



# DOJA

CANNABIS CO.

<b>2017</b>	Notice of Annual and Special Meeting of Shareholders
<b>ANNUAL</b>	Information Circular
<b>AND SPECIAL</b>	Form of Proxy and Notes Thereto
<b>MEETING</b>	Financial Statement Request Form
<b>Place:</b>	Rotary Center for the Arts 421 Cawston Avenue Kelowna, British Columbia
<b>Time:</b>	10:00 a.m. (Kelowna time)
<b>Date:</b>	October 3, 2017

## CORPORATE DATA

### Head Office

6 – 2322 Dominion Road  
West Kelowna, BC V1Z 2W8

### Directors and Officers

Trent Kitsch, Director & Chief Executive Officer  
Ryan Foreman, Director & President  
Jeff Barber, Director & Chief Financial Officer  
Patrick Brauckmann, Director  
Stewart Thornhill, Director  
Maria Kitsch, Vice-President

### Registrar and Transfer Agent

AST Trust Company (Canada)  
1600 - 1066 West Hastings Street  
Vancouver, BC V6E 3X1

### Legal Counsel

Pushor Mitchell LLP  
301 – 1665 Ellis Street  
Kelowna, BC V1Y 2B3

### Auditor

Morgan & Company LLP  
1630 - 609 Granville Street  
Vancouver, BC V7Y 1A1

### Listing

Canadian Securities Exchange (symbol: “DOJA”)



## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**NOTICE IS HEREBY GIVEN** that the 2017 Annual and Special Meeting (the “**Meeting**”) of holders of common shares (the “**Shareholders**”) of DOJA Cannabis Company Limited (“**DOJA**”) will be held at 421 Cawston Avenue, Kelowna, British Columbia, on the 3<sup>rd</sup> day of October, 2017 at 10:00 a.m. (Kelowna time) for the following purposes:

1. to receive the audited financial statements of DOJA for the fiscal year ended December 31, 2016 (the “**Audited Financial Statements**”), together with the external auditor’s report thereon;
2. to set the number of directors of DOJA (the “**Directors**”) to be elected at five (5);
3. to elect the Directors who will hold office for the ensuing year;
4. to appoint the external auditor of DOJA for the ensuing year;
5. to approve the form of stock option plan adopted by DOJA; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or adjournments thereof.

Accompanying this Notice of Meeting are DOJA’s Management Information Circular, form of proxy (“**Proxy**”) and financial statement request form. The accompanying Management Information Circular provides information relating to the matters to be addressed at the Meeting and is deemed to form a part of this Notice of Meeting.

The record date for determination of Shareholders entitled to receive notice of and attend and vote at the Meeting is Tuesday, August 29, 2017. Only Shareholders whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

Shareholders are entitled to vote at the Meeting either in person or by proxy in accordance with the procedures described in the Management Information Circular accompanying this Notice. Those who are unable to attend the Meeting are requested to read, complete, sign and mail the enclosed Proxy in accordance with the instructions set out in the Proxy and in the Management Information Circular accompanying this Notice.

DATED at Kelowna, British Columbia, this 31<sup>st</sup> day of August, 2017.

On behalf of the Board of Directors of  
**DOJA CANNABIS COMPANY LIMITED**

“Trent Kitsch” (Signed)  
Trent Kitsch, Director

## MANAGEMENT INFORMATION CIRCULAR

(Containing information as at August 31, 2017 unless indicated otherwise)

### SOLICITATION OF PROXIES

This Management Information Circular ("**Information Circular**") is furnished in connection with the solicitation of proxies by the management of DOJA Cannabis Company Limited ("**DOJA**" or the "**Company**") for use at the Annual and Special Meeting of the holders ("**Shareholders**") of common shares ("**Shares**") of the Company (and any adjournment thereof) to be held on Tuesday, October 3, 2017 (the "**Meeting**") at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation of proxies will be primarily by mail, proxies may be solicited personally or by email by the directors, officers and employees of the Company at a nominal cost. The costs thereof will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

### APPOINTMENT OF PROXY HOLDER

The individuals named in the accompanying form of proxy, Trent Kitsch and Jeff Barber (the "**Management Designees**"), are directors of the Company and have indicated their willingness to represent, as proxies, the Shareholders who appoint them.

**A Shareholder has the right to designate some other person (who need not be a Shareholder) other than the Management Designees to represent him, her or it at the Meeting. Such right may be exercised by striking out the names of the Management Designees in the accompanying form of proxy and inserting the desired person's name in the blank space provided in the form of proxy or by completing another form of proxy. Such Shareholder should notify the nominee of the appointment, obtain his consent to act as proxy and should provide instructions on how the Shareholder's Shares are to be voted. In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization where an attorney has executed the form of proxy.**

**A proxy will not be valid for the Meeting unless the completed form of proxy is received by the Company's registrar and transfer agent, AST Trust Company (Canada), attention: Proxy Department, PO Box 721, Agincourt, ON M1S 0A1, by facsimile to 1-866-781-3111 (toll-free within North America) or 1-416-368-2502 (international), or by email to proxy@canstockta.com at least two (2) business days prior to the Meeting date or, if the Meeting is adjourned, with respect to any matters occurring following the recommencement of the adjourned Meeting, prior to the recommencement thereof, or by the Chairman of the Meeting prior to the commencement of the Meeting. Proxies delivered after such times will not be accepted.**

### REVOCAION OF PROXIES

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney duly authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered office of the Company, at 301 – 1665 Ellis Street, Kelowna, British Columbia, V1Y 2B3 (Attention: Keith C. Inman) at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any

reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof, in any other manner provided by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

### **INFORMATION FOR NON-REGISTERED SHAREHOLDERS**

Only registered Shareholders or duly appointed proxy holders are permitted to vote at the Meeting. Some Shareholders of the Company are "non-registered" Shareholders ("**Beneficial Shareholders**") because the Shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary (each an "**Intermediary**") or in the name of a clearing agency. Beneficial Shareholders should note that only registered Shareholders may vote at the Meeting. If Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Shares will not be registered in such Shareholder's name on the records of the Company. Such Shares will more likely be registered in the name of an Intermediary or an agent or nominee thereof. In Canada, the vast majority of such Shares are registered under the name CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which company acts as nominee for many Intermediaries). Shares held by Intermediaries (or their agents or nominees) on behalf of Beneficial Shareholders can only be voted (for or against resolutions) at the direction of the applicable Beneficial Shareholder. Without specific instructions, Intermediaries and their agents or nominees are prohibited from voting Shares on behalf of Beneficial Shareholders. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires Intermediaries to forward all proxy-related materials to and seek voting instructions from Beneficial Shareholders in advance of Shareholder meetings. The various Intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by an Intermediary is identical to the form of proxy provided by the Company to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e., the Intermediary or agent or nominee thereof) how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to non-registered shareholders and asks non-registered shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at a meeting. For the purposes hereof, a Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Shares directly at the Meeting. **The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Shares must be communicated to Broadridge) well in advance of the Meeting in order to have the Shares voted.**

