



**Annual General and Special Meeting
of Shareholders
to be held April 26, 2019**

**NOTICE OF MEETING
AND
MANAGEMENT INFORMATION CIRCULAR**

March 25, 2019



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

**TO BE HELD ON FRIDAY, APRIL 26, 2019
(THE "NOTICE")**

TO: The Shareholders of Global Hemp Group Inc.

TAKE NOTICE that the annual general and special meeting (the "Meeting") of the shareholders of Global Hemp Group Inc. ("Global Hemp", "GHG" or the "Company") will be held at #200 - 171 Water Street, Vancouver, B.C V6B 1A7 on Friday, April 26, 2019 at 1:00 P.M. (PDT) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended September 30, 2018 and the report of the auditor on those statements;
2. To set the directors at four (4) and elect directors for the ensuing year;
3. To appoint the auditor for the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor;
4. To consider and, if deemed appropriate, to pass a resolution, the full text of which is set forth in the Information Circular and proxy statement, ratifying, adopting and approving the stock option plan of the Company (the "**Stock Option Plan**") and authorizing the Company's board of directors to make any amendments thereto that may be required for the purpose of obtaining the approval of applicable securities regulatory authorities or stock exchanges;
5. To consider and, if deemed appropriate, to pass a resolution, the full text of which is set forth in the Information Circular and proxy statement, amending the articles of the Company to allow for the Direct Registration System of the Company's securities;
6. To consider and, if deemed appropriate, , to pass a resolution, the full text of which is set forth in the Information Circular and proxy statement, amending the articles of the Company to include an Advance Notice Policy; and
7. To transact such other business as may properly come before the Meeting or any adjournments thereof.

This information circular (the "Circular" or "Information Circular") provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice and the Circular is a Request for Financial Statements and form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only shareholders of record at the close of business on March 22, 2019 will be entitled to receive notice of and vote at the Meeting.

Registered Holders who are unable to attend the Meeting in person are requested to complete, sign, date and return the enclosed form of proxy either in the addressed envelope enclosed to Odyssey Trust Company, Attn: Proxy Department, 409 Granville Street, Suite 323, Vancouver, British Columbia, V6C 1 T2, or via fax to 1-800-517-4553, or via email to proxy@odysseytrust.com. Alternatively, Registered Shareholders may vote by using the internet at <https://odysseytrust.com/Transfer-Agent/Login>. In each case, proxies must be received not later than 1:00 p.m. (Vancouver time) on April 24, 2019, or at least 48 hours (excluding Saturdays, Sundays, and holidays), before the time for holding the Meeting or any adjournment thereof.

Non-registered Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form. If you are a non-registered Shareholder and do not complete and return the materials in accordance with such instructions, you may not be entitled to vote at the Meeting, either in person or by proxy.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Odyssey Trust Company by telephone at 1-778-819-1184 or by e-mail at proxy@odysseytrust.com.

DATED at Vancouver, British Columbia,
this 25th day of March 2019.

GLOBAL HEMP GROUP INC.

"Charles Larsen"

Charles Larsen
President, CEO & Director

MANAGEMENT INFORMATION CIRCULAR

GENERAL PROXY INFORMATION INFORMATION CIRCULAR

as at March 25, 2019

This Information circular is furnished in connection with the solicitation of proxies by management of Global Hemp Group Inc. for use at the Annual General and Special Meeting of shareholders to be held on April 26, 2019 (the “Meeting”) at and any adjournment thereof, for the purposes set forth in the attached Notice of Annual General and Special Meeting. Except where otherwise indicated, the information contained herein is stated as of March 25, 2019.

In this Information Circular, references to the “**Company**”, “**we**” and “**our**” refer to Global Hemp Group Inc. “**Common Shares**” or “**Shares**” means common shares without par value in the capital of the Company. “**Registered Shareholders**” means shareholders whose names appear on the records of the Company as the registered holders of Common Shares. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name. “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The enclosed form of proxy is solicited by Management. It is anticipated that the solicitations will be made primarily by mail in relation to the delivery of the Circular. Proxies may also be solicited personally or by telephone by directors, officers or employees of the Company at nominal cost. The cost of the solicitation will be borne by the Company. The Company has arranged for Intermediaries (as defined below) to forward the meeting materials to Non-Registered Shareholders (as defined below) and the Company may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The person(s) designated by Management in the enclosed form of proxy are directors and/or officers of the Company (the “**Management Proxyholders**”).

Each Shareholder has the right to appoint as proxyholder a person (who need not be a Shareholder) other than Management Proxyholders to attend and act on the Shareholder's behalf at the Meeting or at any adjournment or postponement thereof. Such right may be exercised by striking out the names of the person(s) printed in the accompanying form of proxy and inserting the name of the person in the blank space provided in the enclosed form of proxy or by completing another suitable form of proxy and, in either case, delivering the completed and executed form of proxy as provided below.

Registered Shareholders

In the case of registered Shareholders (“**Registered Shareholders**”), the completed, signed, and dated form of proxy should be sent in the addressed envelope enclosed to Odyssey Trust Company, Attn: Proxy Department, 409 Granville Street, Suite 323, Vancouver, British Columbia, V6C 1T2, or via fax to 1-800-517-4553, or via email to proxy@odysseytrust.com. Alternatively, Registered Shareholders may vote by using the Internet at <https://odysseytrust.com/Transfer-Agent/Login>. In the case of Non-Registered Shareholders who receive these materials through their broker or other Intermediary, the Non-Registered Shareholder should complete and send the form of proxy in accordance with the instructions provided by their broker or other Intermediary. To be effective, a proxy must be received not later than 1:00 p.m. (Vancouver time) on April 24, 2019, or at least 48 hours (excluding Saturdays and holidays), before the time for holding the Meeting or any adjournment thereof.

