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MANAGEMENT INFORMATION CIRCULAR

April 18, 2019

SECTION 1 - INTRODUCTION

This management information circular (the “**Information Circular**”) accompanies the notice of annual general and special meeting (the “**Notice**”) and is furnished to shareholders (the “**Shareholders**” and each a “**Shareholder**”) holding common shares (the “**Shares**” and each a “**Share**”) in the capital of Isodiol International Inc. (the “**Company**”) in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 a.m. (Central Time) on Thursday, June 6, 2019, at the Westin Santa Fe Hotel (Ballroom A), Javier Barros Sierra 540, Lomas Santa Fe, Mexico City, Mexico, or at any adjournment or postponement thereof.

DATE AND CURRENCY

The date of this Information Circular is April 18, 2019. Unless otherwise stated, all amounts herein are in Canadian dollars.

SECTION 2 - PROXIES AND VOTING RIGHTS

MANAGEMENT SOLICITATION

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals’ authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

APPOINTMENT OF PROXY

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of April 18, 2019 (the “**Record Date**”) on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.

TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.

In order to be voted, the completed form of proxy must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc. (the “**Transfer Agent**”), at their offices located at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, by mail or fax, at least two business days (excluding Saturdays, Sundays and holidays recognized in the Province of Ontario) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder’s attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarized certified copy thereof, must accompany the form of proxy.

REVOCATION OF PROXIES

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder’s attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Transfer Agent at their offices located at 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (a) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (b) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

VOTING OF SHARES AND PROXIES AND EXERCISE OF DISCRETION BY DESIGNATED PERSONS

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting 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 NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders are “non-registered” shareholders because the shares 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 or self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements set out in National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), the Company has distributed copies of the Notice, this Information Circular and the form of proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of common shares

beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with the Transfer Agent as provided above; or

- (b) more typically, be given a voting instruction form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “**proxy authorization form**”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one-page pre-printed form. Sometimes, instead of a one-page pre-printed form, the proxy authorization will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit a Non-Registered Holder to direct the voting of the Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the Designated Persons named in the form and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.

There are two kinds of beneficial owners – 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). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from Intermediaries for distribution of proxy-related materials directly to NOBOs.

These Meeting Materials are being sent to both registered shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding shares on your behalf.

SECTION 3 - VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value and an unlimited number of preferred shares without par value. As of the Record Date, determined by the Board to be the close of business on April 18, 2019, a total of 48,274,532 Common Shares were issued and outstanding and no preferred shares were issued and outstanding. Each Common Share carries the right to one vote at the Meeting.

Only registered Shareholders as of the Record Date (April 18, 2019) are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the Company's directors and executive officers, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Company, other than as set forth below:

Name of Shareholder	Number of Common Shares Owned	Percentage of Outstanding Common Shares ⁽¹⁾
CDS & CO ⁽²⁾	29,326,897	60.75%
Jared A. Berry	9,382,677	19.44%

- (1) Based on 48,274,532 Common Shares issued and outstanding as of April 18, 2019. The Company believes all persons hold legal title and the Company has no knowledge of actual Common Share ownership. The Company has not conducted any independent searches to verify such information.
- (2) Management of the Company is unaware of the beneficial Shareholders of the Common Shares registered in the name of CDS & CO.
- (3) The number of Common Shares disclosed as being held directly and indirectly by Jared A. Berry is based solely on information reported by Jared A. Berry, which was available on the SEDI website (www.sedi.ca). The Company has not conducted any independent investigation to verify such information.

SECTION 4 – PARTICULARS OF MATTERS TO BE ACTED UPON

MANAGEMENT OF THE COMPANY KNOWS OF NO OTHER MATTERS TO COME BEFORE THE MEETING OTHER THAN THOSE REFERRED TO IN THE NOTICE OF MEETING. HOWEVER, IF ANY OTHER MATTERS THAT ARE NOT KNOWN TO MANAGEMENT SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING FORM OF PROXY CONFERS DISCRETIONARY AUTHORITY UPON THE PERSONS NAMED THEREIN TO VOTE ON SUCH MATTERS IN ACCORDANCE WITH THEIR BEST JUDGMENT.

Additional details regarding each of the matters to be acted upon at the Meeting are set forth below.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended March 31, 2018, together with the auditor's report thereon (the "**Financial Statements**"), will be presented to shareholders at the Meeting.

Copies of these documents will be available at the Meeting and may also be obtained by a shareholder upon request without charge from the Company, Suite 2710, 200 Granville Street, Vancouver, British Columbia, V6C 1S4. These documents are also available online under the Company's profile at www.sedar.com (SEDAR – System for Electronic Document Analysis and Retrieval).

Management will review the Company's financial results at the Meeting and shareholders and proxyholders will be given an opportunity to discuss these results with management. **No approval or other action needs to be taken at the Meeting in respect of these documents.**

ELECTION OF DIRECTORS

Number of Directors

At present, 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 duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at four (4). The number of directors will be approved if the affirmative vote of the majority of Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at four (4).

Management recommends shareholders vote in favour of the resolution setting the number of directors at four (4). Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the resolution setting the number of directors at four (4).

Nominees for Election

Management of the Company proposes to nominate the persons named in the table below for election by the Shareholders as directors of the Company. Each of the nominees, all of whom are presently members of the board of directors of the Company (the “**Board**”), has agreed to stand for election and management of the Company does not contemplate that any of the nominees will be unable to serve as a director.

Information concerning such persons, as furnished by the individual nominees, is as follows:

Name and Province/ Country of Residence and Present Office Held	Principal Occupation, Business or Employment for Last Five Years	Periods During Which Nominee Has Served as a Director	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾
<p>Marcos Agramont⁽²⁾ Arizona, USA</p> <p><i>Chief Executive Officer and Director</i></p>	<p>Chief Executive Officer and Director of Isodiol International Inc., May 2017 – present; Chief Operations Officer of EVR Premium Brands/Tree of Kindness Inc., November 2015 - March 2017; Director of Operations of HempMeds / Medical Marijuana Inc., January 2013 - November 2015; Distribution The Coca-Cola Refreshments, January 2011 - December 2012</p>	<p>May 10, 2017 - present</p>	<p>750,000</p>
<p>Patrick Ogle Nevada, USA</p> <p><i>Chief Operating Officer and Director</i></p>	<p>Chief Operating Officer and Director of Isodiol International Inc., September 2018 – present; Managing Partner of Nevada Corporate Counsel LLC, March 2010 - present</p>	<p>September 11, 2018 - present</p>	<p>702,915</p>
<p>Marvin Washington⁽²⁾ New Jersey, USA</p> <p><i>Director</i></p>	<p>Director of Isodiol International Inc., August 2018 – present; Consultant to Helius Medical Technologies, May 2016 – May 2018; Spokesman for KannaLife Sciences Inc., August 2015 – February 2016; Investment Advisor of William Small Wealth Management, October 2010 – July 2015</p>	<p>August 30, 2018 - present</p>	<p>363,709</p>
<p>Leonardo Matesanz⁽²⁾ Mexico City, Mexico</p> <p><i>Director</i></p>	<p>Director of Isodiol International Inc., November 2018 – present; Director of Pharnat Mexico (Isodiol Latin America & Europe), December 2017 – present; Chief Executive Officer of One 4 All, S.A. de C.V., 2001 – December 2017</p>	<p>November 21, 2018 - present</p>	<p>650,000</p>

(1) Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at April 18, 2019, based upon information furnished to the Company by the individual directors. The Company has not conducted any independent searches to verify such information.

(2) Member of the Audit Committee

Management recommends shareholders vote in favour of the election of each of the nominees listed above for election as directors of the Company for the ensuing year. Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the nominees.

Cease Trade Orders

No proposed director of the Company is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

All such representations are made upon the reliance of information provided by such individuals and the Company has not conducted any independent searches to verify such information.

Bankruptcies

No proposed director of the Company 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 executive 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.

No proposed director of the Company has, within 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 proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

All such representations are made upon the reliance of information provided by such individuals and the Company has not conducted any independent searches to verify such information.

