



Boosh Plant-Based Brands Inc.

2022 ANNUAL GENERAL AND SPECIAL MEETING

**Notice of Annual General and Special Meeting of Shareholders
and
Management Information Circular**

Place: Virtual-only format conducted via Zoom

Time: 1:00 p.m. PST

Date: February 23, 2022



BOOSH PLANT-BASED BRANDS INC.

CORPORATE DATA

Head Office

#103 – 6554 176 Street
Surrey, British Columbia
CANADA V3S 4G5
Web Site: www.booshfood.com

Directors

James Pakulis
Maria Hussaini
Connie Marples
Lance Marples
Rafael Almanzar
Jennifer Eged
David Coburn

Officers

James Pakulis, CEO
Maria Hussaini, CFO
Connie Marples, President
Marion McGrath, Corporate Secretary

Registrar & Transfer Agent

OLYMPIA TRUST COMPANY
4000, 520 – 3rd Ave SW
Calgary, Alberta
T2P 0R3

MAILING ADDRESS

PO Box 2581, STN Central
Calgary, Alberta
T2P 1C8

Legal Counsel

Shauna Hartman
Armstrong Simpson
2080 – 777 Hornby Street
Vancouver, British Columbia
V6Z 1S4

Auditor

Smythe LLP
Chartered Professional Accountants,
1700 – 475 Howe Street
Vancouver, BC
V6C 2B3

Stock Exchange Listings

Canadian Securities Exchange (CSE)
Symbol “VEGI”
OTCQB
Symbol “VGGIF”



(the "Company")
#103 – 6554 176 Street
Surrey, BC, V3S 4G5

MANAGEMENT INFORMATION CIRCULAR

(containing information as at January 19, 2022 unless otherwise stated)

For the Annual General and Special Meeting to be held on Wednesday, February 23, 2022

This Information Circular (this "**Circular**") is furnished in connection with the solicitation of proxies by the Management of Boosh Plant-Based Brands Inc. (the "**Company**"), for use at the annual general and special meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of the Company to be held on **Wednesday, February 23, 2022**, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

In this Information Circular, references to the "Company", "we" and "our" refer to Boosh Plant-Based Brands Inc. "Common Shares" means common shares without par value in the capital of the Company. "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.

VIRTUAL MEETING

This year to mitigate risks the health and safety of the Company's shareholders, employees and other stakeholders, the Company will be holding its meeting in a virtual only format. Shareholders will have an equal opportunity to participate at the Meeting online regardless of geographic location. Registered shareholders and proxyholders will be able to attend the virtual meeting and vote. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as a guest, but will not be able to vote at the Meeting. This is because the Company and its transfer agent, do not have a record of the non-registered shareholders, and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please see "*Appointment and Revocation of Proxy*" below.

The Meeting will be held via the Zoom meeting platform. In order to access the Meeting, shareholders will have two options, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing to view materials that may be presented by the Company's management will need to utilize the Zoom application but any shareholder may listen to the Meeting via teleconference. Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting within Canada, shareholders will phone 1 778 907 2071 and enter the Meeting ID and Password noted below. Outside of Canada, please find your local number:

<https://us02web.zoom.us/j/k1Rp03Vm1>

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Password below or open the following link:

<https://us02web.zoom.us/j/88198760985?pwd=RjM2RnhTbkhSRm16TktnVEUzcXlqZz09>

Shareholders will have the option through the application to join the video and audio or simply view and listen.

Meeting ID: **881 9876 0985**

Password: **304344**

It is the shareholders responsibility to ensure connectivity during the meeting and encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company 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.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers of the Company. 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:

- (i) each matter or group of matters identified therein for which a choice is not specified,
- (ii) any amendment to or variation of any matter identified therein, and
- (iii) 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 persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting virtually. Registered Shareholders electing to submit a proxy may do so by:

- (i) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Olympia Trust Company (“**Olympia**”) by mail at Olympia Trust Company, Attn: Corporate & Shareholder Services, PO Box 128, STN M, Calgary AB, T2P 2H6, by Fax at (403) 668 – 8307 or by email at proxy@olympiatrust.com; or
- (ii) using the internet through the website of Olympia at <https://css.olympiatrust.com/pxlogin>
Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder’s account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

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 that 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 Company as the registered holders of Common Shares).

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 Company. Such Common Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered 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), and in Canada, 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).

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

If you are a Beneficial Shareholder:

You should carefully follow the instructions of your broker or intermediary in order to ensure that your 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 Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a Proxy provided by the Company. The voting instruction form will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common

Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the voting instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Revocation of Proxies

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

- (i) 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 **Olympia or at the Company's registered office, Suite 2080, 777 Hornby Street, Vancouver, BC, V6Z 1S4**, 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
- (ii) 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.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

RECORD DATE AND QUORUM

The board of directors (the "**Board**") of the Company have fixed the record date for the Meeting at the close of business on January 19, 2022 (the "**Record Date**"). Shareholders of the Company of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, except to the extent that any such shareholder transfers any shares after the Record Date and the transferee of those shares establishes that the transferee owns the shares and demands, not less than ten days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

Under the Company's current Articles the quorum for the transaction of business at the Meeting consists of two persons who are, or represent by proxy, shareholders holding, in the aggregate, at least 5% of the issued Common Shares entitled to be voted at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares. As of January 19, 2022, there were 19,049,996 Common Shares issued and outstanding, each carrying the right to one vote. Common Shares of the Company are listed on the Canadian Securities Exchange (the "CSE") under the trading symbol "VEGI".

