

**CDN MSOLAR CORP.**

**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR  
WITH RESPECT TO  
THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON DECEMBER 6, 2018**

Dated November 6, 2018

**CDN MSOLAR CORP.**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

Notice is hereby given that an annual and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of CDN MSolar Corp. (the “**Company**”) will be held at 885 W. Georgia Street, Suite 2200, Vancouver, British Columbia V6C 3E8, on December 6, 2018 at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive and consider the financial statements of the Company for the financial years ended March 31, 2018 and 2017 and the report of the auditors thereon;
2. to appoint Manning Elliott LLP as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
3. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution electing seven (7) directors to replace the current directors of the Company immediately following the proposed reverse take-over of the Company by Blueberries Cannabis Corp. pursuant to a business combination (the “**Transaction**”), as more particularly described in the accompanying management information circular of the Company dated November 5, 2018 (the “**Circular**”);
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution, conditional on and effective upon completion of the Transaction, to approve the adoption by the Company of a new rolling 10% incentive stock option plan to supersede and replace the Company’s existing stock option plan, as more fully described in the Circular; and
5. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

An “**ordinary resolution**” is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular.

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 November 5, 2018 (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.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** To be effective, the enclosed form of proxy must be mailed or faxed so as to reach or be deposited with Computershare Investor Services Inc., Proxy Department, 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, British Columbia V6C 3B9, Fax: +1.888.453.0330 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

DATED this 6<sup>th</sup> day of November, 2018.

**BY ORDER OF THE BOARD OF DIRECTORS OF  
CDN MSOLAR CORP.**

*“Thurman So”*

Thurman So  
President

## FORWARDING LOOKING INFORMATION

This management information circular (the “**Circular**”) contains “forward looking information” within the meaning of applicable Canadian securities legislation. Forward-looking information may include, but is not limited to, statements with respect to the future management of the Company, the future business of the Company and activities, events or developments that management expects or anticipates will occur or may occur in the future. Often, but not always, forward looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “believes”, or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable at the date that such statements are made. Forward-looking information involves known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company, as applicable, to be materially different from any future results, performance or achievements expressed or implied by the forward looking information. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in the forward-looking information, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking information contained herein is made as of the date of this Circular and, other than as required by securities law, the Company disclaims any obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise unless so required by applicable securities laws. There can be no assurance that the forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information.

## GENERAL INFORMATION RESPECTING THE MEETING

### Solicitation of Proxies

**This Circular is furnished in connection with the solicitation of proxies by the management of CDN MSolar Corp. (the “Company”) for use at the annual and special meeting (the “Meeting”) of the shareholders (the “Shareholders”) of the Company to be held at 10:00 a.m. (Vancouver time) on December 6, 2018 at 885 W. Georgia Street, Suite 2200, Vancouver, British Columbia V6C 3E8, for the purposes set forth in the accompanying Notice of Annual and Special Meeting of Shareholders.** References in the Circular to the Meeting include any adjournment(s) or postponement(s) thereof. It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Company by telephone, electronic mail, telecopier or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Company.

The board of directors of the Company (the “**Board**”) has fixed the close of business on November 5, 2018 as the record date, being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting. All duly completed and executed proxies must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, British Columbia V6C 3B9, Fax: +1.888.453.0330 not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournments or postponements thereof.

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

Unless otherwise stated, the information contained in this Circular is as of November 6, 2018.

### **Voting of Proxies**

The common shares in the capital of the Company (“**Common Shares**”) represented by the accompanying form of proxy (if same is properly executed and is received at the offices of Computershare Investor Services Inc. at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof), will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for. **In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below. 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 Annual and Special Meeting of Shareholders and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

### **Appointment of Proxies**

The persons named in the enclosed form of proxy are officers and/or directors of the Company. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person’s name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Computershare Investor Services Inc., at the address provided herein, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in the City of Vancouver, British Columbia) prior to the time set for the Meeting or any adjournment(s) or postponement(s) thereof.**

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder’s attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

### **Revocation of Proxies**

A proxy given pursuant to this solicitation may be revoked at any time prior to its use. A Shareholder who has given a proxy may revoke the proxy by:

- (i) completing and signing a proxy bearing a later date and depositing it at the offices of Computershare Investor Services Inc., Proxy Department, 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, British Columbia V6C 3B9;
- (ii) depositing an instrument in writing executed by the Shareholder or by the Shareholder’s attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney either with Computershare Investor Services Inc., Proxy Department, 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, British Columbia V6C 3B9 at any time up to and including the last business day preceding the day of the Meeting or any adjournment(s) or postponement(s) thereof or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof; or

- (iii) in any other manner permitted by law.

Such instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to such proxy.

### **Voting by Non-Registered Shareholders**

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are “non-registered” Shareholders (“**Non-Registered Shareholders**”) because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (“**Intermediary**”) that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“**CDS**”)) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Company will have distributed copies of the Notice of Annual and Special Meeting of Shareholders, this Circular, the form of proxy and a request card for interim and annual materials (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

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

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “**voting instruction form**”) which the Intermediary must follow. Typically, the voting instruction form will consist of a one page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting;** or
- (ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Investor Services Inc., Proxy Department, 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, British Columbia V6C 3B9.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons

named in the voting instruction form and insert the Non-Registered Shareholder or such other person's name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

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

Other than as disclosed herein, no director or executive officer of the Company who has held such position at any time since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, and associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The authorized share capital of the Company consists of an unlimited number of Common Shares. As at the date hereof, there are 7,392,759 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 record date for the determination of Shareholders entitled to receive notice of the Meeting has been fixed at November 5, 2018 (the "**Record Date**"). All such holders of record of Common Shares on the Record Date are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Company's transfer agent, Computershare Investor Services Inc., within the time specified in the attached Notice of Annual and Special Meeting of Shareholders, to attend and to vote thereat by proxy the Common Shares held by them.

To the knowledge of the directors and executive officers of the Company, as of the date hereof, no person or company beneficially owns, controls or directs, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to all outstanding Common Shares, other than as set out below:

<b>Name</b>	<b>Number of Common Shares<sup>(1)</sup></b>	<b>Percentage of Common Shares<sup>(1)</sup></b>
Pat DiCapo	1,450,000	19.6%

**Note:**

(1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Company from publicly disclosed information and/or furnished by the Shareholder listed above.

#### **EXECUTIVE COMPENSATION**

##### **Compensation Discussion and Analysis**

The Company is a venture issuer in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102"). The following compensation disclosure is provide pursuant to Form 51-102 F6V – *Statement of Executive Compensation – Venture Issuers*.

