

**EMERGENCE GLOBAL ENTERPRISES INC.**

**NOTICE OF MEETING  
AND  
MANAGEMENT  
INFORMATION CIRCULAR**

**FOR**

**ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

**To Be Held On**

**September 23, 2021**

**10:00 a.m.**

**at**

**6770 Tecumseh Road East  
Windsor, Ontario N8T 1E6**

**EMERGENCE GLOBAL ENTERPRISES INC.  
NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of the Shareholders (the “**Meeting**”) of Emergence Global Enterprises Inc. (the “**Corporation**”) will be held at 6770 Tecumseh Road East, Windsor Ontario, N8T 1E6 on Thursday, September 23, 2021, at the hour of 10:00 a.m. Pacific Standard Time for the following purposes:

1. To receive and consider the financial statements of the Corporation together with the auditor's report thereon for the financial year ended October 31, 2020;
2. To appoint for the 2021-year end and authorize the director's remuneration of the auditor;
3. To determine the number of directors and elect directors for the ensuing year;
4. To consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution of shareholders, approving the Corporation's stock option plan; and
5. To transact such further or other business as may properly come before the meeting and any adjournments thereof.

This Notice is accompanied by a form of Proxy and Management Information Circular, which sets forth the details of the matters proposed to be put before the meeting. Holders of record of common shares at the close of business on August 19, 2021 are entitled to receive notice of the meeting and will be entitled to vote the common shares except to the extent that (i) the shareholder has transferred any such shares since the close of business on August 19, 2021, and (ii) the transferee of such shares produces properly endorsed share certificates or otherwise establishes that the transferee owns such shares and demands, not later than ten (10) days before the meeting, by written notice to the Corporation, that the transferee's name be included on the list of holders of shares entitled to vote at the Meeting, in which case the transferee will be entitled to vote such shares at the Meeting.

DATED the 24<sup>th</sup> day of August, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS,**

*“Joseph Byrne”*

Joseph Byrne  
President and Chief Executive Officer

**If you cannot be present to vote in person at the Meeting, please complete and sign the enclosed form of proxy and return it in the envelope provided.** Reference is made to the accompanying Management Information Circular for further information regarding completion and use of the proxy and other information pertaining to the Meeting.

## Table of Contents

GENERAL PROXY INFORMATION.....	1
Solicitation of Proxies.....	1
Who Can Vote, Record Date and Voting Shares .....	1
How You Can Vote .....	1
Appointment of Proxyholder.....	1
Proxy Voting Options.....	1
Mail .....	2
Internet .....	2
Advice to Beneficial Holders of Common Shares.....	2
Revocation of Proxies.....	3
Exercise of Discretion.....	3
INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON .....	3
PRINCIPAL SHAREHOLDERS.....	4
BUSINESS OF THE MEETING .....	4
1. Annual Report and Financial Statements.....	4
2. Appointment of Auditors 2021 .....	4
3. Ratification and Election of Directors for the ensuing year 2021 .....	5
Biographies.....	7
Corporate Bankruptcies .....	9
Penalties or Sanctions.....	9
Conflicts of Interest .....	9
4. Approval of Stock Option Plan .....	10
Summary of the Fixed Plan .....	10
5. Other Matters .....	11
EXECUTIVE COMPENSATION .....	11
Introduction .....	11
Overview .....	12
Compensation Objectives .....	12
Elements of Compensation Program .....	12
Base Salary .....	12
Bonus Plans .....	12
Stock Option Plan.....	12
Director and Named Executive Officer Compensation, Excluding Compensation Securities .....	14
<b>Notes:</b> .....	14
Outstanding Option-Based Awards.....	15
Employee Agreements, Termination, and Change of Control Benefits .....	15
Pension Plan Benefits.....	15
Other Benefits Plan .....	15
Termination and Change of Control Benefits.....	15
DIRECTOR COMPENSATION .....	17
Summary of Director Compensation .....	17
Outstanding Option-Based Awards.....	17
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS .....	17
INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS .....	17
INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS.....	17
MANAGEMENT CONTRACTS .....	17
STATEMENT OF CORPORATE GOVERNANCE PRACTICES .....	18
Statement of Corporate Governance.....	18
Board of Directors .....	18
Directorships .....	18
Orientation and Continuing Education .....	19
Ethical Business Conduct .....	19
Nomination of Directors .....	19
Compensation Committee .....	19
Other Board Committees .....	19

Assessments.....	20
AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS .....	20
Audit Committee’s Charter .....	20
Composition of the Audit Committee .....	20
Audit Committee Oversight .....	20
Pre-Approval Policies and Procedures .....	20
Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees .....	20
INTERESTS OF CERTAIN PERSONS or Companies in matters to be acted upon.....	21
AUDITORS .....	21
TRANSFER AGENT AND REGISTRAR .....	21
OTHER BUSINESS .....	21
OTHER INFORMATION .....	21
APPROVAL BY DIRECTORS .....	21
CERTIFICATE .....	22
Schedule “A” .....	23
STOCK OPTION PLAN .....	23
Schedule “B” .....	24
Charter of the Audit Committee.....	24

**EMERGENCE GLOBAL ENTERPRISES INC.  
INFORMATION CIRCULAR**

**GENERAL PROXY INFORMATION**

**Solicitation of Proxies**

This Information Circular, dated as of August 24, 2021 (“**Circular**”), is furnished in connection with the solicitation of proxies by the management of Emergence Global Enterprises Inc. (“**the Corporation**”) for use at the Annual General Meeting of the shareholders of the Corporation (the “**Meeting**”) to be held on Thursday, September 23, 2021 at the place and time and for the purpose set forth in the Notice of Annual General Meeting and at any adjournments thereof. Solicitation of proxies will be primarily by mail but proxies may also be solicited personally, by fax, internet transmittal and/or by telephone by directors, officers or regular employees of the Corporation. The cost of any solicitation will be borne by the Corporation.

**Who Can Vote, Record Date and Voting Shares**

The Board of Directors of the Corporation has fixed the close of business on August 19, 2021 as the record date for the purposes of determining the holders of common shares entitled to receive notice of and to vote at the Meeting (the “**Record Date**”). In accordance with the provisions of the *Business Corporations Act* of British Columbia as amended (the “**Act**”), the Corporation has requested its transfer agent to prepare a list of the holders of common shares on the Record Date. Each holder of common shares named in the list will be entitled to vote the common shares shown opposite his or her name on the list at the Meeting, except to the extent that:

- (a) the shareholder has transferred any of his or her common shares after the date on which the list was prepared; and
- (b) the transferee of those common shares produces properly endorsed share certificates or otherwise establishes that he or she owns such common shares and demands not later than ten (10) days before the Meeting that his or her name be included in the list before the Meeting, in which case the transferee is entitled to vote his or her common shares at the Meeting.

As of the Record Date, the Corporation had 29,933,971 common shares (“**Common Shares**”) issued and outstanding. The holders of Common Shares are entitled to one vote for each Common Share held. In order to be effective, each ordinary resolution to be submitted to shareholders at the Meeting must be approved by the affirmative vote of at least 50% plus one of the votes cast thereon and each special resolution must be approved by the affirmative vote of at least 66% of the votes cast thereon.

**How You Can Vote**

If you are a registered shareholder (i.e. your Common Shares are held in your name), you may vote your Common Shares either by attending the Meeting in person or, if you do not plan to attend the Meeting, by completing the proxy and following the delivery instructions contained in the form of proxy and this Circular.

**Appointment of Proxyholder**

The persons named in the accompanying form of proxy are the Director and Chief Executive Officer, as well as a Director, of the Corporation. **You may also appoint some other person (who need not be a shareholder of the Corporation) to represent you at the Meeting either by inserting such other person's name in the blank space provided in the form of proxy or by completing another suitable form of proxy.**

**Proxy Voting Options**

Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders may vote by proxy as follows: by mail, fax, telephone, or internet.

Mail: 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1  
Email: [proxy@transferagent.ca](mailto:proxy@transferagent.ca)

Fax: 604-559-8908

Online: according to instructions on Form of Proxy received from the Corporation by mail.

Submitting a proxy by mail, fax, or internet are the only methods by which a shareholder may appoint a person as proxy other than appointing the director of the Corporation named on the form of proxy.

### **Mail**

All registered shareholders should deliver their proxies by hand or mail delivery to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 not later than 10:00 a.m. PST on September 21, 2021.

### **Internet**

Registered shareholders electing to submit a proxy over the Internet must access the website listed on the Form of Proxy received from the Corporation by mail.

Non-registered shareholders (those whose shares are held in “**nominee**” name such as banks, trust companies, securities brokers, or other financial institutions) will be provided with voting instructions by the nominee. Please see further instructions under the heading “Advice to Beneficial Holders of Common Shares” below.

### **Advice to Beneficial Holders of Common Shares**

These meeting materials are being sent to both registered and non-registered shareholders. If you are a non-registered shareholder and the Corporation or its agent has sent these materials directly to you, your name, address, and information about your holdings of securities have been obtained in accordance with applicable regulatory requirements from the intermediary/broker holding on your behalf.

Shareholders whose common shares without par value in the capital stock of the Corporation (each a “**Common Share**”) are not registered in their own name and are referred to in this Circular as “**Beneficial Shareholders**”. There are two kinds of Beneficial Shareholders: those who have objected to their name being made known to the Corporation (called “**OBOs**” for Objecting Beneficial Owners) and those who have not objected (called “**NOBOs**” for Non-Objecting Beneficial Owners). The Corporation can request and obtain a list of their NOBOs from intermediaries via its transfer agent and can use this NOBO list for distribution of proxy-related materials directly to NOBOs.

