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INFORMATION CIRCULAR
with information as at January 23, 2018, *except as otherwise indicated*

This Information Circular is furnished in connection with the solicitation of proxies by the management of High Hampton Holding Corp. (the “Company”) for use at the annual general meeting (the “Meeting”) of the Company’s shareholders to be held on March 1, 2018 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to **High Hampton Holdings Corp.** “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. All references to dollar amounts herein are reported in Canadian dollars, unless stated otherwise.

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. The Company has arranged for intermediaries to forward the meeting materials to beneficial owners of Common Shares held as of the record date by those intermediaries and 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/or 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 act 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 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 persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who choose to submit a proxy may do so by 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 Trust Company of Canada ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, or by hand delivery to the 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada, V6C 3B9;
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll free number, the holder's account number and the Proxy access number; or
- (c) log on to the internet website of the Company's transfer agent at www.investorvote.com. Registered shareholders must follow the instructions provided at the website and refer to the enclosed Proxy for the holder's account number and the Proxy access number.

Registered Shareholders must ensure the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment thereof.

Beneficial Shareholders (Non-registered Shareholders)

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note 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 name of the shareholder's broker or an agent of that broker. 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 (the "U.S."), 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 shareholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

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 form of proxy 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 now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and in the

U.S. Broadridge mails a voting instruction form (a “**VIF**”) in lieu of a Proxy provided by the Company. The VIF will name the same persons as the Company’s 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), other than 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 by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with Broadridge’s instructions, well in advance of the Meeting in order to have your Common Shares voted at the Meeting, or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares.**

This information circular and related material is being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and the securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the “**BCA**”), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

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 Registered 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 at 804 – 750 West Pender Street, Vancouver, British Columbia, Canada V6C 2T7, 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.

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company was incorporated on November 12, 2010 under the name "Infinity Minerals Corp." but changed its name to "Herbal Clone Bank Canada Inc." on August 29, 2014, and on June 18, 2015 changed its name to "High Hampton Holdings Corp."

The Common Shares of the Company are listed for trading on the Canadian Securities Exchange (the "CSE") under the trading symbol "HC". Effective August 29, 2017, the Company completed the acquisition of all the issued and outstanding shares of CoachellaGro Corp., which constituted a fundamental change within the meaning of the CSE policies.

The board of directors (the "**Board**") of the Company has fixed January 23, 2018 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of and to vote at 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 Common Shares. As of the Record Date, there were **31,700,826** Common Shares issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors and there are no cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, as at the Record Date, there were no person(s) or corporation(s) 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 Shares of the Company.

Documents Incorporated by Reference

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

- The audited annual financial statements of the Company for the financial year ended August 31, 2017, together with the report of the auditor thereon and the related management discussion and analysis, both of which have been filed under the Company's SEDAR profile on December 29, 2017.
- The audited annual financial statements of the Company for the financial year ended August 31, 2016, together with the report of the auditor thereon and the related management discussion and analysis, both of which have been filed under the Company's SEDAR profile on December 29, 2016.

Printed copies of any documents referred to and incorporated herein by reference may be obtained by a shareholder without charge upon request from the Corporate Secretary of the Company at Tel: (416) 276-4581, Fax: 416 981-3535, or at the address of the Company at 8 Wellington St. E. Mezzanine Level, Toronto, Ontario, Canada M5E 1C5. Copies of the documents are also available under the Company's SEDAR profile, which can be accessed at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. The resolution to ratify, confirm and approve is required to be passed by a simple majority of the votes cast on the resolution and to be passed by a resolution of a majority of the disinterested shareholders voting on the resolution. 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

Pursuant to the Company's Articles (the "**Articles**"), the Board has determined that five (5) directors are to be elected to the Board at the Meeting. Therefore at the Meeting shareholders will be asked to approve a resolution to set the number of directors to be elected to the Board at the Meeting at five (5) directors.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is vacated earlier in accordance with the provisions of the BCA, 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 nominees for election as directors, 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 five preceding years for each director), 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, as of January 23, 2018.

Name of Nominee; Current Position with the Company, Province and Country of Residence	Occupation, Business or Employment	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
David E. Argudo ⁽²⁾ Director <i>California, U.S.A.</i>	Mayor / Council Member, City of La Puente, Los Angeles County, California, USA (since April 2014); President of David E. Argudo consulting firm (since 2010);	Since August 29, 2017	Nil
Richard Polanco Director, President <i>California, U.S.A.</i>	Lobbyist at State level, California Legislature since 2002.	Since August 29, 2017	1,015,800 (3.83%)
Fiona Fitzmaurice ⁽³⁾⁽⁶⁾ Director <i>Ontario, Canada</i>	CFO of the Company (since October 2017) and Director of the Company (since January 24, 2018); Chief Financial Officer, Enforcer Gold Corp. (since July 2017); Financial Controller, Noront Resources Ltd. (June 2015 to April 2017).	Since January 24, 2018	Nil

Name of Nominee; Current Position with the Company, Province and Country of Residence	Occupation, Business or Employment	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Christian Scovenna ⁽⁴⁾⁽⁶⁾ Director <i>Ontario, Canada</i>	VP Business Development and Director of Enforcer Gold Corp. (since February 2017); Managing Director of Capital Markets for Cervello Capital (2011 to 2014), Director & Senior VP of Operations, Frontier Merchant Capital Group (2014 to 2017); Managing Partner, Lions Edge Capital Group (since February 2017).	Since August 29, 2017	60,000 (0.25%)
Daniel Petrov ⁽⁵⁾⁽⁶⁾ Director <i>British Columbia, Canada</i>	CEO of Aurora Cannabis (since 2017); Executive Vice President of Aurora Marijuana Inc. (Aurora Cannabis Inc.) (TSX-V:ACB) (June 2014 to May 2016)	Since August 29, 2017	882,000 (3.32%)

Notes:

- (1) The number of Common Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by the nominees themselves.
- (2) Mr. Argudo holds options to purchase 400,000 Common Shares
- (3) Ms. Fitzmaurice holds options to purchase 25,000 Common Shares.
- (4) In addition Mr. Scovenna holds options to purchase 150,000 Common Shares
- (5) In addition Mr. Petrov holds options to purchase 600,000 Common Shares
- (6) Member of the Audit Committee.

None of the proposed 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.

Biographies of Director Nominees

David E. Argudo: Mr. Argudo is currently an elected official of the City of La Puente in Los Angeles County, California. As a pioneer in developing local tax measures for medical cannabis, Mr. Argudo runs a consulting firm focused on developing cannabis policies for local municipalities. Mr. Argudo is a member of California Growers Association and Humboldt Institute for Interdisciplinary Marijuana Research (HIIMR).