As at January 19, 2022, to the knowledge of the directors and senior officers of the Company, and based on the Company's review of the records maintained by Olympia, electronic filings with System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), the following person owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation:

Name	Number of Voting Securities	Percentage
Connie Marples ¹	2,033,562	10.67%
Lance Marples	2,033,562	10.67%

Notes:

1. In addition, Ms. Marples holds 3,000,000 RSUs.

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this information circular:

"CEO" of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"Executive Officer" of an entity means an individual who is:

- (a) the chair of the Company, if any;
- (b) the vice-chair of the Company, if any;
- (c) the president of the Company;
- (d) a vice-president of the Company in charge of a principal business unit, division or function including sales, finance or production;
- (e) an officer of the Company (or subsidiary, if any) who performs a policy-making function in respect of the Company; or
- (f) any other individual who performs a policy-making function in respect of the Company;

"Named Executive Officers or NEOs" means:

- (a) the CEO of the Company;
- (b) the CFO of the Company;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO

and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000;

- (d) any additional individuals for whom disclosure would have been provided under paragraph (i) above except that the individual was not serving as an executive officer of the Company, nor in a similar capacity, as at the end of the most recently completed financial year end.

As of March 31, 2021, the Company had three “Named Executive Officers”, namely James Pakulis, CEO, Maria Hussaini, CFO and Connie Marples, President.

Director and Named Executive Officer Compensation

The following table (presented in accordance with National Instrument Form 51-102F6V, is a summary compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for each of the Company’s two most recently completed financial years ended. As the Company was incorporated in August 2020, the disclosure in the table below for the 2020 financial year is based on the period from incorporation on August 6, 2020 to December 31, 2020. Subsequently, the Company changed its year end to March 31, and accordingly, the information in the table below for the 2021 financial year is based on its financial year ended March 31, 2021.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
James Pakulis, ⁽³⁾ <i>Director/Chief Executive Officer</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Maria Hussaini, ⁽⁴⁾ <i>Chief Financial Officer/Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020 ⁽²⁾	n/a	n/a	n/a	n/a	n/a	n/a
Connie Marples, ⁽⁵⁾⁽⁷⁾ <i>President/Director</i>	2021	16,000	Nil	Nil	Nil	Nil	16,000
	2020 ⁽²⁾	12,000	Nil	Nil	Nil	Nil	12,000
Lance Marples, ⁽⁷⁾ <i>Director</i>	2021	14,000	Nil	Nil	Nil	Nil	14,000
	2020 ⁽²⁾	4,000	Nil	Nil	Nil	Nil	4,000
Rafael Almanzar, ⁽⁶⁾ <i>Director</i>	2021	21,109	Nil	Nil	Nil	Nil	21,109
	2020 ⁽²⁾	7,500	Nil	Nil	Nil	Nil	7,500
Jennifer Eged, ⁽⁷⁾ <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil

David Coburn, ⁽⁷⁾ <i>Director</i>	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020 ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil
Alex McAulay, ⁽⁴⁾⁽⁷⁾ <i>Former Chief Financial Officer/Director</i>	2021	56,335	Nil	Nil	Nil	Nil	56,335
	2020 ⁽²⁾	25,522	Nil	Nil	Nil	Nil	25,522

Notes:

- The value of perquisites and benefits, if any, for each Named Executive Officer was less than the lesser of \$50,000 and 10% of the total annual salary and bonus.
- The financial year 2020 is for the period from incorporation (August 6, 2020) to December 31, 2020.
- Pursuant to a consulting agreement dated November 13, 2020, as sole consideration for Mr. Pakulis' services as CEO, upon the acquisition of the Subsidiary he was issued an aggregate of 3,000,000 share purchase warrants. Please see "Employment, Consulting and Management Agreements" below for additional information.
- Pursuant to a consulting agreement dated October 21, 2020, ACM Management Inc. provides accounting services to the Company based on hourly rates for the staff involved. Mr. McAulay is the owner of ACM Management Inc. Mr. McAulay was appointed as the Company's CFO on October 21, 2020 and resigned on March 12, 2021. On March 22, 2021, the Board appointed Ms. Maria Hussaini as the Company's CFO.
- Pursuant to a consulting agreement between the Company, 1280307 B.C. Ltd and Connie Marples dated December 21, 2020, Ms. Marples receives a monthly consulting fee of \$4,000 per month and was granted RSUs. On September 1, 2021, the Board of Directors approved an increased to Ms. Marples from \$4,000 per month to \$16,000 per month. on September 1, 2021, . Please see "Employment, Consulting and Management Agreements" below for additional information.
- Mr. Almanzar was appointed as director of the Company on August 6, 2020.
- Each of Mssrs. McAulay, C. Marples, L. Marples, Eged and Coburn were appointed as directors of the Company on December 18, 2020. Additionally, Ms. Marples was appointed as the Company's President on December 18, 2020.

