

# **EASYMED TECHNOLOGIES INC.**

***ANNUAL GENERAL &  
SPECIAL MEETING OF  
SHAREHOLDERS  
TO BE HELD***

***FRIDAY, SEPTEMBER 11, 2015***

***NOTICE OF MEETING AND  
MANAGEMENT INFORMATION CIRCULAR***

August 7, 2015

**EASYMED TECHNOLOGIES INC.**

8338-120th Street, Second

Floor, Surrey, BC V3W

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**NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF  
SHAREHOLDERS TO BE HELD ON SEPTEMBER 11, 2015**

**NOTICE IS HEREBY GIVEN** that the annual general and Special meeting (the “**Meeting**”) of the shareholders of Easymed Technologies Inc. (the “**Company**”) will be held at 2nd floor, 8338-120th Street, Surrey, B.C., on Friday, September 11, 2015, at 1:45 p.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Company for the year ended October 31, 2014 and the report of the auditor on those statements.
2. To fix the number of directors for the ensuing year at three.
3. To elect directors for the ensuing year.
4. To appoint the auditor for the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditor;
5. To consider and if thought fit, approve a special resolution to:
  - i) alter the Articles of the Company to authorize directors to undertake share subdivisions;
  - ii) alter the Articles of the Company to authorize directors to undertake share consolidations;
  - iii) alter the Articles of the Company to authorize directors to undertake a change of corporate name;
  - iv) alter the Articles of the Company to authorize directors to implement small shareholder programme(s);
  - v) alter the Articles of the Company amending meeting quorum requirements;
6. To consider and if thought fit, approve a special resolution to consolidate the Company's common stock on the basis of up to 10 old for 1 new;
7. To transact such other business as may properly come before the Meeting or any adjournments thereof.

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the Information Circular and enclosed proxy (the “**Proxy**”) and then complete, sign, date and return the Proxy, together with the power of attorney or other authority, if any, under which it was signed, or a notarially certified copy, to the Company's registrar and transfer agent, Computershare Investor Services Inc., at 510 Burrard Street, 3<sup>rd</sup> Floor, Vancouver, B.C. V6C 3B9 at least 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment.

As set out in the notes to the Proxy, the Proxy is solicited by management, but you may amend it, if you so desire, by striking out the names listed on it and inserting in the space provided the name of the person you wish to represent you at the Meeting. Unregistered shareholders who received the Proxy through an intermediary must deliver the proxy in accordance with the instructions given by the intermediary.

DATED at Vancouver, British Columbia, this 7 day of August 2015.

**EASYMED TECHNOLOGIES INC.**

(signed) “Ljubo Mikulic”

Chief Executive Officer

# **EASYMED TECHNOLOGIES INC.**

## **INFORMATION CIRCULAR**

The information contained in this Information Circular, unless otherwise indicated, is as of August 7, 2015.

This Information Circular is being mailed by the management of the Company to everyone who was a shareholder of record of the Company on August 7, 2015, 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.

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of management for use at the annual general meeting of the shareholders of the Company that is to be held on Friday, September 11, 2015 at 1:45 p.m. (Vancouver time) at Second Floor, 8338-120th Street, Surrey, B.C.

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 a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least one-twentieth 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.

### ***PART 1 – VOTING***

#### ***HOW A VOTE IS PASSED***

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Voting at the Meeting will be by a show of hands, each shareholder in attendance having one vote, unless a poll is requested or otherwise required, in which case each shareholder is entitled to one vote for each share held. All matters that will come to a vote at the Meeting, as described in the attached Notice of Meeting, are ordinary resolutions and can be passed by a simple majority – that is, if more than half of the votes that are cast are in favour, then the resolution is approved (an “ordinary resolution”) unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a “special resolution”).

#### ***WHO CAN VOTE?***

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If you are a registered shareholder of the Company as at August 7, 2015 you are entitled to notice of and to attend at 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 the 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 or other financial institution) you should refer to the section entitled “*NON-REGISTERED SHAREHOLDERS*”, 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, the Company invites 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***

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If you do not come to the Meeting, you can still make your votes count by voting over the internet or via telephone (*see proxy for instructions*) or by appointing someone who will be there to act as your proxyholder. You can either tell that 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.

### ***WHAT IS A PROXY?***

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

**In order to be valid, you must return the completed form of proxy to the Company's transfer agent, Computershare Investor Services Inc., 3rd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9 (Facsimile: 1- 866-249-7775) not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment thereof.**

### ***APPOINTING A PROXYHOLDER***

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**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 will be deemed to be appointed to act as your proxyholder. These persons are directors and/or officers of the Company (the "Management Proxyholders").

### ***INSTRUCTING YOUR PROXY***

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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 according to your instructions.

**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.**

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.

**If you have appointed the Management Proxyholders as your proxyholder, they will, unless you give contrary instructions, vote your shares at the Meeting as follows:**

- ✓ **FOR the election of the proposed nominees as directors;**
- ✓ **FOR the appointment of Dale Matheson Carr Hilton Labonte, Chartered Accountants, as the auditor of the Company;**
- ✓ **FOR the resolution to authorize the directors to fix the remuneration to be paid to the auditor.**
- ✓ **FOR the special resolutions altering the Company's Articles;**
- ✓ **FOR the resolution amending quorum requirements;**

- ✓ **FOR the resolution authorizing directors to implement small shareholder programmes;**
- ✓ **FOR the special resolution approving a stock consolidation;**
- ✓ **FOR any other matters that properly come before the Meeting.**

### ***REVOKING YOUR PROXY IF YOU CHANGE YOUR MIND***

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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 Easymed at 8338-120<sup>th</sup> Street, Surrey, B.C., V3W 3N4;  
or
- (d) any other manner permitted by law.

Your proxy will only be revoked if a revocation is received by 5:00 in the afternoon (Pacific-Daylight Savings 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, at least 7 days before the Meeting, arrange for your nominee to revoke your proxy on your behalf (see below under “Non-Registered Shareholders”).**

### ***REGISTERED SHAREHOLDERS***

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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 completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) of the Meeting.