A Registered Shareholder who has given a proxy may revoke it by depositing an instrument in writing, including another proxy bearing a later date, signed by the Shareholder or by the Shareholder's attorney, who is authorized in writing, or by transmitting, by telephonic or electronic means, a revocation signed by electronic signature by the Shareholder or by the Shareholder's attorney, who is authorized in writing, to the head office of the Company at any time up to and including the last business day preceding the day of the Meeting, or in the case of any adjournment or postponement of the Meeting, the last business day preceding the day of the adjournment or postponement, or with the Chair of the Meeting on the day of, and prior to the start of, the Meeting or any adjournment or postponement thereof. A Registered Shareholder may also revoke a proxy in any other manner permitted by law. Only Registered Shareholders have the right to revoke a proxy. A Non-Registered Shareholder who wishes to change its vote must arrange for its Intermediary to revoke its proxy on its behalf.

Voting of Proxies

On any ballot that may be called for, the Common Shares represented by a properly executed proxy given in favour of the Management Proxyholders will be voted or withheld from voting in accordance with the instructions given on the ballot. If the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

In the absence of any direction in the instrument of proxy, such Common Shares will be voted in favour of the matters set forth in the accompanying Notice of Meeting. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the accompanying Notice of Meeting, and with respect to other matters which may properly come before the Meeting or any adjournment or postponement thereof. At the date of this Circular, Management is not aware of any such amendment, variation, or other matter to come before the Meeting. However, if any amendments or variations to matters identified in the accompanying Notice of Meeting or any other matters which are not now known to Management should properly come before the Meeting or any adjournment or postponement thereof, the Common Shares represented by properly executed proxies given in favour of the Management Proxyholders will be voted on such matters pursuant to such discretionary authority.

Non-Registered Shareholders

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. However, in many cases, Shareholders are "non-registered" Shareholders because the Common Shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. More particularly, a person is not a Registered Shareholder in respect of Common Shares which are held on behalf of that person (a "**Non-Registered Shareholder**"), but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs, and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. Non-Registered Shareholders do not appear on the list of Shareholders maintained by the transfer agent.

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as Non-Objecting Beneficial Owners ("**NOBOs**"). Those Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as Objecting Beneficial Owners ("**OBOs**").

In accordance with the requirements as set out in National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer, the Company has distributed copies of the Notice of Meeting, this Circular and the form of proxy (collectively, the "Meeting Materials") to Intermediaries for onward distribution to NOBOs and OBOs. The Company does not intend to pay for Intermediaries to deliver the Meeting Materials to OBOs. An OBO will therefore not receive the Meeting Materials unless such OBO's Intermediary assumes the cost of delivery.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

- a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. If the Non-Registered Shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Shareholder must complete the form of proxy and deposit it with the Company's registrar and transfer agent, Odyssey Trust Company, as provided above. If a Non-Registered Shareholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the Non-Registered Shareholder must strike out the names of the persons named in the form of proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided; or
- b) be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Shareholder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a barcode and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. If the Non-Registered Shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the holder's behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If Non-Registered Shareholder wishes to attend and vote at the Meeting in person (or have another person attend and vote on the Holder's behalf), the Non-Registered Shareholder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Shareholder.

In either case, the purpose of this procedure is to permit a Non-Registered Shareholder to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Shareholder should strike out the names of the Management Proxyholders named in the form and insert the Non-Registered Shareholder's name in the blank space provided. In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

Only Registered Shareholders have the right to revoke a proxy. A Non-Registered Shareholder who wishes to change its vote must arrange for its Intermediary to revoke its proxy on its behalf.

The form of proxy provided to OBOs by intermediaries will be similar to the Proxy provided to Registered Shareholders. However, its purpose is limited to instructing the intermediary on how to vote your shares on your behalf. The majority of intermediaries now delegate responsibility for obtaining instructions from OBOs to Broadridge Investor Communications ("**Broadridge**"). Broadridge typically supplies voting instruction forms, mails those forms to OBOs, and asks those OBOs to return the forms to Broadridge or follow specific telephonic or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. OBOs who receive forms of proxies or voting materials from organizations other than Broadridge should complete and return such forms of proxies or voting materials in accordance with the instructions on such materials in order to properly vote their Common Shares at the Meeting.

Beneficial shareholders cannot be recognized at the Meeting for purposes of voting their Common Shares in person or by way of depositing a form of proxy. If you are a beneficial shareholder and wish to vote in person at the Meeting, please see the voting instructions you received or contact your intermediary/broker well in advance of the Meeting to determine how you can do so.

Beneficial shareholders should carefully follow the voting instructions they receive, including those on how and when voting instructions are to be provided, in order to have their Common Shares voted at the Meeting.

Record Date

The board of directors of the Company (the "Board") has fixed March 22, 2019 (the "**Record Date**") as the record date for the purpose of determining holders of Common Shares entitled to receive notice of and to vote at the Meeting. In accordance with the provisions of the Business Corporations Act (British Columbia) (the "**BCA**"), the Company or its transfer agent will prepare a list of holders of Common Shares on the Record Date. Each Shareholder named in the list or such Shareholder's proxy will be entitled to vote the Common Shares shown opposite such Shareholder's name on the list at the Meeting.

Voting Shares

The authorized voting securities of the Company consist of an unlimited number of Common Shares. As at Record Date, the Company had 187,097,016 Common Shares outstanding, each carrying the right to one vote. Except as otherwise noted in this Circular, a simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote.

