

INFORMATION CIRCULAR

(Containing information as at August 12, 2015 unless indicated otherwise)

This Information Circular is furnished in connection with the solicitation of proxies by the management of NanoStruck Technologies Inc. (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of its shareholders to be held on September 15, 2015 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to NanoStruck Technologies Inc. “**Common Shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. The Company will bear all costs of this solicitation.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and/or directors of the Company. **IF YOU ARE A SHAREHOLDER ENTITLED TO VOTE AT THE MEETING, YOU HAVE THE RIGHT TO APPOINT A PERSON OR COMPANY OTHER THAN EITHER OF THE PERSONS DESIGNATED IN THE PROXY, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT FOR YOU AND ON YOUR BEHALF AT THE MEETING. YOU MAY DO SO EITHER BY INSERTING THE NAME OF THAT OTHER PERSON IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING AND DELIVERING ANOTHER SUITABLE FORM OF PROXY.** If your Common Shares are held in physical form (ie. paper form) and are registered in your name, then you are a registered shareholder (“**Registered Shareholder**”). However, if, like most shareholders, you keep your Common Shares in a brokerage account, then you are a Beneficial Shareholder. The manner for voting is different for Registered Shareholders and Beneficial Shareholders. The instructions below should be read carefully by all shareholders.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by:

- (a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by mail or by hand to the 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to the following toll-free number 1-866-732-8683. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy form for the holder's account number and the Proxy control number; or
- (c) using the Internet through the website of the Company's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the Proxy control number.

In all cases, the Proxy must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

There are two kinds of beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "**NOBOs**" for "**Non-Objecting Beneficial Owners**").

Pursuant to National Instrument 54-101 of the Canadian Securities Administrators, the Company is sending proxy-related materials directly to NOBOs, which materials will include a scannable Voting Instruction Form (a "**VIF**"). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and Internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

Management of the Company does not intend to pay for intermediaries to forward to OBOs under National Instrument 54-101 the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*, and, in the case of an OBO, the OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

Every intermediary that mails proxy-related materials to Beneficial Shareholders has its own mailing procedures and provides its own return instructions to clients. Beneficial Shareholders should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form (the "**Broadridge VIF**") which will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. The Broadridge VIF will appoint the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote Common Shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.**

Alternatively, you can request in writing that your broker send you a legal Proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Computershare at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or to the address of the registered office of the Company at Suite 804 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the “**Board**”) of the Company has fixed August 12, 2015 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of Proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

As at the Record Date, there were 259,396,900 Common Shares issued and outstanding, each carrying the right to one vote.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a Proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder’s name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare and will be available at the Meeting.

To the knowledge of the directors and executive officers of the Company, the following person beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares of the Company as at the Record Date:

Name	No. of Common Shares	Percentage
Bundeep Singh Rangar	43,671,789 ⁽¹⁾	16.84%

Note:

(1) 20,139,699 Common Shares are held by Rangar Capital Limited, a company wholly-owned by Mr. Rangar, and 23,532,090 Common Shares are held by IXL Bancorp Limited, a company controlled by Mr. Rangar.

SETTING NUMBER OF DIRECTORS

The Board presently consists of four (4) directors and it is intended to determine the number of directors at four (4). Shareholders will therefore be asked to approve an ordinary resolution that determines the number of directors to be elected at four (4).

ELECTION OF DIRECTORS

The term of office of each of the current directors expires at the conclusion of the Meeting. Unless the director’s office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled.

The following table sets out the names of management’s nominees for election as a director (a “proposed director”), the province and country in which he is ordinarily resident, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

Name of Nominee, Province and Country of Ordinary Residence and Positions Held with the Company	Occupation, Business or Employment ⁽¹⁾	Director of the Company Since	Common Shares Beneficially Owned or Controlled, or Directed, Directly or Indirectly ⁽¹⁾
Bundeep Singh Rangar ⁽²⁾⁽³⁾ England, United Kingdom <i>CEO, Chairman and Director</i>	Founder of IndusView UK Ltd., a corporate finance advisory firm and India M&A specialist based in London, Delhi and Mumbai.	June 19, 2013	43,671,789 ⁽⁴⁾
Stephen John McCann, FCA ⁽²⁾⁽⁵⁾ North Yorkshire, United Kingdom <i>CFO and Director</i>	Professional financial consultant and self-employed management consultant providing financial and management consulting services to public and private companies; CFO of IXL Holdings Ltd. Group based in Malta and England.	April 11, 2014	18,253,125 ⁽⁶⁾
Brij Chadda ⁽²⁾⁽³⁾⁽⁵⁾ Mississauga, ON <i>Director</i>	Retired. Formerly with the Government of Ontario in financial policy and budget allocations, as well as water and sewage issues. Served for five years as a director of Mississauga-Halton LHIN (Local Health Integration Networks).	June 20, 2014	2,600,000 ⁽⁷⁾
Martin Bernholtz ⁽³⁾⁽⁵⁾ Markham, ON <i>Director</i>	CFO Kerbel Group Inc., an integrated real estate development company and property owner/manager.	June 20, 2014	750,000 ⁽⁸⁾

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.
- (2) Denotes member of Compensation Committee.
- (3) Denotes member of Corporate Governance Committee.
- (4) Of these Common Shares, 20,139,699 Common Shares are held by Rangar Capital Limited, a company wholly-owned by Mr. Rangar, and 23,532,090 Common Shares are held by IXL Bancorp Limited, a company controlled by Mr. Rangar.
- (5) Denotes member of Audit Committee.
- (6) Of these Common Shares, 18,200,000 Common Shares are held by Original Ventures Limited, a company wholly-owned by Mr. McCann, and 53,125 Common Shares are held by Mr. McCann personally.
- (7) All of these Common Shares are held jointly by Brij Chadda and his wife, Tejinder Chadda.
- (8) All of the 750,000 Common Shares are held by Accretive Capital Corp., a company wholly-owned by Martin Bernholtz.

