



**Notice of Meeting
and
Information Circular**

in respect of an

**ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
to be held on December 29, 2016**

INFORMATION CIRCULAR

Dated November 28, 2016

QUIKFLO HEALTH INC.
NOTICE OF MEETING OF SHAREHOLDERS
to be held on December 29, 2016

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the holders ("**Shareholders**") of common shares ("**Common Shares**") in the capital of QuikFlo Health Inc. (the "**Corporation**") will be held at the offices of Norton Rose Fulbright Canada LLP, Suite 3700, 400 Third Avenue SW, Calgary, Alberta on Thursday, December 29, 2016 at 9:00 a.m. (Calgary time), for the following purposes:

1. to receive the audited financial statements for the year ended July 31, 2016 and the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to approve the stock option plan of the Corporation;
5. to consider, and if deemed advisable, to pass a special resolution approving an amendment to the Articles of the Corporation to consolidate all of the outstanding Common Shares to such proportion as the board of directors may determine, up to and including on a ten (10) for one (1) basis, as described in the accompanying Information Circular;
6. to consider, and if deemed advisable, to pass a special resolution approving an amendment to the Articles of the Corporation to change the name of the Corporation to any such name the directors determine and as may be acceptable to the TSX Venture Exchange and the applicable corporate registry, as described in the accompanying Information Circular; and
7. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

Shareholders of the Corporation are referred to the Information Circular accompanying this Notice for more detailed information with respect to the matters to be considered at the Meeting.

If you are a registered Shareholder of the Corporation and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and return it in the envelope provided to TSX Trust Company at 200 University Avenue, Suite 300, Toronto Ontario M5H 4H1. In order to be valid and acted upon at the Meeting, proxies must be received at the aforesaid address not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the Province of Ontario) prior to the commencement of the Meeting or any adjournment thereof. You may also send your proxies via fax: (416) 595-9593 or vote your shares online at: www.voteproxyonline.com.

If you are an unregistered Shareholder of the Corporation and received these materials through your broker or through another intermediary, please complete and return the voting information form in accordance with the instructions provided to you by your broker or by the other intermediary.

The directors of the Corporation have fixed November 14, 2016 as the record date. Only Shareholders whose names are entered on the register of the Corporation at the close of business on November 14, 2016 will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the record date and the transferee of those Common Shares establishes ownership of such Common Shares and demands, not later than 10

days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Calgary, Alberta this 28th day of November, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

Signed "*David Lane*"

David Lane
Interim Chief Executive Officer and Director

QUIKFLO HEALTH INC.

INFORMATION CIRCULAR

**FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON THURSDAY, DECEMBER 29, 2016**

GENERAL PROXY INFORMATION

PURPOSE OF SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies by the management of QuikFlo Health Inc. ("QuikFlo" or the "Corporation") for use at the annual and special meeting (the "Meeting") of the holders ("Shareholders") of common shares in the capital of the Corporation ("Common Shares"). The Meeting will be held at the offices of Norton Rose Fulbright Canada LLP, Suite 3700, 400 Third Avenue SW, Calgary, Alberta, on Thursday, December 29, 2016 at 9:00 a.m. (Calgary time), and at any adjournments thereof for the purposes set forth in the Notice of Meeting of Shareholders accompanying this Information Circular. Information contained herein is given as of November 28, 2016 unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail, but may also be by telephone, facsimile or in person by directors, officers and employees of the Corporation who will not be additionally compensated therefor. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are officers of the Corporation. **A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent him at the Meeting other than the persons designated in the enclosed proxy form by inserting the name of his chosen nominee in the space provided for that purpose on the form.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it is executed by a duly authorized officer or attorney thereof. The proxy, to be acted upon, must be received by TSX Trust Company at 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 or by fax: (416) 595-9593 or online: www.voteproxyonline.com not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of the Meeting or any adjournment(s) thereof.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the office of TSX Trust Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjourned Meeting(s).

ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many Shareholders of QuikFlo, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of QuikFlo as the registered holders of Common Shares can be recognized

and acted upon at the Meeting. 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 Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge proxy cannot use that proxy to vote Common Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. A Beneficial Shareholder who wishes to attend the Meeting and indirectly vote his/her Common Shares as proxyholder for the registered Shareholder should enter his/her own name in the blank space on the instrument of proxy provided and return the same to his/her broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting, discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

At the time of printing of this Information Circular, the management of QuikFlo knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

INFORMATION CONCERNING THE CORPORATION

On November 24, 2015, QuikFlo announced the completion of its acquisition (the "**Acquisition**") of all of the issued and outstanding shares of QuikFlo Technologies Inc. The Acquisition was approved at a

special meeting of the Shareholders held on October 30, 2015. The Acquisition constituted a "Change of Business" and "Reverse Takeover" for the purposes of the TSX Venture Exchange (the "TSXV"). In conjunction with the closing of the Acquisition, the Corporation changed its name from Viper Gold Ltd. to QuikFlo Health Inc.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The directors of the Corporation have fixed November 14, 2016 as the record date. Holders of Common Shares at the close of business on November 14, 2016, are entitled to receive notice of the Meeting and to vote at the Meeting or at any adjournments thereof on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to November 14, 2016; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote his or her Common Shares at the Meeting.

As at the date of this Information Circular, 39,695,950 Common Shares were issued and outstanding as fully paid and non-assessable.

To the knowledge of the directors and executive officers of the Corporation, no person, firm or corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation other than the following:

Name of Holder	Number of securities beneficially owned or controlled	Percentage of the class of outstanding voting securities
Dr. Bijoy K. Menon	7,240,000	18.2%
Mr. Rick Skeith ⁽¹⁾	6,509,000	16.4%
Dr. Mayank Goyal	5,500,000	13.9%

Notes:

(1) Mr. Skeith also holds 100,000 options exercisable at \$0.25 until 2020.

As at the date of this Information Circular, the directors and officers as a group owned beneficially, directly and indirectly, 9,929,000 Common Shares of the Corporation, representing approximately 25% of the presently issued and outstanding Common Shares.

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of QuikFlo, nominees for election or associates or affiliates of such persons has been indebted to the Corporation at any time since the beginning of the last completed financial year.

