



HIGH HAMPTON HOLDINGS CORP.

8 Wellington St. E., Mezzanine Level
Toronto, Ontario M5E 1C5

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of High Hampton Holding Corp. (the “**Corporation**”) will be held at 8 Wellington St. E., Mezzanine Level, Toronto, Ontario M5E 1C5 on April 12, 2019, at 11:00 a.m. (Toronto time) for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

- (a) to receive the audited financial statements of the Corporation for the financial year ended August 31, 2018, and the auditors’ report thereon;
- (b) to elect the directors of the Company for the ensuing year;
- (c) to appoint the auditor and to authorize the directors to fix its remuneration;
- (d) to consider, and if thought advisable, to approve an ordinary resolution approving the Company’s Stock Option Plan, as more particularly described in the Circular;
- (e) to consider, and if thought advisable, to approve an ordinary resolution authorizing an amendment to the Company’s Restricted Stock Unit Plan (the “**RSU Plan**”) to reserve an additional 1,000,000 Common Shares of the Company for issuance under the RSU Plan; and
- (f) to transact such further and other business as may be properly brought before the meeting or any adjournment thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is February 12, 2019, the close of business on the day immediately preceding the day on which the notice is given (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A “beneficial” or “non-registered” Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the enclosed form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be mailed or faxed so as to reach or be deposited with Computershare Limited, the Company’s transfer agent (in the case of registered holders) at 100 University Ave, 8th Floor, Toronto ON, M5J 2Y; Fax: +1 888 453 0330, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof (the **Proxy Deadline**), or to your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **SHAREHOLDERS ARE REMINDED TO REVIEW THE CIRCULAR BEFORE VOTING.**

DATED this 8th day of March, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Fiona Fitzmaurice"

Fiona Fitzmaurice
Chief Financial Officer



HIGH HAMPTON HOLDING CORP.

SHAREHOLDER INFORMATION CIRCULAR

This management information circular is furnished in connection with the annual and special meeting (the “**Meeting**”) of registered and non-registered (or beneficial) holders (collectively, the “**Shareholders**”) of common shares (the “**Common Shares**”) of High Hampton Holding Corp. (the “**Company**”) to be held at the offices of the Company, 8 Wellington St. E., Mezzanine Level, Toronto, Ontario M5E 1C5 on April 12, 2019 at the hour of 11:00 a.m. (Toronto time) and at any continuation thereof after an adjournment for the purposes set forth in the enclosed notice of annual and special meeting of Shareholders (the “**Notice**”).

Unless otherwise stated, the information contained in this Circular is as of March 8, 2019.

GENERAL INFORMATION RESPECTING THE MEETING

The enclosed proxy is being solicited by or on behalf of the management of the Company. The mailing to Shareholders of this Circular will be on or about March 15, 2019. The cost of soliciting proxies will be borne by the Company. While most proxies will be solicited by mail only, regular employees of the Company may also solicit proxies by telephone or in person. Such employees will receive no additional compensation for these services other than their regular salaries, but will be reimbursed for their reasonable expenses.

The Company will provide proxy materials to brokers, custodians, nominees and fiduciaries and will request that such materials be promptly forwarded to the beneficial owners of Common Shares registered in the names of such brokers, custodians, nominees and fiduciaries. The Company will reimburse brokers, custodians, nominees and fiduciaries for their reasonable charges and expenses incurred in forwarding proxy materials to beneficial owners of Common Shares.

All duly completed and executed proxies must be received by Computershare Limited, (the “**Computershare**”) the Company’s transfer agent at 100 University Ave, 8th Floor, Toronto ON, M5J 2Y; Fax: +1 888 453 0330, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. The Company may refuse to recognize any instrument of proxy received after such time.

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in Canadian dollars.

APPOINTMENT, VOTING AND REVOCATION OF PROXIES

Appointment of Proxy Holders

A Shareholder who is unable to attend the Meeting in person is requested to complete and sign the enclosed form of proxy and to deliver it Computershare: (i) by mail or hand delivery to 100 University Ave, 8th Floor, Toronto ON, M5J 2Y; or (ii) by facsimile at +1 888 453 0330. In order to be valid and acted upon at the Meeting, the form of proxy must be received no later than 11:00 a.m. (Toronto time) on April 10, 2019 or be deposited with the Secretary of the Company before the commencement of the Meeting or any adjournment thereof. The deadline for the deposit of proxies may be waived or extended by the Chair of the Meeting at his discretion, without notice.

If you are a non-registered holder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form (“**VIF**”) provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

The document appointing a proxy must be in writing and executed by the Shareholders or his attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized.

A Shareholder submitting a form of proxy has the right to appoint a person (who need not be a Shareholder) to represent him or her at the Meeting other than the persons designated in the form of proxy furnished by the Company. To exercise that right, the name of the Shareholder's appointee should be legibly printed in the blank space provided. In addition, the Shareholder should notify the appointee of the appointment, obtain his or her consent to act as appointee and instruct the appointee on how the Shareholder's Common Shares are to be voted.