None of the proposed directors of the Company is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and officers of the Company acting solely in such capacity.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

Other than as set out below, as at the date of this Information Circular, and within the last 10 years before the date of this Information Circular, no proposed director (or any of their personal holding companies) of the Company was a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (b) was the subject of a cease trade or similar order or an order that denied the issuer access to any exemption under securities legislation in each case for a period of 30 consecutive days, that was issued after the person ceased to be a director, chief executive officer or chief financial

officer in the company and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or

- (c) is as at the date of this Information Circular or has been within 10 years before the date of this Information Circular, a director or executive officer of any company, including the Company, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

On February 5, 2015, the British Columbia Securities Commission issued a management cease trade order (the “**MCTO**”) against Bundeep Singh Rangar and Stephen John McCann as a result of the Company not having filed audited financial statements and Management’s Discussion and Analysis for the year ended September 30, 2014. The outstanding filings were subsequently filed and the MCTO was revoked on April 22, 2015.

None of the proposed directors (or any of their personal holding companies) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

On August 12, 2015, Collins Barrow Toronto LLP, Chartered Accountants, resigned as auditor of the Company, and on the same day, the Company appointed McGovern, Hurley, Cunningham, LLP, Chartered Accountants, as the successor auditor. The reporting package required by National Instrument 51-102 *Continuous Disclosure Obligations* regarding the change of auditor is attached to this Information Circular as Schedule “A” and was filed on SEDAR on August 12, 2015 at www.sedar.com.

McGovern, Hurley Cunningham, LLP, Chartered Accountants, will be nominated at the Meeting for appointment as auditor of the Company at a remuneration to be fixed by the Board.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

The Audit Committee’s Charter

The Audit Committee has a charter. A copy of the Audit Committee charter is attached hereto as Schedule “B”.

Composition of the Audit Committee

The members of the Audit Committee are Stephen John McCann (Chair), Brij Chadda and Martin Bernholtz. Brij Chadda and Martin Bernholtz are not executive officers of the Company and are considered to be independent. Stephen John McCann is an executive officer of the Company and, therefore, is not considered to be an independent member of the Audit Committee. All members are considered to be generally financially literate.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

Relevant Education and Experience

Stephen John McCann has been a director of the Company since April 11, 2014 and CFO of the Company since January 27, 2015. He is a professional financial consultant and self-employed management consultant providing financial and management consulting services to public and private companies. In 2006, Mr. McCann was appointed CFO of Cubus Lux plc, a British public company with operations in Croatia. Previously he worked for Milliken & Co., the US textile and chemicals company based in Viersen, Germany where he controlled finances of the entire Achter Group with responsibilities for subsidiaries in the UK, Spain, Brazil and Germany. In this role, he became a senior executive in the Milliken hierarchy in Spartanburg, South Carolina, USA. He is a Fellow of the Institute of Chartered Accountants in England and Wales.

Brij Chadda has been a director of the Company since June 20, 2014. Mr. Chadda has extensive board, advisory committee and work experience in both the public and private sectors involving board policy and governance, public finance, grant administration and engineering. Mr. Chadda worked for more than 20 years for the Ontario government central agencies (Ministry of Finance and the Treasury Board), Ontario Clean Water Agency (OCWA) and the Ministry of the Environment (MOE) in professional and management capacities. He set annual budgetary allocations for the MOE, with a particular focus on funding for municipal water and sewage infrastructure, and while at OCWA, managed the \$750 million Ontario government's municipal water and sewage grants program. Mr. Chadda recently served for five years as a Director on the Board of Mississauga-Halton LHIN (Local Health Integration Networks) set up by the Ontario government to integrate and fund the provision of health care in this region. He also served on the Board's Audit and Finance Committee and the Governance Committee. He served as a director and the Chair of the Policy Advisory Committee of the Board of a major community organization in the Peel Region for five years. Mr. Chadda also served on Policy Advisory Committee of Ontario government's Management Board Secretariat. Mr. Chadda holds an MBA and a Professional Engineer - Bachelor of Science in Mechanical Engineering. He has a certificate in Board Governance from University of Toronto.

Martin Bernholtz, CA, has been a director of the Company since June 20, 2014. Mr. Bernholtz is Chief Financial Officer with Kerbel Group Inc., an integrated real estate developer and property owner. His responsibilities include strategy, intergenerational planning, finance, accounting, taxation and personnel. In this capacity, he has completed approximately \$1 billion in financing. Previously, he spent six years with Laventhol & Horwath in the Litigation Support and Business Valuation practice. He has served as a director and officer of various public, private, not-for-profit and condominium corporations over the last 30 years. Mr. Bernholtz graduated with a Bachelor of Business Administration degree from York University in 1981.

