



# CleanSeed

Capital Group Ltd.

## 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, B.C. V7X 1J5, at 10:00 a.m. (Pacific time) on Friday, December 9, 2016, for the following purposes:

1. To receive the audited financial statements of the Company for the fiscal period ending June 30, 2016, together with the auditor’s report thereon.
2. To re-appoint the auditor for the Company and to authorize the directors to fix the remuneration to be paid to the auditor.
3. To elect directors for the ensuing year.
4. To ratify and renew the Company’s existing stock option plan.
5. To transact such other business as may be brought before the Meeting.

**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, sign and mail the enclosed form of Proxy in accordance with the instructions set out in the Proxy and in the Information Circular accompanying this Notice.**

**DATED** at Vancouver, British Columbia, the 2<sup>nd</sup> day of November, 2016.

### BY ORDER OF THE BOARD

*“Graeme Lempriere”*

**CEO and President**

*These shareholder materials are being sent to both registered and non-registered shareholders. If you are a non-registered shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the Request for Voting Instructions.*





## INFORMATION CIRCULAR

### FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 9, 2016

The information herein is given as of November 2, 2016 unless otherwise noted.

#### SOLICITATION OF PROXIES

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 Friday, December 9, 2016 at the time and location and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

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

#### PERSONS OR COMPANIES MAKING THE SOLICITATION

**The enclosed form of Proxy is solicited by Management.** Solicitations will be made by mail and may be supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

#### APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of Proxy are directors or officers of the Company. **A shareholder has the right to appoint a person to attend and act for him/her on his/her behalf at the Meeting other than the persons named in the enclosed form of Proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the Proxy and insert the name of his/her nominee in the blank space provided, or complete another Proxy. The completed Proxy should be deposited with the Company's Registrar and Transfer Agent, Computershare Investor Services Inc., Proxy Department, 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, B.C. V6C 3B9, at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays and holidays.**

The Proxy must be dated and be signed by the shareholder or by his/her attorney in writing, or if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

**In addition to revocation in any other manner permitted by law, a shareholder may revoke a Proxy either by (a) signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the Proxy is required to be executed as set out in the notes to the Proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such Proxy shall be deemed to have been revoked.**

## NON-REGISTERED HOLDERS OF COMPANY'S SHARES

**Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the common shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the common shares.** More particularly, a person is not a Registered Shareholder in respect of common shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the common shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration for the Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms).

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “NOBO’s”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “OBO’s”.

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send the Notice of Meeting, this Information Circular and the Proxy (collectively, the “Meeting Materials”) directly to the NOBO’s, and indirectly through Intermediaries to the OBO’s. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them.

Meeting Materials sent to Non-Registered Holders who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a “VIF”). This form is instead of a proxy. By returning the VIF in accordance with the instructions noted on it a Non-Registered Holder is able to instruct the Registered Shareholder how to vote on behalf of the Non-Registered Shareholder. VIF’s, whether provided by the Company or by an Intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the common shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his/her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his/her nominee the right to attend and vote at the Meeting. **Non-Registered Holders should carefully follow the instructions set out in the VIF including those regarding when and where the VIF is to be delivered.**

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

## VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed form of Proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution will do so in accordance with such direction.

**In the absence of any direction in the Proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular.** The form of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters, which may properly be brought before the Meeting. At the time of printing of this Information Circular, Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters, which are not now known to the Management, should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or senior officers of the Company since the commencement of the Company's 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 incentive stock options.

## **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of common shares without par value. On November 2, 2016, (the "Record Date" of the Meeting), 44,278,234 common shares were issued and outstanding, each share carrying the right to one vote. 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 share of which he is the holder.

Only shareholders of record on the close of business on the Record Date, who either personally attend the Meeting or who complete and deliver a Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

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 director of the Company) holding directly or indirectly in aggregate 7,550,000 common shares: 220,000 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 17.05% 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.