There are two kinds of non-registered shareholders, (a) those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and (b) those who do not object to their identity being made known to the issuers of securities which they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provisions of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") issuers may deliver proxy-related materials directly to their NOBOs.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, 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. By choosing to send these materials to its NOBOs directly, the Company (and not the Intermediaries holding Shares on their behalf) has assumed responsibility for (a) delivering these materials to its NOBOs, and (b) executing their proper voting instructions. As a result, if you are a NOBO of the Company, you can expect to receive a scannable voting instruction form from the transfer agent. Please complete and return the voting instruction form to the transfer agent. In addition, internet voting information can be found in the voting instruction form. The transfer agent will tabulate the results of the voting instruction forms received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the Shares represented by the voting instruction forms it receives. This Information Circular and all accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders.

The Company's OBOs can expect to be contacted by Broadridge or their Intermediaries or an agent or nominee thereof as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of an Intermediary or an agent or nominee thereof, a Beneficial Shareholder may attend the Meeting as proxy holder for the registered Shareholder and vote its Shares in that capacity. Should a Beneficial Shareholder wish to attend the Meeting and indirectly vote its Shares as proxy holder for an applicable registered Shareholder, such Beneficial Shareholder should enter its own name in the blank space on the voting instruction form provided to such Beneficial Shareholder and return same in accordance with the instructions provided thereon.

All references to Shareholders in this Information Circular and the accompanying form of proxy and Notice of Meeting are to Shareholders of record unless specifically stated otherwise.

## **VOTING OF PROXIES**

The Shares represented by a properly executed proxy in favour of persons designated as proxy holders in the enclosed form of proxy will: (a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxy holder on any ballot that may be called for; and (b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy. **On a poll, such Shares will be voted in favour of each matter for which no choice has been specified or where both choices have been specified by the Shareholder.**

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy holder thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the Management Designees to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter that may be presented at the Meeting.

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

Other than the election of directors and the approval of the Company's stock option plan, no person who has been a director or executive officer of the Company, nor any proposed nominee for election as a director of the Company, nor any associates or affiliates of any of the foregoing, have a material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in the matters to be acted upon at the Meeting.

## VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Shares without par value. As at the Record Date (as defined below), the Company had 59,344,462 Shares issued and outstanding, with each Share carrying the right to one vote.

Only Shareholders of record holding Shares at the close of business on August 29, 2017 (the "**Record Date**") who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their Shares voted 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, or who is holding a valid proxy on behalf of a Shareholder who is not present at the Meeting, will have one vote, and on a poll every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders, or who is represented by a valid proxy, will have one vote, for each Share registered in that Shareholder's name on the list of Shareholders, which is available for inspection during normal business hours at Computershare and will be available at the Meeting. Shareholders represented by proxy holders are not entitled to vote on a show of hands.

To the knowledge of the directors and senior officers of the Company, the following persons or companies beneficially own, directly or indirectly, or exercise control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares:

Name of Shareholder	Number of Shares having ownership, control or direction over	% of issued Share Capital
Ryan Foreman	7,213,032	12.3%
Trent Kitsch	7,476,250	12.7%

## STATEMENT OF EXECUTIVE COMPENSATION

In this section:

"**Named Executive Officer**" or "**NEO**" means: (a) each individual who served as the Chief Executive Officer or the Chief Financial Officer of the Company, or an individual who acted in a similar capacity during the financial year ended December 31, 2016, regardless of the amount of compensation of that individual; (b) each of the Company's or the Company's subsidiaries' most highly compensated executive

officers, other than the Chief Executive Officer and Chief Financial Officer, who were serving as executive officers, or acting in a similar capacity, as at December 31, 2016 and whose total compensation, individually, amounted to \$150,000 or more for the financial year ended December 31, 2016; and (c) any additional individual who would have been included under (b) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, as at December 31, 2016.

As at the financial year ended December 31, 2016, the Company was a TSX Venture Exchange listed company conducting business under the name SG Spirit Gold Inc. and the Named Executive Officers at that time were Stephen Brohman, the Chief Executive Officer until September 30, 2016, Richard Grayston, the Chief Executive Officer from September 30, 2016, Ryan Cheung, the Chief Financial Officer until September 30, 2016 and Mark Ferguson the Chief Financial Officer from September 30, 2016.

On August 3, 2017, the Company completed a reverse take-over transaction which included a three-cornered amalgamation, pursuant to which DOJA's wholly-owned subsidiary amalgamated with Northern Lights Marijuana Company Limited ("**Northern Lights**") under the provisions of the *Business Corporations Act* (British Columbia) (the "**Transaction**"). In connection with the completion of the Transaction, the then current directors of DOJA, Richard Ko, Richard Grayston and Mark Ferguson, resigned from DOJA's board of directors and each of Trent Kitsch, Ryan Foreman, Jeff Barber, Stewart Thornhill and Patrick Brauckmann were appointed to DOJA's board of directors. Pursuant to National Instrument 51-102, upon completion of the Transaction the Company was deemed to have changed its financial year-end to that of Northern Lights, being March 31. Immediately, following the completion of the Transaction, the Company elected to change its financial year-end back to December 31. There were no changes in executive compensation between December 31, 2016 and March 31, 2017 and the disclosure contained herein is as at the financial year ended December 31, 2016.

In addition to the historical executive compensation information set forth below, readers are encouraged to review DOJA's Form 2A Listing Statement, as filed on the SEDAR website at [www.sedar.com](http://www.sedar.com), for information concerning amounts of executive compensation anticipated to be paid or awarded to directors and officers of DOJA following completion of the Transaction.

### Summary Compensation Table

The following table is a summary of compensation paid, payable, awarded or granted to each director and NEO in the financial years of the Company (as a TSX Venture Exchange listed company operating as SG Spirit Gold Inc.) ended December 31, 2015 and December 31, 2016.