Shareholders who are not registered shareholders should refer to "*Notice to Beneficial Holders of Common Shares*" below.

Revocation

A Shareholder who has submitted a form of proxy as directed hereunder may revoke it at any time prior to the exercise thereof. If a Person who has given a proxy personally attends the Meeting at which that proxy is to be voted, that Person may revoke the proxy and vote in person. In addition to the revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or his attorney or authorized agent and deposited with Computershare at any time up to 5:00 p.m. (Toronto time) on April 10, 2019: (i) by mail or hand delivery to 100 University Ave, 8th Floor, Toronto ON, M5J 2Y; or (ii) by facsimile at +1 888 453 0330, or deposited with the Secretary of the Company before the commencement of the Meeting, or any adjournment thereof, and upon either of those deposits, the proxy will be revoked.

Notice to Beneficial Holders of Common Shares

The information set out in this section is of importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who do not hold their Common Shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of shares can be recognized and acted upon at the Meeting or any adjournment(s) thereof. 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 in the records of the Company. Those Common Shares will most likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their nominees can be voted (for or against resolutions or withheld from voting) only upon the instructions of the Beneficial Shareholder. Without specific instructions, the broker/nominees are prohibited from voting shares for their clients. Subject to the following discussion in relation to NOBOs (as defined herein), the Company does not know for whose benefit the Common Shares registered in the name of CDS & Co., a broker or another nominee, are held.

There are two categories of Beneficial Shareholders under applicable securities regulations for purposes of dissemination to Beneficial Shareholders of proxy-related materials and other security holder materials and requests for voting instructions from such Beneficial Shareholders. Non-objecting beneficial owners ("**NOBOs**") are Beneficial Shareholders who have advised their intermediary (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Company, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. Canadian Securities Laws restricts the use of that information to matters strictly relating to the affairs of the Company. Objecting beneficial owners ("**OBOs**") are Beneficial Shareholders who have advised their intermediary that they object to their intermediary disclosing such ownership information to the Company.

In accordance with the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), the Company is sending the proxy-related materials for use in connection with the Meeting (the "**Meeting Materials**") indirectly through intermediaries to both NOBOs and OBOs. NI 54-101 allows the Company, in its discretion, to obtain a list of its NOBOs from intermediaries and to use such NOBO list for the purpose of distributing the proxy materials directly to, and seeking voting instructions directly from, such NOBOs. As a result, the Company is entitled to deliver Meeting Materials to Beneficial Shareholders in two manners: (a) directly to NOBOs and indirectly through intermediaries to OBOs; or (b) indirectly to all Beneficial Shareholders through intermediaries. The Company is not sending Meeting Materials directly to the NOBOs. The Company will use and pay intermediaries and agents to send the Meeting Materials and also intends to pay for intermediaries to deliver the Meeting Materials to the OBOs.

Applicable securities regulations require intermediaries, on receipt of Meeting Materials that seek voting instructions from Beneficial Shareholders indirectly, to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings on Form 54-101F7. Every intermediary/broker has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting or any adjournment(s) thereof. Often, the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided to registered shareholders; however, its purpose is limited to instructing the registered shareholder how to vote on behalf of the Beneficial Shareholder. Beneficial Shareholders who wish to appear in person and vote at the Meeting should be appointed as their own representatives at the Meeting in accordance with the directions of their intermediaries and Form 54-101F7. Beneficial Shareholders can also write the name of someone else whom they wish to appoint to attend the Meeting and vote on their behalf. Unless prohibited by law, the person whose name is written in the space provided in Form 54-101F7 will have full authority to present matters to the Meeting and vote on all matters that are presented at the Meeting, even if those matters are not set out in Form 54-101F7 or this Circular. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically mails a VIF in lieu of a form of proxy. Beneficial Shareholders are requested to complete and return the VIF to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free telephone number to vote the shares held by them or access Broadridge's dedicated voting website to deliver their voting instructions. Broadridge will then provide aggregate voting instructions to the Company's transfer agent and registrar, which will tabulate the results and provide appropriate instructions respecting the voting of Common Shares to be represented at the Meeting or any adjournment thereof.

All references to Shareholders in this Circular, instrument of proxy and Notice are to registered Shareholders unless specifically stated otherwise.

Voting

The record date for the purpose of determining Shareholders entitled to receive Notice of the Meeting has been fixed as February 12, 2019.

