

CRYSTAL BRIDGE ENTERPRISES INC.

NOTICE AND MANAGEMENT PROXY CIRCULAR
FOR THE
ANNUAL GENERAL MEETING
OF SHAREHOLDERS

TO BE HELD AT

1:30 p.m. (Pacific time)
Tuesday, April 23, 2019

200 Burrard Street, Suite 700
Vancouver, BC
V6C 3L6
Canada

CRYSTAL BRIDGE ENTERPRISES INC.
439 Helmcken Street, Vancouver, BC V6B 2E6
Tel: 604-684-3323 Fax: 604-684-3350

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON TUESDAY, APRIL 23, 2019**

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of the Shareholders of **CRYSTAL BRIDGE ENTERPRISES INC.** (the “Company”) will be held at Haywood Securities Inc., 200 Burrard Street, Suite 700, Vancouver, BC V6C 3L6, on **Tuesday, April 23, 2019 at 1:30p.m.** (Pacific time) for the following purposes:

1. to receive and consider the available financial statements of the Company, the Company’s financial statements including the audited financial statements for the fiscal year ended July 31, 2018 can be found on SEDAR.
2. to appoint the auditors of the Company for the ensuing year; to authorize the Directors to fix the remuneration to be paid to the auditor; and to authorize the Directors to change auditors during the year, subject to compliance with the requirements of the BC Securities Commission.
3. to fix the number of Directors for the ensuing year at four (5).
4. to elect Directors to hold office for the ensuing year.
5. to consider, and if thought advisable, approve an ordinary resolution confirming the Company’s Stock Option Plan, as more particularly described in the Information Circular.
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The Board of Directors has fixed the close of business on the 8th day of March, 2019, as the record date for determination of shareholders entitled to notice of this Meeting or any adjournment(s) thereof and the right to vote thereat.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, by mail, fax or by hand (fax: 1-604-661-9549), or as otherwise instructed in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting. The Chair of the Meeting has the discretion to accept proxies received less than 48 hours prior to the Meeting.

If you are a non-registered shareholder of the Company and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 15th day of March, 2019.

CRYSTAL BRIDGE ENTERPRISES INC.

“RAJEEV ‘ROB’ BAKSHI”
RAJEEV ‘ROB’ BAKSHI
President & CEO

CRYSTAL BRIDGE ENTERPRISES INC.

439 Helmcken Street, Vancouver, BC V6B 2E6
Tel: 604-684-3323 Fax: 604-684-3350

INFORMATION CIRCULAR

dated March 15, 2019

MANAGEMENT SOLICITATION OF PROXIES

This information circular is furnished in connection with the solicitation of proxies by the management of CRYSTAL BRIDGE ENTERPRISES INC. (the “Company”) for use at the annual general meeting of the shareholders of the Company to be held at Haywood Securities Inc., 200 Burrard Street, Suite 700, Vancouver, BC V6C 3L6 at 1:30 p.m. (Pacific time) on Tuesday, the 23rd day of April, 2019 (the “Meeting”), and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting (the “Notice of Meeting”). Unless specified otherwise, the information contained in this Information Circular is current as at March 14, 2019.

The Company’s financial statements including the audited financial statements for the fiscal year ended July 31, 2018 can be found on SEDAR.

PROXIES

Appointment of Proxies

The persons named in the enclosed Form of Proxy (the “Proxy”) are nominees of the Company’s management. **A shareholder wishing to appoint a person (who need not be a shareholder) to attend and act for him on his behalf at the Meeting, other than the persons designated as proxy holders in the enclosed Proxy, may do so by striking out the printed names and inserting the name of such other person in the blank space provided in the Proxy or by completing another proper form of proxy.** The completed Proxy or other proper form of proxy must be delivered or faxed to Computershare Investors Services Inc., or as otherwise instructed in the form of proxy, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting. The Chairman of the Meeting has the discretion to accept proxies on the day of the Meeting.

Revocation of Proxies

A shareholder who has given a Proxy may revoke it at any time before it is exercised by an instrument in writing (a) executed by the shareholder or by his attorney authorized in writing, or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation; and (b) delivered or faxed to Computershare Investors Services Inc., or to the registered office of the Company at 439 Helmcken Street, Vancouver, BC V6B 2E6 (fax: 604-684-3350), at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, before any vote in respect of which the Proxy is to be used shall have been taken, or in any other manner provided by law. Attendance at the Meeting and participation in a poll by a shareholder will automatically revoke the Proxy.