Table of Compensation Excluding Compensation Securities							
Name & position <sup>(6)</sup>	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Stephen Brohman <sup>(1)</sup> NEO and Director	2016	19,000	Nil	Nil	Nil	Nil	19,000
	2015	15,000	Nil	Nil	Nil	Nil	15,000

Ryan Cheung <sup>(2)</sup> NEO and Director	2016	5,000	Nil	Nil	Nil	Nil	5,000
	2015	5,000	Nil	Nil	Nil	Nil	5,000
Marco Parente <sup>(3)</sup> Director	2016	5,000	Nil	Nil	Nil	Nil	5,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil
Richard Ko <sup>(4)</sup> Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	N/A	N/A	N/A	N/A	N/A	N/A
Richard Grayston <sup>(5)</sup> NEO and Director	2016	7,500	Nil	Nil	Nil	Nil	7,500
	2015	N/A	N/A	N/A	N/A	N/A	N/A
Mark Ferguson <sup>(5)</sup> NEO and Director	2016	Nil	Nil	Nil	Nil	Nil	Nil
	2015	N/A	N/A	N/A	N/A	N/A	N/A

**NOTES:**

- (1) During the financial years of the Company ended December 31, 2015 and December 31, 2016, Stephen Brohman was also a director of the Company. The Summary Compensation Table sets out the compensation he received for his services as both a director and Named Executive Officer of the Company. Mr. Brohman resigned as an officer and director of the Company on September 30, 2016.
- (2) During the financial years of the Company ended December 31, 2015 and December 31, 2016, Ryan Cheung was also a director of the Company. The Summary Compensation Table sets out the compensation he received for his services as both a director and Named Executive Officer of the Company. Mr. Cheung resigned as an officer and director of the Company on September 30, 2016.
- (3) Mr. Parente resigned as a director of the Company on September 30, 2016.
- (4) Mr. Ko joined the board of directors on February 9, 2016 and resigned effective August 3, 2017 in connection with the completion of the Transaction.
- (5) Messrs. Grayston and Ferguson joined the board of directors on September 30, 2016 and resigned effective August 3, 2017 in connection with the completion of the Transaction.
- (6) Each of Trent Kitsch, Jeff Barber, Ryan Foreman, Stewart Thornhill and Patrick Brauckmann were appointed to the board of directors on August 3, 2017.

**Stock Options and Other Compensation Securities Table**

The following table provides information disclosing the compensation securities granted or issued to each NEO and director during the financial year ending December 31, 2016:

Compensation Securities							
Name and position	Type of compensation security <sup>(1)</sup>	# of compensation securities, # of underlying securities & % of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Stephen Brohman NEO & Director	Stock Option	650,000	Feb. 9, 2016	0.08	0.12	0.155	Feb. 9, 2017
Ryan Cheung	Stock Option	650,000	Feb. 9, 2016	0.08	0.12	0.155	Feb. 9, 2017

NEO & Director							
Marco Parente Director	N/A						
Richard Ko Director	N/A						
Richard Grayston NEO & Director	N/A						
Mark Ferguson NEO & Director	N/A						

NOTES:

(1) All stock options granted during the financial year ended December 31, 2016 were cancelled on September 30, 2016.

### Exercise of Compensation Securities by Directors and NEO's

During the financial year ended December 31, 2016, none of the NEO's or directors exercised any compensation securities.

### Stock Option Plans and Other Incentive Plans

The Company intends to seek Shareholder approval at the Meeting to replace its current stock option plan with a new stock option plan (the "**Option Plan**") in substantially the form attached hereto as Schedule "A". Please see "*Particulars of Matters to Be Acted Upon*" "*Approval of Stock Option Plan*" for specific details concerning the Option Plan.

### Employment, Consulting and Management Agreements

During the financial ended December 31, 2016, the Company did not enter into any employment, consulting and/or management agreement.

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

The determination of director and NEO compensation and how and when such compensation is to be determined is subject to the consideration of the board of directors (the "**Board**") as disclosed in more detail below under "*Corporate Governance Disclosure Pursuant to National Instrument 58-101*".

During the financial year ended December 31, 2016, the Company provided the following compensation to its NEOs:

Salary – Mr. Brohman, CEO of the Company for a portion of the financial year ended December 31, 2016 received salary of \$19,000 (Mr. Brohman resigned as an officer of the Company on September 30, 2016). Mr. Grayston, CEO of the Company for a portion of the financial year ended December 31, 2016 received salary of \$7,500 (Mr. Grayston became an NEO on September 30, 2016). Ryan Cheung, CFO of the Company for a portion of the financial year ended December 31, 2016 received a salary of \$5,000

(Mr. Cheung resigned as an officer of the Company on September 30, 2016). The Company does not provide an annual salary to its directors.

Options - Mr. Brohman, as the CEO and Mr. Cheung, as the CFO of the Company for a portion of the financial year ended December 31, 2016 each earned options to purchase up to and aggregate of 650,000 Shares at \$0.08 per Share until February 9, 2017. These options were cancelled as at September 30, 2016.

#### **Pension Benefits**

During the most recently completed financial year ended December 31, 2016, the Company did not provide any pension benefits to its NEOs or directors.

#### **Corporate Governance Disclosure Pursuant to National Instrument 58-101**

The current objectives of the Company's compensation policies and practices are to attract and retain highly qualified individuals, align the interests of its directors and officers with those of Shareholders and ensure all compensation paid is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

The Board has the ultimate responsibility for the Company's compensation policies and practices. The current Board consists of five (5) members of whom two (Patrick Brauckmann and Stewart Thornhill) are independent as determined in accordance with the provisions of National Instrument 58-101 - *Disclosure of Corporate Governance Practices ("NI 58-101")*. Trent Kitsch, Ryan Foreman and Jeff Barber are not independent for the purposes of NI 58-101, because they are also officers of the Company.

The current Board of the Company was established on August 3, 2017 upon completion of the Transaction. Accordingly, the Board is in the process of evaluating the Company's current position to determine whether the implementation of a formal compensation program and the appointment of a corporate governance committee is appropriate at this time.

Until such time as an evaluation has been conducted as to the merits of a formal compensation program, the Board intends to annually review the following factors when determining the applicable compensation issuable to the Company's NEO's and directors:

- nature and quantity of duties and responsibilities;
- past performance of those responsibilities;
- involvement in the success of material transactions;
- comparable compensation paid by other issuers to similar positions; and
- financial resources of the Company available to be allocated to compensation.