Common Shares represented by any properly executed proxy in the accompanying form will be voted for or against, or withheld from voting, as the case may be, on any ballot that may be called for in accordance with the instructions given by the Shareholder. **In the absence of such direction, such Common Shares will be voted in favour of the matters set out herein. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of the Meeting of Shareholders and with respect to other matters which may properly come before the Meeting.**

The accompanying form of proxy confers discretionary authority on the persons named in it with respect to amendments or variations to matters identified in the Notice or other matters that may properly come before the Meeting. As of the date hereof, the management of the Company is not aware of any such amendments, variations or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the management designees intend to vote in accordance with the judgment of management of the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year, no proposed nominee for election as a director of the Company nor any associate of any such director, director nominee or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except as disclosed in this Circular.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value. As at the date hereof, there are 104,078,316 Common Shares issued and outstanding. Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting.

The board of directors of the Company (the "**Board**") has fixed February 12, 2019 as the record date (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

To the knowledge of the management of the Company, as at the date of this Circular, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of the Company carrying more than 10% of the voting rights attached to any class of voting securities of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the management of the Company, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice.

1. Financial Statements

The audited financial statements of the Company for the financial year ended August 31, 2018, together with the auditors' report thereon, which accompany this Circular, will be presented to Shareholders at the Meeting. These materials are also available on the Company's SEDAR profile at www.sedar.com.

Receipt at the Meeting of these financial statements and the auditor's report thereon will not constitute approval or disapproval of any matter referred to therein. Shareholder approval is not required in relation to the financial statements.

2. Election of Directors

The Company's articles provide that the Board will consist of a minimum of one and a maximum of ten directors. The Board currently consists of six (6) directors.

At the Meeting, the Shareholders will be asked to consider, and, if thought fit, approve with or without variation a resolution re-electing four current members of the Board and electing two nominees, namely Robert Allen, Daniel Petrov, Cam Birge, Dieter MacPherson, Gary Latham and AJ Gentile, as the directors of the Company. It is intended that each of the directors will hold office until the next annual meeting of Shareholders or until his or her successor is elected or appointed, unless such office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia). In order to be effective, this resolution requires the approval of not less than 50% of the votes cast by Shareholders represented at the Meeting in person or by proxy.

Shareholders have the option to (i) vote for all of the directors of the Company listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless otherwise instructed, proxies and voting instructions given pursuant to this solicitation by the management of the Company will be voted FOR the election of each of the proposed nominees set forth in the table below.**

The management of the Company has no reason to believe that any of the nominees will be unable to serve as a director. **However, if any proposed nominee is unable to serve as a director, the individuals named in the enclosed form of proxy will be voted in favour of the remaining nominees, and may be voted in favour of a substitute nominee unless the Shareholder has specified in the proxy that the Common Shares represented thereby are to be withheld from voting in respect of the election of directors.**

The following table states the name of each person nominated by management for election as directors, such person's principal occupation or employment, period of service as a director of the Company, and the approximate number of voting securities of the Company that such person beneficially owns, or over which such person exercises direction or control:

Name, and Province and Country of Residence	Principal Occupation During the Last Five Years ⁽¹⁾	Director Since	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Robert Allen ⁽²⁾ <i>British Columbia, Canada</i>	Business Owner/Consultant (2018 – present), Brinkman Forest Products CFO/advisor (2016-2018), Former CFO/advisor of BeWhere Holdings Corp and Former CFO/advisor of Reliq Healthcare Ltd. (2014- 2015)	June 18, 2018	130,000

Name, and Province and Country of Residence	Principal Occupation During the Last Five Years⁽¹⁾	Director Since	Common Shares Beneficially Owned or Controlled⁽¹⁾
Daniel Petrov ⁽²⁾ <i>British Columbia, Canada</i>	CEO of Aura Cannabis (2017 to present) and Former Executive Vice President of Aura Cannabis Inc. (2014 to 2016)	Aug. 29, 2017	1,850,000
Cam Birge ⁽²⁾ <i>British Columbia, Canada</i>	President & Director of CTT Pharmaceutical Holdings Inc. (2018 to present)	Oct. 22, 2018	Nil
Dieter MacPherson <i>Alberta, Canada</i>	Senior Vice President of Operations, Aurora Cannabis Inc. (2017 to present)	Mar. 6, 2019	Nil
Gary Latham <i>California, U.S.A.</i>	Chief Executive Officer of High Hampton Holdings Corp. (2018 to present) and founder of Mojave Jane, LLC	Nominated	1,790,384
AJ Gentile <i>California, U.S.A.</i>	Chief Executive Officer of SpeedWeed (2011 to present)	Nominated	Nil

Notes:

- 1) Information about principal occupation, business or employment and number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by respective persons set forth above.
- 2) Member of the Audit Committee.