## **STATEMENT OF EXECUTIVE COMPENSATION**

In this section "Named Executive Officer" means (a) the Chief Executive Officer (or an individual who acted in a similar capacity), (b) the Chief Financial Officer (or an individual who acted in a similar capacity), (c) the Company's other most highly compensated executive officer, whose total compensation exceeded \$150,000, and (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year. During the year ended June 30, 2016, the Company had two Named Executive Officers ("NEOs"), namely Graeme Lempriere, Chief Executive Officer ("CEO"); and Steven Brassard, Chief Financial Officer (CFO).

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

The Company does not have a Compensation Committee.

The Company's compensation philosophy for executive officers follows three underlying principles:

- (a) to provide compensation packages that encourage and motivate performance;
- (b) to be competitive with other companies of similar size and scope of operations so as to attract and retain talented executives; and
- (c) to align the interests of its executive officers with the long-term interests of the Company and its shareholders through stock related programs.

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.

In keeping with the Company's philosophy to link senior executive compensation to corporate performance and to motivate senior executives to achieve exceptional levels of performance, the Company has adopted a model that includes both base salary or consulting fees and "at-risk" compensation, comprised of participation in the Company's Stock Option Plan, as described below. In addition, the Company may award performance bonuses based on executives meeting short-term performance milestones.

#### 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. Grants of stock options are based on:

- (a) the executive's performance;
- (b) the executive's level of responsibility within the Company;
- (c) the number and exercise price of options previously issued to the executive;
- (d) the difference between the executive's salary and that paid by comparable companies; and
- (e) the overall aggregate total compensation package provided to the executive. A Black-Scholes valuation is used to determine the value of any long-term options allocated.

Options are typically granted on an annual basis in connection with the review of executives' compensation packages. Options may also be granted to executives upon hire or promotion and as special recognition for extraordinary performance.

#### Chief Executive Officer Compensation

The components of Chief Executive Officer compensation are the same as those which apply to the other senior executive officers of the Company, namely base salary or consulting fees, stock option incentives and discretionary performance bonuses (which are subject to targets being achieved). In setting the recommended salary or consulting fees of the Chief Executive Officer, the Company takes into consideration the salaries or fees paid to other chief executive officers in similar industries and in the public company sector, as described above under the heading "Compensation Discussion and Analysis". In setting the salary or fees, performance bonus and long-term incentives for the Chief Executive Officer, the Company evaluates the performance of the Chief Executive Officer in light of his impact on the achievement of the Company's goals and objectives.

## Director and NEO Compensation, Excluding Compensation Securities

The following table sets forth all annual and long-term compensation (other than compensation securities) for services paid to or earned by the NEOs and the directors for the two fiscal years ended June 30, 2016 and 2015:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer, commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Graeme Lempriere</b> <i>CEO, President</i>	2015 2016	60,000 120,000	nil 45,000	nil nil	nil nil	nil nil	60,000 165,000
<b>Steven Brassard</b> <i>CFO</i>	2015 2016	48,000 48,500	nil nil	nil nil	nil nil	nil nil	48,000 48,500
<b>Ward D. Jensen</b> <sup>1</sup> <i>Director, Secretary</i>	2015 2016	30,000 53,295	nil nil	nil nil	nil nil	nil nil	30,000 53,295
<b>Mark T. Tommasi</b> <sup>2</sup> <i>Director</i>	2015 2016	60,000 60,500	nil nil	nil nil	nil nil	nil nil	60,000 60,500
<b>Jason W. Birmingham</b> <i>Director</i>	2015 2016	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
<b>Colin M. Rosengren</b> <sup>3</sup> <i>Director</i>	2015 2016	60,000 120,000	nil 45,000	nil nil	nil nil	nil nil	60,000 165,000
<b>Colin M. Rush</b> <i>Director</i>	2015 2016	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
<b>Chantel T.M. Schutz</b> <i>Director</i>	2015 2016	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil
<b>Steven J. Larocque</b> <sup>4</sup> <i>Director</i>	2015 2016	nil nil	nil nil	nil nil	nil nil	nil nil	nil nil

1. Salary was earned for his employment as sales manager.
2. Consulting fees were earned for his engagement as Business Development Consultant.
3. Consulting fees were earned for his engagement as VP Agronomic Practices and Protocols.
4. Became a director on May 27, 2015.

## Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each NEO and directors by the Company in the most recently completed financial year ended June 30, 2016 for services provided or to be provided, directly or indirectly, to the Company:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant (M/D/Y)	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 (M/D/Y)
<b>Graeme Lempriere</b> <i>CEO, President</i>	stock options	150,000 50,000	10/13/15 03/21/16	0.50 0.37	0.50 0.37	0.48 0.48	10/13/20 03/21/21
<b>Steven Brassard</b> <i>CFO</i>	stock options	50,000 <sup>1</sup>	03/21/16	0.37	0.37	0.48	03/21/21
<b>Ward D. Jensen</b> <i>Director, Secretary</i>	stock options	100,000	03/21/16	0.37	0.37	0.48	03/21/21
<b>Mark T. Tommasi</b> <i>Director</i>	stock options	100,000 <sup>2</sup>	03/21/16	0.37	0.37	0.48	03/21/21
<b>Jason W. Birmingham</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Colin M. Rosengren</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Colin M. Rush</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Chantel T.M. Schutz</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Steven J. Larocque</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A

1. Granted in name of Brassard Consulting Ltd., a private company controlled by Steven Brassard.
2. Granted in name of 622738 B.C. Ltd., a private company controlled by Mark T. Tommasi.



The following table discloses each exercise by a director or NEO of compensation securities during the most recently completed financial year ended June 30, 2016:

Exercise of Compensation Securities by Directors and NEOs							
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 <sup>1</sup> (\$)
<b>Graeme Lempriere</b> <i>CEO, President</i>	stock options	50,000	\$0.30	03/21/16	\$0.49	\$0.19	\$9,500
<b>Steven Brassard</b> <i>CFO</i>	stock options	50,000	\$0.30	03/21/16	\$0.49	\$0.19	\$9,500
<b>Ward D. Jensen</b> <i>Director, Secretary</i>	stock options	100,000	\$0.30	03/21/16	\$0.49	\$0.19	\$19,000
<b>Mark T. Tommasi</b> <i>Director</i>	stock options	100,000	\$0.30	03/21/16	\$0.49	\$0.19	\$19,000
<b>Jason W. Birmingham</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Colin M. Rosengren</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Colin M. Rush</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Chantel T.M. Schutz</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A
<b>Steven J. Larocque</b> <i>Director</i>	N/A	Nil	N/A	N/A	N/A	N/A	N/A

<sup>1</sup>. Total value on exercise date is calculated by multiplying the number in the column entitled "Number of underlying securities exercised" by the number in the column entitled "Difference between exercise price and closing price on date of exercise".

As at June 30, 2016 the directors and NEO's of the Company held an aggregate number of 1,550,000 options: Graeme Lempriere – 200,000 options; Steven Brassard – 200,000 options; Ward D. Jensen – 200,000 options; Mark T. Tommasi – 200,000 options; Jason W. Birmingham – 100,000 options; Colin M. Rosengren – 150,000 options; Colin M. Rush – 300,000 options; and Steven J. Larocque – 100,000 options.

As at June 30, 2016, there were a total of 3,906,097 options granted and outstanding; and at the record date there were a total of 3,645,097 options granted and outstanding. Based on the Company having 44,278,234 shares issued and outstanding, an additional 782,726 options are available for grant under the Plan.

### 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"). 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 material terms of the Plan are as follows:

1. The aggregate maximum number of options which may be granted under the Plan at any one time is 10% of the number of common shares the Company has outstanding at the time of grant.
2. The term of any options granted under the Plan will be fixed by the board of directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten years.
3. The exercise price of any options granted under the Plan will be determined by the board of directors, in its sole discretion, but shall not be less than the closing price of the Company's common shares on the day preceding the day on which the directors grant such options, less any discount permitted by the TSX Venture Exchange ("TSX.V") to a minimum of \$0.05 per share.
4. No vesting requirements will apply to options granted thereunder, save for options granted to an employee performing investor relations activities for the Company.
5. All options will be non-assignable and non-transferable.
6. No more than (i) 5% of the issued shares may be granted to any one individual in any 12 month period; and (ii) no more than 2% of the issued shares may be granted to a consultant, or an employee performing investor relations activities, in any 12 month period.
7. If the option holder ceases to be a director of the Company (other than by reason of death), then the option granted shall expire on no later than the 90<sup>th</sup> day following the date that the option holder ceases to be a director of the Company, subject to the terms and conditions set out in the Plan. If the option holder is engaged in investor relations activities or ceases to be an employee, consultant or management company employee of the Company (other than by reason of death), then the option granted shall expire on no later than the 30<sup>th</sup> day following the date that the option holder ceases to be employed or contracted by the Company, subject to the terms and conditions set out in the Plan.
8. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12 month period, exceeding 10% of the Company's issued shares; and (iii) any grant of options to any one individual, within a 12 month period, exceeding 5% of the Company's issued shares.
9. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's common shares.

