil	72,000
	2013	72,000	Nil	72,000
	2012	72,000	2,934	74,934

⁽¹⁾ The amounts in this column represent the fair value of stock options, which is estimated on the date of grant using the Black-Scholes Model, as discussed below.

⁽²⁾ Mr. Lau resigned as Chief Executive Officer, President and Chief Technology Officer of the Corporation and as a member of the Board effective September 23, 2015. Mr. Lawrence Ng was appointed as interim Chief Executive Officer of the Corporation and to the Board effective September 23, 2015.

All of the option-based awards in the above table were granted with an exercise price equal to the market price of the Common Shares on the date of grant. The amounts reported do not represent net cash proceeds received by the individuals from the exercise of stock options.

The Corporation uses the Black-Scholes Model to estimate the fair value of stock options at the date of grant, using the following assumptions:

Expected volatility: 80% to 150%;
 Risk-free interest rate: 1.30% – 3.85%;
 Expected life: 1 year to 5 years; and
 Dividend yield: nil.

Outstanding Option-Based Awards

The following table states the name of each Named Executive Officer, the number of options available for exercise, the option exercise price and the expiration date for each option as at December 31, 2014. The closing price of the Common Shares on the Exchange on December 31, 2014 was \$0.09. As at December 31, 2014, the Named Executive Officers did not hold any "in-the-money" unexercised options.

Name	Option-based Awards			
	Securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)
Tony Lau ⁽¹⁾	90,000	0.15	December 22, 2015	Nil
Ji Yoon	70,000	0.15	August 29, 2016	Nil

⁽¹⁾ Mr. Lau resigned as Chief Executive Officer, President and Chief Technology Officer of the Corporation and as a member of the Board effective September 23, 2015.

The Corporation did not have a long-term incentive plan pursuant to which cash or non-cash compensation intended to serve as an incentive for performance (whereby performance is measured by reference to financial performance or the price of the Corporation's securities) was paid or distributed to the Named Executive Officers during the most recently completed financial year.

Option-Based Awards – Value Vested during the Year

The following table discloses the aggregate dollar value that would have been realized if the options under the option-based awards had been exercised by the Name Executive Officers on the vesting date. During the financial year ended December 31, 2014, no options held by the Named Executive Officers vested.

Name	Option-based awards – Value vested during the year (\$)
Tony Lau ⁽¹⁾	Nil
Ji Yoon	Nil

⁽¹⁾ Mr. Lau resigned as Chief Executive Officer, President and Chief Technology Officer of the Corporation and as a member of the Board effective September 23, 2015.

Termination and Change of Control Benefits

Mr. Lau received an annual salary pursuant to an employment agreement with the Corporation and all benefits which the Corporation offers to its senior executives and the Board for his services as President and Chief Executive Officer of the Corporation. Upon termination without just cause by the Corporation of Mr. Lau's employment agreement, Mr. Lau was entitled to a payment from the Corporation consisting of one year's salary plus a one-time adjustment of fifteen percent (15%) of such amount. Had Mr. Lau's employment agreement been terminated without just cause on December 31, 2014, he would have been entitled to a payment of \$190,440 from the Corporation. Mr. Lau resigned as President and Chief Executive Officer of the Corporation effective September 23, 2015.

Mr. Yoon received a monthly salary for his services as interim Chief Financial Officer of the Corporation pursuant to a consulting agreement dated December 15, 2008, which was amended subsequent to the reporting period in 2015. The Corporation may terminate the consulting agreement at any time by providing 30 days' written notice, or providing a lump sum payment in lieu of notice, plus any amounts due to Mr. Yoon under the agreement up to the date of termination. Had Mr. Yoon's consulting agreement been terminated December 31, 2014, Mr. Yoon would not have been entitled to any payment from the Corporation unless the termination occurred without notice, in which case he would have been entitled to a payment of \$6,000 in lieu of such notice.

Director Compensation

Outside directors of the Corporation are paid on the basis of an annual retainer of \$8,000, paid quarterly. The Corporation had no arrangements, standard or otherwise, pursuant to which outside directors were compensated by the Corporation or its subsidiaries for committee participation, involvement in special assignments or for services as a consultant or an expert during the most recently completed financial year. The following table (and notes thereto) states the names of each director, who is not also a Named Executive Officer, and the compensation received by such director for the most recently completed financial year.

Name ⁽¹⁾	Fees earned (\$)	Option-based awards (\$) ⁽²⁾	All other compensation (\$)	Total (\$)
James Borkowski	8,000	Nil	Nil	8,000
Steven Hsieh	8,000	Nil	Nil	8,000
Liang Li	Nil	Nil	Nil	Nil

⁽¹⁾ Disclosure relating to compensation for each of Mr. Lau and Mr. Yoon is contained in the Summary Compensation Table above. As inside directors, Mr. Lau and Mr. Yoon were not paid directors' fees during the reported period.

⁽²⁾ The amounts in this column represent the fair value of stock options which is estimated on the date of grant using a Black-Scholes Model. See the discussion under the section entitled "Summary Compensation Table" above.

Outstanding Option-Based Awards – Directors

The table below states the name of each director of the Corporation, the number of options available for exercise, the option exercise price and the expiration date for each option as at December 31, 2014. The closing price of the Common Shares on the Exchange on December 31, 2014 was \$0.09. As at December 31, 2014, none of the directors of the Corporation held any "in-the-money" unexercised options.

Name ⁽¹⁾	Option-based Awards			Value of unexercised in-the-money options (\$)
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	
James Borkowski	50,000	0.15	August 29, 2016	Nil
Steven Hsieh	Nil	N/A	N/A	N/A
Liang Li	Nil	N/A	N/A	N/A

⁽¹⁾ Relevant disclosure for each of Mr. Lau and Mr. Yoon is contained in the "Outstanding Option-Based Awards" table above.

Option-Based Awards – Value Vested During the Year – Directors

The following table discloses the aggregate dollar value that would have been realized if the options under the option-based awards had been exercised by the directors on the vesting date. During the financial year ended December 31, 2014, no options held by the directors vested.

Name ⁽¹⁾	Option-based awards – Value vested during the year (\$)
James Borkowski	Nil
Steven Hsieh	Nil
Liang Li	Nil

⁽¹⁾ Relevant disclosure for each of Mr. Lau and Mr. Yoon is contained in the "Option-Based Awards – Value Vested during the Year" table above.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Corporation has adopted the Option Plan, attached hereto as Schedule "A", for the Corporation's directors, officers, employees and consultants. The purpose of the Option Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation to acquire Common Shares, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentives in their efforts on behalf of the Corporation.