Biographical Notes for Directors***Robert Allen***

Mr. Allen has over 20 years of experience building, leading and advising both public and private corporations through complex restructurings, acquisitions/divestitures, and capital market transactions. He currently is engaged as a “turn around” agent where he provides strategic advisory services to boards and management which include the establishment of Boards and their associated governance and policies, strategic refreshes including restructuring, and instilling accountability for results. He has also been a principal investor and participated in the start-up of three companies of which he helped take two public. Earlier in his career Robert acted as both CFO and CEO to large public corporations (Ainsworth Lumber 2003-2009, TimberWest 2009-2012), both with revenues in excess of \$1 billion. Mr. Allen was also the CEO of Skeena Cellulose, a private organization with forestry holdings that included a pulp mill, three sawmills and associated timber holdings. Mr. Allen holds a Bachelor of Science in Agriculture and a Master’s degree in Accounting from the University of British Columbia.

Daniel Petrov

Mr. Petrov acted in the capacity of Executive Vice President of Aura Marijuana Inc. (Aura Cannabis Inc.) from June 21, 2014 to May 31, 2016. Daniel was brought on to the Aura team due to his extensive experience in medical cultivation, processing, and distribution. As Vice President, Daniel was responsible for maximizing Aura’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.

Cam Birge

Mr. Birge has over 20 years of experience advising and working with public and private companies in Canada, the United States and Mexico and is well connected both in capital markets and within the cannabis and other sectors. As the former CFO with Australis Capital Inc., a U.S. spin-off of Aurora Cannabis Inc. focusing on cannabis investments, he was directly involved in investment decisions related to the U.S. cannabis industry in both public and private companies. Mr. Birge holds the position of President & Director of CTT Pharmaceutical Holdings Inc. who holds a patented drug delivery technology, and where he recently negotiated a partnership with Aurora Cannabis Inc. on behalf of the CTT shareholders. He also has over 20 years of experience in public and private education, including five years as Adjunct Professor of Business and twice elected Head of the Graduate Business Department of the Academic Council at United States

International University, Mexico City campus. He also founded Industrial Minerals Inc. and was responsible for the management change that led to the formation of Northern Graphite Corporation, and also played an instrumental role in the negotiation of the \$3 billion Loreto Bay Project with the Mexican federal government as the Vice President of the Trust for Sustainable Development.

Dieter MacPherson

Mr. MacPherson has approximately 10 years of experience as an advocate for sensible regulations and fair access to medical cannabis, contributing to the development of municipal regulations while with the Canadian Association of Medical Cannabis Dispensaries, and presenting and speaking across the country on the evolution of cannabis policy and regulation. Since joining Aurora Cannabis Inc. in February, 2017 as Manager of Production, Mr. MacPherson has been in charge of planning, development and implementation of processes and procedures to increase productivity, create efficiencies and improve profitability. He has overseen a consistent enhancement in crop yields and overall production, while also playing a key role in facility design and workflow for Aurora Sky and the Company's Pointe-Claire, Quebec production facility. As Vice President Production, he has been responsible for strategic development and direct management for all Aurora cannabis production facilities.

Gary Latham

Mr. Latham has thirty years of experience in the cyber security business with a history of developing, growing, and managing consulting services, professional services, and technology/products. Mr. Latham is a proven business leader and has both commercial and public sector experience in domestic and international markets. Most recently, he spent several years in the burgeoning California cannabis market where he founded Coachella-based licensed cannabis manufacturing company Mojave Jane, LLC. His experience also includes leading startups, middle market, and Fortune 500 organizations, as well as directing the technical information security program for the U.S. Department of State.

AJ Gentile

Mr. Gentile has over twenty years of experience developing IT solutions for the U.S. Congress and public sector organizations. In 2011, Mr. Gentile entered the medical marijuana industry as the founder and Chief Executive Officer of SpeedWeed, California's largest marijuana delivery service, boasting a client base of over 200,000. Through the 1990s, Gentile helped launch several technology start-ups, the largest being MacConnect, the first Internet Service Provider for Macintosh users only. When he sold his stake of the company in 1999, it was the largest and most profitable ISP of its kind and remains a successful company to this day. Until 2005, Gentile served as an end-to-end technology consultant, building infrastructure for businesses in New York's "Silicon Alley". In 2005, he co-created Government Response, Inc., a web-based constituent services application provider serving clients in the United States Congress, every major statehouse in the U.S., and many minor government agencies.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No proposed director of the Company is, as at the date hereof, or has been, within the previous 10 years, a director, chief executive officer or chief financial officer, of any company (including the Company) that:

- (a) while that person was acting in the capacity was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer of such company 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) 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 of the Company (or any personal holding company of any such individual):

- (a) is at the date hereof, or has been within the previous 10 years, a director or executive officer of any corporation 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 manager or trustee appointed to hold its assets; or
- (b) has, within 10 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 such individual.

No proposed director of the Company (or any personal holding company of any such individual) 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 any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. Appointment of Auditor

Manning Elliot LLP, Accountants & Business Advisors (“**Manning Elliott**”) are the independent registered certified auditors of the Company. Manning Elliott was first appointed as auditor of the Company on September 15, 2016. Management of the Company intends to nominate Manning Elliott for reappointment as auditors of the Company.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution to re-appoint Manning Elliott to serve as auditors of the Company until the next annual meeting of Shareholders and to authorize the directors of the Company to fix their remuneration as such. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the re-appointment of Manning Elliott as auditor of the Company to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix its remuneration.

