

# **YIELD GROWTH**

**Suite 200 - 1238 Homer Street, Vancouver, British Columbia V6B 2Y5**

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**INFORMATION CIRCULAR**

**(As at May 19, 2020, except as indicated)**

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## INFORMATION CIRCULAR

The Yield Growth Corp. (the "**Company**") is providing this Information Circular and a form of proxy (the "**Proxy**") in connection with management's solicitation of proxies for use at the annual general meeting (the "**Meeting**") of the Company to be held on **June 25, 2020 at 11:30 a.m. at 200 - 1238 Homer Street, Vancouver, British Columbia, V6B 2Y5**, and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

## GENERAL PROXY INFORMATION

### Appointment of Proxyholders

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

**A shareholder has the right to appoint a person or company other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.**

### Proxy Instructions

**Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

**If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.**

**The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting.** At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

### Completion and Return of Proxy

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto Ontario, M5J 2Y1 (Fax: within North America: 1-866-249-7775; outside North America: 1-416-263-9524), not later than 11:30 a.m. (Pacific Standard time) on June 23, 2020, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

## Non-Registered Holders

**Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting.** Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but are instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; a bank, trust company, trustee or administrator of self-administered RRSP's, RRIFs, RESPs and similar plans; or a clearing agency such as The Canadian Depository for Securities Limited (a "Nominee"). If you purchased your shares through a broker, you are likely a non-registered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (the "**Meeting Materials**"), to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting Materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee, in order that your shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form, as your vote will be taken at the Meeting.

## Revocability of Proxy

Any registered shareholder who has returned a proxy may revoke it at any time before it has been exercised. In addition to revocation in any other manner permitted by law, a registered shareholder, his attorney authorized in writing or, if the registered shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the offices of the Company's transfer agent, Computershare Investor Services Inc., at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered holders may revoke a proxy or voting instruction form which has been given to a Nominee by written notice to the Nominee. In order to ensure that a Nominee acts upon a revocation of proxy form or voting instruction form, the written notice should be received by the Nominee well in advance of the Meeting or any adjournment thereof.**

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

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares, of which 130,096,470 common shares were issued and outstanding as of May 19, 2020. Only persons who are registered shareholders at the close of business on May 19, 2020 (the "**Record Date**") will be entitled to receive notice of and vote at the Meeting or any adjournment thereof and will be entitled to one vote for each share held.

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

To the knowledge of the directors and executive officers of the Company, the only person or company who beneficially owns, directly or indirectly, or controls or directs shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company is as follows:

| Name        | Number of Shares held | Percentage of Shares held |
|-------------|-----------------------|---------------------------|
| Penny White | 18,797,700            | 14.5%                     |

As of May 19, 2020, the directors and executive officers of the Corporation, as a group, beneficially owned, or controlled or directed, directly or indirectly, 18,983,486 common shares, representing approximately 14.6% of the outstanding common shares of the Company.

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

In this section, "Named Executive Officer" or "NEO" means (a) each Chief Executive Officer ("**CEO**"), (b) each Chief Financial Officer ("**CFO**"), (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (d) each individual who would be an NEO under (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The Company presently has five Named Executive Officers, namely Penny White, CEO and President; Rick Huang, Executive Officer, CFO; Tamara Melck, Executive Officer, COO; Amy Frankel, Executive Officer, General Counsel, Corporate Secretary and VP People; and Karla Cheon, Executive Officer, VP Marketing.

## COMPENSATION DISCUSSION & ANALYSIS

### Compensation Discussion & Analysis

This disclosure communicates the compensation provided to our directors and each executive officer who meets the definition of a "named executive officer" as set out in Form 51-102F6V – *Statement of Executive Compensation* (collectively, the "**Named Executive Officers**" or "**NEOs**") for each of the two most recently completed financial years. We rely on the Board to determine the executive compensation that is to be paid to our executives.

### Summary of Director and Named Executive Officer Compensation

The following table contains information about the compensation paid to, or earned by, the Named Executive Officers and Directors during the financial years ended November 30, 2018 and November 30, 2019:

| <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> |
| Penny White, Director, CEO, President                          | 2019<br>2018 | 196,242<br>60,581  | nil<br>300,000    | Nil<br>Nil                            | Nil<br>Nil                       | Nil<br>Nil                                  | 196,242<br>360,581             |
| Spiros Margaris, Director                                      | 2019<br>2018 | 5,000<br>Nil   | Nil<br>Nil        | Nil<br>Nil                            | Nil<br>Nil                       | Nil<br>Nil                                  | 5,000<br>Nil                   |
| Krystal Pineo, Director  | 2019<br>2018 | 5,000<br>Nil   | Nil<br>Nil        | Nil<br>Nil                            | Nil<br>Nil                       | Nil<br>Nil                                  | 5,000<br>Nil                   |
| Thomas Bond, Director  | 2019<br>2018 | 141,675<br>Nil   | Nil<br>Nil        | Nil<br>Nil                            | Nil<br>Nil                       | Nil<br>Nil                                  | 141,675<br>Nil                 |
| Rick Huang, CFO  | 2019<br>2018 | 190,000<br>138,800   | Nil<br>Nil        | Nil<br>Nil                            | Nil<br>Nil                       | Nil<br>Nil                                  | 190,000<br>Nil                 |
| Tamara Melck, COO  | 2019<br>2018 | 65,081<br>Nil  | Nil<br>Nil        | Nil<br>Nil                            | Nil<br>Nil                       | Nil<br>Nil                                  | 65,081<br>Nil                  |
| Amy Frankel, General Counsel, Corporate Secretary, & VP People | 2019<br>2018 | 200,000<br>117,424   | Nil<br>Nil        | Nil<br>Nil                            | Nil<br>Nil                       | Nil<br>Nil                                  | 200,000<br>117,424             |
| Karla Cheon, VP, Marketing                                     | 2019<br>2018 | 21,456<br>Nil  | Nil<br>Nil        | Nil<br>Nil                            | Nil<br>Nil                       | Nil<br>Nil                                  | 21,456<br>Nil                  |

- (1) Ms. White did not receive any fees for serving as a Director of the Company. Ms. White received a cash bonus of \$100,000 from the Company on January 1, 2018 and a cash bonus of \$200,000 on July 26, 2018. In both instances she used the bonus cash to exercise her stock options.
- (2) Krystal Pineo served as a Director of the Company from May 17, 2017 to November 21, 2019.
- (3) Thomas Bond served as a Director of the Company and Chairman of the Company's wholly-owned subsidiary Urban Juve Provisions Inc. ("Urban Juve") from December 17, 2018 to January 13, 2020. His compensation during fiscal year ending November 30, 2019 was allocated as \$57,500 for serving as Chairman of Urban Juve, and \$84,175 for serving as Director of the Company.
- (4) Compensation paid to Huang Consulting Corp. Inc., a management company wholly owned by Mr. Huang. Mr. Huang joined the Company on a part-time basis from February 16 to May 30, 2018, and has been the Company's full-time CFO since May 2018.
- (5) Tamara Melck joined the Company on July 17, 2019 and her annual salary is \$210,00 per year.
- (6) Karla Cheon joined the Company on October 21, 2019 and her annual salary is 180,000 per year.

Effective March 23, 2020 and continuing through August 31, 2020, the annual salaries of all the Executive Officers were reduced by 20% in response to the economic situation created by the novel COVID-19 virus.

### Stock options and other compensation securities

The following table sets forth details of all stock options and other compensation securities awarded to each Named Executive Officer and Director of the Company during the most recently completed financial year ended November 30, 2019:

| 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  |
| Penny White, President, CEO and Director | Stock Options                 | 10,000  | Jan 8, 2019            | \$0.51                                   | \$0.51   | \$0.255   | Jan 8, 2024  |
|  |                               | 400,000   | Feb 21, 2019           | \$0.78                                   | \$0.78   |   | Feb 21, 2024 |
|  |                               | 12,000  | Nov 28, 2019           | \$0.28                                   | \$0.26   |   | Nov 28, 2024 |
| Spiros Margaris, Director                | Stock Options                 | 10,000  | Jan 8, 2020            | \$0.51                                   | \$0.51   | \$0.255   | Jan 8, 2024  |
|  |                               | 400,000   | Feb 21, 2020           | \$0.78                                   | \$0.78   |   | Feb 28, 2024 |
|  |                               | 12,000  | Nov 28, 2020           | \$0.28                                   | \$0.26   |   | Nov 28, 2024 |
| Krystal Pineo, Director                  | Stock Options                 | 10,000  | Jan 8, 2019            | \$0.51                                   | \$0.51   | \$0.255   | Jan 8, 2024  |
|  |                               | 400,000   | Feb 21, 2019           | \$0.78                                   | \$0.78   |   | Feb 21, 2024 |
| Thomas Bond, Director                    | Stock Options                 | 10,000  | Jan 8, 2019            | \$0.51                                   | \$0.51   | \$0.255   | Jan 8, 2024  |
|  |                               | 100,000   | Feb 21, 2019           | \$0.78                                   | \$0.78   |   | Feb 21, 2024 |
|  |                               | 12,000  | Nov 28, 2019           | \$0.28                                   | \$0.26   |   | Nov 28, 2019 |