Penalties and Sanctions

No proposed director of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

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

All such representations are made upon the reliance of information provided by such individuals and the Company has not conducted any independent searches to verify such information.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to vote for the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company to hold office until the next annual general meeting of Shareholders, or until a successor is appointed, and to authorize the directors of the Company to fix the auditor's remuneration. Davidson & Company LLP, Chartered Professional Accountants, was originally appointed as auditor of the Company on January 17, 2019.

D&H Group LLP, Chartered Professional Accountants, the former auditor of the Company, resigned as the auditor of the Company effective January 17, 2019, and Davidson & Company LLP, Chartered Professional Accountants, was then appointed. The resignation of D&H Group LLP, Chartered Professional Accountants, and the appointment of Davidson & Company LLP, Chartered Professional Accountants, were approved by the directors of the Company.

Attached to this Information Circular as Appendix B is the reporting package consisting of a change of auditor notice, a letter from D&H Group LLP, Chartered Professional Accountants, and a letter from Davidson & Company LLP, Chartered Professional Accountants, all as filed with the requisite securities regulatory authorities pursuant to the Company's change of auditor.

Management recommends shareholders vote in favour of the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the Board to fix the auditor's remuneration.

Unless you provide instructions otherwise, the Designated Persons intend to vote FOR the appointment of Davidson & Company LLP, Chartered Professional Accountants, as the Company's auditor until the close of its next annual general meeting and to authorize the Board to fix the remuneration to be paid to the auditor.

APPROVAL OF STOCK OPTION PLAN

The Board is seeking disinterested Shareholder approval of the Company's Stock Option Plan (the "**Plan**"). Although Shareholder approval of the Plan is not required pursuant to the policies of the Canadian Securities Exchange ("**CSE**"), the Board wishes to obtain maximum flexibility with respect to the granting of stock options under the Plan.

National Instrument 45-106 - *Prospectus Exemptions* ("**NI 45-106**") provides exemptions from the requirement to prepare and file a prospectus in connection with a distribution of securities. As the Company is listed on the CSE, the Company is classified as an "unlisted reporting issuer" for purposes of the exemption provided in Section 2.24 of NI 45-106 for distributions of securities to employees, executive officers, directors and consultants of the Company (the "**Exemption**"). NI 45-106 restricts the use of the Exemption by "unlisted reporting issuers" such as the Company, unless the Company obtains disinterested shareholder approval. Specifically, NI 45-106 provides that the Exemption does not apply to a distribution to an employee or consultant of the "unlisted reporting issuer" who is an investor relations person of the

issuer, an associated consultant of the issuer, an executive officer of the issuer, a director of the issuer, or a permitted assign of those persons if, after the distribution,

- (a) the number of securities, calculated on a fully diluted basis, reserved for issuance under options granted to
 - (i) related persons, exceeds 10% of the outstanding securities of the issuer, or
 - (ii) a related person, exceeds 5% of the outstanding securities of the issuer, or
- (b) the number of securities, calculated on a fully diluted basis, issued within 12 months to
 - (i) related persons, exceeds 10% of the outstanding securities of the issuer, or
 - (ii) a related person and the associates of the related person, exceeds 5% of the outstanding securities of the issuer.

The term “related person” is defined in NI 45-106 and generally refers to a director or executive officer of the issuer or of a related entity of the issuer, an associate of a director or executive officer of the issuer or of a related entity of the issuer, or a permitted assign of a director or executive officer of the issuer or of a related entity of the issuer. The term “permitted assign” includes a spouse of the person.

In accordance with the requirements of NI 45-106, the Board wishes to provide the following information with respect to the Plan so that the disinterested Shareholders may form a reasoned judgment concerning the Plan.

The purpose of this Plan is to attract and retain directors, officers, employees and consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through stock options granted under this Plan to purchase Shares. The Plan is a 10% “rolling” stock option plan pursuant to which the maximum number of Shares reserved under the Plan, together with all of the Company’s other previously established or proposed stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Shares, shall not result in the number of Shares reserved for issuance pursuant to stock options exceeding 10% of the issued and outstanding Shares as at the date of grant of any stock option under the Plan.

The Plan provides that:

1. The aggregate number of Shares subject to an option that may be granted to any one individual in any 12-month period under the Plan shall not exceed 5% of the issued and outstanding Shares determined at the time of such grant.
2. The aggregate number of Shares subject to an option that may be granted to any one consultant in any 12-month period under the Plan shall not exceed 2% of the issued and outstanding Shares determined at the time of such grant.
3. The aggregate number of Shares subject to an option that may be granted to any one person conducting Investor Relations Activities (as defined in the Plan) in any 12-month period under the Plan shall not exceed 2% of the issued and outstanding Shares determined at the time of such grant.

4. The Board shall specify the exercise price to be paid for Shares upon the exercise of stock options granted under the Plan. Subject to a minimum price of \$0.10 per Share and the price per Share paid by investors in a public distribution by prospectus within 90 days of a stock option grant, the exercise price of a stock option may not be less than the closing market price of the Shares on the trading day immediately preceding the date of grant of the option, less any applicable discount allowed by the CSE. The policies of the CSE currently provide that an issuer may not grant stock options with an exercise price lower than the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the stock options, and (b) the date of grant of the stock options.
5. The maximum term of stock options granted under the Plan is five years from the date of grant.
6. If a director, officer, employee or consultant ceases to be so engaged by the Company for any reason other than death, such director, officer, employee or consultant shall have the right to exercise any vested stock option granted to him or her under the Plan and not exercised prior to such termination within a period of 30 days after the date of termination, or such shorter period as may be set out in the optionee's written agreement.
7. If an optionee who is engaged in Investor Relations Activities (as defined in the Plan) ceases to be so engaged by the Company, such optionee shall have the right to exercise any vested stock option granted to the optionee under the Plan and not exercised prior to such termination within a period of 30 days after the date of termination, or such shorter period as may be set out in the optionee's written agreement.
8. If an optionee dies prior to the expiry of a stock option, his or her heirs or administrators may within 12 months from the date of the optionee's death exercise that portion of a stock option granted to the optionee under the Plan which remains vested and outstanding.
9. No stock option granted under the Plan or any right thereunder or in respect thereof shall be transferable or assignable (other than upon the death of the optionee).

At the Meeting, disinterested Shareholders will be asked to approve the following ordinary resolution (the "**Plan Resolution**"), which must be approved by at least a simple majority of the votes cast by disinterested Shareholders represented in person or by proxy at the Meeting who vote in respect of the Plan Resolution:

"RESOLVED, AS AN ORDINARY RESOLUTION OF DISINTERESTED SHAREHOLDERS THAT:

1. The Company's stock option plan (the "**Plan**"), as set forth in the Company's Information Circular dated April 18, 2019 (the "**Information Circular**"), including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued common shares of the Company, be and is hereby ratified, confirmed and approved, in accordance with its terms and conditions and with the policies of the Canadian Securities Exchange (the "**CSE**");
2. The Company's board of directors (the "**Board**") be and is hereby authorized in its absolute discretion to administer the Plan and amend

or modify the Plan in accordance with its terms and conditions and with the policies of the CSE;

3. The Board be and is hereby authorized in its absolute discretion to grant stock options under the Plan in reliance on the prospectus exemption provided in Section 2.24 [*Employee, executive officer, director and consultant*] of National Instrument 45-106 *Prospectus Exemptions* (“**NI 45-106**”) notwithstanding the limitations imposed by Section 2.25 [*Unlisted reporting issuer exception*] of NI 45-106; and
4. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his or her opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by the CSE or applicable securities regulatory authorities and to complete all transactions in connection with the administration of the Plan.”

The form of the Plan Resolution set forth above is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the Plan Resolution.

Management of the Company recommends that disinterested Shareholders vote in favour of the Plan Resolution at the Meeting. It is the intention of the Designated Persons named in the enclosed form of proxy, if not expressly directed otherwise in such form of proxy, to vote such proxy FOR the Plan Resolution.

The form of the proposed resolution set forth above is subject to such amendments as management may propose at the Meeting but which do not materially affect the substance of the proposed resolution.

