



---

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON  
JUNE 27, 2019**

---

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of Shareholders of Next Green Wave Holdings Inc. (the “**Corporation**”) will be held at Suite 1680 – 200 Burrard Street, Vancouver, B.C, V6C 3L6, Canada on Thursday, June 27, 2019 at 3:00PM. (Vancouver Time) for the following purposes:

1. to receive and consider the audited financial statements of the Corporation for the financial year ended December 31, 2018 together with the report of the auditors thereon;
2. to fix the number of directors of the Corporation at Four (4);
3. to elect the directors of the Corporation for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants as auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors for the ensuing year;
5. to consider and, if thought fit, to pass an ordinary resolution to ratify the Company’s Stock Option Plan, as described in the accompanying information circular (the “**Circular**”); and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

This notice of Meeting is accompanied by: (a) the Circular; and (b) either a form of proxy for registered Shareholders or a voting instruction form for beneficial Shareholders. **The Circular accompanying this notice of Meeting is incorporated into and shall be deemed to form part of this notice of Meeting.**

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 28, 2019 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** As a shareholder, you can choose from three different ways to vote your shares by proxy: (a) by mail or delivery in the addressed envelope provided or deposited at the offices of National Issuer Services Ltd. (“**National Issuer Services**”), Proxy Department, Suite 760 – 777 Hornby Street, Vancouver, B.C., V6Z 1S4, on behalf of the Corporation, so as to arrive not later than 10:00 a.m. (Vancouver time) on June 25, 2019, or if the Meeting is adjourned, at the latest 48 hours (excluding Saturdays, Sundays and holidays) before the time set for any reconvened meeting at which the proxy is to be used; (b) by email to proxy@transferagent.ca; or (c) by fax to 1-604-559-8908 unless the chair of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

The above time limit for deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

DATED this June 3, 2019

**BY ORDER OF THE BOARD OF DIRECTORS**

**“Leigh Hughes”**

Leigh Hughes

Chief Executive Officer & Director



**NEXT GREEN WAVE HOLDINGS INC.**  
(formerly Crossgate Capital Corporation)

**MANAGEMENT INFORMATION CIRCULAR**

All information as at June 3, 2019, except where indicated.

**PERSONS MAKING THIS SOLICITATION OF PROXIES**

**This Management Information Circular (“Circular”) is provided in connection with the solicitation of proxies (“Proxies”) by management of Next Green Wave Holdings Inc. (formerly Crossgate Capital Corporation) (the “Company”) from the holders of common shares of the Company (“Common Shares”) in respect of the Annual General Meeting of Shareholders of the Company (the “Meeting”) to be held on Thursday, June 27 2019 at the time and place and for the purposes set out in the accompanying notice of meeting (the “Notice of Meeting”).**

While it is expected that the solicitation will be made primarily by mail, proxies may be solicited personally or by telephone by directors, officers and employees of the Company. All costs of this solicitation will be borne by the Company. All amounts in this document are in \$CDN unless otherwise noted.

**COMPLETION AND VOTING OF PROXIES**

**Voting**

Voting at the Meeting will be by a show of hands, each registered shareholder and each Proxyholder (representing a registered or non-registered shareholder) having one vote, unless a poll is required or requested, whereupon each such shareholder and Proxyholder is entitled to one vote for each share held or represented, respectively. To approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an “ordinary resolution”) unless the motion requires a “special resolution” in which case a majority of 66⅔% of the votes cast will be required.

**Appointment of Proxyholders**

**A shareholder has the right to appoint a person (who need not be a shareholder) to represent the shareholder at the Meeting other than the persons named in the Proxy as Proxyholders. To exercise this right, the shareholder must insert the name of the shareholder’s nominee in the space provided or complete another Proxy.**

The persons named in the accompanying Proxy as Proxyholders are our directors or officers.

A shareholder completing the enclosed Proxy may indicate the manner in which the persons named in the Proxy are to vote with respect to any matter by marking an “X” in the appropriate space. On any poll required (for the reason described above) or requested, those persons will vote or withhold from voting the shares in respect of which they are appointed in accordance with the directions, if any, given in the Proxy, provided such directions are certain.

If a shareholder wishes to confer a discretionary authority with respect to any matter, then the space should be left blank. **In such instance, the Proxyholder, if nominated by management, intends to vote the shares represented by the Proxy in favour of the motion.**

**The enclosed Proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may be properly brought before the Meeting.** At the time of printing this Information Circular, our management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. If, however, other matters which are not now known to the management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominees.

The Proxy must be dated and signed by the shareholder or the shareholder's attorney authorized in writing. In the case of a corporation, the Proxy must be dated and duly executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

**The completed Proxy, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof, must be deposited with our transfer agent in accordance with the instructions and before the time set out in the Proxy. Proxies received after such time may be accepted or rejected by the Chair of the Meeting in the Chair's discretion. Non-registered shareholders that are OBOs (as defined below under "Non-registered Shareholders") must deliver their completed Proxies in accordance with the instructions given by their financial institution or other intermediary that forwarded the Proxy to them.**

### Registered Shareholders

Only shareholders registered as shareholders in our shareholder registry maintained by our registrar and transfer agent or duly appointed Proxyholders (except as discussed below under "Non-registered Shareholders") will be recognized to make motions or vote at the Meeting.

### Non-registered Shareholders

**Many Shareholders are "non-registered" shareholders because the shares of the Company they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares.** More particularly, a person is not a registered Shareholder in respect of shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's, TFSA's and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

There are two kinds of Non-Registered Holders: those who object to their name being made known to the issuers of securities which they own (called '**OBOs**' for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called '**NOBOs**' for Non-Objecting Beneficial Owners). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers* ("NI 54-101"), issuers can request and obtain a list of their NOBOs from intermediaries via their transfer agents and use the NOBO list for distribution of proxy-related materials directly to NOBOs. We are not using the notice and access provisions of NI 54-101 this year.

Under the provisions of NI 54-101, we will be directly delivering proxy-related materials to our NOBOs who have not waived the right to receive them. As a result, NOBOs can expect to receive a Voting Instruction Form ("VIF"), together with the Notice of Meeting, this Information Circular and related documents from our transfer agent, National Issuer Services Ltd. These VIF's are to be completed and returned to National Issuer Services Ltd. in the envelope provided, or by facsimile, or voted using the telephone or internet alternatives included on the VIF. In this regard, National Issuer Services Ltd. is required to follow the voting instructions properly received from NOBOs.