TSX.V policies require an incentive stock option plan to be approved annually at its general shareholders' meeting. The Plan was last approved by shareholders at the Company's annual general meeting held December 11, 2015.

The Company has no other plan providing for the grant of stock appreciation rights, deferred share units or restricted stock units or any other incentive plan or portion of a plan under which awards are granted.

### **Employment, Consulting and Management Agreements**

There were no agreements or arrangements in place under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company that were:

- (a) performed by a director or named executive officer, or
- (b) performed by any other party but are services typically provided by a director or a named executive officer,

other than the grant of options under the Plan, the reimbursement of expenses any director or NEO may have incurred on behalf of the Company, and each of the following management contracts:

- Graeme Lempriere is paid \$120,000 per year as Chief Executive Officer 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.

- Colin Rosengren is paid \$120,000 per year for providing his services as VP Agronomic Practices and Protocols. The terms of his contract call for three months' notice for terminating his agreement with the Company.
- Colin Rosengren's company Rosengren Farms Inc., charges the Company:
  - \$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. The contract expires December 31, 2016.
  - \$13,200 per year for lease costs related to the Company's vehicle in South East Saskatchewan. The contract expires December 31, 2016.
  - As at June 30, 2016, Rosengren Farms Inc. was owed \$184,559 related to consulting fees and lease fees that have not been paid.
- Steven Brassard's is paid \$48,000 per year as Chief Financial Officer of the Company. The terms of his contract call for 30 days' notice for terminating his agreement with the Company.

In particular, there were no other agreements or arrangement containing provisions with respect to change of control, severance, termination or constructive dismissal.

The Company does not have any share-based awards, long-term incentive plans and, save as disclosed above, no remuneration payments were made, directly or indirectly, by the Company to its directors or Named Executive Officers during the fiscal year ended June 30, 2016.

### **Pension disclosure**

Other than as disclosed herein, the Company does not have any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

### **INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS**

None of the directors or senior officers of the Company or any associates or affiliates of the Company are or have been indebted to the Company at any time since the beginning of the last completed financial year of the Company.

### **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.

### **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 since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries other than as set out herein.

## AUDIT COMMITTEE

Pursuant to 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 are the members of the Committee:

Chantal T.M. Schutz (Chair)	Independent <sup>1</sup>	Financially literate <sup>1</sup>
Jason W. Birmingham	Independent <sup>1</sup>	Financially literate <sup>1</sup>
Mark T. Tommasi	Not Independent <sup>1</sup>	Financially literate <sup>1</sup>

1. As defined by NI 52-110.

## 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 T.M. 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..

**Jason W. Birmingham** – has 23 years of industry experience as founder/principal, senior officer, director or financier of numerous private and public company start-ups in the mining, oil and gas, hospitality and green energy sectors. Over the course of his career, Mr. Birmingham has been involved with aspects of management, finance, board and committee activities, project generation, negotiation and acquisition. Mr. Birmingham has completed the Canadian Securities Course and completed the Real Estate Salesperson's Sub-Mortgage Broker's Pre-Licensing Course through the Faculty of Commerce and Business Administration, at the University of British Columbia.

