



**ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 27, 2019**

NOTICE AND INFORMATION CIRCULAR

**AUSTRALIS CAPITAL INC.
Suite 190, 376 East Warm Springs Road
Las Vegas, NV 89119
Telephone: 702-538-8400**

These documents are important and require your immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in the information circular, you should immediately contact your advisor



AUSTRALIS CAPITAL INC.
Suite 190, 376 East Warm Springs Road
Las Vegas, NV 89119
Telephone: 702-538-8400

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general and special meeting (the “**Meeting**”) of shareholders of **Australis Capital Inc.** (the “**Corporation**”) will be held at the Matrix Hotel, 10640 100 Avenue, Edmonton, Alberta, T5J 3N8, on September 27, 2019, at 9:30 a.m. (MST), for the following purposes:

1. To receive and consider the financial statements of the Corporation for its fiscal year ended March 31, 2019, together with the auditor’s report thereon;
2. To fix the number of directors of the Corporation for the ensuing year at four (4) persons;
3. To elect the Board of Directors of the Corporation for the ensuing year;
4. To appoint MNP LLP as the auditor of the Corporation for the ensuing year and to authorize the Board of Directors to set the remuneration paid to the auditor;
5. To consider and, if deemed advisable, approve the Corporation’s Stock Option Plan for continuance until the Corporation’s next annual general meeting;
6. To consider and, if deemed advisable, approve the Corporation’s Restricted Share Unit Plan for continuance until the Corporation’s next annual general meeting;
7. To consider and, if deemed advisable, passing, with or without variation, a special resolution authorizing the Corporation to amend (the “**Amendment**”) its articles of incorporation (the “**Articles**”) pursuant to paragraph 173(1)(n) of the *Business Corporations Act* (Alberta) (the “**Alberta Act**”) to provide that meetings of shareholders may be held anywhere in North America, as determined by the directors of the Corporation;
8. To consider and, if deemed advisable, approve the removal of the voluntarily adopted investment measures described in the Corporation’s Prospectus dated August 14, 2018; and
9. To consider any permitted amendment to or variation of any matter identified in this Notice and to transact such other business as may properly come before the Meeting or at any adjournment thereof.

The Corporation has elected to use the notice-and-access provisions under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 - *Continuous Disclosure Obligations* (“**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators which reduce the volume of materials that must be physically mailed to shareholders by allowing the Corporation to post the Information Circular and any additional materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a hard copy of the Information Circular. The Corporation will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with a notice package. In relation to the Meeting, all

shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

A copy of the Information Circular is posted for viewing and available on the Corporation's website at <https://ausacap.com/investors/>. Any shareholder who wishes to receive a paper copy of the Information Circular, should contact the Corporation at Suite 190, 376 E Warm Springs Road, Las Vegas, Nevada 89119, Toll Free: 1-800-898-0648 or Tel: 702-538-8400. A shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

Under Notice-and-Access Provisions, meeting related materials will be available for viewing for up to 1 year from the date of posting and a paper copy of the materials can be requested at any time during this period. In order to allow for reasonable time to be allotted for a shareholder to receive and review a paper copy of the Information Circular prior to the Proxy Deadline, any shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by 10 a.m. (MST) on September 25, 2019.

The Information Circular contains details of matters to be considered at the Meeting.

No other matters are contemplated, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Las Vegas, Nevada, August 16, 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION

“Scott Dowty”

Scott Dowty
Chief Executive Officer



AUSTRALIS CAPITAL INC.
Suite 190, 376 East Warm Springs Road
Las Vegas, NV 89119
Telephone: 702-538-8400

MANAGEMENT PROXY CIRCULAR

(as at August 16, 2019, except as otherwise indicated)

This Management Proxy Circular (the “Circular” or the “Information Circular”) is furnished in connection with the solicitation of proxies by the management of Australis Capital Inc. (the “Corporation”) for use at the annual general and special meeting (the “Meeting”) of its shareholders to be held on September 27, 2019, at the time and place and for the purposes set forth in the accompanying Notice of the Meeting.

In this Circular, references to the “Corporation”, “we” and “our” refer to Australis Capital Inc. “Common Shares” means common shares without par value in the capital of the Corporation. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, subject to the use of Notice-and-Access Provisions in relation to the delivery of the Circular, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Notice-and-Access

Notice-and-Access means provisions (“**Notice-and-Access Provisions**”) concerning the delivery of proxy-related materials to shareholders found in section 9.1.1. of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”), in the case of registered shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), in the case of Beneficial (“**Non-Registered**”) Shareholders, which allow an issuer to deliver an information circular forming part of proxy-related materials to shareholders via certain specified electronic means provided that the conditions of NI 51-102 and NI 54-101 are met.

Notice-and-Access Provisions are a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website (usually the reporting issuer’s website and sometimes the transfer agent’s website) rather than delivering such materials by mail. Notice-and-Access Provisions can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to

continue to deliver such materials by mail, and beneficial owners are entitled to request delivery of a paper copy of the information circular at the reporting issuer's expense.

The use of Notice-and-Access Provisions reduces paper waste and mailing costs to the issuer. In order for the Corporation to utilize Notice-and-Access Provisions to deliver proxy-related materials by posting an information circular (and if applicable, other materials) electronically on a website that is not SEDAR, the Corporation must send a notice to shareholders, including Non-Registered Shareholders, indicating that the proxy-related materials have been posted and explaining how a shareholder can access them or obtain from the Corporation, a paper copy of those materials. This Information Circular has been posted in full on the Corporation's website at <https://ausacap.com/investors/> and is also available for viewing under the Corporation's SEDAR profile at www.sedar.com.

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the materials to be posted on the applicable website and other materials to be delivered to shareholders. The requirements of that notice, which require the Corporation to provide basic information about the Meeting and the matters to be voted on, explain how a shareholder can obtain a paper copy of the Information Circular and any related financial statements and Management Discussion and Analysis ("MD&A"), and explain the Notice-and-Access Provisions process, have been built into the Notice of Meeting. The Notice of Meeting has been delivered to shareholders by the Corporation, along with the applicable voting document (a form of proxy in the case of registered shareholders or a voting instruction form in the case of Non-Registered Holders).

The Corporation will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of its information circular with the notice to be provided to shareholders as described above. In relation to the Meeting, all shareholders will receive the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No shareholder will receive a paper copy of the information circular from the Corporation or any intermediary unless such shareholder specifically requests the same.

The Information Circular is available for viewing via the Corporation's website at <https://ausacap.com/investors/>. Any shareholder who wishes to obtain a paper copy of the Information Circular, should contact the Corporation at Suite 190, 376 East Warm Springs Road, Las Vegas, NV 89119, or call Toll Free: 1-800-898-0648 or Tel: 702-538-8400. A shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions. In order to ensure that a paper copy of the Information Circular can be delivered to a requesting shareholder in time for such shareholder to review the Information Circular and return a proxy or voting instruction form prior to the Proxy Deadline, it is strongly suggested that a shareholder ensure their request is received by the Corporation no later than September 25, 2019.