### ***BENEFICIAL SHAREHOLDERS***

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**The following information is of significant importance to shareholders who do not hold common shares in their own name.**

Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common shares) or as set out in the following disclosure.

If Common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common shares will not be registered in the shareholder's name on the records of the Company. Such Common shares will more likely be registered under the names of the shareholder's broker or an agent of

that broker (an “intermediary”). In the United States, the vast majority of such Common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of meetings of shareholders. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial owners - those who object to their name being made known to the issuers of securities which they own (called “OBOs” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called “NOBOs” for Non-Objecting Beneficial Owners).

The Company is taking advantage of the provisions of National Instrument 54-101 “Communication with Beneficial Owners of Securities of a Reporting Issuer” that permit it to directly deliver proxy-related materials to its NOBOs. As a result NOBOs can expect to receive a scannable Voting Instruction Form (“VIF”) from our transfer agent, Computershare Trust Company (“Computershare”). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile. In addition, Computershare provides both telephone voting and internet voting as described on the VIF itself which contain complete instructions. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.”

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

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your Common shares on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”) in the United States and in Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your Common shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common shares at the Meeting and that person may be you. To exercise this right, you should insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge’s instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common shares to be represented at the Meeting and the appointment of any shareholder’s representative.

If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common shares voted or to have an alternate representative duly appointed to attend and to vote your Common shares at the Meeting.

## **PART 2 - VOTING SHARES AND THE PRINCIPAL HOLDERS OF VOTING SHARES**

## **OUTSTANDING COMPANY SHARES**

The Company has only one class of shares entitled to be voted at the Meeting, namely, common shares without par value. All issued shares are entitled to be voted at the Meeting and each has one vote. As of August 7, 2015 there were 47,963,287 common shares issued and outstanding.

## **PRINCIPAL HOLDERS OF COMPANY SHARES**

Only those common shareholders of record as of August 7, 2015 will be entitled to vote at the Meeting or any adjournment thereof. To the knowledge of the directors and executive officers of the Company, no person beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company which have the right to vote in all circumstances.

## **PART 3 - THE BUSINESS OF THE MEETING**

### **FINANCIAL STATEMENTS**

The audited financial statements of the Company for the year ended October 31, 2014 will be placed before you at the Meeting. These financial statements and MD&A are available for review on SEDAR. Shareholders can request a copy of our future financial statements and MD&A by completing our supplemental request card which accompanies the Notice of Meeting and this Information Circular. See Part 8 “*OTHER INFORMATION – Additional Information*” below.

### **ELECTION 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 cannot be fewer than three. The Company currently has three directors.

Management proposes to nominate the persons named under the heading “Nominees for Election” below for election as directors of the Company.

It is proposed to fix the number of directors at three. This requires the approval of the shareholders of the Company by an ordinary resolution, which approval will be sought at the Meeting.

#### *Nominees for Election*

The following information relating to the nominees for directors is based partly on the Company’s records and partly on information received by the Company from the nominees, it states the name of each person proposed to be nominated by management for election or re-election as a director, 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 common shares of the Company beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

While management does not contemplate that the Nominees will be unable to serve as directors, if prior to the Meeting a vacancy occurs in this slate of Nominees for any reason, the management representatives designated

in the Proxy solicited in respect of the Meeting shall have the discretionary authority to vote for the election of any other person as director. Proxies received by the directors on which no designation is made will be voted for the Nominees for election as directors or any substitute nominee thereof as may be determined by management, if necessary.

Name, Municipality of Residence and Position with Company	Present Principal Occupation	Director Since	Shares Owned <sup>(2)</sup>
Jack Bal <i>Nominee</i> Vancouver, B.C.	Mr. Bal is a business executive, with over 15 years of experience in the resource industry and public markets. Jack Bal was the founding member and Vice President of Apparo Software Inc., past CEO and Director of Musgrove Minerals, and is currently a Director of CMC Metals and Fiber-crown Manufacturing.	N/A	Nil
Rajen Janda <sup>1</sup> <i>Director</i> , Richmond, B.C.	Mr. Janda's focus for the past two years has been accounting and land development and management. He assists in the preparation and filing of tax returns and he monitors general ledgers to ensure proficient account management. He has managed and aided in the development of a total of some 1,270 acres.	March, 2015	Nil
Charn Deol <sup>1</sup> <i>Director</i> Vancouver, B.C.	Mr. Deol has over 30 years of experience in the financial markets. He has served on both public and private company boards. His past and current experience includes providing management and consulting services to companies, project analysis, investor relations, technical market analysis and the financing of international projects.	March, 2015	Nil

(1) Member of audit committee.

(2) The approximate number of shares of the Company carrying the right to vote in all circumstances beneficially owned, directly or indirectly, or over which control or direction is exercised by each proposed nominee as of August 7, 2015. This information is not within the knowledge of the management of the Company and has been furnished by the respective individuals, or has been extracted from the register of shareholdings maintained by the Company's transfer agent or from insider reports filed by the individuals and available through the Internet at [www.sedi.ca](http://www.sedi.ca).

Under the provisions of the *Business Corporations Act* (British Columbia) the Company is required to have an audit committee whose members are indicated above. See also Part 6 "AUDIT COMMITTEE" below.

The Company's management recommends that shareholders vote in favor of the nominees for election as directors. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the election of the six nominees as directors of the Company for the ensuing year.**

#### *Corporate Cease Trade Orders or Bankruptcy*

Save and except as set out below, as of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, within ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity:

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

than 30 consecutive days; or

- (c) 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.

### *Penalties or Sanctions*

Save and except as set forth below, as of the date of this Information Circular, no proposed nominee for election as a director of the Company is, or has been, subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely to be considered important to a reasonable investor making an investment decision.

### *Personal Bankruptcy*

As of the date of this Information Circular, 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.

### *Conflicts of Interest*

The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interests which they may have in any project or opportunity of the Company. If a Conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Except as disclosed in this Information Circular, to the best of the Company's knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management may from time to time serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of those other companies.

Jatinder (Jack) Bal, a director of the Company, was a director of Saintstar Ventures Inc. ("Saintstar"). Saintstar was halted on September 22, 2004. Saintstar was then suspended on February 10, 2005 for failure to complete a qualifying transaction within 18 months of listing. Saintstar was voluntarily delisted on October 7, 2005 and was dissolved December 12, 2005.

