



## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

**TAKE NOTICE** that an Annual General Meeting (the “Meeting”) of the Shareholders of CLEAN SEED CAPITAL GROUP LTD. (the “Company”) will be held in the Boardroom of Owen Bird Law Corporation, 29<sup>th</sup> Floor, 595 Burrard Street, Vancouver, British Columbia, on **Thursday, December 14, 2017**, at 11:00 a.m. (Vancouver time), for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended June 30, 2017, together with the Auditor's Report thereon.
2. To re-appoint BDO Canada LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the directors to fix the auditor’s remuneration.
3. To elect directors of the Company for the ensuing year.
4. To approve the renewal of the Company’s 10% rolling stock option plan, as more particularly set out in the accompanying Information Circular.
5. To transact such other business as may be brought before the Meeting.

Accompanying this Notice is an Information Circular dated November 1, 2017, a form of proxy or voting instruction form and a reply card for use by shareholders who wish to receive the Company’s interim and/or annual financial statements. The accompanying Information Circular provides information relating to the matters to be addressed at the meeting and is incorporated into this Notice.

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.**

**DATED** at Vancouver, British Columbia, this 1<sup>st</sup> day of November, 2017.

ON BEHALF OF THE BOARD

*“Graeme Lempriere”*

Graeme Lempriere  
Chairman of the Board of Directors, President  
and Chief Executive Officer



## INFORMATION CIRCULAR

### FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 14, 2017

This information is given as of November 1, 2017 unless otherwise noted.

#### PERSONS MAKING THE SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies by the management of Clean Seed Capital Group Ltd. (the "Company") for use at the Annual General Meeting (the "Meeting") of the shareholders of the Company, to be held on **Thursday, December 14, 2017**, at the time and location and for the purposes set forth in the accompanying Notice of Meeting (the "Notice") and at any adjournment thereof.

Except as noted below, the Company has distributed or made available for distribution, copies of the Notice, the Information Circular and form of proxy or voting instruction form ("VIF") (if applicable) (the "Meeting Materials") to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the "Intermediaries") for distribution to Beneficial Shareholders (as defined below) whose common shares are held by or in custody of such Intermediaries. Such Intermediaries are required to forward such documents to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The Company is sending proxy-related materials directly to NOBOs (as defined below), through the services of its transfer agent and registrar, Computershare Investor Services Inc. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Company if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Company will pay the permitted fees and costs of Intermediaries incurred in connection with the distribution of the Meeting Materials. The Company is not relying on the notice-and-access provisions of securities laws for delivery of the Meeting Materials to registered shareholders or Beneficial Shareholders.

#### APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Company. **A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for such shareholder and on his, her or its behalf at the Meeting other than the persons designated in the enclosed form of proxy.** Such right may be exercised by inserting in the blank space provided for that purpose the name of the desired person or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the Company's transfer agent and registrar, Computershare Investor Services Inc., Proxy Department, by fax within North America at 1-866-249-7775, outside North America at 416-263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment thereof, or delivering it to the chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting. A proxy must be executed by the registered shareholder or his, her or its attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies given by shareholders for use at the Meeting may be revoked prior to their use:

- (a) by depositing an instrument in writing executed by the shareholder or by such shareholder's attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing:
  - (i) at the registered office, Suite 2900 – 595 Burrard Street, Vancouver, BC, V7X 1J5, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof; or
  - (ii) with the chair of the Meeting on the day of the Meeting or any adjournment thereof; or
- (b) in any other manner permitted by law.

### EXERCISE OF DISCRETION BY PROXIES

The persons named in the accompanying form of proxy will vote the common shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. The common shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if the shareholder specifies a choice with respect to any matter to be acted on, the common shares will be voted accordingly. **In the absence of such direction, where the management nominees are appointed as proxyholder, such common shares will be voted in favour of the passing of the matters set out in the Notice. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice and with respect to other matters which may properly come before the Meeting or any adjournment thereof.** At the time of the printing of this Information Circular, the management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice. **However, if any other matters which at present are not known to the management of the Company should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.**

### ADVICE TO BENEFICIAL SHAREHOLDERS

Shareholders should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of common shares, or non-objecting beneficial owners (“NOBOs”) whose names have been provided to the Company's registrar and transfer agent, can be recognized and acted upon at the Meeting. The information set forth in this section is therefore of significant importance to a substantial number of shareholders who do not hold their common shares in their own name (referred to in this section as “Beneficial Shareholders”). If common shares are listed in an account statement provided to a shareholder by an Intermediary, then in almost all cases those common shares will not be registered in such shareholder's name on the records of the Company. Such common shares will more likely be registered under the name of the shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such common shares are registered under the name of CDS & Co., as nominee for CDS Clearing and Depository Services Inc., which acts as a depository for many Canadian Intermediaries. Common shares held by Intermediaries or their nominees can only be voted for or against resolutions upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting common shares for their clients.

Applicable regulatory policy requires Intermediaries 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, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided by the Company to the Intermediaries. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“Broadridge”). Broadridge typically mails the VIFs or proxy forms to the Beneficial Shareholders and asks the Beneficial Shareholders to return the VIFs or proxy forms to Broadridge. 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. A Beneficial Shareholder receiving a proxy or VIF from Broadridge cannot use that proxy to vote common shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the common shares voted.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of their Intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the Intermediary and vote their common shares in that capacity.