In accordance with the requirements of NI 54-101, the Corporation distributes copies of the Notice of Meeting, this Information Circular and the form of Proxy (collectively, the "**Meeting Materials**") to the Depository and Intermediaries for onward distribution to Beneficial Shareholders. The Corporation does not send Meeting materials directly to Beneficial (Non-Registered) Shareholders. Intermediaries are required to forward the Meeting materials to all Beneficial Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers and/or directors of the Corporation. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint**

a person or Corporation other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders who wish to submit a proxy may choose one of the following voting options:

- (a) complete, date and sign the Proxy and return it to Computershare, by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (c) via the internet at Computershare's website, www.investorvote.com. Registered Shareholders must follow the instructions provided and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In any case, registered shareholders must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Corporation's board of directors (the "**Board**") at the discretion of the Board without notice.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note the only proxies that can be recognized

and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners (“**OBOs**”) who object to their name being disclosed to the issuers of securities they own; or Non-Objecting Beneficial Owners (“**NOBOs**”) who do not object to the issuers of the securities they own knowing who they are. The proxy solicitation materials relating to the Meeting are being mailed to all registered holders and all NOBOs. Broadridge Financial Solutions, Inc. (“**Broadridge**”) will complete the mailing to all NOBO holders. As a result NOBOs can expect to receive a scannable Voting Instruction Form (“**VIF**”) from Broadridge. The VIF is to be completed and returned to Broadridge as set out in the instructions provided on the VIF. Broadridge will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs they receive.

If you received a VIF, please return your VIF as specified in the request for voting instructions that was sent to you.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Corporation utilizing the Notice-and-Access Provisions. If you are a non-registered owner, and the Corporation or its agent sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge in Canada and in the United States. Broadridge mails a VIF in lieu of a proxy provided by the Corporation. The VIF will name the same persons as the Corporation's Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of your desired representative (which may be you) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting voting of the Common Shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common**

Shares voted, or to have an alternate representative duly appointed to attend the Meeting and vote your Common Shares at the Meeting.

Notice to Shareholders in the United States

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

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the Alberta Act, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder’s authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Corporation at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the registered shareholder’s Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Board of Directors of the Corporation (the “**Board**”) has fixed August 12, 2019 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting, except to the extent that:

- (a) the shareholder has transferred the ownership of any such Common Shares after the Record Date; and
- (b) the transferee produces a properly endorsed share certificate for or otherwise establishes ownership of any of the transferred Common Shares and makes a demand to

Computershare no later than 10 days before the Meeting that the transferee's name be included in the list of shareholders in respect thereof.

The Common Shares of the Corporation are listed for trading on the Canadian Securities Exchange (the "CSE" and on the OTCQB Venture Market (the "OTCQB"), which is operated by the OTC Markets Group Inc. The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. As of August 12, 2019, there were 158,363,798 Common Shares issued and outstanding, each carrying the right to vote. There are no Preferred Shares issued and outstanding. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares or the Preferred Shares.

To the knowledge of the directors and executive officers of the Corporation, there are no persons who beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Corporation as at August 12, 2019.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

At the Meeting, shareholders of the Corporation will be asked to fix the number of directors of the Corporation at four (4).

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is earlier vacated in accordance with the provisions of the Alberta Act, each director elected will hold office until the conclusion of the next annual meeting of the Corporation or, if no director is then elected, until a successor is elected.

Advance Notice

Pursuant to the Corporation's Bylaws, nominations of persons for election to the Board of the Corporation may be made by a proposal made in accordance with the Alberta Act or a requisition of a shareholder meeting by none or more of the shareholders made in accordance with the provisions of the Alberta Act in circumstances where nominations of persons for election to the Board or Directors are made by shareholders of the Corporation. Nominations of persons for election to the Board may also be made by any person (a "**Nominating Shareholder**") by giving timely notice in proper written form ("**Nominating Notice**") to the Corporation provided that such Nominating Shareholder is, at the close of business on the date of giving such Nominating Notice and at the close of business on the Record Date, a registered or beneficial owner of one or more shares carrying the right to vote at such meeting. The information required in the Nominating Notice is set out in the Corporation's Bylaws.

For a nomination made by a Nominating Shareholder to be timely notice (a "**Timely Notice**"), the Nominating Shareholder's notice must be received by the secretary of the Corporation:

- a. in the case of an annual meeting of shareholders (including an annual and special meeting), not later than close of business on the 30th day prior to the date of the annual meeting of shareholders;

provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the “**Notice Date**”) on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date; and

- b. in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes the election of directors, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting is made by the Corporation;

provided that, in either instance, if notice-and-access (as defined in National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*) is used for delivery of proxy related materials in respect of a meeting, and the Notice Date in respect of the meeting is not less than 50 days prior to the date of the applicable meeting, the notice must be received not later than the close of business on the 40th day before the applicable meeting (but in any event, not prior to the Notice Date); provided, however, that in the event that the meeting is to be held on a date that is less than 50 days after the Notice Date, notice by the Nominating Shareholder shall be made, in the case of an annual meeting of shareholders, not later than the close of business on the 10th day following the Notice Date and, in the case of a special meeting of shareholders, not later than the close of business on the 15th day following the Notice Date.

In the event of an adjournment or postponement of an annual meeting or special meeting of shareholders or any announcement thereof, a new time period shall commence for the giving of a Timely Notice.

As of the date of this Information Circular, the Corporation has not received notice of nominating in compliance with the Bylaws and, as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Corporation will be disregarded at the Meeting.

The following disclosure sets out the names of management’s four (4) nominees for election as directors, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment, the period of time during which each has been a director of the Corporation and the number of Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at August 12, 2019.

Nominee Position with the Corporation and Residence	Occupation, Business or Employment for the last Five Years	Period as a director of the Corporation	Common Shares Beneficially Owned or Controlled⁽¹⁾
Scott Dowty Chief Executive Officer and Director Alberta, Canada	Chief Executive Officer of the Corporation since June 2018; Chief Revenue Officer of Apriva LLC from 2017 to 2018 and CardConnect from 2014 to 2017	Since June 15, 2018	1,125,000 ⁽⁴⁾

Nominee Position with the Corporation and Residence	Occupation, Business or Employment for the last Five Years	Period as a director of the Corporation	Common Shares Beneficially Owned or Controlled⁽¹⁾
Roger Swainson ⁽²⁾⁽³⁾ Director Alberta, Canada	Lawyer at Brownlee LLP since 1992	Since June 15, 2018	600,000 ⁽⁵⁾
John Dover ⁽²⁾⁽³⁾ Director Alberta, Canada	CEO of Nelcorp Inc. since 2001	Since June 15, 2018	1,125,000 ⁽⁶⁾
Harry DeMott ⁽²⁾⁽³⁾ Director Connecticut, USA	Executive Chairman of A Proper High Inc. and a private investor since 1992	Since April 13, 2019	Nil ⁽⁷⁾

Notes:

- (1) The information as to Common Shares beneficially owned or controlled is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees for director.
- (2) Member of the Corporation's Audit Committee.
- (3) Member of the Corporation's Compensation and Corporate Governance Committee.
- (4) The Common Shares held by Mr. Dover are held indirectly in the name of Wyvern Capital Inc., a private company owned by Mr. Dowty. Mr. Dowty also holds options to purchase 2,250,000 Common Shares at an exercise price of \$0.20 expiring on August 13, 2023, options to purchase 1,750,000 Common Shares at an exercise price of \$1.17 expiring on April 16, 2024 and 1,062,500 restricted share units.
- (5) Mr. Swainson also holds options to purchase 900,000 Common Shares at an exercise price of \$0.20 expiring on August 13, 2023, options to purchase 630,000 Common Shares at an exercise price of \$1.17 expiring on April 16, 2024. Mr. Swainson also holds 382,500 restricted share units and warrants to purchase 25,000 Common Shares at an exercise price of \$2.64 expiring on October 25, 2020.
- (6) The Common Shares held by Mr. Dover are held indirectly in the name of Jax Financial Group Ltd., a private company owned by Mr. Dover. Mr. Dover also holds options to purchase 900,000 Common Shares at an exercise price of \$0.20 expiring on August 13, 2023, options to purchase 630,000 Common Shares at an exercise price of \$1.17 expiring on April 16, 2024 and 382,500 restricted share units.
- (7) Mr. DeMott holds options to purchase up to 1,200,000 Common Shares at an exercise price of \$1.17 expiring on April 26, 2024 and 300,000 restricted share units.

Occupation, Business or Employment of Nominees

Scott Dowty, Chief Executive Officer and Director

Scott Dowty has over 25 years of experience evaluating companies and markets to identify key business drivers and spur rapid revenue and profit growth in competitive and highly regulated global markets. Mr. Dowty has held senior executive and corporate officer positions with numerous publicly traded U.S. based companies, and is currently the Chief Revenue Officer of Apriva LLC, a leading provider of omnichannel payment solutions and secure mobile communications. Mr. Dowty started his payments career after nearly ten years of founding, building and successfully selling startups in Canada. He spent five years as director of CIBC Card Products and general manager and senior vice president at First Data International in Toronto, Canada between 1995 and 2005. Mr. Dowty transitioned to Las Vegas, Nevada in November 2005 serving Global Cash Access (NYSE:EVRI) as chief marketing officer (Section 16 Officer) and executive vice president responsible for all International business and much of the domestic operations. Prior to his position with Apriva LLC, Mr. Dowty was with CardConnect where he served as Chief Revenue Officer and Executive Vice president through their acquisition by Fintech Development Corp to CareConnect Inc (NASDAQ:CCN) which was subsequently acquired by First Data Corp (NYSE:FDC). Mr. Dowty is also the Founder and CEO of Passport Technology Inc., a leading developer of technology-based products and services for worldwide payments, gaming and financial services markets.

Roger Swainson, Director

Roger Swainson is a partner in Brownlee LLP's business law group. His practice focuses primarily on commercial lending and finance transactions, assisting lenders, mortgage brokers and mortgage servicers in structuring complex commercial loans and financings. Mr. Swainson's practice area also includes commercial real estate, advising buyers and sellers of commercial properties of all types, including office, industrial, retail and multiresidential. He has extensive experience in creating and developing all types of condominium projects, including phased and mixed-use developments, as well as in condominium governance and operation. He led the team that revised the Alberta Condominium Property Act and Regulations in 2002. Mr. Swainson graduated from the University of Alberta in 1983 with a law degree (LL.B.), and was called to the bar in Alberta (1984), Northwest Territories (1996) and Nunavut (2000). He joined Brownlee LLP in 1992.

John Dover, Director

John Dover is CEO of NelCorp Inc., a Canada-based operations management consultancy which specializes in enhancing organizational performance and/or establishing effective Supply Chain Management (SCM) Programs for small to medium sized firms across North America. In addition, Mr. Dover has broad experience in asset based and structured financing transactions specific to more complex supply chain strategies. Mr. Dover is working towards obtaining an executive MBA.

Harry DeMott, Director

Harry DeMott serves as founder and managing partner for Hamerle Investments, a family investment company, focused on cannabis, music and entertainment companies. Prior to co-founding Raptor Ventures, he served on the Board of Directors of Pandora Media, Inc. from 2006 through its IPO in 2011. Earlier, he served as senior analyst at Knighthead Capital Management, analyst at King Street Capital Management, portfolio manager at Bourgeon Capital Management and managing member and founder at Gothic Capital Management. During this 16-year period, he focused on finding, fostering and investing in disruptive technology companies. He previously spent nine years at First Boston (now Credit Suisse), where he was a director in the equity research division specializing in radio, TV, outdoor advertising and cell towers. He earned an AB in Economics from Princeton University in 1988 and an MBA in international finance from New York University in 1991.

Cease Trade Orders or Bankruptcies

Within the last 10 years before the date of this Circular, other than as set out below, no proposed nominee for election as a director of the Corporation was a director or executive officer of any company (including the Corporation in respect of which this Circular is prepared) or acted in that capacity for a company that was:

- (a) subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation for more than 30 consecutive days;
- (b) 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 the securities legislation for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver,

receiver manager or trustee appointed to hold its assets; or has 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;

- (d) 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) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Corporation also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Corporation have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Corporation will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies provided under Alberta corporate law. Directors who are in a position of conflict will abstain from voting on any matters relating to the conflicting company.

FINANCIAL STATEMENTS

The audited financial statements of the Corporation for the year ended March 31, 2019, and the report of the Corporation's auditor thereon, will be placed before the Meeting. Additional information may be obtained upon request from the Corporation, at Suite 190, 376 East Warm Springs Road, Las Vegas, Nevada 89119; telephone: 702-538-8400. These documents and additional information are also available through the Internet on www.sedar.com.

APPOINTMENT OF AUDITOR

MNP LLP, located at Suite 2200, MNP Tower, 1021 West Hastings Street, Vancouver, BC V6E 0C3, will be nominated at the Meeting for reappointment as auditor of the Corporation to hold office until the next annual general meeting of shareholders, at a remuneration to be fixed by the directors.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 - "*Audit Committee*" of the Canadian Securities Administrators ("**NI 52-110**") requires the Corporation, as a venture issuer, to disclose annually in its management proxy circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor all as set forth herein below.

The Audit Committee's Charter

The Corporation's Audit Committee (the "**Audit Committee**") has a Charter. A copy of the Audit Committee Charter is attached as Appendix "A" to the Corporation's Final Long Form Prospectus dated August 14, 2018. The audit committee charter is incorporated by reference into this Circular.

Composition of the Audit Committee

The current members of the Corporation's Audit Committee are John Dover, Roger Swainson and Harry DeMott. All Audit Committee members are considered to be "independent" and "financially literate" within the meaning of NI 52-110.

An Audit Committee member is independent if the member has no direct or indirect material relationship with the Corporation that could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

An Audit Committee member is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

Relevant Education and Experience

See the disclosure under the heading "Occupation, Business or Employment of Nominees" hereinabove pertaining to relevant education and experience of the Corporation's Audit Committee members.