Voting of Proxies and Exercise of Discretion by Proxyholders

The shares represented by the Proxy will be voted or withheld from voting 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 CHOICE IS NOT SO SPECIFIED, IT IS INTENDED THAT THE PERSON DESIGNATED BY MANAGEMENT IN**

THE ACCOMPANYING PROXY WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED ON THE PROXY.

The Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to any matters identified in the Notice of 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 this Meeting.

Solicitation of Proxies

Solicitations of proxies will be made by mail and may be supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokerage houses holding shares on behalf of clients) for the cost incurred in obtaining their authorization to execute forms of proxy. The cost of solicitation will be borne by the Company.

Notice to Beneficial Owners

Most beneficial owners of the Company's shares are NOT listed on the Company's register of shareholders. Beneficial owners will not be listed if they hold their shares through an intermediary, such as a brokerage firm, bank, trust company, RRSP, RRIF, TFSA, or other firm, financial institution or company. In this discussion, such owners are referred to as "you" or as a "Beneficial Owner", and the firm, financial institution or company through which you hold your shares are referred to as "Intermediaries". This discussion does not apply to owners of shares of the Company who hold their shares directly instead of through an Intermediary and who are therefore listed directly on the Company's register of shareholders.

The Company can only recognize votes and take instructions from shareholders who are listed on its register of shareholders. Therefore, in order to vote at the Meeting, you will either need to instruct your Intermediary on how to vote your shares, or instruct the Intermediary to authorize you or someone you appoint to attend and vote at the Meeting. To do so, you will need to complete a form of proxy sent to you by or on behalf of your Intermediary (the "Form of Proxy"), sign it and return it to your Intermediary or to another party directed by your Intermediary. If you want to attend and vote at the Meeting yourself, then you will need to strike out the names of the Management nominees just before the blank space on the Form of Proxy, and insert your own name in the blank space. You can also appoint someone else to attend the Meeting and vote on your behalf by inserting that person's name in the blank space instead of your own on the Form of Proxy.

The Company will be providing Meeting materials to the Intermediaries listed on its register of shareholders (or listed by the depository or other agent used by the Intermediary) as requested. Unless you have waived the requirement to do so, the Intermediaries are required to forward these Meeting materials to you. In addition to the Form of Proxy, the Meeting materials will include this Information Circular. The Company does not intend to pay for Intermediaries to forward meeting materials to the objecting beneficial owners ("OBOs") pursuant to NI 54-101. Therefore, OBOs will not receive materials unless their Intermediary assumes the cost of delivery.

Again, if you wish to give voting instructions to your Intermediary to vote on your behalf at the Meeting or if you wish to attend the Meeting and vote in person or have someone else attend and vote on your behalf, you must complete the Form of Proxy and return it in accordance with the instructions and time limits provided. This will enable your Intermediary either to vote your shares as you have directed, or to give formal notice to the Company that you or someone you have appointed has the authority to attend and vote at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the Directors or Executive Officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue unlimited common shares without par value, of which the Company has outstanding 11,710,000 common shares as at March 8, 2019, each common share carrying the right to one vote. The directors have fixed March 8, 2019 as the record date (the "Record Date"). Shareholders of record at the close of business on the Record Date, are entitled to vote at the Meeting or any adjournment thereof.

To the knowledge of the Directors and executive officers of the Company, there are no shareholders who beneficially own, directly or indirectly, or exercise control or direction over, voting shares of the Company carrying more than 10% of the voting rights attached to all of the issued and outstanding common shares of the Company.

APPOINTMENT OF AUDITORS

Shareholders will be asked to vote for the re-appointment of Manning Elliott LLP, Chartered Accountants, as the Company's auditors at a remuneration to be fixed by the directors. Manning Elliott LLP, Chartered Accountants were appointed as the Company's auditor on April 16, 2018. On the representations of the said accountants, neither that firm nor any of its partners has any direct financial interest or any material indirect financial interest in the Company or any of its subsidiaries or has had any connection during the past three years with the Company or any of its subsidiaries in the capacity of promoter, underwriter, voting trustee, director, officer or employee.

"RESOLVED, AS AN ORDINARY RESOLUTION, that Manning Elliott LLP, Chartered Accountants, be appointed as auditor of the Company, at a remuneration to be fixed by the Board of Directors, provided that the Board of Directors in their discretion may seek proposals from other qualified accounting firms for the position of auditor of the Company for the ensuing year, and, should one or more favourable proposals be received, the Directors may replace Manning Elliott LLP as the Company's auditor at any time during the ensuing year with a qualified accounting firm at a remuneration to be fixed by the Board of Directors, subject to compliance by the Company with the requirements of the BC Securities Commission."