The Option Plan is administered by the Board. The Option Plan provides that options will be issued pursuant to option agreements which shall provide for the expiration of such options on a date not later than the maximum term permitted by the Exchange. Under the Option Plan, a maximum number of Common Shares issuable upon the exercise of all options granted under the Option Plan shall not exceed ten percent (10%) of the issued and outstanding Common Shares, from time to time, provided that options may not be granted to an individual director, officer or employee to purchase a number of Common Shares equalling more than five percent (5%) of the issued Common Shares in any twelve-month period unless the Corporation has obtained disinterested shareholder approval in respect of such grant and such grant meets Exchange requirements. Options may not be granted if the exercise thereof would result in the issuance to any one consultant or any one person employed to provide investor relations services in any twelve-month period of more than two percent (2%) of the issued Common Shares. Options issued pursuant to the Option Plan will have an exercise price determined by the directors of the Corporation, provided that the exercise price shall not be less than the price permitted by the Exchange.

Options granted under the Option Plan are non-transferable (unless specifically provided in the Option Plan or as may be permitted by the Exchange) and expire on the earlier of the period set by the directors of the Corporation (not to exceed the maximum term permitted by the Exchange) or ninety (90) days from the date the

optionee ceases to be an officer, director, employee or consultant of the Corporation, unless such participant was engaged in investor relations activities, in which case such exercise must occur within thirty (30) days after the cessation of the participant's services to the Corporation. In the event of the death of an optionee, options held by such optionee will expire on the earlier of the period set by the directors of the Corporation (not to exceed the maximum term permitted by the Exchange) or one (1) year from the date of such optionee's ceasing to be an officer, director, employee or consultant of the Corporation due to death.

The Option Plan provides for a cash surrender option, pursuant to which, while the Common Shares are listed and posted for trading on a recognized stock exchange, participants may elect to surrender unexercised options granted pursuant to the Option Plan that are vested and exercisable to the Corporation in consideration for an amount equal to the excess, if any, of the aggregate fair market value of the Common Shares (based on the weighted average trading price of the Common Shares on such stock exchange during the five trading days preceding the date of surrender or the price pursuant to an offer made for all of the issued and outstanding Common Shares, whichever is greater) able to be purchased pursuant to the vested and exercisable portion of such options on the date of surrender over the aggregate exercise price for the Common Shares pursuant to such options. In no circumstances will the participant at any time be obligated to surrender options as provided by the cash surrender option. The Corporation may, in its sole discretion, refuse to accept the surrender of unexercised options and if any such surrender is not accepted by the Corporation or completed for any reason, the notice of surrender shall be deemed to be withdrawn and the options in respect of which such notice was provided shall again become subject to their original terms as if such notice of surrender had not been provided.

Equity Compensation Plan Information

The following table sets out securities authorized for issuance under the Option Plan as of December 31, 2014, the end of the Corporation's most recently completed financial year.

Option plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in columns (a))
Equity compensation plans approved by securityholders (Option Plan) ⁽¹⁾	1,350,000	\$0.15	4,007,128

⁽¹⁾ The aggregate number of Common Shares issuable upon the exercise of all options granted under the Option Plan may not exceed 10% of the issued and outstanding Common Shares from time to time.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No individual who is or has been a director, executive officer or employee of the Corporation or any of its subsidiaries was, within thirty (30) 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.

MANAGEMENT CONTRACTS

To the best of the knowledge of the directors and officers of the Corporation, management functions of the Corporation and its subsidiaries are not, to any substantial degree, performed by a person other than the directors and executive officers of the Corporation or its subsidiaries.

AUDIT COMMITTEE

The Corporation has an Audit Committee whose primary function 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 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 "B" attached hereto.

Composition of the Audit Committee

Following the Meeting, the members of the Audit Committee are expected to be James Borkowski, Ji Yoon and Henry Au. Mr. Borkowski is, and following his expected appointment following the Meeting, Mr. Au is expected to be, an independent member of the Audit Committee within the meaning of NI 52-110, and all of the members, and in the case of Mr. Au, expected member, of the Audit Committee 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.

James Borkowski – Mr. Borkowski is currently the Chairman and Chief Executive Officer of StonePoint Global Brands Inc. and has acted in such capacity since February 2003. Mr. Borkowski has also been a director of StonePoint Global Brands Inc. since January 1997.

Ji Yoon – Mr. Yoon is presently the Chief Financial Officer for On Side Restoration, one of Canada's leading restoration companies. Previously, he was the Finance Director and Corporate Secretary of SeaStar Solutions (formerly known as Teleflex Canada Inc. and formerly owned by Teleflex Incorporated (NYSE: TFX)) and was formerly the Chief Financial Officer and Corporate Secretary of JER Envirotech International Corp. Mr. Yoon has also acted as Chief Financial Officer and Controller for Taiga Building Products Ltd. Mr. Yoon is a Chartered Professional Accountant and a Fellowship with the Chartered Institute of Management Accountants in the United Kingdom. He holds a Bachelor of Commerce from the University of Alberta, a Business Diploma (Honours) from Lambton College of Applied Arts and Technology in Sarnia, Ontario and an MBA from Queen's University, Ontario. Mr. Yoon is a member of the American Institute of Certified Public Accountants and also serves on the adjudicating board of the Certified Management Accountants Strategic Leadership Program.

Henry Au – Mr. Au has over 25 years' of experience in the high technology, banking and venture capital industries with numerous multi-national corporations. Mr. Au began his career at Cathay Pacific Airways Ltd., before being appointed Vice President of CitiBank and ABN AMRO Bank. Mr. Au has also been Regional Operations Director at Microsoft Corporation and Chief Investment Officer at the Carlyle Group. Mr. Au earned a Bachelor of Arts and Bachelor of Engineering degree from Trinity College, University of Dublin, a Masters of Science in Computer Engineering degree from University of Hong Kong and an MBA from Hong Kong Polytechnic University.

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. 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 aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending December 31,	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees
2014	\$117,981	Nil	\$20,757	Nil
2013	\$86,601	Nil	Nil	Nil

(1) Audit fees were for professional services rendered by the auditors for the audit of the Corporation's annual financial statements as well as services provided in connection with statutory and regulatory filings.

(2) Audit-related relate to performance of limited procedures performed by the Corporation's auditors related to interim reports.

(3) Tax fees relate to tax compliance, tax advice and tax planning services.

Exemption

In providing the disclosure in this section, the Corporation is relying on the exemption in section 6.1 of NI 52-110.

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 itself that the relevant independence criteria have been met.

James Borkowski is, and, following his expected election, Mr. Au will be, an independent director of the Corporation, in that each is free from any interest which could reasonably interfere with their exercise of

independent judgment as directors of the Corporation. Lawrence Ng and Ji Yoon are executive officers of the Corporation and are therefore not independent. Liang Li is an executive officer of a subsidiary of the Corporation and is therefore also not independent.

Directorships

James Borkowski is currently a director of StonePoint Global Brands Inc.