Should a NOBO wish to attend and vote at the Meeting in person, the NOBO must insert his or her name (or the name of the person that the NOBO wants to attend and vote on the NOBO's behalf) in the space provided on the VIF and return it to the Company or its transfer agent. If the Company receives a written request that the NOBO or its nominee be appointed as proxyholder, if management is holding a proxy with respect to common shares beneficially owned by such NOBO, the Company will arrange, without expense to the NOBO, to appoint the NOBO or its nominee as proxyholder in respect of those common shares. Under NI 54-101, unless corporate law does not allow it, if the NOBO or its nominee is appointed as proxyholder by the Company in this manner, the NOBO or its nominee, as applicable, must be given the authority to attend and vote the applicable shares in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. If the Company receives such instructions at least one business day before the deadline for submission of proxies, it is required to deposit the proxy within that deadline, in order to appoint the NOBO or its nominee as proxyholder. **If a NOBO requests that the NOBO or its nominee be appointed as proxyholder, the NOBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the NOBOs vote to be counted.**

**NOBOs that wish to change their vote must in sufficient time in advance of the Meeting contact their Intermediary to arrange to change their vote. NOBOs should carefully follow the instructions of their Intermediaries, including those regarding when and where to complete the VIF's that are to be returned to their Intermediaries.**

Should an objecting beneficial owner (an "OBO") wish to attend and vote at the Meeting in person, the OBO should insert his or her name (or the name of the person the OBO wants to attend and vote on the OBO's behalf) in the space provided for that purpose on the request for VIF and return it to the OBO's Intermediary or send the Intermediary another written request that the OBO or its nominee be appointed as proxyholder. The Intermediary is required under NI 54-101 to arrange, without expense to the OBO, to appoint the OBO or its nominee as proxyholder in respect of the OBO's common shares. Under NI 54-101, unless corporate law does not allow it, if the Intermediary makes an appointment in this manner, the OBO or its nominee, as applicable, must be given authority to attend, vote and otherwise act for and on behalf of the Intermediary (who is the registered shareholder) in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. An Intermediary who receives such instructions at least one business day before the deadline for submission of proxies is required to deposit the proxy within that deadline, in order to appoint the OBO or its nominee as proxyholder. **If an OBO requests that an Intermediary appoint the OBO or its nominee as proxyholder, the OBO or its appointed nominee, as applicable, will need to attend the meeting in person in order for the OBOs vote to be counted.**

**OBOs should carefully follow the instructions of their Intermediary, including those regarding when and where the completed request for voting instructions is to be delivered. Only registered shareholders have the right to revoke a proxy. OBOs who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective intermediaries to change their vote and if necessary revoke their proxy in accordance with the revocation procedures set out above.**

Shareholders with questions respecting the voting of shares held through an Intermediary should contact that Intermediary for assistance.

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

#### **NOTE TO NON-OBJECTING BENEFICIAL OWNERS**

The Meeting Materials are being sent to both registered shareholders and NOBOs. If you are a NOBO, and the Company or its agent has sent the Meeting Materials directly to you, it means your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i)

delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The authorized capital of the Company consists of an unlimited number of common shares without par value.

The Company has fixed the close of business on November 1, 2017 as the record date (the “Record Date”) for the purposes of determining shareholders entitled to receive the Notice and vote at the Meeting. As at the Record Date, 50,570,903 common shares were issued and outstanding. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each common share of which he, she or it is the holder. The Company has no other classes of voting securities.

In accordance with the provisions of the *Business Corporations Act* (British Columbia), the Company will prepare a list of the holders of common shares on the Record Date. Each holder of common shares named on the list will be entitled to vote the common shares shown opposite his, her or its name on the list at the Meeting.

To the knowledge of the directors and senior officers of the Company, as of the Record Date, no person or company 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 except for Graeme Lempriere (CEO, President and Chairman of the Board of Directors of the Company) holding directly or indirectly in aggregate 7,650,000 common shares: 320,000 shares directly; 4,830,000 shares by Marvelle Capital Corporation and 2,500,000 shares by Marvelle Corporate Development Ltd., both companies controlled by Graeme Lempriere, representing in aggregate 15% of the Company’s issued and outstanding common shares.

The above information was provided by management of the Company and the Company’s registrar and transfer agent as of the Record Date.

### **QUORUM AND VOTES NECESSARY TO PASS RESOLUTIONS**

Under the Company’s Articles, the quorum for the transaction of business at a meeting of shareholders is one person who is, or who represents by proxy, one or more shareholders who, in the aggregate, hold at least 5% of the issued common shares entitled to be voted at the Meeting. A simple majority of the votes of those shareholders who are present and vote either in person or by proxy at the Meeting is required in order to pass an ordinary resolution. A majority of two-thirds of the votes of those shareholders who are present and vote either in person or by proxy at the Meeting is required to pass a special resolution. There are no special resolutions proposed at this Meeting.

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

Other than as disclosed elsewhere in this Information Circular, none of the current directors or executive officers, no proposed nominee for election as a director, none of the persons who have been directors or executive officers since the commencement of the last completed financial year and no associate or affiliate of any 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 upon at the Meeting, save and except for those matters pertaining to the election of directors and the Company’s stock option plan.