ELECTION OF DIRECTORS

Management proposes to nominate the persons named in the following table for election as directors of the Company. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated.

At the Meeting, the Shareholders will be asked to vote on a resolution fixing the number of directors of the Company at five (5). The following table sets out the names of the management nominees for election as directors, the province or state in which each is ordinarily resident, a brief biography of each, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a

director of the Company, and the number of Voting Shares of the Company beneficially owned by each of them, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

Name, Residence, Position with the Company and Year First Became a Director	Principal Occupation for Past Five Years	Voting Shares Owned or Controlled, Directly and Indirectly ⁽¹⁾
RAJEEV ‘ROB’ BAKSHI⁽⁴⁾ <i>British Columbia, Canada</i> <i>Director, CEO and Chairman</i> <i>Since November 15, 2017</i>	Mr. Bakshi was the CEO of Apivio Systems Inc. from 2013 until the spring of 2017.	900,000 Common Shares
KENNETH A. CAWKELL^{(2) (4)} <i>British Columbia, Canada</i> <i>Director and Secretary</i> <i>Since November 15, 2017</i>	Mr. Cawkell is a co-founder and Managing Partner of the law firm Cawkell Brodie LLP.	430,000 Common Shares
K. TAYLOR THOEN^{(2) (3)} <i>British Columbia, Canada</i> <i>Director</i> <i>Since February 1, 2018</i>	Ms. Thoen is a founder and creator of BTV – Business Television and CEO clips.	390,000 Common Shares
KENNETH HALLAT⁽³⁾ <i>British Columbia, Canada</i> <i>Director</i> <i>Since February 1, 2018</i>	Mr. Hallat has been the CEO of Novas Capital since July 1983.	540,000 Common Shares
MARK KOHLER⁽²⁾⁽³⁾ <i>Ontario, Canada</i> <i>Director</i> <i>Since February 1, 2018</i> <i>Chair of Audit Committee</i>	Mr. Kohler is the Chairman and CEO of Exelerate Capital (Toronto), an advisory group to technology, financial institutions, and private equity funds.	390,000 Common Shares

⁽¹⁾ The information as to province or state of residence, principal occupation and common shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually, or the Company has relied on public information provided on SEDI. Figure does not include options or warrants to purchase unissued shares of the Company.

⁽²⁾ Member of the Audit Committee.

⁽³⁾ A director that is independent pursuant to definitions set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.

⁽⁴⁾ A director that is not independent pursuant to definitions set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.

Unless instructions are given to abstain from voting with respect to the election of directors, the persons named in the enclosed form of proxy intend to vote FOR the election of the nominees named in the table above. Management of the Company has no reason to believe that any of such persons will be unable to serve as a director, but if that should occur for any reason prior to the election, the persons named in the enclosed form of proxy reserve the right to vote for another nominee of their choice.

As at the date of this Information Circular, other than as follows, no proposed director was, or has been within 10 years before the date of this Circular,

- (a) a director or executive officer of a company that, while that person was acting in that capacity

- (i) was the subject of a cease trade or similar order, or an order that denied the issuer access to any exemptions under applicable Securities Laws, for a period of more than 30 consecutive days;
 - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
 - (iii) 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
- (b) 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.

Mr. Cawkell is a director of Centurion Minerals Ltd. (“Centurion”) listed on TSX-V under the symbol of “CTN”. On December 5, 2017, the BCSC issued a Cease Trade Order against Centurion for failure to file its audited annual financial statements for the fiscal year ended July 31, 2017. Subsequently, Centurion dismissed its auditor as it had lost confidence in the former auditors’ ability to complete the audit in a timely fashion, if at all. Centurion engaged a new auditor effective February 13, 2018, which enabled Centurion to file its audited annual financials on March 1, 2018 and on March 13, 2018 file its interim financials for the quarter ended October 31, 2017. The Cease Trade Order was revoked by the BCSC on May 3, 2018.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Currently, under the CPC rules, the Company makes no compensation payment to its executive officers or directors. Upon graduating from CPC status to Tier 2 Trading status on the Exchange, the Company intends to approve the following principals when considering an executive’s compensation.

The main objective of the Company’s executive compensation program will be to attract, retain, and engage high-quality, high-performance executives who have the experience and ability to successfully execute the Company’s strategy and delivery value to shareholders.