#### **Option-based Awards**

Options are currently granted by the Company pursuant to the Company's shareholder approved stock option plan which the Company intends to replace with the Option Plan as more particularly described under "*Particulars of Matters To Be Acted Upon*". The Company will continue to issue option-based

awards to its executive officers in order to maintain qualified officers and in order to be competitive with similar companies. The Board may, from time to time, review the accomplishments achieved by the Company as at that time, and grant option-based awards to those directors, officers and employees who have contributed to such accomplishments. In addition, when asked and if appropriate, the CEO will provide the Board with an overview of the Company's achievements and progress, as well as information on the employee's ongoing roles in those efforts. At that time, the CEO may also provide the Board with recommendations for their consideration. The CEO's recommendations are then reviewed and discussed by the Board as a whole, after which time a directors' resolution to approve the agreed upon compensation will be passed.

All option-based awards granted are issued at an exercise price that is not lower than the price allowable pursuant to Canadian Securities Exchange ("CSE") policies.

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

The following table sets forth, as of December 31, 2016, certain information regarding equity compensation plans under which securities of the Company are authorized for issuance. The only equity compensation plan of the Company is its existing stock option plan which it is seeking Shareholder approval to replace with the Option Plan.

In addition to the historical information set forth below, readers are encouraged to review DOJA's Form 2A Listing Statement, as filed on the SEDAR website at [www.sedar.com](http://www.sedar.com), for information concerning amounts of executive compensation paid or awarded, or anticipated to be paid or awarded, to directors and officers of DOJA following completion of the Transaction.

<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	520,000	\$0.14	655,856
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
<b>Total</b>	<b>520,000</b>		<b>655,856</b>

At the Meeting, Shareholders will be asked to approve the Company's Option Plan. For a summary of the Company's Option Plan, please see "*Particulars of Matters to be Acted Upon – Approval of New Stock Option Plan*" or refer to Schedule "A" for a full copy of the Option Plan.

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

At no time during the Company's last completed financial year was any director, executive officer, employee, proposed management nominee for election as a director of the Company or any associate of

any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries indebted to the Company or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

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

No informed person (within the meaning of applicable securities laws) of the Company and no proposed nominee for election as a director of the Company, or any of their respective associates or affiliates has any material interest, direct or indirect, in any transaction involving the Company during the year ended December 31, 2016 or in any proposed transaction which affected or would materially affect the Company or any of its subsidiaries.

On August 3, 2017, the Company completed a the Transaction. In connection with the completion of the Transaction, the then current directors of DOJA, Richard Ko, Richard Grayston and Mark Ferguson, resigned from DOJA's board of directors and each of Trent Kitsch, Ryan Foreman, Jeff Barber, Stewart Thornhill and Patrick Brauckmann were appointed to DOJA's board of directors. In connection with the completion of the Transaction, each of Trent Kitsch, Ryan Foreman, Jeff Barber and Stewart Thornhill, each a proposed director of the Company, were issued Shares in exchange for their shares in Northern Lights. As a result of these issuances, each of Trent Kistch and Ryan Foreman are persons holding in excess of 10% of the issued Shares.

Readers are encouraged to review DOJA's public disclosure record, as filed on the SEDAR website at [www.sedar.com](http://www.sedar.com), for information concerning the Transaction.

## **MANAGEMENT CONTRACTS**

There are no management functions of the Company or any of its subsidiaries which are to any substantial degree performed by a person other than the directors or executive officers of the Company or its subsidiaries.

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

### **Receiving the Audited Financial Statements**

The Company's audited financial statements for the year ended December 31, 2016, together with the auditor's report thereon, will be presented to Shareholders at the Meeting. A copy of the Company's financial statements are also available on the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com). Readers are also encouraged to review the audited financial statements of Northern Lights for the year ended March 31, 2017, which are included in DOJA's Form 2A Listing Statement, a copy of which is available on the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com).

### **Fix Number of Directors**

At the Meeting, Shareholders will be asked to consider and, if thought fit, pass a resolution which provides that the number of directors of the Company be set at five (5).

**It is intended on any vote that may be called relating to fixing the number of directors of the Company at five (5), that the Shares represented by proxies in favour of Management Designees will be voted IN FAVOUR of such resolution, unless a Shareholder has specified in the proxy that the Shares are to be voted against such resolution.**

### **Election of Directors**

The term of office of each of the present directors of the Company expires at the Meeting. All of management's nominees have consented to act as a director of the Company, and management does not contemplate that any of such nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated in accordance with the Articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

The following table and notes thereto set out the name of each person proposed to be nominated by management for election as a director, the province or state and country in which he is ordinarily resident, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of Shares beneficially owned or directly or indirectly controlled or directed by him, as at August 29, 2017.

<b>Name, Position, Province or State, and Country of Residence<sup>(1)</sup></b>	<b>Principal Occupation and Occupation During Past 5 Years</b>	<b>Director Since</b>	<b># of Shares Beneficially Owned or Directly or Indirectly Controlled or Directed<sup>(2)</sup></b>
Trent Kitsch Director & CEO Kelowna, BC Canada	Entrepreneur. Mr. Kitsch co-founded Northern Lights in 2013. Prior thereto, Mr. Kitsch founded SAXX Underwear in 2007 and successfully built SAXX into a globally recognizable brand before exiting the business in 2015. In 2013 Mr. Kitsch co-founded Kitsch Wines in the Okanagan Valley.	August 3, 2017	7,476,250
Ryan Foreman Director & President Vancouver, BC Canada	Mr. Foreman co-founded Northern Lights in 2013. Mr. Foreman has spent over 15 years developing e-commerce operations within the consumer goods space working with influential brands and industry disrupters in the lifestyle and action sports markets.	August 3, 2017	7,213,032
Jeff Barber <sup>(3)</sup> Director & CFO Kelowna, BC Canada	Mr. Barber joined Northern Lights in 2016 after selling his ownership interest in a boutique M&A advisory firm in Calgary.	August 3, 2017	1,350,000

	Prior thereto, he was an investment banker with Raymond James Limited.		
Patrick Brauckmann <sup>(3)</sup> Director Surrey, BC Canada	For more than a decade Mr. Brauckmann has identified, structured and financed numerous private and public companies in a wide spectrum of industry sectors including healthcare, internet telephony, solar energy, oil & gas, mineral exploration and licensed marijuana production in both the US and Canada.	August 3, 2017	Nil
Stewart Thornhill <sup>(3)</sup> Director Ann Arbor, MI USA	Mr. Thornhill is the Executive Director of the Zell Lurie Institute for Entrepreneurial Studies and serves as the Eugene Applebaum Professor of Entrepreneurial Studies	August 3, 2017	400,000

NOTES:

- (1) The information as to the province or state and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by each respective director individually.
- (2) The information as to Shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by each respective director individually.
- (3) Member of the audit committee of the Board (the “**Audit Committee**”).