STATEMENT OF EXECUTIVE COMPENSATION

Summary Compensation Table

In connection with the Acquisition, on November 23, 2015, the Corporation changed its financial year end from December 31 to July 31. Accordingly, this Information Circular will present the information contained in the Statement of Executive Compensation as at December 31, 2015 and for its transitional financial period ended July 31, 2016. The Corporation is a venture issuer and is disclosing its executive compensation in accordance with Form 51-102F6V – Statement of Executive Compensation – Venture Issuers. For the purpose of this Information Circular:

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Corporation or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries;

"Named Executive Officer" or "NEO" means each of the following individuals:

- (a) Each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief executive officer ("**CEO**"), including an individual performing functions similar to a CEO;
- (b) Each individual who, in respect of the Corporation, during any part of the most recently completed financial year, served as chief financial officer ("**CFO**"), including an individual performing functions similar to a CFO;
- (c) In respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of From 51-102F6V, for that financial year; and
- (d) Each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was not an executive officer of the Corporation, and was not acting in a similar capacity, at the end of that financial year.

For the year ended July 31, 2016, the Corporation had six Named Executive Officers: (i) David Lane, Interim CEO appointed on June 7, 2016; (ii) Vinny Jindal, former President and CEO from September 15, 2015 to June 7, 2016; (iii) David Stadnyk, former President and CEO from May 8, 2015 to September 15, 2015; (iv) Paul C. Davis, former President and CEO from August 17, 2010 to May 8, 2015; (v) Michael Hopkinson, CFO and Corporate Secretary appointed on November 23, 2015; and (vi) Joseph Del Campo, former Interim CFO of the Corporation from January 1, 2011 to November 23, 2015.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth the compensation paid by the Corporation to the NEOs and directors for the two most recently completed financial years of the Corporation, excluding compensation securities.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
David Lane ⁽¹⁾ Interim CEO and director	July 2016 ⁽¹⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2015	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil
Vinny Jindal ⁽²⁾ Former President, CEO and director	July 2016 ⁽¹⁴⁾	120,453	Nil	Nil	Nil	Nil	120,453
	Dec 2015	106,376	26,951	Nil	Nil	Nil	133,327
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil
David Stadnyk ⁽³⁾ Former President, CEO and director	July 2016 ⁽¹⁴⁾	38,000	Nil	Nil	Nil	Nil	38,000
	Dec 2015	92,400	Nil	Nil	Nil	Nil	92,400
	Dec 2014	Ni	Ni	Ni	Ni	Ni	Ni

Paul C. Davis ⁽⁴⁾ Former President, CEO and director	July 2016 ⁽¹⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2015	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2014	Nil	Nil	Nil	Nil	3,900 ⁽¹⁵⁾	3,900
Michael Hopkinson ⁽⁵⁾ CFO and Corporate Secretary	July 2016 ⁽¹⁴⁾	10,000	Nil	Nil	Nil	Nil	10,000
	Dec 2015	10,500	Nil	Nil	Nil	Nil	10,500
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil
Joseph Del Campo ⁽⁶⁾ Former Interim CFO	July 2016 ⁽¹⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2015	8,000	Nil	Nil	Nil	Nil	8,000
	Dec 2014	Nil	Nil	Nil	Nil	12,000 ⁽¹⁶⁾	12,000
D. Richard Skeith ⁽⁷⁾ Director	July 2016 ⁽¹⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2015	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil
George Tsafalas ⁽⁸⁾ Director	July 2016 ⁽¹⁴⁾	42,000	Nil	Nil	Nil	Nil	42,000
	Dec 2015	60,400	Nil	Nil	Nil	Nil	60,400
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil
Bijoy Menon ⁽⁹⁾ Former Director	July 2016 ⁽¹⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2015	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil
Michael Hill ⁽¹⁰⁾ Former Director	July 2016 ⁽¹⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2015	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil
Melanie T. Blair ⁽¹¹⁾ Former Director	July 2016 ⁽¹⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2015	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil
Christopher M. Wolfenber ⁽¹²⁾ Former Director	July 2016 ⁽¹⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2015	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil
Gregory A. Jerome ⁽¹³⁾ Former Director	July 2016 ⁽¹⁴⁾	Nil	Nil	Nil	Nil	Nil	Nil

	Dec 2015	Nil	Nil	Nil	Nil	Nil	Nil
	Dec 2014	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Lane was appointed Interim CEO and director on June 7, 2016.
- (2) Mr. Jindal was appointed President and CEO effective September 15, 2015 and resigned as President and CEO on June 7, 2016.
- (3) Dr. Stadnyk was appointed President and CEO on May 8, 2015 and resigned as President and CEO effective September 15, 2015. Dr. Stadnyk resigned as director on September 15, 2015.
- (4) Mr. Davis was appointed President and CEO on August 17, 2010 and resigned as President and CEO on May 8, 2015. Mr. Davis resigned as director on November 23, 2015.
- (5) Mr. Hopkinson was appointed CFO and Corporate Secretary on November 23, 2015.
- (6) Mr. Del Campo was appointed Interim CFO on January 1, 2011 and resigned as Interim CFO on November 23, 2015.
- (7) Mr. Skeith was appointed director on November 23, 2015.
- (8) Mr. Tsafalas was appointed director on March 16, 2015.
- (9) Dr. Menon resigned as director on May 24, 2016.
- (10) Dr. Hill resigned as director on June 7, 2016.
- (11) Ms. Blair resigned as director on November 23, 2015.
- (12) Mr. Wolfenber resigned as director on November 23, 2015.
- (13) Mr. Jerome resigned as director on March 12, 2015.
- (14) Transitional period from January 1, 2016 to July 31, 2016.
- (15) Pursuant to a consulting services agreement for 2014, Mr. Davis was entitled to receive a *per diem* rate of \$650 to a maximum of \$4,000 per month and a vehicle allowance at a *per diem* rate of \$55 to a maximum of \$330 per month. The consulting services agreement was terminated in 2015 in connection with Mr. Davis' resignation as President and Chief Executive Officer.
- (16) Pursuant to a consulting agreement, the Corporation paid Mr. Del Campo a monthly fee of \$1,000.