### **STATEMENT OF EXECUTIVE COMPENSATION**

For the purpose of this Information Circular:

“**CEO**” means each 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 each 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; and

“**COO**” means each individual who acted as chief operating officer of the Company or acted in a similar capacity for any part of the most recently completed financial year; and

“CTO” means each individual who acted as chief technology officer of the Company or acted in a similar capacity for any part of the most recently completed financial year; and

“Named Executive Officer” or “NEO” means: (a) a CEO; (b) a CFO; (c) a COO; (d) a CTO; (e) the Company’s most highly compensated executive officers, including any of the Company’s subsidiaries, or the 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 and whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, 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 the most recently completed financial year.

During the financial year ended June 30, 2017, the Company had four Named Executive Officers, namely Graeme Lempriere, CEO; Steven Brassard, CFO; Colin Rush, COO; and William Mufford, CTO.

*All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.*

### **Oversight and Description of Director and NEO Compensation**

The Company provides a blend of base salaries, bonuses and equity incentive components in the form of stock options to further align the interests of management with the interests of the Company’s Shareholders.

The Company’s board of directors (the “Board”) does not presently have a Compensation Committee. When determining compensation policies and individual compensation levels for the Company’s executive officers, the Company takes into consideration a variety of factors, including the overall financial and operating performance of the Company, and the Board’s overall assessment of:

- (a) each executive officer’s individual performance and contribution towards meeting corporate objectives;
- (b) each executive officer’s level of responsibility,
- (c) each executive officer’s length of service; and
- (d) industry comparables.

#### Base Salary - Fees

Base salary and consulting fee levels reflect the fixed component of pay that compensates executives for fulfilling their roles and responsibilities and assists in the attraction and retention of highly qualified executives. Base salaries are reviewed annually to ensure they reflect each respective executive’s performance and experience in fulfilling his or her role and to ensure executive retention. Currently base salaries and consulting fees are set at below industry standard levels to make more capital available for development of the Company’s business. Compensation is made up with the provision of stock options (see below for description). Salary and consulting fee levels will be reviewed and revised as the Company grows.

#### Stock Options

Performance-based incentives are granted by way of stock options. The awards are intended to align executive interests with those of shareholders by tying compensation to share performance and to assist in retention through vesting provisions.

In determining the number of stock options to be granted to the executive officers and directors, the Board takes into account the number of stock options, if any, previously granted to each executive officer and director and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange (the “TSXV”).

The number of stock options granted to officers and directors is also dependent on each officer’s and director’s level of responsibility, authority and importance to the Company and to the degree to which such officer’s or director’s long term contribution to the Company will be key to its long term success.

In monitoring or adjusting the option allotments, the Board takes into account its own observations on individual performance (where possible), its assessment of individual contribution to shareholder value and previous option grants. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility. The Board will make these determinations subject to and in accordance with the provisions of the Stock Option Plan.

### Director and NEO Compensation

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*) sets forth all annual and long term compensation for services paid to or earned by each NEO and director for the two most recently completed financial years ended June 30, 2017, excluding compensation securities.

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Graeme Lempriere</b> <sup>1</sup> <i>CEO, President and Director</i>	2017	120,000	nil	nil	nil	nil	120,000
	2016	120,000	46,500	nil	nil	nil	166,500
<b>Steven Brassard</b> <sup>2</sup> <i>CFO</i>	2017	48,000	nil	nil	nil	nil	48,000
	2016	48,000	500	nil	nil	nil	48,500
<b>Colin Rush</b> <sup>3</sup> <i>COO and Director</i>	2017	95,833	nil	nil	nil	nil	95,833
	2016	nil	nil	nil	nil	nil	nil
<b>William Mufford</b> <sup>4</sup> <i>CTO</i>	2017	129,167	nil	nil	nil	nil	129,167
	2016	n/a	n/a	n/a	n/a	n/a	n/a
<b>Ward Jensen</b> <sup>5</sup> <i>Director and Corporate Secretary</i>	2017	65,000	nil	nil	nil	nil	65,000
	2016	53,750	800	nil	nil	nil	54,550
<b>Mark Tommasi</b> <sup>6</sup> <i>Director</i>	2017	60,000	nil	nil	nil	nil	60,000
	2016	60,000	500	nil	nil	nil	60,500
<b>Colin Rosengren</b> <sup>7</sup> <i>Director</i>	2017	120,000	nil	nil	nil	nil	120,000
	2016	120,000	45,000	nil	nil	nil	165,000
<b>Chantel Schutz</b> <i>Director</i>	2017	nil	nil	nil	nil	nil	nil
	2016	nil	nil	nil	nil	nil	nil
<b>Steven Larocque</b> <i>Director</i>	2017	nil	nil	nil	nil	nil	nil
	2016	nil	nil	nil	nil	nil	nil
<b>Randy Minhas</b> <sup>8</sup> <i>Director</i>	2017	nil	nil	nil	nil	nil	nil
	2016	n/a	n/a	n/a	n/a	n/a	n/a
<b>Jason Birmingham</b> <sup>9</sup> <i>Former Director</i>	2017	nil	nil	nil	nil	nil	nil
	2016	nil	nil	nil	nil	nil	nil

1. Appointed as Chair of the Board of Directors on August 17, 2017
2. Appointed as Corporate Secretary on August 14, 2017
3. Appointed as Chief Operating Officer on August 1, 2016
4. Appointed as Chief Technology Officer on January 25, 2017.
5. Subsequently removed as director and Corporate Secretary on August 2017 due to health conditions. Salary was earned for his employment as sales manager.
6. Subsequently resigned as a director on August 29, 2017. Consulting fees were earned for his services as Director, Corporate Communications. Remains engaged by Company as Director, Corporate Communications for the Company.
7. Consulting fees were earned for his services as VP Product Development.
8. Elected as a director on December 9, 2016.
9. Did not stand for re-election as a director at the 2016 Annual General Meeting

### Stock Options and Other Compensation Securities

During the year ended June 30, 2017, the Company granted a total of 400,000 stock options to its directors and NEOs and modified a total of 350,000 stock options to its directors and NEOs by both extending the life and increasing the exercise price of previously granted stock option.