For the purposes of this section, “**Order**” means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation;

that was in effect for more than 30 consecutive days.

No proposed director of the Company is, as of the date of this Information Circular, or has been, within ten years before the date of this Information Circular a director or executive officer of any company that:

- (a) was subject to an Order that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer;
- (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 a director, chief executive officer or chief financial officer; or

- (c) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceeding, arrangement, or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

None of the proposed directors has, within the ten years prior to 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 proceeding, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold his assets.

None of the proposed directors has been subject to:

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

**It is intended that, on any vote that may be called relating to the election of the persons named above as directors of the Company, the Shares represented by proxies in favour of Management Designees will be voted IN FAVOUR for such resolution, unless a Shareholder has specified in the proxy that the Shares are to be withheld from voting on such resolution.**

#### **Appointment of Auditor**

At the Meeting, Shareholders will be asked to consider and, if thought fit, pass a resolution which appoints Morgan & Company LLP, as the external auditor of the Company for the ensuing year. Morgan & Company LLP was first appointed auditor of the Company on March 14, 2016.

**It is intended that, on any vote that may be called relating to the appointment of the external auditor of the Company, the Shares represented by proxies in favour of Management Designees will be voted IN FAVOUR for such resolution, unless a Shareholder has specified in the proxy that the Shares are to be withheld from voting on such resolution.**

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

At the Meeting, Shareholders will be asked to consider and, if thought fit, pass a resolution to approve the Company's Option Plan.

The Company currently has a shareholder approved stock option plan which complies with the policies of the TSX Venture Exchange. As the Company is now listed on the CSE, it is proposing to replace its current stock option plan with the Option Plan in substantially the form attached hereto as Schedule "A". Like the Company's current stock option plan, the Option Plan's purpose is to attract and motivate directors, senior officers, employees, management company employees, consultants and others providing services to the Company and its subsidiaries, and thereby advance the Company's interests, by

affording such persons with an opportunity to acquire an equity interest in the Company, through the issuance of stock options.

The Option Plan will be similar to the Company's current stock option plan and will contain the following similar provisions:

1. The aggregate number of Shares which may be issued pursuant to options granted under the Plan, unless otherwise approved by Shareholders, may not exceed that number which is equal to 10% of the Shares issued and outstanding at the time of the grant.
2. The number of Shares subject to each option will be determined by the Board, provided that the aggregate number of Shares reserved for issuance pursuant to options granted to:
  - (a) insiders may not exceed 10% of the issued Shares;
  - (b) any one individual may not exceed 5% of the issued Shares (unless the Company has obtained disinterested Shareholder approval);
  - (c) any one consultant during any 12 month period may not exceed 2% of the issued Shares; and
  - (d) all persons employed to provide investor relations activities (as a group) may not exceed 2% of the issued Shares during any 12 month period;

in each case calculated as at the date of grant of the option, including all other Shares under options to such person at that time.

3. Options may be exercisable for a period of up to ten years from the date of grant.
4. The options are non-assignable and non-transferable. The options can only be exercised by the optionee as long as the optionee remains an eligible optionee pursuant to the Plan or within a period of not more than 90 days after ceasing to be an eligible optionee (30 days in the case of a person engaged in investor relations activities) or, if the optionee dies, within one year from the date of the optionee's death.
5. Options granted to consultants engaged to perform investor relations activities must be subject to a vesting requirement, whereby such options will vest over a period of not less than 12 months, with a maximum of 25% vesting in any 3 month period.
6. On the occurrence of a takeover bid, issuer bid or going private transaction, the Board will have the right to accelerate the date on which any option becomes exercisable.

The Option Plan will differ from the Company's current stock option plan because, among other things, the exercise price of an option may not be set at less than the minimum price permitted by the CSE (which contemplates up to a prescribed discount to the market price at the time of grant).

The foregoing is only a summary of the salient features of the Plan, and is qualified in its entirety by reference to the actual terms and conditions of the Option Plan as attached hereto as Schedule "A".

There are currently 300,000 options outstanding under the Company's current stock option plan and, should the shareholders of the Company approve the Option Plan, the 300,000 options currently issued will be governed by the terms and conditions of the Option Plan. Assuming that the Option Plan is approved and adopted, the Company may grant an additional 5,575,296 options (based on the current issued capital of 58,752,962 Shares). Notice of options granted under the Option Plan must be given to the CSE immediately following each option grant. Once issued, the term of any option granted may not be amended. Existing incentive stock options are not affected by the vote at the Meeting with respect to the approval of the Option Plan.

Accordingly, Shareholders will be asked to pass an ordinary resolution, in substantially the following form, to approve the Option Plan:

"BE IT RESOLVED, as an ordinary resolution, that:

1. the Option Plan, as described in the Information Circular dated August 31, 2017 be and is hereby ratified and approved; and
2. the number of Shares reserved for issuance under the Option Plan shall be no more than 10% of the Company's issued and outstanding share capital as at the time of any stock option grant."

**It is intended on any vote that may be called relating to the approval of the Company's Option Plan, that the Shares represented by proxies in favour of Management Designees will be voted IN FAVOUR of such resolution, unless a Shareholder has specified in the proxy that the Shares are to be voted against such resolution.**

#### **Any Other Matters**

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the Management Designees to vote on such matters in accordance with their best judgment of such matters.

#### **AUDIT COMMITTEE**

##### **Audit Committee Charter**

The text of the charter of the Audit Committee is attached hereto as Schedule "B".

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

The Audit Committee is currently comprised of Jeff Barber, Stewart Thornhill and Patrick Brauckmann, each of whom is financially literate as determined in accordance with NI 52-110 and independent as determined in accordance with NI 52-110. Jeff Barber serves as the Chair of the Audit Committee.

## Relevant Education and Experience

**Jeff Barber**, Mr. Barber joined DOJA in 2016 after selling his ownership in a boutique M&A advisory firm in Calgary. Prior thereto, he was an investment banker with Raymond James Limited for four years and previously held investment banking and equity research positions at Canaccord Genuity Corp. Jeff began his career as an Economist with Deloitte LLP. Throughout his career, Mr. Barber has worked closely with various public company Boards and executive teams to assist in institutional capital initiatives and advise on go-public transactions, valuations and M&A mandates. Jeff Barber is a CFA charterholder and holds a Masters degree in Finance and Economics from the University of Alberta.