Our transfer agent will tabulate the results of the VIF's received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIF's they receive. **NOBOs should carefully follow the instructions of National Issuer Services Ltd., including those regarding when and where to complete the VIF's that are to be returned to National Issuer Services Ltd.**

Should a NOBO wish to vote at the Meeting in person, the NOBO must insert the names of the NOBO (or the name of the person that the NOBO wants to attend and vote on the NOBO's behalf) in the space provided on the VIF and return it to National Issuer Services Ltd.. If National Issuer Services Ltd. or the Company receives a written request that the NOBO or its nominee be appointed as proxy holder, if management is holding a proxy with respect to common shares beneficially owned by such NOBO, we will arrange, without expense to the NOBO, to appoint the NOBO or its nominee as proxy holder in respect of those common shares. Under NI 54-101, unless corporate law does not allow it, if the NOBO or its nominee is appointed as proxy holder by the Company in this manner, the NOBO or its nominee, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of management in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. If we receive such instructions at least one business day before the deadline for submission of proxies, we are required to deposit the proxy within that deadline, in order to appoint the NOBO or its nominee as proxy holder. **If a NOBO requests that the NOBO or its nominee be appointed as proxy holder, the NOBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the NOBOs vote to be counted.**

**NOBOs that wish to change their vote must, in sufficient time in advance of the Meeting, contact National Issuer Services Ltd. to arrange to change their vote.**

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner and we (or our agent) have sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, we (and not the intermediary holding on your behalf) have assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. We do not intend to pay the costs of intermediaries forwarding the securityholder materials to OBOs so OBOs will only receive the securityholder materials where the intermediary has assumed such costs.

In accordance with the requirements of NI 54-101, we have distributed copies of the Notice of Meeting, this Information Circular, the form of proxy and related documents (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to OBOs. Intermediaries are required to forward the Meeting Materials to OBOs unless in the case of certain proxy-related materials the OBO has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to OBOs. With those Meeting Materials, Intermediaries or their service companies should provide OBOs of Common Shares with a "request for voting instruction form" which, when properly completed and signed by such OBO and **returned to the Intermediary or its service company**, will constitute voting instructions which the Intermediary must follow. The purpose of this procedure is to permit OBOs of Common Shares to direct the voting of the Common Shares that they beneficially own.

Should an OBO of Common Shares wish to vote at the Meeting in person, insert the OBO's name (or the name of the person the OBO wants to attend and vote on the OBO's behalf) in the space provided for that purpose on the request for voting instructions form and return it to the OBO's intermediary or send your intermediary another written request that the OBO or its nominee be appointed as proxy holder. The intermediary is required under NI 54-101 to arrange, without expense to the OBO, to appoint the OBO or its nominee as proxy holder in respect of the OBO's common shares. Under NI 54-101, unless corporate law does not allow it, if the intermediary makes an appointment in this manner, the OBO or its nominee, as applicable, must be given authority to attend, vote and otherwise act for and on behalf of the intermediary (who is the registered shareholder) in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. An intermediary who receives such instructions at least one business day before the deadline for submission of proxies is required to deposit the proxy within that deadline, in order to appoint the OBO or its nominee as proxy holder. **If an OBO requests that the intermediary appoint the OBO or its nominee as proxy holder, the OBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the OBOs vote to be counted.**

**OBOs should carefully follow the instructions of their Intermediary, including those regarding when and where the completed request for voting instructions is to be delivered. Only registered Shareholders have the right to revoke a proxy. OBOs of Common Shares who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective intermediaries to change their vote and if necessary, revoke their proxy in accordance with the revocation procedures set out above.**

Shareholders with questions respecting the voting of shares held through a stockbroker or other financial intermediary should contact that stockbroker or other intermediary for assistance.

#### **REVOCATION OF PROXIES**

Shareholders have the power to revoke Proxies previously given by them. Revocation can be effected by an instrument in writing (which includes a Proxy bearing a later date) signed by a shareholder or the shareholder's attorney authorized in writing and in the case of a corporation, duly executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation, and either delivered to our registered office at 1500 – 1055 West Georgia Street, Vancouver, BC, Canada, V6E 4N7 or to our transfer agent, National Issuer Services Ltd. ("**National Issuer Services**") by mail to the Proxy Department, Suite 760 – 777 Hornby Street, Vancouver, B.C., V6Z 1S4, by email to [proxy@transferagent.ca](mailto:proxy@transferagent.ca) or by fax to 1-604-559-8908, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or deposited with the Chair of the Meeting on the day of the Meeting.

## EXERCISE OF DISCRETION

If the instructions in a Proxy are certain, the shares represented thereby will be voted on any poll by the persons named in the Proxy, and, where a choice with respect to any matter to be acted upon has been specified in the Proxy, the shares represented thereby will, on a poll, be voted or withheld from voting in accordance with the specifications so made.

**Where no choice has been specified by the shareholder, and the management proxyholders have been appointed, such shares will, on a poll, be voted in accordance with the notes to the form of Proxy.**

The enclosed Proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the persons appointed Proxyholder thereunder to vote with respect to any amendments or variations of matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting.

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

Except as disclosed herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors. For the purpose of this paragraph, "Person" shall include each person or company: (a) who has been a director or executive officer of the Company at any time since the commencement of the Company's last financial year; (b) who is a proposed nominee for election as a director of the Company; and (c) who is an associate or affiliate of a person or company included in subparagraphs (a) or (b).

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Information Circular, no executive officer, director, employee or former executive officer, director or employee of the Company or any of its subsidiaries is indebted to the Company, or any of its subsidiaries, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, or any of its subsidiaries.

## INTEREST OF CERTAIN PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, since the commencement of the Company's most recently completed financial year, no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries. An "informed person" means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Our authorized common share capital consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

As at May 28 2019, the record date for this Meeting, we have issued and outstanding 132,462,040 fully paid and non-assessable common shares, each share carrying the right to one vote.

Any shareholder of record at the close of business on May 28 2019 is entitled to vote in person or by proxy at the Meeting. The quorum for the transaction of business at a meeting of shareholders is one person who is, or who represents by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

To the best of the knowledge of our directors and senior officers, there are no Persons who, or corporations which, beneficially owns, or controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all of our outstanding shares other than:

**Michael Jennings who holds 33,000,000 common shares of the Company (24.9%).**

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Number of Directors

The board of directors of the Company presently consists of four (4) directors. Shareholders will be asked at the Meeting to approve an ordinary resolution to set the number of directors elected for the ensuing year at four (4), subject to such increases as may be permitted by the articles of the Company and the provisions of the *Business Corporations Act* (British Columbia).

