



Global Cannabis Applications Corporation

**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

TO BE HELD ON SEPTEMBER 13, 2018

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**NOTICE OF MEETING  
AND  
INFORMATION CIRCULAR**

Dated: July 31, 2018



Global Cannabis Applications Corporation

PO Box 43, Suite 830, 1100 Melville Street  
Vancouver, British Columbia, V6E 4A6

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON **SEPTEMBER 13, 2018**

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NOTICE IS HEREBY GIVEN that the **Annual General and Special** meeting (the “**Meeting**”) of the shareholders of **GLOBAL CANNABIS APPLICATIONS CORP.** (the “**Company**”) will be held at the offices of **McMillan LLP located at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7, on Thursday, September 13, 2018, at 11:00 a.m.** (Pacific Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended June 30, 2017, together with the auditor’s report thereon;
2. to fix number of directors at three (3);
3. to elect directors for the ensuing year;
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing year, and to authorize the directors to fix the remuneration to be paid to the auditor;
5. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The accompanying management information circular (the “**Information Circular**”) provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying this Notice is a (i) form of proxy or voting instruction form, and (ii) financial statements request form. Any adjournment of the Meeting will be held at a time and place to be specified at the Meeting.

Only shareholders of record at the close of business on **July 31, 2018**, will be entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting are requested to complete, sign, date and return the enclosed form of proxy indicating your voting instructions. A proxy will not be valid unless it is deposited with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than **11.00 a.m. (Pacific Time) on September 11, 2018** or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

If you are not a registered shareholder, please refer to the accompanying Information Circular for information on how to vote your shares.

**DATED** at Vancouver, British Columbia, this **31<sup>st</sup>** day of **July, 2018**.

BY ORDER OF THE BOARD OF DIRECTORS:

*“Bradley Moore”*  
\_\_\_\_\_  
BRADLEY MOORE  
Chief Executive Officer and Director

Registered shareholders unable to attend the Meeting are requested to date, sign and return their form of proxy in the enclosed envelope or to vote by telephone or using the internet in accordance with the instructions on the proxy form. If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.



Global Cannabis Applications Corporation

## INFORMATION CIRCULAR

The information contained in this Information Circular, unless otherwise indicated, is as of **July 31, 2018**.

**This Information Circular is being mailed by the management of GLOBAL CANNABIS APPLICATIONS CORP. (the “Company” or “Global Cannabis”) to shareholders of record at the close of business on July 31, 2018, which is the date that has been fixed by the directors of the Company as the record date to determine the shareholders who are entitled to receive notice of the meeting.** The Company is mailing this Information Circular in connection with the solicitation of proxies by and on behalf of management of the Company for use at its annual general meeting of shareholders to be held on **Thursday, September 13, 2018**, at 11:00 a.m. (Pacific Time) at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7 (the “**Meeting**”). The solicitation of proxies will be primarily by mail. Certain employees or directors of the Company may also solicit proxies by telephone or in person. The cost of solicitation will be borne by the Company.

Under the Company’s Articles, the quorum for the transaction of business at the Meeting is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the Meeting. If such a quorum is not present in person or by proxy, the Meeting will be rescheduled.

The Company is not relying on the “Notice and Access” delivery procedures outlined in National instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the “**NI 54-101**”) to distribute copies of proxy-related materials in connection with the Meeting by posting them on a website.

## SECTION 1 - VOTING

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### WHO CAN VOTE?

If you are a registered shareholder of the Company as at **July 31, 2018**, you are entitled to notice of and to attend the Meeting and cast a vote for each share registered in your name on all resolutions put before the Meeting. If the shares are registered in the name of a corporation, a duly authorized officer of the corporation may attend on its behalf, but documentation indicating such officer’s authority should be presented at the Meeting. If you are a registered shareholder but do not wish to, or cannot, attend the Meeting in person you can appoint someone who will attend the Meeting and act as your proxyholder to vote in accordance with your instructions (see “**Voting By Proxy**” below). If your shares are registered in the name of a “nominee” (usually a bank, trust company, securities dealer, financial institution or other intermediary) you should refer to the section entitled “**Non-registered Shareholders**” set out below.

It is important that your shares be represented at the Meeting regardless of the number of shares you hold. If you will not be attending the Meeting in person, we invite you to complete, date, sign and return your form of proxy as soon as possible so that your shares will be represented.