External Management Companies.

Ms. Connie Marples provides her services as President through 1280307 B.C. Ltd. (a company owned and controlled by Ms. Marples).

Except as described above, none, of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly. *(for further information, refer to "Employment, Consulting and Management Agreements" below.*

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each NEO or director by the Company or its subsidiaries as at March 31, 2021, for services provided, directly or indirectly to the Company or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of Issue or grant (Y/M/D)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$) ⁽⁴⁾	Closing price of security or underlying security at period ended December 31, 2020 (\$) ⁽⁵⁾	Expiry date
James Pakulis, CEO and Director	share purchase warrants	3,000,000 warrants/ 39.73% ⁽¹⁾⁽²⁾	2020/12/21	\$0.50	\$0.20	N/A	2025/12/21
Connie Marples, President and Director	RSU	3,000,000 RSU/ 100% ⁽³⁾	2020/12/21	\$0.25	\$0.20 ⁽³⁾	N/A	2024/12/21

Notes:

- Pursuant to the terms of a consulting agreement dated November 13, 2020, Mr. Pakulis was issued 3,000,000 share purchase warrants exercisable at a price of \$0.50 per Share until December 21, 2024. The warrants issued are subject to restrictions on exercise as more particularly outlined below.

2. The fair market value of these warrants is \$304,391, based on a fair market price of \$0.1016 per warrant and is recognized in the Company's financial statements for the period ended March 31, 2021 as management fees. Share based compensation of \$166,324 has been recorded for the year ended March 31, 2021.
3. Pursuant to the terms of a consulting agreement dated December 21, 2020, Ms. Connie Marples was granted an aggregate of 3,000,000 RSUs at a deemed price of \$0.25 per Share vesting in accordance with the terms of the RSU as more particularly outlined below.
4. Based upon the issuance price of units in a concurrent private placement completed on December 17, 2020.
5. As of March 31, 2021, the Company's shares were not listed for trading on any stock exchange. The Company began trading on the CSE on May 26, 2021 (the "Listing Date").

The following table discloses the total amount of compensation securities to be held by the NEOs and directors as at March 31, 2021.

Name and Position	Number and type of Compensation Securities
James Pakulis, CEO and Director	3,000,000 warrants
Connie Marples, President and Director	3,000,000 RSUs
Maria Hussaini, CFO and Director	Nil
Rafael Almanzar, Director	Nil
Lance Marples, Director	Nil
Jennifer Eged, Director	Nil
David Coburn, Director	Nil
Alex McAulay, former CFO and Director	Nil

Notes:

1. Subsequent to the financial year ended March 31, 2021, the board of directors of the Company determined to approve the issuance of an aggregate of 185,000 Shares to directors, including a former director upon the successful completion of the Offering as a bonus.

No other compensation securities were re-priced, cancelled and replaced, had their term extended, or otherwise materially modified during the period from incorporation on August 6, 2020 to March 31, 2021.

The 3,000,000 share purchase warrants issued to Mr. Pakulis bear restrictions on exercise such that 1,500,000 warrants may be exercised at such time as the Shares are listed on a recognized stock exchange in Canada, and the remaining 1,500,000 warrants may be exercised on the date which is six months following the date on which the Shares are listed on a recognized stock exchange in Canada.

The RSUs issued to Ms. Connie Marples vest as follows:

- (a) If in any rolling 12 months following the date of issuance of the RSUs until December 21, 2024 (the "expiry date"), the annual net gross sale revenues (the "annual revenues") of the Subsidiary are or exceed \$2,000,000, then 1,000,000 of the underlying Shares shall vest;
- (b) If in any rolling 12 months following the date of issuance of the RSUs until the expiry date, the annual revenues of the Subsidiary are or exceed \$4,000,000, then a further 1,000,000 of the underlying Shares shall vest; and
- (c) If in any rolling 12 months following the date of issuance of the RSUs until the expiry date, the annual revenues of the Subsidiary are or exceed \$8,000,000, then the final 1,000,000 underlying Shares shall vest.

No compensation securities were exercised by a director or NEO during the period from incorporation on August 6, 2020 to March 31, 2021.

During the financial year ended March 31, 2021, the board of directors of the Company determined to approve the issuance to Rafael Almanzar of 150,000 share purchase warrants exercisable at a price of \$0.50 per Share upon the successful completion of an initial public offering on a recognized stock exchange in

Canada exercise for a period of three years following the date of listing of the Shares on a recognized stock exchange in Canada.

Other than any vesting restrictions noted above, there are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

Exercise of Compensation Securities by NEO's

No compensation securities were exercised by the NEO's or directors for the year ended March 31, 2021.

