

**LOOPShare Ltd.**  
(formerly Kenna Resources Corp.)  
Suite 103-131 Water Street  
Vancouver, British Columbia, V6B 4M3

Telephone: 604 568-1598

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

**TO THE SHAREHOLDERS:**

**NOTICE** is hereby given that the Annual General and Special Meeting (the "**Meeting**") of the shareholders of LOOPShare Ltd. (the "**Company**") will be held at Suite 103-131 Water Street, Vancouver, British Columbia, on Tuesday, June 20, 2017 at 10:00 a.m. (Pacific Standard Time) for the following purposes:

1. To receive the Company's audited financial statements for the financial year ended December 31, 2016, together with the auditor's report thereon;
2. To appoint auditors for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
3. To fix the numbers of directors for the ensuing year at four (4) and to elect directors for the ensuing year;
4. To remove the anti-dilution maximum restricting the number of shares that may be issued in settlement of the Company's royalty agreement; and
5. To transact such further and other business as may be properly brought before the Meeting and any adjournment or postponement thereof.

Accompanying this Notice of Meeting are an Information Circular and a Proxy. The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

Only holders of common shares of record at the close of business on May 15, 2017 will be entitled to vote at the Meeting.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his or her place. If you are unable to attend the Meeting or any adjournment in person, please read the Notes accompanying the enclosed Proxy and then complete, sign, and date the Proxy and return it within the time and to the location set out in the Notes. The Company's management is soliciting the enclosed Proxy but, as set out in the Notes, you may amend the Proxy if you wish by striking out the names listed and inserting in the space provided the name of the person you want to represent you at the Meeting.

DATED at Vancouver, British Columbia, this 16<sup>th</sup> day of May, 2017.

**BY ORDER OF THE BOARD OF DIRECTORS**

*"Anwar Sukkarie"*

Anwar Sukkarie

President, Chief Executive Officer and Director

**LOOPShare Ltd.**  
(formerly Kenna Resources Corp.)  
Suite 103-131 Water Street  
Vancouver, British Columbia, V6B 4M3

Telephone: 604 568-1598

**INFORMATION CIRCULAR  
as of May 16, 2017 (unless otherwise noted)**

**MANAGEMENT SOLICITATION OF PROXIES**

**This Information Circular is furnished to you in connection with the solicitation of Proxies by management of LOOPShare Ltd. (“we”, “us” or the “Company”) for use at the Annual General and Special Meeting (the “Meeting”) of shareholders of the Company to be held on Tuesday, June 20, 2017, at 10:00 a.m. and at any adjournment of the Meeting.** The Company will conduct its solicitation by mail and our officers, directors and employees may, without receiving special compensation, contact shareholders by telephone, electronic means or other personal contact. We will not specifically engage employees or soliciting agents to solicit Proxies. We do not reimburse shareholders, nominees or agents (including brokers holding shares on behalf of clients) for their costs of obtaining authorization from their principals to sign Proxies. We will pay the expenses of this solicitation.

**APPOINTMENT OF PROXIES**

**The persons named as proxy holders in the enclosed Proxy are the Company’s directors or officers. As a shareholder, you have the right to appoint a person (who, subject to the conditions of the Company’s Articles, need not be a shareholder) in place of the persons named in the Proxy to attend and act on your behalf at the Meeting. To exercise this right, you must either insert the name of your representative in the blank space provided in the Proxy and strike out the other names or complete and deliver another appropriate Proxy.**

A Proxy will not be valid unless it is dated and signed by you or your attorney duly authorized in writing or, if you are a corporation, by an authorized director, officer, or attorney of the corporation.

**COMPLETION AND VOTING OF PROXIES**

Voting at the Meeting will be by a show of hands, each shareholder having one vote, unless a poll is requested, in which case each shareholder is entitled to one vote for each share held. In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an “**ordinary resolution**”) unless the motion requires a special resolution in which case a majority of two thirds (2/3) of the votes cast will be required.

A shareholder or intermediary acting on behalf of a shareholder may indicate the manner in which the persons named in the enclosed Proxy are to vote with respect to any matter by checking the appropriate space. On any poll required by a shareholder or proxyholder requesting a poll, those persons will vote or withhold from voting the shares in respect of which they are appointed in accordance with the directions, if any, given in the Proxy provided such directions are certain.

If you or an intermediary acting on your behalf wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **IN SUCH INSTANCE, THE PROXYHOLDER, IF ONE PROPOSED BY MANAGEMENT, INTENDS TO VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF THE MOTION.** The enclosed Proxy, when properly signed, also confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may be properly brought before the Meeting. At the time of printing this Information Circular, our management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. If, however, other matters which are not now known to management should properly come before the Meeting, the persons named in the Proxy intend to vote on such other business in accordance with their best judgment.

The Proxy must be dated and signed by you or by your attorney authorized in writing or by the intermediary acting on your behalf. In the case of a corporation, the Proxy must be executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

**COMPLETED PROXIES TOGETHER WITH THE POWER OF ATTORNEY OR OTHER AUTHORITY, IF ANY, UNDER WHICH IT WAS SIGNED OR A NOTARIALY CERTIFIED COPY THEREOF MUST BE DEPOSITED WITH THE COMPANY'S TRANSFER AGENT, TSX TRUST COMPANY OF 200 UNIVERSITY AVENUE, SUITE 300, TORONTO, ONTARIO M5H 4H1, AT LEAST 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME OF THE MEETING OR ADJOURNMENT THEREOF. UNREGISTERED SHAREHOLDERS WHO RECEIVED THE PROXY THROUGH AN INTERMEDIARY MUST DELIVER THE PROXY IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN BY SUCH INTERMEDIARY. YOU MAY ALSO VOTE BY TELEPHONE AND INTERNET. PLEASE SEE THE PROXY FOR INSTRUCTIONS REGARDING TELEPHONE AND INTERNET VOTING.**

#### **REVOCATION OF PROXIES**

You or an intermediary acting on your behalf who has been given a Proxy may revoke it at any time before it is exercised.

