



**#145 – 925 Georgia Street, Vancouver, British Columbia, Canada, V6C 3L2
Telephone: 604 669-4771 and Website: www.MagOneProducts.com**

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders (the “**Meeting**”) of Mag One Products Inc. (the “**Company**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada, on March 8, 2019 at 10:00 a.m. (Pacific Time) for the following purposes:

1. To receive and consider the consolidated financial statements of the Company together with the auditor’s reports thereon and related management discussion and analyses for the years ended September 30, 2017 and September 30, 2018.
2. To elect directors for the ensuing year.
3. To appoint an auditor of the Company for the ensuing year, and to authorize the directors to fix the auditor’s remuneration.
4. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular. Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy or voting instruction form and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder.

DATED at Vancouver, British Columbia, Canada, on this 1st day of February, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

“Gillian Holcroft”

Gillian Holcroft

President and Chief Executive Officer



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INFORMATION CIRCULAR

(As at February 1, 2019, *except as otherwise indicated*)

This Information Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of Mag One Products Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on March 8, 2019 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

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

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

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

voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

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

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered shareholders electing to submit a proxy may do so using one of the following methods:

- (a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada, V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy form for the toll free number, the holder's account number and the proxy access number; or
- (c) via Computershare's internet website www.investorvote.com. Registered shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In each of the above cases Registered shareholders must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or the adjournment thereof.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered

shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

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

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing process and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners (“**OBOs**”) object to their name being made known to the issuers of securities which they own; and Non-Objecting Beneficial Owners (“**NOBOs**”) who do not object to the issuers of the securities they own knowing who they are.

Pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Company distributes copies of the Notice of Meeting, this Circular and the form of Proxy (collectively, the “**Meeting materials**”) to the depository and intermediaries for onward distribution to Beneficial Shareholders. The Company does not send Meeting materials directly to Beneficial Shareholders. Intermediaries are required to forward the Meeting materials to all Beneficial Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

These Meeting materials are being sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a beneficial owner, and the Company or its agent sent these materials to you directly, your name, address and information about your holdings of securities were obtained in accordance with applicable securities regulatory requirements by the intermediary holding securities on your behalf.

If you are a Beneficial Shareholder

If you are a Beneficial Shareholder you should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge mails a Voting Instruction Form (“**VIF**”) in lieu of the Proxy provided by the Company. The VIF will name the same persons as are named on the Company's form of Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the

Company), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge's instructions. Broadridge will then tabulate the results of all instructions received and provide appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting to vote your Common Shares.**

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, or at the address of the registered office of the Company located at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, Canada, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

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

Notice to Shareholders resident in the United States

The solicitation of proxies is not subject to the requirements of Section 14(a) of the United States *Securities and Exchange Act of 1934*, as amended (the "**U.S. Exchange Act**"), by virtue of an exemption applicable to proxy solicitations by foreign private issuers as defined in Rule 3b-4 of the U.S. Exchange Act. Accordingly, this Circular has been prepared in accordance with applicable Canadian disclosure requirements. Residents of the United States should be aware that such requirements differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Company's shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of shares by them may have tax consequences both

in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

If financial statements are included or incorporated by reference herein, they have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada. Such consequences for Company shareholders who are resident in, or citizens of, the United States may not be described fully in this Circular.

The enforcement by the Company Shareholders of civil liabilities under the United States federal securities laws may be affected adversely by the fact that the Company is incorporated or organized under the laws of a foreign country, that some or all of their officers and directors and the experts named herein are residents of a foreign country and that the major assets of the Company are located outside the United States.

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors of the Company (the “**Board**”) has fixed January 29, 2019 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Class A Common Shares; which Common Shares are listed for trading on the Canadian Securities Exchange (the “**CSE**”). As of February 1, 2019, there were 43,434,903 Common Shares issued and outstanding, each carrying the right to one vote. The Company is also authorized to issue an unlimited number of non-voting Class B preferred shares (the “**Preferred Shares**”). As of February 1, 2019 there were no Preferred Shares outstanding. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Company, there is no persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common of the Company as at February 1, 2019.