The outstanding Shares are listed for trading on the Canadian Securities Exchange (the "**CSE**") under the symbol GHG.

Quorum

A quorum will be present at the Meeting if there are at least two persons present in person who are, or who represent by proxy, Shareholders who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the Meeting.

Voting Thresholds Required for Approval

In order to approve a motion proposed at the Meeting, a majority of greater than one-half of the votes cast will be required (an "Ordinary Resolution") unless the motion requires a special resolution (a "Special Resolution"), in which case a majority of not less than two-thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested Shareholder approval, Common Shares held by Shareholders who are also "insiders", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

Principal Shareholders

To the knowledge of the directors and executive officers of the Company, as at the Record Date, no person beneficially owned, controlled or directed, directly or indirectly, more than 10% of the voting rights attached to the outstanding Common Shares.

As of the date hereof, the directors and executive officers of the Company, as a group, owned beneficially, directly or indirectly, or exercised control or direction over, approximately 10,579,398 common shares, representing approximately 5.65% of the outstanding Shares.

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

Other than as disclosed in this Circular, no: (i) director or executive officer of the Company at any time since the beginning of the last completed financial year; (ii) proposed nominee for election as a director; or (iii) any associate of a person in (i) or (ii) has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting. Directors and executive officers may, however, be interested in the approval of the Stock Option Plan (as defined below), as detailed in "*Particulars of Matters to be Acted Upon at the Meeting - E. Re-Approval of 10% Rolling Stock Option Plan*", as such persons are entitled to participate in the Stock Option Plan.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

A. FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended September 30, 2018 together with the report of the auditors thereon, will be presented to the shareholders at the Meeting for their review and consideration.

B. NUMBER OF DIRECTORS

The Articles of the Company provide that the Company shall have a minimum of three and a maximum of that number of directors as may be fixed or changed from time to time by majority approval from the shareholders. Accordingly, shareholders will be asked to set the number of directors at four (4).

C. ELECTION OF DIRECTORS

Management of the Company proposes to nominate the persons listed below for election as directors to hold office until the next annual meeting or until his successor is appointed, unless his office is earlier vacated in accordance with the *Business Corporations Act* (British Columbia) (the "**BCA**") and the Articles.

All of the nominees are currently members of the Board and have been since the dates indicated below. Management does not contemplate that any of the nominees will be unable to serve as a director. **However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. The persons named in the enclosed form of proxy intend to vote FOR the election of all of the nominees whose names are set forth below unless otherwise instructed to withhold from voting thereon on a properly executed and validly deposited proxy.**

The following table sets forth certain information concerning management's nominees for election as directors, including the approximate number of Shares beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction.

Name, Position with the Company, Residence	Present Principal Occupation	Director Since	Shares Beneficially Owned or Controlled ⁽¹⁾
Charles Larsen <i>Director, President & CEO</i> Los Angeles, CA	President of Global Hemp Group. Mr. Larsen has more than 30 years experience working with public, private and start-up companies in many different facets of business.	December 12, 2013	7,246,655 3.87%
Curt Huber ⁽²⁾ <i>Director & CFO</i> Vancouver, BC	Director of Global Hemp Group. Mr. Huber is an independent corporate and financial consultant with more than 25 years working with public companies.	November 17, 2014	1,997,743 1.07%
Dr. Paul T. Perrault ⁽²⁾ <i>Director</i> Montreal, QC	Director of Global Hemp Group. Dr. Perrault is trained in cooperative development (M.A.) and in Economics of Rural Development (Ph. D.) focusing on farming systems in Africa.	December 29, 2014	1,235,000 0.66%

Jeffrey Kilpatrick ⁽²⁾ <i>Director</i> Ocala, FL	Mr. Kilpatrick is the Accreditation Manager for Alachua County Board of County Commissioners in Gainesville, Florida, responsible for Accreditation, Compliance and Professional Standards, and the President of the National Association of Pretrial Services Agencies (NAPSA).	January 19, 2015	100,000 0.05%
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- (1) Information as to ownership of Shares has been taken from the list of registered shareholders maintained by the Company's transfer agent or has been provided by the individual or from SEDI.
- (2) Member of the Audit Committee.

The Company's management recommends that shareholders vote in favor of the nominees for election as directors. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the four (4) nominees as directors of the Company for the ensuing year.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCY

As of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period or more than 30 consecutive days; or
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

PENALTIES OR SANCTIONS

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

PERSONAL BANKRUPTCY

As of the date of this Information Circular, no proposed nominee for election as a director of the Company has, within the ten 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.

CONFLICTS OF INTEREST

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a Conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity,

that directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Information Circular, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of those other companies.

D. APPOINTMENT OF THE AUDITOR

The Company's management recommends that shareholders vote in favor of the re-appointment of Dale Matheson Carr-Hilton Labonte LLP (DMCL), Chartered Accountants as the Company's auditor for the ensuing year and in favor of granting the Board of Directors the authority to determine the remuneration to be paid to the auditor.

Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the appointment of DMCL, Chartered Accountants as the auditor of the Company until the close of the next annual meeting and also intend to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

E. RE-APPROVAL OF STOCK OPTION PLAN

Management is seeking shareholder approval for the adoption the stock option plan (the "**Stock Option Plan**") and the approval of the number of Shares reserved for issuance under the Stock Option Plan in accordance with and subject to the rules and policies of the Canadian Securities Exchange (the "**CSE**"). The Board of Directors of the Company has established an incentive stock option plan (the "**Stock Option Plan**") reserving a rolling 10% of the issued and outstanding shares of the Company from time to time. The purpose of the Stock Option Plan is to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company and reduce the cash compensation the Company would otherwise have to pay.

