

**360 CAPITAL FINANCIAL SERVICES GROUP INC.**

**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION CIRCULAR  
FOR  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF 360 CAPITAL FINANCIAL SERVICES GROUP INC.**

**June 27, 2016**

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## 360 Capital Financial Services Group Inc.

### NOTICE OF ANNUAL GENERAL OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of the shareholders (the “**360 Capital Shareholders**”) of 360 Capital Financial Services Group Inc. (the “**Company**”) will be held at the offices of the company, 440-890 West Pender Street, Vancouver, B.C. on July 29, 2016 at 10:30 a.m. for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal year ended December 31, 2015, together with the auditors’ report thereon.
2. To appoint the auditors for the Company.
3. To fix the number of directors and to elect directors for the ensuing year.
4. To transact such other business as may properly be brought before the Meeting

Information relating to the matters to be brought before the Meeting is set forth in the information circular accompanying this Notice of Meeting.

The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Also accompanying the Notice and the Circular is a form of proxy for use at the Meeting. Any adjourned meeting resulting from an adjournment of the Meeting will be held at a time and place to be specified at the Meeting. Only 360 Capital Shareholders of record at the close of business on June 23, 2016, will be entitled to receive notice of and vote at the Meeting.

Registered 360 Capital Shareholders unable to attend the Meeting are requested to date, sign and return the enclosed form of proxy and deliver it in accordance with the instructions set out in the proxy and in the Circular. If you are a non-registered 360 Capital Shareholder and receive the materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or the other intermediary. Failure to do so may result in your shares of the Company not being voted at the Meeting.

Dated at Vancouver, British Columbia, this 27<sup>th</sup> day of June, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

*“John Gan”*

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John Gan  
President and CEO

**360 Capital Financial Services Group Inc.  
440-890, West Pender Street  
Vancouver, British Columbia V6C 1J9**

**This Circular is furnished in connection with the solicitation of proxies by management of 360 Capital Financial Services Group Inc. for use at an annual general of shareholders of the Company (the “Meeting”) to be held on July 29, 2016 at 10:30 a.m. (Vancouver time) at 440-890 West Pender Street, Vancouver, BC.**

This Circular describes the matters that need to be dealt with in an annual general of the Company.

Unless the context otherwise requires, capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Glossary of Terms in this Circular.

**GENERAL MEETING MATTERS**

At the Meeting, the 360 Capital Shareholders will be asked, to consider and, if thought fit, to pass resolutions fixing the number of directors, electing directors, and appointing auditors.

**INFORMATION CONTAINED IN THIS CIRCULAR**

The information contained in this Circular is given as at the date of this Circular, unless otherwise noted.

This Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Circular should not be construed as legal, tax or financial advice and 360 Capital Shareholders are urged to consult their own professional advisers in connection therewith.

**INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS**

Except for statements of historical fact contained herein, the information presented in this Circular constitutes “forward-looking statements” or “information” (collectively “**statements**”). These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

In some cases, forward-looking statements can be identified by terminology such as “may”, “will”, “expect”, “plan”, “anticipate”, “believe”, “intend”, “estimate”, “predict”, “forecast”, “outlook”, “potential”, “continue”, “should”, “likely”, or the negative of these terms or other comparable terminology. Although management believes that the anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve assumptions, known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements and information. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements and information include, but are not limited, risks related to our limited operating history and history of limited or no earnings, competition from other companies in similar industries, risks inherent with operations in emerging countries, changes to government regulations in the areas of insurance, financing, and business consulting industry, dependence on key personnel, general economic conditions, local economic conditions, interest rates; availability of equity and debt financing, and other risks factors described from time to time in the documents filed by us with applicable securities regulators, including in this Circular under the heading “Risk Factors”.

Forward-looking statements are made based on management’s beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update any forward-looking statement if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law.