Documents Incorporated by Reference

The following documents filed with the securities commissions or similar regulatory authority in each of the Provinces of Alberta, British Columbia and Ontario at www.sedar.com are specifically incorporated by reference into, and form an integral part of, this Circular:

- the amended audited financial statements of the Company for the financial year ended September 30, 2017, as filed on SEDAR on September 14, 2018, and the related management's discussion and analysis as SEDAR filed on January 31, 2018; and
- the proposed audited financial statements of the Company for the financial year ended September 30, 2018, and the related management's discussion and analysis, which are expected to be filed on SEDAR on or before February 11, 2019.

Copies of documents incorporated herein by reference may also be obtained by a shareholder upon request without charge from the Company's Chief Financial Officer, located at #145 – 925 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3L2, or at info@magoneproducts.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein.

If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The size of the Board was set by resolution of the directors at four directors. Accordingly, to continue the current number of directors and, pursuant to the Articles of the Company (the "**Articles**"), the Board has not changed the number of directors to be elected and four directors will be elected at the Meeting. Shareholders are asked to consider the persons set forth in the table below as director nominees, and to vote at the Meeting to elect them as directors for the ensuing year.

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

The following table sets out the names of management's four nominees for election as director, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment (for the last five years for each director nominee), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, at February 1, 2019.

Name of Nominee; Current Position with the Company and Province; and Country of Residence	Period as a director of the Company	Present Principal Occupation	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Gillian Holcroft⁽⁴⁾ President, Chief Executive Officer and a director Montreal, Quebec	February 10, 2017	Ms. Holcroft, is a bilingual executive chemical engineer with 30 years of experience, which includes Mining and Metallurgical process development and operations (including magnesium metal production), the commercialization of advanced technology, green field EPC project management, US Department of Defence as well as International Trade. Ms. Holcroft is recognized for her strong planning abilities as demonstrated by negotiating and directing large and extremely complex projects.	Nil ⁽²⁾
William Thomas Chief Financial Officer, Secretary and a director Vancouver, British Columbia	August 24, 2018	Mr. Thomas has over 40 years of experience in international finance and management mainly in the natural resource sector, technology, pharmaceutical and start up organizations. Mr. Thomas holds a Chartered Professional Accountant (CPA) designation and graduated from the University of Toronto with an honours Bachelor of Commerce degree.	Nil

Name of Nominee; Current Position with the Company and Province; and Country of Residence	Period as a director of the Company	Present Principal Occupation	Common Shares Beneficially Owned or Controlled⁽¹⁾
Nelson Skalbania⁽⁴⁾ Director Vancouver, British Columbia	Since May 21, 2015	Mr. Skalbania is a professional engineer and graduate from UBC and the California Institute of Technology (CalTech). Mr. Skalbania began his career as an engineering consultant by forming McKenzie Snowball & Skalbania Consultants. For almost 20 years Mr. Skalbania was president and majority owner of this successful firm and grew the company to over 100 staff in four locations. Mr. Skalbania then expanded into an extensive and highly successful real estate career where he owned and operated properties all over North America. In addition, Mr. Skalbania has been an owner of 10 different sports teams and involved in over 100 businesses, including technology, mining, manufacturing and oil services. to name a few.	2,373,700 ⁽³⁾
Rodney Burylo⁽⁴⁾ Director Calgary, Alberta	December 1, 2017	Mr. Burylo is a Chartered Investment Manager and Fellow of the Canadian Securities Institute with over 30 years of experience throughout the financial services industry. Mr. Burylo has worked with wide variety of companies in various business development roles, and as Chief Compliance Officer and a director of Canada's largest Exempt Market Dealer. Mr. Burylo is an international speaker, business author and Canadian Advisor of the Year award winner.	Nil

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Company and has been furnished by the respective nominees.
- (2) Ms. Holcroft holds options to purchase 200,000 Common Shares at \$0.30 each expiring on September 14, 2019.
- (3) 730,700 shares are held indirectly through Regal RV Resorts Inc., a company which is owned and controlled by Mr. Skalbania, and the balance of Common Shares is held directly. Mr. Skalbania also holds options to purchase 860,000 Common Shares at \$0.30 each expiring on September 14, 2019.
- (4) Member of Audit Committee.

