

# THE YIELD GROWTH CORP.

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## INFORMATION CIRCULAR

(As at April 3, 2019, except as indicated)

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## TABLE OF CONTENTS

GENERAL PROXY INFORMATION	4
Appointment of Proxyholders	4
Proxy Instructions	4
Completion and Return of Proxy	4
Non-Registered Holders	5
Revocability of Proxy	5
INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON	5
VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES	5
STATEMENT OF EXECUTIVE COMPENSATION	6
Named Executive Officers	6
COMPENSATION DISCUSSION & ANALYSIS	6
Compensation Discussion & Analysis	6
Stock options and other compensation securities	8
Narrative Discussion	9
PENSION PLAN BENEFITS	11
TERMINATION AND CHANGE OF CONTROL BENEFITS	11
SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS	11
INDEBTEDNESS TO COMPANY OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS	12
INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	12
APPOINTMENT OF AUDITOR	13
MANAGEMENT CONTRACTS	13
CORPORATE GOVERNANCE	13
Board of Directors	13
Directorships	14
Orientation and Continuing Education	14
Ethical Business Conduct	14
Nomination of Directors	14
Compensation of Directors and the CEO and CFO	14
Other Board Committees	15
Assessments	15
AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR	15
Audit Committee Charter	15
Composition of the Audit Committee	15
Relevant Education and Experience	15
Reliance on Certain Exemptions	16
Pre-Approval Policies and Procedures	16

External Auditor Service Fees (By Category)	16
Exemption	16
PARTICULARS OF MATTERS TO BE ACTED UPON	16
Election of Directors	16
Appointment of Auditor	19
OTHER MATTERS	19
ADDITIONAL INFORMATION	19

<b>SCHEDULE "A"</b>	
AUDIT COMMITTEE CHARTER.....	A-1

## INFORMATION CIRCULAR

The Yield Growth Corp. (the "**Company**") is providing this Information Circular and a form of proxy (the "**Proxy**") in connection with management's solicitation of proxies for use at the annual general meeting (the "**Meeting**") of the Company to be held on **May 9, 2019 at 10:00 a.m. at Suite 1700 – 666 Burrard Street, Vancouver, British Columbia, V6C 2X8**, and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

## GENERAL PROXY INFORMATION

### Appointment of Proxyholders

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

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

### Proxy Instructions

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

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

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

### Completion and Return of Proxy

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Dept., 100 University Avenue, 9th Floor, Toronto Ontario, M5J 2Y1 (Fax: within North America: 1-866-249-7775; outside North America: 1-416-263-9524), not later than 10:00 a.m. (Vancouver time) on May 7, 2019, unless the chairman of the Meeting elects to exercise their discretion to accept proxies received subsequently.

## Non-Registered Holders

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

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

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

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

## Revocability of Proxy

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

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

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

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of common shares, of which 87,659,140 common shares were issued and outstanding as of April 3, 2019 (the "**Record Date**"). Only persons who are registered shareholders at the close of business on the Record Date will be entitled to receive

notice of and vote at the Meeting or any adjournment thereof and will be entitled to one vote for each share held.

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

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

Name	Number of Shares held	Percentage of Shares held
Penny Green	20,560,200	23%

As of April 3, 2019, the directors and executive officers of the Corporation, as a group, beneficially owned, or controlled or directed, directly or indirectly, 24,309,414 common shares, representing approximately 27.76% of the outstanding common shares of the Corporation.

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

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

The Company presently has three Named Executive Officers, namely Penny Green, CEO and President, Rick Huang, Executive Officer, CFO and Amy Frankel, Executive Officer, VP Licensing, General Counsel and Corporate Secretary.

## COMPENSATION DISCUSSION & ANALYSIS

### Compensation Discussion & Analysis

In accordance with the requirements for new reporting issuers, this disclosure is intended to communicate the anticipated compensation to be provided to our directors and each executive officer who meets the definition of a "named executive officer" as set out in Form 51-102F6V – *Statement of Executive Compensation* (collectively, the "**Named Executive Officers**" or "**NEOs**"). The Company became a reporting issuer on November 22, 2018. We rely on the Board to determine the executive compensation that is to be paid to our executives. For the purposes of this discussion, this information is as of the financial year ended November 30, 2018 except as indicated.