**The Company's Board of Directors recommends a vote "FOR" the approval of the resolution setting the number of directors at four (4). In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the resolution setting the number of directors at four (4).**

### Election of Directors

The term of office of each of the present directors expires at the Meeting. **The persons named below will be presented for election at the Meeting as management's nominees.** Management does not contemplate that any of these nominees will be unable to serve as a director.

Each director elected will hold office until our next annual general meeting or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with our Articles or with the provisions of the *Business Corporations Act* (British Columbia) ("Business Corporations Act").

At the Meeting, we will ask shareholders to vote for the election of the four nominees proposed by us as directors. Each holder of Common Shares will be entitled to cast their votes for or withhold their votes from the election of each director.

### **Nominees**

The following table provides information on the four nominees proposed for election as directors, the Province or State and Country in which each is ordinarily resident and the period during which each has served as a director.

The table also details the principal occupation of each nominee during the last five years as well as the nominees' current equity ownership consisting of common shares beneficially owned, directly or indirectly, or controlled or directed, options and warrants (each equivalent in value to a common share) credited to each nominee as at the date hereof.

Name, position and jurisdiction of residence	Principal Occupation or employment during the past five years	Director since	Number of securities beneficially owned, controlled or directed, directly or indirectly (1)
Leigh Hughes <sup>(2)</sup> Director, Chief Executive Officer and Executive Chairman British Columbia, Canada	Mr. Hughes is the CEO and Executive Chairman for the Corporation and devotes 75% of his professional time to the Company. Mr. Hughes is currently a corporate advisor to multiple listed companies on the ASX, CSE and TSX-V.	October 31, 2017	5,475,500 common shares <sup>(3)</sup> 4.1% undiluted 1,450,000 options
Michael Jennings <sup>(2)</sup> Director, Chief Operating Officer California USA	Mr. Jennings is an employee of the Company and devotes 100% of his professional time to the Company as CEO For 20 years, Mr. Jennings has worked in the Cannabis Industry within California	May 4, 2018	33,000,000 common shares 24.9% undiluted 1,550,000 Options
Paul Chow <sup>(2)</sup> Director British Columbia, Canada	Mr. Chow devotes 75% of his professional time to the Company as Director. For 18 years, Mr. Chow has provided business advisory services to both public and private companies.	June 6, 2017	7,078,500 common shares <sup>(4)</sup> 5.3% undiluted 1,450,000 Options

Name, position and jurisdiction of residence	Principal Occupation or employment during the past five years	Director since	Number of securities beneficially owned, controlled or directed, directly or indirectly (1)
Glen David Harder British Columbia, Canada	Lawyer and Founder and Principal of Harder & Company LLP	June 4, 2019	NIL

(1) The information as to Common Shares beneficially owned, not being within the knowledge of NGW, has been obtained from SEDI or furnished by the proposed directors individually.

(2) Member of the Audit Committee

(3) Common shares include 4,530,000 held by a Company owned by Leigh Hughes

(4) Common shares include 1,126,667 held in a spousal account

## NOMINEES FOR ELECTION AS DIRECTORS

**Leigh Hughes, BCOMM** – Chief Executive Officer/Director – Leigh is an integrated marketing communications and innovations professional of 15+ years. He has held board level positions for multiple companies and has success and experience in venture capital services and the commercialization of private and public companies across the globe, in particular: North America, Australia, and the Asia Pacific Region. He is currently a corporate advisor to multiple listed companies on the CSE and TSX-V.

**Michael Jennings** – Chief Operating Officer/Director – Mr. Jennings is a Californian native from the Central Valley that has been working in the Cannabis industry for 20+ years. In addition to large cultivation projects, Mike has specialized in owning and operating several dispensaries. As the co-founder of Loud Seeds, a multiple High Times Cannabis Cup winning breeding and cultivation company, he has been involved in cannabis cultivation, breeding, and marketing for 15+ years and has established brands in both the United States and Europe.

**Paul Chow** –Director – Mr. Chow has provided business advisory services for both public and private companies. He has founded, acted as a senior officer and director, and provided strategic planning for various companies in the cannabis, mining, oil and gas, and technology sectors during his career. Mr. Chow’s experience working within the Canadian equities market.

**Glen D. Harder** –Director – Mr. Harder possesses a wealth of experience and industry knowledge relating to local and international mining and finance, particularly in relation to issues of relevance to junior or venture issuers. He spent his early career developing transactional skills at a major Vancouver law firm, Mr. Harder established Harder & Company in 1992. Our downtown boutique law practice provides high level securities and corporate finance advice and services, in a relaxed and less formal business atmosphere. Mr. Harder has been a member of the British Columbia Law Society since 1986 and maintains memberships with the Canadian Bar Association and British Columbia Securities Subsection of the CBA.

To the best of management’s knowledge, other than described herein, no proposed director is, or has been within the last ten years, a director or executive officer of any company that:

- (a) while that person was acting in that capacity was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (b) after the director or executive officer ceased to be a director or executive officer, was the subject of a cease trade or similar order or an order which resulted from an event that happened while the director acted in that capacity that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

To the best of management’s knowledge, no proposed director has, within the ten 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.

Paul Chow was a director of 1040442 BC Ltd. when the company became subject to a cease trade order by the British Columbia

Securities Commission on December 2, 2016 for failure to file financial statements. The BC Securities Commission revoked the cease trade order on May 23, 2017. Mr. Chow resigned from the board of directors of 1040442 BC Ltd. on March 17, 2017.

None of our directors has been subject to (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

**The Company's Board of Directors recommends a vote "FOR" the appointment of each of the nominees as Directors. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the election of the directors set out in the table above.**

#### **Appointment and Remuneration of Auditor**

Shareholders will be asked to approve the appointment of **Dale Matheson Carr-Hilton LaBonte LLP**, Chartered Professional Accountants, as our auditor to hold office until the next annual general meeting of the shareholders at remuneration to be fixed by the directors.

Dale Matheson Carr-Hilton LaBonte LLP was appointed as our auditors on November 26, 2018 and as such, our Change of Auditor package is attached to this information circular as Schedule "B".

**The persons named in the enclosed Proxy will vote for the appointment of Dale Matheson Carr-Hilton LaBonte LLP of Vancouver, British Columbia, as our auditor to hold office until the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors.**

#### **Approval of Stock Option Plan**

##### *Description of Stock Option Plan*

The Company's stock option plan (the "**Option Plan**") provides for the issuance of stock options (an "Option") to acquire at any time up to a maximum of 10% of the Company's issued and outstanding Common Shares, including previously granted stock options. The Option Plan is considered a "rolling" stock option plan as the number of Common Shares reserved under the Option Plan increases with the number of the Company's issued and outstanding Common Shares.