The objectives of the Company’s executive compensation program will be as follows:

- (a) compensate executives competitively for the leadership, skills, knowledge, and experience necessary to perform their duties;
- (b) align the actions and economic interests of executives with the interests of shareholders; and
- (c) encourage retention of executives.

The executive’s compensation will typically be comprised of:

- (i) Base Salary or Management fee – to compensate executives for the leadership, skills, knowledge and experience required to perform their duties;

- (ii) Stock Option based Incentive Plan – to retain talented executives, reward them for their anticipated contribution to the long-term successful performance of the Company and align them with the interests of shareholders. The plan currently consists only of incentive stock options; and
- (iii) Bonus – may be awarded at the discretion of the Board based on the milestone or other criteria.

Option-based Awards

The Company’s Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board of Directors takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Exchange.

As the Company does not have a Compensation Committee, the independent directors will have the responsibility to administer compensation policies related to the executive management of the Company, including option-based awards.

Named Executive Officer Compensation

The following table sets forth certain information regarding the compensation for the fiscal year ended July 31, 2018 of (i) the Chief Executive Officer of the Company in such year (ii) the Chief Financial Officer of the Company in such year and (iii) 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 fiscal year, whose total compensation was, individually, more than \$150,000 for fiscal 2018 (calculated in accordance with the prescribed form), or who would have been such an executive officer 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 the fiscal year.

The Company has two Named Executive Officers, Mr. Rajeev ‘Rob’ Bakshi, the Company’s CEO, and Mr. Pritpal Singh, the Company’s CFO (the “Named Executive Officers” or “NEOs”).

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Rajeev ‘Rob’ Bakshi CEO	2018	Nil	Nil	Nil	Nil	Nil	Nil
Pritpal Singh CFO	2018	Nil	Nil	Nil	Nil	Nil	Nil

Stock Options and Other Compensation Securities

The Company did not issue or grant any options to the Directors or the Named Executive Officers during the financial year ended July 31, 2018, however, the Company issued incentive option-based awards effective September 21, 2018 as set out in the following table.

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
Rajeev ‘Rob’ Bakshi <i>President & CEO; Director</i>	Stock Options	425,000	September 21, 2018	\$0.10	n/a	n/a	September 21, 2023
Pritpal Singh <i>CFO</i>	Stock Options	125,000	September 21, 2018	\$0.10	n/a	n/a	September 21, 2023
Kenneth A. Cawkell <i>Secretary; Director</i>	Stock Options	75,000	September 21, 2018	\$0.10	n/a	n/a	September 21, 2023
K. Taylor Thoen <i>Director</i>	Stock Options	75,000	September 21, 2018	\$0.10	n/a	n/a	September 21, 2023
Kenneth Hallat <i>Director</i>	Stock Options	75,000	September 21, 2018	\$0.10	n/a	n/a	September 21, 2023
Mark Kohler <i>Director</i>	Stock Options	75,000	September 21, 2018	\$0.10	n/a	n/a	September 21, 2023

Director Compensation

As of the date of this Information Circular, no options have been exercised by any directors.

Stock Option Plan

The Company’s current Stock Option Plan (the “Plan”) allows the Company to grant incentive stock options to its officers, employees, consultants and Directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors, officers, consultants and employees of the Company, and to closely align the personal interests of such persons to that of the shareholders.

As of the date hereof, the Company is a capital pool company listed on the TSX Venture Exchange. The Company adopted the Plan on September 21, 2018. The terms of the Plan provide that the number of shares which may be reserved for issuance under the Plan (together with all other share compensation arrangements of the Company) shall not exceed 10% of the issued and outstanding shares of the Company from time to time.

The common shares issuable under the Plan are subject to the following restrictions:

- (a) Stock options may only be granted to a director or officer of the Company, and where permitted by Securities Laws, to a technical consultant whose particular industry expertise in relation to

the business of the vendors or the target company, as the case may be, is required to evaluate the proposed Qualifying Transaction, as that term is defined in Exchange policy;

- (b) The number of common shares reserved under option for issuance to any individual director or officer may not exceed 5% of the common shares to be outstanding after closing of the IPO. The number of common shares reserved under option for issuance to all technical consultants may not exceed 2% of the common shares to be outstanding after closing of the IPO;
- (c) No stock options may be granted to persons providing investor relations, promotional or market-making services;
- (d) The Option Exercise Price cannot be less than the greater of the IPO issuance price and the closing price of the Common Shares on the Exchange on the trading day immediately preceding the date of grant of the Option;
- (e) Options granted to any Eligible Person that does not continue as a director, officer, technical consultant or employee of the Resulting Issuer, as that term is defined in Exchange policy, have a maximum term of the later of 12 months after completion of the Qualifying Transaction and 90 days after the Eligible Person ceases to become a director, officer, technical consultant or employee of the Resulting Issuer;