## Summary of Director and Named Executive Officer Compensation

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

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 (\$)
Penny Green, CEO, President Director	2018	60,581	300,000	Nil	Nil	Nil	360,581
	2017	30,000	Nil	Nil	Nil	Nil	30,000
Krystal Pineo, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Spiros Margaris, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Thomas Bond, Director	2018	Nil	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil	Nil
Rick Huang, CFO	2018	138,800	Nil	Nil	Nil	Nil	138,800
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Amy Frankel, VP, Licensing, General Counsel & Corporate Secretary	2018	117,424	Nil	Nil	Nil	Nil	117,424
	2017	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Ms. Green received a cash bonus of \$100,000 from the Company on January 1, 2018 and a cash bonus of \$200,000 on July 26, 2018. In both instances she used the bonus cash to exercise her stock options.
- (2) Compensation paid to Huang Consulting Corp. Inc., a management company wholly owned by Mr. Huang. Mr. Huang joined the Company on a part-time basis from February 16 to May 30, 2018. He is now the Company's full-time CFO and his annual fees are \$190,000.
- (3) Amy Frankel joined the Company on April 30, 2018 and her annual salary is \$200,000 per year.

## Stock options and other compensation securities

The following table sets forth details of all stock options and other compensation securities awarded to each Named Executive Officer and Director of the Company during the most recently completed financial year ended November 30, 2018:

Compensation Securities							
Name and position	Type of Compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, Conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Penny Green, President, CEO and Director	Stock Options	6,000,000	Jan 1, 2018	\$0.05	N/A	(1)	Jan 1, 2023
	Common Shares	2,000,000	Jan 1, 2018	Nil	N/A	(1)	N/A
Krystal Pineo, Director	Stock Options	100,000	Feb 28, 2018	\$0.40	N/A	(1)	Feb 28, 2023
Spiros Margaris, Director	Stock Options	1,000,000	Jan 8, 2018	\$0.15	N/A	(1)	Jan 8, 2023
		100,000	Feb 28, 2018	\$0.40			Feb 28, 2023
Rick Huang, CFO	Stock Options	1,000,000	Feb 26, 2018	\$0.40	N/A	(1)	Feb 26, 2023
		12,000	Aug 15, 2018	\$0.25			Aug 15, 2023
Amy Frankel, VP, Licensing General Counsel & Corporate Secretary	Stock Options	300,000	Apr 30, 2018	\$0.40	N/A	(1)	Apr 30, 2023

(1) The Company was not publicly trading at the fiscal year-end of November 30, 2018, as such the deemed price of the securities was set by the latest private placement at \$0.50 per share.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Penny Green, President, CEO and Director	Options	10,000,000	\$0.05	July 26, 2018	\$0.05	\$0.00	\$30,000
Krystal Pineo, Director	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Spiros Margaris, Director	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Rick Huang, CFO	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Amy Frankel, VP, Licensing General Counsel & Corporate Secretary	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

(2) Subsequent event: Mr. Margaris exercised 100,000 of his options on March 29, 2019. The options were granted on January 8, 2018 and had a price of \$0.15.

## Narrative Discussion

### *Stock Option Plan*

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

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

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

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

#### *Employment, Consulting and Management Agreements*

We have entered into employment or consulting agreements with the following directors and NEOs as of November 30, 2018:

**Penny Green** – The Company and Penny Green entered into an executive consulting agreement dated June 1, 2017 (the "CEO Agreement") for Ms. Green to act as a consultant to the Company and perform the role of Chief Executive Officer, President and as a Director. Under the CEO Agreement, Ms. Green was to be paid a monthly salary of \$5,000. The Company can terminate the CEO Agreement without cause by giving Ms. Green three months' written notice. The Company and Ms. Green entered into an employment agreement dated February 21, 2019 (the "Green Agreement") for Ms. Green to act as CEO and President of the Company. Under the Green Agreement, Ms. Green will be paid an annual salary of \$240,000. The Green Agreement supersedes and replaces the CEO Agreement.

**Krystal Pineo** – The Company and Krystal Pineo entered into a director agreement dated March 21, 2018 (the "Krystal Agreement") for Ms. Pineo to act as a director of the Company. No compensation was payable to Ms. Pineo under the Krystal Agreement. On February 21, 2019, the Compensation Committee approved an annual director fee of \$5,000 for Ms. Pineo's service as a director of the Company.

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

**Rick Huang** – The Company and Huang Consulting Corp. ("Huang") (a management company wholly owned by Rick Huang) entered into a professional services agreement dated February 16, 2018 and amended on April 23, 2018 (the "Huang Agreement") for Huang to provide the services of a Chief Financial Officer to the Company on a part-time basis. Huang was also granted 1,000,000 Options in the Company under the Huang Agreement. Huang was to be paid \$120 per hour under the Huang Agreement and devote approximately 50% of his time to the Company.