TERMS OF THE STOCK OPTION PLAN

A full copy of the Stock Option Plan is available upon request for review by shareholders. Shareholders may also obtain copies of the Stock Option Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of the Stock Option Plan:

Number of Shares Reserved. The number of common shares which may be issued pursuant to options granted under the Stock Option Plan (including all options granted by the Company prior to the adoption of the Stock Option Plan) shall equal 10% of the issued and outstanding shares of the Company from time to time at the date of grant.

Maximum Term of Options. The term of any options granted under the Stock Option Plan is fixed by the Board of Directors and may not exceed ten years from the date of grant. The options are non-assignable and non-transferable.

Exercise Price. The exercise price of options granted under the Stock Option Plan is determined by the Board of Directors, provided that it is not less than the price permitted by the CSE, or, if the shares are no longer listed on the CSE, then such other exchange or quotation system on which the shares are listed or quoted for trading.

Amendment. The terms of an option may not be amended once issued under CSE requirements. If an option is cancelled prior to the expiry date, the Company shall not grant new options to the same person until 30 days have elapsed from the date of cancellation.

Vesting. Vesting, if any, and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time and in accordance with CSE requirements.

Expiry. Any options granted pursuant to the Stock Option Plan will expire 30 days after the Optionee ceases to be an Eligible Person for any reason other than death, disability or cause.

Administration. The Stock Option Plan is administered by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time.

Board Discretion. The Stock Option 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, including vesting schedules, and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time and in accordance with CSE requirements.

At the Meeting, shareholders (being a simple majority of the votes cast by the shareholders who are not insiders of the Company or associates of those insiders) will be asked to approve the following resolution:

“BE IT RESOLVED:

1. that the Stock Option Plan be and the same is hereby adopted and approved and that the directors of the Company be and are hereby authorized to make such amendments or revisions to the Stock Option Plan from time to time, without further shareholder approval, as may be required by the Canadian Securities Exchange or any other stock exchange upon which the Company's shares may be listed for trading in order to cause the Stock Option Plan to fully comply with the requirements of the of such exchange and to fully carry out this resolution;
2. all options to acquire common shares of the Company previously issued by the Company to directors, officers, employees and consultants of the Company or any subsidiary of the Company and currently outstanding shall be deemed to have been granted and issued under the Stock Option Plan and otherwise be governed by the terms and conditions of the Stock Option Plan, subject to the specific terms and conditions as to exercise price, vesting periods, if any, and expiry dates as are currently applicable to such options; and
3. the reservation under the Stock Option Plan of a maximum up to the amount of 10% of the issued shares of the Company on a rolling basis, at the time of granting of the stock option pursuant to the Stock Option Plan be and the same is hereby approved.”

The Company's management recommends that shareholders vote in favor of the resolution to ratify and approve the Stock Option Plan. *Unless you give instructions otherwise, the Management Proxy holders intend to vote FOR the approval and ratification of the Stock Option Plan.*

F. AMENDMENT TO THE ARTICLES OF THE COMPANY - DIRECT REGISTRATION SYSTEM

The Company is proposing to amend its Articles to allow for the Direct Registration System ("**DRS**") of the Company's securities (the "**DRS Provisions**"). DRS provides for electronic direct registration of securities in an investor's name on the books of the transfer agent or issuer and allows shares to be transferred between a transfer agent and broker electronically. DRS provides investors with an alternate approach to holding their securities in certificate or "street" form. Under DRS, investors can elect to have their securities registered directly on the issuer's records in book-entry form. An investor electing to hold a security in a DRS book-entry position will receive a statement from the issuer or its transfer agent evidencing ownership of the security. The investor can subsequently transfer electronically the DRS book-entry position to their bank or broker/dealer.

At the Meeting, shareholders will be asked to consider, and if deemed appropriate, pass an ordinary resolution substantially in the form noted below to approve, adopt and ratify an amendment to the Company's Articles.

"BE IT RESOLVED:

1. that the Articles of the Company be amended to allow a registered shareholder to have its holdings of shares of the Company evidenced by an electronic, book-based, direct registration system or other non-certificated entry or position on the register of shareholders to be kept by the Company in place of a physical share certificate pursuant to such a registration system that may be adopted by the Company, in conjunction with its transfer agent;
2. the Board of Directors be authorized, in its absolute discretion, to elect not to proceed with the amendment of the Articles or to revoke this resolution at any time without further shareholder approval; and
3. any director or officer of the Company be, and such director or officer of the Company hereby is, authorized, instructed and empowered, acting for, in the name of and on behalf of the Company, to do or to cause to be done all such other acts and things and to execute and deliver, under corporate seal or otherwise, all such deeds, forms, instruments, documents and assurances as in the opinion of such director or officer of the Company as may be necessary or desirable in order to fulfill the intent of this resolution."

The Company's management recommends that shareholders vote in favor of the resolution to approve, adopt and ratify an amendment to the Company's Articles to allow a registered shareholder to have its holdings of shares of the Company evidenced by an electronic, book-based, direct registration system or other non-certificated entry or position. Unless you give instructions otherwise, the Management Proxy holders intend to vote FOR the approval and ratification of the amendment of the Company's Articles.