## GENERAL PROXY INFORMATION

### Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by management of 360 Capital for use at the Meeting, and at any adjournment(s) or postponement(s) thereof.

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors or officers of the Company. The Company will bear all costs of this solicitation. The Company has arranged for Intermediaries to forward the meeting materials to Beneficial Shareholders held of record by those Intermediaries and the Company may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

### Currency

In this Circular, except where otherwise indicated, all dollar amounts are expressed in the lawful currency of Canada.

### Record Date

The Board has fixed June 23, 2016 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of and to vote at the Meeting. Only 360 Capital Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described herein will be entitled to vote or to have their 360 Capital Shares voted at the Meeting.

### Appointment of Proxy holders

The individual(s) named in the accompanying form of proxy are management’s representatives. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the person(s) designated in the Proxy, who need not be a shareholder of the Company, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another proper proxy and, in either case, delivering the completed Proxy to the office of Computershare Investor Services Inc., Proxy Department, 510 Burrard Street, 2nd Floor, Vancouver, BC, V6C 3B9, not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof.**

### Voting by Proxy holder

The person(s) named in the Proxy will vote or withhold from voting the 360 Capital Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your 360 Capital Shares will be voted accordingly. The Proxy confers discretionary authority on the person(s) named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

As at the date hereof, the Board knows of no such amendments, variations or other matters to come before the Meeting, other than the matters referred to in the Notice of Meeting. However, if other matters should properly come before the Meeting, the Proxy will be voted on such matters in accordance with the best judgment of the person(s) voting the Proxy.

**In respect of a matter for which a choice is not specified in the Proxy, the person(s) named in the Proxy will vote the 360 Capital Shares represented by the Proxy for the approval of such matter.**

### **Registered Shareholders**

Registered Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent Computershare Trust Company by mail to Proxy Department, 510 Burrard Street, 2nd Floor, Vancouver, BC V6C 3B9 not less than 48 hours (excluding Saturdays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof, or in such other manner as may be provided for in the Proxy.

### **Beneficial Shareholders**

The following information is of significant importance to shareholders who do not hold 360 Capital 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 360 Capital Shares).

If 360 Capital Shares are listed in an account statement provided to a shareholder by a broker, then in almost all such cases those 360 Capital Shares will not be registered in the shareholder's name on the records of the Company. Such 360 Capital Shares will more likely be registered under the names of the shareholder's broker or an agent of that broker. In the United States, the vast majority of such 360 Capital Shares are registered under the name of CDS & 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 shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

#### ***If you are a Beneficial Shareholder:***

There are two kinds of Beneficial Shareholders, 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 those provisions of National Instrument 54-101 – "Communication of Beneficial Owners of Securities" of the Canadian Securities Administrators, which permits it to deliver proxy-related materials directly to its NOBOs and OBOs. As a result, NOBOs and OBOs can expect to receive a voting instruction form ("**VIF**"). These VIFs are to be completed and returned to Computershare in the envelope provided or by facsimile to the number provided in the VIF. In addition, Computershare will tabulate the results of the VIFs received from NOBOs and OBOs and will provide appropriate instructions at the Meeting with respect to the 360 Capital Shares represented by the VIFs it receives.

This Circular, with related material, is being sent to both Registered and Beneficial Shareholders. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name and address and information about your 360 Capital Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary who holds your 360 Capital Shares on your behalf.

By choosing to send these materials to you directly, the Company (and not the Intermediary holding your 360 Capital Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified in your request for voting instructions that you receive. The Company will not be paying for mailing to OBOs.

Beneficial Shareholders who are OBOs should carefully follow the instructions of their Intermediary in order to ensure that their 360 Capital Shares are voted at the Meeting.