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

The following table discloses all compensation to named executive officers, as such term is defined under NI 51-102 (“NEOs”), and directors for each of the two most recently completed financial years ended March 31, 2018 and 2017, other than compensation in securities.

<b>Table of Compensation Excluding Compensation Securities</b>							
<b>Name and Position</b>	<b>Year</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
Thurman So <sup>(1)</sup> – President, Chief Financial Officer, Director	2017 2018	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Ji Wu Li <sup>(2)</sup> – Chief Executive Officer and Former Director	2017 2018	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Guo Hua Cui <sup>(3)</sup> – Former Director	2017 2018	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Lin Hoi Yu <sup>(4)</sup> – Former President and Director	2017 2018	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

**Notes:**

- (1) Thurman So was appointed as Chief Financial Officer of the Company on April 8, 2014 and President of the Company on January 26, 2017.
- (2) Mr. Li resigned as a director effective November 6, 2018 and was replaced by Ms. Catherine Lathwell.
- (3) Mr. Cui resigned as a director of the Company effective November 6, 2018 and was replaced by Mr. Matthew Bajurny.
- (4) Lin Hoi Yu was appointed President on September 30, 2013 and ceased to be the President on January 26, 2017.

***External Management Companies***

None of the NEOs are employees of the Company. The Company has not retained an external management company.

***Stock Options and Other Compensation Securities***

The following table discloses all compensation securities granted or issued to each director and NEO by the Company or one of its subsidiaries in the most recently completed financial year 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	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
Thurman So <sup>(1)</sup> – President, Chief Financial Officer, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Ji Wu Li <sup>(2)</sup> – Chief Executive Officer and Former Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Guo Hua Cui <sup>(3)</sup> – Former Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Lin Hoi Yu <sup>(4)</sup> – Former President and Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

**Notes:**

- (1) Thurman So was appointed as Chief Financial Officer of the Company on April 8, 2014 and President of the Company on January 26, 2017.
- (2) Mr. Li resigned as a director effective November 6, 2018 and was replaced by Ms. Catherine Lathwell.
- (3) Mr. Cui resigned as a director of the Company effective November 6, 2018 and was replaced by Mr. Matthew Bajurny.
- (4) Lin Hoi Yu was appointed President on September 30, 2013 and ceased to be the President on January 26, 2017.



The following table discloses each exercise by a director or NEO of compensation securities during the most recently completed financial year.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Thurman So <sup>(1)</sup> – President, Chief Financial Officer, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Ji Wu Li <sup>(2)</sup> – Chief Executive Officer and Former Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Guo Hua Cui <sup>(3)</sup> – Former Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Lin Hoi Yu <sup>(4)</sup> – Former President and Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A

**Notes:**

- (1) Thurman So was appointed as Chief Financial Officer of the Company on April 8, 2014 and President of the Company on January 26, 2017.
- (2) Mr. Li resigned as a director effective November 6, 2018 and was replaced by Ms. Catherine Lathwell.
- (3) Mr. Cui resigned as a director of the Company effective November 6, 2018 and was replaced by Mr. Matthew Bajurny.
- (4) Lin Hoi Yu was appointed President on September 30, 2013 and ceased to be the President on January 26, 2017.

***Stock Option Plans and Other Incentive Plans***

The stock option plan of the Company was approved by disinterested shareholders of the Company on December 18, 2014 (the “**Stock Option Plan**”). The maximum number of Common Shares which may be issued pursuant to options granted under the Stock Option Plan is the greater of: (i) 10% of the issued and outstanding Common Shares on the date of the grant; and (ii) 438,551.

As of the date of this Circular, the Company has 7,392,759 Common Shares issued and outstanding. 438,551 Common Shares represent approximately 5.9% of the issued and outstanding Common Shares. As the number of options currently outstanding is nil, the number of options available for grant is 739,275.

The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants (together “**service providers**”) of the Company and of its affiliates and to

closely align the personal interests of such service providers with the interests of the Company and its shareholders. The Stock Option Plan is administered by the Board, which has full and final authority with respect to the granting of all options thereunder.

Stock options may be granted under the Stock Option Plan (“**Stock Options**”) to such service providers of the Company and its affiliates, if any, as the Board may from time to time designate. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the Company’s shares on the Canadian Securities Exchange (“**CSE**”), less the maximum discount permitted under the CSE policies.

Subject to earlier termination in the event of dismissal for cause, termination other than for cause or in the event of death or disability, all Stock Options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such Stock Options are granted.

Stock Options granted under the Stock Option Plan are not transferable or assignable.

For further information regarding the Stock Option Plan, please refer to the full text of the Stock Option Plan which is attached as Schedule “B” to the information circular of the Company dated November 17, 2014. That information circular is available on [www.sedar.com](http://www.sedar.com) under the profile of the Company.

On November 6, 2018, in place of the Stock Option Plan, the Company adopted a new rolling 10% incentive stock option plan (the “**2018 Stock Option Plan**”), which remains subject to CSE and Shareholder approval, and is only expected to be implemented upon the completion of the Transaction. See “*Matters to be Acted Upon – 2018 Stock Option Plan Approval*”.

#### ***Employment, Consulting and Management Agreements***

There are no agreements or arrangements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO or performed by any other party but are services typically provided by a director or a NEO.

In case of termination of NEOs or directors the termination payments will be determined in accordance to common law and statutory law.

#### ***Oversight and Description of Director and Named Executive Officer Compensation***

The Company relies on the Board in determining executive compensation and option based awards to directors and executive officers. The objectives of the compensation program of the Company are attraction and retention of qualified executives, compensation for services, and developing the Company’s projects.

The amount of compensation is determined by the Board. No compensation has been accrued or paid to directors or NEOs during the previously completed financial year.

The Board considered the implications of the risks associated with the Company’s compensation practices. The current situation of the financial markets has been identified as the major risk in implementing the compensation program of the Company.

The Company does not prohibit its executive officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the directors or executive officers.

#### ***Pension Disclosure***

The Company does not provide any pension plan benefits to its executive officers, directors or employees.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As described in this Circular, the Stock Option Plan was approved by the disinterested shareholders of the Company on December 18, 2014. The maximum number of Common Shares which may be issued pursuant to options granted under the plan is the greater of 10% of the issued and outstanding shares of the Company on the date of the grant and 438,551.

The following table sets out equity compensation plan information as at the end of the financial year ended March 31, 2018.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	N/A	N/A	739,275
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	N/A	N/A	739,275

## MATTERS TO BE ACTED UPON

### Background Concerning a Proposed Transaction

On September 5, 2018, the Company entered into a binding letter agreement with Blueberries Cannabis Corp., a privately held issuer existing under the laws of the Province of Ontario (“**Blueberries**”), which outlines the general terms and conditions pursuant to which the Company and Blueberries have agreed to complete a transaction (the “**Transaction**”) that will result in a reverse take-over of the Company by the current shareholders of Blueberries.