None of the nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

Penalties, Sanctions and Cease Trade Orders

Except as set out below, no proposed director is, as at the date of this Circular, or has been, within ten years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company in respect of which the Circular is being prepared) that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director 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; or
- (c) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (d) has, within the ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

On May 14, 2018, the British Columbia Securities Commission (the “**BCSC**”), as principal regulator, issued a cease trade order against the Company for failure to comply with the requirements of Part 3 of National Instrument 52-107 – *Acceptable Principles and Auditing Standards*, with respect to the Company’s financial statements for each of its financial year ended September 30, 2017 and its interim period ended December 31, 2017. On September 17, 2018, the Company re-filed its financial statements for its financial year ended September 30, 2017 and for its interim period ended December 31, 2017 and applied to the BCSC for a revocation order. On October 18, 2018, the BCSC issued a revocation order to the cease trade order. The Company was reinstated for trading on the CSE on October 24, 2018.

On June 5, 2018, the BCSC issued a failure to file cease trade order (the “**FTFCTO**”) against the Company for failing to file financial statements, management’s discussion and analysis and certificates of Chief Executive Officer and Chief Financial Officer for the interim period ended March 31, 2018. On August 17, 2018, the Company filed its interim statements and on August 30, 2018, the BCSC issued a revocation order to the FTFCTO.

Gillian Holcroft, Rod Burylo and Nelson Skalbania were directors of the Company at the time the CTO and FTFCTO were issued.

On February 4, 2019, the BCSC issued a further failure to file cease trade order against the Company for failing to file its financial statements, management’s discussion and analysis and

certificates of Chief Executive Officer and Chief Financial Officer for its financial year ended September 30, 2018. The Company presently expects to make such filings on or before February 11, 2019 and, consequent thereon, seek a revocation order from the BCSC for the same.

On November 18, 2009, the BCSC issued a cease trade order to Mainland Resources Inc. (“**Mainland**”) for failure to file annual oil and gas disclosure records for the year ended February 28, 2009. Mainland subsequently filed the required records and on January 29, 2010 the BCSC issued a revocation order to the cease trade order. On July 6, 2012, the BCSC issued a cease trade order to Mainland for failure to file annual financial statements for the year ended February 28, 2012 pursuant to Part 4 of National Instrument 51-102 - *Continuous Disclosure Obligations* (“**NI 51-102**”) as well as a Form 51-102F1 Management’s Discussion and Analysis for the same period pursuant to Part 5 of NI 51-102 and section 5(b) of British Columbia Instrument 51-509 (“**BCI 51-509**”) and a Form 51-102F2 Annual Information Form for the year ended February 28, 2012 pursuant to section 5(c) of BCI 51-509. The cease order remains in effect. William Thomas was a director of Mainland at the time of that those cease trade orders were issued and those orders remained in effect more than 30 days while he was a director. Mr. Thomas was also the Chief Financial Officer and Secretary of Mainland from July, 2008 to September, 2009 and then from March, 2010 to February, 2013.