The form of proxy that will be supplied to Beneficial Shareholders by the Intermediaries 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 on behalf of the Beneficial Shareholder. Most Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. in the United States and Broadridge Financial Solutions Inc., Canada, in Canada (collectively "**BFS**"). BFS mails a VIF in lieu of a Proxy provided by the Company. The VIF will name the same person(s) as the Proxy to represent Beneficial Shareholders at the Meeting. Beneficial Shareholders have the right to appoint a person

(who need not be a Beneficial Shareholder of the Company), other than the person(s) designated in the VIF, to represent them at the Meeting. To exercise this right, Beneficial Shareholders should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to BFS in the manner specified and in accordance with BFS's instructions. BFS then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of 360 Capital Shares to be represented at the Meeting. **If you receive a VIF from BFS, you cannot use it to vote 360 Capital Shares directly at the Meeting. The VIF must be completed and returned to BFS in accordance with its instructions, well in advance of the Meeting in order to have the 360 Capital Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting 360 Capital Shares registered in the name of your Intermediary, you, or a person designated by you, may attend at the Meeting as proxy holder for your Intermediary and vote your 360 Capital Shares in that capacity. If you wish to attend the Meeting and indirectly vote your 360 Capital Shares as proxy holder for your Intermediary, or have a person designated by you to do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the VIF provided to you and return the same to your Intermediary in accordance with the instructions provided by such Intermediary, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend the Meeting and vote your 360 Capital Shares.

#### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or if the Registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Computershare or at the office of the Company 440-890 West Pender Street, Vancouver, B.C V6C 1J9 at any time up to and including the last Business Day that precedes the date of the Meeting or, if the Meeting is adjourned or postponed, the last Business Day that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the Registered Shareholder's 360 Capital Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year—end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting, other than the election of directors, the appointment of the auditor and as may be otherwise set out herein.

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

Except as otherwise disclosed herein, no informed person of the Company, proposed director of the Company or any associate or affiliate of an informed person or proposed director, has any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

### Outstanding 360 Capital Shares

The Company is authorized to issue unlimited number of 360 Capital Shares. As at the date of this Circular, there were 48,854,112 issued and outstanding shares of 360 Capital, each share carrying the right to one vote.

### Principal Holders of 360 Capital Shares

To the knowledge of the directors and executive officers of the Company, John Gan, the President, CEO and director and Nikita Chou, Senior Vice President and director of the Company directly or indirectly, or exercise control or direction over, 360 Capital shares carrying more than 10% of the voting rights attached to all outstanding 360 Capital shares. The particulars of their shareholdings are disclosed in the section "Election of Directors" of this Circular.

## VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast in person or by proxy at the Meeting is required to pass the resolution(s) described herein as ordinary resolutions and an affirmative vote of 66 and 2/3rds of the votes cast in person or by proxy at the Meeting is required to pass the resolution(s) described herein as special resolutions.

## GLOSSARY OF TERMS

The following is a glossary of general terms and abbreviations used in this Circular:

"Act" means the Business Corporations Act (British Columbia), S.B.C. 2002, c. 57, as may be amended or replaced from time to time;

"CEO" means an individual who acted as chief executive officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the company, or acted in a similar capacity, for any part of the most recently completed financial year;

"Circular" means this management information circular;

"Computershare" means Computershare Investor Services Inc.;

"NEO" or "named executive officer" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year;

"SEDAR" means the System for Electronic Document Analysis and Retrieval.

## ELECTION OF DIRECTORS

The size of the Board of the Company is currently determined at four (4). The board proposes that the number of directors is fixed at four (4). Shareholders will therefore be asked to approve by an ordinary resolution that the number of directors elected be fixed at four (4).

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the Act, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management’s nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of 360 Capital Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Circular.