**Stewart Thornhill**, Mr. Thornhill is the Executive Director of the Zell Lurie Institute for Entrepreneurial Studies and serves as the Eugene Applebaum Professor of Entrepreneurial Studies. Mr. Thornhill has served as the executive director of the Pierre L. Morrissette Institute for Entrepreneurship and a member of the faculty at the Ivey Business School at Western University in London, Ontario. At Ivey, he championed a number of new initiatives and has sizable experience helping entrepreneurs through his involvement in QuantumShift, an Executive Development program for high-growth entrepreneurs. Thornhill's extensive background also includes global experience, having held the Karel Steur chair in entrepreneurship at the Universidad de San Andreas, Buenos Aires and various professorial roles at Jacobs University in Bremen, Germany, the Institut d'Etudes Politiques de Paris in France and the Schulich School of Business at York University in Toronto. Dr. Thornhill's research interests include strategic execution, leadership, competitive strategy, innovation and corporate entrepreneurship. Mr. Thornhill's work has appeared in several top management journals and he has published more than 20 teaching cases. He serves on the editorial boards of the Journal of Business Venturing, the Strategic Entrepreneurship Journal, the International Entrepreneurship and Management Journal, and the Journal of Global Entrepreneurship Research. He received his Ph.D. from the University of British Columbia and also holds a B.Sc. (Eng.) in Mechanical Engineering and an MBA with a concentration in Finance.

**Patrick Brauckmann**, For more than a decade Mr. Brauckmann has identified, structured and financed numerous private and public companies in a wide spectrum of industry sectors including healthcare, internet telephony, solar energy, oil & gas, mineral exploration and licensed marijuana production in both the US and Canada. As an Independent Director to Northern Lights, Mr. Brauckmann brings strong cross sectional talents to the company from his experience as a co-founder of Canada's first multi-disciplinary medical facilities, the co-creator of Chopra Yoga Studios, the founder of Corazon Gold Corp. and most recently assisting in the go-public strategy for one of Canada's first licensed marijuana producers. Mr. Brauckmann has served in both management and Board capacities for public companies. Mr. Brauckmann received his B.A. (Hons) from Simon Fraser University.

As a result of their education and experience, each member of the Audit Committee has familiarity with, an understanding of, and experience in:

- (a) 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) reviewing 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, and
- (c) an understanding of internal controls and procedures for financial reporting.

### **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 an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

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

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

The Audit Committee is required to review the performance of the Company's external auditor and to approve in advance the provision of services other than auditing. The Audit Committee is also required to consider the independence of the external auditor, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Chair of the Audit Committee is authorized to approve any non-audit services or additional work that the Chair of the Audit Committee deems as necessary. In such a case, the Chair of the Audit Committee is to notify the other members of the Audit Committee of such non-audit or additional work.

### **Reliance on Exemption in Section 6.1 of NI 52-110**

The Company is currently a "venture issuer", as defined in Section 1.1 of NI 52-110. Accordingly, in providing the disclosure contained herein, the Company is relying upon the exemption in Section 6.1 of NI 52-110 (which is available to all venture issuers) whereby the Company's audit committee members are not required to be either "independent" or "financially literate".

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

The aggregate fees billed by the Company's external auditor in each of the last two financial years are as follows:

<b>Financial Year Ending</b>	<b>Audit Fees <sup>(1)</sup></b>	<b>Audit Related Fees <sup>(2)</sup></b>	<b>Tax Fees <sup>(3)</sup></b>	<b>All Other Fees <sup>(4)</sup></b>
December 31, 2016	\$10,200	\$Nil	\$970	\$5,000
December 31, 2015	\$7,650	\$Nil	\$Nil	\$Nil

NOTES:

- (1) The aggregate audit fees billed.
- (2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and are not included under the heading "Audit Fees".
- (3) The aggregate fees billed for professional services rendered for tax compliance and preparation of corporate income tax returns.
- (4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".

## **CORPORATE GOVERNANCE DISCLOSURE**

### **Board of Directors**

The Board facilitates its exercise of independent supervision over the Company's management through meetings of the Board and, both directly and indirectly, its committees and independent members. The Board believes that adequate structures and processes are in place to facilitate the functioning of the Board with a level of independence from the Company's management.

**The Board currently consists of five directors, two of whom (Patrick Brauckmann and Stewart Thornhill) are considered to be independent directors as defined in NI 58-101. Trent Kitsch, Ryan Foreman and Jeff Barber are not considered to be independent directors pursuant to NI 58-101 by virtue of being the executive officers of the Company.**

### **Directorships**

Other than as set forth below, no current or proposed director of the Company is a director of any other issuer that is a reporting issuer (or equivalent) in a jurisdiction of Canada or a foreign jurisdiction:

Jeff Barber – Standard Lithium Ltd.

### **Orientation and Continuing Education**

It is the intention that the Board will consider and determine an orientation process for new members of the Board and continuing education and development for incumbent members of the Board, including specific education for members of each committee, if necessary. In addition, the Board will oversee the arrangement for its members to annually participate in a continuing education event addressing current developments and best practices in corporate governance, if deemed to be appropriate and beneficial.

### **Ethical Business Conduct**

The Board may choose to adopt a written Code of Business Conduct and Ethics, which will apply to all employees, officers, directors and outside advisors of the Company and its affiliates. The purpose of such Code of Business Conduct and Ethics will be to create a culture in the Company and its affiliates that values high ethical standards, honesty and compliance with laws, rules and regulations. Such Code of Business Conduct and Ethics will contain prohibitions on discrimination and harassment as well as provisions that require the directors, officers and other employees of the Company and its affiliates to avoid situations where their personal interests conflict, or appear to conflict, with the interests of the Company and/or its affiliates.

### **Nomination of Directors**

The Board as a whole will be responsible for annually identifying and recommending to the Board an annual slate of nominees for membership on the Board. In recommending the annual slate of nominees, the Board takes into account the number of directors required to carry out the Board's duties effectively and to maintain a diversity of views and experience and identifies and screens individuals to determine potential candidates.

## **Compensation**

The Board, as a whole, will determine the amount and type of compensation to be paid to the Company's executive officers, including base salary, annual incentives, long-term incentives, and other forms of compensation. In reviewing and recommending an individual's compensation, the Board considers the skill and level of responsibility involved in the individual's position, the individual's experience and qualifications, the Company's resources, industry practice and the existing stage of the Company's development. The Board will also annually review and determine the remuneration of directors of the Company.

## **Other Board Committees**

The Board 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 process of the Board and Audit Committee. During the year end audit, both the Board and the Audit Committee review the information contained within the financial statements, express any opinions which they may have and make self-assessments regarding whether the information is accurate and representative of clear communications between the Board and management of the Company.