The purpose of the Option Plan is to provide certain directors, officers and key employees of, and certain other persons who provide services to, the Company and its subsidiaries (the "**Optionees**") with an opportunity to purchase the Company's Common Shares and benefit from any appreciation in the value of the Company's Common Shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Company, thus enhancing the value of the Common Shares for the benefit of all the shareholders and increasing the ability of the Company and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Company.

Under the Option Plan, an option must be exercised within a period of five years from the date of grant. Within this five year period, the Company's Board may determine the period during which an option may be exercised. Any amendment to the Option Plan may require shareholder approval. If ratification of the Plan or a modified version thereof is not obtained, the Company will not proceed to grant options under the Plan.

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

##### *Eligible Participants*

The Option Plan provides that stock options may be granted to the Company's directors, officers, employees and consultants (and those of its subsidiaries).

##### *Shares Available for Issuance*

The Option Plan is considered a "rolling" stock option plan, as the number of shares available for issue under the Option Plan increases with the number of the Company's issued and outstanding shares. The maximum number of Common Shares that may be issuable under the Option Plan is a number equal to 10% of the number of issued and outstanding Common Shares on a non-diluted basis at any time.



The Option Plan is also considered an “evergreen” stock option plan as when an option expires or otherwise terminates for any reason without having been exercised in full, the number of common shares reserved for issuance under that expired or terminated stock option again become available for the purposes of the Option Plan. Any stock option outstanding when the Option Plan is terminated will remain in effect until such option is exercised or it expires.

#### *Limitations on the Grant of Options*

The Option Plan provides that it is solely within the discretion of the Board to determine who should receive stock options, in what amounts and for what term, subject to the following conditions:

- (a) The maximum number of Options which may be granted to any one director, officer, employee in any 12 month period shall be 5% of the Company’s issued and outstanding Common Shares unless the Company has obtained disinterested shareholder approval, if required by the regulatory rules;
- (b) If required by the regulatory rules, disinterested shareholder approval is required to the grant to Insiders, within a 12 month period, of a number of Options which, when added to the number of outstanding stock options granted to Insiders within the previous 12 months, exceed 10% of the issued shares;
- (c) The expiry date of an Option shall be no later than the tenth anniversary of the grant date of such option;
- (d) The maximum number of Options which may be granted to any one consultant within a 12 month period must not exceed 2% of the Company’s issued and outstanding Common Shares; and
- (e) The maximum number of Options which may be granted within any 12 month period to employees or consultants engaged in investor relations activities must not exceed 1% of the Company’s issued and outstanding Common Shares and such options must vest in stages over 12 months with no more that 25% of the options vesting in any three month period.

#### *Exercise Price*

The price at which an Option holder may purchase a Common Share upon the exercise of a stock option will be as set out in the option certificate issued in respect of the option and in any event will not be less than the market price of the Common Shares as of the date of the grant of the stock option (the “**Award Date**”).

The market price of the Common Shares for a particular Award Date will typically be the closing trading price of the Company’s Common Shares on the day immediately preceding the Award Date. In no case will a stock option be exercisable at a price less than the minimum prescribed by the CSE or the applicable regulatory authorities that would apply to the award of the stock option in question.

#### *Expiration or Termination*

Under the Option Plan, a stock option will expire immediately in the event an employee ceases to be an employee of the Company as a result of termination for cause. In the event an employee ceases to be an employee as a result of resignation or termination without cause, a stock option will expire 30 days after the end of an employee’s notice period or at such other date as determined by the Board. In addition, a stock option will expire, unless otherwise determined by the Board, 30 days after: (i) a director ceases to be a director; and (ii) the expiration of a service provider’s contract. In the event of the death of an option holder, the expiry date shall be the first anniversary of the option holder’s date of death.

#### *Vesting*

Stock options granted to directors, officers, employees or service providers will vest as determined by the Board. In the event of a change of control, all options outstanding will vest immediately and be exercisable.

#### *Amendments to the Plan*

The Board of Directors of the Company may amend any existing Option or the Option Plan or the terms and conditions of any Option thereafter to be granted provided that where such amendment relates to an existing Option and it would:

- (a) Materially decrease the rights or benefits accruing to an Option Holder; or
- (b) Materially increase the obligations of an Option Holder;

Then unless otherwise excepted out by a provision of the Option Plan, the board of Directors must also obtain the written consent of the Option Holder in question to such amendment. If at the time the exercise price of an Option is reduced the Option Holder is an Insider of the Company, the Insider must not exercise the option at the reduced exercise price until the reduction in exercise price has been approved by disinterested shareholders of the Company, if required by the CSE.

The Company has an incentive stock option plan (the "Plan") whereby it may grant options to directors, officers, employees, and consultants of the Company. On April 6, 2018, and subsequently amended on October 18, 2018 to conform to CSE guidelines, the Directors approved the Plan whereby a maximum of 10% of the Company's issued and outstanding common shares will be reserved for issuance. A copy of the Option Plan is available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com), or from the Company upon request.

At the Meeting, the shareholders of the Company will be asked to re-approve and ratify the Option Plan.

As of the date of this Circular, there are 10,303,000 stock options issued and outstanding under the Option Plan (7.8% of the issued and outstanding share capital).

### ***Shareholder Approval***

The resolution respecting the re-approval and ratification of the Option Plan and the grants of options thereunder (the "**Option Plan Resolution**") must be approved by a majority of the votes cast by shareholders of the Company present or represented by proxy at the Meeting.

The text of the Option Plan Resolution is set out below.

### ***Resolution Approving the Adoption of the Option Plan***

The ordinary resolution to approve the Option Plan, which will be presented at the Meeting and, if deemed appropriate, adopted with or without variation is as follows:

"IT IS RESOLVED THAT:

1. Subject to the Company receiving any other regulatory approvals if so required, the Option Plan as described in the management information circular dated May 28, 2019 and all unallocated entitlements issuable pursuant to the Option Plan are hereby approved and ratified and authorized for issuance until the date that is one year from the date of the Meeting; and
2. Any one director or officer of the Company is authorized and directed on behalf of the Company to execute all documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the foregoing provisions of this resolution."

**The Company's Board of Directors recommends a vote "FOR" the Stock Option Plan Resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the Stock Option Plan resolution set out above.**

## EXECUTIVE COMPENSATION

Unless otherwise noted, the following information is for the Company's last completed financial year ended December 31, 2018.

### Named Executive Officers

For the purposes of this Circular, a Named Executive Officer ("NEO") of the Company means each of the following individuals:

- a) the Chief Executive Officer ("CEO") of the Company;
- b) the Chief Financial Officer ("CFO") of the Company;
- c) 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 and whose total compensation was, individually, more than \$150,000 per year; and
- d) each individual who would be a NEO under paragraph (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 the most recently completed financial year.