The management of the Company recommends that Shareholders vote in favour of the re-appointment of Manning Elliott and the authorization of the directors of the Company to fix their remuneration.

4. Approval of Stock Option Plan

The Company maintained a fixed number share incentive plan, which was approved by Shareholders on March 1, 2018. At the Meeting, Shareholders will be asked to approve a new share incentive plan (the “**Stock Option Plan**”). The Stock Option Plan is a rolling stock option plan that sets the number of Common Shares issuable thereunder at a maximum of 10% of the Common Shares issued and outstanding at the time of any grant.

The Stock Option Plan is subject to shareholder approval and acceptance by the Canadian Securities Exchange (the “**CSE**”). The Stock Option Plan provides that the Board of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company, or any subsidiary of the Company, the option to purchase Common Shares. The Stock Option Plan provides for a floating maximum limit of 10% of the outstanding Common Shares as permitted by the policies of the CSE. As at the date hereof, this represents 10,407,831 options to purchase Common Shares available under the Stock Option Plan.

Outstanding options to purchase a total of 4,725,000 Common Shares have been issued to directors, officers, employees and consultants of the Company and remain outstanding. As at the date hereof, the number of options to purchase Common Shares remaining available for issuance under the Stock Option Plan is 5,682,831.

A summary of the material aspects of the Stock Option Plan is as follows:

1. the Stock Option Plan will be administered by the Company's Board or, if the Board so designates, a Committee of the Board appointed in accordance with the Stock Option Plan to administer the Stock Option Plan;
2. the maximum number of shares in respect of which options may be outstanding under the Stock Option Plan at any given time is equivalent to 10% of the issued and outstanding shares of the Company at that time, less the number of shares, if any, subject to prior options;
3. following termination of an optionee's employment, directorship, consulting agreement or other qualified position, the optionee's option shall terminate upon the expiry of such period of time following termination, not to exceed 90 days (30 days if the optionee is engaged in providing investor relations services), or, in certain circumstances such longer period as may be determined by the directors, but in any event, no longer than the initial term of the option;
4. an option granted under the Stock Option Plan will terminate one year following the death of the optionee. These provisions do not have the effect of extending the term of an option which would have expired earlier in accordance with its terms, and do not apply to any portion of an option which had not vested at the time of death or other termination;
5. as long as required by Exchange policy, no one individual may receive options on more than 5% of the issued and outstanding shares of the Company (the "**Outstanding Shares**") in any 12 month period, no one consultant may receive options on more than 2% of the Outstanding Shares in any 12 month period, and options granted to persons employed to provide investor relations services may not exceed, in the aggregate, 2% of the Outstanding Shares in any 12 month period;
6. options may not be granted at prices that are less than the Discounted Market Price as defined in Exchange policy which, subject to certain exceptions, generally means the most recent closing price of the Company's shares on the Exchange, less a discount of from 15% to 25%, depending on the trading value of the Company's shares;
7. any amendment of the terms of an option shall be subject to any required regulatory and shareholder approvals; and
8. in the event of a reorganization of the Company or the amalgamation, merger or consolidation of the shares of the Company, the Board of Directors shall make such appropriate provisions for the protection of the rights of the optionee as it may deem advisable.

The full text of the Stock Option Plan is available at the offices of the Company and will be made available upon request.

Shareholder Approval for the Stock Option Plan

Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution approving the Stock Option Plan (the "**Stock Option Plan Resolution**"), which, to be effective, must be passed by not less than a majority of the votes cast by the holders of Common Shares present in person, or represented by proxy, at the Meeting.

The Board recommends that Shareholders vote FOR the Stock Option Plan Resolution. Unless the Shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the Stock Option Plan Resolution, the persons named in the proxy or voting instruction form will vote FOR the Stock Option Plan Resolution.

5. Amendments to the RSU Plan

Shareholders are asked to consider and, if thought fit, approve the amendment to the Company's Restricted Stock Unit Plan (the "**RSU Plan**") set forth in the resolution in the form set out below (the "**RSU Plan Amendment**"). The RSU Plan Amendment resolution must be approved by a majority of the votes cast at the Meeting.

The RSU Plan which provides for the grant of restricted stock units, is designed to foster the long-term retention of key employees, consultants, officers and directors of the Company. Allocations under the RSU Plan are intended to provide strong incentive for superior long-term performance. In order to ensure that a sufficient number of Common Shares are available to meet the future anticipated needs under the continued operation of the RSU Plan, Shareholders are being asked

to increase the number of Common Shares reserved for issuance under the RSU Plan. *Long-Term Equity Incentive Plans* for additional details concerning the RSU Plan.