SECTION 5 – STATEMENT OF EXECUTIVE COMPENSATION

GENERAL

For the purpose of this Statement of Executive Compensation:

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

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

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

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

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer (“CEO”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer (“CFO”), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, securities, similar instruments or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

DIRECTOR AND NEO COMPENSATION

DIRECTOR AND NEO COMPENSATION, EXCLUDING OPTIONS AND COMPENSATION SECURITIES

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary thereof, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary thereof for each of the two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year (ended March 31 st)	Salary, consulting fee, retainer or commission (\$) ⁽¹⁾	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Marcos Agramont ⁽²⁾ CEO and Director	2019	319,200	Nil	Nil	Nil	Nil	319,200
	2018	204,160	Nil	Nil	Nil	Nil	204,160
Eli Dusenbury ⁽³⁾ CFO	2019	100,000	Nil	Nil	Nil	Nil	100,000
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Patrick Ogle ⁽⁴⁾ Chief Operating Officer and Director	2019	186,200	Nil	Nil	Nil	Nil	186,200
	2018	N/A	N/A	N/A	N/A	N/A	N/A

Table of compensation excluding compensation securities

Name and position	Year (ended March 31 st)	Salary, consulting fee, retainer or commission (\$) ⁽¹⁾	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Marvin Washington ⁽⁵⁾ <i>Director</i>	2019	13,316	Nil	Nil	Nil	Nil	13,316
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Leonardo Matesanz ⁽⁶⁾ <i>Director</i>	2019	59,850	Nil	Nil	Nil	Nil	59,850
	2018	N/A	N/A	N/A	N/A	N/A	N/A
Amandeep Parmar ⁽⁷⁾ <i>Former Director</i>	2019	233,437	Nil	Nil	Nil	Nil	233,437
	2018	1,081,581	Nil	Nil	Nil	Nil	1,081,581
Soheil Samimi ⁽⁸⁾ <i>Former Director</i>	2019	52,000	Nil	Nil	Nil	Nil	52,000
	2018	114,082	Nil	Nil	Nil	Nil	114,082
Brian Loree ⁽⁹⁾ <i>Former CFO and Former Director</i>	2019	93,125	Nil	Nil	Nil	Nil	93,125
	2018	132,000	Nil	Nil	Nil	Nil	132,000
Ray Grimm Jr. ⁽¹⁰⁾ <i>Former CFO and Former Director</i>	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	58,892	Nil	Nil	Nil	Nil	58,892
Martin Carleton ⁽¹¹⁾ <i>Former Director</i>	2019	N/A	N/A	N/A	N/A	N/A	N/A
	2018	12,000	Nil	Nil	Nil	Nil	12,000

(1) All compensation paid in United States Dollars converted to Canadian Dollars at exchange rate of 1.33, the average exchange rate as per the Bank of Canada for the relevant periods of compensation.

(2) Marcos Agramont was appointed a CEO and a director on May 10, 2017. He also served as Chief Operating Officer from March 28, 2017, to September 11, 2018.

(3) Eli Dusenbury was appointed CFO and August 7, 2018.

(4) Patrick Ogle was appointed Chief Operating Officer and a director on September 11, 2018. The reported compensation includes professional fees paid to Mr. Ogle for legal services provided to the Company during the fiscal year ended March 31, 2019, prior to his appointment as an officer and director of the Company.

(5) Marvin Washington was appointed a director on August 30, 2018.

(6) Leonardo Matesanz was appointed a director on November 21, 2018.

(7) Amandeep Parmar served as a director from May 30, 2017, to November 21, 2018.

(8) Soheil Samimi served as a director from March 2, 2017, to September 11, 2018.

(9) Bryan Loree served as CFO from August 8, 2016, to August 7, 2018, and as a director from August 8, 2016, to August 3, 2018.

(10) Ray Grimm Jr. served as a President from May 2, 2016, to May 10, 2017, and as CEO and a director from December 16, 2016, to May 10, 2017.

(11) Martin Carleton served as a director from September 18, 2015, to April 4, 2017.

STOCK OPTIONS AND OTHER COMPENSATION SECURITIES

The following table sets out all compensation securities granted or issued to each NEO and director by the Company or one of its subsidiaries during the financial year ended March 31, 2019, for services provided or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and Position ⁽¹⁾	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class ⁽²⁾	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
Brian Loree <i>Former CFO and Former Director</i>	Common Shares	100,000 common shares (0.02%)	June 25, 2018	5.40	N/A	N/A	N/A
Eli Dusenbury <i>CFO</i>	Common Shares	100,000 common shares (0.02%)	September 13, 2018	3.95	N/A	N/A	N/A

	Stock Options	25,000 stock options (25,000 underlying Common Shares: 0.05%)	September 14, 2018	3.95	3.92	1.59	September 14, 2023
Marcos Agramont <i>CEO and Director</i>	Common Shares	250,000 common shares (0.52%)	March 29, 2019	1.59	N/A	N/A	N/A
Patrick Ogle <i>Chief Operating Officer and Director</i>	Common Shares	250,000 common shares (0.52%)	March 29, 2019	1.59	N/A	N/A	N/A
Leonardo Matesanz <i>Director</i>	Common Shares	250,000 common shares (0.52%)	March 29, 2019	1.59	N/A	N/A	N/A
Marvin Washington <i>Director</i>	Common Shares	250,000 common shares (0.52%)	March 29, 2019	1.59	N/A	N/A	N/A

- (1) As at March 31, 2019, being the last day of the Company's most recently completed year, NEOs and directors noted in the table above held no other FY2019 compensation securities issued by the Company.
- (2) Based on 48,274,532 Common Shares issued and outstanding as at March 31, 2019.

EXERCISE OF COMPENSATION SECURITIES BY DIRECTORS AND NEOs

The following table sets out each exercise by a director or NEO of compensation securities during the financial year ended March 31, 2019:

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price per Security (\$) ⁽¹⁾	Date of Exercise	Closing Price per Security on Date of Exercise (\$) ⁽¹⁾	Difference between Exercise Price and Closing Price on Date of Exercise (\$) ⁽¹⁾	Total Value on Exercise Date (\$)
Bryan Loree <i>Former CFO and Former Director</i>	Stock Options	30,000	1.60	June 25, 2018	5.40	3.80	114,000
	Stock Options	20,000	1.50	June 25, 2018	5.40	3.90	78,000
	Stock Options	100,000	2.05	June 25, 2018	5.40	3.35	335,000
	Stock Options	5,000	3.15	June 25, 2018	5.40	2.25	11,250
Soheil Samimi <i>Former Director</i>	Stock Options	30,000	1.60	June 25, 2018	5.40	3.80	114,000
	Stock Options	100,000	2.05	June 25, 2018	5.40	3.35	335,000
Amandeep Parmar <i>Former Director</i>	Stock Options	100,000	1.50	January 25, 2019	1.77	0.27	27,000

(1) Amounts shown on post-consolidated basis pursuant to consolidation effected July 24, 2018

STOCK OPTION PLANS AND OTHER INCENTIVE PLANS

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's incentive stock option plan (the "Plan"). Individual stock options are granted by the Board as a whole and the amounts of the option grants are dependent on, among other things, each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long term contribution to the Company will be crucial to its long-term success.

Stock options are normally granted by the Board when an executive officer or employee first joins the Company, based on their level of responsibility within the Company. Additional grants may be made

periodically to ensure that the number of options granted to any particular individual is commensurate with their level of ongoing responsibility within the Company. The Board also evaluates the number of options an individual has been granted, the exercise price of the options and the term remaining on those options when considering further grants. The Board specifies the exercise price to be paid for Shares upon the exercise of stock options granted under the Plan. Subject to a minimum price of \$0.10 per Share and the price per Share paid by investors in a public distribution by prospectus within 90 days of a stock option grant, the exercise price of a stock option may not be less than the closing market price of the Shares on the trading day immediately preceding the date of grant of the option, less any applicable discount allowed by the Canadian Securities Exchange (the “CSE”). The maximum term of options pursuant to the Plan is five years from the date of grant.

Pursuant to the policies of the CSE, stock options may be granted outside of the Plan. Of the 1,175,000 stock options outstanding as of March 31, 2019, 1,175,000 stock options were granted under the Plan and nil stock options were granted outside of the Plan under stock option agreements (the “**Stock Option Agreements**”) entered into with various directors, officers, employees, and consultants.