**Mark T. 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 auditor for the fiscal periods ending June 30, 2016 and 2015 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>
2016	\$29,000	nil	nil	nil
2015	\$23,000	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 Policy 58-101 *Disclosure of Corporate Governance Practices* (“NP 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 directors, Messrs. Graeme Lempriere, Mark T. Tommasi, Jason W. Birmingham, Ward D. Jensen, Colin M. Rosengren, Colin M. Rush, Steven J. Larocque and Ms. Chantal T.M. Schutz. Seven of the proposed nominees are current directors of the Company. Jason W. Birmingham will not be standing for reelection to the board of directors. One of the proposed nominees is not a current director of the Company.

NP 58-101 suggests that the board of directors 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 of directors should include a number of directors who do not have interests in either the company or the significant shareholder. Of the proposed nominees, Chantal T.M. Schutz, Randy Minhas and Steven Larocque are considered by the Board to be “independent” within the meaning of NP 58-101, and Graeme Lempriere (CEO), Colin Rush, Mark T. Tommasi, Ward D. Jensen (Secretary) and Colin M. Rosengren (VP Agronomic Practices and Protocols) are management directors and accordingly are considered to be “non-independent”. On August 1, 2016, Colin Rush entered into a part-time employment role with Clean Seed Agricultural Technologies Ltd., a wholly owned subsidiary of the Company.

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

### Directorships

The following directors of the Company also currently serve as directors of other reporting issuers:

Director	Other Reporting Issuer(s)	Name of Exchange or Market (if applicable)
Mark T. Tommasi	International Samuel Exploration Corp. Zadar Ventures Ltd. Strategic Resources Inc. Rojo Resources Ltd.	TSX.V TSX.V TSX.V TSX.V

## **Orientation and Continuing Education**

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

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the TSX.V to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or by direct communications from management to the directors.

## **Ethical Business Conduct**

The Board has not adopted a written Code of Ethical Conduct (the "Code") for its directors, officers and employees. The Board has, however, established a Whistleblower Policy which details complaint procedure for financial concerns. The full text of these standards is available free of charge to any person upon request to the Company's solicitors, Owen Bird Law Corporation, at 29<sup>th</sup> Floor, 595 Burrard Street, Vancouver, B.C. V7X 1J5 (Telephone: (604) 688-0401).

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/her 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 public sector issuers involved in the agricultural / farming industry. 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.

## **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.



## PARTICULARS OF MATTERS TO BE ACTED UPON

### A. Election of Directors

Management is nominating seven (7) individuals to stand for re-election as directors of the Company and one (1) individual to stand for election as director of the Company. 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.

Each director of the Company is elected annually and holds office until the next Annual General Meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted for the nominees herein listed. **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, Jurisdiction of Residence and Position	Date Elected or Appointed a Director	Principal Occupation or Employment	Number of Shares <sup>1</sup>
<b>GRAEME LEMPRIERE</b> British Columbia, Canada <i>CEO, President and Director</i>	January 28, 2010	Businessman. CEO & President of the Company. CEO of Marvelle Capital Corp. (since October 2006).	7,550,000 <sup>3</sup>
<b>MARK T. TOMMASI<sup>2</sup></b> British Columbia, Canada <i>Director</i>	February 8, 2010	Businessman. Business development consultant of the Company. Director of Zadar Ventures Ltd. (since Feb 2012), International Samuel Exploration Corp. (since November 2009), Strategic Resources Inc. (since October 2014) and Rojo Resources Ltd. (since November 2015), all TSX.V.	2,318,000 <sup>4</sup>
<b>WARD D. JENSEN</b> British Columbia, Canada <i>Secretary, Director</i>	July 15, 2010	Businessman. Secretary of the Company. Managing Director of Marvelle Capital Corp.	160,000
<b>COLIN M. ROSENGREN</b> Saskatchewan, Canada <i>VP Agronomic Practices and Protocols; Director</i>	October 2, 2013	Businessman, Commercial Farmer and Agronomy Consultant. VP of the Company and President of Rosengren Farms Inc.	1,677,000
<b>CHANTAL T.M. SCHUTZ<sup>2</sup></b> Maple Ridge, Canada <i>Director<sup>2</sup></i>	April 24, 2014	Businesswoman. Chartered Professional Accountant. Self Employed.	4,590
<b>COLIN M. RUSH</b> Saskatchewan, Canada <i>Director</i>	April 24, 2014	Businessman. Canadian Regional Head of JCB (September 2013 - May 2016). Former Senior Director, Regional Sales Case IH (October 2008 - September 2013).	243,080