Name, City and Province of Residence	Principal Occupation/Employment During the Past 5 Years <sup>(4)</sup>	Current Position(s) with 360 Capital	Director/ Officer Since	Number/ Percentage of 360 Capital Shares Beneficially Owned or over which Control or Direction is Exercised
<b>John Gan</b> <sup>(1)</sup> Burnaby, BC	President and CEO of 360 Capital; insurance executive.	Director, President and CEO	Sep. 30, 2013	16,816,643 34.42%
<b>Nikita Chou</b> Hsinchu, Taiwan	Sr.VP, CMO of 360 Capital; business development and marketing executive	Director and Senior Vice President	Sep. 30, 2013	8,327,237 17.05%
<b>Ullrich George</b> <b>Thomas Schade</b> <sup>(1)</sup> West Vancouver, BC	Founder and President of NextPhase Strategy Marketing Inc.; marketing and communications consultant.	Director	Sep. 30, 2013	2,884,335 5.90%
<b>Donald Albert Gordon</b> , <sup>(1) (2)(3)</sup> North Vancouver	Principal of DAG Consulting Corp. since 2000; Senior Advisor, Canadian Securities Exchange since 2005.	Director	Sep. 30, 2013	583,517 1.19%

Notes:

<sup>(1)</sup>Member of the Audit Committee.

<sup>(2)</sup>The information as to principal occupation, business or employment, penalties, sanctions, cease trade orders, bankruptcies, 360 Capital shares beneficially owned or controlled is not within the knowledge of the management of and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years.

<sup>(3)</sup>Mr. Gordon engages in consulting work to reactivate and reorganize companies and as a result works with some that aren't in good standing. Mr. Gordon was a director of Tomco Developments Inc. which was cease traded October 7, 2008 by the British Columbia Securities Commission and January 5, 2009 by the Alberta Securities Commission for failure to file the audited financial statements for the year ended May 31, 2008 and subsequently has been struck from the Companies Registrar. Mr. Gordon is a Director of AFG Flameguard Ltd. which is subject to a cease trade order issued by the British Columbia Securities Commission on May 8, 2014, and the Ontario Securities Commission on May 26, 2014 for failure to file required annual audited financial information in the prescribed time and the cease trade order remains in force at the date of this Circular. Mr. Gordon was a director of Sor Baroot Resources Corp., which was subject to a cease trade order issued by the British Columbia Securities Commission on August 6, 2014 for failure to file audited financial statements for the period ending March 31, 2014. The cease trade order was revoked on October 30, 2014. Mr. Gordon was a Director of Mahdia Gold Corp. which was subject to a cease trade order issued by the Ontario Securities Commission on March 13, 2015 for failure to file required financial information in the prescribed time and the cease trade order remains in force at the date of this circular.

## CORPORATE GOVERNANCE

### General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Instrument 58-101 Disclosure of Corporate Governance Practices prescribes certain disclosure by the Company of its corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with National Instrument 58-101.

### Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is 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 board facilitates its independent supervision over management by holding periodic board meetings to discuss the operations of the Company.

The non-independent directors by virtue of holding management positions with the Company are John Gan, President and Chief Executive Officer and Nikita Chou, Senior Vice President.

Donald Gordon and Ulrich Schade are independent members of the Board of Directors of the Company.

## **Directorships**

The following is the information about directorships of the current and proposed directors of the Company in other reporting issuers.

Mr. Gordon is a director or officer of the following listed public companies: Carrus Capital Corp, Rift Valley Resources Corp., Newlox Gold Ventures Corp. and Mahdia Gold Corp. He is also a director or officer of several reporting issuers that are not listed on any stock exchange: Sor Baroot Resources Corp., Web Watcher Systems Ltd., 0941092 B.C. Ltd, Carlyle Entertainment Ltd., Proelium MMA Acquisition Corp., Aida Minerals Corp (formerly Mianach Resource Acquisition Corp.), and Plenus Investment Inc.

Mr. Gan is a director or officer of several reporting issuers that are not listed on any stock exchange: Atikin Investment Inc., CGSG Inc., and Plenus Investment Inc.

Ms. Chou is a director of CGSG Investment Inc., a reporting issuer that is not listed on any stock exchange.

Mr. Schade is a director of Atikin Investment Inc., a reporting issuer that is not listed on any stock exchange.