Each member of the Audit Committee have in general adequate education and experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year has the Audit Committee made any recommendations to the Board to nominate or compensate its auditor which were not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

All services to be performed by the independent auditor of the Company must be approved in advance by the Audit Committee. The Audit Committee has considered whether the provisions of services other than audit services is compatible with maintaining the auditor's independence and has adopted a policy governing the provision of these services. This policy requires that pre-approval by the Audit Committee of all audit and non-audit services provide by any external auditor, other than any de minimus non-audit services allowed by applicable law or regulation.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Collins Barrow Toronto LLP, Chartered Accountants, for the years ended September 30, 2014 and September 30, 2013, to the Company to ensure auditor independence. Fees incurred for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Billed by Auditor for the Year Ended September 30, 2014	Fees Billed by Auditor for the Year Ended September 30, 2013
Audit Fees ⁽¹⁾	\$49,000	\$41,200
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
TOTAL:	\$49,000	\$41,200

Notes:

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

Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110 for the year ended September 30, 2014. This exemption exempts a "venture issuer" from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of that instrument, as would otherwise be required by NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the Board of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Company’s Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Company’s Board requires management to provide complete and accurate information with respect to the Company’s activities and to provide relevant information concerning the industry in which the Company operates in order to identify and manage risks. The Company’s Board is responsible for monitoring the Company’s officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The current independent members of the Board are Brij Chadda and Martin Bernholtz. The non-independent members of the Board are Bundeep Singh Rangar, CEO of the Company, and Stephen John McCann, Chief Financial Officer of the Company.

Directorships

The following directors of the Company are directors of other reporting issuers:

Martin Bernholtz:

Reporting Issuer
Continental Precious Metals Inc.
Covalon Technologies Ltd.
Lingo Media Corporation
Musgrove Minerals Corp.
RYM Capital Corp.
SelectCore Ltd.
Titan Medical Inc.

Orientation and Continuing Education

When new directors are appointed, they receive an orientation, commensurate with their previous experience, on the Company’s properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Company's Compensation Committee provides the Board with recommendations as to the Company's current compensation packages. The current members of the Compensation Committee are Stephen John McCann (Chair), Bundeep Singh Ranger and Brij Chadda. The Board then as a whole determines compensation for the directors and the Chief Executive Officer.

Other Board Committees

In addition to the Audit Committee and the Compensation Committee, the Board has established a Corporate Governance Committee to provide a focus on corporate governance with the goal of enhancing corporate performance and to ensure on behalf of the Board and shareholders that the Company's corporate governance system is effective in the discharge of its obligations to the Company's shareholders. The current members of the Corporate Governance Committee are Brij Chadda (Chair), Bundeep Singh Rangar and Martin Bernholtz.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation, Philosophy and Objectives

The Company does not have a formal compensation program. The Board, through the Compensation Committee, meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Company's compensation strategy are to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a compensation package that is commensurate with similar companies in the same industry sector as the Company to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is channelling all available resources to ensure a secure and reliable ramp up in its previous and new markets.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers ("**NEOs**"), as hereinafter defined, is fair and reasonable. The Board relies on the experience of its members as officers and

directors with other similar companies in the same industry sector as the Company in assessing compensation levels.

The Compensation Committee is comprised of

Analysis of Elements

Base salary is used to provide the NEOs a set amount of money during the year with the expectation that each NEO will perform his responsibilities to the best of his ability and in the best interests of the Company.

The Company considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each NEO's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Company's stock option plan (the "**Plan**").

Long Term Compensation and Option-Based Awards

The Company has no long-term incentive plans other than its Plan. The Company's directors and officers and certain consultants are entitled to participate in the Plan. The Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Plan aligns the interests of the NEO and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Company's Common Shares.

Options are granted by the Board. In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the Canadian Securities Exchange from the market price on the date of grant;
- the date on which each option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each stock option grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year.

Summary Compensation Table

In this section, a "Named Executive Officer" ("**NEO**") includes (i) the CEO, (ii) the CFO, (iii) each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers as at the end of the most recently completed financial year of September 30, 2014, and whose total compensation was more than \$150,000; and (iv) any additional individuals for whom disclosure would have been required except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

The following table sets forth compensation paid to each of the Company's NEOs in the most recently completed financial year ended September 30, 2014, for the three most recently completed financial years that they have been NEOs of the Company:

Name and principal position	Year ⁽¹⁾	Salary (\$) ⁽²⁾	Share-based awards (\$)	Option-based awards (\$) ⁽³⁾	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Bundeep Singh Rangar ⁽⁴⁾ CEO	2014	Nil	162,377	216,049	N/A	N/A	N/A	76,073 ⁽⁵⁾	454,499
	2013	Nil	Nil	Nil	N/A	N/A	N/A	26,475 ⁽⁶⁾	26,475
Alfredo Albi ⁽⁷⁾ Former CFO and COO	2014	Nil	Nil	59,413	N/A	N/A	N/A	66,600 ⁽⁸⁾	126,013
	2013	Nil	Nil	Nil	N/A	N/A	N/A	48,000 ⁽⁹⁾	48,000
Rajeev Agarwal ⁽¹⁰⁾ Former CFO	2014	Nil	38,191	64,815	N/A	N/A	N/A	126,809 ⁽¹¹⁾	229,815
Richard Goldman ⁽¹²⁾ Former CFO	2014	Nil	Nil	Nil	Nil	Nil	Nil	4,000 ⁽¹³⁾	4,000
Raj Kurichh ⁽¹⁴⁾ Former CMO	2014	Nil	45,000	59,413	N/A	N/A	N/A	116,000 ⁽¹⁵⁾	220,413