The Corporation has decided to send proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a voting instruction form from the Corporation’s transfer agent, National Issuer. These voting instruction forms are to be completed and returned to the transfer agent by mail or by facsimile. Alternatively, NOBOs can call a toll-free number or access the transfer agent’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. The transfer agent will tabulate the results of the voting instruction forms received from NOBOs and provide appropriate instructions at the Meeting with respect to the Common Shares represented by the voting instruction forms they receive. By choosing to send these materials to you directly, the Corporation (and not the intermediary/broker holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your instructions as specified in the request for voting instruction. NOBOs that wish to attend the Meeting and vote in person (or appoint someone else to attend the Meeting and vote on such NOBO’s behalf) can appoint themselves (or someone else) as a proxyholder by following the applicable instructions on the voting instruction form.

With respect to OBOs, the Corporation does not intend to pay for intermediaries/brokers to forward to OBOs meeting materials and seek voting instructions. Accordingly, an OBO will not receive meeting materials unless the OBO’s intermediary/broker assumes the cost of delivery. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by OBOs in order to ensure that their Common Shares are voted at the Meeting. Often, the form of proxy supplied to an OBO by its broker is identical to that provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on behalf of the OBO.

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions (“**Broadridge**”). Broadridge typically prepares a special voting instruction form, mails those forms to the OBOs and asks for appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. OBOs are requested to complete and return the voting instruction form to Broadridge by

mail or facsimile. Alternatively, OBOs can call a toll-free telephone number or access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. Broadridge then tabulates the results of all voting instructions received and provides appropriate instructions respecting the voting of 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. OBOs that wish to attend the Meeting and vote in person (or appoint someone else to attend the Meeting and vote on such OBO's behalf) can appoint themselves (or someone else) as proxyholder by following the applicable voting instructions.

**BENEFICIAL SHAREHOLDERS ARE NOT ENTITLED, AS SUCH, TO VOTE AT THE MEETING IN PERSON OR TO DELIVER A FORM OF PROXY. IF YOU ARE A BENEFICIAL SHAREHOLDER AND WISH TO APPOINT YOURSELF AS PROXYHOLDER TO VOTE IN PERSON AT THE MEETING OR APPOINT SOMEONE ELSE TO ATTEND THE MEETING AND VOTE ON YOUR BEHALF, 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.**

#### **Revocation of Proxies**

You may revoke your proxy by:

- delivering at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, that precedes any reconvening thereof, a written notice of revocation duly executed to Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1; or
- advising the Chairman of the Meeting that you are voting in person at the Meeting; or
- any other manner provided by law.

Your revocation of a proxy will not affect a matter on which a vote has already been taken.

#### **Exercise of Discretion**

The nominees named in the accompanying form of proxy will vote or withhold from voting the shares represented by the proxy in accordance with your instructions. The proxy grants the nominees the discretion to vote on:

- each matter or group of matters identified in the proxy where you do not specify how you want to vote;
- any amendment to or variation of any matter identified in the proxy; and
- any other matter that properly comes before the Meeting.

**If on a particular matter to be voted on, you do not specify in your proxy the manner in which you want to vote, your shares will be voted for the approval of such matter.**

As of the date of this Circular, management of the Corporation knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each nominee intends to vote thereon, in accordance with the nominee's best judgment.

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

No director or executive officer of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year of the Corporation, nor any proposed nominee for election as a director of the Corporation, 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. All directors and officers may receive options under the stock option plan.

## PRINCIPAL SHAREHOLDERS

To the best of the knowledge of the directors and officers of the Corporation as of August 24, 2021, the only persons or companies who beneficially own - directly or indirectly - equity shares carrying more than 10% of the voting rights attached to all equity shares of the Corporation are as follows:

Name and Municipality of Residence	No. of Common Shares Outstanding or Controlled <sup>(1)</sup>	Percentage of Common Shares <sup>(2)</sup>
Joseph Byrne Toronto, Ontario	13,034,954	43.54%

**Notes:** (1) Based on SEDI report filings of Mr. Byrne confirmed as of August 20, 2021.  
(2) Based on 29,933,971 Common Shares issued and outstanding as of April 30, 2021.

The only shares issued and outstanding in the capital of the Corporation are the Common Shares which total 29,933,971 as of the Record Date. As of the Record Date, the directors and senior officers, as a group, beneficially own (directly or indirectly) and control 13,034,954 Common Shares which represent approximately 43.54% of the issued Common Shares of the Corporation.

The directors and senior officers of the Corporation have no knowledge of any other person who beneficially owns -- directly or indirectly - voting securities of the Corporation carrying more than 10% of the voting rights attached to all securities of the Corporation. However, this information is not reasonably within the power of the directors and senior officers to ascertain or procure for a number of reasons, including the fact that many persons who appear as registered shareholders are in fact not Beneficial Shareholders and many persons who become beneficial owners of the Corporation's shares do not register such shares in their name.

## BUSINESS OF THE MEETING

### **1. Annual Report and Financial Statements**

Pursuant to the Act, the directors will place before the shareholders at the Meeting the audited financial statements of the Corporation for the fiscal year ended October 31, 2020 and the auditor's report as presented in the Annual Report of the Corporation for the year ended October 31, 2020. Shareholder approval is not required in relation to the Annual Reports and the financial statements.

### **2. Appointment of Auditors 2021**

At the Meeting, the shareholders will be asked to vote for appointment of Saturna Group Chartered Professional Accountants LLP, Chartered Accountants of Vancouver, British Columbia, as the auditors of the Corporation, to hold office until the close of the next annual meeting of shareholders of the Corporation, or until its successor is appointed, and to authorize the Board of Directors to fix the remuneration paid to the auditors. Saturna Group Chartered Professional Accountants LLP, Chartered Accountants, of Vancouver, British Columbia, has been the auditor of the Corporation since January 3, 2018. They also served as auditors of the Corporation from April 26, 2011 to December 31, 2014.

**The persons designated in the enclosed Proxy intend to vote the Common Shares represented by such Proxy for a resolution to re-appoint Saturna Group Chartered Professional Accountants LLP, Chartered Accountants as the auditors of the Corporation for the upcoming year (October 31, 2021), to hold such office until the close of the next annual meeting of the shareholders of the Corporation, or until its successor is appointed, and authorizing the directors to fix the remuneration of the auditor, unless the shareholder who has given such Proxy has directed that the Common Shares be withheld from voting in respect of the appointment of auditors.**



### **3. Ratification and Election of Directors for the ensuing year 2021**

The Articles of the Corporation provide for a board of directors of no fewer than three directors and no greater than a number as fixed or changed from time to time by majority approval of the shareholders. Management is seeking shareholder approval to determine the number of directors of the Corporation at six (6) for the ensuing year. The resolution setting the number of directors must be passed by a simple majority of the votes cast with respect to the resolution by the shareholders present in person or by proxy at the Meeting.

**The persons designated in the enclosed Proxy, unless instructed otherwise, intend to vote FOR setting the number of directors to be elected at the meeting at six (6) for the upcoming year.**

The directors of the Corporation are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. During the current fiscal year ended October 31, 2021, changes to the Board of Directors were approved by Board resolutions. **Unless the authority to do so is withheld, the persons designated in the enclosed Proxy intend to vote FOR the ratification and election of Messrs. Joseph Byrne, Christian Gallant, Brian S. Payne, Cameron Canzellerini, Bahige (Bill) Chaaban, and Diego Felipe Rodriguez as directors of the Corporation for the ensuing year.**

If prior to the Meeting any vacancies occur in the slate of nominees listed below, unless the authority to do so is withheld, it is intended that discretionary authority shall be exercised to vote the Common Shares represented by the Proxies solicited in respect of the Meeting for the election of such other person or persons as directors in accordance with the best judgment of Management. Management is not aware that any of such nominees would be unwilling or unable to serve as a director if elected.

Management of the Corporation proposes to nominate each of the following persons for election as a director. All the proposed nominees' names below have consented in writing to serve as directors if elected. As of August 24, 2021, information concerning such persons, as furnished by the individual nominees, is as follows:

Name, state/province/country of residence and position	Principal occupation, business or employment and, if not a previously elected director, occupation, business or employment during the past five years	Director from	Approximate number of Common Shares beneficially owned, directly or indirectly, or controlled or directed <sup>(1)</sup>
Joseph A. Byrne <sup>(1)</sup> Ontario, Canada	President, Chief Executive Officer and director of the Corporation. Farmer – Byrne Farms since 1980; and Lawyer with Hickey Byrne since 1997.	President, Chief Executive Officer and director of the Corporation since November 27, 2019.	13,034,954 <sup>(3)</sup>
Christian Gallant <sup>(1)(2)</sup> Ontario, Canada	Christian Gallant has held executive level business roles in a broad range of sectors including commercial project funding, prepaid financial cards, online banking development as well as a number of start-up ventures. He has experience as a business consultant in many countries, including Switzerland, The Bahamas, Brazil, The British Virgin Islands, Canada, The United States, and Germany.	Director of the Corporation since December 31, 2020.	100,000
Brian S. Payne <sup>(1)(2)</sup> Ontario, Canada	Mr. Payne is a business and community leader with over 25 years' experience in domestic and global supply chains, trade and government relations, change management and manufacturing, primarily in the food and agriculture sectors.	Vice President, Chief Operating Officer, Corporate Secretary and Director of the Corporation since April 12, 2021.	1,501,250
Cameron Canzellerini <sup>(1)(2)</sup> Connecticut, USA	Cameron Canzellarini is Vice President of the Northeast for Maxtech International Inc., where he leads multiple construction subsidiaries and manages the company's operations including sales and marketing functions.	Director of the Corporation since December 31, 2020.	129,500
Bahige (Bill) Chaaban <sup>(1)(2)</sup> Alberta, Canada	Mr. Chaaban has over 30 years of experience in the nutrition industry, including, retail, online and wholesale sales, and design and manufacturing of dietary supplements. Mr. Chaaban served as the Chief Executive Officer of Creative Edge Nutrition, Inc. from April 2012 until December 2014. Mr. Chaaban was the founder of Edge Nutrition, which operated retail nutrition stores in the USA and Canada.	Director since December 31, 2020.	1,505,900

<p>Diego Felipe Rodriguez<sup>(1)(2)</sup> Bogota, Colombia</p>	<p>Over 27 years of experience in corporate management, project development and technology/systems in Europe - England, Switzerland, France, Spain, Sweden, and Italy - Japan, China, Israel). Specialist in planning and development under PMI, project management, Business Intelligence and Big Data, BPM - Business Process Management, design / integration with ERP, CRM, SCM, EDI, and Human Talent Management required, SCRUM Agile Project Management, PMI, and KANBAN Methodology.</p>	<p>Vice President and 1,000,000 CFO and Director of the Corporation since April 12, 2021.</p>
---	--	---

- Notes:**
- (1) Shares beneficially owned - directly or indirectly - or over which control or direction is exercised as of August 24, 2021 based upon information furnished to the Corporation by individual directors or as indicated at [www.sedi.ca](http://www.sedi.ca).
  - (2) Member of the Audit Committee.
  - (3) Audit Committee Chair.