Stock Option Plans and Other Incentive Plans

The Company's current Stock Option Plan (the "Stock Option Plan") has been adopted by the Board. The number of Common Shares reserved for issuance pursuant to the exercise of stock options under the Stock Option Plan is equal to 10% of the number of issued and outstanding Common Shares of the Company at any given time on a "rolling" basis (the "Stock Option Plan").

The Stock Option Plan was established to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company. The intention of management in proposing the Stock Option plans was and is to increase the proprietary interest of such persons in the Company and thereby aid the Company in attracting, retaining and encouraging the continued involvement of such persons with the Company.

The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all options thereunder.

Options may be granted under the Stock Option Plan as the Board may from time to time designate. The exercise prices shall be determined by the Board but shall, in no event, be less than the greater of the closing market price of the Shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options, in accordance with the policies of the Exchange. The Stock Option Plan provides that the number of all Shares reserved for issuance will not exceed 10% of the issued and outstanding Shares, from time to time. In addition, the number of Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Shares. The maximum number of Shares reserved for issuance to insiders, within a one-year period, may not exceed 10% of the Shares issued and outstanding as at the date of grant of the stock option and to any individual director or officer, within a one-year period, may not exceed 5% of the Shares issued and outstanding as at the date of grant of the stock option. Options may be exercised up to 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Options will expire not later than the date which is five years from the date of grant. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. The Board of the Company may, in its absolute discretion impose such limitations or conditions on the exercise or vesting of any options granted under the Stock Option Plan as it deems appropriate. On the occurrence of a takeover bid, issuer bid or going private transaction, the Board will have the right to accelerate the date on which any option becomes exercisable.

The Stock Option Plan does not require shareholder approval until such time as the Company seeks to materially amend the Stock Option Plan, including the number of options available under it.

A copy of the Stock Option Plan is available for review and filed on www.sedar.com on January 27, 2022.

Employment, consulting and management agreements

Except as described below, the Company does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

The Company has entered into a consulting agreement dated November 13, 2020 with James Pakulis for the provision of services by Mr. Pakulis to the Company as its Chief Executive Officer. Pursuant to the consulting agreement, Mr. Pakulis received as his sole compensation thereunder 3,000,000 share purchase warrants entitling Mr. Pakulis to acquire 3,000,000 Shares at a price of \$0.50 per Share until December 21, 2025. Pursuant to the agreement, the exercise of warrants are restricted such that 1,500,000 warrants may be exercised at such time as the Shares are listed on a recognized stock exchange in Canada, and the remaining 1,500,000 warrants may be exercised on the date which is six months following the date on which the Shares are listed on a recognized stock exchange in Canada. The consulting agreement may be terminated by the Company without cause, provided that the Company shall pay to Mr. Pakulis a lump sum equal to US\$270,000. On November 13, 2021, the Company entered into an Amending Agreement to extend Mr. Pakulis's consulting agreement until November 13, 2022. Pursuant to the Amending Agreement, the Company shall pay Mr. Pakulis a one-time bonus of \$50,000 and 250,000 share purchase warrants (the "Extension Warrants") entitling Mr. Pakulis to acquire 250,000 common shares at a price of \$2.00 per Share until November 13, 2025. The Extension Warrants will be subject to such resale restrictions as required by applicable securities laws and the policies of the Canadian Securities Exchange.

The Company has also entered into a consulting agreement dated December 21, 2020 with 1260389 B.C. Ltd. and Connie Marples for the provision of services by Ms. Marples as its President. 1260389 B.C. Ltd. received monthly compensation of \$4,000 starting December 21, 2020. Commencing September 1, 2021, the monthly compensation was increased from \$4,000 per month to \$16,000 per month. The Company also granted to Ms. Marples, 3,000,000 RSUs entitling Ms. Marples to acquire 3,000,000 Shares at a deemed price of \$0.25 per Share. The Consulting Agreement has a three-year term ending on December 21, 2023 and is automatically renewed for successive one-year periods thereafter, unless terminated. The consulting agreement may be terminated by the Company without cause, provided that the Company shall pay to Ms. Marples a lump sum equal the greater of \$100,000 and 12 months of monthly compensation. Prior to the execution of the consulting agreement, the Subsidiary had commenced making payments of \$4,000 per month to Ms. Marples for consulting fees.

The Company has entered into a consulting agreement dated February 1, 2021 with Marion McGrath for the provision of corporate secretarial services at a rate of \$3,000 per month.

The Company pays consulting fees to Rafael Almanzar at a rate of US\$4,500 per month for logistics, operational and supply chain sourcing services.

Oversight and Description of Director and Named Executive Officer Compensation

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

The Company compensates its executive officers based on their skill, qualifications, experience level, level of responsibility involved in their position, the existing stage of development of the Company, the Company's resources, industry practice and regulatory guidelines regarding executive compensation levels.

The Board has implemented three levels of compensation to align the interests of the executive officers with those of the Shareholders. First, executive officers may be paid a monthly consulting fee or salary. Second, the Board may award executive officers long term incentives in the form of stock options. Finally,

the Board may award cash or share bonuses for exceptional performance that results in a significant increase in shareholder value. The Company does not provide pension or other benefits to the executive officers. The Company does not have pre-existing performance criteria or objectives. All significant elements of compensation awarded to, earned by, paid or payable to NEOs are determined by the Company on a subjective basis. The Company has not used any peer group to determine compensation for its directors and NEO.