Stock Options and Other Compensation Securities

The following table sets forth information in respect of all compensation securities granted or issued to each director and NEO by the Corporation or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Corporation or any of its subsidiaries, in the Corporation's most recently completed financial year ended July 31, 2016.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
David Lane Interim CEO and director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Vinny Jindal Former President, CEO and director	Stock Options	3,000,000 Options, 3,000,000 underlying securities, 7.55% of issued and outstanding common shares	14/11/15	\$0.25	\$0.10	\$.025	14/11/2000
David Stadnyk Former President and CEO	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Paul C. Davis Former President and CEO	Stock Options	150,000 Options, 150,000 underlying securities, .37% of issued and outstanding common shares	26/01/11	\$0.40	\$0.40	\$.025	26/02/16
Michael Hopkinson CFO	Stock Options	200,000 Options, 200,000 underlying securities, .50% of issued and outstanding common shares	14/11/15	\$0.25	\$0.10	\$.025	14/11/2000
Joseph Del Campo Former Interim CFO	Stock Options	150,000 Options, 150,000 underlying shares, .37% of issued and outstanding common shares	26/01/11	\$0.40	\$0.40	\$.025	26/01/16
D. Richard Skeith Director	Stock Options	100,000 Options, 100,000 underlying shares, .25% of issued and outstanding common shares	14/11/15	\$0.25	\$0.10	\$.025	14/11/2000
George Tsafalas Director	Stock Options	100,000 Options, 100,000 underlying shares, .25% of issued and outstanding common shares	14/11/15	\$0.25	\$0.10	\$.025	14/11/2000
Bijoy Menon Former Director	Stock Options	200,000 Options, 200,00 underlying shares, .50% of issued and outstanding common shares	14/11/15	\$0.25	\$0.10	\$.025	14/11/2000
Michael Hill Former Director	Stock Options	100,000 Options, 100,000 underlying shares, .25% of issued and	14/11/15	\$0.25	\$0.10	\$.025	14/11/2000

		outstanding common shares					
Melanie T. Blair Former Director	Stock Options	100,000 Options, 100,000 underlying shares, .25% of issued and outstanding common shares	14/11/15	\$0.25	\$0.10	\$.025	14/11/2000
Christopher M. Wolfenberg Former Director	Stock Options	52,000 Options, 52,000 underlying shares, .13% of issued and outstanding common shares	26/01/11	\$0.40	\$0.40	\$.025	26/01/16
Gregory A. Jerome Former Director	Stock Options	52,000 Options, 52,000 underlying shares, .13% of issued and outstanding common shares	26/01/11	\$0.40	\$0.40	\$.025	26/01/16

Notes:

(1) The stock options vest as to one-third each year starting on the grant date.

In the most recently completed financial year ended July 31, 2016, no compensation securities were exercised by a Named Executive Officer or director.

Option Plan

The Corporation's fixed number stock option plan (the "**Option Plan**") was adopted by the Board of Directors of QuikFlo (the "**Board of Directors**" or the "**Board**") effective October 30, 2015. Pursuant to the terms of the Option Plan, the Board of Directors may from time to time, in its discretion, and in accordance with the requirements of the TSXV, grant to directors, officers, employees, consultants or other personnel of the Corporation, non-transferable stock options ("**Options**") to purchase Common Shares, provided that the number of Common Shares reserved for issuance pursuant to the Option Plan and all other security based compensation arrangements of the Corporation will not exceed, in the aggregate, 7,715,440 Common Shares. Each Option will be exercisable for a period of time set out in the respective stock option agreement between the Corporation and each optionee. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the number of Common Shares issued and outstanding from time to time and the number of Common Shares reserved for issuance to all employees and consultants will not exceed 2% percent of the number of Common Shares issued and outstanding from time to time.

Options may be exercised within 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, employment or technical consulting arrangement was by reason of death, the Option may be exercised within a maximum period of one year after such death, subject to the expiry date of such Option.

Employment, Consulting and Management Agreements

The Corporation has not entered into any employment agreements with any of its Named Executive Officers other than as described below.

The Corporation had entered into a consulting services agreement with Paul Davis in his capacity as President and CEO of the Corporation. Pursuant to the agreement, Mr. Davis was entitled to receive a *per diem* rate of \$650 to a maximum of \$4,000 per month, representing a maximum annual remuneration in the amount of \$48,000. In addition, Mr. Davis received a vehicle allowance at a per diem rate of \$55 to a maximum of \$330 per month. The consulting services agreement was terminated in 2015 in connection with Mr. Davis' resignation as President and CEO. There were no termination or change of control payments payable under Mr. Davis' consulting services agreement.

The Corporation had entered into a consulting agreement with Joseph Del Campo, in his capacity as Interim CFO, to provide management services to the Corporation. Pursuant to the agreement, the Corporation paid Mr. Del Campo a monthly fee of \$1,000. The consulting agreement was terminated in 2015 in connection with Mr. Del Campo's resignation as Interim CFO. There were no termination or change of control payments payable under Mr. Del Campo's consulting agreement.

The Corporation entered into a consulting agreement with Vinny Jindal.

Oversight and Description of Director and Named Executive Officer Compensation

The Board of Directors as a whole reviews the compensation of the Named Executive Officers and the directors. To date, the Corporation has also compensated its executive officers with grants of Options to acquire Common Shares pursuant to its Option Plan. Previous grants of Options are taken into account when considering new grants. No Options were granted during the year ended July 31, 2016.

During the year ended July 31, 2016, no compensation was paid to the directors of QuikFlo for their services as directors. All directors are eligible to participate in the Corporation's Option Plan

The elements of the Corporation's compensation program

The Corporation's compensation program consists of two principal elements, a base salary and options

The objective of the Corporation's compensation program

The objective of the Corporation's compensation program is to attract and retain highly qualified and committed senior management by providing appropriate compensation and incentives intended to align the interests of senior management with those of the Corporation's shareholders in order to provide incentives for senior management to enhance shareholder value.

What the Corporation's compensation program is designed to reward

The Corporation's compensation program is designed to reward senior management for achieving the Corporation's business objectives as well as increases in shareholder value resulting from increases in the trading price of the Common Shares due to increased value or potential value in the Corporation's assets.

Why the Corporation chooses to pay each element of its compensation program

The Corporation pays a base salary as part of its compensation program to: (i) provide each NEO with sufficient, regularly-paid income; (ii) recognize each NEOs unique value and historical contribution to the success of the Corporation; and (iii) reflect each NEOs position and level of responsibility.

The Corporation grants options as part of its compensation program in order to: (i) align NEOs interests with the interests of the Corporation's shareholders; (ii) reward long-term performance by allowing NEOs to participate in any long-term market appreciation of the Corporation's shares; and (iii) ensure the Corporation is competitive with its comparable industry peers from a total remuneration standpoint and to encourage executive officer retention, commitment and focus on long-term growth.

As noted above, the Corporation may pay cash bonuses to NEOs in exceptional circumstances.

