

**DOCUMENT CONTAINING THE INFORMATION REQUIRED BY FORM 51-102F5 - INFORMATION CIRCULAR IN
RESPECT OF PROPOSED NOMINEES FOR ELECTION AS DIRECTORS OF AUSTRALIS CAPITAL INC.
FOR PURPOSES OF A PROXY SOLICITATION MADE BY PUBLIC BROADCAST**

INFORMATION REGARDING THIS DOCUMENT

This document is being filed pursuant to section 9.2(6)(a) of National Instrument 51-102 – *Continuous Disclosure Obligations* in connection with the proposed nomination by Roger Sykes (the "**Nominating Shareholder**") on behalf of a group of concerned shareholders (the "**Concerned Shareholders**") that includes Roger Sykes, 1703469 Alberta Ltd., Duke Fu, Green Therapeutics LLC, Jason Dyck, Terry Booth and John Esteireiro, of five individuals (the "**Concerned Shareholder Nominees**") for election as directors of Australis Capital Inc. ("**Australis**" or the "**Corporation**") at the Corporation's annual general meeting of shareholders to be held on November 17, 2020, including any and all adjournments or postponements of such meeting (the "**Meeting**"). Based on public disclosure documents, it is our understanding that the head office of Australis' is 376 E. Warm Springs Road, Suite 190, Las Vegas, Nevada 89119.

All information in this document is provided as of October 13, 2020.

INFORMATION REGARDING THE CONCERNED SHAREHOLDER NOMINEES

The following table includes, in respect of each Concerned Shareholder Nominee, the individual's name, province or state, and country of residence, principal occupation, business or employment within the five preceding years, and the number of securities of the Corporation that each Concerned Shareholder Nominee beneficially owns, or exercises control or direction over, directly or indirectly, as of the date of this document.

Name and Municipality of Residence	Present Occupation and Positions Held During the Last Five Years	Director Since	Number of Common Shares of the Corporation Owned and Controlled
Dr. Duke Fu, Nevada, USA	Chief Executive Officer of Green Therapeutics, LLC since April, 2015	Proposed nominee	4,936,294 ⁽¹⁾
Dr. Jason Dyck, Alberta, Canada	Professor in the Department of Pediatrics and the Director of the Cardiovascular Research Centre at the University of Alberta since 1999.	Proposed nominee	1,253,028
Hanoz Kapadia, Ontario, Canada	Managing Partner, Kapadia & Associates since 2003	Proposed nominee	Nil
Avi Geller, New Jersey, USA	Interim Chief Executive Officer of Parkit Enterprise Inc. since October 30, 2018. Mr. Geller is currently the Chief Investment Officer of Leonite Capital LLC since 2017; currently the Executive Chairman of Axios Mobile Assets since 2017; currently a director of DealFlow Financial	Proposed nominee	Nil

	Products since 2017 and Chief Operating Officer of FirstFire Capital from 2015 to 2016.		
John Esteireiro, Ontario	Principal and Head of Equities at Eight Capital (formerly Dundee Securities Inc.) since September 2015.	Proposed Nominee	800,000

1. Dr. Duke Fu, is the CEO of Green Therapeutics, LLC, which owns 795,423 common shares of Australis.
2. None of the Concerned Shareholders Nominees has been or is currently a director of the Corporation, nor have any of the Concerned Shareholder Nominees held any other position or office with the Corporation or any of its affiliates

Biographies

Dr. Duke Fu

Dr. Fu is the co-founder and current CEO of Green Therapeutics, a premier cannabis cultivation and manufacturing company operating in Nevada since 2015. Prior to that Dr. Fu was the President of MedMen from 2014-2015. Dr. Fu holds a Doctor of Pharmacy and MBA from the University of New Mexico and is a Board-Certified Nuclear Pharmacists in the state of Nevada. Dr. Fu is the former Manager and Equity Partner of Biotech Pharmacy. As a start-up, Biotech Pharmacy grew to become the largest independent nuclear pharmacy chain in the Southwest of the United States. In 2009, Biotech Pharmacy exited to healthcare giant Cardinal Health (ranked 19th on the Fortune 500 list). Dr. Fu is active in the Las Vegas community having been involved with several local charitable organizations, such as the Crohn’s and Colitis Foundation of America from 2007 to present, and the Alzheimer’s Association from 2004 to present.