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

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class (#)	Date of issue, grant or modification	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
<b>Graeme Lempriere</b> <i>CEO, President and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Steven Brassard</b> <i>CFO</i>	Stock Options	50,000 50,000 <sup>1</sup>	08/18/2016 09/08/2016 <sup>1</sup>	0.35 0.35	0.38 0.37	0.36 0.36	08/18/2021 09/28/2021 <sup>1</sup>
<b>Colin Rush</b> <i>COO and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>William Mufford</b> <i>CTO</i>	Stock Options	250,000	12/21/2016	0.35	0.37	0.36	12/21/2021
<b>Ward Jensen</b> <i>Director and Corporate Secretary</i>	Stock Options	100,000 <sup>1</sup>	09/08/2016 <sup>1</sup>	0.35	0.37	0.36	09/28/2021
<b>Mark Tommasi</b> <i>Director</i>	Stock Options	100,000 <sup>1</sup>	09/08/2016 <sup>1</sup>	0.35	0.37	0.36	09/28/2021
<b>Colin Rosengren</b> <i>Director</i>	Stock Options	50,000	08/18/2016	0.35	0.38	0.36	08/18/2021
<b>Chantel Schutz</b> <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Steven Larocque</b> <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Randy Minhas</b> <i>Director</i>	Stock Options	50,000	12/21/2016	0.35	0.37	0.36	12/21/2021
<b>Jason Birmingham</b> <i>Former Director</i>	Stock Options	100,000 <sup>1</sup>	09/08/2016 <sup>1</sup>	0.35	0.37	0.36	09/28/2021 <sup>1</sup>

1. These stock options were modified by the Company by increasing the exercise price to acquire common shares from \$0.30 per share to \$0.35 per share and extending the exercise life from expiring in 2016 to expire in 2021

### Exercise of Compensation Securities by Directors and NEOs

The following table discloses each exercise by a director or NEO of compensation securities during the financial year ended June 30, 2017:

Name and position	Type of compensation security	Number of underlying securities exercised (#)	Exercise price per security (\$)	Date of Exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
<b>Graeme Lempriere</b> <i>CEO, President and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Steven Brassard</b> <i>CFO</i>	Stock Options	50,000	0.30	07/29/16	0.45	0.15	22,500
<b>Colin Rush</b> <i>COO and Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>William Mufford</b> <i>CTO</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Ward Jensen</b> <i>Director and Corporate Secretary</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Mark Tommasi</b> <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Colin Rosengren</b> <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Chantel Schutz</b> <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Steven Larocque</b> <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Randy Minhas</b> <i>Director</i>	Stock Options	nil	nil	nil	nil	nil	nil
<b>Jason Birmingham</b> <i>Former Director</i>	Stock Options	30,000	0.35	02/06/17	0.33	(0.02)	9,900

### Stock Option Plans and Other Incentive Plans

The only stock option plan or other incentive plan the Company currently has in place is a 10% “rolling” stock option plan (the “Plan”), which authorizes the Board to grant options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding common shares of the Company, from time to time. The underlying purpose of the Plan is to attract and motivate the directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Plan.

The Plan was accepted for filing by the TSXV subsequent to its initial adoption and has been subsequently accepted following each yearly re-approval by the shareholders, as required under the policies of the TSXV. For details of the Plan, see “Particulars of Matters to be Acted Upon – Annual Approval of Stock Option Plan” below.

The Company has no other form of compensation plan under which equity securities of the Company are authorized for issuance to employees or non-employees in exchange for consideration in the form of goods and services.

## Employment, Consulting and Management Agreements

The material terms of each agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were: (a) performed by a director or NEO; or (b) performed by any other party but are services typically provided by a director or NEO are as follows:

*Graeme Lempriere (CEO and President)* - During the year-ended June 30, 2017, Mr. Lempriere was paid \$120,000 per year as CEO and President of the Company. His employment can be terminated by the Company at any time by paying an amount equal to two years annual salary. Upon an event of constructive dismissal, or following a change in control, if Mr. Lempriere were to be terminated without cause or to resign, he would receive an amount equal to two years annual salary. Subsequent to June 30, 2017 Mr. Lempriere entered into an amended employment agreement with the Company, whereby he earns \$200,000 per year as CEO and President of the Company. Until such time as the Company completes a financing of at least \$5,000,000, Mr. Lempriere will be paid \$160,000 per year and the difference of \$40,000 will accrue. His employment can be terminated by the Company at any time by paying an amount equal to three years annual salary. Upon an event of constructive dismissal, or following a change in control, if Mr. Lempriere were to be terminated without cause or to resign, he would receive an amount equal to three years' annual salary.