No Option may be exercised before Completion of the Qualifying Transaction unless the Eligible Person agrees in writing to deposit the Common Shares acquired into escrow until the issuance of the final Exchange bulletin (as defined by TSX Venture Exchange Police 2.4)

The Plan is administered by the Board of Directors, or a committee thereof, who have the authority to grant options to directors, officers, employees, and consultants. At the time an option is granted, the Board will determine the exercise price, which shall not be less than the closing price of the common shares traded on the TSX Venture Exchange on the day immediately preceding the date of the grant, and any vesting criteria or other restrictions with respect to the exercise of the options. Subject to the restrictions contained in the Plan, the Board of Directors or a committee thereof may also impose such other terms and conditions as it shall deem necessary or advisable at the time of the grant. All securities under option are Common Shares.

Subject to the Policies of the TSX Venture Exchange, a “rolling” stock option plan must be approved and ratified annually by the Shareholders at the Meeting of the Shareholders of the Company.

Employment, Consulting and Management Agreements

Service Contracts

The Company has no formal agreements with its Chief Executive Officer, Chief Financial Officer or non-management Directors.

The NEOs and non-management Directors currently receive no compensation from the Company in their capacity as such, or for providing extra services to the Company, other than stock options, which may be granted pursuant to the Company’s Stock Option Plan. They are entitled to receive bonuses or other compensation as the Board of Directors of the Company may determine from time to time and are entitled to reimbursement for any expenses incurred by them on behalf of the Company. The Company does not maintain a pension plan for the NEOs or Directors.

Certain directors of the Company are partners or principals of other businesses which have provided professional services to the Company during the last completed financial year, and for which the Company has made certain payments. Specifically, Kenneth A. Cawkell is a partner of the law firm Cawkell Brodie LLP, which has provided legal services to the Company. None of the payments made by, or accounts

rendered to the Company by this firm relates to services provided to the Company by Mr. Cawkell in his capacity as director of the Company. During the Company's most recently completed fiscal year ending July 31, 2018, Cawkell Brodie LLP provided legal, patent, and paralegal services to the Company in the amount of \$28,000 in compliance with the CPC Policy subsection 8.3 Permitted Use of Proceeds.

The NEOs and Directors do not receive benefits upon termination of their position with the Company, other than pursuant to the terms of the Company's Stock Option Plan.

Pursuant to the terms of the Stock Option Plan, in the event of termination other than for cause of a Named Executive Officers, all options to purchase common shares then held by the Named Executive Officer will terminate on the earlier of the original expiry date(s) of such options and the 30th day following termination of employment (in the case of a director, on the 90th day following termination) or, at the discretion of the Board, up to one year following termination. In the case of termination for cause, all options then held shall terminate on the day following the date of termination for cause. In the event of the death or permanent disability of a Named Executive Officer or director, options terminate on the earlier of 365 days after the date of death or the original expiry date of the option.

Other than as disclosed above, the Company has no plans or arrangements in respect of remuneration received, or that may be received, by the Named Executive Officers or any other director or officer of the Company, in the Company's most recently completed fiscal year or current fiscal year, in respect of compensating such officers in the event of termination of employment as a result of resignation, retirement, a change of control of the Company, or a change in an individual's responsibilities.

Directors' and Officers' Liability Insurance

The Company purchases annual insurance coverage for directors' and officers' liability.

Salaries

The Company currently has no employment or consulting agreements with its Named Executive Officers and does not pay a salary to its Named Executive Officers. The Company's CFO is compensated at his regular professional rate for accounting services provided.

Stock Options

Options to purchase common shares are granted from time to time, pursuant to the Company's Stock Option Plan, primarily to provide an incentive to achieve the Company's goals by aligning the interests of NEOs with those of shareholders, attracting and retaining personnel, and acting as a longer-term incentive to such personnel to encourage commitment to the Company and its objectives.