| Compensation Securities (continued)                           |                               |   |                        |  |  |   |              |
|---|-------------------------------|---|------------------------|--|--|---|--------------|
| 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  |
| Rick Huang, CFO   | Stock Options                 | 10,000  | Jan 8, 2019            | \$0.51                                   | \$0.51   | \$0.255   | Jan 8, 2024  |
|   |                               | 100,000   | Feb 21, 201            | \$0.78                                   | \$0.78   |   | Feb 21, 2024 |
|   |                               | 60,000  | Apr 2, 2019            | \$0.62                                   | \$0.62   |   | Apr 2, 2024  |
|   |                               | 12,000  | Nov 28, 2019           | \$0.28                                   | \$0.26   |   | Nov 28, 2028 |
| Tamara Melck, COO   | Stock Options                 | 500,000   | Jul 17, 2019           | \$0.38                                   | \$0.37   | \$0.255   | Jul 17, 2024 |
|   |                               | 12,000  | Nov 28, 2019           | \$0.28                                   | \$0.26   |   | Nov 28, 2024 |
| Amy Frankel, General Counsel, Corporate Secretary & VP People | Stock Options                 | 10,000  | Jan 8, 2019            | \$0.51                                   | \$0.51   | \$0.255   | Jan 8, 2024  |
|   |                               | 100,000   | Feb 21, 2019           | \$0.78                                   | \$0.78   |   | Feb 21, 2024 |
|   |                               | 120,000   | Jul 17, 2019           | \$0.38                                   | \$0.37   |   | Jul 17, 2024 |
|   |                               | 12,000  | Nov 28, 2019           | \$0.28                                   | \$0.26   |   | Nov 28, 2024 |
| Karla Cheon, VP, Marketing                                    | Stock Options                 | 500,000   | Oct 21, 2019           | \$0.34                                   | \$0.34   | \$0.255   | Oct 21, 2024 |
|   |                               | 12,000  | Nov 28, 2019           | \$0.28                                   | \$0.26   |   | Nov 28, 2024 |

The following table sets forth details of each exercise by a Director or Named Executive Officer of stock options and other compensation securities during the most recently completed financial year ended November 30, 2019:

| Exercise of Compensation Securities by Directors and NEOs |                               |   |                                  |                  |   |  |                                   |
|---|-------------------------------|---|----------------------------------|------------------|---|--|-----------------------------------|
| Name and position   | Type of compensation security | Number of underlying securities exercised | Exercise price per security (\$) | Date of exercise | Closing price per security on date of exercise (\$) | Difference between exercise price and closing price on date of exercise (\$) | Total value on exercise date (\$) |
| <b>Spiros Margaris Director</b>                           | Options                       | 100,000                                   | \$0.15                           | March 29, 2019   | \$0.61  | \$0.46   | \$46,000                          |
|   | Options                       | 50,000                                    | \$0.15                           | Sept 16, 2019    | \$0.265   | \$0.115  | \$5,750                           |
|   | Options                       | 100,000                                   | \$0.15                           | Sept 20, 2019    | \$0.27  | \$0.12   | \$12,000                          |

## Narrative Discussion

### *Stock Option Plan*

The Board of Directors has adopted a stock option plan whereby a maximum of 20% of the issued and outstanding Common Shares, from time to time, may be reserved for issuance pursuant to the exercise of options.

The exercise price of any option when exercised may not be less than the greater of the closing market price of the Common Shares on: (a) the last trading day immediately preceding the date of grant on the option; and (b) the date of grant of the option; provided however, that if the Common Shares are not listed on any securities exchange, the exercise price may not be less than the fair market value of the Common Shares as may be determined by the Board on the day immediately preceding the date of the grant of such option.

The options are non-assessable and non-transferable. Options granted under the Stock Option Plan have a maximum term of five years and can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Stock Option Plan or within 90 days (or as otherwise determined by the Board) after ceasing to be an eligible optionee, or, if the optionee dies, within one year from the date of the optionee's death.

Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time.

### *Employment, Consulting and Management Agreements*

We have entered into employment or consulting agreements with the following directors and NEOs:

**Penny White** – The Company and Penny White entered into an executive consulting agreement dated June 1, 2017 (the "CEO Agreement") for Ms. White to act as a consultant to the Company and perform the role of Chief Executive Officer. Under the CEO Agreement, Ms. White was to be paid a monthly salary of \$5,000. The Company can terminate the CEO Agreement without cause by giving Ms. White three months' written notice. The Company and Ms. White entered into an Employment Agreement dated February 21, 2019 (the "White Agreement") for Ms. White to act as CEO and President of the Company. Under the White Agreement, Ms. White is paid an annual salary of \$240,000. The White Agreement supersedes and replaces the CEO Agreement. Effective March 23, 2020 and continuing through August 31, 2020, Ms. White's salary was reduced 20% to \$192,000 in response to the economic situation created by the COVID-19 virus.

**Spiros Margaris** – The Company and Spiros Margaris entered into a director agreement dated January 8, 2018 (the "Spiros Agreement") for Mr. Margaris to act as a director of the Company. Mr. Margaris was granted 500,000 Options in the Company. No other compensation was payable to Mr. Margaris under the Spiros Agreement. On February 21, 2019, the Compensation Committee approved an annual director fee of \$5,000 for Mr. Margaris' service as a director of the Company.