Notes:

- (1) Financial years ended September 30.
- (2) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (3) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies. Assumptions used for such calculations include a risk free interest rate of 1.11% to 1.16%, annualized volatility of 81%, and a dividend rate of zero percent.
- (4) Mr. Rangar has served as CEO since August 28, 2013.
- (5) Consulting fees for Mr. Rangar for 3.6 months @ \$21,000 per month.
- (6) Consulting fees for Mr. Rangar for 3 months @ \$8,825 per month.
- (7) Mr. Albi served as CFO from May 28, 2013 to November 4, 2013, COO from November 4, 2013 to April 11, 2014 and Corporate Secretary from May 28, 2013 to April 11, 2014.
- (8) Consulting fees for Mr. Albi for 5.5 months @ \$12,000 per month.
- (9) Consulting fees for Mr. Albi for the period May 28, 2013 to September 30, 2013 @ \$12,000 per month.
- (10) Mr. Agarwal served as CFO from November 4, 2013 to September 14, 2014.
- (11) Consulting fees for Mr. Agarwal for the period November 4, 2013 to September 14, 2014 @ \$10,500 per month.
- (12) Mr. Goldman served as CFO from September 24, 2014 to January 15, 2015.
- (13) Consulting fees for Mr. Goldman for 0.5 months @ \$8,000.
- (14) Mr. Kurichh served as Chief Marketing Officer from November 4, 2013 to May 20, 2015.
- (15) Consulting fees for Mr. Kurichh for 9 months @ \$7,500 per month and 3 months @ \$12,500, plus applicable HST.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards

The Company currently has in place a 10% rolling stock option plan. The purpose of granting stock options is to assist the Company in compensating, attracting, retaining and motivating its NEOs and to closely align the personal interests of such persons to that of the shareholders. In determining the number of options to be granted to the NEOs, the Board will take into account the number of options, if any, previously granted to each NEO and the exercise price of any outstanding options to ensure that such grants are in accordance with the Canadian Securities Exchange.

The following table sets out all option-based awards outstanding as at September 30, 2014 for each NEO. There were no share-based awards granted to any of the NEOs:

Option-based Awards				
Name and Principal Position	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Bundeep Singh Rangar ⁽²⁾ CEO	2,000,000 ⁽³⁾	0.15	November 4, 2016	Nil
Alfredo Albi ⁽⁴⁾ Former CFO	Nil	N/A	N/A	N/A
Rajeev Agarwal ⁽⁵⁾ Former CFO	600,000 ⁽⁵⁾	0.15	December 13, 2014 ⁽⁵⁾	Nil
Richard Goldman ⁽⁶⁾ Former CFO	Nil	N/A	N/A	N/A
Raj Kurichh ⁽⁷⁾ Former CMO	550,000	0.15	November 4, 2016 ⁽⁷⁾	Nil

Notes:

- (1) This amount is based on the difference between the market value of the securities underlying the options on September 30, 2014, which was \$0.03, being the last trading day of the Company's shares for the financial year and the exercise price of any outstanding options.
- (2) Mr. Rangar has served as CEO since August 28, 2013.
- (3) Held by Rangar Capital Limited, a company wholly owned by Mr. Rangar.
- (4) Mr. Albi served as CFO from May 28, 2013 to November 4, 2013.
- (5) Mr. Agarwal served as CFO from November 4, 2013 to September 14, 2014. These options expired 90 days from his resignation date.
- (6) Mr. Goldman served as CFO from September 24, 2014 to January 15, 2015.
- (7) Mr. Kurichh served as Chief Marketing Officer from November 4, 2013 to May 20, 2015. Following Mr. Kurichh's resignation, he became a consultant to the Company pursuant to a consulting agreement and his options remained issued and outstanding until the expiry date.

Incentive Plan Awards – Value Vested or Earned During The Year

The following table sets out the value vested during the year ended on September 30, 2014 for options awarded under the Plan for the NEO, as well as the value earned under non-equity incentive plans for the same period.

Name	Option-based awards - Value vested during the year (\$) ⁽¹⁾	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Bundeep Singh Rangar ⁽²⁾ CEO	Nil	N/A	N/A
Alfredo Albi ⁽³⁾ Former CFO	N/A	N/A	N/A
Rajeev Agarwal ⁽⁴⁾ Former CFO	Nil	N/A	N/A
Richard Goldman ⁽⁵⁾ Former CFO	N/A	N/A	N/A
Raj Kurichh ⁽⁶⁾ Former CMO	Nil	N/A	N/A

Notes:

- (1) All options during the financial year ended September 30, 2014, vested at a nil value.
- (2) Mr. Rangar has served as CEO since August 28, 2013.
- (3) Mr. Albi served as CFO from May 28, 2013 to November 4, 2013.
- (4) Mr. Agarwal served as CFO from November 4, 2013 to September 14, 2014.
- (5) Mr. Goldman served as CFO from September 24, 2014 to January 15, 2015.
- (6) Mr. Kurichh served as Chief Marketing Officer from November 4, 2013 to May 20, 2015. Following Mr. Kurichh's resignation, he became a consultant to the Company pursuant to a consulting agreement and his options remained issued and outstanding until the expiry date.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Termination and Change of Control Benefits