### Director and Named Executive Office Compensation

The following table sets forth a summary of the compensation paid to the NEOs and the Directors for the two most recently completed financial years:

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 (\$)
Michael Jennings COO, Director	2018	145,000	Nil <sup>(1)</sup>	Nil	Nil	Nil	145,000
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Gordon Jang CFO	2018	50,000 <sup>(2)</sup>	Nil	Nil	Nil	Nil	50,000
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Paul Chow Director	2018	66,000 <sup>(3)</sup>	Nil	16,500	Nil	Nil	82,500
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Leigh Hughes CEO, Director	2018	66,000 <sup>(4)</sup>	Nil	16,500	Nil	Nil	82,500
	2017	Nil	Nil	Nil	Nil	Nil	Nil
David Wilson <sup>(5)</sup> <i>Former Director</i>	2018	33,000 <sup>(6)</sup>	Nil	16,500	Nil	Nil	49,500
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Jason Tomkinson <i>Former President</i> <sup>(7)</sup>	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	25,185	Nil	Nil	Nil	Nil	25,185

<sup>(1)</sup> Mr. Jennings has a performance plan that includes 10,000,000 common shares, deemed the Performance Shares, that are held in escrow to be released upon the completion of certain targets.

<sup>(2)</sup> Denotes fees paid by the Corporation for consulting services provided by Mr. Jang through a company controlled by him.

<sup>(3)</sup> Denotes fees paid by the Corporation for consulting services provided by Mr. Chow through a company controlled by him.

<sup>(4)</sup> Denotes fees paid by the Corporation for consulting services provided by Mr. Hughes through a company controlled by him.

<sup>(5)</sup> Mr. Wilson resigned on May 31, 2019

<sup>(6)</sup> Denotes fees paid by the Corporation for consulting services provided by Mr. Wilson through a company controlled by him.

<sup>(7)</sup> Mr. Tomkinson resigned on December 18, 2017.

None of the NEOs receives perquisites or personal benefits worth in aggregate 10% or more of their total salary, or any post-retirement benefits (including insurance).

There are no employment, consulting or management agreements under which compensation is paid to a director or named executive officer.

### Stock Options and other Compensation Securities

#### Compensation Securities

The following table sets out for each NEO and Director of the Company all compensation securities granted or issued to each for services provided or to be provided, directly or indirectly, to the Company as at the record date of May 28, 2019:

COMPENSATION SECURITIES							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class <sup>(1)</sup>	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
Gordon Jang CFO	Stock options	200,000 200,000 stock options (1.94%) 200,000 underlying common shares (0.15%)	2018-04-17	0.35	0.35	0.33	2023-04-17
Paul Chow Director	Stock options	1,000,000 450,000 1,450,000 stock options (14.07%) 1,450,000 underlying common shares (1.09%)	2018-04-17 2019-02-05	0.35 0.57	0.35 0.57	0.33	2023-04-17 2024-02-05
Leigh Hughes Director / CEO	Stock options	1,000,000 450,000 1,450,000 stock options (14.07%) 1,450,000 underlying common shares (1.09%)	2018-04-17 2019-02-05	0.35 0.57	0.35 0.57	0.33	2023-04-17 2024-02-05
Michael Jennings Director / COO	Stock options	1,000,000 550,000 1,550,000 stock options (15.04%) 1,550,000 underlying common shares (1.17%)	2018-04-17 2019-02-05	0.35 0.57	0.35 0.57	0.33	2023-04-17 2024-02-05
David Wilson <sup>(2)</sup> Former Director	Stock options	700,000 450,000 1,150,000 stock options (14.07%) 1,150,000 underlying common shares (0.87%)	2018-04-17 2019-02-05	0.35 0.57	0.35 0.57	0.33	2023-04-17 2024-02-05

(1) The percentage of class is based on the total number of options and common shares outstanding as at the record date: 132,462,040 common shares and 10,303,000 stock options.

(2) Mr. Wilson resigned on May 31, 2019

There were no compensation securities exercised during the year ended December 31, 2018.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as at Record date of May 28 2019, information regarding outstanding options, warrants and rights granted by the Company under its equity compensation plans.

### Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders	Nil	Nil	Nil
Equity compensation plans not approved by shareholders	Stock Options – 10,303,000	Stock Options – \$0.50	Stock Options: 1,571,312
<b>Total</b>	10,303,000		1,571,312

### DISCLOSURE OF CORPORATE GOVERNANCE PRACTICE

The Board of Directors is committed to ensuring that the Company identifies and implements effective corporate governance practices, which are both in the interest of its shareholders and contributes to effective and efficient decision making.

The Company's approach to significant issues of corporate governance is designed to ensure that the business and affairs of the Company are effectively managed to enhance shareholder value. Management has been able to draw assistance from individual directors as well as seek advice from the Board of Directors as a whole, when circumstances require.

In accordance with National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (the "**Disclosure Instrument**") and National Policy 58-201 – *Corporate Governance Guidelines* (the "**Guidelines**") the Company is required to disclose, on an annual basis, its approach to corporate governance. In addition, the Company is subject to National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), which prescribes certain requirements in relation to audit committees and defines the meaning of independence with respect to directors. These reflect current regulatory guidelines of the Canadian Securities Administrators.

The Company has established its own corporate governance practices in light of these guidelines, as set forth below. In certain cases, the Company's practices will comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

The Company's corporate governance practices have not been extensively developed. The Board will continue to review with management the corporate governance practices of the Company to ensure that they are sound practices for effective and efficient decision making.

#### Board of Directors and Directorships

The Board of Directors is responsible for the governance of the Company. It establishes the overall policies and standards of the Company. The Board of Directors meets on a regularly scheduled basis. In addition to these meetings the directors are kept informed of operations through regular reports and analyses by, and discussions with, management.

The Board of Directors of the Company is currently comprised of four directors, all of whom are proposed to be nominated for election as set out in the table on pages 5 and 6 of this Circular.

National Instrument 52-110 *Audit Committees* ("**NI 52-110**") defines an "independent" director as one who has no direct or indirect "material relationship" with the Company. A "material relationship" is defined as a relationship that could, in the view of the Company's Board of Directors, reasonably be expected to interfere with the exercise of a director's independent judgement.

NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship with the Company.

Applying the definition set out in NI 52-110, 2 of the four members of the Board are independent. The persons who are independent are Paul Chow and Michael Jennings. Leigh Hughes and Michael Jennings are not independent by virtue of the fact that they are executive officers of the Company.