The Corporation is seeking to reserve an additional 1,000,000 Common Shares for issuance under the RSU Plan. There currently is a maximum of 2,679,868 Common Shares reserved for issuance under the RSU Plan, representing 2.6% of the issued and outstanding Common Shares as at the date of this Circular. On February 18, 2019 the Board approved an increase to the plan maximum whereby the number of Common Shares of the Corporation reserved for issuance will be fixed at 3,679,868 Common Shares, representing 3.5% of the issued and outstanding Common Shares as at the date of this Circular.

As at the date of this Circular, 1,400,000 Common Shares are reserved for issuance pursuant to the RSU Plan, representing approximately 1.35% of the Corporation's issued and outstanding Common Shares. If Shareholders approve the RSU Plan Amendment at the Meeting, 2,279,868 Common Shares will be available for issuance, subject to regulatory approval and the terms of the RSU Plan.

NOW THEREFORE BE IT RESOLVED AS AN ORDINARY RESOLUTION:

1. The RSU Plan be amended to increase the number of Common Shares reserved for issuance thereunder by 1,000,000 Common Shares for a cumulative total of 3,679,868 Common Shares reserved for issuance pursuant to the RSU Plan; and
2. Any director or officer of the Corporation is hereby authorized and directed to do and perform all such acts and things as may be necessary or desirable to implement the foregoing resolution, and any one officer or director of the Corporation be and is hereby authorized and directed to execute and deliver, for and on behalf of, and in the name of, the Company, all such instruments and agreements and to do and perform and come to be done and performed all such acts and things as may be necessary or desirable in connection therewith or to give effect to the foregoing resolution.

The Board of Directors has approved the RSU Plan Amendment, subject to shareholder and regulatory approval, and recommends that the Shareholders vote "FOR" the RSU Plan Amendment resolution.

6. Other Matters

Management of the Company knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice accompanying this Circular. However, if any other matter properly comes before the Meeting, valid forms of proxy will be voted on such matter in accordance with the best judgment of the persons voting the proxy.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Circular, a Named Executive Officer ("NEO") of the Company means each of the following individuals:

- a. a chief executive officer ("CEO") of the Company;
- b. a chief financial officer ("CFO") of the;
- c. in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000;
- d. each of the Company's three most highly compensated executive officers, other than the President and CFO, who was serving as an executive officer at the end of the most recently completed fiscal year and whose total salary and bonus exceeds \$150,000 per year; and
- e. each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

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 Canadian-based cannabis sector brand and distribution company. 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 Company established a director compensation agreement (the “Director Compensation Agreement”) on July 1, 2018. Under the terms of the Director Compensation Agreement, non-management directors receive cash consideration of \$1,000 per month for acting in their capacity as directors of the Company. A director receives additional compensation of \$1,000 per month if the director is a member of a Board committee or additional compensation of \$1,500 per month if the director is a chair of the Board or a Board committee.

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*” below 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, 2018

On October 16, 2018, Christian Scovenna was appointed as interim Chief Executive Officer of the Company, following the resignation of David E. Argudo as Chief Executive Officer and from the Board.

On October 16, 2018, Paul Mann was terminated as Chief Operating Officer of the Company.

On October 22, 2018, Cam Birge was appointed to the Board to fill the vacancy left by the resignation of David E. Argudo.

On November 15, 2018, Gary Latham was appointed as Chief Executive Officer of the Company and Tom Baird was appointed as Chief Operating Officer of the Company, to fill the vacancies left by the resignation and termination of David E. Argudo and Paul Mann, respectively.

On March 6, 2019, Dieter MacPherson was appointed to the Board. Gary C. Latham and AJ Gentile were also appointed to the Board to fill the vacancies left by the resignations of Richard Polanco and Christian Scovenna.

Director and NEO Compensation, Excluding Compensation Securities

The following table is a summary of compensation paid to the Named Executive Officers and Directors for each of the Company’s three most recently completed fiscal years, in accordance with National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”):