The Board has the responsibility to administer compensation policies related to executive management of the Company, including option-based awards. The Board has approved the Stock Option Plan pursuant to which the Board has granted stock options to executive officers. The Stock Option Plan provides compensation to participants and an additional incentive to work toward long-term company performance. The Stock Option Plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Exchange, and closely align the interests of the executive officers with the interests of shareholders.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company's financial resources and prospects.

Pension Disclosure

The Company does not have any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

Securities Authorized For Issuance under Equity Compensation Plans

The following table sets out equity compensation plan information as at the end of the financial year ended March 31, 2021:

Equity Compensation Plan Information

	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 - (the Option Plan)	Nil	N/A	Nil
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	Nil	N/A	Nil

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No person who is or at any time during the most recently completed financial year was a director, executive officer or senior officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any of the foregoing persons has been indebted to the Company at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as previously disclosed in this Information Circular, to the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company 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 Company or any of its subsidiaries during the most recently completed financial year end, or has any interest in any material transaction in the current year.

The directors and officers of the Company have an interest in the resolutions concerning the election of directors and stock options. Otherwise no director or senior officer of the Company or any associate of the foregoing has any substantial interest, direct or indirect, by way of beneficial ownership of shares or otherwise in the matters to be acted upon at the Meeting, except for any interest arising from the ownership of shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of shares in the capital of the Company.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board of Directors (the “**Board**”), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Company is required to disclose its corporate governance practices, as summarized below. The Board of Directors will continue to monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Company’s Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Company’s Board requires management to provide complete and accurate information with respect to the Company’s activities and to provide relevant information concerning the industry in

which the Company operates in order to identify and manage risks. The Company's Board is responsible for monitoring the Company's officers, who in turn are responsible for the maintenance of internal controls and management information systems.

Currently, the Company's board has four independent members, being Lance Marples, Rafael Almanzar, Jennifer Eged and David Coburn. The non-independent members are James Pakulis, Maria Hussaini and Connie Marples.

Directorships

The following table sets forth the directors of the Company who currently hold directorships in other reporting issuers:

Name of Director	Other Issuer	Market on Which Securities are Listed
James Pakulis	n/a	n/a
Maria Hussaini	n/a	n/a
Connie Marples	n/a	n/a
Rafael Almanzar	n/a	n/a
Lance Marples	n/a	n/a
Jennifer Eged	n/a	n/a
David Coburn	Gainey Capital Corp.	TSX-V

Orientation and Continuing Education

Each new director is given an outline of the nature of the Company's business, its corporate strategy and current issues within the Company. New directors are also required to meet with management of the Company to discuss and better understand the Company's business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as director of the Company.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies of the CSE to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

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

Under applicable corporate legislation, a director is required to act honestly and in good faith with a view to the best interest of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction is a director or officer (or an individual acting in a similar

capacity) of a party to the contract or voting on the contract or transaction, unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid, and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders of the Company 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. The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

The Company has adopted advance notice provisions within the Articles of the Company (the “**Advance Notice Provisions**”).

The Advance Notice Provisions are intended to facilitate an orderly and efficient annual and/or special meeting process and ensure that all shareholders receive adequate notice and information about director nominees. The Advance Notice Provisions provide a clear process for shareholders to follow to nominate directors, and sets out a reasonable time for nominee submissions to be considered.

The Advance Notice Provisions fix a deadline by which holders of record of the Company's common shares must submit director nominations to the Company prior to any annual or special meeting of shareholders, and sets out the information that a shareholder must include in such notice to the Company. In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 days nor more than 65 days prior to the date of the annual meeting, unless the annual meeting is to be held less than 40 days after the meeting was first announced, in which case notice may be made no later than the close of business on the 10th day after the announcement. In the case of a special meeting of the shareholders, notice to the Company must be made no later than the close of business on the 15th day following public announcement of the date of the special meeting.

Compensation

The Board is, among other things, responsible for determining all forms of compensation to be granted to the Chief Executive Officer of the Company and other senior management and executive officers of the Company, for evaluating the Chief Executive Officer's performance in light of the corporate goals and objectives set for him/her, for reviewing the adequacy and form of the compensation and benefits of the directors in their capacity as directors of the Company to ensure that such compensation realistically reflects the responsibilities and risks involved in being an effective director. The directors decide as a Board the

compensation for the Company's officers, based on industry standards and the Company's financial situation.

Other Board Committees

The Board has no committees other than the Audit Committee as described above under the heading "Composition of the Audit Committee".

Assessments

The Board regularly assesses its own effectiveness and the effectiveness and contribution of each Board committee member and Director.

Diversity on the Board of Directors and among Executive Officers

The Company does not currently have a formal diversity policy in place regarding gender representation on the Board or in executive officer positions. The Company believes in retaining the most qualified candidate for any position irrespective of gender, and recruitment efforts will continue to be governed by the principles set forth below.