Jatinder (Jack) Bal, was a director of Tech Solutions Capital Corp. (now Upper Canyon Minerals Corp.) and Lorne A. Torhjelm, a director of the Company, was President, Chief Executive Officer and a director of Tech Solutions Capital Corp. (now Upper Canyon Minerals Corp.) when Tech Solution's Shares were halted from trading. Tech Solutions Capital Corp. was suspended on June 28, 2007 for failure to complete a Qualifying Transaction within the 24 months of listing. A Qualifying Transaction was approved by the TSX-V on November 6, 2007.

On October 30, 2009 the British Columbia Securities Commission issued a Cease Trade Order against Jatinder (Jack) Singh Bal, as an insider of the Company (formerly Journey Resources Corp.) for failure to file insider

reports within the prescribed time. The Order remains in effect until either Mr. Bal files the insider reports completed in accordance with the British Columbia Securities Act and the Securities Rules, B.C. Reg. 194/97 or until the Order is revoked under section 164 of the Act.

Jatinder (Jack) Bal is a director of CMC Metals Ltd. The British Columbia Securities Commission issued a cease trade order against the company on September 3, 2009 for failure to file an updated 43-101 on its Silver Hart Property plus non-compliant NI 43-101 disclosure statements. In connection with the September 3, 2009 Cease Trade Order, the company's shares were halted from trading on the TSX-V. Having met all the requirements imposed by the Commission, a Revocation Order was issued on January 15, 2010 and the company's shares resumed trading on the TSX-V on February 4, 2010.

#### ***APPOINTMENT OF THE AUDITOR***

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The Company changed its auditors to Dale Matheson Carr-Hilton & Labonte, Chartered Accountants ("DMCL") See Schedule "B" hereto for further information on the change of auditor. The Company's management recommends that shareholders vote in favour of the appointment of DMCL Chartered Accounts as the Company's auditor for the ensuing year and in favour of granting the Board of Directors the authority to determine the remuneration to be paid to the auditor. See also Part 6 "*AUDIT COMMITTEE – External Auditor Service Fees*".

**Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Davidson & Company, Chartered Accountants as the auditor of the Company until the close of the next annual 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.**

#### ***APPROVAL OF STOCK OPTION PLAN***

Management is seeking shareholder approval for the adoption the stock option plan (the "Stock Option Plan") and the approval of the number of shares reserved for issuance under the Stock Option Plan in accordance with and subject to the rules and policies of the Toronto Venture Stock Exchange (the "TSXV"). The Board of Directors of the Company has established an incentive stock option plan (the "Stock Option Plan") reserving a rolling 10% of the issued and outstanding shares of the Company from time to time. The purpose of the Stock Option Plan is to provide incentive to employees, directors, officers, management companies and consultants who provide services to the Company and reduce the cash compensation the Company would otherwise have to pay.

#### ***TERMS OF THE STOCK OPTION PLAN***

A full copy of the Stock Option Plan is available upon request for review by shareholders. Shareholders may also obtain copies of the Stock Option Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of the Stock Option Plan:

**Number of Shares Reserved.** The number of common shares which may be issued pursuant to options granted under the Stock Option Plan (including all options granted by the Company prior to the adoption of the Stock Option Plan) shall equal 10% of the issued and outstanding shares of the Company from time to time at the date of grant.

**Maximum Term of Options.** The term of any options granted under the Stock Option Plan is fixed by the Board of Directors and may not exceed ten years from the date of grant. The options are non-assignable and non-transferable.

**Exercise Price.** The exercise price of options granted under the Stock Option Plan is determined by the Board of Directors, provided that it is not less than the price permitted by the TSXV, or, if the shares are no longer listed on the TSXV, then such other exchange or quotation system on which the shares are listed or quoted for trading.

**Amendment.** The terms of an option may not be amended once issued under TSXV requirements. If an option

is cancelled prior to the expiry date, the Company shall not grant new options to the same person until 30 days have elapsed from the date of cancellation.

**Vesting.** Vesting, if any, and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time and in accordance with TSXV requirements.

**Termination.** Any options granted pursuant to the Stock Option Plan will terminate on (i) the earliest of the expiration date (ii) the end of the period of time permitted for exercise of the Option (not to be in excess of six months), to be determined by the Board at the time of the grant after the Optionee ceased to be eligible for options for any reasons other than death, disability or cause (iii) the 30th day after the Optionee who is engaged in Investor Relations for the Company ceases to be so employed (iv) the date on which the Optionee ceased to be eligible for options by reason or termination of the Optionee as an employee, consultant or independent contractor of the Company (v) the first anniversary of the date on which the Optionee ceased to be eligible for options on account of disability (vi) the first anniversary of the date of death of the Optionee.

**Administration.** The Stock Option Plan is administered by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time.

**Board Discretion.** The Stock Option Plan provides that, generally, the number of shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable, including vesting schedules, and other terms and conditions relating to such options shall be determined by the Board of Directors of the Company or senior officer or employee to which such authority is delegated by the Board from time to time and in accordance with TSXV requirements.

Shareholders (being a simple majority of the votes cast by the shareholders who are not insiders of the Company or associates of those insiders) will be asked to approve the following resolution:

**“BE IT RESOLVED:**

1. that the Stock Option Plan be and the same is hereby adopted and approved and that the directors of the Company be and are hereby authorized to make such amendments or revisions to the Stock Option Plan from time to time, without further shareholder approval, as may be required by the TSXV Exchange or any other stock exchange upon which the Company's shares may be listed for trading in order to cause the Stock Option Plan to fully comply with the requirements of the of such exchange and to fully carry out this resolution;
2. all options to acquire common shares of the Company previously issued by the Company to directors, officers, employees and consultants of the Company or any subsidiary of the Company and currently outstanding shall be deemed to have been granted and issued under the Stock Option Plan and otherwise be governed by the terms and conditions of the Stock Option Plan, subject to the specific terms and conditions as to exercise price, vesting periods, if any, and expiry dates as are currently applicable to such options; and
3. the reservation under the Stock Option Plan of a maximum up to the amount of 10% of the issued shares of the Company on a rolling basis, at the time of granting of the stock option pursuant to the Stock Option Plan be and the same is hereby approved.”