It is currently anticipated that the Transaction will be effected by way of a three-cornered amalgamation among Blueberries, the Company, and a wholly-owned subsidiary of the Company, with the result that former shareholders of Blueberries will own a substantial majority of the shares of the resulting issuer (the “**Resulting Issuer**”).

Prior to the completion of the Transaction, Blueberries has completed a non-brokered private placement of 35,230,000 subscription receipts (“**Subscription Receipts**”) at a price of \$0.25 per Subscription Receipt for gross proceeds of \$8,807,500.00 (the “**Offering**”).

Assuming that no further Subscription Receipts are issued in connection with the Offering, it is expected that following the completion of the Transaction, the Shareholders at the time the Transaction is completed will hold approximately 7% of the equity of the Resulting Issuer, purchasers in the Offering will hold approximately 33% of the equity of the Resulting Issuer, and the former shareholders of Blueberries will hold approximately 60% of the equity of the Resulting Issuer.

On or immediately prior to the completion of the proposed Transaction, it is anticipated that the Company will, among other matters, have the Board reconstituted to consist of nominees of Blueberries and all existing officers of the Company resign and be replaced by nominees of Blueberries, as further described below. See “*Matters to be Acted Upon – Election of New Directors*”.

### **Consideration of Financial Statements**

The financial statements of the Company for the financial years ended March 31, 2018 and 2017 will be submitted at the Meeting. Receipt at such Meeting of the auditors' report and the Company's audited financial statements for its last completed financial period will not constitute approval or disapproval of any matters referred to therein.

### **Appointment of Auditors**

The current auditor of the Company, Manning Elliott LLP, Chartered Professional Accountants, of 1700 – 1030 W. Georgia Street, Vancouver, British Columbia V6E 2Y3, will be nominated at the Meeting for reappointment as auditor of the Company at remuneration to be fixed by the directors. The current auditors were appointed in 2013.

**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 appointment of Manning Elliott LLP as auditors 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 the remuneration of the auditors.**

### **Election of Directors**

**THE FOLLOWING ITEM OF BUSINESS RELATES TO THE ELECTION OF DIRECTORS OF THE COMPANY. IF THE TRANSACTION BECOMES EFFECTIVE, IT IS EXPECTED, SUBJECT TO SHAREHOLDER APPROVAL, THAT THE DIRECTORS OF THE RESULTING ISSUER WILL BE THOSE INDIVIDUALS SPECIFIED UNDER THE HEADING "ELECTION OF NEW DIRECTORS" BELOW.**

The size of the Board is currently set at three (3). The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), 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, the period of time during which each has been a director of the Company and the number of Common Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

Shareholders have the option to (i) vote for all of the proposed directors listed in the table below; (ii) vote for some of the proposed directors and withhold for others; or (iii) withhold for all of the proposed directors. **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 withheld or voted otherwise, the persons named in the proxy or voting instruction form will vote FOR the election of each of the proposed nominees set forth below as directors of the Company.**

<b>Name, Municipality, Province and Country of Residence</b>	<b>Current Position with the Company</b>	<b>Principal Occupation, Business or Employment or Present Principal Occupation and Positions Held During the Preceding Five Years</b>	<b>Date Appointed or Elected as a Director</b>	<b>Number of Common Shares Beneficially Owned or Over Which Control or Direction is Exercised, Directly or Indirectly</b>
Thurman So <i>Richmond, British</i>	President, Chief Financial Officer and	Director of Maple Peak Investments Inc. since	December 18, 2014	Nil

Name, Municipality, Province and Country of Residence	Current Position with the Company	Principal Occupation, Business or Employment or Present Principal Occupation and Positions Held During the Preceding Five Years	Date Appointed or Elected as a Director	Number of Common Shares Beneficially Owned or Over Which Control or Direction is Exercised, Directly or Indirectly
<i>Columbia</i>	Director	Feb 2013		
Catherine Lathwell <i>Toronto, Ontario</i>	Director	Principal at Impresario Accounting (2009 – Present); Accountant, PowerOne Capital Markets Limited (October 2015 – May 2018)	November 6, 2018	Nil
Matthew Bajurny <i>Toronto, Ontario</i>	Director	Senior Analyst – Finance, White Gold Corp. (August 2018 - Present); Senior Associate, PwC LLP (January 2017 - August 2018); Staff Accountant, Crowe MacKay LLP (April 2015 - December 2016); Financial Interim, MOL (Canada) Inc. (April 2014 - March 2015).	November 6, 2018	Nil

**Note:**

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Company, has been obtained by the Company from publicly disclosed information and/or furnished by the Shareholder listed above.

***Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions***

No individual set forth in the above table is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer.

No individual set forth in the above table (or any personal holding company of any such individual) is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of

any company (including the Company) that, while such individual 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 individual as set forth in the above table (or any personal holding company of any such individual) has, within the ten (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 of such individual.

No individual set forth in the above table (or any personal holding company of any such individual) has been subject to:

- (a) 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
- (b) 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.

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.

#### **Election of New Directors**

The Articles of the Company provide that the Company shall have a minimum of three (3) directors. The Board currently consists of three (3) directors, all of whom were elected by Shareholders on March 29, 2017. The Board has resolved to increase the number of directors of the Company to seven (7) upon completion of the Transaction. It is further proposed that upon completion of the Transaction, the current directors of the Company will be replaced with the seven (7) nominees (as listed below) of Blueberries (the “**Proposed Directors**”). In the event that the Transaction is not completed, the Proposed Directors will not become directors of the Company. Assuming completion of the Transaction, the current directors of the Company have agreed to resign from the Board with effect as of the completion of the Transaction. Following completion of the Transaction, the Proposed Directors will be the only directors of the Company and each director will hold office until the close of the next annual meeting of Shareholders following his or her election unless his or her office is earlier vacated in accordance with the Company’s constating documents in effect at that time.

At the Meeting, it is proposed that a resolution will be put forward to Shareholders to elect the Proposed Directors (the “**Director Resolution**”). The Director Resolution will permit the Board, without further approval by the Shareholders, to choose not to proceed with the election of the Proposed Directors if, in the discretion of the Board, it is deemed desirable to do so. Management of the Company and the Board believe that the Director Resolution is in the best interests of the Company as it will facilitate the completion of the Transaction and, therefore, the Board recommends that Shareholders vote FOR the approval of the Director Resolution.