How the Corporation determines the amount for each element and how each element affects decisions about other elements and fits into the Corporation's overall compensation objectives

The Board, acting as a whole, determines the amount of each element of the Corporation's compensation program for NEOs. The two principal elements of the compensation program are determined, and affect decisions about other elements and fit into the Corporation's overall compensation strategy, as described below. The Corporation's executive compensation is not determined by reference to any formulas or any set performance goals or similar conditions. The Board believes that fixed formulas can lead to an unwanted result that does not reflect real performance. Accordingly, an overall review of the NEO's performance and contributions is preferred.

Base Salaries

The Board considers some or all of the following factors: (i) the overall performance of the Corporation and the particular NEO; (ii) base salaries and overall compensation paid to senior management of comparable industry peers (without specific benchmarking); (iii) the relationship among base salaries paid within the Corporation and individual experience and contribution; (iv) general market conditions and the Corporation's financial condition; (v) other compensation received by the NEO; and (vi) competition for qualified personnel. The intent is to fix base salaries at levels that are consistent with the Corporation's compensation program objectives. There are no base salary changes planned for 2017.

Stock Options

The Board considers some or all of the following factors: (i) the overall performance of the Corporation and the particular NEO; (ii) the relationship among stock options granted within the Corporation and individual experience and contribution; (iii) general market conditions and the Corporation's financial condition and Common Share trading price; and (iv) the aggregate number of options outstanding and the number of options currently held by the particular NEO and the terms thereof. The intent is to fix stock option grants at levels that are consistent with the Corporation's compensation program objective. The Board also considers the number of options available for grant in determining whether to make any new grants of stock options and the size of such grants. The Corporation utilizes IFRS 2 - *Share Based Payment* in establishing the fair value of option grants.

For more information with respect to the Option Plan, see "Option Plan" above.

Pension Plan Benefits

The Corporation has not established a pension plan, defined benefit plan or any retirement savings program for the Named Executive Officers or other employees of the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information as at July 31, 2016

Plan Category	Number of Common Shares 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 column (a))
Equity compensation plans approved by security holders	4,575,000	\$0.24	3,140,440
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	4,575,000	\$0.24	3,140,440

CORPORATE GOVERNANCE DISCLOSURE

Under National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Corporation is required to include in its Information Circular the disclosure required under Form 58-101F2 with respect to its corporate governance practices. In establishing its corporate governance practices, the Board of Directors has been guided by Canadian securities legislation and the TSXV guidelines for effective corporate governance, including National Policy 58-201 *Corporate Governance Guidelines* and other regulatory requirements such as National Instrument 52-110 *Audit Committees* ("**NI 52-110**").

Board of Directors

The Board of Directors is currently comprised of three individuals, one of whom is independent as that term is defined in NI 52-110 (George Tsafalas). David Lane is an executive officer of QuikFlo and, accordingly, is not independent within the meaning of that term set out in NI 52-110. D. Richard Skeith is not considered independent because he is a partner of Norton Rose Fulbright Canada LLP, a law firm that provides advisory services to QuikFlo.

Orientation and Continuing Education

The Corporation does not currently have an orientation or continuing education program for new directors.

Directorships

The following directors currently serve on the board of directors of the reporting issuers (or equivalent) listed below, each of which are reporting issuers in one or more Canadian (or foreign) jurisdictions:

Name	Name of Other Reporting Issuer(s)
D. Richard Skeith	M Pharmaceutical Inc. (CSE: MQ) Strategic Oil & Gas Ltd. (TSXV: SOG)
George Tsafalas	M Pharmaceutical Inc. (CSE)

Ethical Business Conduct

The Board of Directors has an insider trading policy which is intended to ensure compliance with applicable securities laws governing trading in securities of the Corporation while in possession of material non-public information concerning the Corporation and the avoidance of tipping or disclosing material non-public information to unauthorized persons.

Nomination of Directors

Responsibility for identifying new candidates to join the Board of Directors and recommending nominees for election as directors belongs to the Board of Directors as a whole. The Board of Directors will consider candidate independence, financial acumen, skills and available time to devote to the duties of the Board of Directors in making their recommendations for nomination.

Compensation

The Board of Directors as a whole reviews the compensation of the Named Executive Officers and the directors.

Assessments

The Board of Directors takes steps to satisfy itself that the Board of Directors, the Audit Committee and individual directors are performing effectively by providing each director with the opportunity to attend all meetings either in person or by teleconference at the cost of the Corporation.

AUDIT COMMITTEE DISCLOSURE

Under NI 52-110, the Corporation is required to include in its Information Circular the disclosure required under Form 52-110F2 with respect to its Audit Committee.

Exemption

The Corporation is relying on the exemption in section 6.1 of NI 52-110 which provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Audit Committee Terms of Reference

The Board of Directors has adopted written Terms of Reference for the Audit Committee, which are attached to this Information Circular as Appendix "A".

Audit Committee

As of the date hereof, the Audit Committee is comprised of three individuals (David Lane, D. Richard Skeith and George Tsafalas), one of whom is independent and all of whom are financially literate as defined by NI 52-110. Mr. Lane is not considered independent because he is an executive officer of QuikFlo. Mr. Skeith is not considered independent because he is a partner of Norton Rose Fulbright Canada LLP, a law firm that provides advisory services to QuikFlo.

In considering criteria for the determination of financial literacy, the Board of Directors looks at the ability to read and understand financial statements.

Mr. Lane is and has been an independent businessman for the past 20 years and has held various positions in publicly listed companies. Through such roles, Mr. Lane gained experience and expertise in financial matters.

Mr. Skeith is a securities lawyer who has served on various audit committees and obtained financial experience and exposure to accounting and financial issues through his legal professional activities.

Mr. Tsafalas is an independent businessman and previously held CFO and board committee positions at numerous public and private companies. Through such roles, Mr. Tsafalas gained experience and expertise in financial matters.

The Audit Committee reviews the interim and annual financial statements and related financial reporting of QuikFlo. The members of the Audit Committee have direct access to the external auditors of the Corporation. The Audit Committee or the full Board of Directors reviews the unaudited quarterly financial statements and management's discussion and analysis of financial results. At no time since the Corporation's inception was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Fees Charged by External Auditors

The following table sets out the aggregate fees billed by the Corporation's external auditors in the last two financial years for the category of fees described.

Category	Year Ended July 31, 2016 (\$)⁽¹⁾	Year Ended December 31, 2015 (\$)	Year Ended December 31, 2014 (\$)
Audit Fees ⁽²⁾	\$25,000	\$13,000	\$11,500
Audit-Related Fees	Nil	\$13,000	Nil
Tax Fees ⁽³⁾	Nil	Nil	\$2,000
All Other Fees	Nil	Nil	Nil
Total	\$25,000	\$26,000	\$13,500

Notes:

(1) Transition period from January 1, 2016 to July 31, 2016.