The Company's management recommends that shareholders vote in favor of the resolution to ratify and approve the Stock Option Plan. **Unless you give instructions otherwise, the Management Proxy holders intend to vote FOR the approval and ratification of the Stock Option Plan.**

**ALTERATION OF ARTICLES**

At the meeting shareholders will be asked to consider and if thought fit, approve the following special resolution:

**"BE IT RESOLVED THAT:**

1. the Company's Articles be and are hereby altered by authorizing directors, in their sole discretion, to undertake and implement:

- stock consolidations;
- stock subdivisions;
- small shareholder programs, and
- change of corporate name

without the need for shareholder approval.

2. the Company's articles be and are hereby altered by amending the quorum requirement to one shareholder, present in person or by proxy, permitted to vote at the meeting".

**SHARE CONSOLIDATION**

Shareholders will be asked to consider and, if thought fit, pass a special resolution to consolidate all of the issued common shares of Easymed on the basis of up to ten pre-consolidation common shares, or such lesser number as Easymed's Board of Directors may determine, for one post-consolidation common share (the "Share Consolidation"). The proposed resolution (the "Share Consolidation Resolution") is attached as Schedule "C" to this Information Circular. The Board intends to reduce the consolidation ratio if and to the extent required to ensure compliance with the share distribution requirements of the Exchange. Should shareholders approve the Consolidation the Company's transfer agent will push out notifications to all shareholders advising of their post-consolidation holdings. This notification will replace holders' old share certificate(s). Shareholders do not have to do anything in regard to the Consolidation.

The Share Consolidation may be subject to Exchange acceptance.

The Board of Directors believes that Easymed's ability to conduct the equity financing required for its operations is contingent upon, among other things, a consolidation of its outstanding common shares. Therefore, the Board of Directors recommends that shareholders vote in favour of the Share Consolidation Resolution. **Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Share Consolidation Resolution as set out in Schedule "C" to this Information Circular.**

***PART 4 – EXECUTIVE COMPENSATION***

As defined under applicable securities legislation, the Company had two "Named Executive Officers" during the financial year ended October 31, 2014 as set out below:

Tejinder Sahota – Chief Executive Officer  
Jared Scharf - Chief Financial Officer

**COMPENSATION DISCUSSION AND ANALYSIS**

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*Goals and Objectives*

Given the Company's current stage of development, the Board of Directors has not established a formal compensation committee. It is the Board as a whole who is responsible for determining the final compensation (including long-term incentive in the form of stock options) to be granted to the Company's executive officers and directors to ensure that such arrangements reflect the responsibilities and risks associated with each position. See Part 7 "*CORPORATE GOVERNANCE – Committees of the Board of Directors*". Management directors are required to abstain from voting in respect of their own compensation thereby providing the independent

members of the Board with considerable input as to executive compensation.

The Company's executive compensation program focuses primarily on rewarding the efforts of its executives in increasing shareholder value and meeting the Company's goals. The Board reviews on an annual basis the corporate goals and objectives relevant to executive compensation; evaluates each executive officer's performance in light of those goals and objectives and sets the executive officer's compensation level based, in part, on this evaluation. The Board also takes into consideration the Company's overall performance, shareholder returns, and the value of similar incentive awards to executive officers at comparable companies, and the awards given to executive officers in past years.

#### *Executive Compensation Program*

The Board's compensation philosophy is aimed at attracting and retaining quality and experienced people which is critical to the success of the Company and may include a "pay-for-performance" element which supports the Company's commitment to delivering strong performance for the Shareholders.

Executive compensation is comprised of three elements: base fees (may be consulting fees) or salary, short-term incentive compensation (discretionary cash bonuses) and long-term incentive compensation (share options). The Board reviews all three components in assessing the compensation of individual executive officers and of the Company as a whole.

Base fees or salaries and bonuses (discretionary) are intended to provide current compensation and a short-term incentive for executive officers to meet the Company's goals, as well as to remain competitive with the industry.

Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise, and capabilities demonstrated by the executive officers. Executive officers are also eligible to receive discretionary bonuses as determined by the Board based on each officer's responsibilities, his achievement of individual and corporate objectives and the Company's financial performance.

Cash bonuses are intended to reward the executive officers for meeting or exceeding the individual and corporate performance objectives set by the Board.

Stock options are an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Company's shares over a stated period of time, and are intended to reinforce commitment to long-term growth and shareholder value. Stock options reward overall corporate performance as measured through the price of the Company's shares and enables executives to acquire and maintain an ownership position in the Company. See "Option Based Awards" below.

During the year ended October 31, 2014, Tejinder Sahota served as President and Chief Executive Officer of the Company. Mr. Sahota provided his services as a consultant and devoted his time to the Company as required.

Mr. Jared Scharf was Chief Financial Officer of the Company during the 2014 fiscal year. Mr. Scharf provides his services to the Company as a consultant and devotes such time to the Company's activities as is required.

#### *Option Based Awards*

Executive officers of the Company, as well as directors, employees and consultants, are eligible to participate in the Company's stock option plan (the "Stock Option Plan") to receive grants of stock options. Individual stock options are granted by the Board as a whole and the size of the options is dependent on, among other things, each officer's level of responsibility, authority and importance to the Company and the degree to

which an officer’s long term contribution to the Company will be crucial to its overall long-term success.

Stock options grants may be made periodically to ensure that the number of options granted to any particular officer is commensurate with the officer’s level of ongoing responsibility within the Company. The Board will evaluate the number of options an officer has been granted, the exercise price of the options and the term remaining on those options when considering further grants. Options are usually priced at the closing trading price of the Company’s shares on the business day immediately preceding the date of grant and the current policy of the Board is that options expire two to five years from the date of grant.

The Company has no arrangements, standard or otherwise, under which Directors are compensated by the Company for their services in their capacity as Directors, or for committee participation, or involvement in special assignments during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

The Company has a formalized stock option plan for the granting of incentive stock options to its officers, employees, consultants, and Directors. During the most recently completed financial year no stock options were granted and no stock options were exercised.