## Biographies

The following are brief profiles of our executive officers and directors, including a description of each individual's principal occupation within the past five years.

### ***Joseph A. Byrne, President, Chief Executive Officer and Director***

Joseph Byrne is a lifelong farmer and a practicing lawyer. He has practiced main-street law with Hickey Byrne Law Firm in Essex, Ontario since 1997. Mr. Byrne was formerly the Chair of the Windsor-Essex Economic Development Corporation Board of Directors and Agri-Business Committee in 2012 and 2013 and Vice-Chair in 2011.

Mr. Byrne has an LLB from Windsor Law School, Bachelor of Arts and Master of Arts from Windsor University. He was called to the Ontario Bar in 1997.

### ***Bahige (Bill) Chaaban, Director***

Mr. Chaaban founded and served as President of CGIA, Inc., Supplement Group, Inc., F1 Fulfillment, Inc., and Fitness One, Inc. from October 1998 until April, 2016. Mr. Chaaban has over 30 years of experience in the nutrition industry, including, retail, online and wholesale sales, and design and manufacturing of dietary supplements. Mr. Chaaban served as the Chief Executive Officer of Creative Edge Nutrition, Inc. from April 2012 until December 2014. Mr. Chaaban was the founder of Edge Nutrition, which operated retail nutrition stores in the USA and Canada. Mr. Chaaban is a licensed attorney in the USA and Canada. He holds a Bachelor of Commerce degree from the University of Alberta; a Bachelor of Law degree from the University of Windsor; a Juris Doctor from the University of Detroit Mercy; a Master of Laws degree from Wayne State University; and an Honorary Doctorate from the International Personnel Academy. Mr. Chaaban is qualified to serve as President and to continue serving as Chairman of the Board as he founded the company and has helped to create a global footprint for the Company and its subsidiaries.

### ***Brian S. Payne, Chief Operating Officer, Vice President, Corporate Secretary, and Director***

Mr. Payne is a business and community leader with over 25 years' experience in domestic and global supply chains, trade and government relations, change management and manufacturing, primarily in the food and agriculture sectors. Mr. Payne began his career in the international trade arena, catering to automotive and heavy manufacturing companies like General Motors, John Deere, and NaviStar. In 1996, Mr. Payne worked for PepsiCo Global Restaurants, responsible for Project Management across the Pizza Hut brand. In 1999, Mr. Payne served as Director of Distribution. In 2002, Mr. Payne served a supply chain function for a national food company. In 2005, Mr. Payne led the supply chain and regulatory compliance functions for Pizza Pizza Ltd. Since May 2012, Mr. Payne has served as President of his own consulting firm, IMS, which specialized in consulting and outsourced executive functions

related to manufacturing, supply chain, trade, regulatory and finance areas. Mr. Payne's client base includes Caesars Entertainment (Las Vegas, NV), Blueline Food Service Distribution (Detroit, MI), The Windsor Essex Economic Development Corporation (Windsor, ON), the Unified Purchasing Group Canada (Toronto, ON) and Thomas Canning (Maidstone) Limited. Mr. Payne served as Vice President of Thomas Canning (Maidstone) Inc. from January 2015 to April 2017. Mr. Payne is active in his community of Windsor Essex where he serves as Vice Chair of the Board of Directors of Hotel Dieu Grace Healthcare, and a Director of The Lakeview Montessori School and the Hospice of Windsor Essex. Mr. Payne holds a BA in Political Science from the University of Windsor.

***Christian Gallant, Director***

Christian Gallant has held executive level business roles in a broad range of sectors including commercial project funding, prepaid financial cards, online banking development as well as a number of start-up ventures. He has experience as a business consultant in many countries, including Switzerland, The Bahamas, Brazil, The British Virgin Islands, Canada, The United States, and Germany.

As the Chief Operating Officer of HumanBios GmbH in San Paolo, Brazil, Mr. Gallant oversaw teams of software developers in several countries as they created new digital wallet and online banking technology. In addition, as the Chief Executive Officer of Standard Transactions Worldwide in The British Virgin Islands, he provided new strategic leadership as this global organization built its brand as one of the first debit card providers to operate in the digital currency arena. He's also worked with MasterCard Miami on a gold-backed prepaid card and with RSA Data Security, Inc. on developing security systems for online banking. He was also the entrepreneur responsible for creating one of Canada's first online shopping malls, a venture that was ultimately acquired by a public issuer.

Mr. Gallant completed his Bachelor of Arts (Hon.) degree at Mercy College in New York, USA. He is a board member of Hotel Dieu Grace Healthcare where he sits on both the Finance and Audit committees for the hospital and The Changing Lives Together Foundation.

***Cameron Canzellarini, Director***

Cameron Canzellarini is Vice President of the Northeast for Maxtech International Inc. ("Maxtech"), where he leads multiple construction subsidiaries and manages the company's operations including sales and marketing functions. Prior to joining Maxtech, Mr. Canzellarini worked as General Manager, and Director of Operations at multiple Connecticut-based construction firms. In these roles, he developed and implemented successful cost-reduction programs, analyzing budgets to advise on strategies for ongoing improvement.

He brings years of experience in customer relationship management, commercial sales, employee safety, project cost control and scheduling, regulatory compliance, and budgeting. Before shifting into the construction industry, Cameron worked as Securities Accounting Consultant for Aetna International Inc. where he prepared financial statements, analyzed accounts to pinpoint issues and trends, and participated in the design and operation of the company's internal control structure including reconciliation controls and their ongoing adherence to accounting policies and procedures. Mr. Canzellarini holds a Bachelor of Science degree in Finance from Central Connecticut State University.

***Diego Felipe Rodriguez, Vice President, Chief Financial Officer, and Director***

Mr. Rodriguez has over 27 years of experience in corporate management, project development and technology/systems in Europe (England, Switzerland, France, Spain, Sweden, and Italy), Japan, China, and Israel. Specifically, Mr. Rodriguez is a specialist in planning and development under PMI, project management, business intelligence and big data, BPM (business process management), design / integration with ERP, CRM, SCM, EDI, and human talent management, SCRUM Agile project management, PMI, and KANBAN methodology.

***Ameen Farris, Chief Brand Officer and Vice President***

Mr. Ferris is a successful entrepreneur who has founded numerous retail/wholesale companies, and brands. In 1991, Mr. Ferris founded the retail chain, Healthy's Nutrition ("Healthy's"), a specialty retail company focusing on quality health supplements. Mr. Ferris built a multi-million dollar company with limited resources, and established a thriving Canadian retail chain with warehousing, a full line of private label supplements including, sports nutrition, ailment specific herbal supplements and vitamins. He also co-branded the Healthy's concept in department stores such as The Hudson Bay Company, Eatons and in select grocery chains. Healthy's was acquired in 2006 by the publicly traded

corporation, Planet Organic. In 2005, Mr. Ferris also established the Low Carb Store, one of Canada's premier specialty food locations. Mr. Ferris founded Natural Choice Distribution, developing and distributing leading natural supplements, diet products, sports nutrition and therapeutic herbal health supplements. Specializing in brand development, Mr. Ferris entered into an exclusive contract through his own company, Brandrouse, in 2008 through May 2017 by the biotechnology company LivCorp Inc. (a division of Delivra Inc.) with the task of developing their OTC topical product on a start-up budget. From a white label, he established the market orientation and strategy for the brand LivRelief™. His contributions included, strategy, segmentation, targeting and positioning of the brand, involvement and guidance with product development, refinements and extensions, package design of all LivRelief consumer products in Canada, development of LivRelief's image as a customer-centric brand, marketing and advertising of LivRelief products. In May 2017, Mr. Ferris founded the brand consulting firm Brand Rouse.

None of our directors or executive officers has - within the 10 years prior to the date of this Circular - served as a director, chief executive officer, or chief financial officer of any company (including us) that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the Corporation access to any exemption under securities legislation, in each case for a period of more than 30 consecutive days.

### **Corporate Bankruptcies**

To the knowledge of the Board, except as disclosed below, no nominee is, at the date of this Circular, or has been, within 10 years before the date of this Circular,

- (a) a director, chief executive officer or chief financial officer of any company (including the Corporation) that:
  - (i) was subject to an order that was issued while the nominee was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the nominee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,
- (b) a director or executive officer of any company (including the Corporation) that, which such nominee was acting in that capacity, or within one year of such nominee 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, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such nominee.

For the purposes of section (a) above, the term "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

### **Penalties or Sanctions**

No director or executive officer of the Corporation or shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation has:

- (a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or entered into a settlement agreement with a securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

### **Conflicts of Interest**

Members of the Corporation's management are (and may in the future be) associated with other firms involved in a range of business activities. Consequently, there are potential inherent conflicts of interest in their acting as officers

and directors of our company. Although the officers and directors are engaged in other business activities, the Corporation anticipates they will devote an important amount of time to our affairs.

The Corporation's officers and directors are now and may in the future become shareholders, officers or directors of other companies which may be formed for engaging in business activities like the Corporation's. Accordingly, additional direct conflicts of interest may arise in the future with respect to such individuals acting on behalf of us or other entities. Moreover, additional conflicts of interest may arise with respect to opportunities which come to the attention of such individuals in the performance of their duties or otherwise. Currently, the Corporation does not have a right of first refusal pertaining to opportunities that come to their attention and may relate to our business operations.