**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 election of each of the Proposed Directors set forth in the table below as directors of the Resulting Issuer.**

Name, Municipality, Province and Country of Residence	Principal Occupation and Positions Held During the Last Five Years	Number of Common Shares Beneficially Owned or Over Which Control or Direction is Exercised, Directly or Indirectly
Christian Toro <i>Bogota, Capital District, Colombia</i>	Chief Executive Officer of Blueberries (September 2018 - Present); and Chief Executive Officer of Publicidad Toro (June 1983 - August 2018).	Nil
Andres Vidal <i>Bogota, Capital District, Colombia</i>	Chief Executive Officer of Harmony & Lifes Honey S.A.S. (December 2012 - Present).	Nil
Francisco Sole <i>Bogota, Capital District, Colombia</i>	Director of Grupo Planeta (December 2013 - Present).	Nil
Patricio Villalba <i>Bogota, Capital District, Colombia</i>	Chief Executive Officer Stratus Energy Corp (January 2016 - Present), Vice President of Oleum Energy (January 2014 - October 2016), Coal & Energy SAS (June 2011 - January 2014).	Nil
Paola Castañeda <i>Bogota, Colombia</i>	Chief Financial Officer of Blueberries SAS (February 2018 - Present), Reporting Accounting Leader of Frontera Energy (February 2017 - February 2018), International Accounting Leader of Pacific Stratus Energy (June 2010 - February 2017).	Nil
Catherine Lathwell <i>Toronto, Ontario</i>	Principal at Impresario Accounting (2009 – Present); Accountant, PowerOne Capital Markets Limited (October 2015 – May 2018)	Nil
Matthew Bajurny <i>Toronto, Ontario</i>	Senior Analyst – Finance, White Gold Corp. (August 2018 - Present); Senior Associate, PwC LLP (January 2017 - August 2018); Staff Accountant, Crowe MacKay LLP (April 2015 - December 2016); Financial Interim, MOL (Canada) Inc. (April 2014 - March 2015).	Nil

***Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions***

No individual set forth in the above table is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for more than 30 consecutive days, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer.

No individual set forth in the above table (or any personal holding company of any such individual) is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Company) that, while such individual 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 individual as set forth in the above table (or any personal holding company of any such individual) has, within the ten (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 of such individual.

No individual set forth in the above table (or any personal holding company of any such individual) has been subject to:

- (a) 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
- (b) 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.

No Proposed Director (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.

### **2018 Stock Option Plan Approval**

In connection with the Transaction, the Company proposes to adopt the 2018 Stock Option Plan to replace the existing Stock Option Plan, subject to Shareholder and CSE approval and completion of the Transaction.

#### ***Summary of 2018 Stock Option Plan***

The principal features of the 2018 Stock Option Plan are summarized below. A copy of the proposed 2018 Stock Option Plan is set out in Appendix “A” to this Circular.

#### ***Purpose***

The purpose of the 2018 Stock Option Plan is to authorize the grant to eligible persons, being directors, employees, officers or eligible consultants and investor relations persons (collectively, the “**Eligible Participants**”) of the Resulting Issuer or its affiliates of Resulting Issuer options (“**Resulting Issuer Options**”) to acquire common shares in the capital of the Resulting Issuer (“**Resulting Issuer Shares**”) and thus benefit the Resulting Issuer by enabling it to attract, retain and motivate Eligible Participants by providing them with the opportunity, through Resulting Issuer Options, to acquire an increased proprietary interest in the Resulting Issuer.

#### ***Eligible Participants***

Resulting Issuer Options may be granted to Eligible Participants. Subject to the provisions of the 2018 Stock Option Plan, the board of the Resulting Issuer (“**Resulting Issuer Board**”) has the authority to determine the terms, limitations, restrictions and conditions applicable to the vesting or to the exercise of a Resulting Issuer Option, including, without limitation, the nature and duration of the restrictions, if any, to be imposed on the sale or other disposition of Resulting Issuer Shares acquired on exercise of a Resulting Issuer Option.



### *Vesting*

The Resulting Issuer Board will establish vesting and other terms and conditions for a Resulting Issuer Option at the time each Resulting Issuer Option is granted.

### *Securities Issuable under the Issuer Option Plan*

The aggregate number of Resulting Issuer Shares reserved for issuance for all Resulting Issuer Options granted under the 2018 Stock Option Plan must not exceed 10% of the Resulting Issuer Shares issued and outstanding (on a non-diluted basis) at the time of granting the Resulting Issuer Option.

The maximum number of Resulting Issuer Shares which may be reserved for issuance to insiders under the 2018 Stock Option Plan, and any other stock option plans of the Resulting Issuer or options for services, shall be 10% of the Resulting Issuer Shares issued and outstanding at the time of the grant (on a non-diluted basis).

The maximum number of Resulting Issuer Shares which may be issued to insiders under the 2018 Stock Option Plan, together with any other previously established or proposed share compensation arrangements, within any one year period shall be 10% of the outstanding issue. The maximum number of Resulting Issuer Shares which may be issued to any one insider and his or her associates under the 2018 Stock Option Plan, together with any other previously established or proposed share compensation arrangements, within a one year period shall be 5% of the Resulting Issuer Shares outstanding at the time of the grant (on a non-diluted basis).

### *Exercise Price and Term*

Each Resulting Issuer Option is confirmed by an option agreement or option grant letter or other form of confirmation (electronic or otherwise) as prescribed by the Resulting Issuer Board from time to time. The Resulting Issuer Board shall establish the exercise price of an Resulting Issuer Option at the time the Resulting Issuer Option is granted. The exercise price may not be less than the "market price" (as defined in the 2018 Stock Option Plan) on the date of grant, being the greater of the closing market price of the Resulting Issuer Shares on the CSE on: (a) the trading day prior to the date of grant of the Resulting Issuer Options; and (b) the date of grant of the Resulting Issuer Options. In the event that the Resulting Issuer Shares are not then listed and posted for trading on the CSE or such other stock exchange or quotation system on which the Resulting Issuer Shares are listed or quoted from time to time, the market price shall be determined by the Resulting Issuer Board in its sole discretion.

### *Cessation or Termination of Options*

Subject to the death of an optionee, if any optionee who is a service provider shall cease to be an Eligible Participant for any reason (whether or not for cause) the optionee may, but only within the period of 90 days (unless such period is extended by the Resulting Issuer Board or a committee of the Resulting Issuer Board, as applicable, to a date no later than the date the relevant options would have otherwise expired, and approval is obtained from the stock exchange on which the Resulting Issuer Shares trade where required), or 30 days if the Eligible Participant is an Investor Relations Person (as such term is defined under the 2018 Stock Option Plan) unless such period is extended by the Resulting Issuer Board or a committee of the Resulting Issuer Board, as applicable, to a maximum of one year next succeeding such cessation, and approval is obtained from the stock exchange on which the Resulting Issuer Shares trade where required), next succeeding such cessation and in no event after the expiry date of the optionee's option, exercise the optionee's option unless such period is extended as provided below.