(2) Audit fees consist of fees for the audit of the Corporation's annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.

(3) Tax fees consist of fees for tax compliance services, tax advice and tax planning. The services provided in this category included assistance and advice in relation to the preparation of corporate income tax returns and other filings, and research and advice on certain tax matters.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or officers of the Corporation, nominees for election as a director of the Corporation, or associates of such persons have been indebted to the Corporation or any of its subsidiaries at any time since the beginning of the most recently completed fiscal year. No such person has been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries in respect of the purchase of securities or otherwise.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

No director or officer of QuikFlo, proposed nominee for election as a director of the Corporation, Shareholder who beneficially owns more than 10% of the Common Shares of the Corporation, or any associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction since the commencement of the Corporation's last financial year except as otherwise disclosed in this Information Circular. None of the foregoing persons has any interest in any proposed transaction which has materially affected or would materially affect the Corporation except as otherwise described in this Information Circular.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

None of the directors or senior officers of QuikFlo is aware of any material interest of any director or nominee for director, or senior officer or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting other than as disclosed in this Information Circular except as otherwise described in this Information Circular.

ANNUAL AND SPECIAL MEETING BUSINESS

FINANCIAL STATEMENTS AND AUDITORS' REPORT

Audited financial statements for the year ended July 31, 2016 and the report of the auditors thereon will be mailed to Shareholders together with these Meeting materials and are also available on www.sedar.com. The presentation of such audited financial statements to the Shareholders at the Meeting will not constitute a request for approval or disapproval.

ELECTION OF DIRECTORS

The Articles of the Corporation provide that the Board of Directors shall consist of a minimum of one and a maximum of 11 directors to be elected annually. The term of office for each director is from the date of

the meeting at which he or she is elected until the annual meeting next following or until his or her successor is duly elected or appointed.

The Board of Directors currently consists of three directors. It is proposed that the three current directors be re-elected at the Meeting.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR setting the number of directors to be elected at three and FOR the election of each of the nominees specified below as directors of the Corporation. If, prior to the Meeting, any vacancies occur in respect to any proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Corporation and FOR the remaining proposed nominees. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The following table states the names of all persons proposed to be nominated for election as directors, the position or office now held by them, their principal occupation or employment, the date on which they became directors of QuikFlo and the number of Common Shares in the capital of the Corporation beneficially owned directly or indirectly or over which they exercise control or direction.

Name and Municipality of Residence	Office Held	Principal Occupation	Director Since	Number of Shares Held
David Lane ⁽¹⁾ <i>Calgary, Alberta</i>	Interim CEO and a Director	Interim CEO of QuikFlo since June 7, 2016. Mr. Lane has been an independent businessman for over 20 years.	June 7, 2016	Nil
D. Richard Skeith ⁽¹⁾ <i>Calgary, Alberta</i>	Director	Partner at Norton Rose Fulbright Canada LLP (formerly Macleod Dixon LLP) since 1995.	November 23, 2015	6,509,000
George Tsafalas ⁽¹⁾ <i>Vancouver, British Columbia</i>	Director	Self employed business man from 2004 to present.	March 16, 2015	3,420,000
			Total:	9,929,000

Note:

(1) Member of the Audit Committee.

David Lane, Interim Chief Executive Officer and a Director

Mr. Lane is and has been an independent businessman for the past 20 years and has held various positions in publicly listed companies.

D. Richard Skeith, Director

Mr. Richard Skeith has been a partner with the law firm of Norton Rose Fulbright Canada LLP (formerly Macleod Dixon LLP) since 1995. Mr. Skeith holds a Bachelor of Arts and a Bachelor of Laws from the University of Alberta. Mr. Skeith is a member of the Law Society of Alberta.

George Tsafalas, Director

Mr. George Tsafalas has extensive experience in senior operational management, corporate business development and corporate finance in the private and public sectors and is an entrepreneur. Mr. Tsafalas specializes in the execution of strategic budget plans and monitors the development of the portfolio programs, including review of the financial objectives and milestones. Mr. Tsafalas brings experience in the attraction of private equity capital, including angel investment groups and firms, and has assisted in several successful equity capital fundraising efforts. Mr. Tsafalas has been a Senior Executive, Chief Financial Officer, Executive Member of the Board of Director's and Chair of the Audit Committee of several companies. Mr. George Tsafalas is currently a director of M Pharmaceutical Inc. Mr. Tsafalas

was the Chief Financial Officer and a Director of Canadian Energy Exploration Inc. and Birch Lake Energy Inc. Mr. Tsafalas was the President, Chief Executive Officer and a director of AXQP Inc., listed on the TSXV and NEX.

Penalties Or Sanctions

No proposed director of QuikFlo has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority. Nor has any proposed director ever entered into a settlement agreement with a securities regulatory authority.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no proposed director of QuikFlo has, within the ten years prior to the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days.

Except as disclosed below, no proposed director of QuikFlo has, within the ten years prior to the date of this Information Circular, been a director or executive officer of any 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.

D. Richard Skeith was the corporate secretary of Canaf Group Inc. and was subject to a management cease trade order on March 5, 2008, when that company was late with its financial filings. These were subsequently filed and the management cease trade order was revoked on June 20, 2008. He was the corporate secretary of MegaWest Energy Corp. when it was subject to a cease trade order from September 7, 2010 until October 22, 2010 for failure to file financial information on a timely basis. Subsequent to Mr. Skeith's resignation as the corporate secretary of Cheyenne Energy Inc. ("**Cheyenne**") in January 2008, a receiver was appointed by Cheyenne's bank and its assets sold to pay its bank debts. Subsequent to his resignation as a director of Leader Energy Services Ltd. on February 17, 2015, Leader Energy Services Ltd. filed for creditor protection.

Personal Bankruptcies

No proposed director of QuikFlo has, within the ten years preceding 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

APPOINTMENT OF AUDITORS

On December 10, 2015, the Board of Directors recommended and approved the nomination of BDO Canada LLP, Chartered Accountants, for appointment as external auditor of the Corporation until the close of the next annual meeting of Shareholders, subject to Shareholder approval. The former auditor, McGovern, Hurley, Cunningham, LLP, Chartered Accountants, resigned at the request of the directors of the Corporation.