Orientation and Continuing Education

The Corporation does not have a formal process of orientation and education for new members of the Board. The current directors are experienced in boardroom procedure and corporate governance and generally have 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 Board's committees, 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 in the exercise of his or her duties and responsibilities must act in honesty and 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 *Business Corporations Act* (British Columbia) (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 of the Corporation 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

Although the Corporation has not constituted a nominating committee to propose new director nominees, the CGCC Committee is responsible for advising the Board with respect to the filling of vacancies on the Board and making recommendations as to nominees for the Board. The CGCC Committee analyzes the needs of the Board when vacancies arise and identifies and proposes new nominees who have the necessary competencies and characteristics to meet such needs. New candidates are introduced to the Board by members of the CGCC Committee. In order to foster an objective nomination process, the independent members of the Board are encouraged to recommend nominees for the Board.

Compensation

The CGCC Committee is appointed by the Board to, among other things, discharge the Board's responsibilities relating to compensation of the Corporation's directors and officers.

The CGCC Committee annually reviews and approves corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluates the Chief Executive Officer's performance in light of those goals and objectives and sets the Chief Executive Officer's compensation level based on this evaluation. The CGCC Committee meets without the presence of other executive officers when approving the Chief Executive Officer's compensation but may invite the Chief Executive Officer to be present during approval of other executive officers' compensation.

Assessments

The Board is responsible for keeping management informed of its evaluation of the performance of the Corporation and its senior 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:

- (i) input from directors, when appropriate;
- (ii) attendance of directors at meetings of the Board and any committee; and
- (iii) the competencies and skills each individual director is expected to bring to the Board and each committee.

Advance Notice Policy

On September 3, 2015, 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 of the Corporation are made by Shareholders. 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. A further discussion of the Advance Notice Policy and the full text of the proposed resolution to affirm, ratify and approve the Advance Notice Policy can be found below under "*Particular Matters to be Acted Upon – Advance Notice Policy*".

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 of the Corporation and to communicate its views to 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.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements

The Board has approved the audited consolidated financial statements for the financial year ended December 21, 2014, together with the auditors' report thereon. Copies of these financial statements have been sent to those Shareholders who have requested same. These materials are available on SEDAR at www.sedar.com.

2. Appointment and Remuneration of Auditors

Shareholders will be asked to vote for the re-appointment of MNP LLP, of Vancouver, British Columbia, as the Corporation's auditors for the ensuing year, and to authorize the directors to fix the auditors' remuneration. See "Audit Committee – External Audit Service Fees (by category)" above for a discussion of the past remuneration paid to the auditor.

Management recommends that Shareholders vote for the re-appointment of MNP LLP as the Corporation's auditors for the ensuing year and the authorization of the Board to determine the remuneration to be paid to the

auditors. **Unless you give other instructions, the persons named in the enclosed Proxy intend to vote FOR the re-appointment of MNP LLP as the auditors of the Corporation until the close of the next annual meeting and FOR the authorization of the Board to fix the remuneration to be paid to the auditors.**

3. Election of Directors

The directors of the Corporation 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 five directors, as further described in the table below, for election by the Shareholders as directors of the Corporation to hold office until the next annual meeting or until their successors are duly elected or appointed. The following table (and notes thereto) states the name of the proposed nominees and each director of the Corporation whose term will continue after the Meeting, all offices of the Corporation now held by him, his principal occupation, the period of time for which he has been a director of the Corporation 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, province and country of residence	Principal occupation	Current position(s) with the Corporation	Director since	Number of securities beneficially owned or controlled or directed, directly or indirectly
Lawrence Ng <i>Hong Kong SAR, China</i>	Financial Advisor and Interim Chief Executive Officer and Director of the Corporation.	Interim Chief Executive Officer and Director	September 23, 2015	3,779,687
Ji Yoon ⁽⁵⁾⁽⁶⁾ <i>British Columbia, Canada</i>	Chief Financial Officer and IT Lead of On Side Restoration Services, a leading privately owned restoration company.	Interim Chief Financial Officer, Interim Chairman and Director	January 2, 2008	Nil ⁽¹⁾
James Borkowski ⁽⁵⁾⁽⁶⁾ <i>British Columbia, Canada</i>	Chairman and Chief Executive Officer of StonePoint Global Brands Inc., an international brand development and deployment company.	Director	January 2, 2008	Nil ⁽²⁾
Liang Li <i>Beijing, China</i>	Senior Vice President of Xinchang Xinda Technology Development Co. Ltd. since August 2010 and previously Assistant to the Chief Executive Officer of Beijing Comsenz Innovative Technology Co. Ltd.	Director	December 21, 2012	1,000,000 ⁽³⁾⁽⁴⁾
Henry Au ⁽⁵⁾⁽⁶⁾ <i>Hong Kong SAR, China</i>	Vice President of ABN AMRO Bank.	N/A	N/A	Nil

(1) Mr. Yoon also holds options to purchase 170,000 Common Shares.

(2) Mr. Borkowski holds options to purchase 150,000 Common Shares.

(3) These shares are held by Mr. Li's spouse.

(4) Mr. Li also holds options to purchase 100,000 Common Shares.

(5) Members, or expected members, of the Audit Committee.

(6) Members, or expected members, of the CGCC.

The Corporation has an Audit Committee, of which, following the Meeting, James Borkowski, Ji Yoon and Henry Au are expected members. 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. The Corporation has a Compensation and Corporate

Governance Committee, of which, following the Meeting, James Borkowski, Ji Yoon and Henry Au are expected members.

Management recommends that Shareholders vote for its nominees for election as directors. **Unless you give other instructions, the persons named in the enclosed Proxy intend to vote FOR the election of the five management nominees as directors of the Corporation for the ensuing year.**

Corporate Cease Trade Orders or Bankruptcy

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

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

Penalties or Sanctions

To the best of management's knowledge, as of the date of this Circular, no proposed nominee for election as a director of the Corporation 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 to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcy

As of the date of this Circular, no proposed nominee for election as a director of the Corporation 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.

Conflicts of Interest

The directors of the Corporation are required by law to act honestly and in good faith with a view to the best interest of the Corporation and to disclose any interests which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the Board, the director in a conflict must disclose his interest and abstain from voting on such matter. In determining whether or not the Corporation will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

Except as disclosed in this Circular, to the Corporation's knowledge, there are no known existing or potential conflicts of interest among the Corporation and its directors, officers, promoters or other members of management as a result of their outside business interests, except that certain of the directors, officers,

promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

4. Stock Option Plan

At present, the Corporation has a "rolling" share option plan for certain of its directors, officers, employees and consultants. The maximum number of Common Shares that may be reserved for issuance at any time under the Option Plan is 10% of the total outstanding Common Shares. Additionally: (i) the exercise price for an option granted under the Option Plan may not be less than the discounted market price; (ii) options granted may be subject to vesting requirements; and (iii) the term of the options may not exceed five years from the grant date.

As the Corporation's Option Plan is a "rolling plan", the Exchange requires that such plans receive yearly approval at the Corporation's annual meeting.