### ***SUMMARY COMPENSATION TABLE***

The table below and continued on the next page sets out certain information respecting the compensation paid to the CEO and CFO. No executive officers other than the past and current CEOs and CFOs are named in this table as no executive officer, as of October 31, 2014, had a total compensation of more than \$150,000. These individuals are referred to collectively as the “Named Executive Officers” or “NEOs”.

Name and Principal Position	Year Ended	Salary (CHF)	Share-based awards (CHF)	Option-based awards <sup>1</sup> (CHF)	Non-equity incentive plan compensation (\$)			All Other Compensation (CHF)	Total Compensation (CHF)
					Annual incentive plans (CHF)	Long term incentive plans (CHF)	Pension value (CHF)		
<b>Tejinder Sahota</b> <i>CEO</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	32,742	3,655
	2013	Nil	Nil	Nil	Nil	Nil	Nil	11,148	11,148
<b>Andrew Ritchie</b> <i>Former CEO</i>	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Jared Scharf</b> <i>CFO</i>	2014	Nil	Nil	Nil	Nil	Nil	Nil	Nil	29,087
	2013	Nil	Nil	Nil	Nil	Nil	Nil	Nil	33,417

### ***INCENTIVE PLAN AWARDS***

#### *Outstanding Share-Based Awards and Option-Based Awards*

The following incentive options or shares were held by NEOs during the year ended October 31, 2014.

	Option-based Awards	Share-based Awards <sup>12</sup>
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NEO Name and	Number of securities underlying exercised options	Option exercise price \$	Option expiration date	Value of unexercised in-the-money options <sup>13</sup> \$	Number of shares or units of shares that have not vested	Market payout value of share-based awards that have not vested \$
<b>Tejinder Sahota</b> <i>CEO</i>	Nil	N/A	N/A	N/A	N/A	N/A
<b>Jared Scharf</b> <i>CFO</i>	50,000	\$7.50	May 24, 2016	Nil	Nil	Nil

*Incentive Plan Awards – Value Vested or Earned During the Year*

During the year ended October 31, 2013, there were no options that finished the year “in the money.” The closing price on October 31, 2014, the last trading day of the fiscal year, was \$0.05.

Name	Option-based awards – value vested or earned during the year \$	Share-based awards – value vested during the year \$	Non-equity incentive plan compensation – value earned during the year (\$)
<b>Tejinder Sahota</b> <i>Chief Executive Officer</i>	Nil	Nil	Nil
<b>Jared Scharf</b> <i>Chief Financial Officer</i>	Nil	Nil	Nil

**PENSION PLAN BENEFITS**

The Company does not have any pension, retirement or deferred compensation plans, including defined contribution plans.

**TERMINATION AND CHANGE OF CONTROL BENEFITS**

The Company has not entered into any compensatory plans, contracts or arrangements with any of its Named Executive Officers whereby those officers are entitled to receive compensation as a result of the resignation, retirement or any other termination of employment of the Named Executive Officer with the Company or from a change in control of the Company or a change in the Named Executive Officer’s responsibilities following a change in control.

**COMPENSATION OF DIRECTORS**

The directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors and may receive cash bonuses from time to time which the Company awards to directors for serving in their capacity as a member of the board. Non- management directors of the Company may receive fees in the form of an annual retainer fee of \$3,000 for their services as directors of the Company. In addition, directors may be paid an honorarium of \$400 per meeting attended in person and \$200 per meeting attended by teleconference. Executive officers who also act as directors of the Company do not receive any additional compensation for services rendered in their capacity as directors.

Directors are entitled to participate in the Company’s stock option plan, which is designed to give each option holder an interest in preserving and maximizing shareholder value over the longer term. Individual grants are determined by an assessment of each individual director’s current and expected future performance, level of responsibilities and the importance of their position and contribution to the Company.

*Director Compensation Table*

The table that follows sets forth information regarding the compensation paid to the Company’s directors, other than directors who are also Named Executive Officers listed in the “*Summary Compensation Table*” above, during the fiscal year ended October 31, 2014.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based Awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
<b>Frank Christ</b> <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil

*Share-Based Awards, Option-Based Awards, and Non-Equity Incentive Plan Compensation*

The following table sets forth particulars of all option-based and share-based awards outstanding for each director, who was not a Named Executive Officer, at October 31, 2014. During the year ended October 31, 2014, no options granted finished the year “in the money”.

Name	Option-based Awards				Share-based Awards <sup>19</sup>	
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option Expiration Date	Value of unexercised in-the-money-options <sup>20</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share awards that have not vested (\$)
<b>Frank Christ</b> <sup>1</sup> <i>Director</i>	Nil	N/A	N/A	Nil	N/A	N/A

Name	Option-based awards – value vested or earned during the year (\$)	Share-based awards – value vested during the year (\$)	Non-equity incentive plan compensation – value earned during the year (\$)
<b>Frank Christ</b> <i>Director</i>	Nil	Nil	Nil

1 - Mr. Christ resigned in January, 2015 and his options expired three months thereafter.

**PART 5 – SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following information is as of October 31, 2014, the Company’s most recently completed financial year.

The numbers shown in this table reflect the number of options.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	50,000 <sup>(1)</sup>	N/A	4,746,329
Equity Compensation plans not approved by securityholders	N/A	N/A	N/A
Total:	50,000		4,746,329

**NOTES:**

(1) The Company has a 10% rolling stock option plan.

**PART 6 – AUDIT COMMITTEE**

National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators (“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 external auditor as set forth below.

*The Audit Committee Charter*

The Company’s audit committee is governed by an audit committee charter, the text of which is attached as Exhibit “A” to this Information Circular.

*Composition of Audit Committee*

The Company’s current audit committee is comprised of three directors, Jared Scharf, Rajen Janda and Peter Wilson. As an officer of the Company, Mr. Scharf is non-independent as such term is defined in applicable securities legislation. Please refer to the section entitled *Exemption*, below.

All three 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 and are therefore considered “financially literate”.