In the event of the death of an optionee during the currency of the optionee's option, the option granted to the optionee shall be exercisable within, but only within, the period of one year next succeeding the optionee's death (unless such period is extended by the Resulting Issuer Board or a committee of the Resulting Issuer Board, as applicable, to a date no later than the date the relevant options would have otherwise expired, and approval is obtained from the stock exchange on which the Issuer Shares trade where required).

### *Assignability*

A Resulting Issuer Option granted under the 2018 Stock Option Plan shall be non-assignable and non-transferable by an optionee otherwise than by will or by the laws of descent and distribution, and such Resulting Issuer Option shall be exercisable, during an optionee's lifetime, only by the optionee.

### *Amendment Provisions*

The Resulting Issuer Board or a committee of the Resulting Issuer Board, as applicable, may at any time amend or terminate the 2018 Stock Option Plan, but where amended, such amendment is subject to regulatory approval. Notwithstanding the foregoing, in the event the Resulting Issuer Shares are listed on the CSE, the terms of an option may not be amended once issued; and if an option is cancelled prior to its expiry date, the Resulting Issuer must post notice of the cancellation and shall not grant new Resulting Issuer Options to the same Eligible Participant until 30 days have elapsed from the date of cancellation.

### *Shareholder Approval for the Plan*

At the Meeting, disinterested Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution in substantially the form set out below. To be effective, the resolution ratifying and approving the 2018 Stock Option Plan (the “**Stock Option Plan Resolution**”), 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.

**Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be voted against the Stock Option Plan Resolution, the persons named in the accompanying proxy will vote FOR the Stock Option Plan Resolution.**

At the Meeting, a resolution will be put forward to Shareholders for approval substantially in the following form:

**“BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:**

1. subject to CSE acceptance, and conditional on and effective upon the completion of the Transaction, the new incentive stock option plan of the Company is hereby ratified and approved by the Shareholders of the Company to supersede and replace the existing stock option plan of the Company; and
2. any officer or director of the Company is hereby authorized, instructed and empowered, acting for, in the name of and on behalf of the Company, to do or to cause to be done all such other acts and things in the opinion of such officer or director of the Company as may be necessary or desirable to satisfy securities and corporate regulators and in order to fulfill the intent of this foregoing resolution.”

### **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 of Meeting accompanying this Circular. However, if any other matter properly comes before the Meeting, the form of proxy furnished by the Company will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

## **STATEMENT OF CORPORATE GOVERNANCE**

### **General**

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company. The Canadian Securities Administrators have adopted National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”), which provides guidance on corporate governance practices for

issuers such as the Company and National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

### **Board of Directors**

Assuming completion of the Transaction, there will be seven (7) directors of the Resulting Issuer: Christian Toro, Andres Vidal, Francisco Sole, Patricio Villalba, Paola Castañeda, Catherine Lathwell and Matthew Bajurny. NP 58-201 states that the board of directors of every corporation should have a majority of independent directors. The Board has determined that six (6) of the seven (7) Proposed Directors will be independent. Assuming completion of the Transaction, Mr. Christian Toro, the proposed Chief Executive Officer of the Resulting Issuer, will not be independent of the Resulting Issuer because he will be an officer of the Company and thereby have a “material relationship” with the Company.

Assuming completion of the Transaction, the Board believes that it will function independently of management and will review its procedures on an ongoing basis to ensure that it is functioning independently of management. The Board will meet without management present, as circumstances require. When conflicts arise, interested parties will be precluded from voting on matters in which they may have an interest. In light of the suggestions contained in NP 58-201, the Board will convene meetings, as deemed necessary, of the independent directors, at which non-independent directors and members of management will not be in attendance.

### **Other Public Company Directorships**

None of the Proposed Directors are currently directors of any reporting issuers.

### **Orientation and Continuing Education of Board Members**

Assuming completion of the Transaction, the Board may appoint a nominating committee which will be responsible for providing a comprehensive orientation and education program for new directors which will fully set out, among other things: the role of the Board and its committees; the nature and operation of the business of the Company; and the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments. In addition, it is anticipated that the Board, together with a nominating committee, if any, will be responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Company remains current.

### **Ethical Business Conduct**

The Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer of the Company has a material interest, which include ensuring that directors and officers are familiar with the rules concerning reporting conflicts of interest and obtaining direction from the Company’s Chief Executive Officer and/or the Company’s legal counsel, as appropriate, regarding any potential conflicts of interest.

The Board encourages and promotes an overall culture of ethical business conduct by: (i) promoting compliance with applicable laws, rules and regulations; (ii) providing guidance to officers and directors to help them recognize and deal with ethical issues; (iii) promoting a culture of open communication, honesty and accountability; and (iv) ensuring awareness of disciplinary action for violations of ethical business conduct.

### **Nomination of Directors**

As noted elsewhere in this Circular, the Board has not appointed a nominating committee. As a result of the size of the Company and the board, the Board considers that a nominating committee is not required at this time. Assuming completion of the Transaction, however, it is anticipated a nominating committee may be formally appointed and given the responsibility for the appointment and assessment of directors.

### **Compensation**

As a result of the size of the Company and the Board, the Board does not have a corporate governance, compensation and compliance committee. To date, the responsibilities for the corporate governance, compensation and compliance committee has been assumed by the Board. Assuming completion of the Transaction, it is anticipated that the Board may appoint a compensation committee to assist the Board in its oversight role with respect to (i) the Company's global human resource strategy, policies and programs, and (ii) all matters relating to the proper utilization of human resources within the Company, with special focus on management succession, development and compensation.

### **Other Board Committees**

The Board has no standing committees other than the Audit Committee. Assuming completion of the Transaction, certain of the Proposed Directors may be appointed to a compensation and corporate governance and nominating committee of the Board in accordance with regulatory guidelines.

### **Assessments**

The Board does not consider formal assessments useful given the stage of the Company's business and operations. However, the Chief Executive Officer meets annually with each director individually, which facilitates a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the Chief Executive Officer is also responsible for reporting to the Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by the Nominating Committee. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

## **AUDIT COMMITTEE INFORMATION**

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

The directors of the Company have adopted a Charter for the Audit Committee, which sets out the purpose, powers and responsibilities of the Audit Committee. The full text of the Audit Committee Charter is attached hereto as Appendix "B" to this Circular.