The Company does not have any plan contract, agreement or plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, a change in control of the Company or a change in the NEO's responsibilities, other than as follows:

The services of Bundeep Singh Rangar, CEO of the Company, are provided pursuant to a consulting services agreement dated June 19, 2013 between the Company and Mr. Rangar. The agreement is for an indefinite term which shall remain in force until terminated by either of the parties, and provides for certain termination benefits. In the event that Mr. Rangar's consultancy is terminated in accordance with Section 4 of the agreement, the Company shall pay to Mr. Rangar the fees earned and the reimbursable expenses incurred up to the date of termination. Upon payment to Mr. Rangar of the amounts required to be paid to him pursuant to section 4.1.2 of the agreement, the Company shall have no further liability to Mr. Rangar for any sum whatsoever, including without limitation, loss of profit or any other losses suffered by Mr. Rangar resulting from such termination.

The Company has no formal employment or consulting agreements with any other of its NEOs which provide for termination or change of control benefits.

DIRECTOR COMPENSATION

Director Compensation Table

The Company compensates its directors through the payment of board fees and the issuance of option grants. NEOs do not receive additional compensation for serving as directors. Options were granted to directors who are not NEOs during the year ended September 30, 2014.

Name	Fees earned (\$)	Share based awards (\$)	Option based awards (\$) ⁽¹⁾	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Brij Chadda	5,250	N/A	Nil	N/A	N/A	Nil	5,250
Martin Bernholtz	5,250	N/A	Nil	N/A	N/A	Nil	5,250
Simon Charles ⁽²⁾	Nil	N/A	Nil	N/A	N/A	Nil	Nil
John Morita ⁽³⁾	5,000	16,312	32,407	N/A	N/A	Nil	53,719
David Rowson ⁽⁴⁾	Nil	N/A	Nil	N/A	N/A	Nil	Nil
Rocky Bellotti ⁽⁵⁾	4,000	N/A	64,815	N/A	N/A	Nil	68,815

Notes:

- (1) Figures represent the grant date fair value of the options. The Company used the Black-Scholes option pricing model for calculating such fair value, as such model is commonly used by junior public companies. Assumptions used for such calculations include a risk free interest rate of 1.11% to 1.16%, annualized volatility of 81%, and a dividend rate of zero percent.
- (2) Mr. Charles served as director until December 18, 2014.
- (3) Mr. Morita served as director until September 7, 2014. These options expired 90 days from his resignation date.
- (4) Mr. Rowson served as director until April 11, 2014.
- (5) Mr. Bellotti served as director until January 24, 2014.

Outstanding Option-Based Awards

The following table sets forth for each director, other than those who are also NEOs of the Company, all awards outstanding at the end of the most recently completed financial year ended September 30, 2014, including awards granted before the most recently completed financial year.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Brij Chadda	100,000	\$0.15	November 4, 2016	Nil
Martin Bernholtz	Nil	N/A	N/A	N/A
Simon Charles ⁽²⁾	Nil	N/A	N/A	N/A
John Morita ⁽³⁾	300,000	\$0.15	December 13, 2014 ⁽⁴⁾	Nil
David Rowson ⁽⁴⁾	Nil	N/A	N/A	N/A
Rocky Bellotti ⁽⁵⁾	600,000	\$0.15	April 14, 2014 ⁽⁶⁾	Nil

Notes:

- (1) This amount is based on the difference between the market value of the securities underlying the options on September 30, 2014, which was \$0.03, being the last trading day of the Company's shares for the financial year and the exercise price of any outstanding options.
- (2) Mr. Charles served as director until December 18, 2014.
- (3) Mr. Morita served as director until September 7, 2014. These options expired 90 days from his resignation date.
- (4) Mr. Rowson served as director until April 11, 2014.
- (5) Mr. Bellotti served as director until January 24, 2014. These options expired 90 days from his resignation date.

Narrative Discussion

The Company has no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services as directors, for committee participation, for involvement in special assignments during the most recently completed financial year.

The Company has a stock option plan for the granting of incentive stock options to the directors, officers, employees and consultants. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors, officers, employees and consultants and to closely align the personal interests of such persons to that of the shareholders.

Incentive Plan Awards – Value Vested or Earned During The Year

The following table sets forth, for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the year ended September 30, 2014:

Name	Option-based awards - Value vested during the year (\$) ⁽¹⁾	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Brij Chadda	Nil	N/A	N/A
Martin Bernholtz	N/A	N/A	N/A
Simon Charles ⁽²⁾	N/A	N/A	N/A
John Morita ⁽³⁾	Nil	N/A	N/A
David Rowson ⁽⁴⁾	N/A	N/A	N/A
Rocky Bellotti ⁽⁵⁾	Nil	N/A	N/A

Notes:

- (1) All options during the financial year ended September 30, 2014, vested at a nil value.
- (2) Mr. Charles served as director until December 18, 2014.
- (3) Mr. Morita served as director until September 7, 2014.
- (4) Mr. Rowson served as director until April 11, 2014.
- (5) Mr. Bellotti served as director until January 24, 2014.

A description of the significant terms of the Plan is found under the heading “Particulars of Matters to be Acted Upon – Share Option Plan”.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Company has in place is the share option plan (the “Plan”) which was previously approved by the Board and the shareholders of the Company. The Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Plan is administered by the Board. The Plan provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company. The Plan provides that the number of Common Shares issuable under the Plan, together with all of the Company’s other previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. All options expire on a date not later than five years after the date of grant of such option.