Attached hereto as Appendix "B" is a reporting package containing the following documents: (i) the executed Change of Auditor Notice sent by the Corporation to each of BDO Canada LLP, Chartered Accountants and McGovern, Hurley, Cunningham, LLP, Chartered Accountants dated December 10, 2015 (the "**Change of Auditor Notice**"); (ii) the letter from McGovern, Hurley, Cunningham, LLP, Chartered Accountants to the relevant Canadian securities commissions dated December 17, 2015, confirming that McGovern, Hurley, Cunningham, LLP, Chartered Accountants agrees with the statements

in the Change of Auditor Notice; and (iii) the letter from BDO Canada LLP, Chartered Accountants to the relevant Canadian securities commissions dated December 29, 2015, confirming that BDO Canada LLP, Chartered Accountants agrees with the statements in the Change of Auditor Notice.

At the Meeting, Shareholders will be asked to appoint BDO Canada LLP, Chartered Accountants, as auditor of the Corporation, to hold office until the next annual meeting of the Corporation at such remuneration as may be fixed by the Board of Directors.

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the appointment of BDO Canada LLP, Chartered Accountants, as auditors of the Corporation.**

APPROVAL OF OPTION PLAN

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve a resolution approving the Corporation's existing Option Plan. The terms of the Option Plan are described in this Information Circular (see "*Statement of Executive Compensation – Option Plan*") and the Option Plan is the same as the one which was attached to the Corporation's information circular dated September 30, 2015 which can be found under the Corporation's profile at www.sedar.com. No changes to the Option Plan are proposed.

The form of resolution to be considered by Shareholders at the Meeting is as follows:

"BE IT RESOLVED THAT

1. the Corporation's existing stock option plan be and is hereby approved; and
2. any one officer or director of the Corporation is hereby authorized to execute and deliver all such documents and to do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution."

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the approval of the Option Plan.**

SHARE CONSOLIDATION

The Corporation currently has 39,695,950 Common Shares issued and outstanding. The Board believes that a consolidation of the Corporation's Common Shares (the "**Consolidation**") is in the best interests of, and will benefit, both the Corporation and its Shareholders. The Board of Directors believes that the proposed Consolidation may assist the Corporation in raising additional equity or debt capital for the Corporation.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve a special resolution authorizing the Board of Directors to amend the Articles of the Corporation to consolidate all of the outstanding Common Shares on the basis of up to and including ten (10) Common Shares currently outstanding for one (1) new consolidated Common Share, as the directors may determine (the "**Consolidation Resolution**"). Any fractional Common Shares resulting from the Consolidation will be cancelled and the Shareholders who would have received a fractional Common Share will receive the next lower number of whole Common Shares. The Consolidation will affect all Shareholders proportionately, except to the extent that the Consolidation would otherwise result in a Shareholder owning a fractional Common Share. The exercise or conversion price and the number of Common Shares issuable under the Options will be proportionately adjusted upon the Consolidation becoming effective.

Articles of Amendment will be filed with the Registrar under the *Business Corporations Act* (Alberta) (the "**ABCA**") to give effect to the Consolidation Resolution. Upon receipt of the Articles of Amendment evidencing the Consolidation, all outstanding certificates representing Common Shares will thereafter only represent the number of Common Shares to which the holder is entitled after giving effect to the Consolidation.

Shareholders are being asked to consider and, if deemed advisable, pass a special resolution approving the Consolidation Resolution. Under the ABCA, Shareholders do not have dissent rights with respect to the proposed Consolidation. The following is the text of the special resolution to be considered at the Meeting, subject to such amendments, variations or additions as may be approved at the Meeting:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT

1. subject to regulatory approval, the Board is hereby authorized to amend the Articles of the Corporation to consolidate all of the issued and outstanding Common Shares in the capital of the Corporation on the basis of one (1) new Common Share for up to every ten (10) Common Shares currently outstanding, or such lesser amount as determined by the Board of Directors;
2. upon consolidation, where a Shareholder of the Corporation would otherwise receive a fractional Common Share, such fractional Common Share will be cancelled and the Shareholder will receive the next lower number, if any, of whole Common Shares;
3. from and after the effective date of the Consolidation, all outstanding share certificates will thereafter only represent the number of Common Shares to which the holder is entitled after giving effect to the Consolidation;
4. any one officer or director of the Corporation is hereby authorized to execute and deliver all such documents, including without limitation, Articles of Amendment, and to do all such acts and things, including without limitation, delivering such Articles of Amendment to the Registrar of Corporations under the *Business Corporations Act* (Alberta) as may be deemed advisable in such individual's discretion for the purpose of giving effect to the foregoing resolutions; and
5. notwithstanding that this special resolution has been passed by the Shareholders of the Corporation, the Board of Directors is hereby authorized in its discretion and without further approval of such Shareholders to decide not to proceed with the amendments to the Articles of the Corporation."

To be effective, the special resolution approving the Consolidation Resolution must be passed by at least two-thirds (66 $\frac{2}{3}$ %) of the votes cast at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the approval of the Consolidation Resolution.**

CHANGE OF NAME

At the Meeting, Shareholders will be asked to approve a special resolution authorizing the Board of Directors to change the name of the Corporation to any such name as may be acceptable to the Board of Directors, the TSXV and Alberta Corporate Registries (the "**Name Change Resolution**"). If the Name Change Resolution is approved by the requisite majority, Articles of Amendment in the prescribed form will be filed with the Registrar under the ABCA, to give effect to the Name Change Resolution.

Shareholders are being asked to consider and, if deemed advisable, pass a special resolution approving the change of name of the Corporation. The following is the text of the Name Change Resolution to be considered at the Meeting, subject to such amendments, variations or additions as may be approved at the Meeting:

"BE IT RESOLVED AS A SPECIAL RESOLUTION THAT

1. subject to regulatory approval, the Board of Directors is hereby authorized to amend the Articles of the Corporation to change the name of the Corporation to any name as may be determined by the Board of Directors;
2. any one officer or director of the Corporation is hereby authorized to execute and deliver all such documents, including without limitation, Articles of Amendment, and to do all such acts and things, including without limitation, delivering such Articles of Amendment to the Registrar of Corporations under the *Business Corporations Act* (Alberta) as may be deemed advisable in such individual's discretion for the purpose of giving effect to the foregoing resolutions; and
3. notwithstanding that this special resolution has been passed by the Shareholders of the Corporation, the Board of Directors is hereby authorized in its discretion and without further approval of such Shareholders to decide not to proceed with the amendments to the Articles of the Corporation."