Richard Polanco: Mr. Polanco was first elected in 1986 to the Los Angeles City Council, and subsequently served in the California State Assembly (District 55 in the 1980s, District 45 in the 1990s) for eight years. In 1994 Mr. Polanco was elected to the California State Senate (District 22, Los Angeles) and served as Senate Majority Leader from 1998 until his retirement in 2002. Since leaving office, Mr. Polanco has been an active lobbyist in Sacramento, advancing cannabis related legislation in the California state legislature.

Fiona Fitzmaurice: Ms. Fitzmaurice is a chartered certified accountant with 12 years of experience in accounting and financial control. Fiona is currently CFO of Enforcer Gold Corp. (TSX-V: VEIN) and acted previously as financial controller for Noront Resources Ltd. where she was involved in private placements, prospectus filings, flow-through financings and corporate audits. Prior to joining Noront,

Fiona acted as a senior accountant and controller for both private and publicly listed junior companies. Fiona holds a BA in accounting and finance from the Athlone Institute of Technology in Ireland.

Christian Scovenna: Mr. Scovenna has over ten years of experience in capital markets, business development and investor relations. As Managing Director of Capital Markets for Cervello Capital, Mr. Scovenna led six portfolio companies within the group, raising capital, business development and internal IR for the group. He also spent four years with Frontier Merchant Capital Group as Director & Senior VP of Operations and most recently with Lions Edge Capital as Managing Partner. Mr. Scovenna is currently VP Business Development and Director of Enforcer Gold Corp., listed on the TSX Venture Exchange (the “**TSX-V**”).

Daniel Petrov: Mr. Petrov acted in the capacity of Executive Vice President of Aurora Marijuana Inc. (Aurora Cannabis Inc.) from June 21, 2014 to May 31, 2016. Daniel was brought on to the Aurora team due to his extensive experience in medical cultivation, processing, and distribution. As Vice President, Daniel was responsible for maximizing Aurora’s operating performance and achieving its financial goals by managing the strategic plan, ensuring a healthy working environment, overseeing revenue generation, and maintaining general operations.

Cease Trade Orders and Bankruptcies

No proposed director is, as at the date of this Information Circular, or has been, within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company in respect of which the Information Circular is being prepared) that:

- (i) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to a cease trade or similar 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.

No proposed director is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Company in respect of which the Information Circular is being prepared) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director has, within the past ten (10) years, 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.

Penalties and Sanctions

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Manning Elliot LLP, Accountants & Business Advisors (“**Manning Elliott**”), of 11th Floor, 1050 West Pender Street, Vancouver, British Columbia, Canada V6E 3S7 will be nominated at the Meeting for appointment as auditor of the Company to hold office until the next annual general meeting of shareholders, at a remuneration to be fixed by the directors. Manning Elliot was first appointed auditor of the Company on September 15, 2016. Scrudato & Co. PA, Certified Public Accounting Firm (“**Scrudato & Co.**”), of New Jersey, U.S.A. was auditor of the Company from September 2015 until September 2016. Morgan & Company, Chartered Accountants of Vancouver, British Columbia, Canada was auditor of the Company until September 2015.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators (“**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 audit committee meets at least quarterly to review quarterly financial statements and management’s discussion and analysis and meets at least once annually with the Company’s external auditor. The audit committee discusses, among other things, the annual audit, the adequacy and effectiveness of the Company’s internal control and management information systems and management’s discussion and analysis and reviews the annual financial statements with the external auditor.

The audit committee has a charter. A copy of the **Audit Committee Charter** is attached as Schedule “A” to the Company’s Information Circular filed under the Company’s SEDAR profile at www.sedar.com on October 31, 2016.

Composition of the Audit Committee

The members of the audit committee of the Board are Fiona Fitzmaurice, Christian Scovenna, and Daniel Petrov, a majority of whom are independent directors of the Company. Ms. Fitzmaurice is not independent as she is also an officer of the Company. All of the audit committee members are considered to be financially literate.

Relevant Education and Experience

Each member of the Company’s audit committee has 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.

See further information under “*Biographies of Director Nominees*” above, for more information on each audit committee member.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

Reliance on Certain Exemptions

The Company’s auditors, Manning Elliot LLP, Accountants & Business Advisors have not provided any material non-audit services.

Pre-Approval Policies and Procedures

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter.

External Auditor Service Fees

The Board resolved on September 15, 2016 that Scrudato & Co. PA, Certified Public Accounting Firm (“**Scrudato & Co.**”), of New Jersey, U.S.A. not be proposed for reappointment as the auditor of the Company and Manning Elliott LLP, Accountants & Business Advisors (“**Manning Elliott**”), were concurrently appointed as the successor auditor of the Company. As a result Manning Elliott audited the Company’s annual financial statements for the fiscal year ended August 31, 2016 as well as those for the fiscal year ended August 31, 2017, which were each SEDAR filed on December 29, 2016 and December 29, 2017, respectively. The Company’s annual financial statements for the fiscal year ended August 31, 2015 were prepared by Scrudato & Co. and were SEDAR filed on December 31, 2015.

To ensure auditor independence, no non-audit services were requested to be provided to the Company by Manning Elliot during the last completed fiscal year. Fees incurred with auditors of the Company for audit and non-audit services in the last three fiscal years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Manning Elliot LLP in Fiscal Year Ended August 31, 2017	Fees Paid to Manning Elliot LLP in Fiscal Year Ended August 31, 2016	Fees Paid to Scrudato & Co., PA in Fiscal Year Ended August 31, 2015
Audit Fees ⁽¹⁾	\$40,000	\$12,000	\$10,000
Audit-Related Fees ⁽²⁾	Nil	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil	Nil
Total	\$40,000	\$12,000	\$10,000

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the 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.

Exemption

The Company is a “venture issuer” as defined in NI 52-110 and is relying upon the exemption in s. 6.1 of NI 52-110 concerning Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and accountable to shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making. This section sets out the Company's approach to corporate governance and addresses the Company's compliance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

Board of Directors

In order to identify and manage risks, the Board requires management to provide complete and accurate information with respect to the Company's activities and to provide relevant information concerning the industry in which the Company operates. The Board is responsible for monitoring the Company's officers, who in turn are responsible for the maintenance of internal controls and management information systems.

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Richard Polanco, Christian Scovenna, and Daniel Petrov are all independent members of the Board. David E. Argudo is considered non-independent by virtue of his role as Chief Executive Officer. Fiona Fitzmaurice is considered non-independent by virtue of her role as Chief Financial Officer of the Company.