On May 4, 2012, Tresoro Mining Corp. (“**Tresoro**”) received a cease trade order from the BCSC, the effect of which was limited to the Province of British Columbia. The cease trade order was issued as a result of certain continuous disclosure then made and failed to be made by Tresoro in its annual information form filings for its financial years ended February 28, 2010 and February 28, 2011 under Part 6 of NI 51-102 and section 5(c) of BCI 51-509, inclusive of its then technical report disclosure and related management discussion and analysis. Tresoro subsequently filed the required records and on November 13, 2012 the BCSC issued a revocation order to the cease trade order. On July 8, 2013, the BCSC issued a cease trade order to Tresoro for failure to file annual financial statements for its year ended February 28, 2013 pursuant to Part 4 of NI 51-102 as well as a Form 51-102F1 Management’s Discussion and Analysis for the same period pursuant to Part 5 of NI 51-102 and section 5(b) of MI 51-105 and a Form 51-102F2 Annual Information Form for the year ended February 28, 2013 pursuant to section 5(c) of MI 51-105. That cease trade order remains in effect. Mr. Thomas was an officer and director of Tresoro Mining Corp. from August, 2008 until March, 2014.

On October 12, 2012, the BCSC issued a cease trade order to Alaska Gold Corp. (“**Alaska Gold**”) for failure to file annual financial statements for the year ended May 31, 2012 pursuant to Part 4 of NI 51-102 as well as a Form 51-102F1 Management’s Discussion and Analysis for the same period pursuant to Part 5 of NI 51-102 and section 5(b) of MI 51-105 and a Form 51-102F2 Annual Information Form for the year ended May 31, 2012 pursuant to section 5(c) of MI 51-105. The cease trade remains in effect. Mr. Thomas has been a director of Alaska Gold since April 5, 2011.

Unless otherwise directed, the persons named in the enclosed form of Proxy intend to vote FOR the election of the nominees named herein as directors of the Company until the close of the next annual general meeting.

APPOINTMENT OF AUDITOR

At the Meeting the Board will nominate Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants, for appointment as auditor of the Company for the ensuing year. The Company's management recommends that shareholders vote in favour of the re-appointment of Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants, as the Company's auditor.

Unless otherwise directed, the persons named in the enclosed form of Proxy intend to vote FOR the appointment of Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants, as auditor of the Company until the close of the next annual general meeting.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

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

The Audit Committee's Charter

The Company's Audit Committee (the “**Audit Committee**”) has a charter, a copy of which was attached as Schedule “A” to the Company's Information Circular dated October 27, 2017 which was prepared for the Company's 2017 annual general meeting at the time.

Composition of the Audit Committee

Members of the Company's Audit Committee are Gillian Holcroft, Nelson Skalbania and Rod Burylo. Nelson Skalbania and Rod Burylo are the independent members of the Audit Committee. Gillian Holcroft is not independent as she is also the President and Chief Executive Officer of the Company. All Audit Committee members are considered to be financially literate.

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

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

Relevant Education and Experience

Each member of the Company's Audit Committee has the adequate education and experience relevant to their performance as an audit committee member and, in particular, the requisite education and experience that provides the member with:

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

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants.

Reliance on Certain Exemptions

At no time has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-audit Services; "NI 52-101"), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemptions in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

Pre-Approval Policies and Procedures

See the Company's Audit Committee Charter for specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audit services provided by Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants, to the Company to ensure auditor independence. Fees incurred with Dale Matheson Carr-Hilton LaBonte, LLP, Chartered Professional Accountants, for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended September 30, 2018	Fees Paid to Auditor in Year Ended September 30, 2017
Audit Fees ⁽¹⁾	\$20,400	\$20,400
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$3,000	\$3,000
All Other Fees ⁽⁴⁾	(\$3,200)	\$4,300
Total	\$27,700	\$20,200

Notes:

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

CORPORATE GOVERNANCE

General

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

National Policy 58-201 - *Corporate Governance Guidelines* ("NP 58-201") establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* also requires the Company to disclose annually in its information circular certain information concerning its corporate governance practices.

Board of Directors

The Board is currently composed of four directors. All of the proposed nominees for election as directors at the Meeting are currently directors of the Company. NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material relationship" is defined as a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The Board facilitates its independent supervision over management by conducting quarterly reviews of the Company's consolidated financial statements and management discussion and analysis as well as requiring material transactions to be approved by the Board prior to the transaction taking place.