Name, Jurisdiction of Residence and Position	Date Elected or Appointed a Director	Principal Occupation or Employment	Number of Shares <sup>1</sup>
<b>STEVEN J. LAROCQUE</b> Alberta, Canada <i>Director</i>	May 27, 2015	Certified crop advisor (American Society of Agronomy since February 2004); President and director of Beyond Agronomy, a private company owned by Mr. Larocque since March 2006.	206,821 <sup>6</sup>
<b>RANDY MINHAS</b> British Columbia, Canada <i>Director</i>	Nominated for Election on December 9, 2016	Businessman. Chartered Professional Accountant. Senior financial manager for Rye Patch Gold Corp. (Since September 2016). Finance and accounting consultant for public companies from 2011-September 2016.	10,000

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 220,000 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. Owned as to 136,000 shares directly, and the balance by 622738 B.C. Ltd., a private B.C. company wholly owned by Mark T. Tommasi.
5. All shares are held by Rosengren Farms Inc., a private company controlled by Colin M. Rosengren.
6. Owned as to 123,488 shares directly, and the balance by Beyond Agronomy Inc., a private company controlled by Steven J. Larocque.

The above information was provided by Management of the Company.

None of the Company's directors or executive officers are, as at the date of this Information Circular, or have 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 and any personal holding company of any of such individuals) that was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation (in each instance, which order was in effect for a period of more than 30 consecutive days):

- (a) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or
- (b) that was issued after the director or executive officer 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,

None of the directors, executive officers or shareholders holding a sufficient number of our securities to affect materially the control of the Company:

- (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 and any personal holding company of any of such individuals) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
- (b) has, within the 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 had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder;

- (c) has been subject to 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
- (d) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

**B. Appointment of Auditor**

The persons named in the enclosed form of Proxy will vote for the re-appointment of BDO Canada LLP, Chartered Accountants, of 600 Cathedral Place, 925 West Georgia Street, Vancouver, B.C. V6C 3L2, as auditor of the Company for the ensuing year, until the close of the next annual general meeting of the members, at a remuneration to be fixed by the directors. BDO Canada LLP, Chartered Accountants, was first appointed auditor of the Company in 2010.

**C. Ratification of Stock Option Plan**

As noted above, the Company presently has in place a “rolling” stock option plan (the “Plan”) whereby the Company is authorized to grant stock options of up to 10% of its issued and outstanding shares, from time to time. The TSX.V requires listed companies who have “rolling” stock option plans to receive shareholder approval to such Plan on a yearly basis at the Company’s annual general meeting. As such, the directors wish to have the Shareholders ratify and approve their Plan.

The material terms of the Plan are set forth above under the heading “*Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans*”.

The Plan is subject to receipt of TSX.V acceptance to its filing. Shareholders will be asked to consider, and if thought fit to approve a resolution ratifying and approving the Company’s Plan.

Reference should be made to the full text of the Plan which will also be made available at the offices of Owen Bird Law Corporation, 29<sup>th</sup> Floor, 595 Burrard Street, Vancouver, B.C. V7X 1J5, until the business day immediately preceding the date of the Meeting.

## 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 Instrument of 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 relating to the Company is available under the Company's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com). The Company's annual audited financial statements and management discussion and analysis ("MD&A") for the fiscal year ended June 30, 2016 is available for review under the Company's profile on SEDAR. Shareholders may also contact Computershare Investor Services Inc. at 3<sup>rd</sup> Floor, 510 Burrard Street, Vancouver, B.C. V6C 3B9, if they wish to receive a copy of the same by completing the attached financial statement request form.

## APPROVAL

The contents of this Information Circular and the sending thereof to the shareholders of the Company have been approved by the Board of Directors.

**DATED** at Vancouver, British Columbia, the 2<sup>nd</sup> day of November, 2016.

## BY ORDER OF THE BOARD

*"Graeme Lempriere"*

**CEO and President**