The exercise prices of the stock options granted pursuant to the Stock Option Agreements are \$2.05, \$3.15, and \$3.95 per share and the expiry dates of the stock options are June 16, 2019, September 1, 2019, and September 14, 2023. The Stock Option Agreements provide that the stock options granted thereunder will expire on the earlier of: (i) the expiry date as determined by the Board at the time of the grant of stock options; (ii) if the optionee ceases to be engaged by the Company, the stock options will expire 30 calendar days after the optionee ceases to be engaged by the Company; (iii) if the optionee is engaged in investor relations activities for the Company and ceases to be engaged by the Company, the stock options will expire 30 calendar days after the optionee ceases to be engaged by the Company; and (iv) if the optionee dies prior to the expiry of the stock options, the optionee’s heirs or administrators may exercise the optionee’s vested and outstanding stock options within 12 months from the date of the optionee’s death. The Stock Option Agreements provide that the stock options are not transferable or assignable.

A copy of the Plan is attached to this Information Circular as Appendix C. Although Shareholder approval of the Plan is not required pursuant to the policies of the CSE, the Board is seeking disinterested Shareholder approval of the Plan to obtain maximum flexibility with respect to the granting of stock options under the Plan. The Plan was previously approved by the Shareholders on March 12, 2018. See “Particulars of Matters To Be Acted Upon – *Approval of Stock Option Plan*” beginning on page 9.

The Stock Option Agreements have not been previously approved by the Shareholders, and the Board is not seeking approval of the Stock Option Agreements at the Meeting.

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

During the most recently completed financial year ended March 31, 2019, the Company did not have any employment, consulting or management agreements or arrangements with any of the Company’s current NEOs or directors, other than the agreements set out below.

At the commencement of FY2019, the Company entered into an updated services agreement with Marcos Agramont, pursuant to which the parties agreed that Mr. Agramont would serve as CEO and a director of the Company for annual compensation of \$240,000 USD. In addition, for services to be provided during the year, Mr. Agramont would also receive 250,000 common shares in the capital of the Company as further compensation.

On August 17, 2018, the Company entered into a services agreement with Eli Dusenbury, whereby the parties agreed that Mr. Dusenbury would serve as the CFO of the Company for annual compensation of \$150,000 per year. In addition, for services to be provided during the year, Mr. Dusenbury would also receive 100,000 common shares in the capital of the Company as further compensation.

During FY2019, the Company entered into a services agreement pursuant to which Patrick Ogle would act as Chief Operating Officer and a director of the Company for annual compensation of \$210,000 USD. In addition, for services to be provided during the year, Mr. Ogle would also receive 250,000 common shares in the capital of the Company as further compensation.

During FY2019, the Company entered into various licensing and services agreements Marvin Washington, All such agreements were subsequently amended during the year to provide for a nominal amount of annual compensation plus the issuance by the Company to Mr. Washington of 250,000 common shares in the capital of the Company.

During FY2019, the Company entered into a services agreement with Leonardo Matesanz, pursuant to which the parties agreed that Mr. Matesanz would serve as a director of the Company for annual compensation of \$10,000 USD. In addition, for services to be provided during the year, Mr. Matesanz would also receive 250,000 common shares in the capital of the Company as further compensation.

None of the aforementioned agreements contained provisions with respect to change of control, severance, termination or constructive dismissal, nor any incremental payments triggered by, or result from, change of control, severance, termination or constructive dismissal. Subsequent to the most recently completed financial year ended March 31, 2019, all NEO and director agreements were under review by the Board with the aim to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long term shareholder value; (b) align management's interests with long-term interests of shareholders; and (c) provide a compensation package to enable the Company to attract and retain talent.

OVERSIGHT AND DESCRIPTION OF DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

The objectives of the Company's compensation policies and procedures are to align the interests of the Company's directors and NEOs with the interests of the Shareholders. Therefore, a significant portion of total compensation granted by the Company, being the grant of stock options, is based upon overall corporate performance. The Company intends to rely on Board discussion without a formal agenda for objectives, criteria and analysis, when determining compensation for the Company's directors and NEOs. Compensation is not tied to performance criteria or goals such as milestones, agreements or transactions, and the Company does not use a "peer group" to determine compensation.

At present the Board does not have a Compensation Committee or a Nominating Committee. As such, all tasks related to developing and monitoring the Company's approach with respect to the compensation of the directors and officers of the Company and to developing and monitoring the Company's approach to the nomination of directors to the Board are performed by the members of the Board. Compensation for the Company's directors and NEOs is reviewed, recommended and approved by the Board as a whole, including the independent directors. The Company may form a Compensation Committee which will oversee compensation matters and may also form a Nomination Committee to oversee the nomination of directors in the future.

EXECUTIVE COMPENSATION PROGRAM

The Company's executive compensation program is comprised of two primary elements; a base fee or salary or consulting fee for certain persons, which constitutes short-term compensation, and long-term incentive compensation comprised of the grant of stock options. The Board reviews both components in assessing the compensation of individual NEOs.

Base fees or salaries are intended to provide current compensation and a short-term incentive for executive officers to meet the Company's goals, as well as to remain competitive within the industry. Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the executive officers.

Stock options are an important part of the Company's long-term incentive strategy for its officers and directors, permitting them to participate in any appreciation of the market value of the Shares over a stated period of time, and are intended to reinforce commitment to long-term growth and Shareholder value. Stock option grants reward overall corporate performance, as measured through the price of the Shares and enable executives to acquire and maintain a significant ownership position in the Company.

PENSION DISCLOSURE

The Company does not have any pension arrangements in place for its directors or NEOs.

SECTION 6 – AUDIT COMMITTEE

National Instrument 52-110 - *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

AUDIT COMMITTEE CHARTER

The text of the Audit Committee Charter is attached to this Information Circular as Appendix A.

COMPOSITION OF AUDIT COMMITTEE

The Company's Audit Committee is currently comprised of three directors consisting of Marcos Agramont, Leonardo Matesanz, and Marvin Washington. As defined in NI 52-110, Marcos Agramont, the Company's CEO, is not "independent" as he is an executive officer of the Company. Leonardo Matesanz and Marvin Washington are independent. The Company is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent. All of the Audit Committee members are "financially literate", as defined in NI 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as an understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The audit committee members meet periodically with management and annually with the external auditors.

RELEVANT EDUCATION AND EXPERIENCE

Each member of the Company's present Audit Committee has adequate education and experience that is relevant to his or her performance as an Audit Committee member and, in particular the requisite education and experience that have provided the member with:

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

Marcos Agramont

Mr. Agramont's corporate experience spans over 10 years of manufacturing, regulatory compliance, product innovation and development within the natural food, nutraceutical sectors and cannabis industry. He has developed products for two publicly traded companies both domestically and internationally. Mr. Agramont has been instrumental in the implementation of standardized regulations and processes used within the cannabis market that meet government compliance and he had the foresight of the emerging pharmaceutical transition of the cannabis industry through the innovation of concise delivery apparatuses and the formulation of 99% Isolate CBD. He helped to globally position the Company in the strategic acquisition of BSPG in the United Kingdom and further obtained an API (Approved Pharmaceutical Ingredient) status that further segmented its recognition throughout the European Union, South America, Japan, Australia and Canada. In addition, he has worked with foreign governments to filter the importation and distribution of cannabidiol as a treatment for various indications.

Leonardo Matesanz

Mr. Matesanz's corporate history includes over 25 years working with public and private companies in the retail, consumer, marketing, promotional and pharma sectors. He was Chief Executive Officer and founder of an international company and has extensive experience in executive planning, strategy and management. He has vast knowledge in developing international markets with sales, marketing and distribution operations and holds a Bachelor of Business Administration and an MBA in Marketing from the Anahuac University in Mexico City.