Our independent Board members are Nelson Skalbania and Rod Burylo.

Mandate of the Board

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

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

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

Currently, the positions of President and Chief Executive Officer are combined. However, given the size of the Company's current operations, the Board believes that the Company is well serviced and the independence of the Board from management is not compromised by the combined role. In addition, the Board has found that the fiduciary duties placed on management by the Company's governing corporate legislation and common law and the restrictions on an individual director's participation in decisions of the Board in which the director has an interest under applicable corporate and securities legislation provide the "independent" directors with significant input and leadership in exercising their responsibilities for independent oversight of management. In addition, each member of the Board understands that he or she is entitled to seek the advice of an independent expert if he or she reasonably considers it warranted under the circumstances and the "independent" directors have the ability to meet independently of management whenever deemed necessary.

Directorships

The current directors of the Company are not board members of any other reporting issuers.

Orientation and Continuing Education

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

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

Ethical Business Conduct

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

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

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

Nomination of Directors

The Board will consider the size of the Board each year when it considers the number of directors to recommend for director nominees. The criteria for selecting new directors shall reflect the requirements of the listing standards of the CSE (or such other exchange or self-regulatory organization on which the Company's shares are listed for trading) with respect to independence and the following factors:

- (a) the appropriate size of the Company's Board;
- (b) the needs of the Company with respect to the particular talents and experience of its directors;
- (c) personal and professional integrity of the candidate;

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

Compensation

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

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

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

STATEMENT OF EXECUTIVE COMPENSATION

The following information is provided as required under *Statement of Executive Compensation – Venture Issuer*, Form 51-102F6V (the "F6V"), as such form is defined in N 51-102, and relates to the Company's years ended September 30, 2018 and September 30, 2017.

References in the F6V to "**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, all share compensation units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

All currency references in this section are expressed in Canadian dollars unless otherwise specified. A reference to US\$ means United States dollars.

Named Executive Officers

In this section “Named Executive Officer” (“NEO”) means any individual who, during the Company’s most recently completed financial years ended September 30, 2018 and 2017 was:

- (a) the Chief Executive Officer (“CEO”) (or an individual who acted in a similar capacity) of the Company;
- (b) the Chief Financial Officer (“CFO”) (or an individual who acted in a similar capacity) of the Company;
- (c) each of the three other most highly compensated executive officers of the Company or any of its subsidiaries or the three most highly compensated individuals acting in a similar capacity (except those whose total salary and bonus does not exceed \$150,000); and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer nor a director of the Company or any of its subsidiaries, nor acting in a similar capacity, at the end of the Company’s fiscal years ended September 30, 2018 and September 30, 2017.

For the purposes of this section, the following are the NEOs for the year ended September 30, 2018:

- Gillian Holcroft, President, Chief Executive Officer and director; William (Bill) Thomas, Chief Financial Officer, Secretary and a director; and Nelson Skalbania, former Chief Executive Officer and a current director.

For the purposes of this section, the following are the NEOs for the year ended September 30, 2017:

- Gillian Holcroft, President, Chief Executive Officer and a director; Nelson Skalbania, former Chief Executive Officer and a current director; Jared Scharf, former Chief Financial Officer; and Lucky Janda, former Chief Executive Officer and a director.

During the years ended September 30, 2018 and September 30, 2017, the following persons were directors of the Company who were not also NEOs: Rod Burylo; Sonny Janda; Charn Deol; and James Blencoe.