The operations of the Company do not support a large board of directors and the Board has determined that the current constitution of the Board is appropriate for the Company's current stage of development. Similarly, given the size of the Company, all the Company's operations are conducted by a small management team which is also represented on the Board. Individual directors are encouraged to engage an outside advisor at the expense of the Company in appropriate circumstances.

The Board does not hold meetings at which non-independent directors and members of management are not in attendance. However, the Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Company and are able to meet at any time without the non-independent director being present. At the present time, the Board facilitates the exercise of independent judgment in carrying out its responsibilities by carefully examining all material issues and relying heavily on the advice of outside counsel and other advisors in all appropriate circumstances.

Directorships

The following are the directors who currently serve on boards of other reporting companies (or equivalent):

Name of Director	Name of Reporting Issuer	Exchange Listed
Christian Scovenna	Enforcer Gold Corp.	TSX-V

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors. Directors are also encouraged to take part in training courses or information sessions provided by regulatory bodies to keep abreast of current developments in corporate governance requirements.

Board meetings are always commenced with an update and/or presentation by the Company's management team to give the directors additional insight into the Company's business and progress.

Ethical Business Conduct

Each member of the Board has been made aware of the fiduciary duties placed on individual directors by the governing corporate legislation and the common law applicable to the Company and the restrictions on an individual director's participation in decisions of the Board in which the director has an interest. The Board finds that the knowledge of its members of these legal restrictions is sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Where a Board member has an interest in a transaction involving the Company, that director must declare his interest in advance of its consideration by the Board and must refrain from voting on any resolution approving the transaction. Further, the Company's auditors have full and unrestricted access to the audit committee at all times to discuss their audit and their related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to nominate for election at the annual general meeting of shareholders, taking into account the size of the Company, its asset base and the number of members required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The directors receive no cash compensation for acting in their capacity as directors of the Company. The compensation for senior management of the Company is determined by and at the discretion of the Board. The Board determines compensation for the directors, the Chief Executive Officer and the Chief Financial Officer. See "*Statement of Executive Compensation*" below.

Other Board Committees

The Board has no committees other than the audit committee.

Assessments

The Board has not developed written descriptions or objectives for its executives and looks to generally accepted industry standards as adequately delineating the roles and responsibilities of such persons. There is no formal process for regular assessment of the Board, its committees and individual directors. Rather the Board informally assesses performance through ongoing dialogue amongst Board members.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

As of December 1, 2017 the Board adopted a fixed Share Option Plan together with a new Restricted Share Unit Plan to change the share incentive regime from the Company’s then current rolling Share Option Plan. The following table sets forth information with respect to the Company’s rolling Share Option Plan as at the August 31, 2017 fiscal year end, when there were no options outstanding to purchase Common Shares and there were no Restricted Share Units outstanding.

As at the fiscal year ended August 31, 2017, the 10% rolling option plan was still in place and there were 26,798,685 Common Shares issued and outstanding. Under the 10% rolling option plan, the number of Common Shares available to be reserved, on August 31, 2017, for issuance upon exercise of options under the Option Plan was 2,679,868 Common Shares.

Equity Compensation Plan Information			
	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 approved by securityholders – the Option Plan.	Nil	Nil	2,679,868
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	Nil	Nil	2,679,868

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

In this section “Named Executive Officer” (“NEO”) means the Chief Executive Officer (the “CEO”), the Chief Financial Officer (the “CFO”) and each of the three most highly compensated executive officers, other than the CEO and the CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total compensation was more than \$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

Director and NEO Compensation

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to NEOs and members of the Board for the most recently completed financial years ended August 31, 2017 and August 31, 2016. Options and compensation securities are disclosed above under *Securities Authorized for Issuance under Equity Compensation Plans*.

During the financial year ended August 31, 2017, based on the definition above, the NEOs of the Company were: Richard Polanco, (former President and current Director), Brendan Purdy, (former President and Chief Executive Officer), Rukie Liyanage (former Chief Financial Officer), Rob Riley

(former CEO, President and Director), Chris Cherry (former Chief Financial Officer and Director) and Jonathan Dewdney (former Director). During the financial year ended August 31, 2016, based on the definition above, the NEOs of the Company were: Rob Riley and Chris Cherry.

Table of Compensation Excluding Compensation Securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Richard Polanco ⁽¹⁾ Director and former President	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Christian Scovenna ⁽¹⁾ Director	2017	\$16,000	Nil	Nil	Nil	Nil	\$16,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Petrov ⁽¹⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
David Argudo ⁽¹⁾ Director	2017	\$96,093	Nil	Nil	Nil	Nil	\$96,093
	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Brendan Purdy ⁽²⁾ former Chief Executive Officer and Director	2017	\$100,655	Nil	Nil	Nil	Nil	\$100,655
	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Rukie Liyanage ⁽³⁾ former Chief Financial Officer and Director	2017	\$13,425	Nil	Nil	Nil	Nil	\$13,425
	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Rob Riley ⁽⁴⁾ former CEO, President and Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	\$50,000	Nil	Nil	Nil	Nil	\$50,000
	2015	\$25,000	Nil	Nil	Nil	Nil	\$25,000
Chris Cherry ⁽⁵⁾ former Chief Financial Officer and Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	\$15,000	Nil	Nil	Nil	Nil	\$15,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Johnathan Dewdney ⁽⁶⁾ former Director	2017	\$51,500	Nil	Nil	Nil	Nil	\$51,500
	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Messrs. Scovenna, Petrov, Argudo, and Polanco were appointed to the Board on August 29, 2017.
2. Mr. Purdy was appointed as Chief Executive Officer and to the Board on November 22, 2016 and subsequently resigned as Chief Executive Officer on December 11, 2017, and from the Board on January 23, 2018.
3. Mr. Liyanage was appointed as Chief Financial Officer and to the Board on November 22, 2016 and subsequently resigned from the Board on August 29, 2017, and as Chief Financial Officer on October 25, 2017.
4. Mr. Riley resigned as Chief Executive Officer and from the Board on November 22, 2016.
5. Mr. Cherry resigned as Chief Financial Officer and from the Board on November 22, 2016.
6. Mr. Dewdney resigned from the Board on August 29, 2017.

Stock Options and Other Compensation Securities

The Company's authorized share structure is an unlimited number of Common Shares and at the August 31, 2017 financial year end there were 26,798,685 Common Shares of the Company issued and outstanding. At August 31, 2017 the Company had a rolling stock option plan, which allowed the Company to grant options to a maximum of 10% of the issued and outstanding Common Shares, from time to time, but no compensation securities had been granted to any director or NEO by the Company, or a subsidiary of the Company, for services provided or to be provided, directly or indirectly, to the Company, or a subsidiary of the Company.