Marvin Washington

Mr. Washington is a graduate of Idaho University and a 2004 inductee into the University of Idaho Vandal Sports Hall of Fame. After football, Mr. Washington worked for William Small Wealth Management Group as a Financial Advisor. He worked in financial services for 10 years focusing on financial planning, retirement planning and estate planning. Now a serial entrepreneur, he is focused on the cannabis industry, in which he is an investor and co-owner of a number of cannabis ventures. Mr. Washington is also an NFL league ambassador for Athletes For Care and is a member of its Board of Directors. He has

been instrumental in starting discussion with the NFL Players Association for changes in the sport’s drug policies.

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 an external auditor not adopted by the Company’s Board.

RELIANCE ON CERTAIN EXEMPTIONS

At no time since the commencement of the Company’s most recently completed financial year ended March 31, 2019, has the Company relied on the exemption in section 2.4 of National Instrument 52-110 - *Audit Committees (De Minimis Non-audit Services)*, the exemption in section 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*), the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption, in whole or in part, granted under Part 8 of National Instrument 52-110.

PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. However, the Company’s Audit Committee Charter provides that the Audit Committee will pre-approve all non-audit services to be provided by the auditor to the Company or its subsidiaries. The text of the Audit Committee Charter is attached to this Information Circular as Appendix A.

EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees billed by the Company’s external auditor in the financial years ended March 31, 2018, and March 31, 2017, with respect to the Company, by category, are as follows:

Financial Year Ended March 31⁽¹⁾	Audit Fees⁽²⁾ (\$)	Audit-Related Fees⁽³⁾ (\$)	Tax Fees⁽⁴⁾ (\$)	All Other Fees⁽⁵⁾ (\$)
2018	199,605	Nil	8,500	10,000
2017	19,500	Nil	Nil	Nil

⁽¹⁾ Data not yet available for the financial year ended March 31, 2019, as audit is currently in process.

⁽²⁾ The aggregate audit fees billed.

⁽³⁾ 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 that are not included under the heading “Audit Fees”.

⁽⁴⁾ The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.

⁽⁵⁾ The aggregate fees billed for products and services other than as set out under the headings “Audit Fees”, “Audit Related Fees” and “Tax Fees”.

EXEMPTION

The Company is relying on the exemption provided by section 6.1 of National Instrument 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

SECTION 7 - CORPORATE GOVERNANCE

GENERAL

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”), the Company is required to disclose its corporate governance practices. Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company.

National Policy 58-201 - *Corporate Governance Guidelines* (“**NP 58-201**”) establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices and feels that the Company’s corporate governance practices are appropriate and effective for the Company given its current size.

COMPOSITION OF THE BOARD

The Board is currently composed of Marcos Agramont, Patrick Ogle, Marvin Washington, and Leonardo Matesanz. NP 58-201 suggests that the board of directors of a public company should be constituted of a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be expected to, interfere with the exercise of the director’s independent judgment.

Marvin Washington and Leonardo Matesanz are considered by the Board to be “independent” within the meaning of NI 58-101. Marcos Agramont and Patrick Ogle are executive officers of the Company and accordingly are considered to be “non-independent”.

BOARD MANDATE

The Board meets for formal board meetings on an as needed basis to review and discuss the Company’s business activities and to consider and, if thought fit, to approve matters presented to the Board for approval, and to provide guidance to management. In addition, management will informally provide updates to the Board at least once per quarter between formal meetings. In general, management consults with the Board when deemed appropriate to keep it informed regarding the Company’s affairs.

The Board facilitates the exercise of independent supervision over management through these various meetings. At present, the Board does not have any formal committees other than its Audit Committee.

When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independence. The composition of the Board is such that the independent directors have experience in business affairs and, as a result, these directors are able to provide independent supervision over management.

In the event of a conflict of interest at a meeting of the Board, the conflicted director will in accordance with corporate law and in accordance with his or her fiduciary obligations as a director of the Company, disclose the nature and extent of the interest to the other directors and abstain from voting on any matter in which the conflicted director has declared an interest.

DIRECTORSHIPS

None of the current directors of the Company presently serve as directors of other reporting issuers (or the equivalent) in a jurisdiction or a foreign jurisdiction.

ORIENTATION AND CONTINUING EDUCATION

The Company has not yet developed an official orientation or training program for new directors. As required, new directors will have the opportunity to become familiar with the Company by meeting with the other directors and with officers and employees. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

ETHICAL BUSINESS CONDUCT

The Board has not adopted a formal code of ethics. The Board relies on the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law to ensure the Board operates independently of management and in the best interests of the Company. The Board has found that these, combined with the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest, have been sufficient.

The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to:

- (a) the financial reporting process and the quality, transparency and integrity of the financial statements and other related public disclosures;
- (b) internal controls over financial reporting;
- (c) compliance with legal and regulatory requirements relevant to the financial statements and financial reporting; and
- (d) ensuring that there is an appropriate standard of corporate conduct for senior financial personnel.

NOMINATION OF DIRECTORS

As the Board does not have a nominating committee, the Board, as a whole, considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders. The Board takes into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board is also responsible for recruiting new members to the Board and planning for the succession of board members.

COMPENSATION

The Board is responsible for determining all forms of compensation, including long-term incentive in the form of stock options, to be granted to the CEO of the Company and the directors, and for reviewing the CFO's recommendations respecting compensation of the other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position. When determining the compensation of its officers, the Board considers: (i) recruiting and retaining executives critical to the

success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; (iv) rewarding performance, both on an individual basis and with respect to operations in general; and (v) permitted compensation under the rules of the Exchange.

BOARD COMMITTEES

The Board has no committees other than the Audit Committee. See "Section 6 - Audit Committee".

ASSESSMENTS

Any committee of the Board and individual directors will be assessed on an ongoing basis by the Board. The Board has not, as of yet, adopted formal procedures for assessing the effectiveness of the Board, its committees or individual directors.

SECTION 8 - OTHER INFORMATION

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As of March 31, 2019, the end of the Company's most recently completed financial year, the Company's stock option plan was the only equity compensation plan under which securities were authorized for issuance.

The following table provides information as at March 31, 2019, regarding the number of common shares to be issued pursuant to the Company's stock option plan. The Company does not have any equity compensation plans that have not been approved by its shareholders.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) ⁽¹⁾⁽²⁾	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) ⁽³⁾
Equity compensation plans approved by securityholders	1,175,000	\$2.60	3,652,453
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total:	1,175,000	\$2.60	3,652,453

(1) Underlying securities are common shares in the capital of the Company

(2) The Company does not have any warrants or rights outstanding under any equity compensation plans.

(3) Based on the Company's issued and outstanding Shares of 48,274,532 as at March 31, 2019.

Of the 1,175,000 stock options outstanding as of March 31, 2019, all stock options were granted under the Plan under the Stock Option Agreements.

A copy of the Plan is attached to this Information Circular as Appendix C and is available at the office of the Company at Suite 2710, 200 Granville Street, Vancouver, BC V6C 1S4, during regular business hours up to and including the date of the Meeting. See "Particulars of Matters to Be Acted Upon – Approval of Stock

Option Plan” for material terms of the Plan. See “Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans” for material terms of the Stock Option Agreements.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the most recently completed financial year ended March 31, 2019, and as at the date of this Information Circular, no executive officer, director, employee, or former executive officer, former director, or former employee of the Company, nor any proposed nominee for election as a director of the Company, nor any associate of any such person, has been indebted to the Company or any of its subsidiaries.

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

Except as disclosed elsewhere in this Information Circular, 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, each proposed nominee for election as a director of the Company, or any associate or affiliate of any such persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and the approval of the Company’s stock option plan, all described in this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no informed person of the Company, or proposed director of the Company, or any associate or affiliate of any informed person or proposed director, had any material interest, direct or indirect, in any transaction since the commencement of the Company’s most recently completed financial year ended March 31, 2019, or in 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.

MANAGEMENT CONTRACTS

The management functions of the Company are not to any substantial degree performed by any person other than the executive officers and directors of the Company. The Company has not entered into any contracts, agreements or arrangements with parties other than its directors and executive officers for the provision of such management functions.

