



**BELEAVE INC.**

**ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS  
DECEMBER 2, 2019**

**MANAGEMENT INFORMATION CIRCULAR**

These materials are important and require your immediate attention. The Shareholders of Beleave Inc. are required to make important decisions. If you have questions as to how to deal with these documents or the matters to which they refer, please contact your financial, legal or other professional advisor.

If you have any questions or require further information with regard to voting your shares or completing your transmitted documentation, please contact TSX Trust, our transfer agent,  
toll free within North America at 1-866-393-4891  
or  
by e-mail at [TMXInvestorServices@tmx.com](mailto:TMXInvestorServices@tmx.com).



## **CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION**

Except for statements of historical fact contained herein, the information presented in this Circular contains certain "forward-looking information" within the meaning of applicable Canadian securities laws concerning the business, operations and financial performance and condition of the Company, including its wholly-owned subsidiary, First Access Medical Inc. Often, but not always, forward-looking statements and forward-looking information can be identified by words such as "plans", "potential", "expects", "may", "should", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes", or variations, including negative and grammatical variations thereof, that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements and forward-looking information involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements or forward-looking information. Whether actual results and developments will conform to the Company's expectations and predictions, is subject to a number of risks, uncertainties and assumptions, as well as those discussed in Beleave's Management's Discussion and Analysis and other public filings available on SEDAR at [www.sedar.com](http://www.sedar.com). Consequently, all of the forward-looking statements in this Circular are qualified by these cautionary statements or as to the Company's ability to enhance Shareholder value through this process.

Shareholders are cautioned not to place undue reliance on forward-looking statements and forward-looking information in this Circular. The Company undertakes no obligation to update any of the forward-looking statements or forward-looking information in this Circular, except as otherwise required by law. All of the forward-looking statements made and forward-looking information contained in this Circular are qualified by this cautionary statement.



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**BELEAVE INC.  
Annual General and Special Meeting of Shareholders  
NOTICE**

Notice is hereby given that an annual and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of common shares (the "**Common Shares**") of Beleave Inc. ("**Beleave**" or the "**Company**") will be held at the offices of Bennett Jones LLP, located at 3400 One First Canadian Place, Toronto, Ontario M5X 1A4, on December 2, 2019 at 10:00 a.m. (Toronto time) for the following purposes:

- (a) to receive the audited financial statements of the Company for the year ended March 31, 2019, and the report of the auditors thereon;
- (b) to elect directors of the Company for the ensuing year;
- (c) to appoint McGovern Hurley LLP as auditors of the Company and to authorize the board of directors to fix their remuneration;
- (d) to consider and, if deemed appropriate, to approve an amendment to the Company's "fixed" stock option plan ("the Amended Plan") to increase the number of shares authorized for issuance under the plan; and amend the cancellation of vested options from 90 days following termination without cause or resignation to coincide with the expiration upon issuance;
- (e) To consider and, if deemed appropriate, pass a special resolution, the full text of which is set out in the Circular authorizing the directors of the Company to amend the Company's Articles of Incorporation to consolidate the number of issued and outstanding Common Shares by a ratio of up to 10:1 at the discretion of the board of directors, as more fully described in the section of the Circular entitled "Matters to Be Acted Upon At the Meeting – Stock Consolidation"; and
- (f) to transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the management information circular (the "**Circular**") accompanying this Notice of Meeting.

The record date for determining the Shareholders entitled to receive notice of and vote at the Meeting is the close of business on October 28, 2019 (the "**Record Date**"). Only Shareholders whose names have been entered in the applicable register of Shareholders as of 5:00 p.m. (Toronto time) on the Record Date are entitled to receive notice of and vote at the Meeting. Those Shareholders of record will be included in the list of Shareholders prepared as at the Record Date and will be entitled to vote the Common Shares recorded therein at the Meeting.

Dated at Oakville, Ontario this 28<sup>th</sup> day of October, 2019

**By Order of the Board of Directors  
Beleave Inc.**



## GENERAL INFORMATION

The information contained in this Circular is furnished in connection with the solicitation of Proxies by and on behalf of the Management of Beleave Inc. ("Beleave" or the "Corporation") for use at the Annual General and Special Meeting of Shareholders (the "Meeting").

### Date of Information

The information contained in this Circular is as of October 28, 2019

### Currency and Exchange Rate

All dollar figures are in Canadian currency, except as noted. On October 28, 2019, the reported opening price by The Bank of Canada for CDN \$1.00 was USD \$1.3075.

### Common Shares Outstanding

At the close of business on October 28, 2019 there were 506,388,796 common shares outstanding. Beleave's common shares trade under the symbol BE on the Canadian Securities Exchange ("CSE").

### Owners of 10% or More of the Common Shares

To the knowledge of Management and the Directors of Beleave, as at October 28, 2019, no persons or companies beneficially own, directly or indirectly, or exercise control or direction over more than 10% of Beleave's common shares.