The Corporation's officers and directors are, so long as they are our officers or directors, subject to the restriction that all opportunities contemplated by our plan of operation which come to their attention, either in the performance of their duties or in any other manner, will be considered opportunities of, and be made available to the Corporation and the companies that they are affiliated with on an equal basis. A breach of this requirement will be a breach of the fiduciary duties of the officer or director. If the Corporation or the companies with which the officers and directors are affiliated both desire to take advantage of an opportunity, then said officers and directors would abstain from negotiating and voting upon the opportunity. However, all directors may still individually take advantage of opportunities if the Corporation should decline to do so. Except as set forth above, the Corporation has not adopted any other conflict of interest policy with respect to such transactions.

#### **4. Approval of Stock Option Plan**

The Board of Directors of the Corporation has adopted a 20% fixed option plan (the "**Fixed Plan**") to enhance the Corporation's ability to compensate employees, officers, consultants and directors by means other than cash incentives. Pursuant to the Fixed Plan, options entitling the purchase of an aggregate 3,216,394 Common Shares in the capital of the Corporation may be granted to directors, officers, employees, and consultants of the Corporation from time to time. The Fixed Plan is subject to the approval of the Exchange and Disinterested Shareholders (as defined below) of the Corporation. At the Meeting, Disinterested Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution giving approval to the Fixed Plan. See "Shareholder Approval Requirements" below.

##### **Summary of the Fixed Plan**

The aggregate number of Common Shares reserved for issuance under the Fixed Plan, and the number of Common Shares reserved for issuance under any other share compensation arrangement granted or made available by the Corporation from time to time, may not exceed 3,216,394 (which amounted to 20% of the issued and outstanding Common Shares of the Corporation at the time of implementation of the Fixed Plan).

As of the date of this Circular, no stock options are issued and outstanding under the Fixed Plan.

The Fixed Plan is to be administered by the Board of Directors of the Corporation (or any committee to which the board has delegated authority) and provides for grants of options to directors, officers, employees of, and consultants to, the Corporation and its affiliates in the discretion of the board. The term of any options granted under the Fixed Plan will be fixed by the Board of Directors and may not exceed ten years.

The exercise price of options granted under the Fixed Plan will be determined by the Board of Directors, but the exercise price must not be less than the Market Price less any discounts permitted by the Exchange. Market Price is defined in the Fixed Plan as the last closing price of the Common Shares on the Exchange where listed or otherwise as determined by the board. Any options granted pursuant to the Fixed Plan that have vested will terminate at the earlier of (i) the expiry date of such options, and (ii) 90 days or such other reasonable period determined by the board not exceeding twelve months after the option holder ceases to act as a director, officer, employee of, or consultant to, the Corporation or any of its affiliates, unless such cessation is on account of death or termination of employment or consultancy with cause. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. If cessation is due to a termination of employment or consultancy with cause, the options terminate immediately. Options granted to a person who is engaged in investor relations activities will terminate on the 30th day after the person ceases to be employed to provide investor relations activities. The Fixed Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the Common Shares of the Corporation. Directors may, at their discretion at the time of any grant, impose a schedule over which period of time the option will vest and become exercisable by the optionee.

Options to acquire more than 2% of the issued and outstanding Common Shares of the Corporation may not be granted to any one consultant in any 12-month period. Options to acquire more than an aggregate of 2% of the issued and outstanding Common Shares of the Corporation may not be granted to persons employed to provide investor relations activities in any 12-month period. Options granted to any one individual in any 12-month period to acquire Common Shares representing more than 5% of the issued and outstanding Common Shares of the Corporation require Disinterested Shareholder Approval (as defined in the Fixed Plan). The Fixed Plan does not contain restrictions limiting the aggregate number of Common Shares reserved for issuance under stock options granted to insiders (as a group) within a 12-month period or held by insiders at a given time.

Subject to the approval of any regulatory authority whose approval is required, and any shareholder approval required by such regulatory authority, the Board of Directors may terminate, suspend or amend the terms of the Fixed Plan.

A copy of the Fixed Plan is attached as Schedule “A” to the Circular. A copy of the Fixed Plan is also available for viewing at 14 Centre Street, Essex, Ontario, N8M 1N9, during normal business hours prior to the Meeting or any adjournment thereof, as well as at the Meeting.

### **Shareholder Approval Requirements**

The shareholders will be asked at the Meeting to approve, ratify and affirm the following ordinary resolution:

“**BE IT RESOLVED** as an ordinary resolution of shareholders that:

1. implementation by the Board of Directors of the Corporation’s Stock Option Plan (the “**Stock Option Plan**”), all as more particularly described in the Corporation’s Management Information Circular dated August 24, 2021, with such changes to the Stock Option Plan as may be required by the Canadian Securities Exchange in the future, is approved, ratified and confirmed; and
2. any director or officer of the Corporation is hereby authorized for and on behalf of the Corporation to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.”

We believe the Fixed Plan provides the Corporation with greater flexibility in compensating directors, employees, officers and consultants, enables the Corporation to better align the interests of its directors and officers with those of its shareholders, and reduces the cash compensation the Corporation would otherwise have to pay. The Board of Directors recommends that the shareholders vote in favor of the resolution to approve the Fixed Plan.

Unless instructed otherwise, the persons named in the enclosed form of proxy intend to vote FOR the resolution to approve the Fixed Plan.

### **5. Other Matters**

It is not the intention of the management of the Corporation to bring any other matters before the Meeting other than those matters referred to in this Circular. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

## **EXECUTIVE COMPENSATION**

### **Introduction**

The following discussion describes the significant elements of our executive compensation program, with emphasis on the process for determining compensation payable to the Corporation’s CEO and CFO and each of the Corporation’s other two most highly-compensated executive officers, or the two most highly compensated individuals acting in a similar capacity (collectively, the “**Named Executive Officers**” or “**NEOs**”).

## **Overview**

Our Board of Directors makes decisions regarding all forms of compensation including salaries, bonuses and equity incentive compensation for our CEO, CFO and other executive officers as well as approves corporate goals and objectives relevant to their compensation. The CEO, CFO and COO also administer employee incentive compensation including the Stock Option Plan.

## **Compensation Objectives**

Our compensation practices are designed to retain, motivate and reward our executive officers for their performance and contribution to our long-term success. The Board of Directors seeks to compensate executive officers by combining short-term and long-term cash and equity incentives. It also seeks to reward the achievement of corporate and individual performance objectives and to align executive officers' incentives with the Corporation's performance. The Corporation seeks to tie individual goals to the area of the senior executive officer's primary responsibility. These goals may include the achievement of specific financial or business development goals. Corporate performance goals are based on our financial performance during the applicable financial year.

To achieve our growth objectives, attracting and retaining the right team members is critical. A key part of this is a well-thought out compensation plan that attracts high performers and compensates them for continued achievements. Many of the Corporation's team members will participate in the Stock Option Plan, driving retention and ownership. Communicating clear and concrete criteria and process for merit-based increases and bonuses will also motivate the entire team to achieve individual and corporate goals.

## **Elements of Compensation Program**

Our executive compensation consists primarily of three elements: base salary, annual bonuses and long-term equity incentives (stock options).

### **Base Salary**

Base salaries for executive officers are established based on the scope of their responsibilities and their prior relevant experience, considering compensation paid by other companies in the industry for similar positions and the overall market demand for such executives at the time of hire. The Corporation does not actively benchmark its compensation to other companies but has reviewed the public disclosure available for other comparable medical marijuana companies to assist in determining the competitiveness of base salary, bonuses, benefits and stock options paid to the executive officers of the Corporation. An executive officer's base salary is determined by reviewing the executive officer's other compensation to ensure that the executive officer's total compensation is in line with the Corporation's overall compensation philosophy.

Base salaries are reviewed annually and increased for merit reasons based on the executive's success in meeting or exceeding individual objectives and/or market competitiveness. Additionally, base salaries can be adjusted as warranted throughout the year to reflect promotions or other changes in the scope or breadth of an executive's role or responsibilities, as well as for market competitiveness.

### **Bonus Plans**

Our compensation program includes eligibility for annual incentive cash bonuses. The range of potential bonuses is currently determined at the Board's sole discretion. NEO bonuses in the future may include corporate and financial performance targets as well as personal performance objectives that are determined by the Board which may include the implementation of new strategic initiatives, the development of innovations, teambuilding, the ability to manage the costs of the business and other factors. The mix of corporate and financial performance targets, personal performance objectives, and the resulting bonus entitlements vary for each NEO.

### **Stock Option Plan**

The Corporation currently has in place a Fixed Plan which provides that the number of Common Shares reserved for issuance under any other share compensation arrangement granted or made available by the Corporation from time to time, may not exceed 3,216,394 (which amounted to 20% of the issued and outstanding Common Shares of the Corporation at the time of implementation of the Fixed Plan). Our Board of Directors will be responsible for administering the Stock Option Plan.



The purpose of the Fixed Plan is to (i) provide directors, officers, consultants and key employees of the Corporation with additional incentive; (ii) encourage stock ownership by such persons; (iii) encourage such persons to remain with the Corporation; and (iv) attract new directors, employees and officers, among other purposes. As a Fixed Plan, the plan will require shareholder approval on an annual basis.

The exercise price of options granted under the Fixed Plan will be determined by the Board of Directors, but the exercise price must not be less than the Market Price less any discounts permitted by the Exchange. Market Price is defined in the Fixed Plan as the last closing price of the Common Shares on the Exchange where listed or otherwise as determined by the board. Any options granted pursuant to the Fixed Plan that have vested will terminate at the earlier of (i) the expiry date of such options, and (ii) 90 days or such other reasonable period determined by the board not exceeding twelve months after the option holder ceases to act as a director, officer, employee of, or consultant to, the Corporation or any of its affiliates, unless such cessation is on account of death or termination of employment or consultancy with cause. If such cessation is on account of death, the options terminate on the first anniversary of such cessation. If cessation is due to a termination of employment or consultancy with cause, the options terminate immediately. Options granted to a person who is engaged in investor relations activities will terminate on the 30th day after the person ceases to be employed to provide investor relations activities. The Fixed Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the Common Shares of the Corporation. Directors may, at their discretion at the time of any grant, impose a schedule over which period of time the option will vest and become exercisable by the optionee.