*Relevant Education and Experience*

All of the audit Committee members are businessmen with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to the 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.

Name	Relevant Education and Experience
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<b>Jared Scharf</b> <i>CFO &amp; Audit Committee Chair</i>	Mr. Scharf's background in private investment and management consulting in the areas of corporate finance and financial accounting provides business experience to this committee. An Honors Commerce degree in Finance from the Telfer School of Management at the University of Ottawa as well as a Bachelors of Administration also from the University of Ottawa are educational credentials well-suited to his role with this committee. He fully comprehends the accounting principles used by the Company and can apply such accounting principles including the preparation and analysis of financial statements.
<b>Peter Wilson</b> <i>Audit Committee Member</i>	Mr. Wilson has been involved in the finance industry for the past 18 years acting as senior management and lead financier of multiple private and public entities. His experience spans a wide range of project development and contract negotiations within the technology mining and energy industries.
<b>Rajen Janda</b> <i>Audit Committee Member</i>	Mr. Janda's focus is accounting. He has helped prepare and file tax returns and monitor general ledgers to ensure proficient account management. He also has experience in land development and management of a total of some 1,270 acres.

#### *Audit Committee Oversight*

Since the commencement of the Company's most recently completed financial year ended October 31, 2013, the board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

#### *Reliance on Certain Exemptions*

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

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

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "*Article 2 – Pre-Approval of Non-Audit Services*" of the Audit Committee Charter set out in Exhibit "A" to this Information Circular.

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

In the following table, "audit fees" are fees billed by the Company's external auditor 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 auditor 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 fees billed by the auditor for professional services rendered for tax compliance, tax advice, and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its external auditor for services rendered to the Company in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit / Audit Related Fees	Tax Fees	All Other Fees
October 31, 2014	\$22,000	Nil	Nil
October 31, 2013	\$20,000	Nil	Nil

### *Exemption*

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

## **PART 7 – CORPORATE GOVERNANCE**

Corporate governance relates to the activities of the board of directors of the Company (the “Board”), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.

National Policy 58-201 *Corporate Governance Guidelines* (“NP 58-201”) establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted.

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) also requires the Company to disclose annually in its Information Circular certain information concerning its corporate governance practices. As a “venture issuer” the Company is required to make these disclosures with reference to the requirements of Form 58-101F2, this disclosure is provided below.

### **BOARD OF DIRECTORS**

#### *Structure and Composition*

The Board is currently composed of four directors. NP 58-201 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as “independent” directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect “material relationship” with the company. “Material relationship” is defined as a relationship which could, in the view of the Company’s board of directors be reasonably expected to interfere with the exercise of a director’s independent judgment. The Company has determined that, as management, Mr. Ljubo (CEO) is not independent.

#### *Mandate of the Board*

The mandate of the Board is to manage or supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees (see “Committees of the Board of Directors” below). In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Company’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved

budget; reviewing major strategic initiatives to ensure that the Company’s proposed actions accord with shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to shareholders; ensuring the effective operation of the Board; and safeguarding shareholders’ equity interests through the optimum utilization of the Company’s capital resources. The Board also takes responsibility for identifying the principal risks of the Company’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. At this stage of the Company’s development, the Board does not believe it is necessary to adopt a written mandate, as sufficient guidance is found in the applicable corporate and securities legislation and regulatory policies. However, as the Company grows, the Board will move to develop a formal written mandate.

In keeping with its overall responsibility for the stewardship of the Company, the Board is also responsible for the integrity of the Company’s internal control and management information systems and for the Company’s policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and the Chief Financial Officer, 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.

Given the size of the Company’s current operations, the Board believes that the Company is well serviced and the independence of the Board from management is not compromised by the combined role. In addition, the Board has found that the fiduciary duties placed on management by the Company’s governing corporate legislation and common law and the restrictions on an individual director’s participation in decisions of the Board in which the director has an interest under applicable corporate and securities legislation provide the “independent” directors with significant input and leadership in exercising their responsibilities for independent oversight of management. In addition, each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances and the “independent” directors have the ability to meet independently of management whenever deemed necessary. As of the year ended October 31, 2014 the independent directors have not exercised their right to meet independently of management given the Company’s limited operations at the current time; as such the decisions required of the board have been considered routine and in the ordinary course of business, the independent directors have not deemed it necessary to review such materials separate and apart from management.

### *Directorships*

The Nominees for directors set out herein currently hold directorships on the following publicly traded corporations.

<b>Charn Deol</b> <i>Director</i> Richmond, BC	Mag One products Inc. and Cache Exploration Inc.
<b>Jack Bal</b> <i>Nominee</i> Vancouver, BC	Fiber Crown Manufacturing Ltd. and CMC Metals Ltd.
<b>Rajen Janda</b> <i>Director</i> Richmond, BC	Ameri-Can Agri Co. Inc., Can-Ameri Agri Co. Inc.

### *Ethical Business Conduct*

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

However, to date, the Board has not adopted a formal written Code of Business Conduct and Ethics. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate and securities legislation on the individual director's participation in decisions of the Board in which the director has an interest, have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company and its shareholders.

In addition, the limited size of the Company's operations and the small number of officers and employees allows the Board to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

### *Nomination, Education and Assessment*

Given its current size and stage of development, the Board has not appointed a nominating committee and these functions are currently performed by the Board as a whole. Nominees are generally the result of recruitment efforts by Board members, including both formal and informal discussions among Board members and the President, and proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

New directors are briefed on strategic plans, short, medium, and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Company's size and current operations.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, auditors, and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Company's records. Reference is made to the table under the heading "Election of Directors" in Part 3 "*THE BUSINESS OF THE MEETING*" for a description of the current principal occupations of the Company's Board.

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's current size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness and the effectiveness and contribution of its committees or individual directors on an ad hoc basis.

### *Committees of the Board of Directors*

At the present time, the Board of Directors of the Company has appointed only an audit committee. The audit

committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting of the Company, as well as internal controls to achieve the objectives of safeguarding the Company's assets; reliability of information; and compliance with policies and laws. For further information regarding the mandate of the Company's audit committee, its specific authority, duties and responsibilities, as well as the Audit Committee Charter, see Part 6 "*AUDIT COMMITTEE*" in this Information Circular.