The following table sets out equity compensation plan information as at the end of the year ended September 30, 2014.

Plan Category	Number of securities to be issued upon exercise of outstanding options⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))⁽¹⁾
Equity compensation plans approved by securityholders - (the Share Option Plan)	8,120,000	\$0.19	1,345,804
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
TOTAL:	8,120,000		1,345,804

Note:

(1) The above numbers are based on 94,658,046 Common Shares of the Company issued and outstanding as at September 30, 2014.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the Company’s last completed financial year or as of the Record Date, was any director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries indebted to the Company 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 Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, other than as disclosed below, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries since October 1, 2014 (being the commencement of the Company’s last completed financial year), or has any interest in any material transaction in the current year other than as set out herein.

On August 11, 2015, Bundeep Singh Rangar, CEO and a director of the Company, acquired beneficial ownership of 37,002,090 units (the “Units”) of the Company for a subscription price of \$0.01 per Unit, through the purchase of 13,470,000 Units by Rangar Capital Limited, a company wholly-owned by Mr. Rangar, and 23,532,090 Units by IXL Bancorp Limited, a company controlled by Mr. Rangar. Each Unit is comprised of one Common Share and one common share purchase warrant (a “Warrant”), with each Warrant entitling the holder to purchase an additional Common Share at a price of \$0.05 per Common Share for 5 years.

On August 11, 2015, Stephen John McCann, CFO and a director of the Company, acquired beneficial ownership of 18,200,000 Units for a subscription price of \$0.01 per Unit, through the purchase of such Units by Original Ventures Limited, a company controlled by Mr. McCann.

On August 11, 2015, Brij Chadda, a director of the Company, acquired beneficial ownership of 2,500,000 Units for a subscription price of \$0.01 per Unit.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Re-Approval of Stock Option Plan

As of the date hereof, the Company's only incentive plan is the Stock Option Plan established on December 16, 2011 (the "**Plan**") which was adopted by the shareholders at the Company's annual general meeting held on February 22, 2012 pursuant to the Company's information circular dated January 4, 2012, which is available on SEDAR at www.sedar.com.

The Plan was established to provide incentive to directors, officers and employees and consultants. As a 10% rolling plan the aggregate number of Common Shares issuable as options under the Plan may be up to 10% of the Company's issued and outstanding Common Shares on the date on which an option is granted, less Common Shares reserved for issuance on exercise of options then outstanding under the Plan. The purpose of the Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Common Shares of the Company. The Plan is administered by the Board and options are granted at the discretion of the Board to eligible optionees (an "**Optionee**").

Eligible Optionees

To be eligible to receive a grant of options under the Plan, regulatory authorities require an Optionee to be either a director, officer, employee, consultant or an employee of a company providing management or other services to the Company or a subsidiary at the time the option is granted.

Options may be granted only to an individual eligible, or to a non-individual that is wholly-owned by individuals eligible, for an option grant. If the option is granted to a non-individual, it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect.

Restrictions

The Plan is subject to the following restrictions:

- (a) The Company must not grant an option to a director, employee, consultant, or consultant company (the "**Service Provider**") in any 12-month period that exceeds 5% of the outstanding Common Shares of the Company, unless the Company has obtained approval by a majority of the Disinterested Shareholders (defined below) of the Company;
- (b) The aggregate number of options granted to a Service Provider conducting investor relations activities in any 12 month period must not exceed 2% of the outstanding shares calculated at the date of the grant, without prior regulatory approval;
- (c) The Company must not grant an option to a Consultant in any 12 month period that exceeds 2% of the outstanding shares calculated at the date of the grant of the option;
- (d) The aggregate number of Common Shares reserved for issuance under options granted to Insiders (defined below) must not exceed 10% of the outstanding shares (in the event that the Plan is amended

to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;

- (e) The number of optioned shares issued to Insiders in any 12 month period must not exceed 10% of the outstanding shares (in the event that the Plan is amended to reserve for issuance more than 10% of the outstanding shares) unless the Company has obtained Disinterested Shareholder Approval to do so;
- (f) The issuance to any one Optionee within a 12 month period of a number of Common Shares must not exceed 5% of outstanding shares unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) The exercise price of an option previously granted to an Insider must not be reduced, unless the Company has obtained Disinterested Shareholder Approval to do so; and
- (h) The Company may implement such procedures and conditions as the Board deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.

Definitions

“Disinterested Shareholder Approval” means the approval by a majority of the votes cast by all shareholders of the Company at the Meeting excluding votes attached to listed Common Shares beneficially owned by Insiders (defined below) of the Company and Associates (as defined in the British Columbia *Securities Act*) of Insiders.

An **“Insider”** is a director or senior officer of the Company, a director or senior officer of a company that is an Insider or subsidiary of the Company, or a person that beneficially owns or controls, directly or indirectly, voting Common Shares carrying more than 10% of the voting rights attached to all outstanding voting Common Shares of the Company.