Huang and the Company entered into a professional services agreement dated May 31, 2018 for Huang to provide the services of a Chief Financial Officer to the Company on the basis of 90% full-time equivalent (the "Updated Huang Agreement"). Under the Updated Huang Agreement, Huang is paid \$190,000 per year and is eligible to receive a bonus of between 10-20% of its base salary. The Company can terminate the Updated Huang Agreement for any reason by giving Huang 30 days' written notice. The Updated Huang Agreement supersedes and replaces the Huang Agreement.

**Amy Frankel** – The Company and Amy Frankel entered into an employment agreement dated April 30, 2018 for Amy Frankel to act as VP, Licensing of the Company (the "Frankel Agreement"). Amy was also granted 300,000 Options under the Frankel Agreement. Amy is paid a salary of \$200,000 per year under the Frankel Agreement. On November 15, 2018, Amy was appointed as Corporate Secretary of the Company and was named General Counsel.

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

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

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

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

### **PENSION PLAN BENEFITS**

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

### **TERMINATION AND CHANGE OF CONTROL BENEFITS**

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

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

### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

<b>Plan category</b>	<b>Number of securities to be issued upon exercise of outstanding options</b>	<b>Weighted average exercise price of outstanding options</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by security holders	8,361,000 <sup>(1)</sup>	\$0.36	6,127,306 <sup>(1)</sup>
Equity compensation plans not approved by security holders	N/A	N/A	N/A
<b>Total</b>	<b>8,361,000<sup>(1)</sup></b>	<b>\$0.36</b>	<b>6,127,306<sup>(1)</sup></b>

(1) This figure is based on the total number of shares authorized for issuance under the Plan, less the number of stock options outstanding as the Company's year ended November 30, 2018.

The Board has approved a Stock Option Plan, designed for our selected employees, officers, directors, consultants and contractors, to incentivize such individuals to contribute toward our long-term goals, and to encourage such individuals to acquire Common Shares as long-term investments. Our Stock

Option Plan is a fixed 20% stock option plan that is administered by the Board and, as of April 3, 2019, authorizes the issuance of up to 17,531,828 stock options or such additional amount as may be approved from time to time by the shareholders of the Company. The terms of any award are determined by the Board, provided that no options may be granted at less than the fair market value of Common Shares as of the date of grant. As of the date hereof, there are 10,818,500 outstanding options to purchase Common Shares under the Stock Option Plan.

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

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

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

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

The only equity compensation plan which the Company has in place is the Plan, as described above. The Plan provides for the issuance of stock options whereby a maximum of 20% of the issued and outstanding Common Shares, from time to time, may be reserved for issuance pursuant to the exercise of options. As of April 3, 2019, the amount of options which are issued under the Stock Option Plan represent 12% of the current issued and outstanding Common Shares.

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

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

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

No informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company.

On March 1, 2017, the Company entered into a consulting agreement with KP Capital Inc. for KP Capital Inc. to provide investors relations services to the Company. The Company agreed to pay a consulting fee of \$7,800 per month for these services. This agreement was amended on May 15, 2017 with the consulting fee reduced to \$3,800 per month, effective June 1, 2017. This agreement was terminated

as of December 31, 2017. Krystal Pineo, a director of the company, is a significant shareholder and a director of KP Capital Inc.

On May 29, 2017, as amended and restated on May 31, 2017, the Company entered the GP License, whereby the Company acquired a license to the GP Technology. Ms. Green was a director, officer and significant shareholder of Glance Technologies Inc., which is the sole shareholder of GP. The GP License was amended pursuant to a Release and Settlement Agreement dated November 2, 2018. Ms. Green is no longer a director or officer of Glance Technologies Inc.

On June 25, 2018, Thrive entered into an Operating Agreement with FastTask Inc. in the ordinary course of business for Thrive to provide technology advisory, marketing, business development, media engagement and other services to FastTask Inc. Fast Task Technologies Inc. entered into a share purchase agreement with FastTask Inc. dated August 27, 2018 and on September 28, 2018, Fast Task Technologies Inc. acquired all of the issued and outstanding shares of FastTask Inc. and HeyBryan Inc. Penny Green is a director, officer and significant shareholder of Fast Task Technologies Inc. FastTask Inc. is a wholly owned subsidiary of Hey Bryan Media Inc. (formerly Fasttask Technologies Inc.) ("HeyBryan"). Ms. Green owns approximately 26% of the common shares of HeyBryan.

On July 23, 2018, Thrive entered into an Operating Agreement with Antler Retail Inc. in the ordinary course of business from Thrive to provide technology advisory, marketing, business development, media engagement and other services to Antler Retail Inc. Penny Green is a director and significant shareholder of Antler Retail Inc. Ms. Green holds approximately 13% of the common shares of Antler Retail Inc.