Options to acquire more than 2% of the issued and outstanding Common Shares of the Corporation may not be granted to any one consultant in any 12-month period. Options to acquire more than an aggregate of 2% of the issued and outstanding Common Shares of the Corporation may not be granted to persons employed to provide investor relations activities in any 12-month period. Options granted to any one individual in any 12-month period to acquire Common Shares representing more than 5% of the issued and outstanding Common Shares of the Corporation require Disinterested Shareholder Approval (as defined in the Fixed Plan). The Fixed Plan does not contain restrictions limiting the aggregate number of Common Shares reserved for issuance under stock options granted to insiders (as a group) within a 12-month period or held by insiders at a given time.

## Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided - directly or indirectly - by the Issuer to each NEO and director, in any capacity, for the most recently completed financial year.

Table of compensation excluding compensation securities							
	Year	Salary, consulting fee, retainer or commission (Cdn.\$)	Bonus (Cdn.\$)	Committee or meeting fees (Cdn.\$)	Value of perquisites (Cdn.\$)	Value of all other compensation (Cdn. \$)	Total Compensation (Cdn.\$)
Joseph Byrne, President, CEO and Director <sup>(1)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
Bahige (Bill) Chaaban, President and Director <sup>(2)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
Diego Felipe Rodriguez, CFO, Vice President, and Director <sup>(3)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
Brian S. Payne, Chief Operating Officer, Vice President, Corporate Secretary, and Director <sup>(4)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
Ameen Ferris, Chief Brand Officer and Vice President <sup>(5)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
Christian Gallant, Director <sup>(6)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
Cameron Canzellarini, Director <sup>(7)</sup>	2020	Nil	Nil	Nil	Nil	Nil	Nil
Robert (Bob) Bates, Former CFO and Director <sup>(8)</sup>	2020	4,157	Nil	Nil	Nil	Nil	4,157

### Notes:

- (1) Joseph Byrne was appointed the President, Chief Executive Officer (“CEO”) and a director of the Corporation on November 27, 2019. As at October 31, 2020, the Corporation owed \$78,293 to the CEO and a company controlled by the CEO, which is non interest-bearing, non-secured, and is due on demand.
- (2) Bahige (Bill) Chaaban was appointed a director of the Corporation on December 31, 2020. He has received no compensation from the Corporation during the fiscal year ended October 31, 2020.
- (3) Diego Felipe Rodriguez was a appointed the CFO, Vice President, and a director of the Corporation on April 12, 2021. He has received no compensation from the Corporation during the fiscal year ended October 31, 2020.

- (4) Brian S. Payne was appointed the Chief Operating Officer, Vice President, Corporate Secretary, and a director of the Corporation on April 12, 2021. He has received no compensation from the Corporation during the fiscal year ended October 31, 2020.
- (5) Ameen Ferris was a appointed Chief Brand Officer, Vice President, a director of the Corporation on April 12, 2021. He has received no compensation from the Corporation during the fiscal year ended October 31, 2020.
- (6) Christian Gallant was a appointed a director of the Corporation on December 31, 2020. He has received no compensation from the Corporation during the fiscal year ended October 31, 2020.
- (7) Cameron Canzellarini was a appointed a director of the Corporation on December 31, 2020. He has received no compensation from the Corporation during the fiscal year ended October 31, 2020.
- (8) Robert (Bob) Bates was appointed the Chief Financial Officer and a director of the Corporation on July 20, 2014 and subsequently resigned as an officer and director of the Corporation on April 12, 2021. During the fiscal year ended October 31, 2020, the Corporation incurred \$4,157 in professional and consulting fees to Mr. Bates and a company associated with Mr. Bates, which have been recorded in selling, general, and administrative expenses.

### **Outstanding Option-Based Awards**

The following table sets forth all awards outstanding for each Named Executive Officer of the Corporation as of the fiscal year ended October 31, 2020:

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price	Numbers of options / Option expiration date	Value of unexercised in-the-money options <sup>(1)</sup>	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested
Adam Radly	178,003 <sup>(2)</sup>	\$1.20	178,003/ December 15, 2019	Nil	\$Nil	\$Nil
Robert (Bob) Bates	178,003 <sup>(3)</sup>	\$1.20	178,003/ December 15, 2019	Nil	\$Nil	\$Nil

- Notes:**
- (1) The “Value of unexercised in-the-money options” is calculated on the basis of the difference between the closing price of the Corporation’s Common Shares on the CSE on October 31, 2019 and the Exercise Price of the options. The closing price of the Corporation’s Common Shares on the CSE on October 31, 2019 was \$0.01.
  - (2) Mr. Miller was granted 405,000 options on February 25, 2014 at an exercise price of \$0.20 per Common Share of Vanity

The Corporation is currently in discussions with its executive officers and anticipates entering formal employment agreements with certain executives in due course. The Corporation anticipates that it will issue incentive options to certain individuals in the near term relating to the execution of formal employment agreements.

### **Employee Agreements, Termination, and Change of Control Benefits**

None of the Named Executive Officers have entered employment agreements with the Corporation. However, the Corporation is currently in discussions with its executive officers and anticipates entering formal employment or consulting agreements with its executives in due course. The Corporation anticipates that the executive employment agreements will include customary provisions regarding base salary, eligibility for annual bonuses, enrolment of benefits, and change of control (among other things).

### **Pension Plan Benefits**

The Corporation does not have a pension plan or provide any benefits following or in connection with retirement.

### **Other Benefits Plan**

The Corporation does not offer a benefit plan specific to its executive officers. All employees of the Corporation are covered under similar terms and conditions, in accordance with generally accepted market practice.

### **Termination and Change of Control Benefits**

The Corporation does not have any contracts, agreements, plans or arrangements that provide for payment to a Named Executive Officer at, following, or in connection with any termination, resignation, retirement, a change in control of the Corporation, or a change in a Named Executive Officer's responsibilities.

## DIRECTOR COMPENSATION

### Summary of Director Compensation

The Corporation currently does not have a standard arrangement pursuant to which directors are compensated. All directors are reimbursed for their respective out of pocket expenses in relation to their attendance at Board of Directors meetings and committee meetings. The Corporation has not provided compensation to members of the board of the directors at any time and does not intend to provide compensation to any director in the near term.

### Outstanding Option-Based Awards

The Corporation has not issued options to any of its directors or officers. The Corporation anticipates that in the future, it will issue options to certain of its directors and officers.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as of the end of the Corporation's financial year ended October 31, 2020, all information required with respect to compensation plans under which equity securities of the Corporation are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1)</sup>
Equity compensation plans approved by security holders	356,006 <sup>(2)</sup>	\$1.20	1,252,191
Equity compensation plans not approved by security holders	Nil	Nil	Nil
<b>Total</b>	<b>356,006</b>	<b>Nil</b>	<b>Nil</b>

Notes: (1) The Corporation currently has a fixed stock option plan.  
(2) These options expired December 15, 2019.

## INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

During the last completed fiscal year, no director, executive officer, senior officer or nominee for director of the Corporation or any of their associates has been indebted to the Corporation, nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support in agreement, letter of credit, or other similar arrangement or understanding provided by the Corporation.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of Management of the Corporation, no informed person or nominee for election as a director of the Corporation, or any associate or affiliate of an informed person or proposed director, has or had any material interest - direct or indirect - in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Corporation other than as set out herein. We define an "informed person" as a director or executive officer of the Corporation, or any person or corporation who beneficially owns - directly or indirectly - voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or corporation as underwriter in the course of a distribution.

## MANAGEMENT CONTRACTS

The Corporation has not entered into any management contracts at this time.

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

### Statement of Corporate Governance

*National Instrument 58-101, Disclosure of Corporate Governance Practices*, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in *National Policy 58-201*. These Guidelines are not prescriptive, but have been used by the Corporation in adopting its corporate governance practices. The Corporation’s approach to corporate governance is set out below.

### Board of Directors

The board of directors consists of three (3) persons, one of whom the Corporation believes to be independent based upon the tests for independence set forth in *NI 52-110 - Audit Committees*. Claire Byrne is an independent director. Joseph Byrne and Robert (Bob) Bates are not independent directors as they also serve as officers of the Corporation.

NP 58-201 suggests that the board of directors of reporting issuers should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who has no direct or indirect material relationship with the Corporation. A material relationship is a relationship that could, in the view of the board of directors, reasonably interfere with the exercise of a director’s independent judgment. In addition, the independent judgment of the Board in carrying out its responsibilities is the responsibility of all directors. The Board facilitates independent supervision of management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. In addition, the Board has access to the Corporation’s external auditors, legal counsel and to any of the Corporation’s officers.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Corporation, provide leadership and direction to management, evaluate management, set policies appropriate for the business of the Corporation and approve corporate strategies and goals. The day-to-day management of the business and affairs of the Corporation is delegated by the Board to the senior officers of the Corporation. The Board will give direction and guidance through the President and CEO to management and will keep management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the shareholders for election as directors and (immediately following each annual general meeting) appoints an Audit Committee.

The Board exercises its independent supervision over management by its policies requiring that (a) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and that (b) all material transactions of the Corporation are subject to prior approval of the Board. To facilitate open and candid discussion among its independent directors, such directors are encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Corporation.