*Steve Brassard, CPA, CA, C.Dir., MPAcc (CFO and Corporate Secretary)* - During the year-ended June 30, 2017, Mr. Brassard was paid \$48,000 per year as CFO of the Company. The terms of his contract called for 30 days' notice for terminating his agreement with the Company. Subsequent to June 30, 2017, Mr. Brassard entered into a revised contract with the Company whereby he will earn \$135,000 per year as CFO and Corporate Secretary of the Company. From that \$135,000 annual amount, Mr. Brassard is paid \$75,000 per year and accrues \$60,000 of his annual fee to be used to exercise his option to acquire shares. His contract can be terminated by the Company at any time by providing four months' notice, or equivalent pay. Upon an event following a change in control, his contract can be terminated by providing six months' pay in cash.

*Colin Rush (COO)* – Colin Rush is paid \$200,000 per year as Chief Operating Officer of the Company.

*William Mufford, P.Eng. (CTO)* – William Mufford earns \$200,000 per year as Chief Technology Officer of the Company. During his first year of employment with the Company, Mr. Mufford will receive cash of \$120,000 and accrue \$80,000. At the end of his first year, the accrued amount will be used to exercise his option to acquire common shares of the Company. Subsequently, the amount that accrues will be mutually assessed between Mr. Mufford and the Company.

*Colin Rosengren (Vice-President Product Development)* - Colin Rosengren is paid \$120,000 per year for providing his services as Vice-President Product Development. The terms of his contract call for three months' notice for terminating his agreement with the Company. In addition, Colin Rosengren's company, Rosengren Farms Inc., charges the Company: (i) \$75,000 per year for lease costs related to the Company's 5,000 square foot facilities and related farm access in South East Saskatchewan; and (ii) \$13,200 per year for lease costs related to the Company's vehicle in South East Saskatchewan. These leases are month to month and can be terminated with 30 days' notice. As at June 30, 2017, Rosengren Farms Inc. was owed \$310,038 related to consulting fees and lease fees that have not been paid.

Other than disclosed above, there were no other agreements or arrangement containing provisions with respect to change of control, severance, termination or constructive dismissal for directors or NEOs.

## Pension disclosure

The Company does not provide any form of pension to any of its directors or NEOs.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding the number of common shares to be issued upon the exercise of outstanding options and the weighted-average exercise price of the outstanding options in connection with the Stock Option Plan as at June 30, 2017:

<b>Plan Category</b>	<b>Number of Common Shares to be issued upon exercise of outstanding options #</b>	<b>Weighted-average exercise price of outstanding options \$</b>	<b>Number of Common Shares remaining available for future issuance under equity compensation plans<sup>1</sup> #</b>
Equity compensation plans approved by security holders	4,100,097	0.38	674,893
Equity compensation plans not approved by security holders	n/a	n/a	n/a
<b>Total</b>	4,100,097	0.38	674,893

1. Based on the total number of shares authorized for issuance under the Company's Stock Option Plan, less the number of stock options outstanding, as at June 30, 2017.

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

At no time during the last completed financial year was any current director, executive officer or employee or any former director, executive officer or employee of the Company, or any proposed nominee for election as a director of the Company:

- (a) indebted to the Company; or
- (b) indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company,

other than routine indebtedness.

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

The term "informed person" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means a director or executive officer of the Company, or any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution.

To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company, or any associate or affiliate of an informed person or proposed director, has or had any material interest, direct or indirect, in any transaction or in any proposed transaction during the 2017 financial year which has materially affected or will materially affect the Company or any of its subsidiaries, other than as set out below.

#### ***Non-Brokered Private Placement***

On March 6, 2017, the Company completed a non-brokered private placement of 3,441,669 common shares ("Shares") at a price of \$0.30 per Share. The following informed person participated in the private placement upon terms and conditions identical to those upon which arm's length third parties participated:

<b>Name of Informed Person</b>	<b>Shares Purchased</b>	<b>Subscription Proceeds</b>
Randy Minhas	66,667	\$20,000
Steven Brassard	66,667	\$20,000
Gary Anderson <sup>1</sup>	666,667	\$200,000

1. At the time of this share purchase on March 6, 2017, Mr. Anderson was not considered an informed person. Mr. Anderson was appointed to the Board of Directors of the Company on August 29, 2017.

## **AUDIT COMMITTEE**

Pursuant to the policies of the TSXV and the provisions of section 224 of the *Business Corporations Act* of British Columbia, the Company is required to have an Audit Committee comprised of at least three directors, the majority of which must not be officers or employees of the Company.

The Company must also, pursuant to the provisions of National Instrument 52-110 *Audit Committees* (“NI 52-110”), have a written charter, which sets out the duties and responsibilities of its Audit Committee. In providing the following disclosure, the Company is relying on the exemption provided under NI 52-110, which allows for the short form disclosure of the audit committee procedures of venture issuers.

### **Audit Committee’s Charter**

#### *Mandate*

The primary function of the Audit Committee (the “Committee”) is to assist the board of directors (the “Board”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting, and the Company’s auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. The Committee’s primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company’s financial reporting and internal control systems and review the Company’s financial statements;
- review and appraise the performance of the Company’s external auditors; and
- provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board.

#### *Composition*

The Committee shall be comprised of three directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee’s Charter, the definition of “financially literate” is 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 presumably be expected to be raised by the Company’s financial statements. The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders’ meeting.