Each member of the Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer's financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than MNP LLP

Reliance on Certain Exemptions

The Corporation's auditor, MNP LLP, has not provided any material non-audit services to the Corporation, therefore the Corporation has not relied on any exemption in Section 2.4 of NI 52-110.

Pre-Approval Policies and Procedures

See the Corporation's Audit Committee Charter for policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The Audit Committee reviewed the nature and amount of the non-audit services provided by MNP LLP to the Corporation to ensure auditor independence. Fees incurred with MNP LLP for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended March 31, 2019	Fees Paid to Auditor in Year Ended March 31, 2018
Audit Fees ⁽¹⁾	\$67,410	\$27,500
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	\$21,400	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$88,810	\$27,500

Notes:

- (1) “**Audit Fees**” include fees necessary to perform the annual audit of the Corporation’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “**Audit-Related Fees**” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “**Tax Fees**” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.
- (4) “**All Other Fees**” include all other non-audit services.

Exemption

Under NI 52-110 the Corporation is a “venture issuer”, however, the Corporation is not relying upon the exemption pursuant to section 6.1 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110 as all three members of the Corporation’s Audit Committee are independent.

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Corporation. A “material relationship” is a relationship which could, in the view of the Corporation’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment or which is deemed to be a material relationship under NI 52-110.

The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent directors of the Corporation are Roger Swainson, John Dover and Harry DeMott. The non-independent director is Scott Dowty (Chief Executive Officer).

Directorships

No director of the Corporation is presently a director of any other issuer that is a reporting issuer (or the equivalent) other than Scott Dowty who is a director of Body and Mind Inc., which is listed on the CSE. Scott Dowty serves as the Corporation's nominee on the board of directors of Body and Mind Inc.

Orientation and Continuing Education

When new directors are appointed they receive orientation commensurate with their previous experience on the Corporation's properties and on the responsibilities of directors.

Board meetings may also include presentations by the Corporation's management and employees to give the directors additional insight into the Corporation's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Corporation's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' 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 Corporation. Further, the Corporation's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Corporation's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to 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 Corporation, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the officers, employees and non-executive directors of the Corporation. The Board annually reviews all forms of compensation paid to officers, employees and non-executive directors both with regards to the expertise and experience of each individual and in relation to industry peers.

Other Board Committees

The only committee of the Board, other than the Audit Committee, is the Compensation and Corporate Governance Committee, whose members consist of John Dover, Roger Swainson and Harry DeMott.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees.

STATEMENT OF EXECUTIVE COMPENSATION

General

The following compensation information is provided as required under Form 51-102F6V for Venture Issuers (the “**Form**”), as such term is defined in NI 51-102.

For the purposes of this Statement of Executive Compensation:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries; and

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, requirements and was not acting in a similar capacity, at the end of that financial year.

During the financial year ended March 31, 2019, based on the definition above, the NEOs of the Corporation were Scott Dowty, Chief Executive Officer, Michael Carlotti, Chief Financial Officer and Executive Vice-President (“**EVP**”), Campbell Birge, former CFO and Corporate Secretary, Terry Booth, former CEO and Steve Dobler, former President.

Director and NEO compensation

The following table sets forth all annual and long term compensation for services paid to or earned by each of the NEOs and directors during the Corporation’s two most recent financial years ended March 31, 2019 and 2018. The Corporation did not pay any compensation to the NEOs during the year ended March 31, 2018.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Scott Dowty ⁽¹⁾ CEO	2019	\$272,591	\$193,878	Nil	Nil	Nil	\$466,469
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Michael Carlotti ⁽²⁾ CFO and EVP	2019	\$189,276	\$162,518	Nil	Nil	Nil	\$351,794
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Campbell Birge ⁽³⁾ former CFO	2019	\$47,551	Nil	Nil	Nil	Nil	\$47,551
	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Terry Booth ⁽⁴⁾ former CEO and Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
Steve Dobler ⁽⁴⁾ former President and Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Roger Swainson ⁽¹⁾ Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
John Dover ⁽¹⁾ Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Arlene Dickinson ⁽⁵⁾ former Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Mr. Dowty was appointed as CEO on June 15, 2018 and Messrs. Dover and Swainson were each appointed as a director on June 15, 2018.
2. Mr. Carloti was appointed as CFO and EVP on September 24, 2018.
3. Mr. Birge resigned as CFO on September 24, 2018.
4. Messrs. Booth and Dobler served as officers and directors of the Corporation as nominees of Aurora Cannabis Inc., which at the time was the sole shareholder of the Corporation. Their compensation was paid by Aurora Cannabis Inc. and they did not receive any compensation from the Corporation. Each of Messrs. Booth and Dobler resigned as directors of the Corporation on June 15, 2018.
5. Ms. Dickinson resigned as a director effective April 16, 2019.

Stock Options and Other Compensation Securities

Option-Based Awards

The Corporation has a “rolling” stock option plan dated June 15, 2018, as amended April 13, 2019 and August 15, 2019 (the “**Option Plan**”), under which the Board may from time to time in its discretion, grant to directors, officers, employees and consultants of the Corporation non-transferable stock options (each, a “**Option**”) to purchase Common Shares.

The Option Plan provides that the number of Common Shares available for purchase under Options granted pursuant to the Option Plan, plus any other outstanding incentive stock options of the Corporation granted pursuant to a previous stock option plan or agreement plus any restricted share units granted pursuant to the Corporation’s Restricted Share Unit Plan (as the same may be amended from time to time), will not exceed 15% of the issued and outstanding Common Shares of the Corporation. If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated Option shall again be available for the purposes of granting Options pursuant to this Plan.

The principal purpose of the Option Plan is to advance the interests of the Corporation by encouraging the directors, employees and consultants of the Corporation and of its subsidiaries or affiliates, if any, by providing them with the opportunity, through options, to acquire Common Shares in the share capital of the Corporation, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

Material Terms of the Option Plan

The following is a summary of the material terms of the Option Plan:

- (a) persons who are consultants to the Corporation or its affiliates, or who are providing services to the Corporation or its affiliates, are eligible to receive grants of Options under the Option Plan;

- (b) Options granted under the Option Plan are non-assignable, and non-transferable;
- (c) an Option granted to any consultants will expire within 30 days after the date the Option Holder (as defined in the Option Plan) ceases to be employed by or provide services to the Corporation unless the Option Holder ceases to be hold such position as a result of (i) termination for cause; (ii) resigning his or her position; or (iii) an order made by any regulatory authority having jurisdiction to so order, in which case the expiry date of the date the Option Holder ceases to hold such position;
- (d) if an Option Holder dies, any Options held by such Option Holder shall pass to the personal representative of the Option Holder and shall be exercisable by the personal representative on or before the date which is the earlier of one year following the date of death and the applicable Expiry Date;
- (e) the exercise price of each Option will be set by the Board on the effective date of the Option and will not be less than the Market Value (as defined in the Option Plan);
- (f) the vesting schedule for an option, if any, shall be determined by the Board and shall be set out in the Option Certificate (as defined in the Option Plan) issued in respect of the option; and
- (g) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Option Plan with respect to all Option Plan Common Shares in respect of options which have not yet been granted under the Option Plan.