### Directorships

The following table sets out the directors, officers, and Promoter(s) of the Corporation that are (or have been within the last five years) directors, officers, or Promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name	Name of Reporting Issuer	Position Held	Name of Exchange or Market (if applicable)	Dates Position Held (from - to) (mm/yy - mm/yy)
Robert (Bob) Bates	RM Tracking Canada Ltd.	CFO and Director	N/A	03/16 - 08/17
Bahige (Bill) Chaaban	CEN Biotech Inc.	CEO and Chairman	OTC	08/13 - Present

Name	Name of Reporting Issuer	Position Held	Name of Exchange or Market (if applicable)	Dates Position Held (from - to) (mm/yy - mm/yy)
Joseph Byrne	CEN Biotech Inc.	President	OTC	07/17 – 11/19
Brian S. Payne	CEN Biotech Inc.	Vice President	OTC	07/17 - Present
Ameen Ferris	CEN Biotech Inc.	Director	OTC	07/17 - Present

### **Orientation and Continuing Education**

While the Corporation does not have formal orientation and training programs, orientation of new members of the Board is conducted by informal meetings with members of the Board, briefings by management, and the provision of copies of or access to the Corporation’s documents.

The Corporation has not adopted formal policies respecting continuing education for Board members. Board members are encouraged to communicate with management, legal counsel, auditors, and consultants to remain informed about industry trends, new developments, and changes in legislation with management’s assistance. Board members are also encouraged to attend related industry seminars and visit the Corporation’s operations. Board members have full access to the Corporation’s records.

### **Ethical Business Conduct**

The Board has not adopted a formal code of business conduct and ethics. The Board is of the view that the fiduciary duties placed on individual directors by the Corporation’s governing legislation and common law together with corporate statutory restrictions on an individual director’s participation in Board decisions in which the director has an interest are sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Under the BCA, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, if a director of the Corporation also serves as a director or officer of another company engaged in similar business activities to the Corporation, that director must comply with the conflict of interest provisions of the BCA, as well as the relevant securities regulatory instruments, to ensure that directors exercise independent judgment in considering transactions and agreements in respect to which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors that evoke such a conflict.

### **Nomination of Directors**

The Corporation does not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board of Directors assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence, and other factors. Members of the Board and representatives of the industry are consulted for possible candidates.

### **Compensation Committee**

The Board of Directors conducts reviews regarding directors’ and officers’ compensation at least once a year. For information regarding the steps taken to determine compensation for the directors and the executive officers, see “Executive Compensation” herein.

### **Other Board Committees**

The Corporation does not have any standing committees other than the Audit Committee. For details on the Audit Committee, please refer to the “*Audit Committee*” section.

## **Assessments**

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees, or its individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Corporation's size, stage of development, and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The entire Board is responsible for selecting new directors and assessing current directors. A proposed director's credentials are reviewed in advance of a Board meeting by one or more members of the Board prior to the proposed director's nomination.

## **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS**

Pursuant to the section 223 of the Act, the Corporation is required to have an audit committee. The general function of the audit committee is to review all financial statements, the overall audit plan, and the Corporation's system of internal controls in order to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor.

### **Audit Committee's Charter**

A copy of the Corporation's Audit Committee Charter is attached as Schedule "B" to this Circular.

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

The Audit Committee of the Corporation currently consists of three directors: Messrs. Gallant (chair), Cameron Canzellarini and Brian Payne. All members of the Audit Committee are considered financially literate and independent.

The Audit Committee of the Corporation for the year ended October 31, 2020 consisted of the following individuals who were directors at that time: Messrs. Bob Bates and Joe Byrne.

The Corporation is relying on the exemption provided under Section 6.1 of National Instrument 52-110 for venture issuers which exempts venture issuers from the requirements of Part 3 (Audit Committee Composition) and Part 5 (Reporting Obligations) of National Instrument 52-110. Part 5 requires that, if Management of an issuer solicits proxies from the shareholders for the purpose of electing directors, the issuer must include a cross-reference to the issuer's Annual Information Form that contains additional information about the qualifications of its directors. The Corporation has not filed an Annual Information Form.

### **Audit Committee Oversight**

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

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

The Audit Committee must pre-approve any engagement of the external auditors for any non-audit services to the Corporation in accordance with applicable laws, policies, and procedures to be approved by the Board. The engagement of non-audit services will be considered by the Corporation's Board of Directors and - where applicable - the Audit Committee on a case-by-case basis.

### **Audit Fees, Audit-Related Fees, Tax Fees and All Other Fees**

The aggregate fees billed by the Corporation's external auditors for the financial year ended October 31, 2020 for audit fees are as follows:

<b>Financial Year Ended</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All Other Fees<sup>(4)</sup></b>
October 31, 2020 <sup>(5)(6)</sup>	\$ 9,000	\$ Nil	\$ [250]	\$ Nil



**Notes:**

- (1) Audit fees consist of fees for the audit of our annual financial statements or services that are normally provided regarding statutory and regulatory filings or engagements.
- (2) Audit-related fees are fees for assurance and related services related to the performance of the audit or review of the annual financial statements that are not reported under "Audit Fees". These include due diligence for business acquisitions, audit and accounting consultations regarding business acquisitions, and other attest services not required by statute.
- (3) Tax fees, tax planning, tax advice, and various taxation matters.
- (4) All other fees include the aggregate fees billed for products and services provided by the Corporation's external auditor, other than "Audit fees", "Audit-related fees" and "Tax fees" above.
- (5) Saturna Group Chartered Professional Accountants LLP were appointed auditors of the Corporation on January 3, 2018.
- (6) The 2020 audit fees are an estimate only.

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

Other than as described elsewhere in this Circular, none of the directors or executive officers of the Corporation, none of the persons who have been directors or executive officers of the Corporation at any time since the beginning of the Corporation's last financial year, no proposed nominee for election as a director of the Corporation, and no associate or affiliate of any of the foregoing persons 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.

**AUDITORS**

The Corporation's auditor is Saturna Group Chartered Professional Accountants LLP of Suite 1250 - 1066 West Hastings Street, Vancouver, BC V6E 3X1.

**TRANSFER AGENT AND REGISTRAR**

The transfer agent and registrar of the common shares of the Corporation is Computershare Services Ltd. of 3<sup>rd</sup> Floor – 510 Burrard Street, Vancouver, BC, V6C 3B9.

**OTHER BUSINESS**

As of the date of this Circular, the Board of Directors does not know of any other matters to be brought to the Meeting other than those set forth in the Notice of Meeting. If other matters are properly brought before the Meeting, the persons named in the enclosed proxy will vote the proxy on such matters in accordance with their best judgment.

**OTHER INFORMATION**

Any security holder may obtain copies in the English language of the Annual Report, Circular, and Proxy. They are available at no cost at the Corporation's operational office located at 14 Centre Street, Essex, Ontario, N8M 1N9 (telephone 855 438-3674) and on [www.sedar.com](http://www.sedar.com).

Financial information is provided in the Corporation's comparative annual financial statements and MD&A for its most recently completed financial year.

**APPROVAL BY DIRECTORS**

The contents and sending of this Circular have been approved by the directors of the Corporation.

## **CERTIFICATE**

The foregoing contains no untrue statement of a material fact and does not omit (or fail to state) a material fact that is required to be stated or that is necessary in order to make a statement which is not misleading in light of the circumstances in which it was made.

**EMERGENCE GLOBAL ENTERPRISES INC. ("The Corporation")**

By Order of the Board of Directors,

Dated effective August 24, 2021,

*"Joseph Byrne"*

---

Joseph Byrne  
President and Chief Executive Officer

**SCHEDULE "A"**  
**STOCK OPTION PLAN**

# **EMERGENCE GLOBAL ENTERPRISES INC.**

## **STOCK OPTION PLAN**

**March 31, 2020**



## ARTICLE I

### DEFINITIONS AND INTERPRETATION

#### 1.1 *DEFINITIONS*

As used herein, unless anything in the subject matter or context is inconsistent therewith, the following terms shall have the meanings set forth below:

“**Administrator**” means such director, executive officer or employee of the Company as may be designated as Administrator by the Board from time to time; or in the absence of a designated Administrator, means the Board;

“**Associate**” shall have the meaning ascribed to such term in the Securities Act;

“**Award Date**” means the date on which the Board grants and announces a particular grant of Options;

“**Board**” means the board of directors of the Company;

“**Company**” means Emergence Global Enterprises Inc. and any Related Entity thereto, as the context may apply;

“**consultant**” means an individual (or a company wholly owned by the individual), other than an employee, director or executive officer, of the Company who (i) is engaged to provide services to the Company (excluding services provided in relation to a distribution of the Company’s securities); (ii) provides the services under a written contract with the Company; (iii) spends a significant amount of time and attention to the business and affairs of the Company;

“**Disinterested Shareholder Approval**” means an ordinary resolution passed by a majority of the votes cast at a shareholders’ meeting of the Company, excluding votes attaching to Shares beneficially owned by Insiders to whom Options may be granted and Associates of those Persons;

“**Exchange**” means the Canadian Securities Exchange;

“**Exchange Policies**” means the policies and procedures of the Exchange;

“**Executive Officer**” means, with respect to the Company, the chairman, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, president, vice-president in charge of a principal business unit, division or function, and any other individual performing a policy-making function;

“**Exercise Notice**” means the notice respecting the exercise of an Option, forming part of the Option Certificate;

“**Exercise Period**” means the period during which a particular Option may be exercised, being the period from and including the Award Date through to and including the Expiry Date;

“**Exercise Price**” means the price at which an Option may be exercised as determined in accordance with section 3.6;

“**Expiry Date**” means the date determined in accordance with section 3.4 and after which a particular Option cannot be exercised;

“**Insider**” shall have the meaning ascribed to such term in the Securities Act;

“**Investor Relations Activities**” has the meaning ascribed thereto in the Exchange Policies;

“**Option**” means an option to acquire Shares, awarded to an eligible Person pursuant to this Plan;

“**Option Certificate**” means the certificate, substantially in the form set out as Schedule “A” hereto, evidencing an Option;

“**Option Holder**” means a current or former director, employee, executive officer or consultant who holds an unexercised and unexpired Option or, where applicable, the Personal Representative of such person;

“**Person**” means an individual, corporation, partnership, party, trust, fund, association or any other organized group of person and the personal or other legal representative of a person to whom the context can apply;

“**Personal Representative**” means (i) in the case of a deceased Option Holder, the executor or administrator of the deceased duly appointed by a court or public authority having jurisdiction to do so; and (ii) in the case of an Option Holder who for any reason is unable to manage his or her affairs, the person entitled by law to act on behalf of such Option Holder;

“**Plan**” means this stock option plan;

“**Regulatory Authority**” means any Canadian securities commission, the Exchange, or any other regulatory body having jurisdiction;

“**Related Entity**” means, with respect to the Company, any Person that controls or is controlled by the Company, or that is controlled by the same Person that controls the Company;

“**Related Person**” means, (i) each director and executive officer of the Company or any Related Entity, or (ii) an associate or permitted assign of such director or executive officer;

“**Securities Act**” means the *Securities Act* (British Columbia); and

“**Share**” or “**Shares**” means, as the case may be, one or more common shares without par value in the capital of the Company.