#### *Meetings*

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

#### *Responsibilities and Duties*

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

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company’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 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.
4. 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.
5. Review the Company'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.
6. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
7. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
8. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
9. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
10. Establish and review the Company'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.
11. Conduct or authorize investigations into any matters that the Audit Committee believes is within the scope of its responsibilities. The Audit 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 Company.
12. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.

### Composition of the Audit Committee

The following were the members of the Company's Audit Committee during the financial year ended June 30, 2017:

Chantal T.M. Schutz (Chair)	Independent <sup>1</sup>	Financially literate <sup>1</sup>
Randy Minhas <sup>2</sup>	Independent <sup>1</sup>	Financially literate <sup>1</sup>
Colin Rush <sup>3</sup>	Not Independent <sup>1</sup>	Financially literate <sup>1</sup>
Mark T. Tommasi <sup>4</sup>	Not Independent <sup>1</sup>	Financially literate <sup>1</sup>

1. As defined by NI 52-110.
2. Became Chair of the Audit Committee on August 17, 2017
3. Appointed to the Audit Committee on March 20, 2017
4. Resigned from the Audit Committee on March 20, 2017

## Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member that is relevant to the performance of his/her responsibilities as an Audit Committee member is as follows:

**Chantal Schutz** - has been a director or senior financial officer of a number of private and public companies and has been responsible for approving financial statements. She is an active member of the Institute of Chartered Professional Accountants of British Columbia. She was previously a member of the by-laws committee for the Institute of Chartered Accountants of British Columbia prior to its merger. Chantal is the Chief Executive Officer of NYCE Sensors Inc., a private company developing, producing and distributing sensors.

**Randy Minhas** - has been a director or senior financial officer of a number of private and public companies and has been responsible for approving financial statements. He is an active member of the Institute of Chartered Professional Accounts of British Columbia and has been a Chartered Director since 2017. Randy has provided accounting and finance consulting services to a variety of public and private companies across a diverse range of industries. Prior to that, Randy was an Assurance Manager at Chartered Professional Accountant firm.

**Colin Rush** - is a senior operations leader with nearly 20 years' experience in the North American agricultural equipment industry. He was the head of JCB Canada, a subsidiary of JCB Inc., one of the world's largest manufacturers of construction and agriculture equipment. Colin holds a Master of Business Administration in Agricultural Economics from the University of Guelph.

**Mark Tommasi** - has been a director or senior office of a number of private and public companies, as a director and has been responsible for approving financial statements.

## Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

## Reliance on Certain Exemptions

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

## Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

## External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees <sup>1</sup>	Tax Fees <sup>2</sup>	All Other Fees <sup>3</sup>
2017	\$30,000	nil	nil	nil
2016	\$29,000	nil	nil	nil

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column.

## CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”) the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and when necessary implement such additional practices as it deems appropriate.

### Board of Directors

The Board is currently composed of eight (8) directors, namely Graeme Lempriere, Colin Rosengren, Chantal Schutz, Colin Rush, Steven Larocque, Randy Minhas, Gary Anderson and Antony Edwards, all of whom will be standing for re-election as directors at the Meeting.

NI 58-101 suggests that the Board of a public company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director’s ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NP 58-101 suggests that the Board should include a number of directors who do not have interests in either the company or the significant shareholder. Of the proposed nominees, Chantal Schutz, Randy Minhas, Steven Larocque and Gary Anderson are considered by the Board to be “independent” within the meaning of NP 58-101, and Graeme Lempriere (CEO), Colin Rush (COO) and Colin Rosengren (VP Product Development) are management directors and accordingly are considered to be “non-independent”. Antony Edwards provides services to the Company in his capacity as a partner at Field Law LLP and accordingly is considered to be “non-independent”.

The independent directors exercise their responsibilities for independent oversight of management and meet independently of management whenever deemed necessary.

Each member of the Board understands that he or she is entitled, at the cost of the Company, to seek the advice of an independent expert if he or she reasonably considers it warranted under the circumstances. No director found it necessary to do so during the financial year ended June 30, 2017.

### Directorships

Certain of the Company’s directors are also directors of other reporting companies, as follows:

Director	Other Reporting Issuer(s)	Exchange
Gary Anderson	Ag Growth International Inc.	TSX

### Orientation and Continuing Education

New directors are briefed on the Company’s overall strategic plans, short, medium and long term corporate objectives, financials status, general business risks and mitigation strategies, and existing company policies. There is no formal orientation for new members of the Board. This is considered to be appropriate, given the Company’s size and current level of operations, the ongoing interaction amongst the directors and the low director turn-over. However, if the growth of the Company’s operations warrants it, a formal orientation process will be implemented.

The skills and knowledge of the Board 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 agriculture, technology development, intellectual property and managing public companies. Board members are encouraged to communicate with management and auditors to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. The directors are advised that, if a director believes that it would be appropriate to attend any continuing education event for corporate directors, the Company will pay for the cost thereof. Board members have full access to the Company's records. Reference is made to the table under the heading "Election of Directors" for a description of the current principal occupations of the members of the Board.

### **Ethical Business Conduct**

The Board has not adopted a written Code of Ethical Conduct for its directors, officers and employees at this time. The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has found that the fiduciary duties placed on individual directors by governing corporate legislation and the common law, as well as the restrictions placed by applicable corporate 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 in the best interests of the Company and its shareholders.