OTHER MATTERS

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information about the Company is available in the Company's comparative consolidated annual financial statements and Management Discussion and Analysis for the financial year ended March 31, 2018 (together, the "**Financial Filings**"), which have been electronically filed with regulators and are available online under the Company's profile on SEDAR. Shareholders may contact the Company at its office by mail at Suite 2710, 200 Granville Street, Vancouver, British Columbia, V6C 1S4, or telephone number 604-409-4409 to request copies of the Company's Financial Filings.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

DATED at Vancouver, British Columbia, this 18th day of April, 2019.

By Order of the Board of Directors of
ISODIOL INTERNATIONAL INC.

"Marcos Agramont" _____

Marcos Agramont
Chief Executive Officer and Director

APPENDIX 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, a majority of whom will be independent. Independence of the board members will be as defined by applicable legislation.
- (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) *Financially 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) *Direct Responsibility for Overseeing Work of Auditors.* 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:

- (h) *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.
- (i) *Review of Interim Financial Statements.* Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (j) *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.
- (k) *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:

- (l) *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.

- (m) *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.
- (n) *Accounting Policies and Practices.* Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (o) *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.
- (p) *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

- (q) *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.
- (r) *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) *To Retain 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.

5. 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.

APPENDIX B

**CHANGE OF AUDITOR
REPORTING PACKAGE**



Suite 2710, 200 Granville Street
Vancouver, British Columbia, Canada V6C 1S4

To: D&H Group LLP, Chartered Professional Accountants
Davidson & Company LLP, Chartered Professional Accountants

Re: Isodiol International Inc. (the "**Company**")
Notice of Change of Auditor (the "**Notice**")

In compliance with Section 4.11 of National Instrument 51-102 – Continuous Disclosure Obligations ("**NI 51-102**"), please be advised as follows:

1. The Company has decided to change its auditor from D&H Group LLP, Chartered Professional Accountants, of 10th Floor, 1333 West Broadway, Vancouver, British Columbia, V6H 4C1, to Davidson & Company LLP, Chartered Professional Accountants, of Suite 1200, 609 Granville Street, Vancouver, British Columbia, V7Y 1G6.
2. The date of said change of auditor is January 17, 2019.
3. D&H Group LLP, Chartered Professional Accountants, has resigned on its own initiative.
4. The resignation of D&H Group LLP, Chartered Professional Accountants, and the appointment of Davidson & Company LLP, Chartered Professional Accountants, have been approved by the Company's Board of Directors.
5. None of the reports of D&H Group LLP, Chartered Professional Accountants, on any of the Company's financial statements relating to the "relevant period" (as such term is defined in section 4.11(1) of NI 51-102) expressed a modified opinion.
6. There has not been a "reportable event" (as such term is defined in section 4.11(1) of NI 51-102), which occurred in connection with the audit of the financial years ended March 31, 2018, and March 31, 2017, or for any period subsequent thereto.

Please review this Notice and prepare a letter identifying whether you agree, disagree and the reasons why, or have no basis to agree or disagree with each statement contained in this Notice, addressing your response to the relevant securities regulatory authorities (list of addresses attached hereto). Please deliver the response to the Company within seven (7) days from the date of this Notice.

This Notice and your reply will be part of the reporting package that will be filed with the applicable regulator or relevant securities administrators.

Dated this 22nd day of January, 2019.

ISODIOL INTERNATIONAL INC.

/s/ Eli Dusenbury
Eli Dusenbury
Chief Financial Officer

List of Addresses

Alberta Securities Commission
Suite 600, 250 – 5th Street SW
Calgary, Alberta T2P 0R4

British Columbia Securities Commission
P.O. Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, British Columbia V7Y 1L2

Ontario Securities Commission
20 Queen Street West, 22nd Floor
Toronto, Ontario M5H 3S8



D&H Group LLP
Chartered Professional Accountants
10th Floor, 1333 West Broadway
Vancouver, BC V6H 4C1
dgroup.ca
t 604.731.5881
f 604.731.9923

January 23, 2019

British Columbia Securities Commission
701 West Georgia Street
P.O. Box 10142, Pacific Centre
Vancouver, BC
V7Y 1L2

Alberta Securities Commission
Suite 600, 250 - 5th Street SW
Calgary, AB
T2P 0R4

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

Dear Sirs/Mesdames:

Re: Isodiol International Inc. (the "Company")
Notice of Change of Auditors ("Notice")

As required by National Instrument 51-102, we confirm that we have reviewed the information contained in the Notice dated January 22, 2019 by the Company and, based on our knowledge of such information at this time, we agree with the information contained in the Notice.

We understand that a copy of the Notice and this letter will be provided to the shareholders of the Company and filed on SEDAR.

Yours truly,

"D&H Group LLP"

D&H GROUP LLP

January 23, 2019

British Columbia Securities Commission
PO Box 10142, Pacific Centre
701 West Georgia Street
Vancouver, BC
V7Y 1L2

Ontario Securities Commission
20 Queen Street West, 19th Floor, Box 55
Toronto Ontario
M5H 3S8

Alberta Securities Commission
600, 250 – 5th Street S.W.
Calgary, AB
T2P 0R4

CNSX Markets Inc
220 Bay Street, 9th Floor
Toronto, ON
M5J 2W4

Dear Sirs / Mesdames:

Re: Isodiol International Inc. (the "Company")
Notice Pursuant to NI 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 January 22, 2019 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,

"DAVIDSON & COMPANY LLP"

DAVIDSON & COMPANY LLP
Chartered Professional Accountants



1200 - 609 Granville Street, P.O. Box 10372, Pacific Centre, Vancouver, B.C., Canada V7Y 1G6
Telephone (604) 687-0947 Davidson-co.com

APPENDIX C

STOCK OPTION PLAN

ISODIOL INTERNATIONAL INC.

INCENTIVE STOCK OPTION PLAN

PART 1

INTERPRETATION

1.1 Definitions. In this Plan, the following words and phrases shall have the following meanings:

- (a) **"Affiliate"** means a company that is a parent or subsidiary of the Company, or that is controlled by the same person as the Company;
- (b) **"Board"** means the board of directors of the Company and includes any committee of directors appointed by the directors as contemplated by Section 3.1;
- (c) **"Change of Control"** means the acquisition by any person or by any person and a Joint Actor, whether directly or indirectly, of voting securities of the Company, which, when added to all other voting securities of the Company at the time held by such person or by such person and a Joint Actor, totals for the first time not less than 50% of the outstanding voting securities of the Company or the votes attached to those securities are sufficient, if exercised, to elect a majority of the Board;
- (d) **"Company"** means Isodiol International Inc.;
- (e) **"Consultant"** means an individual or Consultant Company, other than an Employee or Director, that:
 - (i) is engaged to provide on an ongoing bona fide basis, consulting, technical, management or other services to the Company or to an Affiliate, other than services provided in relation to a distribution of securities;
 - (ii) provides such services under a written contract between the Company or an Affiliate;
 - (iii) in the reasonable opinion of the Company, spends or will spend a significant amount of time and attention on the affairs and business of the Company or an Affiliate; and
 - (iv) has a relationship with the Company or an Affiliate that enables the individual to be knowledgeable about the business and affairs of the Company;
- (f) **"Consultant Company"** means for an individual consultant, a company or partnership of which the individual is an employee, shareholder or partner;
- (g) **"CSE"** means the Canadian Securities Exchange;
- (h) **"Director"** means any director of the Company or any of its subsidiaries;

- (i) **“Eligible Person”** means a bona fide Director, Officer, Employee or Consultant, or a corporation wholly owned by such Director, Officer, Employee or Consultant;
- (j) **“Employee”** means:
 - (i) an individual who is considered an employee of the Company or a subsidiary of the Company under the *Income Tax Act* (and for whom income tax, employment insurance and CPP deductions must be made at source);
 - (ii) an individual who works full-time for the Company or a subsidiary of the Company providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions are not made at source; or
 - (iii) an individual who works for the Company or a subsidiary of the Company on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and who is subject to the same control and direction by the Company over the details and methods of work as an employee of the Company, but for whom income tax deductions need not be made at source;
- (k) **“Exchange”** means the CSE or any other stock exchange on which the Shares are listed for trading;
- (l) **“Exchange Policies”** means the policies, bylaws, rules and regulations of the Exchange governing the granting of options by the Company, as amended from time to time;
- (m) **“Expiry Date”** means a date not later than 5 years from the date of grant of an option;
- (n) **“Income Tax Act”** means the *Income Tax Act* (Canada), as amended from time to time;
- (o) **“Insider”** has the meaning ascribed thereto in the *Securities Act*;
- (p) **“Investor Relations Activities”** means any activities, by or on behalf of the Company or a shareholder of the Company, that promote or reasonably could be expected to promote the purchase or sale of securities of the Company, but does not include:
 - (i) the dissemination of information provided, or records prepared, in the ordinary course of business of the Company
 - A. to promote the sale of products or services of the Company, or
 - B. to raise public awareness of the Company,that cannot reasonably be considered to promote the purchase or sale of securities of the Company;