## VOTING BY PROXY

**If you do not come to the Meeting, you can still make your votes count by appointing someone who will attend to act as your proxyholder. You can either advise such person how you want to vote or you can let him or her decide for you. You can do this by completing a form of proxy.**

In order to be valid, a proxy will not be valid unless it is deposited with our transfer agent Computershare, (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. Your proxy or voting instructions must be received in each case no later than 10.00 a.m. (Pacific Time) on September 11, 2018 or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

### *What Is A Proxy?*

A form of proxy is a document that authorizes someone to attend the Meeting and cast your votes for you. We have enclosed a form of proxy with this Information Circular. You should use it to appoint a proxyholder, although you can also use any other legal form of proxy.

### *Appointing A Proxyholder*

**You can choose any individual to be your proxyholder.** It is not necessary for the person whom you choose to be a shareholder. To make such an appointment, simply fill in the person's name in the blank space provided in the enclosed form of proxy. To vote your shares, your proxyholder must attend the Meeting. If you do not fill a name in the blank space in the enclosed form of proxy, the persons named in the form of proxy are appointed to act as your proxyholder (the "**Management Proxyholders**"). Those persons are directors, officers or other authorized representatives of the Company.

### *Instructing Your Proxy*

You may indicate on your form of proxy how you wish your proxyholder to vote your shares. To do this, simply mark the appropriate boxes on the form of proxy. If you do this, your proxyholder must vote your shares in accordance with the instructions you have given.

**If you do not give any instructions as to how to vote on a particular issue to be decided at the Meeting, your proxyholder can vote your shares as he or she thinks fit. If you have appointed the persons designated in the form of proxy as your proxyholder they will, unless you provide contrary instructions, vote your shares IN FAVOUR of each of the items of business being considered at the Meeting.**

For more information about these matters, see Section 3 - The Business of the Meeting. **The enclosed form of proxy gives the persons named on it the authority to use their discretion in voting on amendments or variations to matters identified in the Notice of Meeting.** At the time of printing this Information Circular, the management of the Company is not aware of any other matter to be presented for action at the Meeting. If, however, other matters do properly come before the Meeting, the persons named on the enclosed form of proxy will vote on them in accordance with their best judgment, pursuant to the discretionary authority conferred by the form of proxy with respect to such matters.

### *Changing Your Mind*

If you want to revoke your proxy after you have delivered it, you can do so at any time before it is used. You may do this by (a) attending the Meeting and voting in person; (b) signing a proxy bearing a later date; (c) signing a written statement which indicates, clearly, that you want to revoke your proxy and delivering this signed written statement to the Company at Suite 830, 1100 Melville Street, Vancouver, British Columbia, V6E 4A6; or (d) in any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 4:00 p.m. in the afternoon (Pacific Time) on the last business day before the day of the Meeting, or any adjournment thereof, or delivered to the person presiding at the Meeting before it (or any adjournment) commences. If you revoke your proxy and do not replace it with another that is deposited with us before the deadline, you can still vote your shares but to do so you must attend the Meeting in person.

**Only registered shareholders may revoke a proxy. If your shares are not registered in your own name and you wish to change your vote, you must arrange for your nominee to revoke your proxy on your behalf (see below under “Non-Registered Shareholders”).**

### **REGISTERED SHAREHOLDERS**

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by (i) by mail using the enclosed return envelope or (ii) by hand delivery to Computershare, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Alternatively, you may vote by telephone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America), by facsimile to 1-866-249-7775 or 1-416-263-9524 (if outside North America), or by internet using the 15 digit control number located at the bottom of your proxy at [www.investorvote.com](http://www.investorvote.com). All instructions are listed in the enclosed form of proxy. In all cases, your proxy or voting instructions must be received in each case no later than **11.00 a.m. (Pacific Time) on September 11, 2018** or, if the Meeting is adjourned, 48 hours (excluding Saturdays and holidays) before the beginning of any adjournment of the Meeting.

### **NON-REGISTERED SHAREHOLDERS**

Only registered holders of common shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, common shares beneficially owned by a holder (a “**Non-Registered Holder**”) 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 banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; OR

(b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (CDS) of which the Intermediary is a participant.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “**Non-Objecting Beneficial Owners**” or “**NOBOs**”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “**Objecting Beneficial Owners**” or “**OBOs**”.

Pursuant to NI 54-101 of the Canadian Securities Administrators, the Company has distributed copies of proxy-related materials in connection with this Meeting (including this Information Circular) to Intermediaries for onward distribution to Non-Registered Holders. Intermediaries that receive the proxy-related materials are required to forward the proxy-related materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related materials to Non-Registered Holders.

Intermediaries that receive the proxy-related materials are required to forward the proxy-related materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related materials to Non-Registered Holders.

The Company will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO’s Intermediary assumes the costs of delivery.