Revocation can be effected by an instrument in writing signed by the intermediary or shareholder or his attorney authorized in writing, and, in the case of a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation and delivered to the registered office of the Company's registrar and transfer agent, at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chairman of the Meeting preceding the day of the Meeting or any adjournment thereof.

#### **ADVICE TO NON-REGISTERED HOLDERS OF COMMON SHARES**

Only shareholders whose names appear on our records or validly appointed proxy holders are permitted to vote at the Meeting. Most of our shareholders are "non-registered" shareholders because their shares are registered in the name of a nominee, such as a brokerage firm, bank, trust company, trustee or administrator of a self-administered RRSP, RRIF, RESP or similar plan or a clearing agency such as CDS Clearing and Depository Services Inc. (a "Nominee"). If you purchased your shares through a broker, you are likely a non-registered shareholder.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to us are referred to as “NOBOs”. Those non-registered shareholders who have objected to their Nominee disclosing ownership information about themselves to us are referred to as “OBOs”.

In accordance with the securities regulatory policy, we will have distributed copies of the Meeting Materials, being the Notice of Meeting, this Information Circular, and the Proxy directly to NOBOs and to the Nominees for onward distribution to OBOs. **The Company does not intend to pay for a Nominee to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO’s Nominee assumes the costs of delivery.**

Nominees are required to forward the Meeting materials to each OBO unless the OBO has waived the right to receive them. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered shareholder. Meeting materials sent to non-registered holders who have not waived the right to receive Meeting materials are accompanied by a Request for Voting Instructions (a “VIF”), instead of a Proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered holder is able to instruct the registered shareholder (or Nominee) how to vote on behalf of the nonregistered shareholder. VIF’s, whether provided by the Company or by a Nominee, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the shares of the Company which they beneficially own. Non-registered holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the non-registered holder may request (in writing) to the Company or its Nominee, as applicable, without expense to the non-registered holder, that the non-registered holder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.**

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

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed 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 and removal of the anti-dilution maximum with respect to the Company’s royalty agreement, all described in this Information Circular.

#### **VOTING SHARES AND PRINCIPAL SHAREHOLDERS**

The Company is authorized to issue an unlimited number of common shares without par value, of which 41,791,256 common shares are issued and outstanding as of May 15, 2017. There is one class of voting shares only.

Persons who are registered shareholders at the close of business on May 15, 2017 will be entitled to receive notice of, attend, and vote at the Meeting. On a show of hands, every shareholder and proxyholder will have one vote and, on a poll, every shareholder present in person or represented by proxy will have one vote for each share.

## **Principal Holders of Common Shares**

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company other than as follows:

Holder	Number of shares represented by outstanding voting securities	Percentage issued and outstanding common shares
Anwar Sukkarie	9,316,407	22.29%

## **ELECTION OF DIRECTORS**

Directors of the Company are elected at each annual meeting of shareholders of the Company and hold office until the next annual general meeting or until that person sooner ceases to be a director. The shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at four (4) for the next year, subject to any increases permitted by the Company's Articles.

Unless you provide other instructions, the enclosed proxy will be voted for the nominees listed below. Management does not expect that any of the nominees will be unable to serve as a director. If before the Meeting any vacancies occur in the slate of nominees listed below, the person named in the Proxy will exercise his or her discretionary authority to vote the shares represented by the Proxy for the election of any other person or persons as directors.

Management proposes to nominate the persons named in the table below for election as director. The information concerning the proposed nominees has been furnished by each of them:

Name, Province and Country of Residence and Present Office Held	Periods Served as Director	Number of Shares Beneficially Owned, Directly or Indirectly, or over which Control or Direction is Exercised <sup>(7)</sup>	Principal Occupation and, if Not Previously Elected, Principal Occupation during the Past Five Years
<b>Anwar Sukkarie</b> <sup>(1)(5)(6)</sup> Vancouver, British Columbia, Canada President, CEO and Director	June 28, 2016– present	9,316,407 class A common shares 22.29%	President and CEO of Saturna, June 23, 2010 to present.  President and CEO of LOOPShare Ltd., June 28, 2016 to present.
<b>Saood Aljneibi</b> <sup>(2)(5)(6)</sup> Abu Dhabi, UAE Director	June 28, 2016– present	1,313,944 class A common shares 3.14%	May 2011 to July, 2015, Deputy General, National Electronics Security Authority.  February 2009 to May 2011, Director of Sustainable Development and Urban Design, Abu Dhabi Urban Planning Council
<b>Sean Bromley</b> <sup>(3)(5)</sup> Vancouver, British Columbia, Canada CFO and Director	December 18, 2015– present	Nil	Mr. Bromley is the Chief Financial Officer of an independent capital markets consultancy firm, prior to which Mr. Bromley was an Investment Advisor at Jordan Capital Markets Inc. specializing in

			technology and special situations. Mr. Bromley is a Director of White Gold Corp. (TSXV: WGO) (formerly G4G Capital Corp.) and Inform Resources Corp. (TSXV: IRR). Mr. Bromley is a senior officer of Winston Resources Inc. (C:WRW). Mr. Bromley obtained a Bachelor of Commerce from the University of Calgary in 2013.
<b>Paul Chucrallah</b> <sup>(4)(5)(6)</sup> Hazmieh, Lebanon Director	June 28, 2016 - present	Nil	January 2015 to present, Chairman-General Manager Berytech Fund Management s.a.l.  July, 2010 to December, 2014, self-employed consultant.