Material Terms of the Plan

The following is a summary of the material terms of the Plan:

- (a) persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Plan;
- (b) all options granted under the Plan expire on a date not later than 10 years after the issuance of such options. However, should the expiry date for an option fall within a trading Blackout Period (as defined in the Plan, generally meaning circumstances where sensitive negotiations or other like information is not yet public), within 9 business days following the expiration of a Blackout Period;
- (c) for options granted to Service Providers, the Company must ensure that the proposed Optionee is a bona fide Service Provider of the Company or its affiliates;
- (d) an Option granted to any Service Provider will expire within 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (e) if an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee’s lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;
- (f) in the case of an Optionee being dismissed from employment or service for cause, such Optionee’s options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;

- (g) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the Plan);
- (h) vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period;
- (i) in the event of a take over bid being made to the shareholders generally, immediately upon receipt of the notice of the take over bid, the Company shall notify each Optionee currently holding any Options, of the full particulars of the take over bid, and all outstanding options may, notwithstanding the vesting terms contained in the Plan or any vesting requirements subject to regulatory approval; and
- (j) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan.

The Board has determined that, in order to reasonably protect the rights of participants, as a matter of administration, it is necessary to clarify when amendments to the Plan may be made by the Board without further shareholder approval. Accordingly, the Board proposes that the Plan also provide the following:

The Board may, without shareholder approval:

- (i) amend the Plan to correct typographical, grammatical or clerical errors;
- (ii) change the vesting provisions of an option granted under the Plan, if applicable;
- (iii) change the termination provision of an option granted under the Plan if it does not entail an extension beyond the original expiry date of such option;
- (iv) make such amendments to the Plan as are necessary or desirable to reflect changes to securities laws applicable to the Company;
- (v) make such amendments as may otherwise be permitted by regulatory authorities;
- (vi) if the Company becomes listed or quoted on a stock exchange or stock market senior to the Canadian Securities Exchange, make such amendments as may be required by the policies of such senior stock exchange or stock market; and
- (vii) amend the Plan to reduce the benefits that may be granted to Service Providers.

Shareholder Approval

At the Meeting, Shareholders will be asked to consider and vote on the ordinary resolution to re-approve the Plan, with or without variation, as follows:

“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT the Company’s Stock Option Plan dated December 16, 2011 be ratified, confirmed and approved, subject to any amendments that may be required by any applicable stock exchange or regulatory authority, as the directors of the Company may deem necessary or advisable.”

The Board recommends that shareholders vote in favour of the Plan. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the foregoing ordinary resolution.

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

A copy of the Plan will be available for inspection at the Meeting.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended September 30, 2014 and in the related management discussion and analysis (together, the “**Financial Statements**”). The Financial Statements were filed on SEDAR on April 7, 2015 at www.sedar.com and will be placed before the Meeting.

Additional information relating to the Company and a copy of the Financial Statements may be obtained at www.sedar.com, and upon request from the Company at Suite 804 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T7, telephone: (604) 682-2928 or fax: (604) 685-6905. Copies of the above documents will be provided, upon request, free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of this Information Circular.

August 12, 2015

McGovern, Hurley, Cunningham, LLP
Chartered Accountants
2005 Sheppard Avenue E., Suite 300
Toronto, ON M2J 5B4

Collins Barrow Toronto LLP
Chartered Accountants
11 King Street W., Suite 700, Box 27
Toronto, ON M5H 4C7

Dear Sirs/Mesdames:

**RE: Notice of Change of Auditors dated effective August 12, 2015
Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*
(the "Instrument") of the Canadian Securities Administrators**

The Company hereby provides notice pursuant to the Instrument of a change of auditor by NanoStruck Technologies Inc. (the "**Company**") from Collins Barrow Toronto LLP to McGovern, Hurley, Cunningham, LLP.

The Company confirms that:

- (a) The Company has decided to change its auditor from Collins Barrow Toronto LLP (the "**Former Auditors**") to McGovern, Hurley, Cunningham, LLP (the "**Successor Auditors**"). Consequently, the Company asked the Former Auditors to resign and the Former Auditors submitted their resignation effective August 12, 2015. The Successor Auditors have agreed to their appointment as the Company's new auditors.

At the next Annual General Meeting, the shareholders of the Company will be asked to approve the appointment of the firm McGovern, Hurley, Cunningham, LLP as Successor Auditors.

- (b) There were no reservations contained in the Former Auditors' Reports for either of the Company's two most recently completed fiscal years nor for any period subsequent thereto for which an audit report was issued, preceding the date of this notice.
- (c) The Company's Audit Committee and Board of Directors have participated and approved the change of auditor for the Company and have also approved the appointment of McGovern, Hurley, Cunningham, LLP, as Successor Auditors.
- (d) In the opinion of the Company, no "reportable events", as that term is defined in the Instrument have occurred prior to the date of this notice.

The Company requests that each of Collins Barrow Toronto LLP and McGovern, Hurley, Cunningham, LLP provide the Company with a letter, in digital format, addressed to the regulatory authorities stating whether or not it agrees with the above statements.

Thank you for your co-operation.

Yours truly,

NANOSTRUCK TECHNOLOGIES INC.

Per:



Bundeep Singh Rangar,
Chairman and CEO

Collins Barrow Toronto LLP
Collins Barrow Place
11 King Street West
Suite 700, Box 27
Toronto, Ontario
M5H 4C7 Canada

T. 416.480.0160
F. 416.480.2646

www.collinsbarrow.com

August 12, 2015

TO: Ontario Securities Commission
Alberta Securities Commission
British Columbia Securities Commission

Dear Sir/Mesdames:

Re: NanoStruck Technologies Inc. (the 'Company')

We have read the statements made by NanoStruck Technologies Inc. in their Change of Auditor Notice dated August 12, 2015 (the 'Notice'), which we understand will be filed pursuant to National Instrument 51-102 .