Generally, Non-Registered Holders who have not waived the right to receive proxy-related materials (including OBOs who have made the necessary arrangements with their Intermediary for the payment of delivery and receipt of such proxy-related materials) will be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Holder in accordance with the Intermediary’s directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a 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. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare as described under “**Voting By Proxy**” above.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

**Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or Proxy form is to be delivered.**

## NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws. The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

## SECTION 2 - VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of common shares without par value. At the close of business on **July 31, 2018, 87,933,041** common shares were issued and outstanding. Each shareholder is entitled to one vote for each common share registered in his or her name at the close of business on **July 31, 2018**, the date fixed by the Company's directors as the record date for determining who is entitled to receive notice of and to vote at the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in that shareholder's name on the list of shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting.

To the best knowledge of the Company's directors or executive officers, the only persons or companies who or which beneficially owned directly or indirectly, or exercised control or direction over 10% or more the Company's shares on **July 31, 2018** were:

Name	Number of Voting Securities	Percentage
Samuel Xue Lee	Direct 13,636,363	15.50%

### NOTES:

- (1) The information as to shares beneficially owned, has been furnished by the respective person, has been extracted from the register of shareholders maintained by our transfer agent, has been obtained from insider reports filed by the person and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (SEDI) or has been obtained from early warning reports and alternative monthly reports filed by the person and available through the Internet at the Canadian System for Electronic Document Analysis and Retrieval (SEDAR).

## SECTION 3 - THE BUSINESS OF THE MEETING

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A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

### FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended June 30, 2017, will be presented to shareholders at the Meeting. These audited financial statements are available at [www.sedar.com](http://www.sedar.com).

Pursuant to National Instrument 51-102 - *Continuous Disclosure Obligations* and NI 54-101, both of the Canadian Securities Administrators, a person or corporation who in the future wishes to receive annual and interim financial statements from the Company must deliver a written request for such material to the Company. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the accompanying financial statements request form and return it to the Company.

### ELECTION OF DIRECTORS

#### *Number of Directors*

Directors of the Company are elected for a term of one year. The term of office of each of the nominees proposed for election as a director will expire at the Meeting, and each of them, if elected, will serve until the close of the next annual general meeting, unless he resigns or otherwise vacates office before that time. Under the Company's Articles and pursuant to the *Business Corporations Act* (British Columbia), the number of directors may be set by ordinary resolution but shall not be fewer than three. The Company currently has **three (3)** directors. All **three (3)** directors are being put forward by management of the Company for election at the Meeting for a total number of **three (3)** directors.

**The Company's management recommends that the shareholders vote in favour of the resolution setting the number of directors at three (3). Unless you provide instructions to the contrary, the Management Proxyholders intend to vote FOR the resolution setting the number of directors at three (3).**

#### *Nominees for Election*

The following are the nominees proposed for election as directors of the Company together with the number of common shares, stock options and common share purchase warrants that are beneficially owned, directly or indirectly, or over which control or direction is exercised, by each nominee. Each of the nominees has agreed to stand for election and management of the Company is not aware of any intention of any of them not to do so. If, however, one or more of them should become unable to stand for election, it is likely that one or more other persons would be nominated at the Meeting for election and, in that event, the persons designated in the form of proxy will vote in their discretion for a substitute nominee.

Name and place of residence	Principal occupation	Director since	Number of shares <sup>(1)</sup>	Number of Convertible Securities
<b>Bradley Moore</b> <sup>(2)</sup> Vancouver, BC, Canada  <i>Chief Executive Officer and Director</i>	Chief Executive Officer and Director of Global Cannabis Applications Corp.	Feb 3, 2016	428,254	1,450,000 options  505,500 warrants
<b>Alexander Helmel</b> <sup>(2)</sup> Vancouver, BC, Canada  <i>Interim CFO and Director</i>	Self employed business consultant.	May 8, 2015	666,666	250,000 options  0 warrants
<b>Jeffrey Hayzlett</b> <sup>(2)</sup> South Dakota, USA  <i>Director</i>	Co-founder and Chairman of the C-Suite Network (2013- present); Chief Executive Officer of the Hayzlett Group, and Chairman of TallGrass Public Relations (2008- present).	Aug 8, 2016	NIL	225,000 options  0 warrants

**NOTES:**

- (1) The information as to shares beneficially owned, has been furnished by the respective person, has been extracted from the register of shareholders maintained by our transfer agent, has been obtained from insider reports filed by the person and available through the Internet at the Canadian System for Electronic Disclosure by Insiders (SEDI) or has been obtained from early warning reports and alternative monthly reports filed by the person and available through the Internet at the Canadian System for Electronic Document Analysis and Retrieval (SEDAR).
- (2) Member of the Audit Committee.