Exercise of Compensation Securities by NEOs and Directors

During each of the financial years ended August 31, 2017 and August 31, 2016 there were no stock options that expired unexercised; nor were there any compensation securities exercised by any of the NEOs or directors of the Company during the same financial years.

Stock Options and Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each NEO and director by the Company or one of its subsidiaries during each of the two financial years ended August 31, 2016 and August 31, 2017 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	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
Richard Polanco Director and former President	N/A	-	-	-	-	-	-
Christian Scovenna Director	N/A	-	-	-	-	-	-
Daniel Petrov Director	N/A	-	-	-	-	-	-
David Argudo Director	N/A	-	-	-	-	-	-
Brendan Purdy former Chief Executive Officer and Director	N/A	-	-	-	-	-	-
Rukie Liyanage former Chief Financial Officer and Director	N/A	-	-	-	-	-	-
Rob Riley former CEO, President and Director	N/A	-	-	-	-	-	-
Chris Cherry former Chief Financial Officer and Director	N/A	-	-	-	-	-	-
Johnathan Dewdney former Director	N/A	-	-	-	-	-	-

During the two financial years ended August 31, 2016 and August 31, 2017 the Company did not grant or issue any compensation securities of the Company to any of its Directors or its NEOs.

Share Option Plan

See *Particulars of Matters to be Acted Upon* below, for details of the Company's new fixed Share Option Plan.

As at the date of this Information Circular, there were 31,700,826 Common Shares issued and outstanding. Under the terms of the 10% rolling Option Plan, until November 30, 2017, the Company could grant options to purchase up to a total of 2,679,868 Common Shares. As at the date of this

Information Circular, options to purchase an aggregate of 2,625,000 Common Shares are granted and outstanding under the 10% Option Plan, representing approximately 8.28% of the outstanding Common Shares in the capital of the Company.

Employment, Consulting and Management Agreements

David Argudo is the only NEO with whom the Company has an agreement. The significant terms of that agreement are as follows:

Consulting Agreement – David Argudo

Mr. Argudo currently receives an amount of \$10,000 (USD) per month pursuant to a consulting agreement dated December 2017, by which Mr. Argudo provides services as the Chief Executive Officer of the Company.

Oversight and Description of Director and NEO Compensation

Elements of the Compensation Program

The responsibilities relating to executive and director compensation, including reviewing and recommending compensation of the Company's officers and employees and overseeing the Company's base compensation structure and equity-based compensation program is performed by the Board as a whole. The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company's senior management. The Board generally reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity and the performance of officers generally and in light of the Company's goals and objectives.

The Company is a small medical device research and development company with limited resources. The compensation for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including: (a) attracting and retaining talented, qualified and effective executives; (b) motivating the short and long-term performance of executives; and (c) better aligning the interests of executive officers with those of the Company's shareholders. In the Board's view, paying salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on comparable companies is compiled from a variety of sources, including national and international publications.

The Board determines the compensation for the CEO. The compensation of the Company's executives is determined by the Board after the recommendation of the CEO. In each case, the Board takes into consideration the prior experience of the executive, industry standards, competitive salary information on comparable companies of similar size and stage of development, the degree of responsibility and participation of the executive in the day-to-day affairs of the Company, and the Company's available cash resources.

In the Board's view, to attract and retain qualified and effective executives, the Company must pay base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.

Director Compensation

The directors receive no cash compensation for acting in their capacity as directors of the Company.

Except for the grant to directors of share options and compensation payable pursuant to the executive compensation agreements, there are 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.

Option-Based Awards

The Company has a share option plan in place, which was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes share option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. The Board administers the Company's share option plan and all option grants require Board approval. The Option Plan allows options to be issued to directors, officers, employees or consultants of the Company.

In compensating its senior management, the Company employs a combination of salary and equity participation. The Board is of the view that encouraging its executives and employees to hold shares of the Company is the best way to align their interests with those of the Company's shareholders. Equity participation is accomplished through the Company's share option plan. See "*Securities Authorized for Issuance under Equity Compensation Plans*" above for particulars of the Company's stock option plan.

Share options are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations put forward by the CEO. Due to the Company's limited financial resources, option grants are an important part of executive compensation to assist in maintaining executive motivation.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Actions, Decisions or Policies Made After August 31, 2017

On September 15, 2017 the company granted 2,150,000 options to directors, officers, employees and consultants of the Company. Each option is exercisable to purchase one Common Share at \$0.50 for a period of 2 years from the date of grant.

On October 25, 2017, Fiona Fitzmaurice was appointed as Chief Financial Officer following the resignation of Rukie Liyanage.

On December 1, 2017, the Company approved the implementation of a restricted share unit plan (the "**RSU Plan**"), fixed stock option plan (the "**Option Plan**") and the grant of 2,550,000 restricted share units ("**RSUs**") pursuant to the RSU Plan. Please see further details regarding the Option Plan and RSU Plan under "*Particulars of Matters to be Acted Upon*" below.

On December 11, 2017, David E. Argudo was appointed CEO, following the resignation of Brendan Purdy.

Pension Plan

The Company does not have a pension plan for any of its Directors or NEOs.

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 as of the date of completion of the most recent fiscal 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 either of the financial years ended August 31, 2017 or August 31, 2016, or has any interest in any material transaction in either year 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 senior officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

- A. Election of Directors – see “*Election of Directors*” above (page 5)**
- B. Appointment of Auditor – see “*Appointment of Auditor*” above (page 8)**
- C. Adoption of Fixed Share Option Plan – see below**
- D. Adoption of Fixed Restricted Share Unit Plan – see below**
- E. Ratification of Past Acts**

Adoption of Fixed Share Option Plan

On December 1, 2017, the Board approved the adoption by the Company of a new fixed number share option plan (the “**Fixed Option Plan**”), subject to shareholder and regulatory approval. The Fixed Option Plan is designed to provide certain directors, officers and other key employees of the Company with incentive share options at the discretion of the Board. Under the Fixed Option Plan, the number of Common Shares which will be reserved for issuance, including any options currently outstanding which were granted under the Company’s 10% rolling Option Plan will not exceed 2,679,868 Common Shares. Options are to be granted at the discretion of the Board to Service Providers as defined in the Fixed Option Plan. Capitalized terms used but not defined have the meanings ascribed to them in the Fixed Option Plan.