To be effective, the special resolution approving the Name Change Resolution must be passed by at least two-thirds (66 ⅔%) of the votes cast at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the approval of the Name Change Resolution.**

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting of Shareholders. If any other business properly comes before the Meeting, it is the intention of the persons named in the Instrument of Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Financial information relating to QuikFlo is provided in the Corporation's financial statements and management's discussion and analysis for the year ended July 31, 2016. Copies of this Information Circular, the annual financial statements and any interim financial statements of the Corporation subsequent to the annual financial statements may be obtained without charge by writing to the Corporate Secretary of the Corporation at c/o Norton Rose Fulbright Canada LLP, Suite 3700, 400 Third Avenue S.W., Calgary, Alberta T2P 4H2, Attention: Rick Skeith. Additional information relating to QuikFlo is available on SEDAR at www.sedar.com.

APPENDIX "A"

QUIKFLO HEALTH INC.

AUDIT COMMITTEE TERMS OF REFERENCE

The Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of QuikFlo Health Inc. (the "**Corporation**") shall have the oversight responsibility, authority and specific duties as described below.

Composition

The Committee will be comprised of two or more directors as determined by the Board. Each Committee member shall, to the extent possible, satisfy the independence, financial literacy and experience requirements of applicable securities laws and rules, any applicable stock exchange requirements and any other applicable regulatory rules. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the full Board.

Members of the Committee shall be appointed by the Board. Each member shall serve until his or her successor is appointed, unless he or she shall resign or be removed by the Board or he or she shall otherwise cease to be a director of the Corporation. The Board shall fill any vacancy if the membership of the Committee is less than two directors.

The Chair of the Committee may be designated by the Board or, if it does not do so, the members of the Committee may elect a Chair by vote of a majority of the full Committee membership.

Communication, Authority to Engage Advisors and Expenses

The Committee shall have access to such officers and employees of the Corporation, the Corporation's external auditor and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

The Committee provides an avenue for communication, particularly for outside directors, with the external auditor, on the one hand, and senior management and the Board, on the other hand. The external auditor shall have a direct line of communication to the Committee through its Chair and shall report directly to the Committee. The Committee, through its Chair, may contact directly any employee of the Corporation, and any employee may bring before the Committee, on a confidential basis, any matter involving the Corporation's financial practices or transactions.

The Committee has the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set the compensation for any such counsel and advisors. Any engagement of independent counsel or other advisors is to be at the Corporation's expense.

The Corporation shall be responsible for all expenses of the Committee that are deemed necessary or appropriate by the Committee in carrying out its duties.

Meetings and Record Keeping

Meetings of the Committee shall be conducted as follows:

1. the Committee shall meet at least four times annually at such times and at such locations as the Chair of the Committee shall determine, provided that meetings shall be scheduled so as to permit timely review of the quarterly and annual financial statements and reports. The external auditor or any two members of the Committee may also request a meeting of the Committee;

2. the quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or by other telecommunication device that permits all persons participating in the meeting to hear each other;
3. if the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting;
4. the Chair shall, in consultation with the President and Chief Executive Officer and management and in consultation with the auditor, establish the agenda for the meetings and instruct management to ensure that properly prepared agenda materials are circulated to the Committee;
5. every question at a Committee meeting shall, if necessary, be decided by a majority of the votes cast;
6. the President and Chief Executive Officer and the Chief Financial Officer shall be available to advise the Committee, shall receive notice of meetings and may attend meetings of the Committee at the invitation of the Chair of the Committee. Other management representatives may be invited to attend as necessary; and
7. the Corporate Secretary or, in the absence of the Corporate Secretary, a Committee member or any other person selected by the Committee, shall act as secretary for the purpose of recording the minutes of each meeting.

The Committee shall provide the Board with a summary of all meetings together with a copy of the minutes from such meetings. Where minutes have not yet been prepared, the Chair shall provide the Board with oral reports on the activities of the Committee. All information reviewed and discussed by the Committee at any meeting shall be referred to in the minutes and made available for examination by the Board upon request to the Chair.

Responsibilities

The Committee is part of the Board. Its primary functions are to assist the Board in fulfilling its oversight responsibilities with respect to: (i) the oversight, review and approval of the financial statements and the accounting and financial reporting processes of the Corporation; (ii) the assessment of the system of internal controls that management has established; and (iii) the external audit process. In addition, the Committee shall assist the Board, as requested, in fulfilling its oversight responsibilities with respect to (i) financial policies and strategies; (ii) financial risk management practices; and (iii) transactions or circumstances which could materially affect the financial profile of the Corporation.

The Committee shall be directly responsible, in its capacity as a committee of the Board, for recommending the external auditor, approving the compensation and retention of the external auditor and overseeing the work of the external auditor and the relationship of the external auditor with the Corporation (including the resolution of disagreements between management and the external auditor regarding financial reporting).

The Committee should have a clear understanding with the independent auditor that they must maintain an open and transparent relationship with the Committee, and that the ultimate accountability of the independent auditor is to the shareholders of the Corporation.

Specific Duties

A. Relationship with External Auditor

The Committee shall:

1. consider and make a recommendation to the Board as to the appointment or re-appointment of the external auditor;
2. consider and make a recommendation to the Board as to the compensation of the external auditor which is to be paid by the Corporation;
3. oversee the work of the external auditor in performing their audit or review services, and oversee the resolution of any disagreements between management of the Corporation and the external auditor;
4. review and discuss with the external auditor all significant relationships that the external auditor and its affiliates have with the Corporation and its affiliates in order to determine the external auditor's independence, including, without limitation:
 - (a) requesting, receiving and reviewing, on a periodic basis, a formal written statement from the external auditor delineating all relationships that may reasonably be thought to bear on the independence of the external auditor with respect to the Corporation;
 - (b) discussing with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor; and
 - (c) recommending that the Board take appropriate action in response to the external auditor's report to satisfy itself of the external auditor's independence;
5. review and discuss the audit plan of the external auditor with the external auditor, including the staffing thereof, prior to the commencement of the audit;
6. as may be required by applicable securities laws, rules and guidelines, either:
 - (a) pre-approve all non-audit services to be provided by the external auditor to the Corporation (and its subsidiaries, if any), or, in the case of *de minimus* non-audit services, approve such non-audit services prior to the completion of the audit; or
 - (b) adopt specific policies and procedures for the engagement of the external auditor for the purposes of the provision of non-audit services; and
7. review and approve the hiring policies of the Corporation regarding partners and employees and former partners and employees of the present and former external auditor of the Corporation.