The Board meets quarterly, as necessary when operations warrant, and following an annual meeting of shareholders of the Company. In carrying out its responsibilities, the Board requires management of the Company to prepare and submit budgets and programs for approval of the Board. These budgets and programs, and any updates, are to be reviewed at the Board's quarterly meetings.

In addition to their positions on the Board, the following directors also serve as directors of the reporting issuers or reporting issuer equivalent(s):

<b>Name of Director</b>	<b>Reporting Issuer(s) or Equivalent(s)</b>
Leigh Hughes	Gatlin Exploration Inc Bluebird battery Metals Inc.
Glen David Harder	Victory Resources Corporation Klondike Silver Corp.
Paul Chow	Goldeneye Resources Corp. Invictus Financial Inc.

#### **Orientation and Continuing Education**

Upon election or appointment of new directors, the Company will provide new directors with an information package of the Company, including, among other things, its policies, procedures and disclosures. Generally, the Company expects that the board members have a familiarity with the business of cannabis. Professional advisors may be invited to attend Board meetings, as needed. The Company also relies on the relatively straightforward nature of its business and the established qualifications and expertise of its board members.

#### **Ethical Business Conduct**

The Board adopted a written Code of Conduct (the "**Code**") on April 18, 2018. The Code is available from the Company upon request.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of a company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, if a director of a company also serves as a director or officer of another company engaged in similar business activities to the first company, that director must comply with the conflict of interest provisions of the BCBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgement in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors that evoke such a conflict.

The Audit Committee will monitor compliance with the Code by receiving reports from management as to any actual or alleged violations, as appropriate. In accordance with the provisions of the Code and applicable corporate law, any director or executive officer who holds a material interest in a proposed transaction or agreement involving the Company will be required to disclose that interest to the Audit Committee and abstain from voting on approval of such transactions as appropriate.

## **Nomination of Directors & Assessments**

Potential candidates for appointment to the Board will be considered by the entire Board of Directors of the Company. The Board has no specific procedures for regularly assessing the effectiveness and contribution of the Board, its committees or individual directors. Members of the Board and representatives of the industry are consulted for possible candidates.

With respect to the Board as a whole, the Board will monitor its performance on an ongoing basis and as part of that process, consider the overall performance of the Company and input from its shareholders. The Board as a whole is responsible for assessing its effectiveness, its members and each committee in consultation with the chair of the Board and the chair of each committee.

## **AUDIT COMMITTEE**

NI 52-110 requires that certain information regarding the Audit Committee of an issuer be included in the management information circular sent to shareholders in connection with the issuer's annual meeting and that the Audit Committee to meet certain requirements.

### **Audit Committee Charter**

The full text of the charter of the audit committee of the Company (the "Audit Committee") is attached as Schedule "A" to this Circular.

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

The Audit Committee is currently composed of three directors: Leigh Hughes – not independent, Michael Jennings and Paul Chow.

### **Relevant Education and Experience**

All members of the Audit Committee have a broad understanding of the accounting principles that are applied to the preparation of financial statements. All members of the Audit Committee are financially literate in accordance with National Instrument 52-110 Audit Committees. For details regarding the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member, see "Directors and Officers".

### **Mandate and responsibilities of the Audit Committee**

The Audit Committee's mandate and responsibilities are detailed in its Charter, and include: (i) reviewing and recommending for approval to the Board the financial statements, accounting policies that affect the statements, annual MD&A and associated press releases; (ii) being satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assessing those procedures; (iii) establishing and maintaining complaint procedures regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; (iv) overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing such other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting; (v) pre-approving all non-audit services to be provided to the Company or its subsidiary entities by the external auditor; (vi) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company; and (vii) reviewing and approving the Company's hiring policies regarding partners, employees, and former partners and employees of the present and former external auditor of the Company.

The Audit Committee is to meet at least quarterly to review financial statements and MD&A and to meet with the Company's external auditors at least once a year. Directors are invited to hold in-camera sessions at any time, including after Board and committee meetings. During these in-camera sessions, members of management are not present. The Company believes that these in-camera sessions contribute to the Board's independent oversight. During the fiscal year ended December 31, 2018 two Audit Committee meetings have been held.

## Pre-Approval Policies and Procedures

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Corporation's Board, and where applicable the audit committee, on a case-by-case basis.

## Complaints

The Audit Committee has established a "Whistleblower Policy" which outlines procedures for the confidential, anonymous submission by employees regarding the Company's compliance with all applicable government laws, rules and regulations, corporate reporting and disclosure, accounting practices, accounting controls, auditing practices and other matter relating to fraud against shareholders (the "Accounting Concerns"), without fear of retaliation of any kind. If an applicable individual has any concerns about any of the Accounting Concerns which they consider to be questionable, incorrect, misleading or fraudulent, the applicable individual is urged to come forward with any such information, complaints or concerns, without regard to the position of the person or persons responsible for the subject matter of the relevant complaint or concern.

The applicable individual may report their concern in writing, by telephone or e-mail and forward it to the Chairman of the Audit Committee. All submissions will be treated on a confidential and anonymous basis, except when the Accounting Concerns refer to violation of any applicable law, rule or regulation that relates to the corporate reporting and disclosure, and to violation of the Company's Code, when the person making the submission must be identified for purposes of performing the investigation. Further, the Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith an Accounting Concern.

Promptly following the receipt of any complaints submitted to it, the Audit Committee will investigate each complaint and take appropriate corrective actions. The "Whistleblower Policy" is to be reviewed by the Audit Committee on an annual basis.

## Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor that was not adopted by the Company's Board of Directors.

## Reliance on Exemptions in NI 52-110 regarding *De Minimis* Non-audit Services or on a Regulatory Order Generally

In respect of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted by a securities regulator under Part 8 (*Exemptions*) of NI 52-110.

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of NI 52-110 with respect to compliance with the requirements of Part 5 (*Reporting Obligations*) of NI 52-110.

## Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter.

## External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the two last financial years.

Financial Year Ending	Audit Fees <sup>(1)</sup>	Audit Related Fees <sup>(2)</sup>	Tax Fees <sup>(3)</sup>	All Other Fees <sup>(4)</sup>
December 31, 2018	23,000	-	-	-
December 31, 2017	5,000	-	-	-

(1) The aggregate fees billed by the Company's auditor for audit fees.

(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the "Audit Fees" column.

(3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice, and tax planning.

(4) All other fees billed by the auditor for products and services not included in the foregoing categories.