Approval of the Option Plan

The Board is requesting that Shareholders affirm, ratify and approve the Option Plan. Accordingly, Shareholders will be asked at the Meeting to approve the following ordinary resolution affirming, ratifying and approving the Option Plan:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (i) the stock option plan (the "**Plan**") of Fireswirl Technologies Inc. (the "**Corporation**"), in or substantially in the form attached as Schedule "A" to the management information circular of the Corporation dated November 27, 2015, be, and is hereby, affirmed, ratified and approved.
- (ii) the form of the Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation and each director and officer of the Corporation be and is hereby authorized and directed, for and on behalf of the Corporation, to execute and deliver all such documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to this resolution, the execution and delivery of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and
- (iii) notwithstanding this resolution having been duly passed by the shareholders of the Corporation, the directors of the Corporation be, and are hereby, authorized and empowered to revoke this resolution at any time prior to it being acted upon without further approval of the shareholders of the Corporation."

In order to pass the resolution approving the Option Plan, a majority of the votes cast at the Meeting must be voted in favor of the resolution. The Board has determined that approval of the Option Plan is in the best interests of the Corporation. The Board therefore recommends that Shareholders vote FOR the resolution affirming, ratifying and approving the Option Plan. Unless you give other instructions, the persons named in the enclosed Proxy intend to vote FOR the resolution affirming, ratifying and approving the Option Plan.

5. Shareholder Rights Plan

General Information

On September 2, 2015 (the "**Effective Date**"), the Board adopted a shareholder rights plan agreement (the "**Rights Plan**") for the Corporation between the Corporation and Computershare Investor Services Inc. (the "**Rights Agent**"). At the Meeting, shareholders will be asked to consider and if thought fit, to pass, with or

without restriction, an ordinary resolution affirming, ratifying and approving the Rights Plan. If a majority of shareholders vote against the Rights Plan, then the Board shall immediately be deemed to have elected to redeem any outstanding Rights at the Redemption Price (as defined below) and the Rights Plan will be of no further force and effect (see below for meaning of capitalized terms).

The Rights Plan is not being proposed by management in anticipation of any pending or threatened take-over bid, nor to deter take-over bids generally. The primary objectives of the Rights Plan are to seek to ensure that, in the context of a bid for control of the Corporation through an acquisition of Common Shares, all Shareholders have an equal opportunity to participate in the bid and are given adequate time to access the bid. The Rights Plan is not intended to prohibit a change of control of the Corporation in a transaction that is procedurally fair to Shareholders. The rights of Shareholders to seek a change in the Board or to influence or promote action of the Board in a particular manner will not be affected by the Rights Plan. The approval of the Rights Plan by the Shareholders is not designed to alter, diminish or reduce the fiduciary duties of the directors of the Corporation if faced with a potential change of control transaction or restrict the potential actions that might be taken by the directors in such circumstances.

In adopting the Rights Plan, the Board considered a number of factors, including the following concerns arising from the existing securities law framework that applies to take-over bids in Canada:

- (a) Unequal Treatment. While existing Canadian securities legislation has established a number of procedural requirements for the conduct of take-over bids which generally require that a take-over bid be made to all shareholders and that a bidder offer identical consideration to all shareholders, the take-over bid regime includes exemptions to the formal bid requirements that could operate to allow control of an issuer to be acquired without the making of a formal take-over bid to all shareholders. Specifically, Canadian securities legislation allows a small group of securityholders to dispose of their securities pursuant to a private agreement at a premium to market price, which premium is not shared with other securityholders. In addition, a person may slowly accumulate securities through stock exchange acquisitions which may result, over time, in an acquisition of control without payment of fair value for control or a fair sharing of a control premium among all securityholders. It may also be possible to engage in transactions outside of Canada without regard to these protections. The Rights Plan addresses these concerns by applying to all acquisitions that would result in a person owning 20% or more of the Common Shares (subject to certain limited exceptions), thereby generally precluding a person from acquiring a controlling interest in the Corporation without making a Permitted Bid (as defined in the Rights Plan) to all Shareholders.
- (b) Time. Current legislation permits a take-over bid to expire in 35 days. The Board is of the view that this generally is not sufficient time to permit Shareholders to consider a take-over bid and to make a reasoned and considered decision. The Rights Plan provides a mechanism for Permitted Bids whereby the minimum expiry period for a take-over bid must be 60 days after the date of the bid and the bid must remain open for a further period of ten Business Days (as defined in the Rights Plan) after an Offeror (defined below) publicly announces that the Common Shares deposited or tendered and not withdrawn constitute more than 50% of the Common Shares outstanding held by Independent Shareholders. The Rights Plan is intended to provide Shareholders with adequate time to properly evaluate any offer and provide the Board with additional time to assess any offer and, if appropriate, explore and develop alternatives for maximizing Shareholder value. Those alternatives could include, among other things, identifying other potential bidders, conducting an orderly auction or developing a restructuring or other alternative that could enhance Shareholder value.
- (c) Pressure to Tender. A Shareholder may feel pressured to tender to a bid that the Shareholder considers to be inadequate out of a concern that failing to tender may result in the Shareholder being left with illiquid or minority discounted securities in the Corporation. This is particularly so in the case of a partial bid for less than all securities of a class, where the bidder wishes to obtain a control position but does not wish to acquire all of the Common Shares. The Rights Plan provides a mechanism in the Permitted Bid provision that is intended to address this concern by requiring that a take-over bid remain

open for acceptance for a further ten Business Days following public announcement that more than 50% of the Common Shares held by Independent Shareholders have been deposited and not withdrawn. This mechanism is intended to lessen any undue pressure to tender that may be encountered by a Shareholder, as the Shareholder will have the ability to tender during a subsequent offering period after learning that a majority of other Shareholders of the Corporation have tendered to the offer.

Fiduciary Duties of Directors

The Rights Plan is not designed to detract from or lessen the duties of the Board, including the duty to act honestly and in good faith with a view to the best interests of the Corporation and its Shareholders. The Board will continue to have the duty and power to take such actions and make such recommendations to the Shareholders as are considered appropriate.

General Impact of the Rights Plan

It was not the intention of the Board, in approving the Rights Plan, to secure the continuance of existing directors or management in office, nor to avoid a bid for control of the Corporation in a transaction that is procedurally fair. For example, through the Permitted Bid mechanism, Shareholders may tender to a bid that meets the Permitted Bid criteria without triggering the exercise of Rights under the Rights Plan, regardless of the value of the consideration being offered under the bid. The Rights Plan should not preclude any Shareholder from utilizing the proxy mechanism under BCBCA and securities laws to promote a change in the management or direction of the Corporation or the Board and is designed to have no effect on the rights of shareholders to requisition a meeting in accordance with the provisions of the BCBCA, or to enter into agreements with respect to voting their Common Shares. The definitions of "Acquiring Person" and "Beneficial Ownership" have been developed to minimize concerns that the Rights Plan may be inadvertently triggered or triggered as a result of an overly broad aggregation of holdings of institutional Shareholders and their clients. The Rights Plan is not expected to interfere with the day-to-day operations of the Corporation. The issuance of the Rights does not in any way alter the financial condition of the Corporation, impede its business plans or alter its financial statements. The Board believes that the dominant effect of the Rights Plan will be to ensure equal treatment of all Shareholders in the context of an acquisition of control.