Notes:

- (1) Mr. Sukkarie served as a director and President and CEO of Saturna Green System Inc. ("Saturna"), a wholly owned subsidiary of the Company, from June 23, 2010 to present. Pursuant to a reverse takeover, effective June 28, 2016 the Company acquired 100% of the shares of Saturna and changed its name to LOOPShare Ltd.
- (2) Mr. Aljneibi served as a director of Saturna from April 30, 2011 to present.
- (3) Mr. Bromley served as CFO of the Company from December 18, 2015 to June 28, 2016 and then again from May 16, 2017 to present.
- (4) Mr. Chucrallah served as a director of Saturna from February 3, 2016 to present.
- (5) Denotes a member of the Audit Committee.
- (6) Denotes a member of the Compensation Committee.
- (7) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.

To the knowledge of the Company's management no proposed director of the Company:

- (a) is, as at the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director, CEO, CFO of any company (including the Company) that:
  - (i) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, CEO or CFO; or
  - (ii) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities legislation for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of the 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
- (c) 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

- (d) has been subject to 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
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## EXECUTIVE COMPENSATION

Set out below are particulars of compensation paid to the following persons (the “**Named Executive Officers**”):

- (a) the Company’s CEO;
- (b) the Company’s CFO;
- (c) each of the Company’s three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually more than \$150,000, for the applicable financial year; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact the individual was neither an executive officer, nor acting in a similar capacity at the end of the applicable financial year.

During the financial year ended December 31 2016, the Company had five Named Executive Officers, Anwar Sukkarie, the Company’s President and CEO, Juliet Jones, the Company’s former CFO, Sean Bromley, the Company’s former CFO, Anthony Jackson, the Company’s former CFO and Tom Fernback, the Company’s former CEO. There was no compensation (excluding compensation securities) earned by the Company’s directors, other than to its directors who were also its Named Executive Officers and were paid with respect to their office or employment. Compensation (excluding compensation securities) earned by Named Executive Officers for the years ended December 31, 2016 and 2015 is as follows:

**Table of compensation excluding compensation securities**

Name and principal position	Year ended Dec 31	Salary, consulting fee, retainer or commission(\$)	Bonus	Committee meetings	Value of perquisites (\$)	All other compensation (\$)	Total compensation (\$)
<b>Anwar Sukkarie</b> , President, CEO, Chairman and a Director <sup>(1)</sup>	2015	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-
	2016	36,000	-nil-	-nil-	-nil-	-nil-	36,000
<b>Juliet Jones</b> , Former CFO, Secretary and former Director <sup>(2)</sup>	2015	-nil-	-nil-	-nil-	-nil-	-nil-	-nil-
	2016	83,389	-nil-	-nil-	-nil-	-nil-	83,389
<b>Tim Fernback</b> , Former President, CEO and Director <sup>(3)</sup>	2015	24,000	-nil-	-nil-	-nil-	-nil-	24,000
	2016	18,000	-nil-	-nil-	-nil-	-nil-	18,000
<b>Sean Bromley</b> , CFO and Director, Former CFO <sup>(4)</sup>	2015	-nil-	-nil-	-nil-	-nil-	-nil-	0
	2016	9,000	-nil-	-nil-	-nil-	-nil-	9,000
<b>Anthony Jackson</b> , Former CFO and director <sup>(5)</sup>	2015	18,000	-nil-	-nil-	-nil-	-nil-	18,000
	2016	19,000	-nil-	-nil-	-nil-	-nil-	19,000

Notes:

- (1) Mr. Sukkarie became a Named Executive Officer on June 28, 2016 and the amounts listed for Mr. Sukkarie for the year ended December 31, 2016, represent amounts earned during this period. Under Mr. Sukkarie's employment agreement, salary for the year ended December 31, 2016 of \$222,000 was to be paid \$72,000 in cash and \$150,000 by the issuance of 750,000 class A common shares, of which 375,000 were issued during the year ended December 31, 2016. Under Mr. Sukkarie's employment agreement, in the event that his employment is terminated without cause, or following a change of control, Mr. Sukkarie shall be entitled to compensation equal to one year's base salary plus one month for every year worked to a maximum of 24 months. As at December 31, 2016 unpaid salary in the amount of \$ 32,980 was due to Mr. Sukkarie. As at December 31, 2015 unpaid salary of \$33,995 was due from Saturna, which became a wholly owned subsidiary of the Company pursuant to the June 28, 2016 reverse takeover transaction.
- (2) Ms. Jones became a Named Executive Officer on June 28, 2016 and the amounts listed for Ms. Jones for the year ended December 31, 2016, represent amounts earned from June 28, 2016 to December 31, 2016. Ms. Jones resigned as CFO and Secretary effective April 17, 2017. Ms. Jones resigned as Director on April 9, 2017. Under Ms. Jones' employment agreement, in the event that her employment is terminated without cause, or following a change of control Ms. Jones shall be entitled to compensation equal to six months' salary plus one month for every year worked to a maximum total of 12 months. As at December 31, 2016 unpaid salary of \$62,436 was due to Ms. Jones. As at December 31, 2015 \$ 17,682 was due to Ms. Jones from Saturna, which became a wholly owned subsidiary of the Company pursuant to the June 28, 2016 reverse takeover transaction.
- (3) Mr. Fernback ceased to be a Named Executive Officer on June 28, 2016 and the amounts listed for Mr. Sukkarie for the year ended December 31, 2016, represent amounts earned during this period. Pursuant to an agreement dated June 1, 2014 between the Company and TCF Ventures Corp. (a company controlled by Mr. Fernback), the Company paid the sum of \$2,000 per month to TCF Ventures Corp. in exchange for the management services of Mr. Fernback, as well as the provision of office space, supplies and administrative services. The Company terminated this contract concurrently with closing the reverse takeover transaction on June 28, 2016.
- (4) On February 19, 2016 Mr. Bromley was appointed CFO of the Company. The Company paid consulting fees of \$ 1,500 per month for the services of Mr. Bromley from Jan 1 to Jun 28, 2016. The Company terminated this contract concurrently with closing the reverse takeover transaction on June 28, 2016. Effective May 16, 2017 Mr. Bromley was appointed as CFO of the Company on an interim basis.
- (5) Mr. Jackson ceased to be a Named Executive Officer on February 19, 2016 and the amounts listed for Mr. Jackson for the year ended December 31, 2016, represent amounts earned during 2016. Compensation was paid as consulting fees to Bridgemark Financial Corp., a company owned and controlled by Mr. Jackson.

### **Compensation of Directors**

The Company currently does not pay Directors who are not employees or officers of the Company for attending Directors' meetings or for serving on committees. The Company has no arrangements, standard for otherwise, pursuant to which Directors are compensated by the Company for their services as Directors, for committee participation, or for involvement in special assignments during the most recently completed financial year. None of the Company's Directors have received any cash compensation for services provided in their capacity as Directors during the Company's most recently completed financial year.

### **Compensation Securities**

The following table discloses the particulars for each Named Executive Officer or Director of all awards outstanding as at December 31, 2016, including awards granted before the most recently completed financial year:

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
<b>Anwar Sukkarie</b> , President, CEO and Director <sup>(1)</sup>	Class A common shares	375,000 0.9%	June 28, 2016	\$0.20	N/A	\$0.14	N/A
	Incentive stock options	600,000 1.44%	July 8, 2016	\$0.20	\$0.20	\$0.14	July 6, 2021
	Performance	3,499,999	June 28,	\$0.20	N/A	\$0.14	N/A



	shares Compensation shares	8.37% 375,000 0.9%	2016 June 28, 2016	\$0.20	N/A	\$0.14	N/A
<b>Juliet Jones,</b> Former CFO, secretary and Director <sup>(2)</sup>	Incentive stock options	300,000 0.72%	July 8, 2016	\$0.20	\$0.20	\$0.14	July 6, 2021
<b>Paul Chucrallah,</b> Director	Incentive stock options	150,000 0.36%	July 8, 2016	\$0.20	\$0.20	\$0.14	July 6, 2021
<b>Saood Aljneibi,</b> Director	Incentive stock options	150,000 0.36%	July 8, 2016	\$0.20	\$0.20	\$0.14	July 6, 2021

Notes:

- (1) Pursuant the Mr. Sukkarie's employment agreement effective January 1, 2016, Mr. Sukkarie is entitled to receive 750,000 compensation shares in lieu of cash compensation in the amount of \$150,000. As at December 31, 2016, 375,000 class A common shares were issue and the Company is obligated to issue the remaining shares. Also pursuant to his employment agreement, Mr. Sukkarie is entitled to receive up to 3,499,999 class A common shares subject to meeting certain performance criteria. More information can be found in the Company's May 29, 2016 filing statement which can be obtained at [www.sedar.com](http://www.sedar.com).
- (2) Ms. Jones resigned as CFO of the Company effective April 17, 2017.

### **Employment, consulting and management agreements.**

The Company has entered into an agreement dated January 1, 2016 with Anwar Sukkarie, its president and CEO. Under the agreement Mr. Sukkarie is entitled to a salary of \$222,000 per annum, which for the year ended December 31, 2016 was payable \$72,000 in cash and \$150,000 by the issuance of 750,000 class A common shares with an agreed value of \$150,000. After December 31, 2016 Mr. Sukkarie's salary is payable fully in cash. Further, Mr. Sukkarie shall be entitled to up to 3,499,999 common shares ("Performance Shares") subject to meeting the following performance criteria.

<b>Aggregate number of cities to which 55 or more scooters of the Resulting Issuer are shipped</b>	<b>Number of Performance Shares to be issued</b>
Three (3)	1,499,999
Six (6)	2,000,000
<b>Total</b>	<b>3,499,999</b>

As of the date of this information circular the number of shares expected to vest was 3,499,999. The performance shares have no set expiry date, but will terminate if the employment contract is terminated. The fair value of the performance shares was based on an estimated vesting period of 1.5 years for the first performance condition and 2.5 years for the second performance condition, and the market price of the common shares of \$0.20 for total fair values of \$300,000 and 400,000, respectively. Share-based compensation of \$182,493 for the year ended December 31, 2016 (2015 - \$nil) was recorded in the consolidated statement of loss.