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

Assuming completion of the Transaction and election of the Proposed Directors, it is anticipated that members of the Audit Committee of the Resulting Issuer will be Francisco Sole (Chair), Catherine Lathwell and Matthew Bajurny. All proposed members of the Audit Committee will be considered independent (as defined in National Instrument 52-110 – *Audit Committees* ("NI 52-110")). All members will be considered financially literate (as defined in NI 52-110).

### **Relevant Education and Experience**

The following is the description of education and experience of each anticipated member of the Audit Committee that is relevant to the performance of his duties.

#### *Francisco Sole*

Mr. Sole is currently a member of the board of directors of Mapfre Seguros Generales de Colombia and has served in various capacities with Grupo Planeta, a Colombian publishing and media company, since 1989 and is currently the Chairman of the Board of Directors of Grupo Planeta in Colombia and the Hispano-Colombian Chamber of Commerce. He is an advisor to the General Directorate of Indra and General Director of Empresas; Inversiones Rasma, S.A.S. Begar Andina, S.A.S., Seralia Andina, S.A.S. and Andina Media de Inversiones, S.A.S. Mr. Sole has also been General Director for America of Grupo Planeta, Corporate President for the Andean Area of Grupo

Planeta, Vice President of El Tiempo Publishing House and Member of the Board of Directors for CEET TV, El Tiempo Publishing House and Canal 3 Television in Colombia. From 1985-1989, he was General Director and Director of Administration at the oil refining company Lubricantes del Este de Espana (LUDESA) in Spain. He has also been Department Head, Accountant and Section Chief in the department of cost accounting at Novartis, a chemical and pharmaceutical company.

*Catherine Lathwell*

Ms. Lathwell, is a CPA, CGA, Chartered Professional Accountants of Ontario finalist and currently the principal and senior accountant at Impresario Accounting, a full service accounting firm. Ms. Lathwell has developed financial literacy through her many years as a full cycle accountant for private and public companies and her studies in the area. Ms. Lathwell is a graduate of the University of Toronto with distinction.

*Matthew Bajurny*

Mr. Bajurny, CPA, is currently a senior financial analyst at White Gold Corp. (TSXV: WGO), and has strong financial literacy skills through his post-secondary education having achieved a Bachelor of Commerce in Accounting at the University of Guelph, combined with his years of professional experience in financial statement audit at public accounting firms PwC LLP and Crowe Mackay LLP.

**Audit Committee Oversight**

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

At no time during the last financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the external auditors of the Company not been adopted by the Board.

**Pre-Approval Policies and Procedures**

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

**External Auditor Services Fees**

The audit committee has reviewed the nature and amount of the non-audit services provided by Manning Elliott LLP to the Company to ensure auditor independence. Fees incurred with Manning Elliott LLP for audit and non-audit services during the last two financial years for audit fees are outlined in the following table.

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All other Fees<sup>(4)</sup></b>
March 31, 2018	\$13,200	Nil	Nil	Nil
March 31, 2017	\$8,927.05	Nil	Nil	Nil

**Notes:**

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

### **Exemptions**

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of National Instrument 52-110.

Since the commencement of the Company's most recently completed financial year, the Company has not relied on any of the following exemptions prescribed by NI 52-110: (a) the exemption in section 2.4 (De Minimis Non-audit Services); (b) the exemption in subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer); (c) the exemption in subsection 6.1.1(5) (Events Outside Control of Member); (d) the exemption in subsection 6.1.1(6) (Death, Incapacity or Resignation), or (e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemption).

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

To the knowledge of management of the Company, during the year ended March 31, 2018, no director, executive officer or associate of any director or executive officer of the Company was indebted to the Company, nor were any of these individuals indebted to any other entity which indebtedness was the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company, including under any securities purchase or other program.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Since the commencement of the Company's most recently completed financial year, no informed person of the Company, or any associate or affiliate of any informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) under the profile of the Company. Inquiries including requests for copies of the Company's financial statements and management's discussion and analysis for the year ended August 30, 2018 may be directed to the Company by a written request to 128 – 5589 Byrne Road, Burnaby, British Columbia, Canada, V5J 3J1, Attention: President. Financial information is provided in the Company's comparative financial statements and management discussion and analysis for its most recently completed financial year.

### **APPROVAL**

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

BY ORDER OF THE BOARD OF DIRECTORS

*“Thurman So”*

Thurman So  
President

**APPENDIX “A”**

**BLUEBERRIES MEDICAL CORP.**

**STOCK OPTION PLAN**

1. PURPOSE

The purpose of this stock option plan (the “**Plan**”) is to authorize the grant to Eligible Persons (as such term is defined below) of Blueberries Medical Corp. (the “**Corporation**”) of options to purchase common shares (“**shares**”) of the Corporation's capital and thus benefit the Corporation by enabling it to attract, retain and motivate Eligible Persons by providing them with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

2. ADMINISTRATION

The Plan shall be administered by the board of directors of the Corporation or a committee established by the board of directors for that purpose (the “**Committee**”). Subject to approval of the granting of options by the board of directors or Committee, as applicable, the Corporation shall grant options under the Plan.

3. SHARES SUBJECT TO PLAN

Subject to adjustment under the provisions of paragraph 11 hereof, the aggregate number of shares of the Corporation which may be issued and sold under the Plan will not exceed 10% of the total number of shares of the Corporation issued and outstanding from time to time. The total number of shares which may be reserved for issuance to any one individual under the Plan within any one year period shall not exceed 5% of the outstanding issue. The Corporation shall not, upon the exercise of any option, be required to issue or deliver any shares prior to (a) the admission of such shares to listing on any stock exchange on which the Corporation's shares may then be listed, and (b) the completion of such registration or other qualification of such shares under any law, rules or regulation as the Corporation shall determine to be necessary or advisable. If any shares cannot be issued to any optionee for whatever reason, the obligation of the Corporation to issue such shares shall terminate and any option exercise price paid to the Corporation shall be returned to the optionee.

4. LIMITS WITH RESPECT TO INSIDERS

- (a) The maximum number of shares which may be reserved for issuance to insiders under the Plan, any other employer stock option plans or options for services, shall be 10% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- (b) The maximum number of shares which may be issued to insiders under the Plan, together with any other previously established or proposed share compensation arrangements, within any one year period shall be 10% of the outstanding issue. The maximum number of shares which may be issued to any one insider and his or her associates under the Plan, together with any other previously established or proposed share compensation arrangements, within a one year period shall be 5% of the shares outstanding at the time of the grant (on a non-diluted basis).