In addition, as some of the directors of the Company also serve as directors and officers of other companies engaged in similar business activities, the Board must comply with the conflict of interest provisions of the British Columbia *Business Corporations Act*, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke any such conflict.

### **Nomination of Directors**

The Company's management is continually in contact with individuals and reporting issuers involved in the both the agricultural industry and technology driven companies. From these sources the Company has made numerous contacts and in the event that the Company were in a position to nominate any new directors, such individuals would be brought to the attention of the Board. The Company conducts the due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required and a willingness to serve the Company.

### **Board Committees**

The Company currently has only an Audit Committee in place.

### **Assessments**

Neither the Company nor the Board has determined formal means or methods to regularly assess the Board, its committees or the individual directors with respect to their effectiveness and contributions. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of any individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

## **MANAGEMENT CONTRACTS**

Management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### A. Election of Directors

Although Management is only nominating eight (8) individuals to stand for election, the names of further nominees for directors may come from the floor at the Meeting.

The directors of the Company are elected annually and hold office until the next annual general meeting of the Shareholders or until their successors are elected or appointed. Management proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by Management will be voted for the nominees listed in this Information Circular. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations or employments during the past five years if such nominee is not presently an elected director and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Information Circular:

Name, Province/State and Country of Residence and Other Positions, if any, held with the Company	Date First Became a Director	Principal Occupation	Number of Shares <sup>1</sup>
<b>GRAEME LEMPRIERE</b> British Columbia, Canada <i>CEO, President and Chairman of the Board of Directors</i>	January 28, 2010	Businessman. Chairman of the Board of Directors, CEO and President of the Company; CEO of Marvelle Capital Corp. (since October 2006).	7,650,000 <sup>3</sup>
<b>COLIN M. ROSENGREN</b> Saskatchewan, Canada <i>Vice-President Product Development and Director</i>	October 2, 2013	Businessman, Commercial Farmer and Agronomy Consultant. Vice-President Product Development of the Company since December 20, 2013 and President of Rosengren Farms Inc.	1,677,000 <sup>4</sup>
<b>CHANTAL SCHUTZ</b> British Columbia, Canada <i>Director</i> <sup>2</sup>	April 24, 2014	Businesswoman. Chartered Professional Accountant. Chief Executive Office of NYCE Sensors Inc.	4,590
<b>COLIN RUSH</b> Saskatchewan, Canada <i>COO and Director</i> <sup>2</sup>	April 24, 2014	Businessman. Chief Operating Officer of the Company since August 2016. Canadian Regional Head of JCB (September 2013 - May 2016). Former Senior Director, Regional Sales Case IH (October 2008 - September 2013).	243,080
<b>STEVEN LAROCQUE</b> Alberta, Canada <i>Director</i>	May 27, 2015	Certified Crop Advisor; President and director of Beyond Agronomy, a private company owned by Mr. Larocque since March 2006.	206,821 <sup>5</sup>
<b>RANDY MINHAS</b> British Columbia, Canada <i>Director</i> <sup>2</sup>	December 9, 2016	Businessman. Chartered Professional Accountant. Chartered Director. Senior Financial Manager for Rye Patch Gold Corp. (since September 2016). Finance and accounting consultant for public companies from 2011 to September 2016.	76,667

Name, Province/State and Country of Residence and Other Positions, if any, held with the Company	Date First Became a Director	Principal Occupation	Number of Shares <sup>1</sup>
<b>GARY ANDERSON</b> Manitoba, Canada <i>Director</i>	August 29, 2017	Businessman. CEO of Salthammer Inc. Co-founder, former CEO and a current director of Ag Growth International Inc., a TSX listed company involved in agricultural equipment manufacturing with a current market capitalization of approximately \$1B.	2,541,667
<b>ANTONY EDWARDS</b> Alberta, Canada <i>Director</i>	September 29, 2017	Lawyer. Partner at Field Law LLP, a professional engineer, a registered patent agent in Canada and the United States and a registered trademark agent in Canada and the United States.	0

1. Information as to voting shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective nominees individually.
2. Member of Audit Committee.
3. Owned as to 320,000 shares directly; 4,830,000 shares by Marvelle Capital Corporation and 2,500,000 shares by Marvelle Corporate Development Ltd., both companies controlled by Graeme Lempriere.
4. All shares are held by Rosengren Farms Inc., a private company controlled by Colin M. Rosengren.
5. Owned as to 123,488 shares directly, and the balance by Beyond Agronomy Inc., a private company controlled by Steven J. Larocque.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

***Cease Trade Orders, Bankruptcies, Penalties or Sanctions***

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

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes hereof, the term “order” means:

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

that was in effect for a period of more than 30 consecutive days.

No proposed director:

- (a) is, as at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while such person was acting in such capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets; or
- (b) has, within 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or has a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Except as disclosed herein, no proposed director has been subject to:

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

## **B. Appointment of Auditor**

Management proposes to nominate BDO Canada LLP, Chartered Professional Accountants, as the Company's auditors for the ensuing year. Accordingly, unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the re-appointment of BDO Canada LLP as auditors of the Company for the financial year ending June 30, 2018 and to authorize the directors to fix the auditors' remuneration. BDO Canada LLP was first appointed auditor of the Company in 2010.