The Fixed Option Plan is subject to shareholder approval and acceptance by the CSE. Similar to the Company’s 10% rolling Option Plan, the Fixed Option Plan will provide for and encourage ownership of Common Shares by its directors, officers, key employees and consultants; and management of the Company believes the Fixed Option Plan will assist the Company in attracting and maintaining the services of senior executives and other employees to make the Company’s share incentive compensation more competitive with other companies in the Company’s industry. Following approval of the Fixed

Option Plan, the Board will appoint a committee to be responsible for administering the Fixed Option Plan (the "Committee").

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, to ratify, confirm and approve adoption of the Option Plan, a copy of which will be available for review by any Shareholder at the Meeting.

The following summary assumes that the Fixed Option Plan will be approved by the Shareholders at the Meeting and is subject to the specific provisions of the Fixed Option Plan.

The material terms of the Fixed Option Plan are as follows:

(a) Participation in the Plan - The Committee shall, from time to time and in its sole discretion, determine those Executives, Employees and Consultants to whom Options are to be granted;

(b) Maximum Plan Shares - Subject to adjustment as provided for in the Fixed Option Plan, the number of Shares which will be reserved for issuance pursuant to Options granted pursuant to the Fixed Option Plan, plus any other outstanding incentive stock options of the Company granted pursuant to a previous stock option plan or agreement, will be fixed at 10% of the number of shares outstanding immediately prior to the share issuance or grant (the "**Outstanding Issue**") and will not exceed 2,679,868 Shares;

(c) Limitations on Issue - the following limitations shall apply to the Fixed Option Plan and Options thereunder:

- i. the maximum number of Options which may be granted to any one Option Holder under the Fixed Option Plan within any 12 month period shall be 5% of the Outstanding Issue (unless the Company has obtained disinterested shareholder approval if required by Regulatory Rules);
- ii. if required by Regulatory Rules, disinterested shareholder approval is required for the grant to Related Persons, within a 12 month period, of a number of Options which, when added to the number of outstanding incentive stock options granted to Related Persons within the previous 12 months, exceeds 10% of the issued Shares;
- iii. the Expiry Date of an Option shall be no later than the tenth anniversary of the Grant Date of such Option;
- iv. the maximum number of Options which may be granted to any one Consultant within any 12 month period must not exceed 2% of the Outstanding Issue; and
- v. the maximum number of Options which may be granted within any 12 month period to Employees or Consultants engaged in investor relations activities must not exceed 2% of the Outstanding Issue and such options must vest in stages over 12 months with no more than 25% of the Options vesting in any three month period, and such limitation will not be an amendment to the Fixed Option Plan requiring the Option Holders consent.

(d) Exercise Price. The Exercise Price at which an Option Holder may purchase a Share upon the exercise of an Option shall be determined by the Committee and shall be set out in the Option Certificate issued in respect of the Option. The Exercise Price shall not be less than the Market Value of the Shares as of the Grant Date. The Market Value of the Shares for a particular Grant Date shall be determined as follows:

- i. for each organized trading facility on which the Shares are listed, Market Value will be the closing trading price of the Shares on the day immediately preceding the Grant Date (as defined in the Fixed Option Plan), and may be less than this price if it is within the discounts permitted by the applicable Regulatory Authorities;

- ii. if the Company's Shares are listed on more than one organized trading facility, the Market Value shall be the Market Value as determined in accordance with subparagraph (i) above for the primary organized trading facility on which the Shares are listed, as determined by the Committee, subject to any adjustments as may be required to secure all necessary Regulatory Approvals;
- iii. if the Company's Shares are listed on one or more organized trading facilities but have not traded during the ten trading days immediately preceding the Grant Date, then the Market Value will be, subject to any adjustments as may be required to secure all necessary Regulatory Approvals, such value as is determined by the Committee; and
- iv. if the Company's Shares are not listed on any organized trading facility, then the Market Value will be, subject to any adjustments as may be required to secure all necessary Regulatory Approvals, such value as is determined by the Committee to be the fair value of the Shares, taking into consideration all factors that the Committee deems appropriate, including, without limitation, recent sale and offer prices of the Shares in private transactions negotiated at arms' length. Notwithstanding anything else contained herein, in no case will the Market Value be less than the minimum prescribed by each of the organized trading facilities that would apply to the Company on the Grant Date in question.

(e) Vesting of Options and Acceleration. The vesting schedule for an Option, if any, shall be determined by the Committee and shall be set out in the Option Certificate issued in respect of the Option. The Committee may elect, at any time, to accelerate the vesting schedule of one or more Options including, without limitation, on a Triggering Event, and such acceleration will not be considered an amendment to the Option in question requiring the consent of the Option Holder.

(f) Termination of Option. Subject to such other terms or conditions that may be attached to Options, an Option Holder may exercise an Option in whole or in part at any time and from time to time during the Exercise Period. Any Option or part thereof not exercised within the Exercise Period shall terminate and become null, void and of no effect as of the Expiry Time on the Expiry Date. The Expiry Date of an Option shall be the earlier of the date so fixed by the Committee at the time the Option is granted as set out in the Option Certificate and the date established under the Fixed Option Plan including:

- 1) *Ceasing to Hold Office* - In the event that the Option Holder holds his or her Option as an Executive and such Option Holder ceases to hold such position other than by reason of death or Disability, the Expiry Date of the Option shall be, unless otherwise determined by the Committee and expressly provided for in the Option Certificate, the 30th day following the date the Option Holder ceases to hold such position unless the Option Holder ceases to hold such position as a result of:
 - i. ceasing to meet the qualifications set forth in the corporate legislation applicable to the Company;
 - ii. a special resolution having been passed by the shareholders of the Company removing the Option Holder as a director of the Company or any Subsidiary; or
 - iii. an order made by any Regulatory Authority having jurisdiction to so order,

in which case the Expiry Date shall be the date the Option Holder ceases to hold such position; OR

- 2) *Ceasing to be Employed or Engaged* - In the event that the Option Holder holds his or her Option as an Employee or Consultant and such Option Holder ceases to hold such position other than by reason of death or Disability, the Expiry Date of the Option shall

be, unless otherwise determined by the Committee and expressly provided for in the Option Certificate, the 30th day following the date the Option Holder ceases to hold such position, unless the Option Holder ceases to hold such position as a result of:

- i. termination for cause;
- ii. resigning his or her position; or
- iii. an order made by any Regulatory Authority having jurisdiction to so order,

in which case the Expiry Date shall be the date the Option Holder ceases to hold such position.