Director and NEO compensation, excluding compensation securities

The following table sets forth all annual and long term compensation for services paid to or earned by each of the NEOs and directors during the Company's years ended September 30, 2018 and September 30, 2017.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Gillian Holcroft ⁽¹⁾ President, Chief Executive Officer and a director	2018	144,000	Nil	Nil	Nil	24,000 ●	168,000
	2017	112,000	Nil	Nil	Nil	Nil	112,000
William Thomas ⁽²⁾ Chief Financial Officer, Secretary and a director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	N/A	N/A	N/A	N/A	N/A	N/A
Nelson Skalbania ⁽³⁾ Former Chief Executive Officer and a current director	2018	72,000	Nil	Nil	Nil	53,500	125,500
	2017	72,000	Nil	Nil	Nil	Nil	72,000
Rod Burylo ⁽⁴⁾ Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
James Blencoe ⁽⁵⁾ Former director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Jared Scharf ⁽⁶⁾ Former Chief Financial Officer	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Lucky Janda ⁽⁷⁾ Former Chief Executive Officer and a director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Sonny Janda ⁽⁸⁾ Former director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Charn Deol ⁽⁹⁾ Former Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Gillian Holcroft was appointed to the office of President and to the Board on February 10, 2017. She was appointed CEO on August 22, 2018
- (2) William Thomas was appointed to the office of CFO and Secretary and to the Board on August 22, 2018.
- (3) Nelson Skalbania was appointed to the Board on May 21, 2015. He served as interim CEO from February 10, 2017 to August 22, 2018 and as interim CFO from April 24, 2017 to August 22, 2017.
- (4) Rod Burylo was appointed to the Board on December 6, 2017.
- (5) James Blencoe served on the Board on from May 21, 2015 to November 30, 2017.
- (6) Jared Scharf held the office of CFO from August 5, 2015 until April 24, 2017.
- (7) Lucky Janda held the office of CEO from April 26, 2013 to February 10, 2017.
- (8) Sonny Janda served on the Board from April 20, 2013 to April 24, 2017.
- (9) Charn Deol served on the Board from April 30, 2014 to November 30, 2017.

Stock Options and Other Compensation Securities

Summary of Stock Option Plan

The Company has an incentive-based compensation plan, being its rolling stock option plan (the “**Stock Option Plan**”), which was adopted by the Board on September 22, 2017 and subsequently approved by shareholders at the previous annual general meeting held on November 30, 2017. The Stock Option Plan is designed to promote the long-term success of the Company by strengthening the ability of the Company to attract and retain highly competent employees and by promoting greater alignment of interests between executives and shareholders in the creation of long-term shareholder value. A copy of the Stock Option Plan is available under the Company’s profile at www.sedar.com.

The purpose of granting stock options (each an “**Option**”) is to assist the Company in compensating, attracting, retaining and motivating its executive officers and to closely align the personal interests of such persons to that of the shareholders. The Company granted 4,000,000 Options during the year ended September 30, 2017. No Options were granted during the year ended September 30, 2018.

The Board has the authority either to grant Options or has the authority to delegate to any Board committee (the “**Committee**”) appointed for the purpose of compensating the Company’s directors, officers, employees and consultants, the ability to grant Options to the Company’s directors, management, employees and consultants. Options can be granted, from time to time, at the sole discretion of the Board or the Committee, to persons eligible to receive Options under the Stock Option Plan. Option exercise prices are set in accordance with CSE policies.

In determining the number of Options to be granted to the executive officers, the Board considers a number of factors, including: the amount and term of Options previously granted; base salary and annual performance incentives awarded to the executives and commensurate with those offered by other companies in our industry; and the exercise price of any outstanding Options to ensure that such grants are in accordance with CSE policies. Options vest on terms established by the Board or the Committee at the time of grant.

The Stock Option Plan is a rolling plan. Under the Stock Option Plan, Options totalling a maximum of 10% of the Common Shares outstanding from time to time are available for grant.

As at February 1, 2019, there were 43,434,903 Common Shares issued and outstanding in the Company. Accordingly, under the Stock Option Plan the Company has the authority to grant Options to purchase up to a total of 4,343,490 Common Shares. At the date of this Circular, Options to purchase an aggregate of 3,010,000 Common Shares are granted and outstanding under the Stock Option Plan, representing 6.9% of the outstanding Common Shares.