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⁾⁽¹¹⁾ <i>Chairman, Director and former President</i>	2018	\$49,800	Nil	\$5,000	Nil	Nil	\$54,800
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Christian Scovenna ⁽¹⁾⁽¹¹⁾ <i>Director Sr. VP Corporate Finance and former Interim Chief Executive Officer</i>	2018	\$181,600	Nil	Nil	Nil	Nil	\$181,600
	2017	\$16,000	Nil	Nil	Nil	Nil	\$16,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Petrov ⁽¹⁾ <i>Director</i>	2018	\$300,000	Nil	\$4,000	Nil	Nil	\$304,000
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Robert Allen ⁽⁷⁾ <i>Director</i>	2018	Nil	Nil	\$5,000	Nil	Nil	\$5,000
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
David Argudo ⁽⁹⁾ <i>former Chief Executive Officer and Director</i>	2018	\$398,527	Nil	Nil	Nil	Nil	\$398,527
	2017	\$96,093	Nil	Nil	Nil	Nil	\$96,093
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Paul Mann ⁽⁹⁾ <i>former Chief Operating Officer</i>	2018	\$123,381	Nil	Nil	Nil	Nil	\$123,381
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Fiona Fitzmaurice ⁽¹⁰⁾ <i>Chief Financial Officer and former Director</i>	2018	\$106,101	Nil	Nil	Nil	Nil	\$106,101
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Brendan Purdy ⁽²⁾ <i>former Chief Executive Officer and Director</i>	2018	\$79,150	Nil	Nil	Nil	Nil	\$79,150
	2017	\$100,655	Nil	Nil	Nil	Nil	\$100,655
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Rukie Liyanage ⁽³⁾ <i>former Chief Financial Officer and Director</i>	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	\$13,425	Nil	Nil	Nil	Nil	\$13,425
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Rob Riley ⁽⁴⁾ <i>former CEO, President and Director</i>	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	\$50,000	Nil	Nil	Nil	Nil	\$50,000
Chris Cherry ⁽⁵⁾ <i>former Chief Financial Officer and Director</i>	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	\$15,000	Nil	Nil	Nil	Nil	\$15,000

Notes:

- 1) Messrs. Scovenna, Argudo, Petrov, 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.
- 7) Mr. Allen was appointed to the Board on June 18, 2018.
- 8) Mr. Argudo was appointed Chief Executive Officer on December 1, 2017 and subsequently resigned as Chief Executive Officer and from the Board on October 16, 2018.
- 9) Mr. Mann was appointed as Chief Operating Officer on March 16, 2018 and was subsequently terminated on October 16, 2018.
- 10) Ms. Fitzmaurice was appointed as Chief Financial Officer and to the Board on October 25, 2017 and subsequently resigned from the Board on June 18, 2018.
- 11) Mr. Polanco and Mr. Scovenna are not standing for re-election to the Board at the Meeting.

The following table discloses the particulars of the option-based awards outstanding to NEOs and directors of the Company as at August 31, 2018:

Name and Position	Number of securities underlying unexercised options and percentage of class ⁽¹⁾	Date of issue or grant	Option Exercise Price (\$)	Closing price of underlying security on date of grant (\$)	Closing price of underlying security at year end (\$)	Option Expiration Date
David Argudo <i>former Chief Executive Officer and Director</i>	400,000 (0.42%)	2017/09/15	\$0.50	\$0.43	\$0.58	2019/09/15
Fiona Fitzmaurice <i>Chief Financial Officer and former Director</i>	150,000 (0.16%)	2017/09/15	\$0.50	\$0.43	\$0.58	2019/09/15
Paul Mann <i>former Chief Operating Officer</i>	Nil (0%)	n/a	n/a	n/a	n/a	n/a
Christian Scovenna <i>Director Sr. VP Corporate Finance and former Interim Chief Executive Officer</i>	150,000 (0.16%)	2017/09/15	\$0.50	\$0.43	\$0.58	2019/09/15
Richard Polanco <i>Chairman, Director and former President</i>	Nil (0%)	n/a	n/a	n/a	n/a	n/a
Daniel Petrov <i>Director</i>	600,000 (0.63%)	2017/09/15	\$0.50	\$0.43	\$0.58	2019/09/15

Notes:

- (1) Percentage based on 94,893,464 Common Shares issued and outstanding as at August 31, 2018.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides details of the equity securities of the Company authorized for issuance as of the fiscal year ended August 31, 2018 pursuant to the Company's equity compensation plan currently in place:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders ⁽¹⁾	4,500,000	\$0.39	4,989,346
Equity compensation plans not approved by securityholders	N/A	N/A	N/A

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)
Total	4,500,000	\$0.39	4,989,346

Notes:

(1) Based on a total of 94,893,464 Common Shares issued and outstanding as at August 31, 2018.

Pension Plan Benefits, Termination and Change of Control Benefits

The Company has no pension or retirement plan. The Company has not provided compensation, monetary or otherwise to any person who now acts as a NEO of the Company, in connection with or related to the retirement, termination or resignation of such person and the Company has provided no compensation to such persons as a result of a change of control of the Company, its subsidiaries or affiliates. The Company is not party to any compensation plan or arrangement with NEOs resulting from the resignation, retirement or the termination of employment of any person.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No executive officer, director, or employee of the Company, past or present, nor any proposed nominee for election as a director of the Company, nor any associate of any of the foregoing persons, at any time during the fiscal year ended August 31, 2018, and as at the date of this Circular, is or was indebted to the Company in connection with the purchase of securities or otherwise, nor is any such individual indebted to another entity with such debt being the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

STATEMENT OF CORPORATE GOVERNANCE

Effective June 30, 2005, National Instrument 58-101 Disclosure of Corporate Governance Practices (“**NI 58-101**”) and National Policy 58-201 Corporate Governance Guidelines (“**NP-58-201**”) were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices they have adopted. NP 58-201 provides guidance on corporate governance practices.