The Company does not discriminate on the basis of race, national or ethnic origin, colour, religion, sex, age or mental or physical disability, or any other prohibited grounds of discrimination set forth in applicable federal or provincial law or guidelines. Directors, officers, contractors, consultants and employees are retained on the basis of their background, skills, relevant experience, education and potential to contribute to the success of the Company. In addition, candidates for Board membership are evaluated based upon their independence, qualifications to act as directors and other qualities which the board as a whole feels are appropriate to assist it in operating in an effective manner, with due regard for the benefits of diversity. Taken together, these diverse skills and backgrounds help to create a business environment that encourages a range of perspectives and fosters excellence in corporate governance, including the creation of shareholder value. Candidates for Board membership who are selected for nomination by the Board (or any committee of the Board established for such purpose from time to time) based on the foregoing criteria will be presented to shareholders for consideration without discrimination.

Audit Committee Disclosure

Pursuant to section 224(1) of the *British Columbia Business Corporations Act*, the policies of the CSE and National Instrument 52-110 *Audit Committees* ("NI 52-110"), the Company is required to have an Audit Committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor. The Audit Committee Charter is attached to this Information Circular as Schedule "B".

Composition of the Audit Committee

The following are the members of the Committee:

Lance Marples	Non-Independent ⁽¹⁾	Financially literate ⁽¹⁾
Jennifer Eged	Independent ⁽¹⁾	Financially literate ⁽¹⁾
David Coburn	Independent ⁽¹⁾	Financially literate ⁽¹⁾

1. As defined in NI 52-110.

Relevant Education and Experience

David Coburn has acted an executive officer and director of Gainey Capital Corp. since February 2011. Mr. Coburn has three decades of experience working with private and public entities and holds a Bachelor of Science in Business Administration from Northern Arizona University. Mr. Coburn sits on the audit committee of Gainey Capital Corp.

Lance Marples has provided financial analysis for real estate assessments over the past 2 decades. Beside real estate Mr. Marples has been intimately involved in the creation and financial management of Ms. Marples' businesses including restaurants, wine retail store, promotional value books and specialty event production. Mr. Marples has also held a position as the National Dealer Manager for Top Producer Real Estate Software.

Jennifer Eged is a former practising lawyer from 1993-2000 with an LLB from Osgoode Hall Law School. Ms. Eged served as a consultant and adjuster with Barnes Craig & Associates from 2000 to 2007 attending to management of complex files and litigation budgeting.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

External Auditor Service Fees (By Category)

As the Company was incorporated in August 2020, the disclosure below is for the aggregate fees paid to the Auditor during financial year 2020 is for the period of incorporation on August 6, 2020 to December 31, 2020 and for the financial year ended March 31, 2021 as follows:

Financial Year Ended	Audit Fees	Audit Related Fees¹	Tax Fees²	All Other Fees³
2021	\$35,000	\$Nil	\$Nil	\$Nil
2020	\$37,500 ⁽⁴⁾	\$10,000	\$Nil	\$Nil

Notes:

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged (or estimated charges) for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column.
4. Estimated fees of \$37,500 were accrued as of December 31, 2020 in relation to the audit of the Company's financial statements for the period from incorporation on August 6, 2020 to September 31, 2020 and for the audit of the Subsidiary's financial statements for the years ended March 31, 2020 to March 31, 2019. Estimated fees of \$10,000 were accrued as of December 31, 2020 for a review of the consolidated interim financial statements for the nine months ending December 31, 2020.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Financial Statements

The shareholders will receive and consider the audited financial statements of the Company for the fiscal year ended March 31, 2021 together with the auditor's report thereon. A copy of the financial statements is available for review on www.sedar.com.

B. Election of Directors

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *British Columbia Business Corporations Act*, each director elected will hold office until the conclusion of the next annual general meeting of the Company.

Management is proposing to fix the number for which positions exist on the Company's board at seven (7).

The following table sets out the names of management's nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular.