## **Orientation and Continuing Education**

When new directors are appointed they receive orientation, commensurate with their previous experience, on the Company's business and industry and on the responsibilities of directors. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. Directors are encouraged to take continuing education courses to enhance their knowledge of corporate governance

## **Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

## **Nomination of Directors**

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience. The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

## **Compensation**

The Board, as a whole, determines compensation for the directors and the Chief Executive Officer. The compensation is discussed and determined during board meetings. The following criteria have been taken into consideration while determining compensation: financial position of the Company, amount of time spent on the business of the Company, qualifications of directors and the Chief Executive Officer and organizational commitment.

## **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 processes of the Board and committees.



### Incentive Plan Awards

The following table provides for each NEO for all awards outstanding at the end of the most recently completed financial year and includes awards granted before the most recently completed financial year.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share – based awards that have not vested (\$)	Market /payout value of vested share-based awards not paid out or distributed (\$)
John Gan, CEO	1,100,000	\$0.10	October 14, 2018	Nil	Nil	Nil	Nil
Nikita Chou, Sr. VP	1,100,000	\$0.10	October 14, 2018	Nil	Nil	Nil	Nil
Bang Chiem, CFO	300,000	\$0.10	October 14, 2018	Nil	Nil	Nil	Nil

The value vested or earned during the last fiscal year under the incentive plan awards (option based awards, share based awards and non-equity incentive plan compensation) by the CEO, CFO, Sr. VP and directors was nil.

### Pension Plan Benefits

The Company does not provide any pension plan benefits to its executive officers, directors or employees.

### Termination and Change of Control Benefits

360 Capital has the following contracts with its Executive Officers pursuant to which the Executive Officers are compensated: 1) Employment agreement dated July 1, 2010 between John Gan and 360 Capital; 2) Consulting agreement between 360 Capital and Nikita Chou dated September 1, 2009.

In case of termination without cause, Mr. Gan is entitled to a notice period of two years or payment equal to two-year salary in lieu of notice.

### Director Compensation

The following are all amounts of compensation provided to the directors, who were not NEOs, for the Company's most recent completed financial year.

Name	Fees earned (\$)	Share – based awards (\$)	Option based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Donald Gordon	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ullrich Thomas Schade	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The following table provides incentive plan awards – value vested or earned during the most recently completed financial year for directors, who were not NEOs.

<b>Name</b>	<b>Option – based awards Value vested during the year (\$)</b>	<b>Share – based awards Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
Donald Gordon	Nil	Nil	Nil
Ullrich Thomas Schade	Nil	Nil	Nil

There are no other arrangements from those disclosed above under which directors were compensated by the Company and its subsidiaries during the most recently completed financial year for their services in their capacity as directors or consultants.

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

The Company's stock option plan was approved by the shareholders as part of the amalgamation which became effective on September 30, 2013. The number of the common shares which may be issued pursuant to options granted under the plan is 8,750,823, which amount close to 18% of the issued and outstanding shares of 360 Capital.

#### ***Equity Compensation Plan Information***

	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted-average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
<b>Plan Category</b>	<b>(a)</b>	<b>(b)</b>	<b>(c)</b>
Equity compensation plans approved by security holders - (the Plan)	2,500,000	\$0.10	6,250,823
Equity compensation plans not approved by security holders	Nil	N/A	Nil
Total	2,500,000	N/A	8,750,823

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

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

#### **MANAGEMENT CONTRACTS**

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

#### **APPOINTMENT OF AUDITOR**

The current auditors of the Company Manning Elliott LLP, Chartered Accountants, of 1100 – 1050 West Pender Street, Vancouver, British Columbia, V6E 3S7, will be nominated at the Meeting for reappointment as auditor of the Company at remuneration to be fixed by the directors.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). 360 Capital Shareholders may contact the Company to request copies of the Company's financial statements and management's discussion and analysis by sending a written request to 440-890 West Pender Street, Vancouver, B.C V6C 1J9, Attention: John Gan, CEO. Financial information is provided in the Company's comparative financial statements and management discussion and analysis for its most recently completed financial year.