Summary of Rights Plan

The following is a plain language summary of the Rights Plan and is qualified in its entirety by reference to the text of the Rights Plan, a copy of which is available under the Corporation's SEDAR profile at www.sedar.com. A copy may also be requested by Shareholders at no charge by contacting the Corporation by telephone at (604) 540-8805 or email at info@firewsirl.com. Capitalized terms used in this summary without express definition have the meanings ascribed thereto in the Rights Plan.

Voting Requirements

The Rights Plan provides that it must be ratified and confirmed by Shareholders not later than six months after the Effective Date. The Rights Plan must be confirmed by a majority of the votes cast at the Meeting by independent shareholders ("**Independent Shareholders**"), meaning Shareholders other than: (i) an Acquiring Person (defined below); (ii) a person who has announced and not withdrawn a current intention to make, or who is making, a take-over bid (an "**Offeror**"); and (iii) persons acting jointly or in concert with such Acquiring Person or Offeror. Management of the Corporation is not aware of any Shareholder who will be ineligible to vote on the confirmation of the Rights Plan.

Under the terms of the Rights Plan, the Corporation must seek confirmation from the Shareholders every third year after the date of the Meeting for the Rights Plan to remain in operation. If a majority of shareholders vote against the Rights Plan at the Meeting or at any subsequent meeting, then the Board shall immediately be deemed to have elected to redeem any outstanding Rights at the Redemption Price and the Rights Plan will be of no further force and effect.

Issuance of Rights

Under the Rights Plan, the Corporation has issued one right (a "**Right**") for each of outstanding Common Share held as of the Effective Date, as well as in respect of each Common Share issued after the Effective Date and prior to the earlier of the Separation Time (as defined in the Rights Plan) and the Expiry Time (as defined in the Rights Plan).

Trading of Rights

Notwithstanding the effectiveness of the Rights Plan, the Rights are not exercisable until the Separation Time and certificates representing the Rights have not been sent to Shareholders. Certificates for Common Shares issued after the date on which the Rights Agent implemented the Rights Plan will contain a notation incorporating the Rights Plan by reference. Until the Separation Time, or earlier termination or expiry of the Rights, the Rights are evidenced by and transferred with the associated Common Shares and the surrender for transfer of any certificates representing Common Shares will also constitute the surrender for transfer of the Rights associated with those Common Shares. From and after the Separation time, the Rights will be evidence by a separate "Rights Certificate" which will be transferable separate from and independent of the Common Shares. The initial Exercise Price under each Right in order to acquire a Common Share is five times the Market Price at the Separation Time. "**Market Price**" is the average of the daily Closing Price per Common Share of such Common Shares on each of the 20 consecutive Trading Days through and including the Trading Day immediately preceding such date of determination.

Separation of Rights

The Rights will become exercisable and begin to trade separately from the associated Common Shares at the Separation Time, which is generally the close of business on the tenth Business Day after the earlier of:

- (a) the first date of public announcement (which shall include a report filed pursuant to Multilateral Instrument 62-104, Section 102.1 or 102.2 of the *Securities Act* (Ontario) or Section 13(d) of the *United States Securities Act Exchange Act of 1934* announcing or disclosing such information) or disclosure by the Corporation, an Offeror or an Acquiring Person of facts indicating that a person has become an Acquiring Person (the "**Stock Acquisition Date**");
- (b) the date of the commencement of, or first public announcement or disclosure of the intent of any person (other than the Corporation or any subsidiary of the Corporation) to commence a Take-over Bid (other than a Permitted Bid, so long as such Take-over Bid continues to satisfy the requirements of a Permitted Bid); and
- (c) the date on which a Permitted Bid ceases to qualify as a Permitted Bid, provided however, that if any such Take-over Bid expires, is cancelled, is terminated or is otherwise withdrawn prior to the Separation Time, then such Take-over Bid shall be deemed never to have been made and, provided further, that if the Board determines to waive the application of a Flip-In Event (as defined in the Rights Plan), then the Separation Time in respect of such Flip-In Event shall be deemed never to have occurred.

Acquiring Person

Subject to certain exceptions, an Acquiring Person is generally any person who is the "Beneficial Owner" of 20% or more of the outstanding Common Shares.

Beneficial Ownership

The thresholds for triggering the Rights Plan are generally based on the percentage of Common Shares that are Beneficially Owned by a person or its Affiliates or Associates. This is defined in terms of legal or equitable ownership of Common Shares. In addition, a person is deemed to be the Beneficial Owner of Common Shares if that person, or its Affiliates or Associates and any other person acting jointly or in concert with such person, has a right to acquire the Common Shares within 60 days upon the conversion, exchange or exercise of any "Convertible Security" or pursuant to any agreement, arrangement, pledge or understanding, whether or not in writing, subject to certain exemptions. There are various exceptions to this definition as set out in the Rights Plan.

Flip-in Event

Under the Rights Plan, a Flip-in Event will occur when a person becomes an Acquiring Person. On the occurrence of a Flip-in Event:

- (a) each Right will entitle the holder to purchase from the Corporation that number of Common Shares having an aggregate Market Price on the date of the Flip-in Event equal to twice the Exercise Price for an amount in cash equal to the Exercise Price; and
- (b) any Rights beneficially owned by the Acquiring Person and its Affiliates, Associates and transferees, or any other persons acting jointly or in concert with the Acquiring Person, will become null and void. As a result, the Acquiring Person's investment in the Corporation would be greatly diluted if a substantial portion of the Rights are exercised after a Flip-in Event occurs.

Redemption and Waiver

Subject to the prior consent of the Shareholders or Rights holders, the Board acting in good faith may at any time prior to the later of the Stock Acquisition Date and the Separation Time, elect to redeem all but not less than all of the Rights at a redemption price of \$0.00001 per Right (the "**Redemption Price**").

The Board may waive the application of the Rights Plan to any Flip-in Event if it determines that a person became an Acquiring Person by inadvertence, so long as the person has, within 14 days after the Board's determination, reduced its Beneficial Ownership of Common Shares so that it is no longer an Acquiring Person. The Board may also waive the application of the Rights Plan to any particular Flip-in Event that may occur by reason of a Take-over Bid made by means of a Take-over Bid circular, provided that, if the Board so waives such application, then the Board shall be deemed to have waived the application to any other Take-over Bid made prior to the expiry of the Take-over Bid in respect of which the waiver was made.

In the event a person acquires Common Shares pursuant to a Permitted Bid or an Exempt Acquisition, then the Board shall be deemed to have elected to redeem the Rights at the Redemption Price.

Subject to the prior consent of the Shareholders, the Board may at any time prior to the occurrence of a Flip-in Event, waive the application of such Flip-in Event. In such case, the Board shall extend the Separation Time to a date at least 10 Business Days subsequent to the meeting of Shareholders called to approve such waiver.