Stock Option Grants

During the Company’s year ended September 30, 2018 no Options were granted. During the Company’s year ended September 30, 2017 the following Options were granted to the NEOs and directors of the Company:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Gillian Holcroft , President, CEO and Director	Options	200,000	September 14, 2017	\$0.30	\$0.30	\$0.30	September 14, 2019
William (Bill) Thomas , CFO, Corporate Secretary and Director	Options	Nil	Nil	Nil	Nil	Nil	Nil
Nelson Skalbania , former CEO and current Director	Options	1,630,000 ¹	September 14, 2017	\$0.30	\$0.30	\$0.30	September 14, 2019
Rod Burylo Director	Options	Nil	Nil	Nil	Nil	Nil	Nil
James Blencoe Former director	Options	200,000	September 14, 2017	\$0.30	\$0.30	\$0.30	September 14, 2019
Jared Scharf , former CFO	Options	Nil	Nil	Nil	Nil	Nil	Nil
Lucky Janda , former CEO and Director	Options	Nil	Nil	Nil	Nil	Nil	Nil
Sonny Janda former Director	Options	Nil	Nil	Nil	Nil	Nil	Nil
Charn Deol former Director	Options	400,000 ²	September 14, 2017	\$0.30	\$0.30	\$0.30	September 14, 2019

Notes:

- (1) 700,000 of these Options were granted in the name of Regal RV Resorts, a company which is owned and controlled by Mr. Skalbania.
- (2) 200,000 of these Options were granted in the name if Sprint Capital Group, a company which is owned and controlled by Mr. Deol

Exercise of Compensation Securities by NEOs and Directors

During Company's years ended September 30, 2018 and September 30, 2017 the following options were exercised by the NEOs and Directors:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Gillian Holcroft , President, CEO and a director	Options	Nil	N/A	N/A	N/A	N/A	Nil
William Thomas CFO, Secretary and a director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Nelson Skalbania former CEO and a current director	Options	910,000	\$0.30	Various			
Rod Burylo Director	Options	Nil	N/A	N/A	N/A	N/A	N/A
James Blencoe Former director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Jared Scharf , Former CFO	Options	Nil	N/A	N/A	N/A	N/A	N/A
Lucky Janda , Former CEO and a director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Sonny Janda Former director	Options	Nil	N/A	N/A	N/A	N/A	N/A
Charn Deol Former director	Options	Nil	N/A	N/A	N/A	N/A	N/A

Employment, consulting and management agreements

Other than as set out herein, the Company has no agreements or arrangements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO.

The Company currently has a personal services contract, dated February 9, 2017, with GLH Strategic Consulting Ltd. ("GLH"), which is owned and controlled by Gillian Holcroft, for the provision for providing various consulting services to the Company and including, without limitation, in Ms. Holcroft's current position as President and CEO of the Company (the "Consulting Agreement").

Oversight and description of director and NEO compensation

Compensation Review Process

The Board determines the compensation of its NEOs. In determining compensation, the Board considers industry standards and financial situation but does not currently have any formal objectives or criteria. The performance of each NEO is informally monitored by the Board having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer.

The Company does not have a compensation committee. The Board has not adopted any specific policies or practices to determine the compensation for the Company's directors and NEOs other than as disclosed above.

Elements of Executive Compensation Program

The Company's compensation program consists of the following elements:

- (a) base salary or consulting fees;
- (b) bonus payments; and
- (c) equity participation through the Stock Option Plan.

Base Salary or Consulting Fees

Base salary ranges for NEOs were initially determined upon review of salaries paid by other companies that are comparable in size to the Company.

In determining the base salary of a NEO, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the same industry, which were similar in size and stage of development as the Company;
- (c) the experience level of the NEO;
- (d) the amount of time and commitment which the NEO devotes to the Company; and
- (e) the NEO's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Payments

Each of the NEOs, as well as all employees, are eligible for an annual bonus, payable in cash or through option-based compensation. The amount paid is based on the Board's assessment of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash management and share price

performance) and operational criteria (such as significant acquisitions and the attainment of corporate milestones).

Equity Participation

The Company currently offers equity participation in the Company through the Stock Option Plan.