On August 3, 2018, the Company and Penny Green entered into a loan agreement under which Ms. Green will advance up to \$500,000 to the Company upon request of the Company. Under this agreement, Ms. Green has agreed not to demand repayment in cash until twelve months after the Company had completed its IPO offering or, at the Company's discretion, until the Company has obtained sufficient equity funding to support its business plan for at least twelve months after the IPO offering. Ms. Green may convert the outstanding principal, in part or in full, at any time into Units. Interest on the principal of the loan will accrue at 5% per annum. The loan agreement has a zero balance as of April 3, 2019.

#### **APPOINTMENT OF AUDITOR**

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

#### **MANAGEMENT CONTRACTS**

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

#### **CORPORATE GOVERNANCE**

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

##### *Board of Directors*

The Board is currently composed of four (4) directors, and it is proposed that four (4) directors will be nominated at the Meeting.

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

Spiros Margaris, Krystal Pineo and Thomas Bond are independent. Penny Green is not independent.

#### Directorships

Our directors do not currently serve as directors or officers for other reporting issuers as at the date of this information circular.

#### Orientation and Continuing Education

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

#### Ethical Business Conduct

The Board is considering a proposed Code of Business Conduct and Ethics for all our directors, officers, employees and our subsidiaries and intends to enter into these policies upon further consideration.

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

Further, the Board intends consider the adoption a written Whistleblower Policy to ease the reporting of ethical complaints or other violations of the Code of Business Conduct and Ethics.

#### Nomination of Directors

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

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

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

### Other Board Committees

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

### Assessments

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

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

### **Audit Committee Charter**

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

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

The following are the members of the Audit Committee:

Spiros Margaris	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Krystal Pineo	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Thomas Bond	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>

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

### **Relevant Education and Experience**

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

- **Spiros Margaris** has extensive financial experience in investment management and financial statement analysis as Founder of Margaris Advisory, a venture capitalist and advisory firm, and Partner and Member of the Investment Committee of the hedge fund advisory firm Crossbow Partners AG. At Margaris Advisory, Mr. Margaris serves as its Chief Investment Officer with a primary responsibility of portfolio management with special emphasis on strategies for taking advantage of broad market opportunities. At Crossbow Partners AG, Mr. Margaris wrote manager reports, reviews, conducted formal qualitative and quantitative due diligence and was a voting member of the Investment Committee for all client fund portfolios. Mr. Margaris holds a Master's in Business Administration from the University of Toronto.
- **Krystal Pineo** has 8 years of venture capital experience as an early stage investor and fund raiser. Ms. Pineo is the founder, chief financial officer and director of KP Capital Inc., a family office that invests in early stage start-ups, as well as providing corporate advisory services. She has completed continuing education programs at Simon Fraser University - Public Companies: Financing, Governance and Compliance and at the University of British Columbia - Sauder School of Business - Financial Statement Analysis for the Non-Accountant.
- **Thomas Bond** is a Chief Financial and Operating Officer with over 35 years' experience partnering with entrepreneur businesses to deliver the operational and financial infrastructure to support annual double-digit revenue growth. He has held C-level financial and operational positions with companies engaged in cosmetics, apparel, and construction including M.A.C Cosmetics and Cover

FX Skin Care. Mr. Bond was with M.A.C Cosmetics from 1993 until its sale to Estee Lauder in 1999. He started as the Chief Financial Officer and in 1994 assumed the additional role of Chief Operating Officer. After the acquisition, he continued to provide full time consultant services to M.A.C Cosmetics until 2002. Mr. Bond holds a Master's Degree in Business Administration from the University of Toronto and is a Chartered Accountant and Chartered Professional Accountant. From 2013 to the present, Thomas has consulted with the CFO Centre Canada and for four of those years provided CFO/COO consulting to a company in the apparel industry owned by Birch Hill Equity Partners.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

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

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

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

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

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

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees<sup>(1)</sup></b>	<b>All Other Fees</b>	<b>Total</b>
November 30, 2018	\$28,000	\$24,800	Nil	Nil	\$37,000(2)
November 30, 2017	\$18,000	Nil	\$500	Nil	\$18,500 (2)

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

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

### **Exemption**

The Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of the Audit Committee and in respect of its reporting obligations under NI 52-110 for the year ended November 30, 2018.

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

### *Election of Directors*

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

The size of the board of directors of the Company is currently determined at four (4). The Company is required to have an audit committee and members of the Audit Committee are set out below.