## **OTHER BUSINESS**

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the shareholders at the Meeting, **it is intended that the Proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

## **ADDITIONAL INFORMATION**

Additional information relating to the Company may be found under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information about the Company may be found in the Company's financial statements and Management's Discussion and Analysis for its most recently completed financial year and may be viewed on the SEDAR website at the location noted above.

Shareholders may contact the Company by mail at Suite 1680 – 200 Burrard Street, Vancouver, British Columbia, by facsimile at and by telephone at 604-589-2848 to request copies of the Company's financial statements and Management's Discussion and Analysis.

DATED this June 3, 2019.

**ON BEHALF OF THE BOARD OF DIRECTORS**  
Leigh Hughes  
Chief Executive Officer and Executive Chairman

**NEXT GREENWAVE HOLDINGS INC.**

**AUDIT COMMITTEE MANDATE**

**A. PURPOSE**

The audit committee (the “**Audit Committee**”) of Next Green Wave Holdings Inc. (the “**Corporation**”) is responsible for ensuring accounting integrity and solvency. The Audit Committee is also responsible for ensuring the appropriateness of insurance and investment of liquid funds. The Audit Committee will assist the board of directors of the Corporation (the “**Board**”) in fulfilling its oversight responsibilities by:

- reviewing the integrity of the consolidated financial statements of the Corporation;
- appointing (subject to shareholder ratification if required), determining funding for, and overseeing the external auditor and reviewing the external auditor’s qualifications and independence;
- reviewing the performance of the Corporation’s external auditors;
- reviewing the timely compliance by the Corporation with all legal and regulatory requirements for audit and related financial functions of the Corporation;
- reviewing, and if applicable, approving, financial information contained in public filings of the Corporation prior to filing;
- reviewing earnings announcements of the Corporation prior to release to the public;
- reviewing the Corporation’s systems of and compliance with internal financial controls;
- reviewing the Corporation’s auditing, accounting and financial reporting processes;
- dealing with all complaints regarding accounting, internal accounting controls and auditing matters; and
- dealing with any issues that result from the reviews set forth above.

In performing its functions, the Audit Committee must comply with the requirements of applicable rules and laws, including National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) and applicable exchange policies. Nothing herein is intended to expand, or shall result in the expansion of, applicable standards of liability under Canadian law for directors of a corporation.

**B. MEMBERSHIP**

1. The Audit Committee will have a minimum of three members.
2. The members of Audit Committee must include that number of independent individuals as is prescribed by applicable securities laws, regulations and policies. “Independent” shall have the meaning, given to it in NI 52-110, as may be amended from time to time.
3. At the time of his or her appointment to the Audit Committee, each member of the Audit Committee shall be financially literate. “Financial literacy” shall be determined by the Board in the exercise of its business judgment, and shall include the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.
4. Appointments and replacements to the Audit Committee will be made by the Board and will be reviewed on an annual basis. The Board will provide for continuity of membership, while at the same time allowing fresh perspectives to be added. The Board may remove the members of the Committee, with or without cause.
5. The Chair of the Audit Committee will be appointed by the Board.

### **C. MEETINGS**

1. The Audit Committee may meet, in person, telephonically or electronically, as many times per year as necessary to carry out its responsibilities, but must meet at least once every quarter. No business may be transacted at a meeting unless a quorum of the Audit Committee is present. Two members of the Audit Committee shall constitute a quorum.
2. The Audit Committee shall maintain minutes or other forms of records of the meetings and activities of the Audit Committee in sufficient detail to convey the substance of all discussions held, and shall report to the Board, within a reasonable time period, the proceedings of the Audit Committee and any recommendations made by the Audit Committee.
3. Meetings of the Audit Committee will be held at the request of any member of the Audit Committee or at the request of the Corporation's external auditors. The Corporation's external auditor is entitled to receive notice of every meeting of the Audit Committee and to attend and be heard at every meeting, at the expense of the Corporation and, if so requested by a member of the Audit Committee, shall attend every meeting of the committee held during the term of office of the auditor.
4. The Audit Committee may invite to a meeting any officers or employees of the Corporation, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities. Provision will be made to meet privately with external auditors.

### **D. FINANCIAL REVIEW**

1. The Audit Committee will review the Corporation's financial statements, management discussion and analysis ("MD&A") and the related press releases before such documents are presented to the Board or disclosed publicly, as the case may be.
2. The Audit Committee will review the interim financial statements of the Corporation, the related MD&A, and the press release thereon. If advisable, the Audit Committee shall approve, on behalf of the Board, the interim financial statements and related MD&A for public disclosure.
3. The Audit Committee will review the annual audited financial statements of the Corporation, the auditor's report thereon, the related MD&A, and the press release thereon. If advisable, the Audit Committee shall approve and recommend for Board approval the annual financial statements and related MD&A.
4. The Audit Committee will review other financial information and financial documents that require the approval of the Board. These will include statements in prospectuses and other offering memoranda, news release containing financial information, or other documents including financial outlooks or future oriented financial information and statements required by regulatory authorities. After completing its review, if advisable, the Audit Committee shall approve and recommend for Board approval such financial information.
5. The Audit Committee will issue any necessary reports required of the Audit Committee to be included in the Corporation's annual proxy materials.
6. The Audit Committee will review and discuss with management and the external auditor any major issue as to the adequacy and effectiveness of internal controls over the accounting and financial reporting systems of the Corporation, either directly, or through the external auditors or other advisors and obtain and review a report from the external auditor, at least annually, regarding the same; and the Audit Committee will review and discuss with management and the external auditor any special steps adopted in light of material internal control deficiencies and the adequacy of disclosures about changes in internal controls over financial reporting.
7. The Audit Committee will review, with the external auditors, the results of the external audit and any changes in accounting practices or policies, or in the financial statements as a result thereof. In addition, the Audit Committee will review any accruals, provisions, or estimates that have a significant effect upon the financial statements, as well as other sensitive matters such as disclosure of related party transactions.
8. The Audit Committee will discuss with management and the external auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Corporation's financial statements or accounting policies.