Dr. Jason Dyck

Dr. Dyck is a distinguished research scientist in the Department of Pediatrics at the University of Alberta and currently directs the University of Alberta Cardiovascular Research Centre and co-directs the pan-Alberta program known as Alberta HEART. Dr. Dyck is the former Research and Science team lead at Aurora Cannabis Inc. (TSX: ACB). Dr. Dyck is the Canada Research Chair in Molecular Medicine, having published over 230 peer-reviewed research papers in this area. Dr. Dyck has extensive experience in the field of drug discovery and commercialization, is co-founder of a successful University of Alberta spin-off company, currently holds more than 100 patents and has numerous collaborations with large pharmaceutical companies. Dr. Dyck serves on the board of Nutritional High International Inc. (CSE: EAT), a U.S. multi-state cannabis company engaged in the manufacturing, branding and distribution of cannabis consumer products. Dr. Dyck also served on the board of CTT Pharmaceutical Holdings, Inc., and is the co-chairman of the National Research Council at Diabetes Canada. Dr. Dyck received a PhD in Medical Sciences from the University of Alberta in 1995 and trained at Dartmouth Medical School (Hanover, New Hampshire) and Baylor College of Medicine (Houston, Texas).

Hanoz Kapadia

Mr. Kapadia has been the managing Partner at Kapadia & Associates, a high net-worth accounting and advisory firm since 2003 and is a former accountant with PriceWaterhouseCoopers from 1998 to 2002. Mr. Kapadia is an experienced entrepreneur, with over 23 years of experience advising on regulatory, tax and finance matters in public, private, and non-profit enterprises. Mr. Kapadia serves as the Chair of Finance and Governance at Ontario Cannabis Retail Corporation, Chair of the By-law review committee and has also previously served as interim Chairman of the Board of Directors at Ontario Cannabis Retail Corporation. Mr. Kapadia serves on the Board at AI – LP, a firm focused on early stage technology startups, is currently the Chair of the advisory board at Huex Labs, a leading artificial intelligence company and is a former member of the Board at Optimal Research Corporation, a medical research

company. Mr. Kapadia holds a Bachelor of Arts from the University of Waterloo and a Masters of Accounting from the University of Waterloo.

Avi Geller

Mr. Geller has extensive experience in the small and microcap markets and has worked on a variety of debt, equity and hybrid deals across multiple industries. Since 2017 Mr. Geller has been the Chief Investment Officer of Leonite Capital LLC, a diversified family office investment vehicle with extensive holdings in real estate, venture capital, private equity, public equities (with a focus on small-cap and micro-cap public companies), alternative lending, and hedge funds. Since October 30, 2018 Mr. Geller has been the Interim Chief Executive Officer of Parkit Enterprise Inc. (TSXV: PKT), a company engaged in the acquisition, optimization and asset management of income producing parking facilities across North America. Mr. Geller is also a Non-Executive Director of Nova Minerals Ltd. (ASX: NVA), a mining company based in Australia focused on gold exploration and a member of the board of directors of DealFlow Financial Products Inc., an information services provider to investment banks, investment funds and financial services companies.

John Esteireiro

Mr. Esteireiro has over two decades of capital markets experience at some of Canada's premier full service investment firms. Currently Mr. Esteireiro is a founding partner and head of equities at Eight Capital (formerly Dundee Securities Inc.), a leading independent full service brokerage firm in Canada. His previous roles include Managing Director and Head of Canadian Institutional Equity Trading at Canaccord Genuity (May 2010 to August 2013); Founding Partner and Head of Equity Trading of Genuity Capital Markets (January 2005 to May 2010), a firm he helped build into one of Canada's leading independent brokerage firms; and Managing Director and Head of Institutional Equity Trading at CIBC World Markets (January 2000 to January 2005). Mr. Esteireiro received Bachelor of Commerce from the University of Toronto.

Other Reporting Issuers

As at the date hereof, the Concerned Shareholder Nominees are directors of the following reporting issuers:

Concerned Shareholder Nominee	Current Directorships
Dr. Duke Fu	None
Dr. Jason Dyck	Nutritional High International Inc. (CSE: EAT)
Hanoz Kapadia	None
Avi Geller	Parkit Enterprise Inc. (TSXV: PKT) Nova Minerals Ltd. (ASX: NVA)
John Esteireiro	None