**Recommendation**

**The Company's management recommends that the shareholders vote in favour of the election of the proposed nominees as directors of the Company for the ensuing year. Unless you provide instructions to the contrary, the Management Proxyholders intend to vote FOR the nominees named in this Information Circular.**

**APPOINTMENT OF THE AUDITOR**

At the Meeting, Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, located at Suite 1500, 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1, will be recommended by management and the Board of Directors for re-appointment as auditor of the Company at a remuneration to be fixed by the directors. See Section 5 – Audit Committee – External Auditor Service Fees.

**Recommendation**

**The Company's management recommends shareholders vote in favour of the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, as the Company's auditor for the ensuing year and grant the Board of**

Directors the authority to determine the remuneration to be paid to the auditor. Unless you provide instructions to the contrary, the Management Proxyholders intend to vote FOR the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, to act as the Company's auditor until the close of its next annual general meeting and also intend to vote FOR the proposed resolution to authorize the Board of Directors to fix the remuneration to be paid to the auditor.

## SECTION 4 – EXECUTIVE COMPENSATION

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### GENERAL

For the purpose of this Statement of Executive Compensation:

“**Company**” means Global Cannabis Applications Corp.;

“**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;

“**NEO**” or “**named executive officer**” 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 for that financial year; 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.

### 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 its subsidiary, 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 a director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or its subsidiary.

Table of compensation excluding compensation securities							
Name and position	Year Ended June 30	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Bradley Moore</b> <sup>(1)</sup> <i>CEO &amp; Director</i>	2017	229,042	Nil	Nil	Nil	Nil	229,042
	2016	65,173	Nil	Nil	Nil	Nil	65,173
<b>Alexander Helmel</b> <sup>(2)</sup> <i>Interim CFO, Corporate Secretary &amp; Director</i>	2017	111,000	Nil	Nil	Nil	Nil	111,000
	2016	17,300	Nil	Nil	Nil	Nil	17,300
<b>Jeffrey Hayzlett</b> <sup>(3)</sup> <i>Director</i>	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	N/A	N/A	N/A	N/A	N/A	N/A
<b>Khalil Bhimji</b> <sup>(4)</sup> <i>Former Director</i>	2017	N/A	N/A	N/A	N/A	N/A	N/A
	2016	Nil	Nil	Nil	Nil	Nil	Nil
<b>Julian Ng</b> <sup>(5)</sup> <i>Former Director</i>	2017	N/A	N/A	N/A	N/A	N/A	N/A
	2016	Nil	Nil	Nil	Nil	Nil	Nil
<b>Richard Whitehead</b> <sup>(6)</sup> <i>Former CEO and Former Director</i>	2017	N/A	N/A	N/A	N/A	N/A	N/A
	2016	40,500	Nil	Nil	Nil	Nil	40,500
<b>A. Canon Bryan</b> <sup>(7)</sup> <i>Former CFO</i>	2017	N/A	N/A	N/A	N/A	N/A	N/A
	2016	Nil	Nil	Nil	Nil	Nil	Nil
<b>Marco Parente</b> <sup>(8)</sup> <i>Former CFO</i>	2017	N/A	N/A	N/A	N/A	N/A	N/A
	2016	500	Nil	Nil	Nil	Nil	500

**NOTES:**

- (1) Bradley Moore was appointed Chief Executive Officer and Director effective February 3, 2016.
- (2) Alexander Helmel was appointed Director effective May 8, 2015, Interim Chief Financial Officer effective October 29, 2015 and Corporate Secretary effective April 26, 2018.
- (3) Jeffrey Hayzlett was appointed a Director effective August 8, 2016.
- (4) Khalil Bhimji was Director from August 5, 2015 to April 7, 2017.
- (5) Julian Ng served as Director of the Company from November 10, 2014 until August 5, 2015.
- (6) Richard Whitehead served as Chief Executive Officer and Director of the Company from April 8, 2015 until February 3, 2016.
- (7) A. Canon Bryan served as Chief Financial Officer of the Company from August 7, 2014 until July 9, 2015.
- (8) Marco Parente served as Chief Financial Officer of the Company from July 9, 2015 until October 29, 2015.

## Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Corporation or any subsidiary thereof in the financial year ended June 30, 2017, for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class <sup>(1)</sup>	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
<b>Jeffrey Hayzlett</b> <i>Director</i>	Stock Option	200,000 stock options (5.61%)  200,000 underlying common shares (0.46%)	Oct 24, 2016	\$0.15	\$0.11	\$0.095	Oct 24, 2021
<b>Bradley Moore</b> <i>CEO, &amp; Director</i>	Stock Option	750,000 stock options (21.06%)  750,000 underlying common shares (1.73%)	Mar 7, 2017	\$0.10	\$0.06	\$0.095	Mar 7, 2022
<b>Alexander Helmel</b> <i>Interim CFO, Corporate Secretary &amp; Director</i>	Stock Option	100,000 stock options (2.80%)  100,000 Underlying common shares (0.23%)	Mar 7, 2017	\$0.10	\$0.06	\$0.095	Mar 7, 2022

### NOTES:

<sup>(1)</sup> The percentage of class is based on the total number of options and common shares outstanding as at June 30, 2017 being 43,339,009 and 3,560,000 stock options outstanding.

## Exercise of Compensation Securities by Directors and NEOs

There were no compensation securities exercised by a director or NEO during the financial year ended **June 30, 2017**.

## Stock Option Plans and Other Incentive Plans

The following is a summary of the substantive terms of the Company's current Stock Option Plan.

The Stock Option Plan is a 10% maximum rolling plan. Options granted under the Stock Option

Plan are not exercisable for a period longer than five (5) years and the exercise price must be paid in full upon exercise of the option.

The Stock Option Plan was established to provide incentive to directors, officers and employees and consultants. As a 10% rolling plan, the aggregate number of common shares issuable as options under the Stock Option Plan may be up to 10% of the Company's issued and outstanding common shares on the date on which an option is granted, less common shares reserved for issuance on exercise of options then outstanding under the Stock Option Plan. The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of common shares of the Company. The Stock Option Plan is administered by the Board and options are granted at the discretion of the Board to eligible optionees (an "**Optionee**").

### ***Definitions***

**"Disinterested Shareholder Approval"** means the approval by a majority of the votes cast by all shareholders of the Company at the Meeting excluding votes attached to listed common shares beneficially owned by Insiders (defined below) of the Company and Associates (as defined in the British Columbia *Securities Act*) of Insiders.

**"Eligible Person"** means a bona fide Director, Officer, Employee or Consultant, or a corporation wholly owned by such Director, Officer, Employee or Consultant.

**"Insider"** means a director, or senior officer of the Company, a director or senior officer of a company that is an Insider or subsidiary of the Company, or a person that beneficially owns or controls, directly or indirectly, voting common shares carrying more than 10% of the voting rights attached to all outstanding voting common shares of the Company.

### ***Eligible Optionees***

To be eligible to receive a grant of options under the Plan, regulatory authorities require an Optionee to be either a director, officer, employee, consultant or an employee of a company providing management or other services to the Company or a subsidiary at the time the option is granted.

Options may be granted only to an individual eligible, or to a non-individual that is wholly-owned by individuals eligible, for an option grant. If the option is granted to a non-individual, it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect.

### ***Limitation on Option Grants***

The following restrictions on the granting of Options are applicable under the Stock Option Plan:

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.

Optionees Performing 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.

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.

### ***Exercise Price***

If the Common Shares are listed on the Canadian Securities Exchange (the “**Exchange**”), subject to a minimum price of \$0.10 per share, the exercise price for an option under the Stock Option Plan may not be lower than the greater of the closing market price of the Shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options, less any applicable discount allowed by the Exchange.

If any options are granted within 90 days of a public distribution by prospectus, then the minimum exercise price shall be the greater of the closing market price of the Shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options, less any applicable discount allowed by the Exchange and (c) 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.

### ***Term and Vesting***

Any option must be exercised within a term set by the Board at the time of grant, such term not to exceed five (5) years from the date of the granting of the option. The Board may, in its absolute discretion, determine the vesting provisions of options granted under this Plan. The Board may, in its absolute discretion, determine the vesting provisions of options granted under this Plan with the exception that options granted to any person engaged in Investor Relations Activities shall vest in stages over 12 months with no more than  $\frac{1}{4}$  of the stock options vesting in any three-month period.

### ***Termination of Options***

Unless the Board determines otherwise, options will terminate in the following circumstances:

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 90 days after the date of termination, or such shorter period as may be set out in the Optionee’s written agreement.

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.

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.

### ***Other Provisions***

The Stock Option Plan contains provisions governing the acceleration of the vesting of options in the event of a change of control of the Company or in the event of a take-over proposal.

## **Defined Benefit or Actuarial Plan Disclosure**

The Company does not have any defined benefit plan or actuarial plans as at **June 30, 2017**.