## **ADDITIONAL INFORMATION**

Additional information regarding the Company and its business activities is available on the SEDAR website located at [www.sedar.com](http://www.sedar.com). The Company's financial information is provided in the Company's audited consolidated financial statements and related management discussion and analysis for its most recently completed financial year which may be viewed on the SEDAR website. Shareholders may request copies of the Company's audited financial statements and related management discussion and analysis by contacting Trent Kitsch, Chief Executive Officer, by telephone at 250-317-5140, or by e-mail at [trent@dojamj.com](mailto:trent@dojamj.com) or by sending a written request to the Chief Executive Officer of the Company at the head office of the Company, 6 – 2322 Dominion Road, West Kelowna, British Columbia, V1Z 2W8.

## **BOARD APPROVAL**

The directors of the Company have approved the contents of this Information Circular and the distribution of this Information Circular to Shareholders.

DATED at Kelowna, British Columbia, this 31<sup>st</sup> day of August, 2017.

On behalf of the Board of Directors of

**DOJA CANNABIS COMPANY LIMITED**

*"Trent Kitsch" (Signed)*

Trent Kitsch

## SCHEDULE "A"

### STOCK OPTION PLAN OF DOJA CANNABIS COMPANY LIMITED

#### 1. PURPOSE

The purpose of the Stock Option Plan (the "**Plan**") of DOJA Cannabis Company Limited, a corporation existing under the *Business Corporations Act* (British Columbia) (the "**Corporation**") is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Corporation (the "**Shares**"), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

#### 2. ADMINISTRATION

The Plan shall be administered by the Board of Directors of the Corporation or by a special committee of the directors appointed from time to time by the Board of Directors of the Corporation pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors of the Corporation, is hereinafter referred to as the "**Board**"). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

#### 3. STOCK EXCHANGE RULES

All options granted pursuant to this Plan shall be subject to rules and policies of any stock exchange or exchanges on which the Shares are then listed and any other regulatory body having jurisdiction (hereinafter collectively referred to as, the "**Exchange**").

#### 4. SHARES SUBJECT TO PLAN

Subject to adjustment as provided in Section 15 hereof, the Shares to be offered under the Plan shall consist of common shares of the Corporation's authorized but unissued common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% of the issued and outstanding common shares of the Corporation from time to time. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan

without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

## **5. MAINTENANCE OF SUFFICIENT CAPITAL**

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

## **6. ELIGIBILITY AND PARTICIPATION**

Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services to the Corporation or its subsidiaries (“**Management Company Employees**”) shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as “**Participants**”). Subject to compliance with any applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option. In the case of employees or consultants of the Corporation or Management Company Employees, the option agreements to which they are party must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

## **7. EXERCISE PRICE**

- (a) The exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange.
- (b) Once the exercise price has been determined by the Board, accepted by the Exchange, if applicable, and the option has been granted, the exercise price of an option may only be amended pursuant to the policies of the Exchange.

## **8. NUMBER OF OPTIONED SHARES**

- (a) The number of Shares subject to an option granted to any one Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds such maximum number, if any, permitted by the Exchange.
- (b) If prohibited by the Exchange, no single Participant will be granted options to purchase a number of Shares equaling more than 5% of the issued common shares of the Corporation, in any

twelve-month period, unless the Corporation obtains such required approvals as prescribed by the Exchange, if applicable.

- (c) Options shall not be granted if the exercise thereof would result in the issuance of Shares of the Corporation, in any twelve-month period to any one consultant of the Corporation (or any of its subsidiaries), which exceeds the maximum number of Shares permitted by the Exchange, if any, unless the Corporation obtains such required approvals as prescribed by the Exchange, if applicable.
- (d) Options shall not be granted if the exercise thereof would result in the issuance of Shares of the Corporation, in any twelve-month period to persons employed to provide investor relation activities, which exceeds the maximum number of Shares permitted by the Exchange, if any, unless the Corporation obtains such required approvals as prescribed by the Exchange, if applicable. Options granted to Consultants performing investor relations activities may contain vesting provisions, as determined by the Board.

## **9. DURATION OF OPTION**

- (a) Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange.
- (b) Subject to compliance with applicable Exchange policy, the expiry date of an option granted hereunder will be automatically extended if such expiry date falls within a blackout period during which the Corporation prohibits optionees from exercising their options. Such automatic extension shall in no event exceed 10 business days following the end of such blackout period.

## **10. OPTION PERIOD, CONSIDERATION AND PAYMENT**

- (a) The option period shall be a period of time fixed by the Board not to exceed the maximum term permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections 11 and 12 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Corporation or its subsidiaries, or death of the Participant.
- (b) Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.
- (c) Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period.
- (d) Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Corporation or any of its subsidiaries, or a Management Company Employee of the Corporation or any of its subsidiaries.

- (e) The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque, bank draft or electronic money transfer for the full purchase price of such Shares with respect to which the option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares of the Corporation unless and until the certificate(s) for Shares issuable pursuant to options under the Plan are issued to him or them under the terms of the Plan.

#### **11. CEASING TO BE A DIRECTOR, OFFICER, CONSULTANT OR EMPLOYEE**

- (a) If a Participant shall cease to be a director, officer, consultant or employee of the Corporation, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Participant's services to the Corporation.
- (b) Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, consultant, employee or Management Company Employee of the Corporation or of any of its subsidiaries or affiliates.

#### **12. DEATH OF PARTICIPANT**

Notwithstanding section 11, in the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

- (a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that such Participant was entitled to exercise the option at the date of his death.

#### **13. RIGHTS OF OPTIONEE**

No person entitled to exercise any option granted under the Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such option until the certificate(s) representing such Shares shall have been issued and delivered.

#### **14. PROCEEDS FROM SALE OF SHARES**

The proceeds from the sale of Shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

## **15. ADJUSTMENTS**

If the outstanding common shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation or another corporation or entity through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, any adjustments relating to the Shares optioned or issued on exercise of options and the exercise price per Share as set forth in the respective stock option agreements shall be made in accordance to the terms of such agreements.

Adjustments under this Section shall be made by the Board whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Share shall be required to be issued under the Plan on any such adjustment.

## **16. TRANSFERABILITY**

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the Exchange. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

## **17. AMENDMENT AND TERMINATION OF PLAN**

Subject to the policies, rules and regulations of any lawful authority having jurisdiction (including any exchange on which the Shares are listed for trading), the Board may at any time, without further action by the shareholders, amend the Plan or any option granted hereunder in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to ensure that options granted hereunder will comply with any provisions respecting stock options in the income tax or other laws in force in any country or jurisdiction of which a person to whom an option has been granted may from time to time be resident or citizen or the Board may at any time, without action by shareholders, terminate the Plan. The Board may not, however, without the consent of the option holder, alter or impair any of the rights or obligations under any option theretofore granted.