Permitted Bids

A Take-over Bid is an offer to acquire Common Shares or Convertible Securities (or both) where the Common Shares subject to the offer to acquire, together with the Common Shares into or for which the securities subject to the offer to acquire are convertible or exchangeable, and the Offeror's securities constitute in the aggregate 20% or more of the outstanding Common Shares at the date of the offer to acquire.

A Permitted Bid is a Take-over Bid made by an Offeror that is made by way of a Take-over Bid circular and that complies with the following conditions:

- (a) the Take-over Bid is made to all holders of Common Shares of the Corporation and for all outstanding Common Shares;
- (b) the Offeror agrees that no Common Shares will be taken up or paid for under the bid for 60 days following the commencement of the bid and the bid is subject to an irrevocable condition that no Common Shares will be taken up or paid for unless more than 50% of the Common Shares (other than Common Shares beneficially owned by the Offeror on the date of the bid) are deposited under the bid and not withdrawn;
- (c) Common Shares may be tendered at any time before the bid's expiry, unless the Take-over Bid is withdrawn and Common Shares deposited to the Take-over Bid may be withdrawn until taken up and paid for; and
- (d) if more than 50% of the Common Shares (other than Common Shares beneficially owned by the Offeror on the date of the bid) are deposited and not withdrawn, the Offeror will publicly announce this fact and leave the bid open for another 10 Business Days to permit the remaining Shareholders to tender their Common Shares.

Competing Permitted Bid

A Permitted Bid also includes a Competing Permitted Bid. If the Offeror successfully completes a Permitted Bid, the Rights Plan provides that the Corporation will redeem the Rights at the Redemption Price.

A Competing Permitted Bid is a Take-over Bid that:

- (a) is made while another Permitted Bid is in existence; and
- (b) satisfies all the requirements of a Permitted Bid except that the Common Shares under a Competing Bid may be taken up on a date that is no earlier than the date which is the later of 35 days after the Competing Bid was made and 60 days after the earliest date on which any other Permitted Bid or Competing Bid that was then in existence was made and only if on that date more than 50% of the outstanding Common Shares held by Independent Shareholders have been deposited pursuant to the bid and not withdrawn.

Permitted Lock-up Agreement

A Permitted Lock-up Agreement is an agreement between a person making a Take-over Bid (the "**Lock-up Bid**") and one or more holders (each, a "**Locked-up Person**") of Common Shares pursuant to which such Locked-up Persons agree to deposit or tender Common Shares to the Lock-up Bid and where the agreement:

- (a) permits the Locked-up Persons to withdraw Common Shares in order to tender or deposit such Common Shares to another Take-over Bid (or terminate the agreement in order to support another transaction) that represents an offering price for each Common Share that exceeds, or provides a value for each Common Share that is greater than, the offering price or value represented by or proposed to be represented by the Lock-up Bid;
- (b) (x) permits the Locked-up Persons to withdraw Common Shares in order to tender or deposit such Common Shares to another Take-over Bid (or terminate the agreement in order to support another transaction) that represents an offering price for each Common Share that exceeds, or provides a value for each Common Share that is greater than, the offering price or value represented by or proposed to be represented by, the Lock-up Bid by as much or more than a specified amount not greater than 7% of

the offering price or value that is represented by the Lock-up Bid; or (y) permits the Locked-up Person to withdraw Common Shares in order to tender or deposit such Common Shares to another Take-over Bid (or terminate the agreement in order to support another transaction) if the number of Common Shares to be purchased under such other Take-over Bid or transaction exceeds the number of Common Shares offered to be purchased under the Lock-up Bid by as much or more than a specified number of Common Shares not greater than 7% of the number of Common Shares offered to be purchased under the Lock-up Bid, at an offering price for each Common Share that is not less, or provides a value for each Common Share that is not less than, the offering price or value represented by or proposed to be represented by the Lock-up Bid; or

- (c) provides for no "break-up" fees, "top-up" fees, penalties, payments, expenses or other amounts that exceed in the aggregate the greater of: (i) the cash equivalent of 2.5% of the price or value payable under the Lock-up Bid to the Locked-up Person, and (ii) 50% of the amount by which the price or value payable under another Take-over Bid or another transaction to a Locked-up Person exceeds the price or value of the consideration that such Locked-up Person would have received under the Lock-up Bid, to be payable, directly or indirectly, by such Locked-up Person pursuant to the agreement if any Locked-up Person fails to tender Common Shares pursuant thereto or withdraws Common Shares previously tendered thereto in order to tender such Common Shares to another Take-over Bid or support another transaction.

Amending Power

Except for minor amendments to correct clerical or typographical errors and amendments to maintain the validity of the Rights Plan as a result of a change in any applicable legislation, regulations or rules, consent of shareholders is required for amendments to the Rights Plan before the Separation Time. Consent of the holders of Rights is required for amendments to the Rights Plan after the Separation Time and before the Expiration Time.

Holders of Rights not Shareholders

Until a Right is exercised, the holder thereof as such will have no rights as a shareholder of the Corporation.

Approval of Rights Plan

The Board is requesting that Shareholders affirm, ratify and approve the Rights Plan. Accordingly, Shareholders will be asked at the Meeting to approve the following resolution affirming, ratifying and approving the Rights Plan:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (i) the Shareholder Rights Plan Agreement dated September 3, 2015, between Fireswirl Technologies Inc. (the "**Corporation**") and Computershare Investor Services Inc. and all rights issued under such Shareholder Rights Plan Agreement be, and are hereby, affirmed, ratified and approved; and
- (ii) any one director or officer of the Corporation be and is hereby authorized and directed, on behalf of the Corporation, to do all acts and execute, whether under corporate seal of the Corporation or otherwise, and deliver all documents that the Corporation considers necessary or desirable to give effect this resolution."

In order to pass the resolution affirming, ratifying and approving the Rights Plan, a majority of the votes cast at the Meeting must be voted in favor of the resolution. The Board has determined that approval of the Rights Plan is in the best interests of the Corporation. The Board therefore unanimously recommends that Shareholders vote FOR the resolution affirming, ratifying and approving the Rights

Plan. Unless you give other instructions, the persons named in the enclosed Proxy intend to vote FOR the resolution affirming, ratifying and approving the Rights Plan.

6. Advance Notice Policy

Summary of Advance Notice Provisions

The following is a summary of the Advance Notice Policy for Shareholder nominations of directors of the Corporation, which was reviewed and adopted by the Board on September 3, 2015. The following summary is qualified in its entirety by reference to the text of the Advance Notice Policy, a copy of which is available under the Corporation's SEDAR profile at www.sedar.com. A copy may also be requested by Shareholders at no charge by contacting the Corporation by telephone at (604) 540-8805 or email at info@firewsirl.com. Capitalized terms used in this summary without express definition have the meanings ascribed thereto in the Advance Notice Policy. You are urged to read the full text of the Advance Notice Policy prior to making any voting decision.