Name of Nominee, Current Position with Company, Province and Country of Residence	Principal Occupation	Period From Which Nominee Has Been Director	Number of Approximate Voting Securities ⁽¹⁾
James Pakulis Chief Executive Officer and Director Utah, USA	CEO of the Company from August 2020 to Present; President and CEO Of Transcanna Holdings Inc. from October 2017 to September 2019; President, Lifestyle Delivery Systems Inc. from November 2015 to November 2018; Chairman and CEO of Wisdom Homes of America, Inc. (formerly General Cannabis Inc.), from 2010 to February, 2021.	August 6, 2020	25,000
Maria Hussaini Chief Financial Officer and Director British Columbia, Canada	Financial Reporting Manager and senior accountant at ACM Management Inc. (private accounting services firm) from January 2020 to September 17, 2021; Senior Account at Smythe CPA LLP from November 2018 to December 2019, Senior Accountant at D&H Group LLP from January to November 2018, Senior Accountant with Harbourside CPA LLP (formerly Akeroyd Leung Amkani CPA) from March 2016 to January 2018.	March 22, 2021	10,000
Connie Marples President and Director British Columbia, Canada	President of Boosh from April 2017 to Present; Realtor, RE/MAX Colonial Pacific Realty from 2014 to April 2017.	December 18, 2020	2,033,562
Lance Marples⁽²⁾ Director British Columbia, Canada	Realtor, RE/MAX Colonial Pacific Realty from 2014 to December 2020; Retired from January 2021 to Present.	December 18, 2020	2,033,562
Rafael Almanzar Director California, USA	Director of the Company from August 2020 to Present; Regional Director of Operations, Core One Labs Inc. (formerly Lifestyle Delivery Systems Inc.) from January 2018 to August 2020; Owner of Cozy Corp Home Textiles Manufacturer from January 2013 to December 2017.	August 6, 2020	25,000
Jennifer Eged⁽²⁾ Director British Columbia, Canada	Retired from May 2019 to Present; Manager of Ministerial Correspondence for Fisheries and Oceans Canada, Pacific Region from February 2007 to April 2019.	December 18, 2020	25,000
David Coburn⁽²⁾ Director Arizona, USA	President, CEO and Director of Gainey Capital Corp. (TSXV listed exploration company) from February 2011 to Present.	December 18, 2020	25,000

Notes:

1. Voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised.
2. Member of Audit Committee.

The Company does not have an Executive Committee. The Board has established an Audit Committee, details of which are provided under the heading "Statement of Corporate Governance".

Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. **The persons**

named in the enclosed form of proxy intend to vote for the election of all of the nominees whose names are set forth above.

Except as noted below, as at the date of this Information Circular and within the ten years before the date of this Information Circular, no proposed director:

- (a) is or has been a director or executive officer of any Company (including the Company), that while that person was acting in that capacity:
 - i. was the subject of a cease-trade order or similar order or an order that denied the relevant Company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - ii. was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the Company being the subject of a cease trade or similar order or an order that denied the relevant Company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - iii. within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has within 10 years before the date of the Information Circular become 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 the assets of the director, officers or shareholders.

C. Appointment of Auditor

Effective November 1, 2021, DMCL LLP, Chartered Professional Accountants, (“DMCL”) resigned as auditors of the Company, and the Board of Directors resolved to appoint Smythe LLP, Chartered Professional Accountants as auditors in their stead. Smythe LLP will be nominated at the Meeting for re-appointment as auditor of the Company until the close of the following Annual General Meeting of the Company at a remuneration to be fixed by the directors.

There have been no reportable disagreements between the Company and DMCL, and no qualified opinions or denials of opinions by DMCL, for the purposes of National Policy 51-102. A copy of the reporting package required by National Instrument 51-102, Continuous Disclosure Obligations – Change of Auditor, is attached to this information circular as Schedule “A”.

Shareholders are being asked to confirm the appointment of Smythe LLP, Chartered Professional Accountants and to re-appoint Smythe LLP, Chartered Professional Accountants as auditor of the Company to hold office until the next annual meeting of Shareholders. **Unless authority to do so is withheld, proxies given pursuant to this solicitation by the management of the Company will be voted “FOR” the appointment of Smythe LLP as auditor of the Company to hold office until the close of the next annual meeting of Shareholders, at a remuneration to be fixed by the Board**

D. Ratification of 10% Rolling Stock Option Plan

Management is seeking re-ratification by the shareholders of the Company’s existing stock option plan (the “**Stock Option Plan**”). At the Meeting, shareholders will be asked to consider and, if thought fit, pass the following ordinary resolutions:

“BE IT RESOLVED THAT:

- (i) the Company’s Stock Option Plan be ratified, confirmed and approved, including reserving for issuance under the Stock Option Plan at any time of a maximum of 10% of the issued and outstanding Common Shares of the Company;
- (ii) the Company is authorized to grant stock options pursuant to and subject to the terms and conditions of the Stock Option Plan to qualified directors, officers, employees and consultants or management company employees of the Company, or any affiliate of the Company; and
- (iii) any one director or officer of the Company, for and on behalf of the Company, be and is hereby authorized to execute and deliver all documents and instruments and take all such other actions as may be necessary or desirable to implement this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents and instruments and the taking of any such actions.”

For further information concerning the Company’s stock option plan, refer *Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans* above.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the securities commissions or similar regulatory authorities in British Columbia, Alberta, Manitoba and Ontario are specifically incorporated by reference into, and form an integral part of, this information circular:

- Audited Annual Financial Statements for the year ended March 31, 2021; and
- Annual Management’s Discussion and Analysis for the year ended March 31, 2021.

Copies of the documents incorporated herein by reference may be obtained by a shareholder upon request without charge from the Company at Suite 2080, 777 Hornby Street, Vancouver, BC, V6Z 1S4. These documents are also available through the internet on SEDAR, which can be accessed at www.sedar.com.

OTHER MATTERS

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

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

DATED at Vancouver, British Columbia, January 19, 2022.