In the event that the Option Holder ceases to hold the position of Executive, Employee or Consultant for which the Option was originally granted, but comes to hold a different position as an Executive, Employee or Consultant prior to the expiry of the Option, the Committee may, in its sole discretion, choose to permit the Option to stay in place for that Option Holder with such Option then to be treated as being held by that Option Holder in his or her new position and such will not be considered to be an amendment to the Option in question requiring the consent of the Option Holder. Notwithstanding anything else contained herein, in no case will an Option be exercisable later than the Expiry Date of the Option.

- 3) *Death and/or Disability of an Option Holder* – In the event of the Option Holder's Death, Disability or Disability and Death, any Options held by such Option Holder shall pass to the Personal Representative of the Option Holder and shall be exercisable by the Personal Representative on or before the date which is the earlier of: one year following the date of death, disability or disability and death; and the applicable Expiry Date.
- 4) *Triggering Events* – Subject to the Company complying with s. 11.5 of the Fixed Option Plan, *Notice of Termination by Triggering Event*, and any necessary Regulatory Approvals and notwithstanding any other provisions of this Fixed Option Plan or any Option Certificate, the Committee may, without the consent of the Option Holder in question:
 - i. cause all or a portion of any of the Options granted under the Fixed Option Plan to terminate upon occurrence of a Triggering Event; or
 - ii. cause all or a portion of any of the Options granted under the Fixed Option Plan to be exchanged for incentive stock options of another corporation upon the occurrence of a Triggering Event in such ratio and at such exercise price as the committee deems appropriate, acting reasonably.

Such termination or exchange shall not be considered an amendment requiring the Option Holder's consent.

(g) Assignability of Options. All Options will be exercisable only by the Option Holder to whom they are granted and will not be assignable or transferable, except upon death or disability of the Option Holder, and in such case will be exercisable, within a limited period of time, only by the Personal Representative of such Option Holder.

(h) Amendments. Subject to any required Regulatory Approvals, the Committee may from time to time amend any existing Option or the Plan or the terms and conditions of any Option thereafter to be granted provided that where such amendment relates to an existing Option and it would:

- i. materially decrease the rights or benefits accruing to an Option Holder; or

- ii. materially increase the obligations of an Option Holder; then, unless otherwise excepted out by a provision of the Fixed Option Plan, the Committee must also obtain the written consent of the Option Holder in question to such amendment. If at the time the Exercise Price of an Option is reduced the Option Holder is a Related Person of the Company, the Related Person must not exercise the option at the reduced Exercise Price until the reduction in Exercise Price has been approved by the disinterested shareholders of the Company, if required by the Exchange.

Shareholder Approval of Fixed Option Plan

The resolution to ratify, confirm and approve the adoption of the Fixed Option Plan must be passed by a simple majority of the votes cast at the Meeting.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve the following ordinary resolution, with or without variation:

“RESOLVED that:

1. the adoption by the Company’s Board of Directors (the “**Board**”) of the fixed number share option plan (the “**Fixed Option Plan**”) dated for reference November 28, 2017, and being more particularly described in the Company’s Information Circular dated January 30, 2018, be and is hereby ratified, confirmed and approved;
2. subject to adjustment as provided for in the Fixed Option Plan, the number of Shares which will be reserved for issuance upon exercise of Options granted pursuant to the Fixed Option Plan, including any other outstanding incentive stock options of the Company granted pursuant to a previous stock option plan or agreement, be and is hereby fixed at of 10% of the Outstanding Issue, as defined in the Fixed Option Plan, and will not exceed the maximum of 2,679,868 Shares;
3. the Company is hereby authorized to allot and issue as fully paid and non-assessable that number of Shares specified in the Fixed Option Plan for exercise of Options granted to eligible Optionees pursuant to the Fixed Option Plan;
4. any two officers or directors of the Company be authorized to execute such treasury order, or treasury orders, as may be necessary to effect the issuance of Shares upon exercise of Options granted pursuant to the Fixed Option Plan; and
5. any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to this resolution.”

The resolution for shareholder approval of the Fixed Option Plan will be an ordinary resolution, which is a resolution passed by a simple majority of the votes cast in person or by proxy by the shareholders of the Company at a general meeting.

Proxies received in favour of management will be voted in favour of the Fixed Option Plan Resolution unless the Shareholder has specified in the Proxy that his or her Shares are to be voted against such resolution.

A copy of the Fixed Option Plan is available under the Company’s SEDAR profile at www.sedar.com.

Adoption of Restricted Share Unit Plan

On December 1, 2017, the Board approved the adoption by the Company of a restricted share unit plan (the “**RSU Plan**”), which RSU Plan is designed to provide certain directors, officers, consultants and other key employees (an “**Eligible Person**”) of the Company and its related entities with the opportunity to acquire restricted share units (“**RSUs**”) of the Company. The acquisition of RSUs allows an Eligible

Person to participate in the long-term success of the Company thus promoting the alignment of an Eligible Person's interests with that of the Shareholders. Following approval of the RSU Plan, the Board will appoint a committee to be responsible for administering the RSU Plan. Capitalized terms used but not defined have the meanings ascribed to them in the RSU Plan.

The RSU Plan allows the Company to grant RSUs awarding up to a maximum of 2,679,868 Shares, under and subject to the terms and conditions of the RSU Plan, which RSUs may be exercised by any holder of RSUs to receive an Award Payout of either: (a) one Common Share of the Company for each whole vested RSU; or (b) a cash amount equal to the Vesting Date Value as at the Trigger Date of such vested RSU. Fractional Shares will not be issued pursuant to the RSU Plan; instead an RSU Plan Recipient entitled to a fractional Share is entitled to receive payment from the Company of cash value equal to the Vesting Date Value of such fractional Share.

At the Meeting, the Shareholders will be asked to consider and, if deemed advisable, to ratify, confirm and approve the adoption of the RSU Plan. A copy of the RSU Plan was filed on February 1, 2018 under the Company's SEDAR profile at www.sedar.com.

The following summary assumes that the RSU Plan will be approved by the Shareholders at the Meeting and is subject to the specific provisions of the RSU Plan. **Capitalized terms used but not defined in this section of the information circular shall have the meanings ascribed thereto in the RSU Plan.**

Benefits of the RSU Plan

The RSU Plan is designed to be a long term incentive for the directors, officers, consultants and other key employees of the Company. RSUs provide the Company with an additional compensation tool to help retain and attract highly qualified directors, officers, consultants and employees.

The Board may engage such consultants and advisors as it considers appropriate, including compensation or human resources consultants or advisors, to provide advice and assistance in determining the amounts to be paid under the RSU Plan and other amounts and values to be determined hereunder or in respect of the RSU Plan including, without limitation, those related to a particular fair market value.