5. ELIGIBILITY

Options shall be granted only to Eligible Persons, any registered savings plan established by an Eligible Person or any corporation wholly-owned by an Eligible Person. The term “**Eligible Person**” means:

- (a) a senior officer or director of the Corporation or any of its subsidiaries;
- (b) either:
  - (i) an individual who is considered an employee under the *Income Tax Act*,

- (ii) an individual who works full-time for the Corporation providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source, or
- (iii) an individual who works for the Corporation on a continuing and regular basis for a minimum amount of time per week (the number of hours should be disclosed in the submission) providing services normally provided by an employee and who is subject to the same control and direction by the Corporation over the details and methods of work as an employee of the Corporation, but for whom income tax deductions are not made at source,

any such individual, an **“Employee”**;

- (c) an individual employed by a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual (a **“Company”**) which individual is providing management services to the Corporation through such Company, or an individual (together with a Company, a **“Person”**) providing management services directly to the Corporation, which management services are required for the ongoing successful operation of the business enterprise of the Corporation, but excluding a Person engaged in Investor Relations Activities (as hereafter defined) (a **“Management Company Employee”**);
- (d) an individual (or a company or partnership of which the individual is an employee, shareholder or partner), other than an Employee, Management Company Employee, director or senior officer, who:
  - (i) provides ongoing consulting services to the Corporation or an Affiliate of the Corporation under a written contract;
  - (ii) possesses technical, business or management expertise of value to the Corporation or an Affiliate of the Corporation;
  - (iii) spends a significant amount of time and attention on the business and affairs of the Corporation or an Affiliate of the Corporation;
  - (iv) has a relationship with the Corporation or an Affiliate of the Corporation that enables the individual to be knowledgeable about the business and affairs of the Corporation; and
  - (v) does not engage in Investor Relations Activities (as hereafter defined)

any such individual, a **“Consultant”**;

- (e) an individual (or a company or partnership of which the individual is an employee, shareholder or partner), other than an Employee, Management Company Employee, director or senior officer, that falls within the definition of Consultant contained in subsections 5(d)(i) through (iv) which provides Investor Relations Activities (an **“Investor Relations Consultant”**); or
- (f) a Person that falls within the definition of Eligible Person contained in any of subsections 5(a), (b) or (d) which provides Investor Relations Activities (an **“Investor Relations Person”**).

For purposes of the foregoing, a Company is an **“Affiliate”** of another Company if: (a) one of them is the subsidiary of the other; or (b) each of them is controlled by the same Person.

The term **“Investor Relations Activities”** means any activities or oral or written communications, by or on behalf of the Corporation or shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, but does not include:



- (a) the dissemination of information provided, or records prepared, in the ordinary course of business of the Corporation
  - (i) to promote the sale of products or services of the Corporation, or
  - (ii) to raise public awareness of the Corporation, or
  - (iii) that cannot reasonably be considered to promote the purchase or sale of securities of the Corporation;
- (b) activities or communications necessary to comply with the requirements of
  - (i) applicable securities laws, policies or regulations,
  - (ii) the rules, and regulations of the Canadian Securities Exchange (“CSE”) or the by-laws, rules or other regulatory instruments of any other self regulatory body or exchange having jurisdiction over the Corporation,
  - (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if
    - (1) the communication is only through the newspaper, magazine or publication, and
    - (2) the publisher or writer received no commission or other consideration other than for acting in the capacity of publisher or writer; or
- (c) activities or communications that may be otherwise specified by the CSE.

For stock options to Employees, Consultants, Management Company Employees or Investor Relations Persons, the Corporation must represent that the optionee is a *bona fide* Employee, Consultant, Management Company Employee or Investor Relations Person as the case may be. The terms “insider”, “controlled” and “subsidiary” shall have the meanings ascribed thereto in the *Securities Act* (Ontario) from time to time. Subject to the foregoing, the board of directors or Committee, as applicable, shall have full and final authority to determine the persons who are to be granted options under the Plan and the number of shares subject to each option.

## 6. PRICE

The purchase price (the “**Price**”) for the shares of the Corporation under each option shall be determined by the board of directors or Committee, as applicable, on the basis of the market price, where “market price” shall mean the prior trading day closing price of the shares of the Corporation on any stock exchange on which the shares are listed or last trading price on the prior trading day on any dealing network where the shares trade, and where there is no such closing price or trade on the prior trading day, “market price” shall mean the average of the daily high and low board lot trading prices of the shares of the Corporation on any stock exchange on which the shares are listed or dealing network on which the shares of the Corporation trade for the five (5) immediately preceding trading days. In the event the shares are listed on the CSE, the Corporation will not grant stock options with a Price lower than the greater of the closing market prices of the common shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options. In the event the shares are not listed on any exchange and do not trade on any dealing network, the market price will be determined by the board of directors.

## 7. PERIOD OF OPTION AND RIGHTS TO EXERCISE

Subject to the provisions of this paragraph 7 and paragraphs 8, 9 and 16 below, options will be exercisable in whole or in part, and from time to time, during the currency thereof. Options shall not be granted for a term exceeding five years. The shares to be purchased upon each exercise of any option (the “**optioned shares**”) shall be paid for in full at the time of such exercise. Except as provided in paragraphs 8, 9 and 16 below, no option which is held by a service provider may be exercised unless the optionee is then a service provider for the Corporation.

8. CESSATION OF PROVISION OF SERVICES

Subject to paragraph 9 below, if any optionee who is a service provider shall cease to be an Eligible Person of the Corporation for any reason (whether or not for cause) the optionee may, but only within the period of 90 days (unless such period is extended by the board of directors or the Committee, as applicable, to a date no later than the date the relevant options would have otherwise expired, and approval is obtained from the stock exchange on which the shares of the Corporation trade where required), or thirty days if the Eligible Person is an Investor Relations Person (unless such period is extended by the board of directors or the Committee, as applicable, to a maximum of one year next succeeding such cessation, and approval is obtained from the stock exchange on which the shares of the Corporation trade where required), next succeeding such cessation and in no event after the expiry date of the optionee's option, exercise the optionee's option unless such period is extended as provided in paragraph 9 below.

9. DEATH OF OPTIONEE

In the event of the death of an optionee during the currency of the optionee's option, the option theretofore granted to the optionee shall be exercisable within, but only within, the period of one year next succeeding the optionee's death (unless such period is extended by the board of directors or the Committee, as applicable, to a date no later than the date the relevant options would have otherwise expired, and approval is obtained from the stock exchange on which the shares of the Corporation trade where required). Before expiry of an option under this paragraph 9, the board of directors or Committee, as applicable, shall notify the optionee's representative in writing of such expiry.