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

<b>Name, jurisdiction of residence and position</b>	<b>Principal occupation or employment during the past five years</b>	<b>Previous service as a director of Yield</b>	<b>Number of common shares beneficially owned, directly or indirectly, or controlled or directed</b>
Penny Green Chief Executive Officer, President & Director British Columbia, Canada	Formerly: Director, Chief Operating Officer, President and Officer of Glance Technologies Inc. from 2014 to 2018; Director of Highbury Energy Inc. from 2007 to 2016.	Since November 28, 2016	20,560,200
Krystal Pineo <sup>(1)</sup> Director British Columbia, Canada	Director and President of KP Capital Inc. (a private equity firm) since 2017;	Since May 17, 2017	3,660,000
Spiros Margaris <sup>(1)</sup> Director Switzerland	Venture Capitalist and Advisor Margaris Ventures (formerly known as MARGARIS ADVISORY) since 2010.	Since January 8, 2018	0
Thomas Bond <sup>(1)</sup> Director Ontario, Canada	CPA, CA 2013 to present - Consultant to CFO Centre Canada. CFO/COO consulting to a company owned by Birch Hill Equity Partners.	December 17, 2019	35,714

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

To the knowledge of the Company, no proposed director:

- (a) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or chief executive officer or chief financial officer of any company (including the Company) that:

- (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer that resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
  - (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
  - (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
  - (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

***Penny Green – CEO, President and Director, Age 47***

Penny is an employee of the Company and devotes 80% of her professional time to the Company. Penny is Co-Founder, President and CEO of The Yield Growth Corp. Penny has been recognized on PROFIT Magazine's W100 list of top Canadian female entrepreneurs. Under her leadership as CEO, her law firm Bacchus Law was in the PROFIT 500 Fastest Growing companies in 2015 and 2016. Penny has deep experience in capital markets and has been involved in over 100 going public transactions. Penny was also a Co-Founder of Merus Labs Inc. (TSX:MSL, NASDAQ:MSLI-Q) which was acquired by Norgine B.V. in July 2017. Penny regularly participates as a speaker for keynotes and panels on Fintech, Capital-raising and Blockchain including CryptoHQ alongside the World Economic Forum in Davos. Penny has been featured in The National Post, The Globe and Mail, BNN, Chatelaine, Business in Vancouver and more. Penny Green is also a published author for Forbes and a member of the invite-only, Forbes Technology Council.

***Krystal Pineo – Director, Age 32***

Krystal is an independent director who devotes 20% of her time to the Company and has 8 years of venture capital experience, as an early stage investor and fund raiser. Krystal is the founder, chief financial officer and director of KP Capital Inc., a family office that invests in early stage start-ups, as well as providing corporate advisory services. Krystal has also championed women empowerment causes and has done charitable work and fund raising for the Portland Hotel Society, a lower east side women's shelter providing recovery services for marginalized homeless women.

***Spiros Margaris – Director, Age 54***

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

***Thomas Bond – Director, Age 69***

Thomas is an independent director who devotes 40% of his time to the Company. He is the holder of a BA in Business Administration and an MBA from the University of Toronto. He holds his designation as a CPA and CA. He has over 35 years experience partnering with entrepreneur businesses to build financial infrastructure to support annual double-digit revenue growth. During that time, he has held C-level financial and operational positions with companies engaged in cosmetics, apparel, and construction including M.A.C Cosmetics and Cover FX Skin Care. Thomas was with M.A.C Cosmetics from 1993 until its sale to Estee Lauder in 1999. He started as the CFO and in 1994 the COO role was added to his portfolio. From 1993 to 1999, annual revenues at M.A.C Cosmetics grew from \$12 million to over \$300 million. From 2013 to the present, Thomas has consulted with the CFO Centre Canada and for four of those years provided CFO/COO consulting to a company in the apparel industry owned by Birch Hill Equity Partners.

**Appointment of Auditor**

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

**OTHER MATTERS**

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

**ADDITIONAL INFORMATION**

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

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

DATED this 3<sup>rd</sup> day of April, 2019.

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

*"Penny Green"*

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**Penny Green,  
President, CEO and Director**

## SCHEDULE "A"

### AUDIT COMMITTEE CHARTER

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

#### 1. Composition

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

#### 2. Meetings

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

#### 3. Roles and Responsibilities

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

##### External Auditor

The Audit Committee will:

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

- (f) *Responsibility for Oversight.* Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.
- (g) *Resolution of Disputes.* Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

#### Consolidated Financial Statements and Financial Information

The Audit Committee will:

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

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

The Audit Committee will:

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

#### Complaints

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

#### **4. Authority**

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

#### **Reporting**

The Audit Committee will report to the Board on:

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