Nature and Administration of the RSU Plan

All Directors, Officers, Consultants and Employees (as defined in the RSU Plan) of the Company and its related entities ("**Eligible Persons**") are eligible to participate in the RSU Plan (as "**Recipients**"), and the Company reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation as Recipients in the RSU Plan. Eligibility to participate as a Recipient in the RSU Plan does not confer upon any person a right to receive an award of RSUs.

Subject to certain restrictions, the Board or its appointed committee, can, from time to time, award RSUs to Eligible Persons. RSUs will be credited to an account maintained for each Recipient on the books of the Company as of the award date. The number of RSUs to be credited to each Recipient's account shall be determined at the discretion of the Board and pursuant to the terms of the RSU Plan.

Each award of RSUs vests on the date (each a "**Vesting Date**") that is the later of the Trigger Date (as defined in the RSU Plan) and the date upon which the relevant performance condition or other vesting condition set out in the award has been satisfied, subject to the requirements of the RSU Plan.

RSUs and all other rights, benefits or interests in the RSU Plan are non-transferable and may not be pledged or assigned or encumbered in any way and are not subject to attachment or garnishment, except that if a Recipient dies the legal representatives of the Recipient will be entitled to receive the amount of any payment otherwise payable to the Recipient hereunder in accordance with the provisions hereof.

RSUs Granted Prior to Shareholder Approval of the RSU Plan

The Company must obtain disinterested shareholder approval to any and all RSUs granted by the Company prior to shareholder approval of the RSU Plan. As at January 23, 2018 there were 2,550,000 RSUs granted and outstanding under the RSU Plan.

Credit for Dividends

A Recipient's account will be credited with additional RSUs as of each dividend payment date in respect of which cash dividends are paid on Shares. The number of additional RSUs to be credited to a Recipient's account is computed by multiplying the amount of the dividend per Share by the aggregate number of RSUs that were credited to the Recipient's account as of the record date for payment of the dividend, and dividing that number by the Fair Market Value. Note that the Company is not obligated to pay dividends on Shares.

Resignation, Termination, Leave of Absence or Death

Generally, if a Recipient's employment or service is terminated, or if the Recipient resigns from employment with the Company, then any RSUs credited to him or her under the RSU Plan which have not vested on or before the separation date for the Recipient are forfeited, cancelled and terminated without payment.

In the event a Recipient is terminated without cause, unvested RSUs will immediately vest on the date of termination. If a Recipient's employment or service is terminated (otherwise than without cause), or the Recipient enters Retirement (as defined in the RSU Plan), dies, or suffers Total Disability (as defined in the RSU Plan), all unvested RSUs are automatically cancelled without compensation.

Control Change

In the event of a Change of Control, all RSUs credited to an account of a Recipient that have not otherwise previously been cancelled pursuant to the terms of the RSU Plan shall vest on the date on which the Change of Control occurs (the "**Change of Control Date**"). Within thirty (30) days after the Change of Control Date, but in no event later than the Expiry Date, the Participant shall receive a cash payment equal in amount to: (a) the number of Restricted Share Units that vested on the Change of Control Date; multiplied by (b) the Fair Market Value on the Change of Control Date, net of any withholding taxes and other source deductions required by law to be withheld by the Company.

Adjustments

In the event of any dividend paid in shares, share subdivision, combination or exchange of shares, merger, consolidation, spin-off or other distribution of Company assets to shareholders, or any other change in the capital of the Company affecting Shares, the Board will make adjustments with respect to the number of RSUs outstanding and any proportional adjustments as it, in its discretion, considers appropriate to reflect the change.

Vesting

The Board has discretion to grant RSUs to Eligible Persons as it determines is appropriate, and can impose conditions on vesting as it sees fit in addition to the Performance Conditions if any. Vesting occurs on the date set by the Board at the time of the grant or if no date is set then September 1 of the third calendar year following the date of the grant (the "**Trigger Date**"), and the date upon which the relevant Performance Condition or other vesting condition has been satisfied, subject to the limitations of the RSU Plan.

The Board may accelerate the Trigger Date of any RSU at its election.

Limitations under the RSU Plan

Unless Shareholder Approval is obtained, or unless permitted otherwise by the rules of the Exchange:

- a. the maximum number of Shares which may be reserved for issuance to Related Persons (as a group) under the RSU Plan, together with any other Share Compensation Arrangement, may not exceed 10% of the issued Shares;
- b. the maximum number of RSUs that may be granted to Related Persons (as a group) under the RSU Plan, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 10% of the issued Shares calculated on the Grant Date;
- c. the maximum number of RSUs that may be granted to any one Eligible Person under the RSU Plan, together with any other Share Compensation Arrangement, within a 12-month period, may not exceed 5% of the issued Shares calculated on the Grant Date;
- d. the maximum number of RSUs that may be granted to a Consultant, within a 12-month period, may not result in a number of RSUs exceeding 2% of the number of Shares outstanding at the Grant Date, together with any other Share Compensation Arrangement, without the prior consent of the CSE; and
- e. grants of RSUs under the RSU Plan to any one Eligible Person may not exceed 1% of the issued Shares at the Grant Date and may not, in aggregate, exceed 2% of the issued Shares, within a 12-month period.

Shareholder Approval of Adoption of the RSU Plan

Approval of the resolution to ratify, confirm and approve the RSU Plan (the "**RSU Plan Shareholder Resolution**"), must be confirmed both; by a simple majority of the votes cast by Shareholders voting in person or by proxy at the Meeting, and by a majority of disinterested shareholder votes cast on the resolution. **The Board recommends that Shareholders vote in favour of the resolution to approve the RSU Plan.**

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve the following ordinary resolution to ratify, confirm and approve adoption of the RSU Plan:

“RESOLVED that:

1. the adoption by the Company’s Board of Directors (the “**Board**”) on November 28, 2017, of the Restricted Share Unit Plan (the “**RSU Plan**”), as more particularly described in the Information Circular of the Company dated January 30, 2018, be and is hereby ratified, confirmed and approved;
2. the effective date of the RSU Plan shall be November 28, 2017;
3. subject to all required regulatory approvals, including the approval of the Canadian Securities Exchange (the “**CSE**”) and the required shareholder approvals, the RSU Plan be and is hereby approved, and the RSU Plan be forthwith adopted and implemented by the Company, with such further deletions, additions and other amendments as are required by any securities regulatory authority or which are not substantive in nature and the Chief Executive Officer of the Company deems necessary or desirable;
4. subject to all required regulatory approvals all Restricted Share Units (“**RSUs**”) granted by the Company to Eligible Persons under the RSU Plan prior to the date of this resolution, be and are hereby ratified, confirmed and approved;

5. the Board, or a Committee to be determined by the Board, be and is hereby appointed to be the Administrator under the RSU Plan, such appointment to be effective until revoked by resolution of the Board;
6. the Company be and is hereby authorized to grant RSUs under and subject to the terms and conditions of the RSU Plan, which may be exercised to purchase up to a maximum of 2,679,868 Shares;
7. the RSU Plan Administrator be and is hereby authorized and directed to execute on behalf of the Company, the form of restricted share unit agreement attached as Schedule "A" to the RSU Plan, providing for the grant of RSUs to Eligible Persons under the RSU Plan; and
8. the Company be and is hereby authorized to allot and issue as fully paid and non-assessable that number of Shares specified in the restricted share unit agreement of RSUs granted to Eligible Persons; AND THAT any two authorized persons of the Company be authorized to execute such treasury order or treasury orders as may be necessary to effect said Share issuance."