Under the Advance Notice Policy, Shareholders seeking to nominate a candidate for a Board seat must provide timely notice in proper form to the Corporation in advance of any annual general meeting or special meeting of Shareholders where directors are up for election.

- (i) Notice will be considered timely if: (a) in the case of an annual general meeting of Shareholders, it is provided not less than 65 days prior to the date of the meeting; provided, however, that in the event the annual general meeting is called for a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the meeting was made, notice by a nominating Shareholder may be made not later than the 10th day following the Notice Date; and (b) in the case of a special meeting (which is not also an annual general meeting), it is provided not later than the 15th day following the date on which the first public announcement of the meeting was made.
- (ii) Notice will be considered in proper form if it sets forth, among other things, for each person the nominating Shareholder is nominating for election as a director: (a) the name, age, business address and residential address of the person; (b) the principal occupation or employment of the person, (c) the class or series and number of shares in the capital of the Corporation which are controlled or owned beneficially or of record by the person as of the record date of the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, (d) a statement as to whether such person would be "independent" (within the meaning of NI 52-110) of the Corporation if elected as a director at such meeting and the reasons and basis for such determination; and (e) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with the solicitation of proxies for election of directors pursuant to the BCBCA and applicable securities laws.
- (iii) The nomination requirements will be waivable by the Board in its sole discretion.

The adoption of the Advance Notice Policy is expected to provide the Corporation with adequate prior notice of director nominations, as well as sufficient information on the nominees, allowing the Corporation to evaluate any proposed nominees' qualifications and communicate its views to Shareholders in a timely fashion. It is also expected to facilitate an orderly and efficient meeting process and allow all Shareholders a reasonable opportunity to evaluate all proposed nominees in order that they be able to make an informed vote.

The Advance Notice Policy must be affirmed, ratified and approved by a majority of the votes cast in person or by proxy at the Meeting. If so approved, the Advance Notice Policy will continue to be effective from the date of its adoption by the Board. As a Shareholder, you have the opportunity to vote for or against the affirmation, ratification and approval of the Advance Notice Policy by voting on the following resolution:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

- (i) the advance notice policy (the "**Advance Notice Policy**") of Fireswirl Technologies Inc. (the "**Corporation**") dated September 3, 2015 be, and is, hereby affirmed, ratified and approved in all respects; and
- (ii) any officer or director of the Corporation be, and is, hereby authorized to execute and deliver all documents and do all things as, in the opinion of such director or officer, are necessary or desirable to implement this resolution."

In order to pass the resolution affirming, ratifying and approving the Advance Notice Policy, a majority of the votes cast at the Meeting must be voted in favor of the resolution. The Board has determined that approval of the Advance Notice Policy is in the best interests of the Corporation. The Board therefore unanimously recommends that Shareholders vote FOR the resolution affirming, ratifying and approving the Advance Notice Policy. Unless you give other instructions, the persons named in the enclosed Proxy intend to vote FOR the resolution affirming, ratifying and approving the Advance Notice Policy.

The Board recommends that you vote FOR the resolution affirming, ratifying and approving the adoption of the Advance Notice Policy.

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 persons voting the Proxy.**

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

Except as otherwise disclosed herein, no director or executive officer of the Corporation at any time since the Corporation's last financial year, or proposed nominee for election as a director of the Corporation, 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

Except as otherwise disclosed herein, no informed person of the Corporation, proposed director of the Corporation 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 or any of its subsidiaries.

For the purposes of this Circular, an "informed person" means (i) a director or officer of the Corporation, (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.

On October 28, 2014, the Corporation announced that it had entered into an asset purchase agreement with Fung Holdings (1937) Limited ("**Fung**"), pursuant to which the Corporation agreed to sell its Shenzhen e-commerce

platform and related assets to Fung for an aggregate purchase price of up to \$8 million. As a condition precedent to the closing of the transaction, Mr. Tony Lau agreed to resign his role as the Chief Executive Officer of the Corporation no later than six months from the date of closing, at which time Mr. Lau was expected to join Fung as an employee. For additional information, see the Corporation's public files available on SEDAR at www.sedar.com.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Corporation is Computershare Investor Services Inc.

SHAREHOLDER PROPOSALS

The final date by which the Corporation must receive proposals for any matter that a person entitled to vote at an annual meeting of Shareholders of the Corporation proposes to raise, including director nominations, at the next annual meeting of Shareholders of the Corporation is September 30, 2016, subject to the requirements of the BCBCA.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. 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: Suite 2823, Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia, V7X 1L4, Attention: President. Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis for its most recently completed financial year, 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 of the Corporation.

DATED at Vancouver, British Columbia, this 27th day of November, 2015.

**BY ORDER OF THE BOARD OF DIRECTORS
OF FIRESWIRL TECHNOLOGIES INC.**

/s/ Lawrence Ng

Lawrence Ng

Interim Chief Executive Officer

SCHEDULE "A"

Stock Option Plan of the Corporation

1. Purpose

The purpose of the Stock Option Plan (the "**Plan**") of **FIRESWIRL TECHNOLOGIES INC.**, a corporation continued under the *Business Corporations Act* (British Columbia) (the "**Corporation**") is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Corporation (the "**Shares**"), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

2. Administration

The Plan shall be administered by the Board of Directors of the Corporation or by a special committee of the directors appointed from time to time by the Board of Directors of the Corporation pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors of the Corporation, is hereinafter referred to as the "**Board**"). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option to purchase shares (an "**Option**") granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

3. Stock Exchange Rules

All options granted pursuant to this Plan shall be subject to rules and policies of any stock exchange or exchanges on which the common shares of the Corporation are then listed and any other regulatory body having jurisdiction hereinafter (hereinafter collectively referred to as, the "**Exchange**").

4. Shares Subject to Plan

Subject to adjustment as provided in Section 16 hereof, the Shares to be offered under the Plan shall consist of common shares of the Corporation's authorized but unissued common shares. The aggregate number of Shares issuable upon the exercise of all Options granted under the Plan shall not exceed 10% of the issued and outstanding common shares of the Corporation from time

to time. If any Option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

However, other than in connection with a "Qualifying Transaction" (as defined in Policy 2.4 of the Exchange) or otherwise accepted by the Exchange, during the time that the Corporation is a "Capital Pool Company" (as defined in Policy 2.4 of the Exchange), the aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the common shares of the Corporation issued and outstanding at the closing of the Corporation's initial public offering.