## ***Employment, consulting and management agreements***

The Company does not have any employment, consulting or management agreements or any formal arrangements or agreements with any of the Company's current NEOs or directors.

## ***Termination and Change of Control Benefits***

As at the year ended June 30, 2017, the Company did not have any contract, agreement, plan or arrangement that provides for payment to any NEO's, executive officers or directors at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in a NEO's, executive officers or director's responsibilities.

## ***Oversight and description of director and named executive officer compensation***

The Company does not have a formal compensation program. The Board is responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for making recommendations with respect to the compensation of the Company's executive officers. The Board is responsible for all matters relating to the compensation of the directors and executive officers of the Company with respect to: (i) general compensation goals and guidelines and the criteria by which bonuses and stock compensation awards are determined; (ii) amendments to any equity compensation plans adopted by the Board and changes in the number of shares reserved for issuance thereunder; and (iii) other plans that are proposed for adoption or adopted by the Company for the provision of compensation. The general objectives of the Company's compensation strategy are 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 the long-term interests of shareholders; (c) provide a compensation package that is commensurate with other diversified industry companies to enable the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Company is under by virtue of the fact that it is a diversified industry company without a history of earnings.

## ***Pension disclosure***

As at the year ended June 30, 2017, and to the date of this Information Circular, the Company did not maintain any defined benefit plans, defined contribution plans or deferred compensation plans for its NEO's, directors or officers.

## **SECTION 5 - AUDIT COMMITTEE**

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

The Audit Committee assists the Board in fulfilling its responsibilities for oversight of financial and accounting matters. The Audit Committee recommends the auditors to be nominated and

reviews the compensation of the auditors. The Audit Committee is directly responsible for overseeing the work of the auditors, must pre-approve non-audit services, be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and must establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters.

## **AUDIT COMMITTEE CHARTER**

The text of the Company's Audit Committee Charter is attached as Schedule "A" to this Information Circular.

## **COMPOSITION OF AUDIT COMMITTEE**

Bradley Moore (Chair), Alexander Helmel and Jeffrey Hayzlett are members of the Company's Audit Committee. Messrs. Moore and Helmel are executive officers of the Company and are not considered independent. Mr. Hayzlett is not an executive officer of the Company and, therefore, is an independent member of the Audit Committee (as that term is defined in NI 52-110). A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a member's independent judgment.

All members of the audit committee are considered to be financially literate. All of the Audit Committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

## **RELEVANT EDUCATION AND EXPERIENCE**

All of the Audit Committee members are senior-level businesspeople with experience in financial matters; each has an understanding of accounting principles used by the Company to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavour. In addition, each of the members of the Audit Committee have knowledge of the role of an audit committee in the realm of reporting companies from their years of experience as directors of public companies other than the Company. See Section 6 - Corporate Governance – Directorships in Other Public Companies.

### *Bradley Moore*

Mr. Moore has over 20 years' of practical business leadership experience with Fortune 500 companies, including nine years with Eastman Kodak Co. (NYSE: KODK) and a strong background in growing internet-based companies. Mr. Moore holds an MBA from Royal Roads University.

### *Alexander Helmel*

Mr. Helmel is an independent management consultant for early-stage venture companies within the Canadian capital markets. Mr. Helmel has over 15 years' experience working with private and publicly traded companies and over 20 years' within the information technology sector. He specializes in developing corporate growth strategies, building senior management teams, and assisting private-to-public market transitions. Mr. Helmel has held directorship or officer positions for numerous private companies and venture issuers. Mr. Helmel obtained his Bachelor of Science (Mathematics) degree from the University of British Columbia in 1994 and his Certified Information Systems Analyst (CISA) designation in 2006.

### *Jeffrey Hayzlett*

Jeffrey Hayzlett leads The Hayzlett Group and is Chairman of TallGrass Public Relations, offering strategic business, marketing, and PR consulting, driving change in high growth businesses globally. He is also Co-Founder and Chairman of C-Suite Network, the most powerful network of c-suite leaders. He has extensive experience in international marketing, sales, and customer relations management. He is a primetime television and radio show host, a best selling author, and a sought after keynote speaker and leading business expert cited in Forbes, SUCCESS, Mashable, Marketing Week and Chief Executive, among many others. In 2010, Jeffrey stepped down from his role of Chief Marketing Officer at Eastman Kodak Company after four years with the company where he was responsible for Brand Development and Management, Market Development, Corporate and Product Public Relations, Communications and Public Affairs, Corporate Sponsorships, Business Development, Corporate Relationships and Partnerships, and Marketing. He also held senior management positions in strategic business development and marketing at several companies and served in staff positions in the United States Senate and House of Representatives.