B. Financial Statements and Financial Reporting

The Committee shall:

1. review with management and the external auditor, and recommend to the Board for approval, the annual financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases. In particular, the Committee's review of such financial statements should include, but not be limited to:
 - (a) reviewing changes in accounting principles, or in their application, which may have a material effect on the current or future years' financial statements;

- (b) reviewing significant accruals, reserves or other estimates;
 - (c) reviewing the accounting treatment of unusual or non-recurring transactions; and
 - (d) reviewing disclosure requirements for commitments and contingencies;
2. upon completion of each audit, review with the external auditor the results of such audit. This process should include but not be limited to:
- (a) reviewing the scope and quality of the audit work performed;
 - (b) reviewing the capability of the Corporation's financial personnel;
 - (c) reviewing the co-operation received from the Corporation's financial personnel during the audit;
 - (d) reviewing the internal resources used;
 - (e) reviewing significant transactions outside of the normal business of the Corporation; and
 - (f) reviewing significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems;
3. review with management, and recommend to the Board for approval, the interim financial statements of the Corporation and related financial reporting, including management's discussion and analysis and earnings press releases;
4. review with management and recommend to the Board for approval, any financial statements of the Corporation which have not previously been approved by the Board and which are to be included in a prospectus or other public disclosure document of the Corporation;
5. consider and be satisfied that adequate policies and procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements (other than public disclosure referred to in clauses B.1 and B.3 above), and periodically assess the adequacy of such procedures;
6. review with management, the external auditor and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Corporation, and the manner in which these matters may be, or have been, disclosed in the financial statements; and
7. review accounting, tax, legal and financial aspects of the operations of the Corporation as the Committee considers appropriate.

C. Internal Controls

The Committee shall review with management and the external auditor, the adequacy and effectiveness of the internal control and management information systems and procedures of the Corporation (with particular attention given to accounting, financial statements and financial reporting matters) and determine whether the Corporation is in compliance with applicable legal and regulatory requirements and with the Corporation's policies.

D. Financial Risk Management

The Committee may, if requested:

1. review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to insurance, accounting, management reporting and risk management;
2. review with management and the external auditor their assessment of the significant financial risks and exposures of the Corporation and discuss with management the steps which the Corporation has taken to monitor and control such exposures;
3. review current and expected future compliance with covenants under any financing agreements;
4. review the activities of the Corporation's marketing group and the financial risks arising from such activities;
5. review the insurance program including coverage for such things as business interruption, general liabilities, and directors and officers liability;
6. review any other significant financial exposures including such things as tax audits, government audits or any other activities that expose the Corporation to the risk of a material financial loss;
7. report the results of such reviews to the Board for the purpose of assisting the Board in identifying the principal business risks associated with the businesses of the Corporation; and
8. review the appropriateness of the policies and procedures used in the preparation of the Corporation's financial statements and other required disclosure documents, and consider recommendations for any material change to such policies.

E. Procedure For Complaints and Employee Submissions

The Committee shall establish procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Approval

This Audit Committee Terms of Reference has been approved and adopted by the Board effective March 14, 2008.

APPENDIX "B"

QUIKFLO HEALTH INC.

AUDITOR REPORTING PACKAGE

QUIKFLO HEALTH INC., formerly VIPER GOLD LTD.

CHANGE OF AUDITOR NOTICE

TO: BDO Canada LLP, Chartered Accountants

AND TO: McGovern, Hurley, Cunningham, LLP, Chartered Accountants

NOTICE IS HEREBY GIVEN that, in accordance with National Instrument 51-102 - *Continuous Disclosure Obligations (NI 51-102)*, the Board of Directors of QuikFlo Health Inc. (the **Corporation**) has considered and approved the following actions, namely that:

1. McGovern, Hurley, Cunningham, LLP (the **Former Auditor**), Chartered Accountants, be asked to resign as auditor of the Corporation; and
2. BDO Canada LLP (the **Successor Auditor**), be appointed as auditor of the Corporation effective immediately.

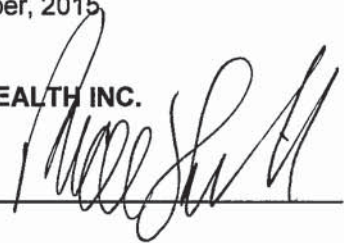
At the next annual meeting of shareholders, holders of qualified securities of the Corporation will be asked to approve, by ordinary resolution, the appointment of the Successor Auditor as the auditor of the Corporation until the close of the next annual meeting of the shareholders of the Corporation, at such remuneration as may be approved by the Board of Directors of the Corporation.

The Former Auditor has not expressed any reservation in its audit reports for the period commencing at the beginning of the Corporation's two most recent financial years and ending at the date of this notice.

To the knowledge of the directors of the Corporation, no "reportable event" as such term is defined in NI-51-102 has occurred in connection with the audits for the period commencing at the beginning of the Corporation's two most recent financial years and ending at the date of this notice.

DATED at Calgary, Alberta, effective the 10th day of December, 2015

QUIKFLO HEALTH INC.

By: 

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

December 17, 2015

To: Alberta Securities Commission
British Columbia Securities Commission

Dear Sirs/Mesdames

Re: Notice of Change of Auditors of QuikFlo Health Inc., formerly Viper Gold Ltd.

We acknowledge receipt of a Notice of Change of Auditor dated December 10, 2015 (the **Notice**) delivered to us by QuikFlo Health Inc., in respect of the change of auditor of QuikFlo Health Inc..

Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations*, we confirm we have read the Notice and confirm our agreement with the statements contained in the Notice.

Yours very truly,

McGovern, Hurley, Cunningham, LLP



Chartered Professional Accountants
Licensed Public Accountants



Tel: 403 266 5608
Fax: 403 233 7833
Toll-Free: 888 444 4840
www.bdo.ca

BDO Canada LLP
903 - 8th Avenue SW, Suite 620
Calgary AB T2P 0P7 Canada

December 29, 2015

Alberta Securities Commission
British Columbia Securities Commission

QuikFlo Health Inc.

Dear Sirs/Mesdames

Re: Notice of Change of Auditors of QuikFlo Health Inc.

We acknowledge receipt of a Notice of Change of Auditor dated December 10, 2015 (the **Notice**) delivered to us by QuikFlo Health Inc. (the **Corporation**) in respect of the change of auditor of the Corporation.

Pursuant to Section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations*, we confirm we have read the Notice and confirm our agreement with the statements contained in the Notice. The confirmation is based on our knowledge of the information as at the date of this letter.

Yours very truly,

BDO Canada LLP

Chartered Accountants