### Registered and Beneficial Shareholders

You are a registered shareholder if your shares are held in your name and you have a share certificate.

You are a beneficial shareholder if your shares are held in the name of a nominee. That is, your certificate was deposited with a bank, trust company, securities broker, trustee or other institution.

### Mailing of Circular

This Circular, a proxy and our Annual Report will be mailed to shareholders beginning October 28, 2019. The 2019 Annual Report is being mailed to:

- All registered shareholders, except those who asked not to receive it
- To beneficial shareholders who requested a copy

We will provide proxy materials to brokers, custodians, nominees and fiduciaries and request that the materials be forwarded promptly to our beneficial shareholders.

### Annual and Interim Reports

If you are a registered shareholder, a copy of our 2019 Annual Report is included in this package, unless you asked not to receive it. Our annual report can be accessed at [www.beleave.com](http://www.beleave.com) or alternatively, our filings can also be retrieved from SEDAR by accessing our public filings at [www.sedar.com](http://www.sedar.com).



## Ethics Policy

Beleave has adopted comprehensive standards of business conduct and implementation guidelines. The Board of Director's Code of Business Conduct includes an ethics compliance mandate and applies to all Directors and sets forth ethical and legal principles required to be followed in conducting business and on behalf of Beleave. The Employee Code of Conduct sets forth similar standards for Officers, employees and consultants. The objective of both is to promote honest and ethical conduct, full and accurate reporting and compliance with applicable laws and regulations.

## Reporting Concerns

Please direct any concerns about Beleave's financial statements, accounting practices or internal controls to either Management or the Chair of the Audit Committee.

Employees, customers, suppliers, partners, shareholders and other external stakeholders who have a concern are encouraged to raise it with Management or an independent member of the Board.

By mail: Beleave Inc.  
1653 Hwy 6 N.  
Hamilton, Ontario L8N 2Z7  
Attn: Kevin Keagan  
or  
Attn: Andrew Steane

By email: [kkeagan@beleave.com](mailto:kkeagan@beleave.com) or [asteane@beleave.com](mailto:asteane@beleave.com)

By telephone: 1(844)235-3283

## Communicating with the Board

Shareholders may write to the Board or any member or members of the Board in care of the following address:

By mail: Beleave Inc.  
1653 Hwy 6 N.  
Hamilton, Ontario L8N 2Z7  
Attn: Board of Directors

## Directors' and Officers' Liability Insurance

Beleave maintains a Directors' and Officers' liability insurance policy. The policy provides coverage for costs incurred to defend and settle claims against Directors and Officers to an annual limit of CDN \$5 million with a \$50 thousand deductible per occurrence. The cost of coverage for 2019 was CDN \$40 thousand. The Directors and Officers do not pay any portion of the premiums and no indemnity claims have ever been made.

## Loans to Directors and Officers

As at the date hereof, and in conjunction with our corporate governance, Beleave will not make loans to Directors or Officers. There are no loans outstanding from Beleave or any of its subsidiaries to any Directors or Officers, nor is there currently or has there been at any time since the commencement of the most recently completed fiscal year of Beleave, any indebtedness owing to Beleave by any current or former Officer, Director, employee or proposed nominee for election as a Director, or any associates of the foregoing, nor during such period has any indebtedness of any such person to any third party been the subject of any guarantee, support agreement, letter of credit or similar arrangement provided by the Company or any of its subsidiaries.



### **Interest of Certain Persons or Companies In Matters to be Acted Upon**

To the knowledge of Management and the Directors of Beleave there are no persons or companies with a direct or indirect interest in the matters to be acted upon at the Meeting, other than the Officers and Directors listed in this Circular who are eligible for participation in the Fixed Stock Option Plan (“the Plan”) which persons hold an interest in the matter of the approval of the Amendment to the Plan at the Meeting.

### **Interests of Informed Persons in Material Transactions**

For the purpose of this Circular, an “Informed Person” of the Company means (a) a director or executive officer of the Company; (b) a director or executive officer of a person or corporation that is itself an Informed Person or subsidiary of the Company; (c) any person or corporation who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company or who exercises control or direction over voting securities of the Company or a combination of both, 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 corporation as underwriter in the course of a distribution and (d) the Company, if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any securities.

To the knowledge of the Company, no Informed Person of the Company, and no associate or affiliate of such person, at any time, has or had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction that has materially affected the Company, in any proposed transaction that could materially affect the Company, or in any matter to be acted upon at the Meeting, except as disclosed below.

### **Additional Information**

Financial information about the Company is provided in the Company’s comparative annual financial statements and management’s discussion and analysis for the most recently completed fiscal year. Additional information relating to Beleave can be found on SEDAR at [www.sedar.com](http://www.sedar.com).



## GENERAL PROXY & VOTING INFORMATION

The Meeting will be held on **December 2, 2019, at 10:00 a.m.** (Toronto time), at the offices of Bennett Jones LLP located at 3400 One First Canadian Place, Toronto, Ontario M5X 1A4.