5. **Maintenance of Sufficient Capital**

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

6. **Eligibility and Participation**

Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services to the Corporation or its subsidiaries ("**Management Company Employees**") shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as "**Participants**"). Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option. In the case of employees or consultants of the Corporation or Management Company Employees, the option agreements to which they are party must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

7. **Exercise Price**

- (a) The exercise price of the Options shall be determined by the Board at the time the Options are granted, but shall not be less than the "market price" of the Shares subject to the maximum discount permitted by the Exchange on the last trading day prior to the date on which such options are granted. For purposes of the Plan, the "market price" is the last closing price of the Shares before the issuance of any news release disclosing the grant of an option or the filing of a price reservation form, subject to the exceptions provided for by the applicable Exchange's policies or, if the Corporation does not issue a news release to fix the price, the market price is the last closing price of the Shares on the Exchange prior to the date of the grant of the option (less the maximum applicable discount permitted by the Exchange). In the event that the Shares did not trade on the last business day prior to the issuance of the news release or the date of the

grant of the option, as the case may be, the market price is the average of the bid and asked prices in respect of such shares at the close of trading on such date. In the event that the Shares are not listed and posted for trading on any exchange, the market price is the fair market value of such shares as determined by the Board in its sole discretion.

- (b) Once the exercise price has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of an option may only be reduced if at least 6 months have elapsed since the later of the date of the commencement of the term, the date the Corporation's shares commenced trading or the date the exercise price was reduced. In the case of options held by insiders of the Corporation (as defined in the policies of the Exchange), the exercise price of an option may be reduced only if disinterested shareholder approval is obtained.

8. **Number of Optioned Shares**

- (a) The number of Shares subject to an option granted to any one Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds the maximum number permitted by the Exchange.
- (b) No single Participant may be granted options to purchase a number of Shares equalling more than 5% of the issued common shares of the Corporation in any twelve-month period unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.
- (c) Unless otherwise permitted by the Exchange, Insiders (as defined in the policies of the Exchange), as a group, of the Corporation may not be granted options to purchase a number of Shares equalling more than 10% of the issued common shares of the Corporation in any twelve-month period, calculated at the date an Option is granted to any Insider, unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.
- (d) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve-month period to any one consultant of the Corporation (or any of its subsidiaries).
- (e) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation in any twelve month period to persons employed to provide investor relation activities. Options granted to consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than 1/4 of the options vesting in any 3 month period.

9. **Duration of Option**

Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange. For greater certainty, if the Corporation is listed on the TSX Venture Exchange ("**TSX Venture**"), the maximum term may not exceed 10 years if the Corporation is classified as a "Tier 1" issuer by the TSX Venture, and the maximum term may not exceed 5 years if the Corporation is classified as a "Tier 2" issuer by the TSX Venture.

10. **Option Period, Consideration and Payment**

- (a) The option period shall be a period of time fixed by the Board not to exceed the maximum term permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections 11 and 12 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Corporation or its subsidiaries, or death of the Participant.
- (b) Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.
- (c) Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period. To the extent required by the Exchange, no options may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Corporation.
- (d) Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Corporation or any of its subsidiaries, or a Management Company Employee of the Corporation or any of its subsidiaries.
- (e) The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Shares with respect to which the option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares of the Corporation unless and until the certificates for Shares issuable pursuant to options under the Plan are issued to him or them under the terms of the Plan.

11. **Ceasing To Be a Director, Officer, Consultant or Employee**

- (a) Subject to subsection (b), if a Participant shall cease to be a director, officer, consultant, employee of the Corporation, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Participant's services to the Corporation.
- (b) If the Participant does not continue to be a director, officer, consultant, employee of the Resulting Issuer upon completion of the Corporation's Qualifying Transaction (as such terms are defined in the policies of the Exchange), the options granted hereunder must be exercised by the Participant within the later of 12 months after completion of the Qualifying Transaction and 90 days after the Participant ceases to become a director, officer, consultant or employee of the Resulting Issuer.
- (c) Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer,

consultant, employee or Management Company Employee of the Corporation or of any of its subsidiaries or affiliates.

12. **Death of Participant**

Notwithstanding Section 11, in the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

- (a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that such Participant was entitled to exercise the option at the date of his death.

13. **Rights of Optionee**

No person entitled to exercise any Option granted under the Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such option until certificates representing such Shares shall have been issued and delivered.

14. **Proceeds from Sale of Shares**

The proceeds from the sale of Shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

15. **Adjustments**

If the outstanding common shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation or another corporation or entity through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, any adjustments relating to the Shares optioned or issued on exercise of options and the exercise price per Share as set forth in the respective stock option agreements shall be made in accordance to the terms of such agreements.

Adjustments under this Section shall be made by the Board whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Share shall be required to be issued under the Plan on any such adjustment.

16. **Transferability**

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the Exchange. During the lifetime of a Participant any benefits, rights and Options may only be exercised by the Participant.

17. **Amendment and Termination of Plan**

Subject to applicable approval of the Exchange, the Board may, at any time, suspend or terminate the Plan. Subject to applicable approval of the Exchange, the Board may also at any time amend

or revise the terms of the Plan; provided that no such amendment or revision shall result in a material adverse change to the terms of any options theretofore granted under the Plan, unless shareholder approval, or disinterested shareholder approval, as the case may be, is obtained for such amendment or revision.

18. **Necessary Approvals**

The ability of a Participant to exercise options and the obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from shareholders of the Corporation and any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any Shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

19. **Effective Date of Plan**

The Plan has been adopted by the Board of the Corporation subject to the approval of the Exchange and, if so approved, subject to the discretion of the Board, the Plan shall become effective upon such approvals being obtained.

20. **Interpretation**

The Plan will be governed by and construed in accordance with the laws of the Province of British Columbia.

SCHEDULE "B"

Audit Committee Charter of the Corporation

I. Mandate

The primary function of the audit committee (the "**Committee**") is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting, and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements.
- Review and appraise the performance of the Corporation's external auditors.
- Provide an open avenue of communication among the Corporation's auditors, financial and senior management and the board of directors.

II. Composition

The Committee shall be comprised of three directors as determined by the board of directors, each of whom shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Corporation's charter, the definition of "financially literate" is the ability to read and understand a balance sheet, an income statement and a cash flow statement. The definition of "accounting or related financial management expertise" is the ability to analyze and interpret a full set of financial statements, including the notes attached thereto, in accordance with Canadian generally accepted accounting principles.

The members of the Committee shall be elected by the board of directors at its first meeting following the annual shareholders' meeting. Unless a Chairman is elected by the full board of directors, the members of the Committee may designate a Chairman by a majority vote of the full Committee membership.

III. Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

IV. Responsibilities and Duties

To fulfil its responsibilities and duties, the Committee shall:

Documents/Reports Review

1. Review and update this charter annually.
2. Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

3. Review annually the performance of the external auditors who shall be ultimately accountable to the board of directors and the Committee as representatives of the shareholders of the Corporation.
4. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the auditors.
5. Take, or recommend that the full board of directors take, appropriate action to oversee the independence of the external auditors.
6. Recommend to the board of directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
7. At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
8. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
9. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
10. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;

- ii. such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
- iii. such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- 11. In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- 12. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- 13. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
- 14. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to the appropriateness of such judgments.
- 15. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- 16. Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- 17. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- 18. Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- 19. Review the certification process.
- 20. Establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Other

- 21. Review any related-party transactions.