10. NON-ASSIGNABILITY AND NON-TRANSFERABILITY OF OPTION

An option granted under the Plan shall be non-assignable and non-transferable by an optionee otherwise than by will or by the laws of descent and distribution, and such option shall be exercisable, during an optionee's lifetime, only by the optionee.

11. ADJUSTMENTS IN SHARES SUBJECT TO PLAN

The aggregate number and kind of shares available under the Plan shall be appropriately adjusted in the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares of the Corporation. The options granted under the Plan may contain such provisions as the board of directors, or Committee, as applicable, may determine with respect to adjustments to be made in the number and kind of shares covered by such options and in the option price in the event of any such change. If there is a reduction in the exercise price of the options of an insider of the Corporation, the Corporation will be required to obtain approval from disinterested shareholders.

12. AMENDMENT AND TERMINATION OF THE PLAN

The board of directors or Committee, as applicable, may at any time amend or terminate the Plan, but where amended, such amendment is subject to regulatory approval. Notwithstanding the foregoing, in the event the shares of the Corporation are listed on the CSE, the terms of an option may not be amended once issued; and if an option is cancelled prior to its expiry date, the Corporation must post notice of the cancellation and shall not grant new stock options to the same Eligible Person until 30 days have elapsed from the date of cancellation.

13. EFFECTIVE DATE OF THE PLAN

The Plan becomes effective on the date of its approval by the shareholders of the Corporation.

14. EVIDENCE OF OPTIONS

Each option granted under the Plan shall be embodied in a written option agreement between the Corporation and the optionee which shall give effect to the provisions of the Plan.

15. EXERCISE OF OPTION

Subject to the provisions of the Plan and the particular option, an option may be exercised from time to time by delivering to the Corporation at its registered office a written notice of exercise specifying the number of shares with respect to which the option is being exercised and accompanied by payment in cash or certified cheque for the full amount of the purchase price of the shares then being purchased.

Upon receipt of a certificate of an authorized officer directing the issue of shares purchased under the Plan, the transfer agent is authorized and directed to issue and countersign share certificates for the optioned shares in the name of such optionee or the optionee's legal personal representative or as may be directed in writing by the optionee's legal personal representative.

16. VESTING RESTRICTIONS

Options issued under the Plan may vest at the discretion of the board of directors or Committee, as applicable.

17. NOTICE OF SALE OF ALL OR SUBSTANTIALLY ALL SHARES OR ASSETS

If at any time when an option granted under this Plan remains unexercised with respect to any optioned shares:

- (a) the Corporation seeks approval from its shareholders for a transaction which, if completed, would constitute an Acceleration Event; or
- (b) a third party makes a bona fide formal offer or proposal to the Corporation or its shareholders which, if accepted, would constitute an Acceleration Event;

the Corporation shall notify the optionee in writing of such transaction, offer or proposal as soon as practicable and, (i) the board of directors or Committee, as applicable, may permit the optionee to exercise the option granted under this Plan, as to all or any of the optioned shares in respect of which such option has not previously been exercised (regardless of any vesting restrictions), during the period specified in the notice (but in no event later than the expiry date of the option), so that the optionee may participate in such transaction, offer or proposal; and (ii) the board of directors or Committee, as applicable, may require the acceleration of the time for the exercise of the said option and of the time for the fulfilment of any conditions or restrictions on such exercise.

For these purposes, an "Acceleration Event" means:

- (a) the acquisition by any "offeror" (as defined in National Instrument 62-104 – *Take-Over Bids and Issuer Bids*) of beneficial ownership of more than 50% of the outstanding voting securities of the Corporation, by means of a take-over bid or otherwise;
- (b) any consolidation or merger of the Corporation or a wholly-owned subsidiary of the Corporation where the shareholders of the Corporation prior to the consolidation or merger own less than 50% of the equity of the resulting issuer, other than a merger of the Corporation in which shareholders immediately prior to the merger have the same proportionate ownership of stock of the surviving corporation immediately after the merger;
- (c) any sale, lease exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Corporation; or
- (d) the approval by the shareholders of the Corporation of any plan of liquidation or dissolution of the Corporation.

18. RIGHTS PRIOR TO EXERCISE

An optionee shall have no rights whatsoever as a shareholder in respect of any of the optioned shares (including any right to receive dividends or other distributions therefrom or thereon) other than in respect of optioned shares in respect of which the optionee shall have exercised the option to purchase hereunder and which the optionee shall have actually taken up and paid for.

19. TAXES

The Corporation shall have the power and the right to deduct or withhold, or require an optionee to remit to the Corporation, the required amount to satisfy federal, provincial and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of the Plan, including the grant or exercise of any option granted under the Plan. With respect to any required withholding, the Corporation shall have the irrevocable right to, and the optionee consents to, the Corporation setting off any amounts required to be withheld, in whole or in part, against amounts otherwise owing by the Corporation to the optionee (whether arising pursuant to the optionee's relationship as a director, officer, employee or consultant of the Corporation or otherwise), or may make such other arrangements that are satisfactory to the optionee and the Corporation. In addition, the Corporation may elect, in its sole discretion, to satisfy the withholding requirement, in whole or in part, by withholding such number of shares issuable upon exercise of the options as it determines are required to be sold by the Corporation, as trustee, to satisfy any withholding obligations net of selling costs. The optionee consents to such sale and grants to the Corporation an irrevocable power of attorney to effect the sale of such shares issuable upon exercise of the options and acknowledges and agrees that the Corporation does not accept responsibility for the price obtained on the sale of such shares issuable upon exercise of the options.

20. GOVERNING LAW

This Plan shall be construed in accordance with and be governed by the laws of the Province of Ontario and shall be deemed to have been made in said Province, and shall be in accordance with all applicable securities laws.

21. EXPIRY OF OPTION

On the expiry date of any option granted under the Plan, and subject to any extension of such expiry date permitted in accordance with the Plan, such option hereby granted shall forthwith expire and terminate and be of no further force or effect whatsoever as to such of the optioned shares in respect of which the option has not been exercised.

## APPENDIX “B”

### THE AUDIT COMMITTEE DISCLOSURE

#### FORM 52 – 110F2

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

#### 1. The Audit Committee’s Charter

##### **The Audit Committee’s Charter of CDN MSOLAR CORP.**

##### *Purpose of the Committee*

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to provide an open avenue of communication between management, the Company’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- the Company’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company’s charter documents and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with the international financial reporting standards (“IFRS”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Company’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

##### *Authority and Responsibility*

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
  - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting issuer in National Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* and the charter documents of the Company.