Independence

Each of the Concerned Shareholder Nominees will be "independent" directors within the meaning of National Instrument 58-101 – Disclosure of Corporate Governance Practices ("**NI 58-101**") being, among other things, a person other than an officer or employee of Australis or any other individual having a business or other relationship which would (or could reasonably be perceived to) interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Dr. Fu is the Chief Executive Officer of Green Therapeutics, LLC ("**Green Therapeutics**"). On June 30, 2020 Green Therapeutics and Meridian Companies LLC (together the "**Plaintiffs**") announced that they commenced formal legal action against Australis, Australis Prosper LLC, Australis Terrain LLC and Australis Perennial LLC (together with Australis referred to herein as "**Defendants**") (CSE: AUSA) on April 8, 2020 for various breaches of the contracts described in Australis' press release dated May 21, 2019 (the "**Contracts**") pursuant to which the Plaintiffs transferred certain cannabis licenses, brands, 8.9 acres of land in North Las Vegas, Nevada (the "**Property**"), and

other intellectual property, assets, and rights (collectively, the "**Transferred Assets**") to the Defendants in exchange for common shares of Australis and other promises and rights. The Plaintiffs allege that the transactions contemplated by the Contracts (the "**Transactions**") were predicated on Australis establishing its flagship cultivation and manufacturing facility (the "**Manufacturing Facility**") with Green Therapeutics' experienced operational team and the Transferred Assets. Construction of the Manufacturing Facility is not part of Australis' business plans.

As a result of the Transactions and the associated legal action Dr. Fu may be conflicted with respect to certain matters that the board will be required to consider. If elected as a director of Australis, Dr. Fu will abide by applicable law with respect to the declaration of any interest in any matters considered by the board in which he has an interest. The Nominating Shareholder does not believe that the foregoing matter impacts the assessment of Dr. Fu as an independent director for the purposes of applicable securities laws.

Indebtedness

None of the Concerned Shareholder Nominees, or any of their respective associates or affiliates, is or has been indebted to Australis or any of its subsidiaries at any time since the beginning of Australis's most recently completed financial year or have indebtedness to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding by Australis or any of its subsidiaries.

Interests in Material Transactions

None of the Concerned Shareholders or the Concerned Shareholder Nominees or, to their knowledge, any of their associates or affiliates (i) has any material interest, direct or indirect, in any matter proposed to be acted on at the Meeting, other than the election of directors or (ii) has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Corporation's last financial year that has materially affected or could materially affect the Corporation or any of its subsidiaries (if applicable) other than as set forth below in respect of Duke Fu.

Green Therapeutics, LLC, a company in which Dr. Fu owns, directs or controls 49.5% of the shares, completed a transaction with Australis in May 2019 to acquire Green Therapeutics, LLC's Tsunami™, Provisions™, and GT Flowers cannabis brands, certain 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. Pursuant to the terms of the transaction Australis issued 7,831,855 shares valued at \$6.4 million upon the signing of the definitive agreement. An additional \$800,000 are to be issued when a new cultivation and production facility in North Las Vegas is fully licensed and operational and an additional \$800,000 in shares are to be issued if certain performance goals are reached utilizing the acquired assets within specified timeframes per the definitive agreement. In a separate transaction completed in May 2019, Australis acquired from Meridian Companies LLC, a company in which Dr. Fu owns, directs or controls 37.5% of the outstanding shares, an 8.9-acre parcel of land in North Las Vegas in exchange for \$2.93 million USD of its common stock or 3,585,521 Australis common shares where the new cultivation and production facility will be located. Full details of these transactions can be found in the Australis public disclosure record.

Each of the Concerned Shareholder Nominee has consented to being named herein and to serving as a director of the Corporation and meets the director eligibility requirements established under applicable laws and by the Corporation. If elected, each Concerned Shareholder Nominee will hold office until the close of the next annual meeting of shareholders of the Corporation or until his successor is elected or appointed, unless his office is earlier vacated.

Corporate Cease Trade Orders, Penalties, Sanctions or Bankruptcies

As of the date hereof, none of the Concerned Shareholder Nominees nor the Nominating Shareholder:

- a) is at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company that:
 - i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officers,
- b) is at the date hereof, or has been, within 10 years before the date hereof, a director or executive officer of any company that, while such Concerned Shareholder Nominee was acting in that capacity, or within a year of such Concerned Shareholder Nominee ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- c) has, within ten years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such Concerned Shareholder Nominee.

For purposes of the above section, the term “order” means:

- a) a cease trade order;
- b) an order similar to a cease trade order; or
- c) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days.

In addition, as of the date hereof, none of the Concerned Shareholder Nominees has been subject to:

- a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- b) any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The Concerned Shareholders intend to cause all of the common shares owned and/or controlled by them to be voted at the Meeting in favour of the election of the Concerned Shareholder Nominees.

Each Concerned Shareholder Nominee has established his eligibility to serve as a director, consenting to be named in a dissident proxy circular that may be filed as a nominee and to serve as a director of the Corporation, if elected.

Sincerely,

Roger Sykes
On behalf of the Concerned Shareholders
of Australis Capital Inc.

For further information, please contact the Concerned Shareholders' shareholder communications advisor:

Laurel Hill Advisory Group

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By Email: assistance@laurelhill.com