The granting of options is subject to Board approval. There is no set time for considering or granting options. Each individual's grant is based, at a minimum, on an individual's position and level of responsibility in the Company, the duration of the individual's service with the Company, the number and terms of stock options then held by the individual, the individual's current performance and expected future performance and value to the Company, and the number of options remaining for grant pursuant to the Company's stock option plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

EQUITY COMPENSATION PLAN INFORMATION (AS AT JULY 31, 2018)

Following is a summary of shares subject to issuance under the Company's Equity Compensation Plans and shares remaining available for grant as at the end of the most recently completed financial year.

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

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Company's required annual disclosure of its corporate governance practices;

Board of Directors

Of the current Board of Directors of the Company, K. Taylor Thoen, Mark Kohler, and Kenneth Hallat, are independent directors. Rajeev 'Rob' Bakshi is not an independent director by virtue of his position as Chief Executive Officer of the Company. Kenneth A. Cawkell is not an independent director by virtue of his position as Secretary of the Company. The Board therefore contains a majority of independent directors.

Directorships

The following directors of the Company are also directors in the following reporting issuers:

Mark Kohler	Versapay Corp. (TSX-V)
Kenneth A. Cawkell	Centurion Mineral Ltd. (TSX-V) Portofino Resources Inc. (TSX-V) Solarvest BioEnergy Inc. (TSX-V) Well Health Technologies Corp. (TSX-V)

Orientation and Continuing Education

Management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers, committee members and the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the TSX Venture Exchange to receive updates to any of those policies. Any such

changes or new requirements are then brought to the attention of the Company's directors either by way of Director or Committee meetings or circulated in a memorandum.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Pursuant to corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed in light of such change.

Other Board Committees

The Company currently does not have the Compensation Committee or Corporate Governance Committee, other than the Audit Committee. The Audit Committee Charter and additional disclosure related to the Audit Committee is attached hereto in Appendix 1.

Assessments

Being a venture issuer with limited administration resources, the Directors of the Company work closely with management, and each other, and as a consequence are in a position to assess the performance of the Board, its Committee and individual directors on an ongoing basis.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Directors or Executive Officers of the Company or associates or affiliates of such persons is or has been indebted to the Company or its subsidiaries at any time since the beginning of the last completed financial year of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise set out in this Information Circular and other than transactions carried out in the ordinary course of business of the Company, no insider or proposed nominee for election as a director of the Company, and no associate or affiliate of the foregoing persons, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year, or in any proposed transaction which in either such case has materially affected or will materially affect the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of Stock Option Plan

The Company adopted a Stock Option Plan on September 21, 2018 (the "Plan"), pursuant to which the directors are authorized to grant up to 10% of the issued and outstanding shares of the Company as it may be from time to time. As at the date of this Information Circular, the Company is entitled to issue 1,171,000 options subject to the Plan, there are a total of 851,000 options outstanding, and a further 320,000 available for future issuance.

The Plan is administered by the Board of Directors or a committee thereof who have the authority to grant options to directors, officers, employees, and consultants. At the time an option is granted, the Board will determine the exercise price, which shall not be less than the closing price of the common shares traded on the TSX Venture Exchange on the day immediately preceding the date of the grant, and any vesting criteria or other restrictions with respect to the exercise of the options. Subject to any restrictions contained in the Plan, the Board of Directors or a committee thereof may also impose such other terms and conditions as it shall deem necessary or advisable at the time of the grant.

A copy of the Plan is available for review at www.sedar.com or at the offices of the Company at 439 Helmcken Street, Vancouver, British Columbia V6B 2E6.

At the Meeting, Shareholders will be asked to approve the following resolutions:

"RESOLVED, AS AN ORDINARY RESOLUTION, that:

- 1. the Company's Stock Option Plan be and is hereby approved and ratified; and*
- 2. the Board of Directors be and is hereby authorized to grant options under and subject to the terms and conditions of the Stock Option Plan, which may be exercised to purchase up to 10% of the issued and outstanding common shares of the Company.*

OTHER MATTERS

The management of the Company is not aware of any matter to come before the Meeting other than as set forth in the Notice of Meeting and this Information Circular. If any other matter properly comes before the

Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION AND DOCUMENTS REFERENCED

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company to request copies of the Company's financial statements and Management's Discussion and Analysis ("MD&A"), and any other public documents of the Company referred to herein, free of charge, by contacting Kenneth A. Cawkell, Corporate Secretary at 439 Helmcken Street, Vancouver, British Columbia V6B 2E6. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year.

APPROVAL OF THE BOARD OF DIRECTORS

The contents and the sending of this Information Circular have been approved by the Board of Directors of the Company.

Dated: March 15, 2019

By Order of the Board of Directors of
CRYSTAL BRIDGE ENTERPRISES INC.