## **AUDIT COMMITTEE OVERSIGHT**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate any external auditor not adopted by the board of directors of the Company (the "**Board**").

## **RELIANCE ON CERTAIN EXEMPTIONS**

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

The Company, as a 'venture issue' as defined in NI 52-110, has relied on the exemption set forth in section 6.1 of NI 52-110 with respect to the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

## **PRE-APPROVAL POLICIES AND PROCEDURES FOR NON-AUDIT SERVICES**

The Audit Committee is authorized by the Board to pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries as described in the Company's Audit Committee Charter attached as Schedule "A" to this Information Circular.

## EXTERNAL AUDITOR SERVICE FEES

In the following table, "Audit Fees" are fees billed by the Company's external auditors for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related Fees" are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax Fees" are billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. "All Other Fees" are fees billed by the auditors for products and services not included in the foregoing categories.

The fees paid by the Company to its auditors in each of the last two financial years, by category, are as follows:

	<i>Financial Year Ending June 30</i>	<i>Audit Fees</i>	<i>Audit-related Fees</i>	<i>Tax Fees</i>	<i>All Other Fees</i>
Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants	2017	\$20,400	\$Nil	\$Nil	\$Nil
	2016	\$14,000	\$Nil	\$Nil	\$Nil

## SECTION 6 - CORPORATE GOVERNANCE

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### GENERAL

Corporate governance refers to the policies and structure of the Board of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting companies such as the Company. In addition, National Instrument 58-101 - *Disclosure of Corporate Governance Practices* prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

### COMPOSITION OF THE BOARD OF DIRECTORS

The Board, at present, is currently composed of three (3) directors being Bradley Moore, Alexander Helmel and Jeffrey Hayzlett. Jeffrey Hayzlett is an independent director as that term is defined in NI 52-110. Bradley Moore and Alexander Helmel are not considered to be independent directors for the purposes of NI 52-110, as they also serve as executive officers of the Company. Bradley Moore is the Company's Chief Executive Officer and Alexander Helmel is the Company's Chief Financial Officer and Corporate Secretary.

The board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

## **DIRECTORSHIPS IN OTHER PUBLIC COMPANIES**

Certain of the board nominees are also directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

<b>Name of Director</b>	<b>Other reporting issuer (or equivalent in a foreign jurisdiction)</b>
Bradley Moore	N/A
Alexander Helmel	Tasca Resources Ltd. Windfire Capital Corp. Ynvisible Interactive Inc. Fandom Sports Media Inc. Resolve Ventures Inc.
Jeffrey Hayzlett	LiveWorld, Inc.

## **ORIENTATION AND CONTINUING EDUCATION**

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

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

## **ETHICAL BUSINESS CONDUCT**

The Board is apprised of the activities of the Company and ensures that it conducts such activities in an ethical manner. The Board has not adopted a written code of business conduct and ethics, however, the Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to consultants, officers and directors to help them recognize and deal with ethical issues; promoting a culture of open communication, honesty and accountability; and ensuring awareness of disciplinary actions for violations of ethical business conduct. In particular, the Board ensures that directors exercise independent judgment in considering transactions and certain activities of the Company by holding in camera sessions of independent directors, when

applicable, and by having each director declare his or her interest in a particular transaction and abstaining from voting on such matters, where applicable.

### **NOMINATION OF DIRECTORS**

The Board of Directors does not currently have a nomination committee. The Board of Directors is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual general meeting. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, shown support for the Company's mission and strategic objectives, and a willingness to serve.

### **COMPENSATION OF DIRECTORS AND CHIEF EXECUTIVE OFFICER**

The Board of Directors does not have a compensation committee. The Board of Directors as a whole has the responsibility of determining compensation for the Chief Executive Officer and Chief Financial Officer and of determining compensation for directors and senior management.

As at the financial year ended June 30, 2017, the Company had three (3) directors, two (2) of whom were also Named Executive Officers. For a description of the compensation paid to the Named Executive Officers of the Company who also act as directors, see Section 4 – Statement of Executive Compensation – Director and NEO Compensation.

### **COMMITTEES OF THE BOARD OF DIRECTORS**

The Company has no other committees other than the Audit Committee.

### **ASSESSMENTS**

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees of the Board.

## **SECTION 7 - OTHER INFORMATION**

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

The following table sets out, as of **June 30, 2017**, all required information with respect to the Company's Stock Options Plan, being the Company's only equity incentive plan in effect.