Based on the information available to us, we agree with the statements set out in the Notice. We advise that we have no basis to agree or disagree with the comments in the Notice relating to McGovern, Hurley, Cunningham, LLP.

Yours very truly,

Collins Barrow Toronto LLP

Collins Barrow Toronto LLP
Licensed Public Accountants
Chartered Professional Accountants

McGovern, Hurley, Cunningham, LLP

Chartered Accountants

2005 Sheppard Avenue East, Suite 300
Toronto, Ontario
M2J 5B4, Canada
Phone 416-496-1234
Fax 416-496-0125
Email info@mhc-ca.com
Web www.mhc-ca.com

August 12, 2015

British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission
Canadian Securities Exchange

Dear Sirs/Mesdames:

RE: NanoStruck Technologies Inc. - Change of Auditors

As required by Section 4.11 of National Instrument 51-102, we have reviewed the information contained in the Notice of Change of Auditor dated August 12, 2015 (the "Notice") for the above company and have the following comments:

With exception to the last sentence of paragraph (a) and paragraph (c) of the Notice, with which we agree, we have no basis on which to agree or disagree with the statements made in paragraphs (a), (b) or (d) of the Notice.

We understand that the Notice of Change of Auditor, together with this letter and a similar letter from Collins Barrow Toronto LLP, the resigning auditors, will be provided to the Company's registered shareholders with the meeting materials relating to the Company's next annual general meeting of shareholders.

Yours truly,

McGOVERN, HURLEY, CUNNINGHAM, LLP



**Chartered Accountants
Licensed Public Accountants**

SCHEDULE “B”**NANOSTRUCK TECHNOLOGIES INC.**
(the “Company”)**AUDIT COMMITTEE CHARTER****1. Overall Purpose / Objectives**

The Audit Committee will assist the Board of Directors in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board of Directors, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company’s business, operations and risks.

2. Authority

- 2.1 The Board authorizes the audit committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice, to set and pay the compensation for any advisors employed by the Audit Committee, to ensure the attendance of Company officers at meetings as appropriate and to communicate directly with the Company’s external auditors.

3. OrganizationMembership

- 3.1 The Audit Committee will be comprised of at least three members, all of whom shall be Directors of the Company. Whenever reasonably feasible a majority of the members of the audit committee shall have no direct or indirect material relationship with the Company. If less than a majority of the Board of Directors are independent, then a majority of the members of the audit committee may be made up of members that are not independent of the Company, provided that there is an exemption in the applicable securities law, rule, regulation, policy or instrument (if any).
- 3.2 The chairman of the Audit Committee (if any) will be nominated by the Audit Committee from the members of the Audit Committee which are not officers or employees of the Company, or a company associated or affiliated with the Company, from time to time.
- 3.3 A quorum for any meeting will be two members.
- 3.4 The secretary of the Audit Committee will be the Company secretary, or such person as nominated by the Chairman of the Audit Committee, if there is one, or by the members of the Audit Committee.

Attendance at Meetings

- 3.5 The Audit Committee may invite such other persons (e.g. the President or Chief Financial Officer) to its meetings, as it deems appropriate.
- 3.6 Meetings shall be held not less than four times a year. Special meetings shall be convened as required. External auditors may convene a meeting if they consider that it is necessary.
- 3.7 The proceedings of all meetings will be minuted.

4. Roles and Responsibilities

The Audit Committee will:

- 4.1 Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.
- 4.2 Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.
- 4.3 Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- 4.4 Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.
- 4.5 Review the annual and quarterly financial statements including Management's Discussion and Analysis and annual and interim earnings press releases prior to public dissemination, including any certification, report, opinion, or review rendered by the external auditors and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.
- 4.6 Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.
- 4.7 Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.
- 4.8 Review audit issues related to the Company's material associated and affiliated companies that may have a significant impact on the Company's equity investment.
- 4.9 Meet with management and the external auditors to review the annual financial statements and the results of the audit.
- 4.10 Review the interim financial statements and disclosures, and obtain explanations from management on whether:
 - (a) actual financial results for the interim period varied significantly from budgeted or projected results;
 - (b) generally accepted accounting principles have been consistently applied;
 - (c) there are any actual or proposed changes in accounting or financial reporting practices;
 - (d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure; and
 - (e) review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.
- 4.11 Review the performance of the external auditors and approve in advance provision of services other than auditing. Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the company. The Board authorizes the Chairman of the Audit Committee to pre-approve any non-audit or additional audit work which the Chairman deems as necessary and to notify the other members of the Audit Committee of such non-audit or additional work.
- 4.12 Make recommendations to the Board regarding the reappointment of the external auditors and the compensation to be paid to the external auditor.
- 4.13 Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

- 4.14 Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- 4.15 Establish a procedure for:
 - (a) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - (b) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.
- 4.16 Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.
- 4.17 Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
- 4.18 Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
- 4.19 Perform other functions as requested by the full Board.
- 4.20 If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist, and set the compensation to be paid to such special counsel or other experts.
- 4.21 Review and recommend updates to the charter; receive approval of changes from the Board.

5. Reference Date.

This 2007 Charter of the Audit Committee was first adopted and approved by the directors of the Company on April 5, 2007.