G. AMENDMENT TO THE ARTICLES OF THE COMPANY - ADVANCE NOTICE PROVISION

The Company is proposing to amend its Articles to add an advance notice policy (the "**Advance Notice Policy**"). The Advance Notice Policy requires that shareholders who wish to nominate candidates for election as a director of the Company must provide notice of their intention, along with certain information with respect to their right to make such a nomination and about the nominee, within a certain period prior to the shareholders' meeting at which they intend to make such nomination. This provision is designed to prevent shareholders from nominating directors without providing a company and other shareholders with adequate time to consider the candidates. This may benefit shareholders by:

- i. providing shareholders, including those participating in a shareholders' meeting by proxy, with adequate notice of the nomination, thus enabling them to exercise their votes in an informed manner;
- ii. prevent an ambush by activist shareholders, which may be detrimental to other shareholders, who do not have prior notice of the nominations or any issues such activist shareholders have with the current board; and
- iii. facilitating an effective meeting process.

Pursuant to the Advance Notice Policy only persons who are eligible under the BCA and who are nominated in accordance with the procedures set out in the Advance Notice Policy are eligible for election as directors of the company. For any meeting of shareholders, nominations of persons for election to the board may be made only:

- i. by the board;
- ii. by or at the request of one or more shareholders pursuant to a proposal or requisition made under the BCA; or
- iii. by any person (a Nominating Shareholder) who complies with the specified notice procedures in the Advance Notice Policy and who, at the close of business on both the date of the giving of the Notice (defined below) and the record date the meeting, is the registered or beneficial holder of one or more shares of the company carrying the right to vote at such meeting.

A Nominating Shareholder must provide written notice (the Notice) of the proposed nomination person to the corporate secretary:

- i. in the case of an annual meeting of shareholders, not less than 30 days nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that if the annual meeting of shareholders is to be held less than 50 days after the date (the Notice Date) on which the first public announcement of the date of the meeting was made, notice by the Nominating Shareholder must be given not later than the close of business on the 10th day following the Notice Date; and
- ii. in the case of a special meeting (that is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes also), not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

No adjustment will be made to the deadlines for giving the Notice set out above if the applicable meeting is adjourned or postponed.

The Notice must include:

- i. for each person whom the Nominating Shareholder proposes to nominate, the name, age, business and residential addresses, citizenship, current principal occupation or employment information and principal occupation or employment information for the period beginning five years preceding the Notice; and
- ii. information on a proposed nominee's shareholdings in the company, including the class or series and number of shares which are directly or indirectly controlled or directed or which are owned beneficially or of record by the person, both as of the record date for the meeting of shareholders and as of the date of the Notice.

The Nominating Shareholder must also provide:

- i. full particulars as to shares of the company directly or indirectly controlled or directed or which are owned beneficially or of record by the Nominating Shareholder; and proof of shareholding satisfactory to the company if shares are held beneficially; and
- ii. details of any proxy, contract, agreement, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the company, both as of the record date for the meeting and as of the date of the Notice.

The Notice must also include any other information relating to a proposed nominee and the Nominating Shareholder that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and applicable securities laws. The company may also require any proposed nominee to provide any additional information reasonably required by the company to determine his or her eligibility to serve as an independent director of the company or that would reasonably be expected to be material to a reasonable shareholder's understanding of the independence and/or qualifications, or lack thereof, of such proposed nominee.

The Advance Notice Policy does not preclude the discussion by a shareholder at a shareholders' meeting of any matter properly before such meeting pursuant to the provisions of the BCA or at the discretion of the chair. The chair of a shareholders meeting has the power and duty to determine whether a director nomination was made in accordance with the procedures of the Advance Notice Policy and, if any proposed nomination is not in compliance with such provisions, to declare such nomination to be defective and disregard it.

Despite the provisions described above, the board retains discretion to waive any requirements of the Advance Notice Policy.

At the Meeting, shareholders will be asked to consider, and if deemed appropriate, pass an ordinary resolution substantially in the form noted below to approve, adopt and ratify an amendment to the Company's Articles.

Shareholders are encouraged to carefully review the Advance Notice Policy as set out in Schedule "B".

"BE IT RESOLVED:

1. that the Advance Notice Policy, as set forth in Schedule "B" to the Company's information circular dated March 25, 2019, be and is hereby authorized and approved to be adopted by the Company; and
2. Any one director or officer of the Company is hereby authorized and directed to do all acts and things, to execute and deliver all agreements, documents and instruments, to give all notices and to deliver, file and distribute all documents and information which such person determines to be necessary or desirable to give effect to the intent of these resolutions."

The Company's management recommends that shareholders vote in favor of the resolution to approve, adopt and ratify an amendment to the Company's Articles to approve the Advance Notice Policy. *Unless you give instructions otherwise, the Management Proxy holders intend to vote FOR the approval and ratification of the amendment of the Company's Articles.*

H. OTHER BUSINESS

While management of the Company is not aware of any business other than that mentioned in the Notice of Meeting to be brought before the Meeting for action by the shareholders, **it is intended that the proxies hereby solicited will be exercised upon any other matter or proposal that may properly come before the Meeting, or any adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

COMPENSATION DISCUSSION AND ANALYSIS

The Company has not, as of yet, generated any income or cash flows and operates with limited financial resources. The Board of Directors, through informal discussion without any formal objectives, criteria or analysis, is responsible for determining the final compensation to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the Shareholders.

The Board annually reviews the corporate goals and objectives relevant to executive compensation; evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Company's overall performance, shareholder returns, the value of similar incentive awards to executive officers at comparable companies and the awards given to executive officers in past years.

The Company has no arrangements, standard or otherwise, under which Officers and/or Directors are compensated for their services, or for committee participation or involvement in special assignments during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

Stock options and warrants are an important part of the Company's incentive strategy for its directors and officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time and is intended to reinforce commitment to long-term growth and shareholder value. Stock options and warrants reward overall corporate performance as measured through the price of the Company's shares and enables executives to acquire and maintain an ownership position in the Company.