Under the Agreement in the event Mr. Sukkarie's employment is terminated without cause or due to a change of control, he is entitled to termination pay equal to one year's base salary plus one additional month for every full year worked up to a total of 24 months.

The Company entered into an agreement dated February 21, 2016 with Juliet Jones, the Company's former Chief Financial Officer under which she was to receive an annual salary of \$158,400 based on 80% of a 37.5 hour work week. Under the Agreement in the event Ms. Jones' employment is terminated without cause or due to a change of control, she is entitled to termination pay equal to six month's base salary plus one additional month for every full year worked up to a total of 12 months.

## **Compensation Discussion and Analysis**

### Compensation, Philosophy and Objectives

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company's management team. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are:

- to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;
- to motivate the Company's management team to meet or exceed targets;
- to recognize the contribution of executive directors to the overall success and strategic growth of the Company; and
- to align the interests of management and the Company's shareholders by providing performance based compensation in addition to salary.

The Company's Compensation Committee recommends to the Company's Board of Directors an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives while taking into account the financial and other resources of the Company. The Company's Compensation Committee did not consider the implications of the risks associated with the Company's compensation practices; however, given the Company's size and nature of compensation provided to its executives in the last fiscal year, the Compensation Committee does not view significant risk that would be likely to have a material adverse effect on the Company.

The Company's management is not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities of the Company granted as compensation or held, directly or indirectly, by management. The Board determines the allocation and terms of any stock option grants.

### Analysis of Elements

Base salary is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer 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 Named Executive Officer's efforts to

increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to directors, officers, consultants and employees 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.

#### Long Term Compensation and Option Based Awards

The Company has no long term incentive plans other than the Company's stock option plan. The Company's directors, officers, consultants and employees are entitled to participate in the Company's stock option plan. The Company's stock option plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board of Directors believes that the Company's stock option plan aligns the interests of the Named Executive Officers and the Board of Directors with shareholders by linking a component of executive compensation to the longer term performance of the Company's common shares.

The Company's Board of Directors makes these determinations subject to and in accordance with the provisions of the Company's stock option plan.

Pursuant to the Company's stock option plan, the Board of Directors grants options to directors, officers, consultants and employees as incentives. The level of stock options awarded to a Named Executive Officer is determined by his position and his potential future contributions to the Company. The exercise price of stock options is determined by the Board of Directors but shall in no event be less than the trading price of the common shares of the Company on the TSX Venture Exchange (the "TSXV") at the time of the grant of the option. Previous grants pursuant to the Company's stock option plan are taken into account when considering new grants.

#### Oversight and description of director and named executive officer compensation

The Board of Directors has appointed a compensation committee comprised of Messrs. Sukkarie, Chucrallah and Aljneibi that recommends to the Board of Directors an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the executive experience time and effort expended by the executives while taking into account the financial and other resources of the Company. The compensation committee evaluates executive compensation from time to time as required by management and the Board of Directors.

There are no risks identified by the Company's compensation policy or practices that would reasonably be likely to have a material adverse effect on the Company. The Company has not adopted a Compensation Committee charter.

#### Pension Plan Benefits

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

#### Termination and change of control benefits

The Company does not have any plan or arrangement to pay or otherwise compensate any Named Executive Officer if his employment is terminated as a result of resignation, retirement, change of control, etc. or if his responsibilities change following a change of control other than as disclosed herein.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Company has an incentive stock option plan under which stock options are granted. Stock options have been determined by the Company's Directors and are only granted in compliance with applicable laws and regulatory policy. The TSXV policies limit the granting of stock options to employees, officers, directors and consultants of the Company and provide limits on the length of term, number and exercise price of such options. The TSXV also requires annual approval of rolling stock option plans by shareholders. See below under "Particulars of Matters to be Acted On – Annual Approval of Incentive Stock Option Plan (10% Rolling Plan)".

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2016.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options</b> <b>(a)</b>	<b>Weighted-average exercise price of outstanding options</b> <b>(b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b> <b>(c)</b>
Equity compensation plans approved by securityholders	2,584,000	\$0.20	1,595,125
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>2,584,000</b>	<b>\$0.20</b>	<b>1,595,125</b>

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of our directors or executive officers, proposed nominees for election as directors, or associates of any of them, is or has been indebted to the Company or our subsidiaries at any time since the beginning of the most recently completed financial year and no indebtedness remains outstanding as at the date of this Information Circular.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person of the Company, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of these persons, has any material interest, direct or indirect, in any matter to be acted upon, other than with respect to the royalty agreement as set out herein.

An "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding

voting securities of the Company other than voting securities held by the person or company as underwriter in the course of a distribution; and

- (d) the Company if it has purchased, redeemed or otherwise acquired any of its securities, so long as it holds any of its securities.

## **AUDIT COMMITTEE**

### **Audit Committee Charter**

The full text of the Company's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

### **Composition of the Audit Committee**

As at the date of this Information Circular, the Audit Committee was composed of Paul Chucrallah and Saood Aljneibi. Both Messrs. Aljneibi and Chucrallah are "independent" and "financially literate" as those terms are defined in National Instrument 52-110 *Audit Committees* ("NI 52-110").

### **Relevant Education and Experience**

Each member of the Audit Committee has:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;
- (c) 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 issuer's financial statements, or experience actively supervising one or more individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

For relevant education and experience of Audit Committee members see "Election of Directors".