**Rick Huang** – The Company and Huang Consulting Corp. ("Huang") (a management company wholly owned by Rick Huang) entered into a professional services agreement dated May 31, 2018 for Huang to provide the services of a Chief Financial Officer to the Company on the basis of 90% full-time equivalent (the "Huang Agreement"). Under the Huang Agreement, Huang is paid \$190,000 per year and is eligible to receive a bonus of between 10-20% of its base salary. The Company can terminate the Huang Agreement for any reason by giving Huang 30 days' written notice. Effective March 23, 2020 and continuing through August 31, 2020, Mr. Huang's salary was reduced 20% to \$152,000 in response to the economic situation created by the COVID-19 virus.

**Tamara Melck** - The Company and Tamara Melck entered into an employment agreement dated July 12, 2019 for Tamara Melck to act as VP, Chief Operating Officer of the Company (the "Melck Agreement"). Tamara was also granted 500,000 Options under the Melck Agreement. Tamara is paid a salary of \$210,000 per year under the Melck Agreement. Effective March 23, 2020 and continuing through August 31, 2020, Ms. Melck's salary was reduced 20% to \$168,000 in response to the economic situation created by the COVID-19 virus.

**Amy Frankel** – The Company and Amy Frankel entered into an employment agreement dated April 30, 2018 for Amy Frankel to act as VP, Licensing of the Company (the "Frankel Agreement"). Amy was also granted 300,000 Options under the Frankel Agreement. Amy is paid a salary of \$200,000 per year under the Frankel Agreement. On November 15, 2018, Amy was appointed as Corporate Secretary of the Company and was named General Counsel. On December 2, 2019, Amy was also named VP People. Effective March 23, 2020 and continuing through August 31, 2020, Ms. Frankel's salary was reduced 20% to \$160,000 in response to the economic situation created by the COVID-19 virus.

**Karla Cheon** - The Company and Karla Cheon entered into an employment agreement dated October 21, 2019 for Karla Cheon to act as VP, Marketing of the Company (the "Cheon Agreement"). Karla was also granted 500,000 Options under the Cheon Agreement. Karla is paid a salary of \$180,000 per year under the Cheon Agreement. Effective March 23, 2020 and continuing through August 31, 2020, Ms. Cheon's salary was reduced 20% to \$144,000 in response to the economic situation created by the COVID-19 virus.

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

At present, the Board as a whole determines the compensation of our NEOs and does so with reference to industry standards and our financial situation. The Board has the sole responsibility for determining the compensation of our directors. Director compensation is determined by the Board from time to time with reference to industry standards and our financial situation.

Our directors are reimbursed for any out-of-pocket expenses incurred in the course of their duties as directors.

From time to time, directors may be retained as consultants or experts to provide specific services to us and will be compensated on a normal commercial basis for such services. Other than as disclosed under "Employment, Consulting and Management Agreements" above, as of the date of this Information Circular, no other directors have been retained by us as a consultant.

### PENSION PLAN BENEFITS

No pension or retirement benefit plans have been instituted by the Company and none are proposed at this time.

### TERMINATION AND CHANGE OF CONTROL BENEFITS

There are no provisions granting any termination or change of control benefits to any of the NEOs, except as follows:

Under the White Agreement, if the Company terminates the White Agreement without cause, the Company, in its discretion, either has to provide (a) 8 months' working notice, in which case Ms. White will continue to perform all of her duties; or (b) payment, which is then \$160,000 under the White Agreement.

Under the Melck Agreement, if the Company terminates the Melck Agreement without cause, the Company, in its discretion, either has to provide (a) 8 weeks' working notice, in which case Ms. Melck will continue to perform all of her duties; or (b) payment, which is then \$32,308 under the Melck Agreement.

Under the Frankel Agreement, if the Company terminates the Frankel Agreement without cause, the Company, in its discretion, either has to provide (a) 6 months' working notice, in which case Ms. Frankel will continue to perform all of her duties; or (b) payment, which is then \$100,000 under the Frankel Agreement.

Under the Cheon Agreement, if the Company terminates the Cheon Agreement without cause, the Company, in its discretion, either has to provide (a) 6 months' working notice, in which case Ms. Cheon will continue to perform all of her duties; or (b) payment, which is then \$90,000 under the Cheon Agreement.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

| Plan category  | Number of securities to be issued upon exercise of outstanding options | Weighted average exercise price of outstanding options | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|--|--|--|---|
| Equity compensation plans approved by security holders     | 13,597,828   | \$0.52   | 10,631,289 <sup>(1)</sup>   |
| Equity compensation plans not approved by security holders | N/A  | N/A  | N/A   |
| <b>Total</b>   | <b>13,597,828<sup>(1)</sup></b>  | <b>\$0.52</b>  | <b>10,631,289 <sup>(1)</sup></b>  |

(1) This figure is based on the total number of shares authorized for issuance under the Plan, less the number of stock options outstanding as at the Company's year ended November 30, 2019.