A copy of the Option Plan can be found on the Corporation's SEDAR profile at www.sedar.com.

Restricted Share Unit Plan

The Corporation has a restricted share unit plan dated November 13, 2018, as amended April 13, 2019 and August 15, 2019 (the "**RSU Plan**"), which provides that the maximum number of Common Shares made available for issuance pursuant to the RSU Plan shall be determined from time to time by the Board, but in any case, shall not exceed 15% of the Common Shares issued and outstanding from time to time, less any Common Shares reserved for issuance under all other share compensation arrangements, subject to adjustments as provided in the RSU Plan. The RSU Plan is a "rolling plan" and therefore when RSUs are cancelled (whether or not upon payment with respect to vested RSUs) or terminated, Common Shares shall automatically be available for issuance pursuant to the RSU Plan.

Nature and Administration of the RSU Plan

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

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

RSUs and all other rights, benefits or interests in the RSU Plan are not transferable or assignable otherwise than by will or the laws of descent and distribution, and shall be exercisable during the lifetime of the Participant only by the Participant and after death only by the Participant's legal representative.

Credit for Dividends

A Participant's Account will be credited with additional RSUs (the "**Dividend RSUs**") as of each dividend payment date in respect of which cash dividends are paid on Common Shares. The number of Dividend RSUs credited to a Participant's Account in connection with the payment of dividends on Common Shares will be based on the actual amount of cash dividends that would have been paid to such Participant had he

or she been holding such number of Common Shares equal to the number of RSUs credited to the Participant's Account on the date on which cash dividends are paid on the Common Shares and the market price of the Common Shares on the payment date. Note that the Corporation is not obligated to pay dividends on Common Shares.

Resignation, Termination, Leave of Absence or Death

Generally, if a Participant's employment or service is terminated, or if the Participant resigns from employment with the Corporation, then all RSUs held by the Participant (whether vested or unvested) shall terminate automatically upon the termination of the Participant's service or employment.

In the event a Participant is terminated by reason of (i) termination by the Corporation other than for cause or (ii) the Participant's death, the Participant's unvested RSUs shall vest automatically as of such date. In the event the termination of the Participant's services by reason of voluntary resignation, only the Participant's unvested RSUs shall terminate automatically as of such date.

Change of Control

In the event of a Change of Control, the Board may, in its discretion, without the necessity or requirement for the agreement or consent of any Participant: (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any RSU; (ii) permit the conditional settlement of any RSU, on such terms as it sees fit; (iii) otherwise amend or modify the terms of the RSU, including for greater certainty permitting Participants to settle any RSU, to assist the Participants to tender the underlying Common Shares to, or participate in, the actual or potential Change of Control Event (as defined in the RSU Plan) or to obtain the advantage of holding the underlying Common Shares during such Change of Control Event; and (iv) terminate, following the successful completion of such Change of Control Event, on such terms as it sees fit, the RSUs not settled prior to the successful completion of such Change of Control Event, including, without limitation, for no payment or other compensation. The determination of the Board in respect of any such Change of Control Event shall for the purposes of this RSU Plan be final, conclusive and binding.

Adjustments

In the event there is a change in the outstanding Common Shares by reason of any stock dividend or split, recapitalization, amalgamation, consolidation, combination or exchange of shares, or other corporate change, the Board shall make, subject to the prior approval of the CSE where necessary, appropriate substitution or adjustment in (i) the number or kind of Common Shares or other securities reserved for issuance pursuant to the RSU Plan, and (ii) the number and kind of Common Shares or other securities subject to unsettled and outstanding RSUs granted pursuant to the RSU Plan.

Vesting

Each award of RSUs vests on the date(s) (the "**Vesting Date**") specified by the Board on the award date, and reflected in the applicable RSU agreement certificate.

Limitations under the RSU Plan

The maximum number of Common Shares made available for issuance pursuant to the RSU Plan shall be determined from time to time by the Board, but in any case, shall not exceed 15% of the Common Shares issued and outstanding from time to time, less any Common Shares reserved for issuance under all other share compensation arrangements, subject to adjustments as provided in the RSU Plan.

A copy of the RSU Plan can be found on the Corporation's SEDAR profile at www.sedar.com.

Outstanding Compensation Securities

The following table sets forth all compensation securities granted or issued to each director and named executive officer by the Corporation in the financial years ended March 31, 2019, for services provided or to be provided, directly or indirectly, to the Corporation, or a subsidiary of the Corporation. For each of the directors and named executive officers listed, the compensation securities listed in the table below represent all compensation securities held as of March 31, 2019.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class ^{(1) (2)} (# / %)	Date of Grant or Issue (mm/dd/yy)	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 (mm/dd/yy)
Scott Dowty CEO and Director	Stock Options	2,500,000 (1.6%)	08/13/2018	0.20	N/A ⁽¹⁾	0.97	08/13/2023
	RSUs	625,000 (0.4%)	11/13/2018	-	1.59	0.97	11/13/2021
Michael Carlotti CFO and EVP	Stock Options	1,800,000 (1.1%)	08/13/2018	0.20	N/A ⁽¹⁾	0.97	08/13/2023
	RSUs	450,000 (0.3%)	11/13/2018	-	1.59	0.97	11/13/2021
Campbell Birge former CFO	Stock Options	200,000 (0.1%)	08/13/2018	0.20	N/A ⁽¹⁾	0.97	08/13/2023
	Stock Options	150,000 (0.1%)	09/11/2018	0.20	N/A ⁽¹⁾	0.97	09/11/2023
Roger Swainson Director	Stock Options	900,000 (0.6%)	08/13/2018	0.20	N/A ⁽¹⁾	0.97	08/13/2023
	RSUs	225,000 (0.1%)	11/13/2018	-	1.59	0.97	11/13/2021
John Dover Director	Stock Options	900,000 (0.6%)	08/13/2018	0.20	N/A ⁽¹⁾	0.97	08/13/2023
	RSUs	225,000 (0.1%)	11/13/2018	-	1.59	0.97	11/13/2021
Arlene Dickinson former Director	Stock Options	900,000 ⁽³⁾ (0.6%)	08/13/2018	0.20	N/A ⁽¹⁾	0.97	08/13/2023
	RSUs	225,000 ⁽³⁾ (0.1%)	11/13/2018	-	1.59	0.97	11/13/2021

Note:

1. The Common Shares began trading on the CSE on September 19, 2019.
2. All of the Options noted in the table above vest on the basis of 1/3 of the Options vesting 12 months from the date of grant, 1/3 of the Options vesting 24 months from the date of grant and 1/3 of the Options vesting 36 months from the date of grant. All of the RSUs listed in the above table vest on the basis of 1/3 of the RSUs vesting 12 months from the date of grant, 1/3 of the RSUs vesting 24 months from the date of grant and 1/3 of the RSUs vesting 35 months from the date of grant.
3. The vesting of these Options and RSUs was accelerated in connection with Ms. Dickinson's resignation as a director on April 16, 2019.