As the Company evolves, and its operations and management structure become more complex, the Board will likely find it appropriate to constitute additional standing committees, such as a formal Governance Committee, a Compensation Committee, and a Nominating Committee, and to ensure that such committees are governed by written charters and are composed of at least a majority of independent directors.

### *Compensation*

Given the Company's current size and stage of development, the Board of Directors has not appointed a formal compensation committee, but instead the independent directors make recommendations to the Board regarding executive compensation (including long-term incentive in the form of stock options) to be paid to the Company's executive officers having regard to the responsibilities and risks associated with each position.

In addition, compensation to be paid to executive officers who are also directors must be approved by the disinterested directors thereby providing the non-executive officer directors with significant input into compensation decisions. See Part 4 "*EXECUTIVE COMPENSATION – Compensation of Named Executive Officers*" above for details of the compensation paid to the Company's Named Executive Officers.

The board of directors also adopted certain standard fees to be paid to the Company's non-management directors for their services, in addition to the granting of incentive stock options from time to time. See Part 4 "*EXECUTIVE COMPENSATION – Compensation of Directors*" above.

## **PART 8 – OTHER INFORMATION**

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

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Since the beginning of the most recently completed financial year ended October 31, 2014 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 during the most recently completed financial year ended October 31, 2014, for other than "routine indebtedness", as that term is defined by applicable securities law; 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 INFORMED PERSONS IN MATERIAL TRANSACTIONS***

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Other than as disclosed herein, no proposed nominee for election as a director, and no director or 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 any interest in any transaction with the Company or in any proposed transaction since the beginning of the last completed financial year that has materially affected the Company or is likely to do so.

### ***INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON AT THE MEETING***

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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 the Company's 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.

#### ***MANAGEMENT CONTRACTS***

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The management functions of the Company are performed by its directors and executive officers and the Company has no management agreements or arrangements under which such management functions are performed by persons other than the directors and executive officers of the Company. See Part 4 "*EXECUTIVE COMPENSATION*" for details of the fees paid to the Company's Named Executive Officers.

#### ***OTHER MATTERS***

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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.

#### ***OTHER MATERIAL FACTS***

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There are no other material facts other than as disclosed in this Information Circular.

#### ***ADDITIONAL INFORMATION***

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Financial information about the Company is provided in its comparative financial statements and Management's Discussion and Analysis for the year ended October 31, 2014. You may access these documents, together with the Company's additional disclosure documents, through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com).

#### ***BOARD APPROVAL***

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The Board of Directors of the Company has approved the contents and the delivery of the Information Circular to its shareholders. DATED at Vancouver, British Columbia, this 7th day of August 2015

## **SCHEDULE "A"**

### **CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF EASYMED TECHNOLOGIES INC. (the "Company")**

#### **1. Purpose**

- 1.1. The Audit Committee is ultimately responsible for the policies and practices relating to integrity of financial and regulatory reporting, as well as internal controls to achieve the objectives of safeguarding of corporate assets; reliability of information; and compliance with policies and laws. Within this mandate, the Audit Committee's role is to:
  - (a) support the Board of Directors in meeting its responsibilities to shareholders;
  - (b) enhance the independence of the external auditor;
  - (c) facilitate effective communications between management and the external auditor and provide a link between the external auditor and the Board of Directors;
  - (d) increase the credibility and objectivity of the Company's financial reports and public disclosure.
- 1.2. The Audit Committee will make recommendations to the Board of Directors regarding items relating to financial and regulatory reporting and the system of internal controls following the execution of the Committee's responsibilities as described herein.
- 1.3. The Audit Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors from time to time prescribe.

#### **2. Membership**

- 2.1. Each member of the Audit Committee must be a director of the Company.
- 2.2. The Audit Committee will consist of at least three members, the majority of whom are neither officers nor employees of the Company or any of its affiliates.
- 2.3. The members of the Audit Committee will be appointed annually by and will serve at the discretion of the Board of Directors.

#### **3. Authority**

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:
  - (a) engage, and set and pay the compensation for, independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities; and
  - (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement.
  - (c) Approve interim financial statements and interim MD&A on behalf of the Board of Directors.

#### 4. Duties and Responsibilities

4.1. The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board of Directors the external auditor to be nominated by the Board of Directors;
- (b) recommending to the Board of Directors the compensation of the external auditor;
- (c) reviewing the external auditor's audit plan, fee schedule and any related services proposals;
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board and will enquire if there are any sanctions imposed by the CPAB on the external auditor;
- (f) ensuring that the external auditor meets the rotation requirements for partners and staff on the Company's audits;
- (g) reviewing and discussing with management and the external auditor the annual audited financial statements, including discussion of material transactions with related parties, accounting policies, as well as the external auditor's written communications to the Committee and to management;
- (h) reviewing the external auditor's report, audit results and financial statements prior to approval by the Board of Directors;
- (i) reporting on and recommending to the Board of Directors the annual financial statements and the external auditor's report on those financial statements, prior to Board approval and dissemination of financial statements to shareholders and the public;
- (j) reviewing financial statements, MD&A and annual and interim earnings press releases prior to public disclosure of this information;
- (k) ensuring adequate procedures are in place for review of all public disclosure of financial information by the Company, prior to its dissemination to the public;
- (l) overseeing the adequacy of the Company's system of internal accounting controls and internal audit process obtaining from the external auditor summaries and recommendations for improvement of such internal accounting controls;
- (m) ensuring the integrity of disclosure controls and internal controls over financial reporting;
- (n) resolving disputes between management and the external auditor regarding financial reporting;
- (o) establishing procedures for:
  - i. the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and
  - ii. the confidential, anonymous submission by employees of the Company or concerns regarding questionable accounting or auditing matters.
- (p) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- (q) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;

(r) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities.

4.2. The Audit Committee will report, at least annually, to the Board regarding the Committee's examinations and recommendations.

## **5. Meetings**

5.1. The quorum for a meeting of the Audit Committee is a majority of the members of the Committee who are not officers or employees of the Company or of an affiliate of the Company.