Executive Compensation

Except for the grant of incentive stock Options, and save and except for the current Consulting Agreement with GLH, there are no arrangements under which NEOs were compensated by the Corporation during the two most recently completed financial years for their services in their capacity as NEOs, directors or consultants.

Director Compensation

There were no arrangements under which directors were compensated by the Company during the two most recently completed financial years for their services in their capacity as directors.

Share-based Awards – Equity Compensation Plan

The Board has not adopted and the Company has not approved any equity compensation plans utilizing share-based awards.

Option-based Awards – Stock Option Plan

On October 12, 2017, the Board adopted the Stock Option Plan, a “rolling” stock option plan, pursuant to which the Board may from time to time, at its discretion, and in accordance with CSE requirements, grant to directors, officers, employees and consultants non-assignable and non-transferable Options to purchase the Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the then issued and outstanding Common Shares. See “Stock Options and Other Compensation Securities – Summary of the Stock Option Plan” above.

Actions, Decisions, Policies made after the Company’s September 30, 2018 Financial Year End

Effective October 24, 2018, the Company re-commenced trading on the CSE following the revocation of the cease trade orders issued on May 14, 2018 and June 5, 2018.

Pension Disclosure

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

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

See disclosure under “Stock Options and Other Compensation Securities” under “Statement of Executive Compensation” above for disclosure on the Company’s equity compensation regime.

The following table sets out equity compensation plan information as at the end of the financial year ended September 30, 2018, when there was 44,147,283 Common Shares outstanding. Accordingly, there was an aggregate maximum of 4,414,728 Common Shares available for exercise of Options pursuant to the Stock Option Plan.

Equity Compensation Plan Information - 2018

	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))
Plan Category	(a)	(b)	(c)
Equity compensation plans to be approved by securityholders - (the Stock Option Plan)	3,010,000	N/A	1,404,728
Equity compensation plans not approved by securityholders	N/A	N/A	Nil
Total	3,010,000	N/A	1,104,728

The following table sets out equity compensation plan information as at the end of the financial year ended September 30, 2017, when there was 40,151,343 Common Shares outstanding. Accordingly, there was an aggregate maximum of 4,015,134 Common Shares available for exercise of Options pursuant to the Stock Option Plan.

Equity Compensation Plan Information - 2017

	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))
Plan Category	(a)	(b)	(c)
Equity compensation plans to be approved by securityholders - (the Stock Option Plan)	4,000,000	\$0.30	15,134
Equity compensation plans not approved by securityholders	N/A	N/A	Nil
Total	4,000,000	N/A	15,134

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company or have any indebtedness that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the years ended September 30, 2018, or 2017 or has any interest in any material transaction in the current year or as of the date hereof other than as set out herein.

MANAGEMENT CONTRACTS

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

PARTICULARS OF MATTERS TO BE ACTED UPON

Items of Business

1. Presentation of financial statements – see page 6 above;
2. Election of directors – see page 6 above; and
3. Appointment of auditor – see page 11 above.

ADDITIONAL INFORMATION

Financial information is provided in the audited consolidated financial statements of the Company for the years ended September 30, 2018 and September 30, 2017, the report of the auditor and in the related management discussion and analysis (together, the “**Financial Statements**”). Copies of the Financial Statements will be available on www.sedar.com and will be available at the Meeting.

Additional information relating to the Company is available as filed on www.sedar.com and upon request from the Company’s Chief Financial Officer, located at #145 – 925 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3L2, or at info@magoneproducts.com. Copies of documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge from any person or company who is not a security holder of the Company, who requests a copy of any such document.

OTHER MATTERS

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

The contents of this Circular and its distribution to shareholders have been approved by the Board.

APPROVED by the Board at Vancouver, British Columbia, Canada, on this 1st day of February, 2019

BY ORDER OF THE BOARD OF DIRECTORS

“Gillian Holcroft”

Gillian Holcroft

President and Chief Executive Officer