Stock options and warrant grants may be made periodically to ensure that the number of options granted to any particular officer or director is commensurate with the officer's level of ongoing responsibility within the Company. The Board will evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants.

EXECUTIVE AND DIRECTOR COMPENSATION TABLE

The table below sets out certain information respecting the compensation, excluding compensation securities, paid to the executive officers and directors in the last two fiscal years are named in the table below.

As defined under applicable securities legislation, the Company had two "Named Executive Officers" during the financial year ended September 30, 2018 as set out below: Charles Larsen – CEO and Curt Huber – CFO.

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 (\$)
Charles Larsen CEO, Director	2018	54,754	Nil	Nil	Nil	Nil	54,754
	2017	120,000	Nil	Nil	Nil	Nil	120,000
Curt Huber CFO, Director	2018	50,736	Nil	Nil	Nil	Nil	50,736
	2017	120,000	Nil	Nil	Nil	Nil	120,000
Paul Perrault Director	2018	39,500	Nil	Nil	Nil	Nil	39,500
	2017	120,000	Nil	Nil	Nil	Nil	120,000
Jeffrey Kilpatrick Director	2018	6,000	Nil	Nil	Nil	Nil	6,000
	2017	Nil	Nil	Nil	Nil	Nil	Nil

INCENTIVE PLAN AWARDS

The following Directors were compensated with stock options during the period of this report

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
Paul Perrault	Stock option	2.4 mil options / underlying 2.4 mil common shares representing 1.31%	Sept 24, 2018	\$0.16	\$0.16	\$0.175	Sept 20/23
Curt Huber	Stock option	2.5 mil options / underlying 2.5 mil common shares representing 1.36%	Sept 24, 2018	\$0.16	\$0.16	\$0.175	Sept 20/23

PENSION PLAN BENEFITS

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The Company has not entered into any compensatory plans, contracts or arrangements with any of its Named Executive Officers whereby those officers are entitled to receive compensation as a result of the resignation, retirement or any other termination of employment of the Named Executive Officer with the Company or from a change in control of the Company or a change in the Named Executive Officer's responsibilities following a change in control.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth aggregated information as at September 30, 2018 with respect to the Stock Option Plan, which is the only compensation plan under which equity securities of the Company are authorized for issuance to employees or non-employees such as directors and consultants. For further information regarding the Incentive Stock Option Plan, please see "Section E – Option Plan".

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options, and/or warrants	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	18,350,000	\$0.10	44,971
Equity Compensation plans not approved by security holders	N/A	N/A	N/A
Total:	18,350,000	\$0.10	44,971

AUDIT COMMITTEE***AUDIT COMMITTEE CHARTER***

National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators ("NI 52-110") requires the Company to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its external auditor as set forth below.

The Company's audit committee is governed by an audit committee charter which is attached as Schedule "A".

COMPOSITION OF THE AUDIT COMMITTEE

As at the date of this Information Circular, the Company's audit committee is comprised of three directors, Curt Huber, Paul Perrault and Jeffrey Kilpatrick. Paul Perrault and Jeffrey Kilpatrick are considered "independent" as that term is defined in applicable securities legislation. As CFO, Curt Huber is

not independent.

All three audit committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements and are therefore considered "financially literate".

All of the audit Committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor.

Since the commencement of the Company's most recently completed financial year ended September 30, 2018, the 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 not relying on:

1. the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 (which exempts all non-audit services provided by the Company's auditor from the requirement to be pre-approved by the Audit Committee if such services are less than 5% of the auditor's annual fees charged to the Company, are not recognized as non-audit services at the time of the engagement of the auditor to perform them and are subsequently approved by the Audit Committee prior to the completion of that year's audit); or
2. an exemption from the requirements of NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

PRE-APPROVAL POLICIES AND PROCEDURES

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter attached as Exhibit "A" to this Information Circular.

EXTERNAL AUDIT SERVICE FEES (BY CATEGORY)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its external auditor for services rendered to the Company in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit / Audit Related Fees	Tax Fees	All Other Fees
September 30, 2018	\$29,000	included	\$Nil
September 30, 2017	\$8,000	\$2,000	\$Nil

The Company is relying on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 Composition of the Audit Committee (as described in ‘Composition of the Audit Committee’ above) and Part 5 Reporting Obligations of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in the Company’s Annual Information Form, if any).

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the board of directors of the Company (the “Board”), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 *Corporate Governance Guidelines* (“NP 58-201”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) also requires the Company to disclose annually in its Information Circular certain information concerning its corporate governance practices.

BOARD OF DIRECTORS

The Board is currently composed of four directors. All of the four (4) proposed nominees for election as directors at the 2018 Annual General and Special Meeting are currently directors of the Company. NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 58-101, which provides that a director is independent if a reasonable person with knowledge of all the relevant circumstances would conclude that the director is independent of management of the Issuer and of any significant security holder.

Of the current directors, Charles Larsen, CEO and Curt Huber, CFO, are “insiders” or management directors and accordingly is considered “non-independent”. Paul Perrault and Jeffrey Kilpatrick, as outside directors, are considered independent.

Following the Meeting it is intended that the Board will have two independent directors.

MANDATE OF THE BOARD

The mandate of the Board is to manage or supervise the 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 oversees the management of the Company’s affairs directly and through its committees. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Company’s development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, as the Company grows, the Board will move to develop

a formal written mandate.