Proxies received in favour of management will be voted in favour of the RSU Plan Shareholder Resolution unless the Shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution.

There will be two separate voting tallies on the RSU Plan Shareholder Resolution: (a) one will be a tally of all votes cast on the resolution, either in person or by proxy, at the Meeting; and (b) a second tally will be of all votes of disinterested shareholders, being the votes of all Shareholders who are not also a director, officer, employee or consultant of the Company, or an affiliate of such persons.

A copy of the RSU Plan is available under the Company's SEDAR profile at www.sedar.com.

Ratification of Past Acts of Directors

Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution (the "**Ratification Resolution**") to ratify and approve and to remedy any and all deficiencies in respect of the affairs of the Company, including but not limited to remedying corporate mistakes, and to ratify, confirm, correct, validate and approve the rectification of deficiencies of the Company since November 21, 2016, being the effective date of the Company's last annual general meeting.

The purpose of the resolution is to provide management with assurances when dealing with securities regulatory authorities that the shareholders of the Company support the acts and deeds of the directors and the securities of the Company issued since November 21, 2016. To accommodate the requirement for disinterested shareholder approval of this resolution, the votes of members of the Board who hold Common Shares in the Company will be withheld from the disinterested Shareholder vote tally; their Common Shares being in total 1,957,800 Common Shares: i) David Argudo – Nil; ii) Daniel Petrov – 882,000; iii) Richard Polanco – 1,015,800; iv) Christian Scovenna – 60,000; and (v) Fiona Fitzmaurice – Nil. This will give management a fully independent assessment of the level of shareholder support. If the resolution does not pass the Board does not intend to take any particular action but will consult with legal counsel to consider the basis for any apparent shareholder concerns and possible resolution of these concerns.

Shareholder Approval of Ratification Resolution

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to approve the following ordinary resolution, with or without variation:

“WHEREAS:

- (A) The Company was incorporated on November 12, 2010 under the name “Infinity Minerals Corp.” but changed its name to “Herbal Clone Bank Canada Inc.” on August 29, 2014, and on June 18, 2015 changed its name to “High Hampton Holdings Corp.”
- (B) The Common Shares of the Company are listed for trading on the CSE and effective August 29, 2017, the Company completed the acquisition of all the issued and outstanding shares of CoachellaGro Corp., which constituted a fundamental change within the meaning of the CSE policies.
- (C) Subsequent to the Company’s last Annual General Meeting held on November 21, 2016, the Company has undergone several changes in management, specifically following the fundamental change on August 29, 2017.
- (D) Over the period from November 21, 2016, certain corporate matters may not have been done pursuant to the *Business Corporations Act* (British Columbia) and there may be corporate mistakes to rectify.
- (E) Given the foregoing, the directors believe it is in the best interests of the Company to take steps to remedy any and all deficiencies in respect of the affairs of the Company, including but not limited to remedying corporate mistakes, and to ratify, confirm, correct, validate and approve the rectification of any deficiencies described above and otherwise.

RESOLVED THAT:

- 1. all acts, proceedings, resolutions, contracts, elections, appointments, filings, or payments taken, enacted, made or done by the shareholders, directors and officers of the Company, or omissions in respect of any of the foregoing over the period from November 21, 2016, are hereby confirmed, ratified and approved effective as of the date when the relevant act, proceeding, resolution, contract, election, appointment, filing or payment was first taken, enacted, made or done, or in the case of an omission of the foregoing, as of the date when the relevant act, proceeding, resolution, contract, election, appointment, filing or payment should have been taken, enacted, made or done;
- 2. the Company be and is hereby authorized to correct, or cause to be corrected, or to modify or cause to be modified, the consequences in law of any corporate mistake or to validate any act, matter, or thing to correct its corporate records or otherwise; and
- 3. any director or officer of the Company is hereby authorized and directed to take all steps necessary to correct and rectify any of the foregoing, including making any filings required to be made, and to rectify the corporate records of the Company retroactively to the applicable dates as contemplated herein, and to engage and instruct the Company’s legal counsel to undertake any of these steps on its behalf.”

The Board recommends that Shareholders vote in favour of the Ratification Resolution. In the absence of a contrary instruction, the persons named in the enclosed form of proxy intend to vote in favour of the Ratification Resolution.

There will be two separate voting tallies on the Ratification Resolution: (a) one will be a tally of all Shareholder votes cast on the resolution, either in person or by proxy, at the Meeting; and (b) a second tally will be of all votes of disinterested Shareholders, being the votes of all Shareholders who are not also directors, or an affiliate of directors, of the Company. The Ratification Resolution must be passed by a simple majority and by a majority of votes of disinterested shareholders cast on the Ratification Resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's SEDAR profile at www.sedar.com. Financial information is provided in the Company's comparative financial statements and management discussion and analysis for its most recently completed financial years ended August 31, 2017 and August 31, 2016. The Company will provide to any person or company, upon request to the Chief Financial Officer of the Company at their head office located at: 8 Wellington St. E., Mezzanine Level, Toronto, Ontario, Canada M5E 1C5, Telephone: (416) 276-4581, Fax: (416) 981-3535, one copy of either or all of the comparative financial statements of the Company filed with the applicable securities regulatory authorities for the Company, together with the report of the auditor, related management's discussion and analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements.

Copies of the above documents will be provided free of charge to security holders of the Company. The Company may require 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. These documents are also available under the Company's SEDAR profile at www.sedar.com.

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 Information Circular.

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

DATED at Toronto, Ontario this 30th day of January, 2018.

BY ORDER OF THE BOARD

“Fiona Fitzmaurice”

Fiona Fitzmaurice
Director and Chief Financial Officer