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Company's Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

The Company is relying on the exemption in section 6.1 of NI 52-110, which exempts issuers whose share are listed on the TSXV from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations).

## **Pre-Approval Policies and Procedures**

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

## **Audit Fees and Audit-Related Fees**

The aggregate fees billed by the Company's external auditor for the financial year ended December 31, 2016 for audit and assurance and related services were approximately \$40,000 (financial year ended December 31, 2015: \$8,670).

## **Audit Related Fees**

The Company's external auditor did not provide any assurance or related services during the financial years ending December 31, 2016 or 2015 and accordingly no other fees were charged.

## **Tax Fees**

The aggregate fees unbilled/billed for tax compliance, tax advice and tax planning services by the Company's external auditor for the financial year ended December 31, 2016 were Nil (financial year ended December 31, 2015: \$ Nil).

## **All Other Fees**

The aggregate fees billed by the Company's external auditor for the financial year ended December 31, 2016 for review of unaudited interim financial statements, compilation of consolidated financial statements and related services were \$7,500 (financial year ended December 31, 2015: Nil).

## **APPOINTMENT OF AUDITOR**

BDO (Canada) LLP is the Company's auditor and was first appointed as auditor of the Company effective December 9, 2016 by the Board of Directors, upon the recommendation of the Audit Committee of the Company.

Upon the Company's request, Dale Matheson Carr-Hilton Labonte LLP ("DMCL") resigned as auditor of the Company effective December 9, 2016.

Our Audit Committee recommends that BDO (Canada) LLP be elected as the Company's auditor to hold office until the Company's next annual general meeting of shareholders. The Audit Committee proposes that the Board of Directors be authorized to fix the remuneration to be paid to the auditor.

## **CORPORATE GOVERNANCE**

The Board of Directors believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 *Corporate Governance Guidelines* provides nonprescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") prescribes certain disclosure by the Company of its corporate governance practices. The disclosure required by NI 58-101 is presented below.

## 1. Board of Directors

The Board of Directors facilitates its independent supervision over management through regular meetings of the Board of Directors. The non-management directors of the Board of Directors do not hold regularly scheduled meetings at which non-independent directors are not in attendance.

Mr. Paul Chucrallah and Mr. Saood Aljneibi, as of the date of this Information Circular, have no direct or indirect material relationship with the Company and are independent under NI 52-110. The non-independent Directors are Anwar Sukkarie, President and CEO and Sean Bromley, CFO of the Company.

The mandate of the Board of Directors is to manage or supervise management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board of Directors oversees the management of the Company's affairs directly and through its committees.

## 2. Directorships

As of the date of this Information Circular, certain of the Company's Directors were also Directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

<u>Name</u>	<u>Other reporting issuer (or equivalent in a foreign jurisdiction)</u>
Sean Bromley	White Gold Corp. (TSXV: WGO) (formerly G4G Capital Corp.) Inform Resources Corp. (TSXV: IRR).

## 3. Orientation and Continuing Education

The Board of Directors is responsible for providing orientation for all new recruits to the Board of Directors. Each new Director brings a different skill set and professional background, and with this information, the Board of Directors is able to determine what orientation to the nature and operations of the Company's business will be necessary and relevant to each new Director. The Company provides continuing education for its Directors as the need arises and encourages open discussion at all meetings, which format encourages learning by the Directors.

## 4. Ethical Business Conduct

The Board of Directors relies on the fiduciary duties placed on individual Directors by the Company's governing corporate legislation and the common law to ensure the Board of Directors operates independently of management and in the best interests of the Company. The Board of Directors has found that these, combined with the restrictions placed by applicable corporate legislation on an individual Directors' participation in decisions of the Board of Directors in which the Director has an interest, have been sufficient.

## 5. Nomination of Directors

The Board of Directors 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. The Board of Directors takes into account the number required to carry out the Board of Directors' duties effectively and to maintain a diversity of views and experience.

The Board of Directors does not have a nominating committee. The Board of Directors is responsible for recruiting new members to the Board of Directors and planning for the succession of Board of Directors members.

## **6. Compensation**

The Board of Directors is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to the CEO of the Company and the Directors, and for reviewing the CEO's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. The Board of Directors has appointed a compensation committee comprised of Anwar Sukkarie, Paul Chucrallah and Saood Aljneibi to recommend the compensation of its officers. When evaluating the compensation of its officers, the compensation committee considers: (a) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (b) providing fair and competitive compensation; (c) balancing the interests of management and the Company's shareholders; (d) rewarding performance, both on an individual basis and with respect to operations in general; and (e) permitted compensation under TSXV rules.

## **7. Other Board of Directors Committees**

As of the date of this Information Circular, the Board of Directors has appointed an Audit Committee, the members of which are Paul Chucrallah and Saood Aljneibi. The Audit Committee charter can be found in this Information Circular as Schedule "A". The Company does not have any other committees.

## **8. Assessments**

The Board of Directors annually reviews its own performance and effectiveness as well as reviews the Audit Committee Charter and recommends revisions as necessary. Neither the Company nor the Board of Directors has adopted formal procedures to regularly assess the Board of Directors, the Audit Committee or the individual Directors as to their effectiveness and contribution. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual Directors are informally monitored by the other Board of Directors members, bearing in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board of Directors.

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

The Board of Directors believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practice allows the Company to operate efficiently, with checks and balances that control and monitor management and corporate functions without excessive administrative burden.