In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company's internal control and management information systems and for the Company's policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and the Chief Financial Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

DIRECTORSHIPS

As of the date of this Information Circular, there are no directors and/or officers that are currently directors and/or officers of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction.

ORIENTATION AND CONTINUING EDUCATION

Orientation and education of new members of the Board is conducted informally by management and the Board. The orientation provides background information on the Company's history, performance and strategic plans.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However there is no formal orientation for new members of the Board and this is considered to be appropriate, given the Company's size and current operations.

ETHICAL BUSINESS CONDUCT

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

However, to date, the Board has not adopted a formal written Code of Business Conduct and Ethics. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate and securities legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

In addition, the limited size of the Company's operations and the small number of officers and employees allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

NOMINATION AND ASSESSMENT

The Board of Directors will consider the size of the Board of Directors each year when it considers the number of directors to recommend for director nominees. The criteria for selecting new directors shall reflect the requirements

of the listing standards of the Exchange (or such other exchange or self-regulatory organization on which the Company's shares are listed for trading) with respect to independence and the following factors:

- (a) the appropriate size of the Company's Board;
- (b) the needs of the Company with respect to the particular talents and experience of its directors;
- (c) personal and professional integrity of the candidate;
- (d) level of education and/or business experience;
- (e) broad-based business acumen;
- (f) the level of understanding of the Company's business and the industry in which it operates and other industries relevant to the Company's business;
- (g) the ability and willingness to commit adequate time to Board and committee matters;
- (h) the fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company;
- (i) the ability to think strategically and a willingness to share ideas; and diversity of experiences, expertise and background.

COMPENSATION

The Board of Directors is responsible for determining all forms of compensation to be granted to the Chief Executive Officer and President of the Company and the other officers, directors and/or employees of the Company (see *"Executive Compensation – Termination of Employment, Change in Responsibilities and Employment Contracts"*).

COMMITTEES OF THE BOARD OF DIRECTORS

The Company has only one committee at this time, being the Audit Committee.

OTHER INFORMATION

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the most recently completed financial year ended September 30, 2018 and as at the date of this Information Circular, no director, executive officer or employee or former director, executive officer or employee of the Company, nor any nominee for election as a director of the Company, nor any associate of any such person, was indebted to the Company during the most recently completed financial year ended September 30, 2018 for other than "routine indebtedness", as that term is defined by applicable securities law; nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, no proposed nominee for election as a director, and no director or officer of the Company who has served in such capacity since the beginning of the last financial year of the Company, and no shareholder holding of record or beneficially, directly or indirectly, more than 10% of the Company's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had any interest in any transaction with the Company or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or is likely to do so.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any substantial interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of the directors.

MANAGEMENT CONTRACTS

The management functions of the Company are performed by its directors and senior officers and the Company has no management agreements or arrangements under which such management functions are performed by persons other than the directors and senior officers of the Company.

TRANSFER AGENT AND REGISTRAR

Odyssey Trust Company, #323 - 409 Granville Street, Vancouver British Columbia , V6C 1T2.

LEGAL PROCEEDINGS

There are no pending legal proceedings to which the Company is or is likely to be a party or which any of its properties or business interests are, or, to the best of knowledge of management of the Company, likely to be subject of.

OTHER MATTERS

Management of the Company is not aware of any other matters to come before the Meeting other than as set forth in the Notice of Meeting that accompanies this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed in this Information Circular.

ADDITIONAL INFORMATION

Financial information about the Company is provided in its comparative financial statements and Management's Discussion and Analysis for the year ended September 30, 2018. You may access these documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

DATED at Vancouver, British Columbia, this 25th day of March 2019.

"Charles Larsen"

Chief Executive Officer

SCHEDULE “A”

**CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
OF GLOBAL HEMP GROUP INC. (the “Company”)**

1 Purpose

- 1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee’s role is to:
- (a) support the Board of Directors in meeting its responsibilities to shareholders;
 - (b) enhance the independence of the external auditor;
 - (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
 - (d) increase the credibility and objectivity of the Company’s financial reports and public disclosure.
- 1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee’s responsibilities as described herein.
- 1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

2 Membership

- 2.1. Each member of the Audit Committee must be a director of the Company.
- 2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.
- 2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

3 Authority

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:
- (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and
 - (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement.
 - (c) Approve interim financial statements and interim MD&A on behalf of the Board of Directors.

4 Duties and Responsibilities

4.1. The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;
- (b) recommending to the Board of Directors the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;
- (i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- (j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;
- (l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- (n) resolving disputes between management and the external auditor regarding financial reporting;
- (o) establishing procedures for:
 - i. the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and
 - ii. the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
- (p) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;

- (q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- (r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

5. Meetings

- 5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.
- 5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.
- 5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.
- 5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.
- 5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.
- 5.6. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.
- 5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.
- 5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

6. Reports

- 6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

7. Minutes

- 7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

SCHEDULE "B"

GLOBAL HEMP GROUP INC.

ADVANCE NOTICE POLICY

I. BACKGROUND

Global Hemp Group Inc. (the "**Company**") is committed to:

- (a) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process;
- (b) ensuring that all shareholders receive adequate notice of nominations for election as directors and sufficient information with respect to all nominees; and
- (c) allowing shareholders to make an informed vote having been afforded reasonable time for appropriate deliberation.

The purpose of this Advance Notice Policy (the "**Policy**") is to provide shareholders, directors and management of the Company with a clear framework for nominating directors. This Policy fixes a deadline by which holders of record of common shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It is the position of the board of directors (the "**Board**") of the Company that this Policy is in the best interests of the Company, its shareholders and other stakeholders. This Policy will be subject to review by the Board from time to time and may be amended by majority vote of the Board for purposes of, among other things, complying with the requirements of applicable securities regulatory agencies or stock exchanges, or so as to meet industry standards.