5.2. The members of the Audit Committee must elect a chair from among their number and may determine their own procedures.

5.3. The Audit Committee may establish its own schedule that it will provide to the Board of Directors in advance.

5.4. The external auditor is entitled to receive reasonable notice of every meeting of the Audit Committee and to attend and be heard thereat.

5.5. A member of the Audit Committee or the external auditor may call a meeting of the Audit Committee.

5.6. The Audit Committee will meet separately with the President and separately with the Chief Financial Officer of the Company at least annually to review the financial affairs of the Company.

5.7. The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.8. The chair of the Audit Committee must convene a meeting of the Audit Committee at the request of the external auditor, to consider any matter that the auditor believes should be brought to the attention of the Board of Directors or the shareholders.

## **6. Reports**

6.1. The Audit Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

## **7. Minutes**

7.1. The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

**SCHEDULE "B"**

**EASYMED TECHNOLOGIES INC.  
8338-120<sup>th</sup> Street  
Surrey, British Columbia V3W 3N4  
(the "Company")**

**NOTICE OF CHANGE OF AUDITOR  
(the "Notice")**

**To: Davidson & Company**  
**And To: Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants**

1. The directors of the Company do not propose to re-appoint Davidson & Company, Chartered Accountants, as auditors for the Company; and
2. The directors of the Company propose to appoint Dale Matheson Carr-Hilton LaBonte LLP, Chartered Accountants, as auditors of the Company, effective January 15, 2015, to hold office until the next annual meeting of the Company.

In accordance with National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"), the Company confirms that:

1. Davidson & Company was asked to resign as auditor of the Company, effective January 15th, 2015, to facilitate the appointment of Dale Matheson Carr-Hilton LaBonte LLP, Suite 1500 – 1140 W. Pender Street, Vancouver, British Columbia Canada V6E 4G1;
2. Davidson & Company has not expressed any reservation in its reports for the two most recently completed fiscal years of the Company, nor for the period from the most recently completed period for which Davidson & Company issued an audit report in respect of the Company and the date of this Notice;
3. In the opinion of the Board of Directors of the Company, no "reportable event" as defined in NI 51-102 has occurred in connection with the audits of the two most recently completed fiscal years of the Company nor any period from the most recently completed for which Davidson & Company issued an audit report in respect of the Company and the date of this Notice; and
4. The Notice and Auditor's Letters have been reviewed by the Audit Committee and the Board of Directors.

Dated as of the 15th day of January, 2015

**EASYMED TECHNOLOGIES INC.**

*"Jared Scharf"*

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Jared Scharf, Chief Financial Officer

January 16, 2015

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

**Ontario Securities Commission**  
20 Queen Street West, 19<sup>th</sup> Floor, Box 55  
Toronto Ontario  
M5H 3S8

**Toronto Stock Exchange**  
The Exchange Tower  
130 King Street West, 3<sup>rd</sup> Floor  
Toronto, Ontario  
M5X 1J2

**Alberta Securities Commission**  
600, 250 – 5<sup>th</sup> Street S.W.  
Calgary, AB  
T2P 0R4

Dear Sirs / Mesdames

**Re: Easymed Technologies Inc. (the "Company")**  
**Notice Pursuant to NI 51 – 102 of Change of Auditor**

In accordance with National Instrument 51-102, we have read the Company's Change of Auditor Notice dated January 15, 2015 and agree with the information contained therein, based upon our knowledge of the information at this date.

Should you require clarification or further information, please do not hesitate to contact the writer.

Yours very truly,

**"DAVIDSON & COMPANY LLP"**

**DAVIDSON & COMPANY LLP**  
Chartered Accountants

**cc: TSX Venture Exchange**



**DALE MATHESON CARR-HILTON LABONTE LLP**  
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

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

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

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

WWW.DMCL.CA

January 15, 2015

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

**TSX Venture Exchange**  
P.O. Box 11633  
Suite 2700 – 650 West Georgia Street  
Vancouver, B.C. V6B 4N9

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

**Ontario Securities Commission**  
Suite 1903, Box 55  
20 Queen Street West  
Toronto, ON M5H 3S8

Dear Sirs:

**Re: Easymed Technologies Inc.**  
**Notice Pursuant to National Instrument 51-102 - Change of Auditor**

As required by the National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated January 15, 2015, and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours very truly,

**DALE MATHESON CARR-HILTON LABONTE LLP**  
CHARTERED ACCOUNTANTS & BUSINESS ADVISORS

**PARTNERSHIP OF:**

**VANCOUVER** Robert J. Burkart, Inc. James F. Carr-Hilton Ltd. Kenneth P. Chong Inc. Alvin F. Dale Ltd. David J. Goertz, Inc. Barry S. Hartley, Inc. Reginald J. LaBonte Ltd. Robert J. Matheson, Inc. Rakesh I. Patel Inc. Brad A. Robin Inc. F.M. Yada FCA Inc. **WHITE ROCK** Michael K. Braun Inc. Peter J. Donaldson, Inc. Harjit S. Sandhu, Inc. **TRI-CITIES** G.D. Lee Inc. Fraser G. Ross, Ltd. Brian A. Shaw Inc.

***SCHEDULE "C"***

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. *the issued common shares of the Company be consolidated on the basis of up to ten pre-consolidation shares for one post-consolidation share, or on the basis of such lesser ratio as the Board of Directors may determine;*
2. *any fractional share remaining after giving effect to the aforementioned consolidation that is less than one-half of one share shall be deemed to be cancelled and each fractional share that is at least one-half of one share shall be deemed to be changed to one whole share;*
3. *any director or officer of the Company is authorized to execute and deliver all such documents and instruments, including Articles of Amendment, and to do such further acts as may be necessary to give full effect to this resolution or as may be required to carry out the full intent and meaning of this resolution; and*
4. *notwithstanding the passage of this resolution by the shareholders of Easymed or the approval of the Canadian Securities Exchange, the Board of Directors of Easymed may decide not to proceed with the Share Consolidation or, subject to the approval of the Canadian Exchange Exchange, to otherwise give effect to this resolution at any time before it is acted upon without further notice to or approval of the shareholders of Easymed.*