#### **TRANSFER AGENT AND REGISTRAR**

360 Capital's registrar and transfer agent is Computershare Investor Services Inc., 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

#### **OTHER MATTERS**

The Directors are not aware of any other matters which they anticipate will come before the Meeting as of the date of this Circular.

#### **APPROVAL OF INFORMATION CIRCULAR**

The undersigned hereby certifies that the contents and the sending of this Circular have been approved by the Board.

Dated at Vancouver, British Columbia this 27<sup>th</sup> day of June, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "John Gan"

John Gan

President , CEO and Director

## SCHEDULE 1

### 360 Capital Financial Services Group Inc.

#### FORM 52 – 110F2 THE AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 (“NI 52-110”) requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following:

#### 1. The Audit Committee’s Charter

##### The Audit Committee’s Charter of 360 Capital Financial Services Group Inc.

###### *Purpose of the Committee*

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of the Corporation is to provide an open avenue of communication between management, the Corporation’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Corporation’s financial reporting and disclosure practices;
- the Corporation’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Corporation’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Corporation’s charter documents and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Corporation or of an affiliate of the Corporation. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Corporation or of an affiliate of the Corporation. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Corporation’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles (“IFRS”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Corporation’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Corporation in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Corporation’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

###### *Authority and Responsibility*

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Corporation’s Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the independent auditor the adequacy and effectiveness of the Corporation's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Corporation's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Corporation, including consideration of the independent auditor's judgment about the quality and appropriateness of the Corporation's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Corporation by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Corporation and all non-audit work performed for the Corporation by the independent auditor.
11. Establish and review the Corporation's procedures for the:
  - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
  - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Corporation.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting Corporation in National Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* and the charter documents of the Corporation.

## **2. Composition of the Audit Committee**

Donald Gordon, Ullrich Schade and John Gan are members of the audit committee. Each member of the audit committee is financially literate as defined by NI 52-110. John Gan is not independent members of the audit committee by virtue of his position as President and CEO. Donald Gordon and Ullrich Schade are independent directors of the Company.

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's Board, reasonably interfere with the exercise of a member's independent judgment.

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company.

## **3. Relevant Education and Experience**

The following is the description of education and experience of each audit committee member that is relevant to the performance of his duties.

Mr. Donald Gordon is a chartered financial analyst (CFA). Mr. Gordon holds a master's degree in business administration (MBA) and has over 20 years of experience and expertise in corporate finance analysis, conducting due diligence reviews for regulatory purposes and investment assessment, involving public and private companies and has acted as Consultant and Principal in dozens of reverse takeover transactions on the CSE and TSX-V stock exchanges.

Mr. Ullrich Schade acquired his financial literacy while running his professional business for over 30 years.

Mr. John Gan acquired his financial literacy while working in managerial positions of various insurance companies for over 30 years.

#### **4. Audit Committee Oversight**

The audit committee has not made any recommendations to the Board to nominate or compensate any external auditor.

#### **5. Reliance on Certain Exemptions**

The Company's auditors, Manning Elliott LLP, have not provided any material non-audit services.

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

The audit committee has not adopted specific policies and procedures for the engagement of non-audit services.

#### **7. External Auditor Service Fees**

The audit committee has reviewed the nature and amount of the non-audit services provided by Manning Elliott to the Company to ensure auditor independence. Fees incurred with Manning Elliott for audit and non-audit services during the last two fiscal years for audit fees are outlined in the following table.

<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, 2015	\$16,000	\$9,130	\$1,350	\$Nil
December 31, 2014	\$12,500	\$8,650	\$1,250	\$Nil

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

#### **Exemptions**

In respect to the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of National Instrument 52 -110.