II. INTERPRETATION

For purposes of this Policy:

- (a) "**applicable securities laws**" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such laws and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission or similar securities regulatory authority of each province and territory of Canada;
- (b) "**BCA**" means the *Business Corporations Act (British Columbia)*, as amended;
- (c) "**business day**" means a day other than a Saturday, Sunday or statutory holiday in British Columbia; and
- (d) "**public announcement**" means disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Company under its profile on the System of Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com, or such other electronic disclosure service as the Company is required to utilize for the filing of continuous disclosure documents pursuant to applicable securities laws.

III. NOMINATIONS OF DIRECTORS

1. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of the Company. Nominations of persons for election to the Board may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:
 - a) by or at the direction of the Board, including pursuant to a notice of meeting;

- b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with section 188 of the BCA, or a requisition of the shareholders made in accordance with section 167 of the BCA; or
 - c) by any person (a "Nominating Shareholder"), who,
 - i. at the close of business on the date of the giving of the notice provided for in this Policy and on the record date for notice of such meeting, is entered in the securities register of the Company as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns one or more shares that are entitled to be voted at such meeting; and
 - ii. complies with the notice procedures set forth below in this Policy.
2. In addition to any other requirements under applicable securities laws, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given notice thereof that is both timely (in accordance with paragraph 3 below) and in proper written form (in accordance with paragraph 4 below) to the secretary of the Company, if any, or such other officer of the Company acting in that capacity at the principal executive offices of the Company.
3. To be timely, a Nominating Shareholder's notice must be made:
- a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders, provided, however, that if the annual meeting of shareholders is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the meeting was made (the "Notice Date"), notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the Notice Date; and
 - b) in the case of a special meeting of shareholders which is not also an annual meeting, and is called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the Notice Date.

The time periods for the giving of a Nominating Shareholder's notice set forth above shall in all cases be determined based on the original date of the applicable annual meeting or special meeting. In no event shall any adjournment or postponement of a meeting of shareholders, or the announcement of an adjournment or postponement, commence a new time period for the giving of a Nominating Shareholder's notice as described above.

4. To be in proper written form, a Nominating Shareholder's notice to the secretary of the Company must set forth:
- a. for each person whom the Nominating Shareholder proposes to nominate for election as a director:
 - i. the name, age, business address and residential address of the person;
 - ii. the principal occupation or employment of the person;
 - iii. the class or series and number of shares in the capital of the Company which are controlled or which are owned beneficially or of record by the person as of the date of the notice and as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred);
 - iv. a statement as to whether such person would be "independent" of the Company (within the meaning of National Instrument 52-110— Audit Committees of the Canadian Securities Administrators, as such provisions may be amended from time to time) if elected as a director at such meeting and the reasons and basis for such determination; and
 - v. any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and applicable securities laws; and
 - b) for the Nominating Shareholder giving the notice, any proxy, contract, agreement, arrangement or understanding pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Company and any other information relating to such Nominating Shareholder

that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the BCA and applicable securities laws.

5. To be eligible to be a candidate for election as a director of the Company and to be duly nominated, a candidate must be nominated in the manner prescribed in this Policy; and the candidate for nomination, whether nominated by the Board or otherwise, must have previously delivered to the secretary of the Company at the principal executive offices of the Company, not less than 5 days prior to the date of the meeting of shareholders, a written representation and agreement (in form provided by the Company) that such candidate for nomination, if elected as a director of the Company, will comply with all applicable corporate governance, conflict of interest, confidentiality, share ownership, majority voting and insider trading policies and other policies and guidelines of the Company applicable to directors and in effect during such person's term in office as a director (and, if requested by any candidate for nomination, the secretary of the Company shall provide to such candidate for nomination all such policies and guidelines then in effect).
6. No person shall be eligible for election as a director of the Company unless nominated in accordance with the provisions of this Policy, provided, however provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder at a meeting of shareholders of any matter, other than the nomination of directors, in respect of which the shareholder would have been entitled to submit a proposal pursuant to the provisions of the BCA. The chair of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in this Policy and, if any proposed nomination is not in compliance with this Policy, to declare that such defective nomination shall be disregarded.
7. Notwithstanding any other provision of this Policy, notice given pursuant to this Policy may only be given by personal delivery, facsimile transmission or email, and shall be deemed to have been given and made at the time it is sent to the secretary of the Company, if any, or such other officer of the Company acting in that capacity, by:
 - a) personal delivery to the address of the principal executive offices of the Company;
 - b) facsimile transmission, at such facsimile number as stipulated from time to time for the purposes of this notice by the secretary of the Company, if any, or such other officer of the Company acting in that capacity, and provided that receipt of confirmation of such transmission has been received; or
 - c) email, at such email address as stipulated from time to time for the purposes of this notice by the secretary of the Company, if any, or such other officer of the Company acting in that capacity, and provided that receipt of confirmation of such transmission has been received.

If such delivery or electronic communication is made on a day which is a not a business day in Vancouver, British Columbia, or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

8. Notwithstanding any other provision of this Policy, the Board may, in its sole discretion, waive any requirement in this Policy.

IV. EFFECTIVE DATE

The Company intends to seek shareholder approval of this Policy and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date shareholder approval is received. If this Policy is not approved at a meeting of shareholders, then this Policy shall be void and of no force and effect following the termination of such meeting of shareholders.

V. GOVERNING LAW

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable in that province.