Exercise of Compensation Securities by NEOs and Directors

There were no options exercised by any Director or NEO of the Corporation during the financial year ended March 31, 2019. Subsequent to year end, on May 15, 2019 Arlene Dickinson exercised 900,000 Options

at an exercise price of \$0.20 per Common Share and received 225,000 Common Shares upon settlement of 225,000 RSUs.

Employment, consulting and management agreements

Other than the executive employment agreements (the “**Executive Employment Agreements**”) with Scott Dowty and Michael Carlotti (the “**Executives**”), the material terms of which are set forth below, the Corporation does not have any compensation agreements or arrangements that the Corporation or any of its subsidiaries have entered into with respect to services provided by a NEO, a director or any other party in the event such services provided are typically provided by a directors or NEO .

Scott Dowty

The Corporation entered into an employment agreement dated June 25, 2018 (the “**Dowty Employment Agreement**”) with Scott Dowty, whereby the Corporation agreed to employ Mr. Dowty in the position of Chief Executive Officer. Pursuant to the Dowty Employment Agreement, Scott Dowty is paid an annual base salary of USD\$240,000 and is eligible for a target year-end bonus equal to (50%), to a maximum of (80%), of the annual salary.

Michael Carlotti

The Corporation entered into an employment agreement dated September 17, 2018 (the “**Carlotti Employment Agreement**”) with Michael Carlotti, whereby the Corporation agreed to employ Mr. Carlotti in the position of Executive Vice President and Chief Executive Officer. Pursuant to the Carlotti Employment Agreement, Michael Carlotti s paid an annual base salary of USD\$240,000 and is eligible for a target year-end bonus equal to (50%), to a maximum of (80%), of the annual salary.

Termination and Change of Control Benefits

If the Executive Employment Agreements are terminated for any reason the Corporation shall pay to the Executives:

- i. unused vacation accrued to the date of termination;
- ii. annual salary earned, but not yet paid, to the date of termination;
- iii. all bonuses earned by the Executive for performance in the calendar year prior to the year in which the termination occurs, but not yet paid;
- iv. reimbursement for any unreimbursed business expenses incurred by the Executive prior to the date his termination; and
- v. benefits to the date of termination;

(collectively, the “**Termination Payments**”).

In the event the Executive is terminated Without Cause or the Executive Employment Agreement is terminated by the Executive With Good Reason, in addition to the Termination Payments, the Corporation shall pay to the Executive an amount equal to one and one half times the annual salary at the time of termination (which is equal to one year’s annual salary and the minimum target year-end bonus, the Executive would be eligible to receive) and any vested stock awards or grants.

In the Event the Executive Employment Agreement is terminated by death or total disability, for cause or if the Executive Employment Agreement is terminated by the Executive not for good reason, the Corporation shall have no obligation to the Executive except for the Termination Payments.

Oversight and description of director and NEO compensation

The Corporation’s compensation policies and programs are designed to recognize and reward executive performance consistent with the success of the Corporation’s business. These policies and programs are

intended to attract and retain capable and experienced people. The Board's role and philosophy is to ensure that the Corporation's compensation goals and objectives, as applied to the actual compensation paid to the Corporation's CEO and other executive officers, are aligned with the Corporation's overall business objectives and with shareholder interests.

The Board considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Corporation and its shareholders, overall financial and operating performance of the Corporation and the Board's assessment of each executive's individual performance and contribution toward meeting corporate objectives.

The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Corporation based on recommendations of the Corporation's Compensation and Corporate Governance Committee. The Compensation and Corporate Governance Committee recommends the type and amount of compensation for the executive officers. The Compensation and Corporate Governance Committee also reviews the compensation of the Corporation's senior executives and reviews the strategic objectives of the Corporation's share option plan and recommends stock based compensation, and considers any other matters which in its judgment should be taken into account in reaching conclusions concerning the compensation levels of the Corporation's executive officers.

Philosophy and Objectives

The compensation program for the Corporation's senior management is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Corporation's shareholders.

Elements of the Compensation Program

In compensating its senior management, the Corporation employs a combination of base salary, performance bonuses and equity participation through its Share Option Plan and RSU Plan.

Base Salary

In the Board's view, paying base salaries competitive in the markets in which the Corporation operates, is a first step to attracting and retaining talented, qualified and effective executives.

Equity Participation

The Corporation believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Corporation's Share Option Plan and RSU Plan. Share options and RSUs are granted to executives and employees taking into account a number of factors, including the amount and term of options previously granted, base salary and competitive factors. The amounts and terms of options granted are determined by the Board based on recommendations of the Compensation and Corporate Governance Committee.

See "Securities Authorized for Issuance under Equity Compensation Plans" below.

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

Director Compensation

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

Except for the grant to directors of share options and RSUs, there are no arrangements under which directors were compensated by the Corporation during the two most recently completed financial years for their services in their capacity as directors.

Actions, Decisions and Policies Made following March 31, 2019 Financial Year End

On April 13, 2019, Harry DeMott was appointed as a Director of the Corporation. On April 16, 2019, Arlene Dickinson resigned as Director of the Corporation.

Pension Plan

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

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at March 31, 2019.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (Stock Option Plan)	8,597,500 Common Shares	\$0.27	10,989,440 Options ⁽¹⁾
Equity compensation plans not approved by securityholders - (RSU Plan)	2,172,503 Common Shares	N/A	10,989,440 RSUs ⁽¹⁾
Total	10,770,003 Common Shares		10,989,440 Options/RSUs ⁽¹⁾

Note:

- Under the Corporation's Stock Option Plan and Restricted Share Unit Plan, the Corporation may grant stock options and restricted share units that, in the aggregate, do not exceed a maximum of 15% of the issued and outstanding Common Shares of the Corporation.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates or other management of the Corporation were indebted to the Corporation as of the end most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Corporation. To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended March 31, 2019, or has any interest in any

material transaction in the current year other than as set out herein and in a document previously disclosed to the public.

MANAGEMENT CONTRACTS

The business of the Corporation is managed by its directors and officers and the Corporation has no management agreement with persons who are not officers or directors of the Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Receipt of Financial Statements

The financial statements of the Corporation together with the auditor's report thereon for the fiscal year ended March 31, 2019 will be tabled at the Meeting.

B. Fixing the Number of Directors

At the Meeting, shareholders will be asked to fix the number of directors of the Corporation for the ensuing year at four (4) persons.

The Board of Directors unanimously recommends that shareholders vote FOR fixing the number of directors of the Corporation for the ensuing year at four (4) persons.

Proxies received in favour of management will be voted in favour of fixing the number of directors of the Corporation for the ensuing year at four (4) persons unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution

C. Election of Directors

At the Meeting, shareholders will be asked to vote on an ordinary resolution to elect the proposed directors set forth in "Election of Directors".

The Board of Directors unanimously recommends that shareholders vote FOR the election of each of the director nominees listed in this Information Circular.

Proxies received in favour of management will be voted in favour of the proposed directors set forth in "Election of Directors" unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution

D. Appointment of Auditor

At the Meeting, shareholders will be asked to vote on the following ordinary resolution:

"RESOLVED" MNP LLP, Chartered Professional Accountants, be appointed as auditor of the Corporation until the close of the next annual general meeting and that the directors of the Corporation are hereby authorized to fix the remuneration of the auditor.