## 1.2 CHOICE OF LAW

The Plan is established under, and the provisions of the Plan shall be interpreted and construed solely in accordance with, the laws of the Province of British Columbia.

## 1.3 HEADINGS

The headings used herein are for convenience only and are not to affect the interpretation of the Plan.

# ARTICLE II PURPOSE AND PARTICIPATION

## 2.1 *PURPOSE*

The purpose of the Plan is to provide the Company with a Share-related mechanism to attract, retain and motivate directors, employees, executive officers and consultants, to reward or compensate such persons from time to time for their contributions toward the long-term goals of the Company, and to enable and encourage such persons to acquire Shares as long-term investments.

## 2.2 *PARTICIPATION*

The Board shall, from time to time, in its sole discretion determine those directors, employees, executive officers and consultants, if any, to whom Options are to be awarded. If the Board elects to award Options, then in determining the number, Exercise Period and Exercise Price of such Options, the Board may take into account such considerations as it deems advisable, which may include the following:

- (a) the person's remuneration as at the Award Date in relation to the total remuneration payable by the Company to all of its directors, employees, executive officers and consultants as at the Award Date;
- (b) the length of time that the person has provided services to the Company; and
- (c) the nature and quality of work performed by the person.

## 2.3 *NOTIFICATION OF AWARD*

Following the approval by the Board of the awarding of an Option, the Administrator shall notify the Option Holder in writing of the award and shall enclose with such notice the Option Certificate representing the Option so awarded, and a copy of this Plan.

## 2.4 *LIMITATION*

Neither this Plan nor the grant of any Options hereunder gives any Option Holder who is a director the right to serve or continue to serve as a director, nor does it give any Option Holder who is an employee, executive officer or consultant the right to be or to continue to be employed or engaged by the Company.

# **ARTICLE III TERMS AND CONDITIONS OF OPTIONS**

## 3.1 *BOARD TO ALLOT SHARES*

The Shares to be issued to Option Holders upon the exercise of Options shall be allotted and authorized for issuance by the Board prior to the exercise thereof.

## 3.2 *NUMBER OF SHARES*

Subject to section 3.3, after any particular grant of Options, the aggregate number of Shares which may be reserved for issuance pursuant to the exercise of Options granted under this Plan shall not exceed 20% of the Company's issued and outstanding shares at the time of the grant; and the aggregate number of Shares which may be reserved for issuance pursuant to the exercise of Options granted under this Plan to any one person (and its associates) cannot exceed 5% of the Company's issued and outstanding shares at the time of the grant in any 12 month period. Options to acquire more than 2% of the issued and outstanding Shares of the Company may not be granted to any one consultant in any 12-month period. Options to acquire more than an aggregate of 2% of the issued and outstanding Shares of the Company

may not be granted to persons employed to provide investor relations activities in any 12-month period.

Options that have been cancelled, or that have expired, or that have been exercised, continue to be issuable under the Plan.

### 3.3 *NUMBER OF SHARES – SHAREHOLDERS’ APPROVAL*

The 5% limit in section 3.2 does not apply to a grant of Options if the Company:

- (a) obtains Disinterested Shareholder Approval, and
- (b) before obtaining security holder approval, provides security holders with the following information in sufficient detail to permit security holders to form a reasoned judgment concerning the matter:
  - (i) the eligibility of employees, executive officers, directors, and consultants to be issued or granted Options under this Plan;
  - (ii) the maximum number of securities that may be issued on exercise of the Options, under this Plan;
  - (iii) particulars relating to any financial assistance or support agreement to be provided to Option Holders by the Company to facilitate the exercise of Options under this Plan, including whether the assistance or support is to be provided on a full, part, or nonrecourse basis;
  - (iv) the maximum Exercise Period and the basis for the determination of the Exercise Price;
  - (v) particulars relating to the Options to be granted under this Plan, including transferability; and
  - (vi) the number of votes attaching to securities that, to the Company’s knowledge at the time the information is provided, will not be included for the purpose of determining whether security holder approval has been obtained.

### 3.4 *TERM OF OPTION*

Subject to section 3.5, the Expiry Date of an Option shall be the date so fixed by the Board at the time the particular Option is awarded, provided that such date shall not be later than the (10<sup>th</sup>) tenth anniversary of the Award Date of the Option.

### 3.5 *VESTING AND OTHER RESTRICTIONS*

The Board may, at the Award Date, impose vesting or other limitations or restrictions on the exercise of Options as applicable to any particular Option Holder. An Option Holder may exercise an Option in whole or in part at any time or from time to time during the Exercise Period subject to such vesting, limits or restrictions.

### 3.6 *TERMINATION OF OPTION*

Any options granted pursuant to the Fixed Plan that have vested will terminate at the earlier of:

- i. the expiry date of such options, and,
- ii. 90 days or such other reasonable period determined by the board not exceeding twelve months after



the option holder ceases to act as a director, officer, employee of, or consultant to, the Corporation or any of its affiliates, unless such cessation is on account of death or termination of employment or consultancy with cause.

- iii. If such cessation is on account of death, the options terminate on the first anniversary of such cessation.
- iv. If cessation is due to a termination of employment or consultancy with cause, the options terminate immediately.
- v. Options granted to a person who is engaged in investor relations activities will terminate on the 30th day after the person ceases to be employed to provide investor relations activities.
- vi. The Fixed Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the Shares of the Corporation. Directors may, at their discretion at the time of any grant, impose a schedule over which period of time the option will vest and become exercisable by the optionee.

### 3.7 *EXERCISE PRICE*

The exercise price of options granted under the Fixed Plan will be determined by the Board of Directors, but the exercise price must not be less than the Market Price less any discounts permitted by the Exchange. Market Price is defined in the Fixed Plan as the last closing price of the Shares on the Exchange where listed or otherwise as determined by the board.

### 3.8 *ASSIGNMENT OF OPTIONS*

Options may not be assigned or transferred, and all Option Certificates will be so legended, provided however that the Personal Representatives of an Option Holder may, to the extent permitted by section 4.1, exercise the Options within the Exercise Period.

### 3.9 *ADJUSTMENTS*

If prior to the complete exercise of any Option the Shares are consolidated, subdivided, converted, exchanged or reclassified or in any way substituted for (collectively the "Event"), the Option, to the extent that it has not been exercised, shall be adjusted by the Board in accordance with such Event in the manner the Board deems appropriate. No fractional Shares shall be issued upon the exercise of the Options and accordingly, if as a result of the Event an Option Holder would become entitled to a fractional Share, such Option Holder shall have the right to purchase only the next lowest whole number of Shares and no payment or other adjustment will be made with respect to the fractional interest so disregarded. Additionally, no lots of Shares in an amount less than 500 Shares shall be issued upon the exercise of the Options unless such amount of Shares represents the balance left to be exercised under the Options.

### 3.10 *EXERCISE RESTRICTIONS*

The Options may be subject to resale restrictions in accordance with applicable securities legislation and Exchange Policies, which will not exceed four months and a day from the Award Date.

The Board may, at the time an Option is awarded or upon renegotiation of the same, attach restrictions relating to the exercise of the Option, including vesting provisions. Any such restrictions shall be recorded on the applicable Option Certificate.

## **ARTICLE IV EXERCISE OF OPTIONS**

### *4.1 EXERCISE OF OPTIONS*

An Option may be exercised only by the Option Holder or his Personal Representative. An Option Holder or his Personal Representative may exercise an Option in whole or in part, subject to any applicable exercise restrictions, at any time or from time to time during the Exercise Period up to 5:00 p.m. (Vancouver time) on the Expiry Date by delivering to the Administrator an Exercise Notice, the applicable Option Certificate and a certified cheque or bank draft payable to the Company in an amount equal to the aggregate Exercise Price of the Shares to be purchased pursuant to the exercise of the Option.

### *4.2 ISSUE OF SHARE CERTIFICATES*

As soon as practicable following the receipt of the Exercise Notice and other items under section 4.1, the Administrator shall cause to be delivered to the Option Holder a certificate for the Shares so purchased. If the number of Shares so purchased is less than the number of Shares subject to the Option Certificate surrendered, the Administrator shall forward a new Option Certificate to the Option Holder concurrently with delivery of the aforesaid share certificate for the balance of the Shares available under the Option.

### *4.3 CONDITION OF ISSUE*

The issue of Shares by the Company pursuant to the exercise of an Option is subject to this Plan and compliance with the laws, rules and regulations of all applicable Regulatory Authorities, including the Exchange. The Option Holder agrees to comply with all such laws, rules and regulations and agrees to furnish to the Company any information, report and/or undertakings required to comply with and to fully cooperate with the Company in complying with such laws, rules and regulations.

## **ARTICLE V ADMINISTRATION**

### *5.1 ADMINISTRATION*

The Plan shall be administered by the Board, or an Administrator on the instructions of the Board or such committee of the Board formed in respect of matters relating to the Plan. The Board or such committee may make, amend and repeal at any time and from time to time such regulations not inconsistent with this Plan as it may deem necessary or advisable for the proper administration and operation of this Plan and such regulations shall form part of this Plan. The Board may delegate to the Administrator such administrative duties and powers as it may see fit.