"RAJEEV 'ROB' BAKSHI"

RAJEEV 'ROB' BAKSHI
President & CEO

APPENDIX 1
FORM 52-110F2 - DISCLOSURE BY VENTURE ISSUERS

1. The Audit Committee Charter

The Company's Audit Committee Charter is set forth below in Appendix 1.1.

2. Composition of the Audit Committee

The Audit Committee of the Company is currently Mark Kohler, K. Taylor Thoen and Kenneth A. Cawkell. The majority of the Audit Committee are independent directors. Mr. Cawkell is not "independent" due to his position as Secretary of the Company. Mr. Kohler and Ms. Thoen are "independent" and all members are "financially literate" as such terms are defined in National Instrument 52-110 - Audit Committees ("NI 52-110").

3. Relevant Education and Experience

The education and experience of each Audit Committee member are described below and in this Information Circular under the section entitled "*Election of Directors*".

Mr. Mark Kohler

Mr. Kohler has over 32 years of senior executive and board experience, and is currently Chairman & Chief Executive Officer of Exelerate Capital (Toronto), a strategic advisory group founded in 2001, that provides strategy, corporate finance, corporate development, M&A, and governance/risk/compliance (GRC) services to private and public financial services and technology organizations, and private equity funds in Canada, New York and California.

Mr. Kohler is a Chartered Professional Accountant (1989), and a Certified Corporate Director having obtained his ICD.D designation from the Institute of Corporate Directors and the Rotman School of Management at the University of Toronto, in 2013. He obtained his Bachelor of Commerce (Honours) in 1987 from Queen's University at Kingston where he was awarded the D.I. McLeod Scholarship and Edyth Whyte Prize for highest standing in Economics at the University.

Ms. K. Taylor Thoen

Ms. Thoen is the founder and creator of the longest running investment TV show in Canada, BTV – Business Television, broadcast on BNN Bloomberg, BIZTV national, Air Canada, Thomson Reuters and 12+ other financial sites. Through BTV and CEO Clips, Mr. Thoen has interviewed more than 2,000 dynamic CEOs, entrepreneurs and business leaders giving her an unprecedented business perspective and insight to strategic business dealings. She completed the EO – Entrepreneurial Master's Program at MIT and is the recipient of numerous awards including Canada's Top 25 Female Entrepreneur, Profit 100 Canada's Fastest Growing Company Award and Ernst & Young Entrepreneur of the Year nominee.

Mr. Kenneth A. Cawkell

Mr. Cawkell is a lawyer who graduated from the University of Alberta in 1979 and is a member of the British Columbia Bar Association and is a past member of the BC Securities Law Advisory Committee and the NRC IMB Advisory Board. He has over 25 years operating experience in the biotech and technology industries, including as a founder and director, and he has held management and officer positions including CEO and CFO of public and private companies.

4. Audit Committee Oversight

See Appendix 1.1 Role of Audit Committee. Since the commencement of the Company's most recently completed financial year, no recommendation of the audit committee to nominate or compensate an external auditor was not adopted by the Board of Directors.

5. Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, it has not relied on the exemptions in section 2.4 (*De Minimum Non-audit Services*) or an exemption granted under Part 8 (*Exemptions*) of NI 52-110.

6. Pre-Approval Policies and Procedures

The Audit Committee approves any requests for audit and non-audit services and fees rendered to the Company and its subsidiaries by the external auditor.

7. External Auditor Service Fees (By Category)

The fees paid to the Company's external auditor in each of the last two fiscal years are as follows:

Year Ended July 31	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2018	\$9,450	Nil	Nil	Nil
2017	N/A	N/A	N/A	N/A

8. Exemption

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in section 6.1 of NI 52-110, which exempts it from the requirements of Part 3 (*Composition of Audit Committees*) and Part 5 (*Reporting Obligations*) of NI 52-110.

APPENDIX 1.1

CRYSTAL BRIDGE ENTERPRISES INC. CHARTER OF THE AUDIT COMMITTEE (As September 21, 2018)

Audit Committee Charter

This Charter of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Crystal Bridge Enterprises Inc. (the “Company”) was adopted by the Board on September 21, 2018.

Role of Audit Committee

The Committee shall assist the Board in fulfilling its responsibility for oversight of the Company's financial accounting and reporting, the system of internal controls established by management, and the adequacy of internal and independent auditing relative to these activities.