- (ii) activities or communications necessary to comply with the requirements of
 - A. applicable Securities Laws,
 - B. the Exchange, or
 - C. the bylaws, rules or other regulatory instruments of any self-regulatory body or exchange having jurisdiction over the Company;
- (iii) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if
 - A. the communication is only through such newspaper, magazine or publication, and
 - B. the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
- (iv) activities or communications that may be otherwise specified by the Exchange;
- (q) **“Joint Actor”** means a person acting jointly or in concert with another person;
- (r) **“Optionee”** means the recipient of an option under this Plan;
- (s) **“Officer”** means any senior officer of the Company or any of its subsidiaries;
- (t) **“Plan”** means this incentive stock option plan, as amended from time to time;
- (u) **“Securities Act”** means the *Securities Act* (British Columbia), as amended from time to time;
- (v) **“Securities Laws”** means the acts, policies, bylaws, rules and regulations of the securities commissions governing the granting of options by the Company, as amended from time to time; and
- (w) **“Shares”** means the common shares of the Company without par value.

1.2 **Governing Law.** The validity and construction of this Plan shall be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

1.3 **Gender.** Throughout this Plan, whenever the singular or masculine or neuter is used, the same shall be construed as meaning the plural or feminine or body politic or corporate, and vice-versa as the context or reference may require.

**PART 2
PURPOSE**

- 2.1 Purpose. The purpose of this Plan is to attract and retain Directors, Officers, Employees and Consultants and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through options granted under this Plan to purchase Shares.

**PART 3
GRANTING OF OPTIONS**

- 3.1 Administration. This Plan shall be administered by the Board or, if the Board so elects, by a committee (which may consist of only one person) appointed by the Board from its members.
- 3.2 Committee's Recommendations. The Board may accept all or any part of any recommendations of any committee appointed under Section 3.1 or may refer all or any part thereof back to such committee for further consideration and recommendation.
- 3.3 Board Authority. Subject to the limitations of this Plan, the Board shall have the authority to:
- (a) grant options to purchase Shares to Eligible Persons;
 - (b) determine the terms, limitations, restrictions and conditions respecting such grants;
 - (c) interpret this Plan and adopt, amend and rescind such administrative guidelines and other rules and regulations relating to this Plan as it shall from time to time deem advisable; and
 - (d) make all other determinations and take all other actions in connection with the implementation and administration of this Plan including, without limitation, for the purpose of ensuring compliance with Section 7.1, as it may deem necessary or advisable.
- 3.4 Grant of Option. A resolution of the Board shall specify the number of Shares that shall be placed under option to each Eligible Person; the exercise price to be paid for such Shares upon the exercise of such option; any applicable hold period; and the period, including any applicable vesting periods required by Exchange Policies or by the Board, during which such option may be exercised.
- 3.5 Written Agreement. Every option granted under this Plan shall be evidenced by a written agreement between the Company and the Optionee substantially in the form attached hereto as Schedule A, containing such terms and conditions as are required by Exchange Policies and applicable Securities Laws, and, where not expressly set out in the agreement, the provisions of such agreement shall conform to and be governed by this Plan. In the event of any inconsistency between the terms of the agreement and this Plan, the terms of this Plan shall govern.
- 3.6 Withholding Taxes. If the Company is required under the Income Tax Act or any other applicable law to make source deductions in respect of Employee stock option benefits and to remit to the applicable governmental authority an amount on account of tax on the value of the taxable benefit associated with the issuance of any Shares upon the exercise of options, then any Optionee who is deemed an Employee shall:

- (a) pay to the Company, in addition to the exercise price for such options, the amount necessary to satisfy the required tax remittance as is reasonably determined by the Company;
- (b) authorize the Company, on behalf of the Optionee, to sell in the market on such terms and at such time or times as the Company determines a portion of the Shares issued upon the exercise of such options to realize proceeds to be used to satisfy the required tax remittance; or,
- (c) make other arrangements acceptable to the Company to satisfy the required tax remittance.

PART 4 RESERVE OF SHARES

- 4.1 Sufficient Authorized Shares to be Reserved. A sufficient number of Shares shall be reserved by the Board to permit the exercise of any options granted under this Plan. Shares that were the subject of any option that has lapsed or terminated shall thereupon no longer be in reserve and may once again be subject to an option granted under this Plan.
- 4.2 Maximum Number of Shares Reserved. Unless authorized by the shareholders of the Company, this Plan, together with all of the Company's other previously established or proposed stock options, stock option plans, employee stock purchase plans or any other compensation or incentive mechanisms involving the issuance or potential issuance of Shares, shall not result, at any time, in the number of Shares reserved for issuance pursuant to options exceeding 10% of the issued and outstanding Shares as at the date of grant of any option under this Plan.
- 4.3 Limits with Respect to Individuals. The aggregate number of Shares subject to an option that may be granted to any one individual in any 12-month period under this Plan shall not exceed 5% of the issued and outstanding Shares determined at the time of such grant.
- 4.4 Limits with Respect to Consultants. The aggregate number of Shares subject to an option that may be granted to any one Consultant in any 12-month period under this Plan shall not exceed 2% of the issued and outstanding Shares determined at the time of such grant.
- 4.5 Limits with Respect to Investor Relations Activities. The aggregate number of Shares subject to an option that may be granted to any one person conducting Investor Relations Activities in any 12-month period under this Plan shall not exceed 2% of the issued and outstanding Shares determined at the time of such grant.

PART 5 CONDITIONS GOVERNING THE GRANTING AND EXERCISING OF OPTIONS

- 5.1 Exercise Price. Subject to a minimum price of \$0.10 per Share and Section 5.2, the exercise price of an option may not be less than the closing market price of the Shares on the trading day immediately preceding the date of grant of the option, less any applicable discount allowed by the Exchange.
- 5.2 Exercise Price if Distribution. If any options are granted within 90 days of a public distribution by prospectus, then the minimum exercise price shall be the greater of that specified in Section 5.1

and the price per share paid by the investors for Shares acquired under the public distribution. The 90 day period shall commence on the date the Company is issued a final receipt for the prospectus.

- 5.3 Expiry Date. Each option shall, unless sooner terminated, expire on a date to be determined by the Board which shall not be later than the Expiry Date.
- 5.4 Different Exercise Periods, Prices and Number. The Board may, in its absolute discretion, upon granting an option under this Plan and subject to the provisions of Section 5.3, specify a particular time period or periods following the date of granting such option during which the Optionee may exercise the option and may designate the exercise price and the number of Shares in respect of which such Optionee may exercise the option during each such time period.
- 5.5 Termination of Employment. If a Director, Officer, Employee or Consultant ceases to be so engaged by the Company for any reason other than death, such Director, Officer, Employee or Consultant shall have the right to exercise any vested option granted to him under this Plan and not exercised prior to such termination within a period of 30 days after the date of termination, or such shorter period as may be set out in the Optionee's written agreement.
- 5.6 Termination of Investor Relations Activities. If an Optionee who is engaged in Investor Relations Activities ceases to be so engaged by the Company, such Optionee shall have the right to exercise any vested option granted to the Optionee under this Plan and not exercised prior to such termination within a period of 30 days after the date of termination, or such shorter period as may be set out in the Optionee's written agreement.
- 5.7 Death of Optionee. If an Optionee dies prior to the expiry of an option, his heirs or administrators may within 12 months from the date of the Optionee's death exercise that portion of an option granted to the Optionee under this Plan which remains vested and outstanding.
- 5.8 Assignment. No option granted under this Plan or any right thereunder or in respect thereof shall be transferable or assignable otherwise than as provided for in Section 5.7.
- 5.9 Notice. Options shall be exercised only in accordance with the terms and conditions of the written agreements under which they are granted and shall be exercisable only by notice in writing to the Company substantially in the form attached hereto as Schedule B.
- 5.10 Payment. Options may be exercised in whole or in part at any time prior to their lapse or termination. Shares purchased by an Optionee upon the exercise of an option shall be paid for in full in cash at the time of their purchase.