<b>Equity Compensation Plan Information</b>			
<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights (b)</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)</b>
Equity compensation plans approved by Securityholders	3,560,000	\$0.21	773,901
Equity compensation plans not approved by Securityholders	Nil	N/A	773,901
<b>Total</b>	Nil	N/A	773,901 <sup>1</sup>

**NOTES:**

(1) Represents the number of commons shares available for issuance under the Stock Option Plan, which reserves a number of commons shares for issuance, pursuant to the exercise of stock options, that is equal to 10% of the issued and outstanding common shares of the Company from time to time.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

Since the beginning of the most recently completed financial year ended **June 30, 2017**, and as at the date of this Information Circular, no director, executive officer or employee or former director, executive officer or employee of the Company, nor any nominee for election as a director of the Company, nor any associate of any such person, was indebted to the Company for other than “routine indebtedness”, as that term is defined by applicable securities legislation; nor was any indebtedness to another entity the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

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

None of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of our last completed financial year, none of the other insiders of the Company and no associate or affiliate of any of the foregoing persons has any substantial 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 the directors.

**INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as otherwise disclosed herein, no proposed nominee for election as a director, and no director or executive officer of the Company who has served in such capacity since the beginning of the last financial year of the Company, and no shareholder holding of record or

beneficially, directly or indirectly, more than 10% of the Company's outstanding common shares, and none of the respective associates or affiliates of any of the foregoing, had (or has) any interest in any transaction with the Company since the commencement of our most recently completed financial year ended **June 30, 2017**, or in any proposed transaction, that has materially affected the Company or is likely to do so.

As a subscriber to the Private Placement which closed on August 11, 2017, Bradley Moore, a director and officer of the Company, acquired directly 200,000 units of the Company at a price of \$0.075 per unit.

As a subscriber to the Private Placement which closed on October 10, 2017, Bradley Moore, a director and officer of the Company, acquired directly 30,000 units of the Company at a price of \$0.10 per unit.

As a subscriber to the Private Placement which closed on November 15, 2017, Bradley Moore, a director and officer of the Company, acquired directly 200,000 units of the Company at a price of \$0.10 per unit.

As a subscriber to the Private Placement which closed on March 22, 2018, Bradley Moore, a director and officer of the Company, acquired directly 75,500 units of the Company at a price of \$0.33 per unit.

As a subscriber to the Private Placement which closed on October 10, 2017, Bradley Moore, a director and officer of the Company, acquired directly 30,000 units of the Company at a price of \$0.10 per unit.

#### **MANAGEMENT CONTRACTS**

Except as disclosed in Section 4 – Executive Compensation, the Company has no management agreements or formal arrangements or agreements under which the management functions of the Company are performed other than by the Company's directors and executive officers.

#### **PENALTIES AND SANCTIONS**

As at the date of this Information Circular no proposed nominee for election as a director of the Company (nor any of his or her personal holding companies) has been subject to:

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

#### **CORPORATE CEASE TRADE ORDERS AND BANKRUPTCIES**

To the knowledge of the Company, other than disclosed below, no proposed nominee for election as a director of the Company is, or has been, within 10 years before the date of this Information Circular:

1. a director, chief executive officer or chief financial officer of any company (including the Company and any personal holding company of the proposed director) that, while that person was acting in that capacity:

- (a) was subject to a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order) or an order similar to a cease trade order or 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 (an “**Order**”); or
  - (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
2. a director or executive officer of any company (including the Company) and any personal holding company of the proposed director) 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.

## **PERSONAL BANKRUPTCY**

To the knowledge of the Company, no proposed nominee for election as a director of the Company has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

## **OTHER MATTERS**

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

## **ADDITIONAL INFORMATION**

Financial information about the Company is included in the Company’s financial statements and Management’s Discussion and Analysis for the financial year ended **June 30, 2017**, which have been electronically filed with regulators and are available through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com). Copies may be obtained without charge upon request to the Company at PO Box 43, Suite 830, 1100 Melville Street Vancouver, British Columbia, V6E 4A6 - telephone 1 (855) 269-9554, you may also access the Company’s public disclosure documents through the Internet on SEDAR at [www.sedar.com](http://www.sedar.com).

## SCHEDULE "A"

### GLOBAL CANNABIS APPLICATIONS CORP. (the "Company")

#### Charter of the Audit Committee of the Board of Directors (the "Charter")

Adopted by the Board of Directors on September 18, 2014.

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 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 such meeting and will receive an opportunity to be heard at those meeting 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 publically 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 Controls. 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 relations 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 statement of the Company; and

all other matters dealt with by the Audit Committee.