The Board unanimously recommends that shareholders vote FOR the appointment of MNP LLP as auditor of the Corporation.

Proxies received in favour of management will be voted in favour of the preceding resolution unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution

E. Stock Option Plan

Management of the Corporation is seeking shareholder approval at the Meeting of the Option Plan.

The purpose of the Option Plan is to provide the Corporation with a share related mechanism to enable the Corporation to attract, retain and motivate qualified directors, officers, employees and other service providers to reward directors, officers, employees and other service providers for their contribution toward the long term goals of the Corporation and to enable and encourage such individuals to acquire shares of the Corporation as long term investments.

Shareholder Approval

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution to ratify and approve the Option Plan, with or without variation, as follows:

“**RESOLVED** as an ordinary resolution, that:

- (a) the Corporation’s Option Plan is hereby approved; and
- (b) any one or more of the director or officers of the Corporation be authorized to perform all such acts, deeds, and things and execute, under the corporate seal of the Corporation or otherwise, all such documents as may be required to give effect to this resolution.”

This ordinary resolution requires a majority of the votes cast at the Meeting of the Corporation’s shareholders, in person or represented by proxy.

The Board unanimously recommends shareholders vote FOR the above resolution approving the Corporation’s Option Plan (the “**Option Plan Resolution**”).

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

A copy of the Option Plan will also be available for inspection at the Meeting.

F. Restricted Share Unit Plan

Management of the Corporation is seeking shareholder approval at the Meeting of the Restricted Share Unit Plan (the “**RSU Plan**”).

Shareholder Approval

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution to ratify and approve the RSU Plan, with or without variation, as follows:

“**RESOLVED** as an ordinary resolution, that:

- (a) the Corporation’s RSU Plan is hereby approved; and
- (b) any one or more of the director or officers of the Corporation be authorized to perform all such acts, deeds, and things and execute, under the corporate seal of the Corporation or otherwise, all such documents as may be required to give effect to this resolution.”

This ordinary resolution requires a majority of the votes cast at the Meeting of the Corporation’s shareholders, in person or represented by proxy.

The Board unanimously recommends shareholders vote FOR the above resolution approving the Corporation's RSU Plan (the "**RSU Plan Resolution**").

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

A copy of the RSU Plan will also be available for inspection at the Meeting.

G. Amendment to Articles

Subsection 131 of the Alberta Act provides that meetings of shareholders of a corporation may be held anywhere within Alberta provided in the bylaws or, in the absence of such provision at the place within Alberta that the directors determine. Pursuant to subsection 131(4) of the Alberta Act, the meetings of shareholders of a corporation may be held outside Alberta if the articles of a corporation so provide.

Management is recommending that the Articles be amended to allow the meetings of shareholders to be held anywhere in North America. This amendment, if approved by shareholders, is permitted under the Alberta Act and will provide the Corporation with the flexibility to hold its shareholder meetings in such locations as the directors consider to be the most appropriate from time to time having regard to the geographic proximity of its shareholder base and other relevant factors.

Shareholder Approval

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, to pass a special resolution approving the Amendment to the Articles, with or without variation, follows:

"RESOLVED as a special resolution, that:

- (a) pursuant to subsection 173(1)(n) of the *Business Corporations Act* (Alberta), the other rules and provisions currently set out in the articles of incorporation of the Corporation are hereby amended by inserting therefor the following:

"Any meeting of the shareholders of the Corporation may be held anywhere in North America, as determined by the directors",

- (b) pursuant to subsection 180(1) of the *Business Corporations Act* (Alberta), the articles of incorporation shall be amended and restated accordingly;
- (c) any director or officer of the Corporation is hereby authorized and directed to execute all documents and to do all such things as such director or officer considers necessary and appropriate to implement and give effect to this special resolution; and
- (d) notwithstanding the passing of this special resolution by the shareholders of the Corporation, the directors of the Corporation may revoke this special resolution, without further approval of the shareholders, in their sole and absolute discretion, at any time prior to implementation of the amendments contemplated hereby.

The Board unanimously recommends shareholders vote FOR the above resolution approving the Amendment to the Articles.

Proxies received in favour of management will be voted in favour of the Amendment to the Articles unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution.

H. Removal of Investment Restrictions

In connection with the Corporation's Prospectus dated August 14, 2018 (the "**Prospectus**"), in order to address certain securities regulatory and public interest policy objectives, the Corporation voluntarily adopted a number of measures (the "**Voluntarily Adopted Measures**") to define its business and the scope of its operations. These Voluntarily Adopted Measures included the following:

(a) \$12,000,000 of the Corporation's available funds (the "**Escrowed Funds**") were set aside and deposited into escrow with Computershare Trust Company of Canada (the "**Escrow Agent**") pending deployment. The terms of the escrow provides that in order for any funds to be released from escrow, the Corporation must certify to the Escrow Agent that such funds are being used for investments ("**Eligible Investments**") made in accordance with the Corporation's Investment Policy and not in contravention of any of the Investment Restrictions (as defined below);

(b) the Corporation's investments are subject to the following investment restrictions, and any changes to such investment restrictions requires approval of the Corporation's shareholders by way of either an "ordinary resolution" as such term is defined in the Alberta Act or a written consent of shareholders of the Corporation representing a majority of the Common Shares:

(i) the Corporation will invest at least 75% of the Restricted Funds in a minimum of three different Eligible Investments on or before the third anniversary of the date of this Prospectus, except where the Board determines, acting reasonably and in good faith, that satisfying such a commitment would result in a breach of the Board's fiduciary duties as directors under applicable corporate law,

(ii) the Corporation's investments will be subject to a concentration restriction that prohibits the Corporation from making an investment if, after giving effect to such investment, such investment would exceed 33 1/3% of the Corporation's total assets; provided, however, that the Corporation will nonetheless be permitted to complete up to one investment where, after giving effect to each such investment, the total amount of such investment would be equal to no more than 50% of the Corporation's total assets, and provided further that the foregoing restriction will cease to apply in the event that the total value of the Corporation's investments exceeds \$50,000,000,

(iii) the Corporation may not make investments other than Eligible Investments made in accordance with the Corporation's Investment Policy, and

(iv) the Corporation may not invest in cannabis-related assets or securities of issuers involved in the U.S. cannabis industry that are in breach of applicable state or local cannabis regulatory framework,

(collectively, the "**Investment Restrictions**");

provided, however, that the Investment Restrictions will cease to apply once either (A) all of the Restricted Funds have been deployed in Eligible Investments, or (B) the Corporation obtains approval of the Corporation's shareholders to remove the Investment Restrictions by way of an "ordinary resolution" as such term is defined in the Alberta Act or a written consent of shareholders of the Corporation representing a majority of the Common Shares;

(c) the Board will consist of a majority of independent directors in accordance with the recommendation of the Canadian securities regulatory authorities set forth in Section 3.1 of National Policy 58-201 – *Corporate Governance Guidelines*;