## **MANAGEMENT CONTRACTS**

The management functions of the Company are not to any substantial degree performed by any person other than the executive officers and Directors of the Company. The Company has not entered into any contracts, agreements or arrangements with parties other than its Directors and executive officers for the provision of such management functions.



## PARTICULARS OF MATTERS TO BE ACTED ON

### **Incentive Stock Option Plan (10% Rolling Plan) Annual Approval**

The only equity compensation plan which the Company currently has in place is its 2016 stock option plan, approved by the shareholders of the Company on March 31, 2016 which is a 10% “rolling plan” (the “Plan”). In accordance with TSXV Policy 4.4, “rolling plans” must receive shareholder approval yearly. As such, the Company is seeking shareholder approval of the Plan reserving a maximum of 10% of the issued and outstanding share capital of the Company at the time of the stock option grant.

The purpose of the Plan is to increase the interest of the Company’s Board, senior officers, employees and consultants in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company. The Plan complies with the current TSXV policies for Tier 2 issuers. Under the Plan, a maximum of 10% of the issued and outstanding share capital of the Company are proposed to be reserved at any time for issuance on the exercise of stock options. As the number of shares reserved for issuance under the Plan increases with the issue of additional shares of the Company, the Plan is considered to be a “rolling” stock option plan.

The Company is seeking shareholder approval for the Plan and the approval of the number of common shares reserved for issuance under the Plan in accordance with and subject to the rules and policies of the TSXV.

A full copy of the Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Plan from the Company prior to the Meeting on written request. The following is a summary of the material terms of the Plan (capitalized terms used and not defined herein have the meanings ascribed thereto in the Plan:

#### Number of Shares Reserved.

The number of common shares reserved for issuance under the Plan is 10% of the number of common shares outstanding at any given time.

#### Administration.

The Plan is to be administered by the Board of Directors of the Company or by a committee to which such authority is delegated by the Board of Directors from time to time.

#### Eligible Persons.

The Plan provides that stock options may be issued only to Directors, officers, employees, and consultants of the Company or of any of its affiliates or subsidiaries, to employees of consultant companies providing management or administrative services to the Company, and to consultant companies themselves. Such persons and entities are referred to herein as “Eligible Persons”.

#### Board Discretion.

The Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company or any committee to which such authority is delegated by the Board of Directors from time to time.

#### Maximum Term of Options.

Options granted under the Plan will be for a term not exceeding 10 years.

#### Maximum Options per Person.

The number of shares reserved for issuance to any one option holder pursuant to options granted under the Plan during any twelve month period may not exceed 5% (or, in the case of a Consultant, 2%) of the

outstanding shares of the Company at the time of grant. The number of shares reserved for issuance to Consultants and Employees who are engaged in investor relations activities is limited to an aggregate of 2% of the outstanding shares of the Company at the time of grant.

No Assignment.

The options may not be assigned or transferred.

Termination Prior to Expiry.

Generally, options must expire and terminate on a date stipulated by the Board of Directors at the time of grant and, in any event, must terminate within a reasonable period to be determined by the Administrator commencing on the effective date the Optionee ceases to be employed by or provide services to the Company (but only to the extent that such Option has vested on or before the date the Optionee ceased to be so employed or provide services to the Company) as provided for in the written option agreement between the Company and the Optionee, and all rights to purchase Shares under such Option will expire as of the last day of such Exercise Period, provided however that the maximum Exercise Period shall be six (6) months, unless the Optionee has entered into a valid employment or consulting agreement that provides for a longer Exercise Period, but in no case shall the Exercise Period be greater than one (1) year unless prior TSXV approval has been given.

If an option holder dies, the options of the deceased option holder will be exercisable by his or her estate for a period not exceeding 12 months or the balance of the term of the options, whichever is shorter.

Exercise Price.

Options granted under the terms of the Plan will be exercisable at a price which is not less than the Discounted Market Price, as that term is defined in the TSXV policy manual as of the date hereof, or such other minimum price as is permitted by the TSXV in accordance with its policies from time to time.

Full Payment for Shares.

The Company will not issue shares pursuant to options granted under the Plan unless and until the shares have been fully paid for. The Company will not provide financial assistance to option holders to assist them in exercising their options.

Reduction of Exercise Price.

The exercise price of stock options granted to Insiders may not be decreased without disinterested shareholder approval (as described above).

Termination of Plan.

The Plan will terminate when all of the options have been granted or when the Plan is otherwise terminated by the Company. Any options outstanding when the Plan is terminated will remain in effect until they are exercised or they expire.

A full copy of the Plan is available on [www.sedar.com](http://www.sedar.com).

At the Meeting, shareholders will be asked to pass an ordinary resolution approving the Plan in the following form:

“BE IT RESOLVED as an ordinary resolution, that:

The Company’s 2017 stock option plan pursuant to which directors may, from time to time, reserve for issuance and issue up to 10% of the then issued and outstanding common shares of the Company pursuant to incentive stock options granted to directors, officers, employees and consultants of the Company and its subsidiaries, be and is approved, ratified and confirmed, for the ensuing year.”