The board of directors facilitates its exercise of independent supervision over the Company’s management through frequent meetings. The board of directors, on a continuing basis, examines the effectiveness of the Company’s internal controls processes and management information systems and reviews executive compensation and recommends stock option grants.

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.

Robert Allen, Cam Birge, Dieter MacPherson and AJ Gentile are independent members of the Board. Gary C. Latham is considered non-independent by virtue of his role as CEO of the Company. Daniel Petrov is not independent by virtue of having had received consulting fees in excess of \$100K from 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.

Other Directorships

The following table sets forth the proposed directors of the Company who are directors of other reporting issuers:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)	Trading Market
Cam Birge	Northern Graphite Corporation	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

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.

AUDIT COMMITTEE

Audit Committee Charter

The directors of the Company have adopted a charter for the Audit Committee (the “**Audit Committee Charter**”), which sets out the Audit Committee’s mandate, organization, powers and responsibilities. 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 are Daniel Petrov, Robert Allen and Cam Birge. None of Daniel Petrov, Robert Allen or Cam Birge is an executive officer, employee, or control person of the Company or any of its affiliates. Each member of the Audit Committee is considered to be “financially literate” within the meaning of NI 52-110, which includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the Company’s financial statements.

Relevant Education and Experience

The relevant education and experience of each of the members of the Audit Committee is as follows:

Daniel Petrov

Mr. Petrov has founded a number of successful Cannabis companies and most recently served as Executive Vice President at Aurora Cannabis Inc. (TSX: ACB) from prior to its listing onto the CSE until mid 2016. Daniel is currently the CEO of Aura Cannabis Inc., a Canadian Cannabis company seeking opportunities in the cannabis space. Mr. Petrov has a B.Sc. in Computers Science.

Robert Allen

Mr. Allen is an investor, entrepreneur, C Suite Executive with 20 plus years of experience building, leading, and advising both public and private corporations through complex restructurings, acquisitions/ divestitures, and capital market transactions. Mr. Allen acted as both CFO and CEO to large public corporations (Ainsworth Lumber 2003-2009, TimberWest 2009-2012). Mr. Allen has a B.Sc. in Agriculture and a Master’s Degree in Accounting. He is also a Charter Accountant of British Columbia.

Cam Birge

Mr. Birge has over 20 years of experience advising and working with public and private companies in Canada, the United States and Mexico. He is the former CFO of Australis Capital Inc., a U.S. spin-off of Aurora Cannabis Inc. Mr. Birge also has over 20 years of experience in public and private education, including five years as Adjunct Professor of Business and twice elected Head of the Graduate Business Department of the Academic Council at United States International University, Mexico City campus.

Audit Committee Oversight

At no time since the commencement of the Company’s most recently completed financial year, has a recommendation of the audit committee to nominate or compensate an external auditor not been adopted by the board of directors.

Exemption

Since the Company is a “Venture Issuer” pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The aggregate fees billed by the Company's external auditors in each of the last two financial years for audit services are approximately as follows:

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
August 31, 2018	\$85,500	Nil	Nil	Nil
August 31, 2017	\$40,000	Nil	Nil	Nil

Notes:

- (1) Aggregate fees billed for professional services rendered by the auditor for the audit of the Company's annual financial statements.
- (2) Aggregate fees billed for professional services rendered by the auditor and consisted primarily of file quality review fees and fees for the review of quarterly financial statements and related documents.
- (3) Aggregate fees billed for tax compliance, tax advice and tax planning professional services. These services included reviewing tax returns and assisting in responses to government tax authorities.
- (4) No other fees were billed by the auditor of the Company other than those listed in the other columns.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed below and elsewhere in this Circular, no director, proposed director, executive officer, or person or company that beneficially owns, controls or directs, directly or indirectly, more than 10% of the Common Shares, nor any associate or affiliate of any such person or company, has or has had since the commencement of the financial year ended June 30, 2016, any material interest, directly or indirectly, in any transaction that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information about the Company may be found in the Company's comparative annual financial statements and related management's discussion and analysis for the financial year ended August 31, 2018, which is also available on SEDAR. Inquiries, including requests for copies of the Company's comparative financial statements and management's discussion and analysis for the year ended August 31, 2018, may be directed to the Company at 8 Wellington St. E., Mezzanine Level, Toronto, ON, Canada M5E 1C5.

DATED at Toronto, Ontario, this 8th day of March, 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF HIGH HAMPTON HOLDING CORP.

(Signed) "Fiona Fitzmaurice"

Fiona Fitzmaurice
Chief Financial Officer