(d) although the Corporation is not a non-redeemable investment fund under Canadian securities laws, it will nonetheless voluntarily provide in its management's discussion and analysis ("MD&A") required by National Instrument 51-102 – *Continuous Disclosure Obligations* ("NI 51-102") certain disclosure only required to be provided by investment funds pursuant to Form 81-101F2, specifically: (i) item 3(5) with respect to fundamental changes to the Corporation's investment objectives; and (ii) item 4(1) with respect to investment restrictions (including details of the Investment Restrictions and the Corporation's investment objectives); and

(e) until the Corporation has invested at least 50% of the Restricted Funds, the Corporation will voluntarily provide, in its management's discussion and analysis required by NI 51-102, summary financial information prepared in accordance with IFRS for all of its investments in respect of which it has previously filed a business acquisition report in accordance with section 8.2 of NI 51-102 ("**BAR**"). As such, notwithstanding the fact that the Corporation does not intend to utilize the equity method of accounting, it will nonetheless treat each investment for which it has filed a BAR as a "significant equity investee" for purposes of Section 5.7 of NI 51-102.

The voluntarily adopted measures were required by the British Columbia Securities Commission on the basis that the Corporation did not have an active business or any substantial investments at the time of filing the Prospectus.

Since the date of the Prospectus, the Corporation has completed a number of transactions, including the following:

- On November 2, 2018, the Corporation completed a strategic investment in Body and Mind Inc. ("**BaM**") pursuant to an investment agreement dated October 30, 2018. Under the investment agreement, the Corporation invested \$8,000,000 in BaM to acquire a 25% ownership interest in BaM and \$1,600,000 principal amount of convertible debentures. BaM is a publicly traded company with numerous years of experience as one of Nevada's first medical cultivators, producers and brands, and has expanded its operations into Ohio, California and Arkansas.
- On November 2, 2018, the Corporation completed the acquisition of all of the issued and outstanding shares of Rthm Technologies Inc., a private company that has developed a complete suite of proprietary technology including advanced heart rate tracking and analysis algorithms and comprehensive circadian rhythm mapping techniques.
- On November 14, 2018, the Corporation completed the purchase of common shares representing 15% of the outstanding capital of Wager Dimas Inc. from Cannroy Delaware Inc., a wholly-owned subsidiary of CannaRoyalty Corp.
- On November 28, 2018, the Corporation executed a loan agreement with BaM. Net proceeds from the loan along with net proceeds from certain warrants in BaM exercised by the Corporation were used by BaM to fund its investment in Green Light District Holdings, the owner of the ShowGrow dispensary brand.
- On December 3, 2018, the Corporation entered into a subscription agreement with Quality Green Inc. ("**Quality Green**") to purchase units of the latter. Pursuant to the terms of the subscription agreement, the Corporation acquired 3,636,364 units of Quality Green at a purchase price of \$0.55 per unit for total proceeds of \$2,000,000. Each unit is comprised of one common share and one common share purchase warrant of Quality Green exercisable at \$1.00 per common share for a period of one year from the date of closing.

- On January 14, 2019, the Corporation entered into a subscription agreement with Folium Biosciences (“**Folium**”), the largest vertically integrated producer, manufacturer, and distributor of hemp derived phytocannabinoids in the United States. Folium is nearing the completion of the largest phytocannabinoid extraction and purification facility in the United States, with plans for a new pharmaceutical division and the completion of their Canadian facility in 2020. The Corporation acquired the amount of \$3,980,811 (\$3MM USD) of a Class A non-restricted membership interest at a price of USD \$1 per unit.
- On February 1, 2019, BaM announced a retail acquisition in Ohio by entering into a definitive agreement. Australis and BaM entered into a concurrent investment agreement pursuant to which the Corporation purchased 1,768,545 common shares of BaM at a price of \$0.585 per share for an aggregate purchase price of \$1,034,599.
- On February 26, 2019, the Corporation acquired 100% of Mr. Natural Productions, Inc., a multiple award-winning medical and recreational cannabis brand created in California. Mr. Natural Productions, Inc., prior to this transaction, had merged with Mr. Natural, Inc., a California corporation, with Mr. Natural Productions, Inc. being the surviving corporation in the merger.
- On May 21, 2019, pursuant to an asset purchase agreement with Green Therapeutics LLC and affiliated companies, the Corporation acquired certain brands, operating assets, intellectual property and the right to assume, complete and expand the construction of a state-of-the-art 55,000 square foot cultivation and production facility in North Las Vegas, Nevada. The 8.9-acre parcel of land in North Las Vegas has the potential to support a 400,000 square foot cultivation and production facility. The acquisition will include Green Therapeutics LLC’s experienced operating team.

Pursuant to the above transactions, the Corporation has made numerous investments and acquired active business operations and, as a result, believes that the securities regulatory and public interest policy objectives that necessitated the Voluntarily Adopted Measures are no longer applicable to the Corporation.

As set forth above, in the past year the Corporation has completed the acquisition of the Mr. Natural cannabis brand and the Tsunami, Provisions and GT Flower cannabis brands. Once pending regulatory approvals are obtained, the Corporation will offer these brands for sale in Nevada. In addition, the Corporation intends to pursue the sale of these brands in other markets as opportunities to do so become available.

In order to increase flexibility of the Corporation to pursue its business objectives, including the expansion of its operating business, the Corporation is seeking shareholder approval to remove the Voluntarily Adopted Measures including the release of the Escrowed Funds from escrow, subject to required regulatory approvals, as applicable.

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, to pass the following ordinary resolution:

“**RESOLVED** as an ordinary resolution, that:

- (a) subject to all applicable regulatory approvals, the removal of the Voluntarily Adopted Measures, including the Investment Restrictions, as described in the Corporation’s Information dated August 12, 2019 (the “**Circular**”), is hereby authorized and approved, and the Corporation’s Investment Policy be amended to reflect the removal of such Voluntarily Adopted Measures;
- (b) subject to all applicable regulatory approvals, the release of the Escrowed Funds from escrow, as described in the Circular, is hereby authorized and approved;

- (c) any one or more of the director or officers of the Corporation be authorized to perform all such acts, deeds, and things and execute, under the corporate seal of the Corporation or otherwise, all such documents as may be required to give effect to this resolution.”

This ordinary resolution requires a majority of the votes cast at the Meeting of the Corporation’s shareholders, in person or represented by proxy.

The Board unanimously recommends shareholders vote FOR the above resolution removing the Voluntarily Adopted Measures.

Proxies received in favour of management will be voted in favour of the above resolution to remove the Voluntarily Adopted Measures unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is included in the audited financial statements of the Corporation for the year ended March 31, 2019, a copy of which has been filed on www.sedar.com.

Additional information is also available upon request at the office of the Corporation. The Corporation’s telephone number is (702) 817-2214.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Circular.

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

Dated at Las Vegas, Nevada, on this 16th day of August, 2019.

BY ORDER OF THE BOARD OF DIRECTORS OF THE CORPORATION

“*Scott Dowty*”

Scott Dowty
Chief Executive Officer