The Board has approved a Stock Option Plan, designed for our selected employees, officers, directors, consultants and contractors, to incentivize such individuals to contribute toward our long-term goals, and to encourage such individuals to acquire Shares as long-term investments. Our Stock Option Plan is a rolling 20% stock option plan that is administered by the Board and authorizes the issuance of up to 26,019,294 stock options or such additional amount as may be approved from time to time by the shareholders of the Company. The terms of any award are determined by the Board, provided that no options may be granted at less than the fair market value of Shares as of the date of the grant. As of May 19, 2020, there are 15,883,328 outstanding options to purchase Shares under the Stock Option Plan.

The Board has adopted a Stock Option Plan whereby a maximum of 20% of the issued and outstanding Common Shares, from time to time, may be reserved for issuance pursuant to the exercise of options. Under the terms of the Stock Option Plan, options may be granted only to: (i) employees, officers, directors and consultants; (ii) employees, officers, directors and consultants of an affiliate of ours; and (iii) any other person deemed suitable by the Board to receive options to purchase Common Shares.

The exercise price of any option when exercised may not be less than the greater of the closing market price of the Common Shares on: (a) the last trading day immediately preceding the date of grant on the option; and (b) the date of grant of the option; provided however, that if the Common Shares are not listed on any securities exchange, the exercise price may not be less than the fair market value of the Common Shares as may be determined by the Board on the day immediately preceding the date of the grant of such option.

The options are non-assessable and non-transferable. Options granted under the Stock Option Plan have a maximum term of five years and can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Stock Option Plan or within 90 days (or as otherwise determined by the Board) after ceasing to be an eligible optionee, or, if the optionee dies, within one year from the date of the optionee's death.

Subject to shareholder approval in certain circumstances, the Board may from time to time amend or revise the terms of the Stock Option Plan or may terminate the Stock Option Plan at any time.

The only equity compensation plan which the Company has in place is the Plan, as described above. The Plan provides for the issuance of stock options whereby a maximum of 20% of the issued and outstanding Common Shares, from time to time, may be reserved for issuance pursuant to the exercise of options. The amount of options which are issued under the Stock Option Plan represent 12% of the current issued and outstanding Common Shares.

#### **INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS**

No directors, executive officers, nor any associate or affiliate of such person were indebted to the Company; nor has any such person's indebtedness to any other entity been the subject of a guarantee, support agreement, letter of credit or similar arrangement or undertaking provided by the Company, during the most recently completed financial year.

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

HeyBryan Media Inc. ("HeyBryan") is party to an Operating Agreement with Thrive Activations Inc. ("Thrive"), a wholly-owned subsidiary of the Company, dated June 25, 2018, pursuant to which HeyBryan received consulting services for which it paid \$1,014,424 to the Company during the period December 1, 2018 to May 19, 2020. Ms. White is a significant shareholder of HeyBryan and holds approximately 20% of the outstanding securities of HeyBryan. Ms. White is a former director and officer of HeyBryan.

Kingdom Brands Inc. ("Kingdom") is party to an Operating Agreement with Thrive dated July 23, 2018, pursuant to which Kingdom received certain services for which it paid \$4,424 to the Company during the period December 1, 2018 to May 19, 2020. Kingdom's subsidiary, Kingdom Brands Management Inc. ("Kingdom Management") is party to two licensing agreements with the Company dated May 28, 2019 and July 31, 2018 respectively, pursuant to which it paid the Company 18 million common shares of Kingdom with a deemed value of \$1.5 million during the period December 1, 2018 to May 19, 2020 for rights to certain product formulas. Kingdom is also a party to a distribution agreement with the Company dated August 14, 2019, pursuant to the Company will distribute Kingdom's products worldwide. No transaction incurred under this distribution agreement for the period from December 1, 2008 to May 19, 2020. Our directors, Mr. Huang and Ms. White, were previously directors and officers of Kingdom. Ms. White holds approximately 10% of the issued and outstanding common shares of Kingdom. Ms. White's husband is a director and the President and CEO of Kingdom.

The Company has a majority-owned subsidiary, NeonMind Biosciences Inc. ("NeonMind"), which is exploring opportunities in functional and psychedelic mushrooms. On February 20, 2020, NeonMind entered into a license agreement with Kingdom whereby NeonMind granted a 25-year non-exclusive license to NeonMind's proprietary mushroom extraction technology to Kingdom for use in the United States. Pursuant to the license agreement, Kingdom issued NeonMind 5,000,000 shares with a value of \$415,000.

Prior to giving effect to the exercise of any of her options or warrants and without including any shares which may be issued to her pursuant to the restricted stock units, Ms. White holds 6,400,000 common shares of NeonMind, representing approximately 6% of NeonMind's issued and outstanding shares. The Company holds 71,251,000 shares of NeonMind, representing 68% of the issued and outstanding shares of NeonMind.

#### **APPOINTMENT OF AUDITOR**

The Company appointed Saturna Group Chartered Professional Accountants LLP as auditor, effective June 1, 2017.