### *5.2 INTERPRETATION*

The interpretation by the Board or its authorized committee of any of the provisions of this Plan and any determination by it pursuant thereto shall be final and conclusive and shall not be subject to any dispute by any Option Holder. No member of the Board or any person acting pursuant to authority delegated by the Board hereunder shall be liable for any action or determination in connection with this Plan made or taken in good faith and each member of the Board and each such person shall be entitled to indemnification with respect to any such action or determination in the manner provided for by the Company.

## **ARTICLE VI**

## **APPROVALS, AMENDMENTS AND TERMINATION**

### 6.1 *EFFECTIVE DATE*

This Stock Option Plan becomes effective upon the Board passing a resolution adopting it.

### 6.2 *PLAN AMENDMENT*

Subject to the approval of any regulatory authority whose approval is required, and any shareholder approval required by such regulatory authority, the Board of Directors may terminate, suspend or amend the terms of the Fixed Plan

### 6.3 *TERMINATION*

The Board may terminate this Plan at any time provided that such termination shall not alter the terms or conditions of any Option or impair any right of any Option Holder pursuant to any Option awarded prior to the date of such termination; and notwithstanding such termination the Company, such Options and such Option Holders shall continue to be governed by the provisions of this Plan.

### 6.4 *AGREEMENT*

The Company and every person to whom an Option is awarded hereunder shall be bound by and subject to the terms and conditions of this Plan.

**END OF DOCUMENT**

**Schedule A  
STOCK OPTION PLAN**

**OPTION CERTIFICATE**

This certificate is issued pursuant to the provisions of Emergence Global Enterprises Inc. (the "Company") Stock Option Plan (the "Plan") and evidences that \_\_\_\_\_ (*Name of Optionee*) is the holder of an option (the "Option") to purchase up to \_\_\_\_\_ (*Number of Shares*) common shares (the "Shares") in the capital stock of the Company at a purchase price of \$\_\_\_\_\_ per Share. Subject to the provisions of the Plan:

- (a) the Award Date of this Option is \_\_\_\_\_ (*insert date of grant*); and
- (b) the Expiry Date of this Option is \_\_\_\_\_ (*insert date of expiry*).

Additional Vesting or Other Restrictions: (insert as applicable)

This Option may be exercised in accordance with its terms at any time and from time to time from and including the Award Date through to and including up to 5:00 p.m. (Vancouver time) on the Expiry Date, by delivering to the Company an Exercise Notice, in the form attached, together with this certificate and a certified cheque or bank draft payable to the Company in an amount equal to the aggregate of the Exercise Price of the Shares in respect of which this Option is being exercised.

This certificate and the Options evidenced hereby are not assignable, transferable or negotiable and are subject to the detailed terms and conditions contained in the Plan. This certificate is issued for convenience only and in the case of any dispute with regard to any matter in respect hereof, the provisions of the Plan and the records of the Company shall prevail.

**Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.**

**EMERGENCE GLOBAL ENTERPRISES INC.**

by its authorized signatory:

\_\_\_\_\_

**EXERCISE NOTICE**

To: The Administrator, Stock Option Plan  
EMERGENCE GLOBAL ENTERPRISES  
INC. (the "Company")

The undersigned hereby irrevocably gives notice, pursuant to the Company's Stock Option Plan (the "Plan"), of the exercise of the Option to acquire and hereby subscribes for (cross out non-applicable item):

- (a) all of the Shares; or
- (b) \_\_\_\_\_ of the Shares, which are the subject of the Option Certificate attached hereto.

Calculation of total Exercise Price:

- (i) number of Shares to be acquired on exercise: \_\_\_\_\_ Shares
- (ii) multiplied by the Exercise Price per Share: \$ \_\_\_\_\_
- TOTAL EXERCISE PRICE, enclosed herewith: \$ \_\_\_\_\_

The undersigned tenders herewith a certified cheque or bank draft in an amount equal to the total Exercise Price of the aforesaid Shares, as calculated above, and directs the Company to issue the share certificate evidencing said Shares in the name of the undersigned to be mailed to the undersigned at the following address:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Signature of Option Holder

\_\_\_\_\_  
Name of Option Holder (please print)

## SCHEDULE “B”

### CHARTER OF THE AUDIT COMMITTEE

(Implemented pursuant to National Instrument 52-110 – Audit Committees)

*National Instrument 52-110 – Audit Committees* (the “Instrument”) relating to the composition and function of audit committees was implemented for reporting issuers and, accordingly, applies to every Exchange listed company, including the Corporation. The Instrument requires all affected issuers to have a written audit committee charter which must be disclosed, as stipulated by *Form 52-110F2*, in the management information circular of the Corporation wherein management solicits proxies from the security holders of the Corporation for the purpose of electing directors to the board of directors. The Corporation, as a [former] TSX Venture Exchange-listed company is, however, exempt from certain requirements of the Instrument.

This Charter has been adopted by the board of directors in order to comply with the Instrument and to more properly define the role of the Committee in the oversight of the financial reporting process of the Corporation. Nothing in this Charter is intended to restrict the ability of the board of directors or Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

#### PART 1

##### **Purpose:**

The purpose of the Committee is to:

- (a) improve the quality of the Corporation’s financial reporting;
- (b) assist the board of directors to properly and fully discharge its responsibilities;
- (c) provide an avenue of enhanced communication between the directors and external auditors;
- (d) enhance the external auditor’s independence;
- (e) increase the credibility and objectivity of financial reports; and
- (f) strengthen the role of the directors by facilitating in depth discussions between directors, management and external auditors.

##### **1.1 Definitions**

“Accounting principles” has the meaning ascribed to it in *National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

“Affiliate” means a Corporation that is a subsidiary of another Corporation or companies that are controlled by the same entity;

“Audit services” means the professional services rendered by the Corporation's external auditor for the audit and review of the Corporation’s financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

“Charter” means this audit committee charter;

“Committee” means the committee established by and among certain members of the board of directors for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation;

“Control Person” means any individual or company that holds or is one of a combination of individuals or companies that holds a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation, or that holds more than 20% of the outstanding voting shares of the Corporation except where there is evidence showing that the holder of those securities does not materially affect the control of the Corporation;

“Financially literate” has the meaning set forth in Section 1.2;

“Immediate family member” means a person’s spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of either the person or the person's immediate family member) who shares the individual’s home;

“Instrument” means National Instrument 52-110 – Audit Committees;

“MD&A” has the meaning ascribed to it in National Instrument 51-102;

“Member” means a member of the Committee;

“National Instrument 51-102” means National Instrument 51-102 - Continuous Disclosure Obligations; and

“Non-audit services” means services other than audit services.

## **1.2 Meaning of Financially Literate**

For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

## **PART 2**

### **2.1 Audit Committee**

The board of directors has hereby established the Committee for, among other purposes, compliance with the Instrument.

### **2.2 Relationship with External Auditors**

The Corporation will require its external auditor to report directly to the Committee and the Members shall ensure that such is the case.

### **2.3 Committee Responsibilities**

1. The Committee shall be responsible for making the following recommendations to the board of directors:
  - (a) 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 Corporation; and
  - (b) the compensation of the external auditor.
2. The Committee shall be directly responsible for overseeing 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 Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
  - (a) reviewing the audit plan with management and the external auditor;
  - (b) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
  - (c) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;

- (d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
  - (e) reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtaining an explanation from management of all significant variances between comparative reporting periods;
  - (f) reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to any identified weakness;
  - (g) reviewing interim unaudited financial statements before release to the public;
  - (h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report and management's discussion and analysis;
  - (i) reviewing the evaluation of internal controls by the external auditor, together with management's response;
  - (j) reviewing the terms of reference of the internal auditor, if any;
  - (k) reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any identified weaknesses; and
  - (l) reviewing the appointments of the chief financial officer and any key financial executives involved in the financial reporting process, as applicable.
3. The Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the issuer's external auditor.
  4. The Committee shall review the Corporation's financial statements, MD&A, and annual and interim earnings press releases before the Corporation publicly discloses this information.
  5. The Committee shall ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and shall periodically assess the adequacy of those procedures.
  6. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Instrument 51-102, and the planned steps for an orderly transition.
  7. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in *National Instrument 51-102*, on a routine basis, whether or not there is to be a change of auditor.
  8. The Committee shall, as applicable, establish procedures for:
    - (a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
    - (b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
  9. As applicable, the Committee shall establish, periodically review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer, as applicable.
  10. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.

#### **2.4 De Minimis Non-Audit Services**

The Committee shall satisfy the pre-approval requirement in subsection 2.3(3) if:



- (a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the issuer and its subsidiary entities to the issuer's external auditor during the financial year in which the services are provided;
- (b) the Corporation or the subsidiary of the Corporation, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
- (c) the services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its Members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

## **2.5 Delegation of Pre-Approval Function**

1. The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).
2. The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 2.5(1) must be presented to the Committee at its first scheduled meeting following such pre- approval.

## **PART 3**

### **3.1 Composition**

1. The Committee shall be composed of a minimum of three Members.
2. Every Member shall be a director of the issuer.
3. The majority of Members shall not be employees, Control Persons or officers of the Corporation.
4. If practicable, given the composition of the directors of the Corporation, each audit committee member shall be financially literate.

## **PART 4**

### **4.1 Authority**

Until the replacement of this Charter, the Committee shall have the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the Committee;
- (c) communicate directly with the internal and external auditors; and
- (d) recommend the amendment or approval of audited and interim financial statements to the board of directors.

## **PART 5**

### **5.1 Disclosure in Information Circular**

If management of the Corporation solicits proxies from the security holders of the Corporation for the purpose of electing directors to the board of directors, the Corporation shall include in its management information circular the disclosure required by *Form 52-110F2* (Disclosure by Venture Issuers).

## **PART 6**

### **6.1 Meetings**

1. Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

2. Opportunities shall be afforded periodically to the external auditor, the internal auditor and to members of senior management to meet separately with the Members.
3. Minutes shall be kept of all meetings of the Committee.