## **E. AUDITORS**

1. The Audit Committee is responsible for overseeing the work of the external auditor and will communicate directly with the external auditors as required. The external auditor of the Corporation must report directly to the Audit Committee.
2. The Audit Committee will be responsible for resolving disagreements between the auditors and the Company's management.
3. The Audit Committee shall review and, if advisable, select and recommend for Board approval the external auditors to be nominated and the compensation of such external auditor. The Audit Committee shall have ultimate authority to approve all audit engagement terms and fees.
4. The Audit Committee will evaluate the qualifications, performance and independence of the external auditor and the senior audit partners having primary responsibility for the audit, including considering whether the auditor's quality controls are adequate.
5. The Audit Committee will receive from the external auditor a formal written statement delineating all relationships between the external auditor and the Corporation and will actively engage in a dialogue with the external auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
6. The Audit Committee must pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by the external auditor. Notwithstanding the foregoing, the Audit Committee: (a) may delegate to one or more independent members the authority to pre-approve any non-audit service to be provided by the external auditor, to the extent permitted by applicable law, provided that any pre-approvals granted pursuant to such delegation will be reported to the full Audit Committee at its next scheduled meeting; and (b) establish policies and procedures, from time to time, pre-approving certain non-audit services to be provided by the external auditor, provided (i) such pre-approval policies and procedures are detailed as to the particular service, (ii) the Audit Committee is informed of each non-audit service, and (iii) the procedures do not include delegation of the Audit Committee's responsibilities to management.
7. The Audit Committee will review and approve the Corporation's hiring policies regarding partners, employees, former partners and former employees of the present and former external auditor of the Corporation.
8. The Audit Committee has the authority, to the extent it deems necessary or appropriate, to retain independent counsel and any other advisors. The Corporation will provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the external auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and to any advisors employed by the Audit Committee.

## **F. MISCELLANEOUS**

1. The Audit Committee will establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
2. The Audit Committee will review the policies and practices of the Corporation regarding the regular examination of officers' expenses and perquisites, including the use of the assets of the Corporation.
3. The Audit Committee will ensure and periodically assess that policies and procedures to maintain the integrity of the Corporation's public disclosure of financial information extracted or derived from its financial statements are in place and are effective.
4. The Corporation must provide appropriate funding, as determined by the Audit Committee, for payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
5. The Audit Committee will review and, if advisable, approve all related party transactions.
6. The Audit Committee will review and reassess the adequacy of this mandate as it deems appropriate.

Approved by the Board effective April 1, 2018

**Schedule "B"**

**CHANGE OF AUDITOR PACKAGE**



**JACKSON & COMPANY**  
*Chartered Accountants*

800 – 1199 West Hastings Street  
Vancouver, British Columbia  
Canada V6E 3T5  
Telephone: +1 604 630 3838  
Facsimile: +1 888 241 5996

---

November 26, 2018

The Canadian Securities Exchange  
Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission

Dear Sirs/Mesdames:

**RE: Next Green Wave Holdings Inc. (The “Company”)  
Notice Pursuant to National Instrument 51-102 - Change of Auditor**

We acknowledge receipt of a Notice of Change of Auditor (the “Notice”) dated November 26, 2018 delivered to us by the Company in respect of the change of auditor of the Company.

Pursuant to National Instrument 51-102, please accept this letter as confirmation that we have reviewed the Notice and, based on our knowledge as at the time of receipt of the Notice, we agree with the statements set out in the Notice

Yours very truly,

*Jackson & Company*

CHARTERED PROFESSIONAL ACCOUNTANTS



DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

VANCOUVER  
1500 – 1140 W. Pender Street  
Vancouver, BC V6E 4G1  
TEL 604.687.4747 | FAX 604.689.2778

TRI-CITIES  
700 – 2755 Lougheed Hwy.  
Port Coquitlam, BC V3B 5Y9  
TEL 604.941.8266 | FAX 604.941.0971

WHITE ROCK  
301 – 1656 Martin Drive  
White Rock, BC V4A 6E7  
TEL 604.531.1154 | FAX 604.538.2613

WWW.DMCL.CA

November 26, 2018

**British Columbia Securities Commission**

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

**Canadian Securities Exchange**

9<sup>th</sup> Floor, 220 Bay Street  
Toronto, ON M5J 2W4

**Alberta Securities Commission**

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

**Ontario Securities Commission**

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

Dear Sirs:

Re: **Next Green Wave Holdings 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 proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated November 26, 2018 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,

DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

**PARTNERSHIP OF:**

VANCOUVER Bradley G. Allen Inc. Robert J. Burkart, Inc. Kenneth P. Chong Inc. Alvin F. Dale Ltd. Donald L. Furney, Ltd. David J. Goertz, Inc. Matthew G. Gosden, Inc. Barry S. Hartley, Inc. Cherry H. Ho, Inc. Robert J. Matheson, Inc. Rakesh I. Patel Inc. Lorraine W. Rinfret, Inc. Brad A. Robin Inc. SURREY Michael K. Braun Inc. Peter J. Donaldson, Inc. Harjit S. Sandhu, Inc. TRI-CITIES Isomura Services Corp. Brian M. Legge Inc. Fraser G. Ross, Ltd. Brian A. Shaw Inc.

NEXT GREEN WAVE HOLDINGS INC.

NOTICE OF CHANGE OF AUDITOR

National Instrument 51 102

TO: Alberta Securities Commission 600, 250 5th Street SW Calgary, Alberta T2P 0R4	British Columbia Securities Commission 701 West Georgia Street Vancouver, British Columbia V7Y 1L2
Ontario Securities Commission 22nd Floor, 20 Queen Street West Toronto, Ontario M5H 3S8	The Canadian Securities Exchange 220 Bay Street, 9th Floor Toronto, Ontario, M5J 2W4
Jackson & Company #800 – 1199 West Hastings Street Vancouver, BC, V6E 3T5	Dale Matheson Carr-Hilton LaBonte LLP #1500 - 1140 West Pender Street Vancouver, BC V6E 4G1

The directors of Next Green Wave Holdings Inc. (the “**Company**”) propose appoint Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants (“**DMCL**”), as auditors for the Company from the predecessor auditor Jackson & Company, as the predecessor auditor has now transitioned their entire practice to DMCL

The Company hereby gives notice pursuant to National Instrument 51-102, Continuous Disclosure Obligations (“**NI 51-102**”) as follows:

1. On November 26, 2018, at the request of the Company, Jackson & Company resigned as the auditor of the Company
2. On November 26, 2018 the resignation of Jackson & Company and the appointment of Dale Matheson Carr-Hilton LaBonte LLP was approved by the Company’s Audit Committee and Board of Directors;
3. In the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the most recently completed fiscal years of the Company nor any period from the most recently completed for which Jackson & Company issued an audit report in respect of the Company and the date of this Notice;
4. The Notice and Auditor's letters have been reviewed by the Company’s Audit Committee and the Board of Directors.

DATED at Vancouver, BC as of this 26<sup>th</sup> day of November, 2018.

**Next Green Wave Holdings Inc.**

/s/ David Wilson (Signature)

/s/ Gordon Jang (Signature)

David Wilson (Name – Please Print)

Gordon Jang (Name – Please Print)

Director (Title – Please Print)

Chief Financial Officer (Title – Please Print)