## **18. NECESSARY APPROVALS**

The ability of a Participant to exercise options and the obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from shareholders of the Corporation and the Exchange having jurisdiction over the securities of the Corporation. If any Shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

## **19. WITHHOLDING TAXES**

The Corporation's obligation to deliver Shares issuable on the exercise of an option shall be subject to a Participant's satisfaction of all applicable income, employment and non-resident withholding tax obligations. Without limiting the generality of the foregoing, if the Corporation determines in its sole discretion that under the requirements of applicable taxation laws or regulations of any governmental authority whatsoever it is obliged to withhold for remittance to a taxing authority any

amount upon exercise of an option, the Corporation may take any steps it considers necessary or appropriate in the circumstances to withhold in connection with any option or other benefit under the Plan including, without limiting the generality of the foregoing:

- (a) requiring the Participant exercising the option to pay the Corporation, in the same manner as the exercise price for the Shares issuable on exercise of an option, such amount as the Corporation is obliged to remit to such taxing authority in respect of the exercise of the option, with any such additional payment, in any event, being due no later than the date as of which any amount with respect to the option exercised first becomes included in the gross income of the Participant for tax purposes; or
- (b) issuing the Shares issuable on the exercise of an option to an agent on behalf of the Participant and directing the agent to sell a sufficient number of such Shares on behalf of the Participant to satisfy the amount of any such withholding obligation, with the agent paying the proceeds of any such sale to the Corporation for this purpose;

to the extent permitted by law, deducting the amount of any such withholding obligation from any payment of any kind otherwise due to the Participant.

## **20. EFFECTIVE DATE OF PLAN**

The Plan has been adopted by the Board of the Corporation.

## **21. INTERPRETATION**

The Plan will be governed by and construed in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

## **SCHEDULE "B"**

### **AUDIT COMMITTEE CHARTER**

#### **OVERALL ROLE AND RESPONSIBILITY**

The Audit Committee shall:

Assist the Board of Directors in its oversight role with respect to:

- (a) the quality and integrity of financial information;
- (b) the independent auditor's performance, qualifications and independence;
- (c) the performance of the Corporation's internal audit function, if applicable;
- (d) the Corporation's compliance with legal and regulatory requirements; and

Prepare such reports of the Audit Committee required to be included in the information/proxy circular of the Corporation in accordance with applicable laws or the rules of applicable securities regulatory authorities.

#### **MEMBERSHIP AND MEETINGS**

The Audit Committee shall consist of three (3) or more Directors appointed by the Board of Directors, the majority of whom shall not be officers, employees or control persons of the Corporation or any of the Corporation's associates and affiliates.

The Board of Directors shall designate one (1) member of the Audit Committee as the Committee Chair. Each member of the Audit Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment. The Board of Directors shall determine whether and how many members of the Audit Committee qualify as a financial expert as defined by applicable law.

#### **STRUCTURE AND OPERATIONS**

The affirmative vote of a majority of the members of the Audit Committee participating in any meeting of the Audit Committee is necessary for the adoption of any resolution.

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall report to the Board of Directors on its activities after each of its meetings at which time minutes of the prior Committee meeting shall be tabled for the Board.

The Audit Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board of Directors for its approval.

The Audit Committee is expected to establish and maintain free and open communication with management and the independent auditor and shall periodically meet separately with each of them.

## **SPECIFIC DUTIES**

### **Oversight of the Independent Auditor**

- Make recommendations to the board for the appointment and replacement of the independent auditor.
- Responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.
- Authority to pre-approve all audit services and permitted non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.
- Evaluate the qualifications, performance and independence of the independent auditor, including: (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
- Obtain from the independent auditor and review the independent auditor's report regarding the management internal control report of the Corporation to be included in the Corporation's annual information/proxy circular, as required by applicable law.
- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

### **Financial Reporting**

- Review and discuss with management and the independent auditor:
  - prior to the annual audit the scope, planning and staffing of the annual audit,
  - the annual audited financial statements,
  - the Corporation's annual and quarterly disclosures made in management's discussion and analysis,
  - approve any reports for inclusion in the Corporation's Annual Report, if any, as required by applicable legislation,
  - the Corporation's quarterly financial statements, including the results of the independent auditor's review, if applicable, of the quarterly financial statements and

- any matters required to be communicated by the independent auditor under applicable review standards,
  - significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements,
  - any significant changes in the Corporation's selection or application of accounting principles,
  - any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies, and
  - other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

#### **AUDIT COMMITTEE'S ROLE**

The Audit Committee has the oversight role set out in this Charter. Management, the Board of Directors, the independent auditor and the internal auditor all play important roles in respect of compliance and the preparation and presentation of financial information. Management is responsible for compliance and the preparation of financial statements and periodic reports. Management is responsible for ensuring the Corporation's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles and applicable laws. The Board of Directors in its oversight role is responsible for ensuring that management fulfills its responsibilities. The independent auditor, following the completion of its annual audit, opines on the presentation, in all material respects, of the financial position and results of operations of the Corporation in accordance with Canadian generally accepted accounting principles.

#### **FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS**

The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Audit Committee. The Audit Committee shall also have the authority to retain such other independent advisors as it may from time to time deem necessary or advisable for its purposes and the payment of compensation therefor shall also be funded by the Corporation.

#### **APPROVAL OF AUDIT AND REMITTED NON-AUDIT SERVICES PROVIDED BY EXTERNAL AUDITORS**

Over the course of any year there will be two levels of approvals that will be provided. The first is the existing annual Audit Committee approval of the audit engagement and identifiable permitted non-audit services for the coming year. The second is in-year Audit Committee pre-approvals of proposed audit and permitted non-audit services as they arise.

Any proposed audit and permitted non-audit services to be provided by the External Auditor to the Corporation or its subsidiaries must receive prior approval from the Audit Committee, in accordance with this protocol. The CFO shall act as the primary contact to receive and assess any proposed engagements from the External Auditor.

Following receipt and initial review for eligibility by the primary contacts, a proposal would then be forwarded to the Audit Committee for review and confirmation that a proposed engagement is permitted.

In the majority of such instances, proposals may be received and considered by the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority to approve audit and permitted non-audit services), for approval of the proposal on behalf of the Audit Committee. The Audit Committee Chair will then inform the Audit Committee of any approvals granted at the next scheduled meeting.