## **C. Annual Approval of Stock Option Plan**

### ***Background***

The Company presently has in place a "rolling" stock option plan (the "Stock Option Plan") whereby the Company is authorized to grant stock options of up to 10% of its issued and outstanding shares, from time to time (calculated at the time of any particular grant). The TSXV requires listed companies who have "rolling" stock option plans in place to receive shareholder approval to such plan on a yearly basis at the Company's annual general meeting. Accordingly, the directors of the Company wish to ratify and approve the Stock Option Plan.

The Stock Option Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Stock Option Plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

### ***Material Terms of the Stock Option Plan***

The Stock Option Plan provides that the terms of the options and the option price may be fixed by the Board subject to the price restrictions and other requirements of the TSXV. The Stock Option Plan also provides that no option may be granted to any person except upon the recommendation of the Board, and only directors, officers, employees, consultants and other key personnel of the Company or any subsidiary may receive options. Options granted under the Stock Option Plan may not be exercisable for a period longer than ten years and the exercise price must be paid in full upon exercise of the option.

The Stock Option Plan is subject to the additional following restrictions:

- (a) the Company shall not grant options to any one person in any 12 month period which could, when exercised, result in the issuance of common shares exceeding 5% of the issued and outstanding common shares of the Company;

- (b) the Company shall not grant options to any one consultant in any 12 month period which could, when exercised, result in the issuance of common shares exceeding 2% of the issued and outstanding common shares of the Company;
- (c) the Company shall not grant options in any 12 month period, to persons employed or engaged by the Company to perform investor relations activities which could, when exercised, result in the issuance of common shares exceeding, in the aggregate, 2% of the issued and outstanding common shares of the Company;
- (d) if any option expires or otherwise terminates for any reason without having been exercised in full, the number of common shares in respect of which the option expired or terminated shall again be available for the purposes of the Stock Option Plan;
- (e) if an option holder dies, any vested option held by him or her at the date of death will become exercisable by the optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option;
- (f) if an option holder ceases to be a director, officer or employed by or provide services to the Company, other than by reason of death, the options granted will expire on the 90th day following the date the option holder ceases to be affiliated with the Company, subject to any regulatory requirements;
- (g) all options granted to consultants performing investor relations activities will vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period; and
- (h) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Stock Option Plan with respect to all common shares under the Stock Option Plan in respect of options which have not yet been granted under the Stock Option Plan, subject to regulatory approval.

A four month hold period (commencing on the date the stock options are granted) applies to all options granted under the Stock Option Plan, including those issued to insiders of the Company. Notice of options granted under the Stock Option Plan must be given to the TSXV at the end of each calendar month in which stock options are granted. Any amendments to the Stock Option Plan must also be approved by the TSXV and, if necessary, by the shareholders of the Company prior to becoming effective.

A copy of the Stock Option Plan may be inspected at the offices of Owen Bird Law Corporation, 29th Floor, 595 Burrard Street, Vancouver, British Columbia, until the business day immediately preceding the date of the Meeting.

### ***Outstanding Options***

As at the date of the Information Circular, the Company has options outstanding under the Stock Option Plan to purchase 4,630,097 common shares, representing 92% of the available options, and 9% of the issued common shares, as at that date. Accordingly, 426,993 options remain available for grant under the Stock Option Plan.

### ***Annual Shareholder Approval of the Stock Option Plan***

Shareholders will be asked at the Meeting to consider and, if thought fit, pass an ordinary resolution in substantially the following form:

“RESOLVED, as an ordinary resolution, that the Company’s Stock Option Plan, as described in the Company’s Information Circular dated November 1, 2017, and the grant of options thereunder in accordance therewith, be approved.”

An ordinary resolution is a resolution passed by the Shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

Disinterested shareholder approval of the foregoing resolution is not required because the Stock Option Plan cannot result at any time in: (i) the number of common shares reserved for issuance under stock options granted to insiders exceeding 10% of the issued common shares; (ii) the grant to insiders, within a 12 month period, of a number of options exceeding 10% of the issued common shares; or (iii) the issuance to any one optionee, within a 12 month period, of a number of common shares exceeding 5% of the issued common shares.

The Board considers that the ability to grant incentive stock options is an important component of its compensation strategy and is necessary to enable the Company to attract and retain qualified directors, officers, employees and consultants. **The Board therefore recommends that Shareholders vote “For” the resolution re-approving the Company’s Stock Option Plan.** Unless otherwise instructed, the persons named in the enclosed form of Proxy will vote “IN FAVOUR” of the above resolution. If the Stock Option Plan is not re-approved by the Shareholders, existing options will not be affected, but new options granted by the Company will be required to be approved by the shareholders before they can be exercised by the holders thereof.

#### OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

#### ADDITIONAL INFORMATION

Additional information regarding the Company and its business activities is available on the SEDAR website located at [www.sedar.com](http://www.sedar.com) under “Company Profiles – Clean Seed Capital Group Ltd.”. The Company’s audited financial statements and management discussion and analysis (“MD&A”) for the financial year ended June 30, 2017 are available for review under the Company’s profile on SEDAR. Shareholders may contact the Company to request copies of the financial statements and MD&A by mail to Corporate Secretary, Unit 14, 7541 Conway Avenue, Burnaby, BC, V5E 2P7.

#### BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing authorized by the directors of the Company.

**DATED** at Vancouver, British Columbia, this 1<sup>st</sup> day of November, 2017.

ON BEHALF OF THE BOARD

*“Graeme Lempriere”*

Graeme Lempriere  
Chairman of the Board of Directors, President  
and Chief Executive Officer