#### **MANAGEMENT CONTRACTS**

No management functions of the Company are performed to any substantial degree by any person other than the directors or executive officers of the Company.

#### **CORPORATE GOVERNANCE**

The following information pertaining to the company's corporate governance practices is given in accordance with Form 58-101F2 of National Instrument 58-101 *Disclosure of Corporate Governance Practices*, which disclosure is set out below.

##### Board of Directors

The Board is currently composed of three (3) directors, and it is proposed that three (3) directors will be nominated at the Meeting.

Form 58-101F2 suggests that the Board of Directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under NI 58-101, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the Company. "Material relationship" is defined as a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a directors' independent judgment.

Spiros Margaris is an independent director as he has no direct or indirect "material relationship" with the Company, being a relationship which could, in the view of the Company's Board, be reasonably expected to interfere with the exercise of a directors' independent judgement. Penny White and Rick Huang are not independent, because they are the Chief Executive Officer and Chief Financial Officer of the Company, respectively.

#### Directorships

Our directors do not currently serve as directors or officers for other reporting issuers as at the date of this information circular except as follows: Spiros Margaris is currently a Director of Hey Bryan Media Inc. (CSE: HEY). Rick Huang is currently a Director and Chair of the Audit Committee of Datable Technology Corporation (TSXV: DAC).

#### Orientation and Continuing Education

Each of our new directors is briefed about the nature of our business, our corporate strategy and our current issues. New directors will be encouraged to review our public disclosure records as filed on SEDAR at [www.sedar.com](http://www.sedar.com) after we become a reporting issuer. Directors are also provided with access to management to better understand our operations, and to our legal counsel to discuss their legal obligations as our directors. Directors are encouraged to participate in continuing education.

#### Ethical Business Conduct

The Board adopted a written Code of Business Conduct and Ethics for all our directors, officers, employees and our subsidiaries. The Board also adopted a written Whistleblower Policy to ease the reporting of ethical complaints or other violations of the Code of Business Conduct and Ethics.

The Board is also required to comply with the conflict of interest provisions of the *BCBCA* and relevant securities regulation in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote on any matter that is the subject of the conflict of interest. See "*Directors and Executive Officers - Conflicts of Interest*" and "*Risk Factors*".

#### Nomination of Directors

Our management is in contact with individuals experienced in the capital markets. From these sources management has made a number of contacts and in the event that we require any new directors, such individuals will be brought to the attention of the Board. We will conduct reference and background checks on suitable candidates. New nominees generally must have a track record in business management, areas of strategic interest to us, the ability to devote the time required to carry out the obligations and responsibilities of a director and a willingness to serve in that capacity.

#### Compensation of Directors and the CEO and CFO

At present, the Board as a whole determines the compensation of our CEO and does so with reference to industry standards and the financial situation of the Company. For details on compensation to directors, see "*Executive Compensation*" above.

#### Other Board Committees

In addition to the Audit Committee, we have a Compensation and Nomination Committee composed of the three current directors. Otherwise, other than as disclosed herein, there are no committees of the Board of Directors as of the date of this information circular.

## Assessments

Neither we nor the Board of Directors has developed a formal review system to assess the performance of the directors or the Board as a whole. The contributions of individual directors are monitored by other members of the Board on an informal basis through observation.

## **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR**

### **Audit Committee Charter**

A copy of the Company's Audit Committee Charter is attached as Schedule "A" hereto.

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

The following are the members of the Audit Committee:

|                 |                                   |                                     |
|-----------------|-----------------------------------|-------------------------------------|
| Spiros Margaris | Independent <sup>(1)</sup>        | Financially literate <sup>(1)</sup> |
| Penny White     | Executive Director <sup>(2)</sup> | Financially literate <sup>(1)</sup> |
| Rick Huang      | Executive Director <sup>(2)</sup> | Financially literate <sup>(1)</sup> |

<sup>(1)</sup> As defined by NI 52-110.

<sup>(2)</sup> Penny White and Rick Huang are not independent because they are executive officers of the Company.

### **Relevant Education and Experience**

The following is the education and experience of each audit committee member:

- **Spiros Margaris** has extensive financial experience in investment management and financial statement analysis as Founder of Margaris Ventures, a venture capitalist and advisory firm. Prior he was a partner and member of the investment committee of a hedge fund advisory firm. Mr Margaris holds a Master's in Business Administration from the University of Toronto. Spiros once again was ranked the global № 1 Fintech influencer (02/2020) by Onalytica. He regularly appears in the top three positions of established global industry influencer rankings. Spiros is a keynote speaker at international FinTech, and InsurTech conferences. He also gave a TEDxAcademy Talk. He published an AI white paper, "Machine learning in financial services: Changing the rules of the game," for the enterprise software vendor SAP. First non-IBM Keynote Speaker at the biggest IBM event in Europe (10/2019) "2019 IBM Systems Technical University".
- **Penny White** is a director, CEO, and President of The Yield Growth Corp. from 2017 to the present. She has over 7 years experience as an audit committee member of publicly traded companies and 17 years as a director of public companies. She was the CEO of Bacchus Law Corporation for over 20 years. Throughout those 20 years, Ms. White provided legal advice to numerous companies with regard to corporate governance strategies and effective securities compliance. She regularly reviewed financial statements to provide advice to clients and assist in preparing disclosure documents. Ms. White has a law degree from the University of British Columbia.
- **Rick Huang** served as CFO of publicly traded companies for more than a decade, where he has managed all aspects of finance, banking, compliance, accounting, reporting, internal control, admin, and supporting the Board of Directors in financial oversight. He also has supervised all aspects of accounting for various subsidiary companies in Canada, China, Russia and Kazakhstan and consolidations under IFRS. Rick also serves as Chair of the Audit Committee for Datable Technology Corp. (TSXV: TTM) and previously Chair of the Governance Committee and member of the Audit Committee of Poydras Gaming Finance Corp.(TSXV: PYD).



### **Audit Committee Oversight**

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the Audit Committee to nominate or compensate external auditors not adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

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

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

### **External Auditor Service Fees (By Category)**

The aggregate fees billed by the Company's external auditor in two last fiscal years for audit fees are as follows:

| <b>Financial Year Ending</b> | <b>Audit Fees</b> | <b>Audit Related Fees</b> | <b>Tax Fees<sup>(1)</sup></b> | <b>All Other Fees</b> | <b>Total</b>            |
|------------------------------|-------------------|---------------------------|-------------------------------|-----------------------|-------------------------|
| November 30, 2019            | \$29,400          | \$21,000                  | \$5,775                       | \$1,890               | \$58,065                |
| November 30, 2018            | \$15,225          | \$29,400                  | Nil                           | \$3,465               | \$48,090 <sup>(2)</sup> |

(1) "Tax Fees" include fees for all tax services other than those included in "Audit Fees". This category includes fees for tax compliance, tax planning and tax advice.

(2) This number includes GST and is rounded to the nearest \$100.

### **Exemption**

The Audit Committee currently consists of the three directors of the Company, one of whom is independent (Spiros Margaritis) and two of whom are non-independent (Penny White and Rick Huang). As a result of recent vacancies on the Board of Directors and its Audit Committee, the Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of the Audit Committee and in respect of its reporting obligations under NI 52-110 for the year ended November 30, 2019.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### *Election of Directors*

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed Proxy will be voted for the nominees herein listed.

The size of the Board of Directors of the Company is currently determined at three (3). The Company is required to have an audit committee and members of the Audit Committee are set out below.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, is as follows:

| Name, jurisdiction of residence and position   | Principal occupation or employment during the past five years   | Previous service as a director of Yield | Number of common shares beneficially owned, directly or indirectly, or controlled or directed |
|--|---|---|---|
| Penny White (1)<br><br>Director, Chief Executive Officer and President<br>British Columbia, Canada | CEO and President of Yield Growth (2017 - present) CEO and President of NeonMind (September 2019 to present); Formerly: Director, Chief Operating Officer, President and Officer of Glance Technologies Inc. from 2014 to 2018. | Since November 28, 2016                 | 18,797,700 <sup>(2)</sup>   |
| Spiros Margaris <sup>(1)</sup><br>Director<br>Switzerland  | Venture Capitalist and Advisor Margaris Ventures (formerly known as Margaris Advisory) since 2010; Director of Hey Bryan Media Inc. (CSE: HEY) (2018 - present).  | Since January 8, 2018                   | 165,000   |
| Yucal (Rick) Huang (1)<br>Director and Chief Financial Officer, British Columbia, Canada           | Yield Growth CFO (2018 - present); Director of Datable Technology Corporation (TSXV: DAC) (2015 - present); Formerly: Chief Financial Officer of Hanwei Energy Corp. (TSE: HE) (2007 – 2018).                                   | Since January 13, 2020                  | 20,000 <sup>(3)</sup>   |

(1) Denotes a member of the Audit Committee and Compensation Committee (collectively, the "Committees").

(2) Ms. White also beneficially owns or controls, directly or indirectly, 6,400,000 common shares in subsidiary NeonMind Biosciences Inc.

(3) Mr. Huang also beneficially owns or controls, directly or indirectly, 50,000 common shares in subsidiary NeonMind Biosciences Inc.