BY ORDER OF THE BOARD

/s/ “James Pakulis”

James Pakulis, Chief Executive Officer

SCHEDULE “A”



BOOSH PLANT-BASED BRANDS INC.
(the “Company”)
103 - 6554, 176th Street
Surrey, BC, V3S 4G5

NOTICE OF CHANGE OF AUDITOR Pursuant to National Instrument 51-102, Section 4.11

At the request of Company, DMCL, LLP, Chartered Professional Accountants, (“DMCL”), resigned as the Company’s auditor effective November 1, 2021. The Company would like to extend its appreciation to DMCL for its tenure as Auditor of the Company.

There have been no reportable events between the Auditor and the Company, nor has there been any modified opinion contained in the Auditor's reports on the annual financial statements for the two fiscal years preceding the date of this Notice, nor any similar reservation contained in any Auditor's report or comments on interim financial information for any subsequent period preceding the date of this Notice.

The Audit Committee of the Company has recommended, and the Board of Directors has approved, the resignation of DMCL and the appointment of Smythe LLP, Chartered Professional Accountants, as the Company's new Auditor. Additionally, the Audit Committee and the Board of Directors have reviewed and approved the Reporting Package as that term is defined in National Instrument 51-102 Continuous Disclosure Obligations.

Dated November 1, 2021.

/s/ “James Pakulis”

James Pakulis,
Chief Executive Officer



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

November 1, 2021

British Columbia Securities Commission

P.O. Box 10142, Pacific Centre
9TH Floor – 701 West Georgia Street
Vancouver, B.C. V7Y 1L2

Ontario Securities Commission

20 Queen Street West, 22nd Floor
Toronto, ON M5H 3S8

Alberta Securities Commission

Suite 600, 250 – 5th Street S.W.
Calgary, Alberta T2P 0R4

The Manitoba Securities Commission

Suite 500 – 400 St Mary Avenue
Winnipeg, Manitoba R3C 4K5

Dear Sirs:

Re: Boosh Plant-Based Brands Inc. (the "Company")
Notice Pursuant to National Instrument 51-102 - Change of Auditor

As required by the National Instrument 51-102 and in connection with our resignation as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated November 1, 2021 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

A handwritten signature in black ink that reads 'DMCL'.

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS



November 1, 2021

British Columbia Securities Commission
Manitoba Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Dear Sirs:

**Re: Boosh Plant-Based Brands Inc. (the “Company”)
Change of Auditor**

We are writing in accordance with Section 4.11(6)(a)(ii)(B) of National Instrument 51-102 *Continuous Disclosure Obligations* (“NI 51-102”). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated November 1, 2021 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

Chartered Professional Accountants

SCHEDULE "B"

AUDIT COMMITTEE CHARTER

1.0 Purpose of the Committee

1.1 The Audit Committee represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of the Company and its subsidiaries.

2.0 Members of the Committee

2.1 The Audit Committee shall consist of no less than three Directors a majority of whom shall be "independent" as defined under NI 52-110, while the Company is in the developmental stage of its business. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.

2.2 At least one Member of the Audit Committee must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

3.0 Meeting Requirements

3.1 The Audit Committee will, where possible, meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically and shall be at such times and places as the Audit Committee determines. Without meeting, the Audit Committee may act by unanimous written consent of all members which shall constitute a meeting for the purposes of this charter.

3.2 A majority of the members of the Audit Committee shall constitute a quorum.

4.0 Duties and Responsibilities

4.1 The Audit Committee's function is one of oversight only and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements. Specifically, the Audit Committee will:

- (a) have the authority with respect to the appointment, retention or discharge of the independent public accountants as auditors of the Company (the "auditors") who perform the annual audit in accordance with applicable securities laws, and who shall be ultimately accountable to the Board through the Audit Committee;
- (b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditors, including any reports of the auditors prepared in connection with the annual audit;
- (c) review information, including written statements from the auditors, concerning any relationships between the auditors and the Company or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditors;
- (d) review and discuss with management and the auditors the Company's audited financial statements and accompanying MD&A, including a discussion with the auditors of their judgments as to the quality of the Company's accounting principles and report on them to the Board;

- (e) review and discuss with management the Company's interim financial statements and interim MD&A and report on them to the Board;
- (f) pre-approve all auditing services and non-audit services provided to the Company by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to the Company that are prohibited by applicable law or regulation;
- (g) evaluate the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board;
- (h) periodically review the adequacy of the Company's internal controls and ensure that such internal controls are effective;
- (i) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on the Company's financial reports, and report on them to the Board;
- (j) oversee and annually review the Company's Code of Business Conduct and Ethics;
- (k) approve material contracts where the Board of Directors determines that it has a conflict;
- (l) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the audit or other accounting matters;
- (m) where unanimously considered necessary by the Audit Committee, engage independent counsel and/or other advisors at the Company's expense to advise on material issues affecting the Company which the Audit Committee considers are not appropriate for the full Board;
- (n) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;
- (o) review and monitor all related party transactions which may be entered into by the Company; and
- (p) periodically review the adequacy of its charter and recommending any changes thereto to the Board.

5.0 *Miscellaneous*

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Audit Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Audit Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.