Authority to Retain Experts

The Committee shall have the authority to retain outside counsel or other experts as necessary to assist the Committee in fulfilling its responsibilities.

Reporting

The Audit Committee shall report to the Board.

Appointment and Composition

The Committee and its Chair shall be appointed by the Board. The Chair shall be a member of the Committee.

The Committee shall consist of at least three directors, a majority of whom are independent (as that term is used in National Instrument 52-110), that is, who are independent of management and are free from any interest and any business or other relationship which could, or might reasonably be perceived to, materially interfere with their ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding.

Each of the members of the Committee shall have a working familiarity with basic finance and accounting practices, and shall have experience with reviewing and approving public company financial statements, either as part of management or as a member of a public company's audit committee.

Duties

The Committee shall:

1. Provide for an open avenue of communications between the independent auditors, management and the Board and, at least once annually, meet with the independent auditors independently of management.
2. Review the qualifications and evaluate the performance of the independent auditors and make recommendations to the Board regarding the selection, fee arrangements, appointment or termination of the independent auditors. The independent auditors shall be ultimately accountable to the Board and the Committee, as representatives of the shareholders.
3. Receive on an annual basis a formal written statement from the independent auditors that they are in fact independent, and discuss with the auditors any relationships that may impact the auditor's independence and recommend to the Board any actions necessary to oversee the auditor's independence.
4. Review and approve the independent auditors' annual engagement letter.
5. Review with the independent auditors (1) the proposed scope of their examination with emphasis on accounting and financial areas where the Committee, the independent auditors or management believe special attention should be

directed, (2) the results of their audit, including their letter of recommendations for management (3) their evaluation of the adequacy of the Company's system of internal controls, (4) significant areas of disagreement, if any, with management (5) cooperation received from management in the conduct of the audit and (6) significant accounting, reporting, regulatory or industry developments affecting the Company.

6. Discuss with management and the independent auditors any issues regarding significant business risks or exposures and assess the steps management has taken to minimize such risk.

7. Review with management and the independent auditors the Company's unaudited quarterly financial statements and the Company's audited annual financial statements and make a recommendation to the Board as to approval thereof.

8. In reviewing the quarterly and annual financial statements, include a review of estimates, reserves, accruals, writedowns, judgmental areas, audit adjustments, difficulties encountered in performing any audit, and such other review as may be appropriate.

9. Perform such other functions as assigned by law, the Company's bylaws or as the Board deems necessary and appropriate.

Committee Meetings and Board Reporting

Meetings will be held as required, but not less than quarterly. Minutes will be recorded and reports of committee meetings will be presented at the next regularly scheduled Board meeting.

Committee Charter Review and Approval

This Audit Committee Charter shall be reviewed, reassessed and approved by the Board annually.

Whistleblower Policy

The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.

SCHEDULE "A"
To the Audit Committee Charter

***Procedures for the Submission of Complaints or Concerns Regarding
Accounting, Internal Accounting Controls, Auditing Matters***

The Audit Committee of the Board of Directors of **CRYSTAL BRIDGE ENTERPRISES INC.** (the "Company") has established procedures for: (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the submission by employees of the Company and others, on a confidential and anonymous basis, of concerns regarding questionable accounting or auditing matters.

In accordance with National Instrument 52-110, the Audit Committee has adopted the following procedures:

1. The Company shall promptly forward to the Audit Committee any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
2. Any employee of the Company may submit, on a confidential, anonymous basis if the employee so desires, any concerns (the "concern") regarding financial statement disclosures, accounting, internal accounting controls or auditing matters. All such concerns shall be set forth in writing and forwarded in a sealed envelope to the Chairman of the Audit Committee, in care of the Company's Chairman at:

CRYSTAL BRIDGE ENTERPRISES INC.
c/o 439 Helmcken Street
Vancouver, BC V6B 2E6
Attention: Ken Cawkell, Chairman

If an employee would like to discuss the concern with a member of the Audit Committee, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate.

3. Following the receipt of any concern submitted hereunder (the "submission"), the Audit Committee will investigate each matter so reported and take such steps, actions or institute such procedures as the Audit Committee deems appropriate.
4. The Audit Committee may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of the submission and such other outside advisors shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.
5. The Board of Directors stands behind this policy and guarantees that no retaliation of any kind will be taken or permitted to be taken against employees with respect to any submission made in good faith.
6. The Audit Committee shall retain the submission and the documentation related thereto as part of the records of the Audit Committee.

AUDIT COMMITTEE
CRYSTAL BRIDGE ENTERPRISES INC.