To the knowledge of the Company, no proposed director:

- (a) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or chief executive officer or chief financial officer of any company (including the Company) that:
  - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer that resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing

to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) 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
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

***Penny White – CEO, President and Director, Age 48***

Penny is an employee of the company and devotes 50% of her professional time to the Company. Penny is co-founder and has been President and CEO of Yield Growth since January 2017 and a director of Yield Growth since 2016. She is a member of the audit committee. Ms. White is co-founder and since September 2019 has been a Director, President & CEO of NeonMind Biosciences Inc., a majority owned subsidiary of Yield Growth. NeonMind is developing medicinal (functional) mushroom products and conducting preclinical research into using psilocybin (from psychedelic mushrooms) to treat food addiction and obesity. She was a co-founder and served as Director, President and Chief Operating Officer of Glance Technologies Inc. from October 2014 to February 2018, a company in the business of contactless payments and rewards. She was also a founding director and officer of Merus Labs Inc. (TSX:MSL, NASDAQ:MSLI-Q), a speciality pharmaceutical company, from 2010 - 2011, which was acquired by Norgine B.V. in July 2017 for \$342 million. Penny has been an entrepreneur for 2 decades and has been recognized on PROFIT Magazine's W100 list of top Canadian female entrepreneurs. Under her leadership as CEO, her law firm Bacchus Law Corporation was in the PROFIT 500 Fastest Growing companies in 2015 and 2016, based solely on revenues. She holds a Bachelor of Arts in English Literature and a law degree from the University of British Columbia. She is a member in good standing of the Law Society of British Columbia and the Washington State Bar Association.

***Spiros Margaris – Director, Age 55***

Spiros is an independent director who devotes 15% of his time to the Company. He is the holder of a Master's in Business Administration from the University of Toronto and a venture capitalist; a thought leader in the FinTech and InsurTech industries. Spiros is a frequent speaker at international FinTech and InsurTech conferences and publishes articles on innovation and thought leadership.

***Yucai (Rick) Huang – Director, Age 51***

Rick Huang served as CFO of publicly traded companies for more than a decade, where he has managed all aspects of finance, banking, compliance, accounting, reporting, internal control, admin, and supporting the Board of Directors in financial oversight. He also has supervised all aspects of accounting for various subsidiary companies in Canada, China, Russia and Kazakhstan and consolidations under IFRS. His experience also included various finance and marketing roles with large international companies like the Pepsi Bottling Group (Canada), Schering Plough Canada, and Coca-Cola China. He has worked on investor relations activities, roadshow AGM preparations, and licensing agreements and has led various public equity financing projects raising funds of up to \$90 million and leading acquisitions of up to \$80

million. Rick also serves as Chair of the Audit Committee for Datable Technology Corp. (TSXV: TTM) and previously Chair of the Governance Committee and member of the Audit Committee of Poydras Gaming Finance Corp. (TSXV: PYD).

Appointment of Auditor

On June 1, 2017, Saturna Group Chartered Professional Accountants LLP of Vancouver, British Columbia was appointed auditor for the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Saturna Group Chartered Professional Accountants LLP as auditor of the Company to hold office for the ensuing year at a remuneration to be fixed by the Board.

**OTHER MATTERS**

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matters properly come before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the shares represented thereby in accordance with their best judgment on such matters.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company at (604) 632-1700 to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed year, which are filed on SEDAR.

DATED this 20th day of May, 2020.

**APPROVED BY THE BOARD OF DIRECTORS  
OF THE YIELD GROWTH CORP.**

"Penny White"

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**Penny White,  
President, CEO and Director**

## SCHEDULE "A"

### AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

#### 1. Composition

- (a) *Number of Members.* The Audit Committee must be comprised of a minimum of three directors of the Company.
- (b) *Chair.* If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) *Financial Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

#### 2. Meetings

- (a) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) *Notice to Auditors.* The Company's auditors (the "Auditors") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) *Minutes.* Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

#### 3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

##### External Auditor

The Audit Committee will:

- (a) *Selection of the external auditor.* Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.
- (b) *Scope of Work.* Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) *Compensation.* Recommend to the Board the compensation to be paid to the external auditors.
- (d) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board of Directors.
- (e) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.
- (f) *Responsibility for Oversight.* Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.

- (g) *Resolution of Disputes.* Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

#### Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (a) *Review Audited Financial Statements.* Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) *Review of Interim Financial Statements.* Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports.* Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.
- (d) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

#### Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) *Internal Control.* Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.
- (b) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.
- (c) *Accounting Policies and Practices.* Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (d) *Litigation.* Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.
- (e) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

#### Complaints

- (a) *Accounting, Auditing and Internal Control Complaints.* The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (b) *Employee Complaints.* The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

#### **4. Authority**

- (a) Auditor. The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.
- (b) Independent Advisors. The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.
- (c) Communication. The Audit Committee may communicate directly with management and any internal auditor, and with the Auditor directly without the presence or involvement of management.
- (d) Expenses. The Audit Committee may incur such ordinary administrative expenses that it deems necessary and appropriate to carry out its duties, which expenses the Company will pay or reimburse upon receiving an invoice or receipt, as applicable.

#### **Reporting**

The Audit Committee will report to the Board on:

- (a) the Auditor's independence;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) the Audit Committee's review of the annual and interim consolidated financial statements;
- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and
- (h) all other material matters dealt with by the Audit Committee.