In order to be effective, the foregoing ordinary resolution must be approved by a simple majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

**Issuance of Shares to settle Royalty Agreement**

Effective June 28, 2016, the Company completed a reverse takeover transaction whereby it acquired 100% of the issued and outstanding shares of Saturna Green Systems Inc. In connection with the reverse takeover transaction, the Company assumed the obligation to issue class A common shares to 1022313 B.C. Ltd. (“RoyaltyCo”) as settlement of royalties that may become due under a royalty agreement. The royalty agreement was entered into in connection with the forgiveness of accrued compensation. Pursuant to the royalty agreement, the Company agreed to pay royalties to RoyaltyCo. The aggregate amount payable under the Royalty Agreement is capped at \$1,150,000 (the “**Royalty Max**”). If this Royalty Max were paid in full and in cash, \$804,900 would be paid to current directors and officers of the Company of which 40% would be payable to Anwar Sukkarie and 30% to Juliet Jones. The royalty will accrue as set out in the table below.

<b>Number of cities to which 55 or more LOOP scooters were shipped</b>	<b>Value of royalty</b>
The first (3) cities, in aggregate	\$69,000
Each one (1) subsequent city	\$34,500

Such royalty amounts will be settled in Common Shares at a price per share equal to the greater of \$0.13 per share and the market price per share, where “market price” is defined as a price equal to the Company’s 10 day volume weighted average price. The number of common shares of the Company issuable pursuant to the royalty agreement will be determined on each of:

- December 31, 2017, in respect of scooters shipped prior to December 31, 2017 (the “**First Record Date**”),
- December 31, 2018, in respect of scooters shipped in the preceding year (the “**Second Record Date**”), and
- December 31 of each subsequent year, in respect of scooters shipped in the preceding year, until the Royalty Max is achieved.

If (i) the value of the Common Share calculated on the First Record Date or Second Record Date fall below \$300,000 or \$850,000, respectively, and (ii) the Company has generated positive EBITDA (as defined below) in the fiscal year preceding the applicable record date, then the royalty payable effective each of the First Record Date and the Second Record Date will be increased, only to the extent of 15% of such positive EBITDA, payable in cash or settled by the issuance of common shares, at the option of the Company. For the purposes of the royalty agreement, “EBITDA” means net earnings before interest, depreciation and taxes, and before non-recurring expenses, engineering costs, software development costs, design costs, research and development costs, commercialization costs including filing of patents and certifications.

The Company may at any time buy out the RoyaltyCo for an amount equal to the Royalty Max less the aggregate value of royalty payments paid in cash or in common shares prior to the date of conversion.

Pursuant to the royalty agreement, the royalty payment payable in common shares of the Company at any payment date cannot exceed 2% of the issued and outstanding shares of the Company, and for any one

person, no payment can exceed 1% of the issued and outstanding shares of the Company at any payment date.

The Company is seeking shareholder approval to remove the Royalty Max and reserve for issuance and to ultimately issue up to 8,846,153 common shares of the Company in order to settle payments under the royalty agreement, or the issue of up to 8,846,153 common shares of the Company to acquire the RoyaltyCo and its obligations under the royalty agreement. The Company wishes to have the ability to settle the ongoing royalty obligation of the Company.

At the Meeting, shareholders will be asked to pass a special resolution approving the removal of the Royalty Max in the following form:

“BE IT RESOLVED as a special resolution, that:

The Company shall reserve for issuance and may issue up to 8,846,153 common shares, which the directors may from time to time approve for issuance pursuant to the terms of the Company’s royalty agreement with 1022313 B.C. Ltd., as consideration for royalty payments due under the royalty agreement or as consideration for the acquisition of 1022313 B.C. Ltd.

In order to be effective, the foregoing special resolution must be approved by a two third majority of the votes of cast by those disinterested shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution. Further, the removal of the Royalty Max must be approved by the TSX Venture Exchange.

**It is the intention of the persons named in the accompanying Proxy, if not expressly directed to the contrary in such Proxy, to vote such proxies FOR the special resolution authorizing the approval of the issuance of shares under the royalty agreement with 1022313 B.C. Ltd.**

The Board of Directors of the Company believes the passing of the foregoing special resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favour of the resolution.

#### **ADDITIONAL INFORMATION**

Additional information about the Company is located on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information is provided in the Company’s comparative financial statements and Management’s Discussion and Analysis for its financial year ended December 31, 2016. Shareholders may contact the Company to request copies of the financial statements and Management’s Discussion and Analysis by writing to the President, CEO and Director, Mr. Anwar Sukkarie at the following address:

**LOOPSHARE LTD.**  
103 – 131 Water Street  
Vancouver, British Columbia  
V6B 4M3

#### **OTHER MATERIAL FACTS**

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by proxy.

DATED at Vancouver, British Columbia, on the 16<sup>th</sup> day of May, 2017.

BY ORDER OF THE BOARD

**LOOPSHARE LTD.**

*"Anwar Sukkarie"*

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Anwar Sukkarie

President, CEO and Director

## SCHEDULE A

### Charter of the Audit Committee of the Board of Directors of LOOPShare Ltd. (the “Company”)

#### **Mandate and Responsibilities**

The Audit Committee is appointed by the Board of Directors of the Company (the “**Board**”) to oversee the accounting and financial reporting process of the Company and audits of the financial statements of the Company. The Audit Committee’s primary duties and responsibilities are to:

- (a) recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company;
- (b) recommend to the Board the compensation of the external auditor;
- (c) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- (d) pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company’s external auditor;
- (e) review the Company’s financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information;
- (f) be satisfied that adequate procedures are in place for the review of all other public disclosure of financial information extracted or derived from the Company’s financial statements, and to periodically assess the adequacy of those procedures;
- (g) establish procedures for:
  - (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (h) review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

The Board and management will ensure that the Audit Committee has adequate funding to fulfill its duties and responsibilities.

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