PART 6 CHANGES IN OPTIONS

- 6.1 Share Consolidation or Subdivision. In the event that the Shares are at any time subdivided or consolidated, the number of Shares reserved for option and the price payable for any Shares that are then subject to option shall be adjusted accordingly.
- 6.2 Stock Dividend. In the event that the Shares are at any time changed as a result of the declaration of a stock dividend thereon, the number of Shares reserved for option and the price payable for any Shares that are then subject to option may be adjusted by the Board to such extent as it deems proper in its absolute discretion.

6.3 Effect of a Take-Over Bid. If a bona fide offer to purchase Shares (an “Offer”) is made to an Optionee or to shareholders of the Company generally or to a class of shareholders which includes the Optionee, which Offer, if accepted in whole or in part, would result in the offeror becoming a control person of the Company, within the meaning of Section 1(1) of the Securities Act, the Company shall, upon receipt of notice of the Offer, notify each Optionee of full particulars of the Offer, whereupon all Shares subject to option (the “Option Shares”) shall become vested and such option may be exercised in whole or in part by such Optionee so as to permit the Optionee to tender the Option Shares received upon such exercise pursuant to the Offer. However, if:

- (a) the Offer is not completed within the time specified therein including any extensions thereof; or
- (b) all of the Option Shares tendered by the Optionee pursuant to the Offer are not taken up or paid for by the offeror in respect thereof,

then the Option Shares received upon such exercise, or in the case of clause (b) above, the Option Shares that are not taken up and paid for, may be returned by the Optionee to the Company and reinstated as authorized but unissued Shares and with respect to such returned Option Shares, the option shall be reinstated as if it had not been exercised and the terms upon which such Option Shares were to become vested pursuant to Section 3.4 shall be reinstated. If any Option Shares are returned to the Company under this Section 6.3, the Company shall immediately refund the exercise price to the Optionee for such Option Shares.

6.4 Acceleration of Expiry Date. If, at any time when an option granted under this Plan remains unexercised with respect to any unissued Option Shares, an Offer is made by an offeror, the Board may, upon notifying each Optionee of full particulars of the Offer, declare all Option Shares issuable upon the exercise of options granted under this Plan vested, and declare that the Expiry Date for the exercise of all unexercised options granted under this Plan is accelerated so that all options shall either be exercised or shall expire prior to the date upon which Shares must be tendered pursuant to the Offer.

6.5 Effect of a Change of Control. If a Change of Control occurs, all outstanding options shall become vested, whereupon such options may be exercised in whole or in part by the applicable Optionee.

6.6 Other Stock Exchange Listing. In the event that the Company applies or intends to apply for listing on a stock exchange other than the CSE and, based on the policies and requirements of the other stock exchange, the Company believes that any or all options granted hereunder will not be accepted or approved by the other stock exchange, then the Company may, in its sole discretion, immediately cancel any or all options that remains outstanding to meet the listing requirements of the other stock exchange. If the Company cancels any such options pursuant to this Section 6.6, then no compensation will be owed by the Company to the applicable Optionee.

6.7 Approval and Cancellation. In the event that approval from the CSE or other stock exchange, as applicable, is not received for the grant of any options hereunder, each Optionee agrees that the Company may immediately cancel any or all such options that remains outstanding. If the Company cancels any of such options pursuant to this Section 6.7, then no compensation shall be owed by the Company to the applicable Optionee.

PART 7
SECURITIES LAWS AND EXCHANGE POLICIES

- 7.1 Securities Laws and Exchange Policies Apply. This Plan and the granting and exercise of any options hereunder are also subject to such other terms and conditions as are set out from time to time in applicable Securities Laws and Exchange Policies and such terms and conditions shall be deemed to be incorporated into and become a part of this Plan. In the event of an inconsistency between such terms and conditions and this Plan, such terms and conditions shall govern. In the event that the Shares are listed on a new stock exchange, in addition to the terms and conditions set out from time to time in applicable Securities Laws, the granting or cancellation of options shall be governed by the terms and conditions set out from time to time in the policies, bylaws, rules and regulations of the new stock exchange and unless inconsistent with the terms of this Plan, the Company shall be able to grant or cancel options pursuant to the policies, bylaws, rules and regulations of such new stock exchange without requiring shareholder approval.

PART 8
AMENDMENT

- 8.1 Board May Amend. The Board may, by resolution, amend or terminate this Plan, but no such amendment or termination shall, except with the written consent of the Optionees concerned, affect the terms and conditions of options previously granted under this Plan which have not then lapsed, terminated or been exercised.
- 8.2 Exchange Approval. Any amendment to this Plan or options granted pursuant to this Plan shall not become effective until such Exchange and shareholder approval as is required by Exchange Policies and applicable Securities Laws has been received.
- 8.3 Amendment to Insider's Options. Any amendment to options held by Insiders which results in a reduction in the exercise price of the options at the time of the amendment shall be conditional upon obtaining disinterested shareholder approval for that amendment.

PART 9
EFFECT OF PLAN ON OTHER COMPENSATION OPTIONS

- 9.1 Other Options Not Affected. This Plan is in addition to any other existing stock options granted prior to and outstanding as at the date of this Plan and shall not in any way affect the policies or decisions of the Board in relation to the remuneration of Directors, Officers, Employees and Consultants.

PART 10
OPTIONEE'S RIGHTS AS A SHAREHOLDER

- 10.1 No Rights Until Option Exercised. An Optionee shall be entitled to the rights pertaining to share ownership, such as to dividends, only with respect to Shares that have been fully paid for and issued to the Optionee upon the exercise of an option.

PART 11
EFFECTIVE DATE OF PLAN

- 11.1 Effective Date. This Plan shall become effective upon its approval by the Board.

**SCHEDULE A
INCENTIVE STOCK OPTION AGREEMENT**

Isodiol International Inc. (the “**Company**”) hereby grants the undersigned (the “**Optionee**”) incentive stock options to purchase common shares of the Company (the “**Options**”) in accordance with the Company’s stock option plan, as amended from time to time (the “**Plan**”), according to the following terms. The Optionee acknowledges that the grant of Options is subject to (a) the Plan; (b) the regulations and provisions of the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission and any other applicable provincial securities commission; and (c) the approval of the Canadian Securities Exchange or other stock exchange, as applicable.

Name of Optionee: _____

Address: _____

Telephone Number: _____

Email Address: _____

Position with the Company: _____

Number of Options: _____

Exercise Price: _____

Date of Grant: _____

Expiry Date: _____

or earlier pursuant to Paragraphs 5.4, 5.5, 5.6, 5.4, 5.5, 5.6, 5.7, 6.4, 6.6, 6.7 or 8.1 of the Plan.

Vesting Schedule: All of the Options shall vest immediately unless otherwise described in the table below.

Period	% of Shares Vested

IN WITNESS WHEREOF, the Company and Optionee have caused this Agreement to be duly executed as of the date first written above.

ISODIOL INTERNATIONAL INC.

Per: _____
Authorized Signatory

WITNESSED BY:

_____)
_____)
Signature _____)
_____)
Name _____)
_____)
Address _____)
_____)
_____)
Occupation _____)
_____)

OPTIONEE

SCHEDULE B
ISODIOL INTERNATIONAL INC.
EXERCISE NOTICE

The undersigned hereby subscribes for _____ common shares of Isodiol International Inc. (the “**Company**”) at a price of \$_____ per share for a total amount of \$_____ (the “**Exercise Price**”) pursuant to the provisions of the Incentive Stock Option Agreement entered into between the undersigned and the Company dated _____.

Date

Signature

Name

Address

Telephone Number

Email Address