### Record Date

Only Registered Shareholders (as defined herein) of the Company as of 10:00 am (Toronto time) on the Record Date of October 28, 2019 are entitled to receive notice of and to vote at the Meeting or the reconvening of any adjournment or postponement thereof. The Record Date will remain the same even if the Meeting is adjourned or postponed.

### Voting of Shares Outstanding

As of the close of business on October 28, 2019, the Company had 506,388,796 Common Shares outstanding, each carrying the right to one vote per share. A simple majority of the votes cast at the Meeting, whether in person, by proxy or otherwise, will constitute approval of any matter submitted to a vote at the Meeting, except special resolutions requiring the approval by a majority of not less than two-thirds of the votes cast by Shareholders who vote in respect of the special resolution.

### Solicitation of Proxies

The Management of the Company is using this Circular to solicit proxies from Shareholders for use at the Meeting. All solicitation costs will be borne by the Company. Proxies will be solicited primarily by mail, but proxies may also be solicited personally, by telephone or through electronic means (including via the Internet, e-mail or facsimile) by directors, officers and employees of the Company.

### Appointment and Revocation of Proxies

**The persons named in the enclosed form of proxy are directors or officers of the Company. A Shareholder has the right to appoint a person (who need not be a Shareholder) to represent such Shareholder at the Meeting other than the persons designated in the form of proxy provided by the Company. To exercise this right, the Shareholder should strike out the name of the management designees in the enclosed form of proxy and insert the name of the desired representative in the blank space provided in the form of proxy or submit another appropriate form of proxy.** In order to be effective, a proxy must be received by the Company's registrar and transfer agent, TSX Trust at 200 University Ave, Suite 300, Toronto, Ontario M5H 4H1, Attention: Proxy Department, no later than 10:00 a.m. (Toronto time) on November 28, 2019, or two business days prior to the time of the reconvening of any adjournment or postponement of the Meeting. The proxy must be in writing and executed by the Shareholder, or such Shareholder's attorney authorized in writing, or if such Shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the Company or the Company's registrar and transfer agent, TSX Trust, at 200 University Ave, Suite 300, Toronto, Ontario M5H 4H1, Attention: Proxy Department, at any time up to and including 10:00 am (Toronto time) on the last business day preceding the day of the Meeting or the reconvening of any adjournment or postponement of the Meeting or to the chair of the Meeting on the day of the Meeting or the reconvening of any adjournment or postponement of the Meeting. Only Shareholders who hold Common Shares in certificate form in their name (each such Shareholder shall be hereinafter referred to as a "Registered Shareholder") have the right to revoke a proxy. Beneficial Shareholders (as defined herein) who wish to change their vote must arrange for their respective intermediary ("Intermediary") to revoke the proxy on their behalf in accordance with any requirements of the Intermediaries.





## Proxy Voting

All Common Shares represented at the Meeting by properly completed and executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the proxy, Common Shares represented by the proxy will be voted in accordance with such instructions. Registered Shareholders will also be able to vote by calling a toll-free number or by using the Internet, as provided for in the form of proxy. In the absence of any such instructions, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. If any other business or amendments or variations to matters identified in the Notice of Annual Meeting of Shareholders properly come before the Meeting, then discretionary authority is conferred upon the persons appointed in the proxy to vote in the manner they see fit.

## Advice to Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders, as a number of Shareholders do not hold Common Shares in their own names (each such Shareholder shall be hereinafter referred to as a "Beneficial Shareholder"). Beneficial Shareholders should note that only proxies deposited by Registered Shareholders whose names appear on the records of the Company as the registered holders of Common Shares can be recognized and acted upon at the Meeting. 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 the 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 the Intermediary. In Canada, the majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms and other such Intermediaries). Common Shares held by Intermediaries or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries and their agents and nominees are prohibited from voting Common Shares for their clients. The directors and officers of the Company do not know for whose benefit the Common Shares registered in the name of CDS & Co., or of other Intermediaries, are held. Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.

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 to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its Intermediary (or the agent of its Intermediary) is similar to the form of proxy provided to Registered Shareholders. However, its purpose is limited to instructing the Registered Shareholder (the Intermediary or the agent of 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 Services, Inc. ("Broadridge"). Broadridge typically mails a scannable voting instruction form instead of the form of proxy. The Beneficial Shareholder is asked to complete the voting instruction form and return it to Broadridge by mail or facsimile. Alternatively, the Beneficial Shareholder can call a toll-free telephone number or visit [www.proxyvote.com](http://www.proxyvote.com) to vote the Common Shares held by the Beneficial Shareholder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the applicable meeting. A Beneficial Shareholder receiving a voting instruction form cannot use that voting instruction form to vote Common Shares directly at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of its Intermediary (or the agent of its Intermediary), a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote the Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholders for Registered Shareholders should enter their own names in the blank spaces on the instruments of proxy provided to them and return the same to their Intermediary (or the agent of their Intermediary) in accordance with the instructions provided by such Intermediary (or agent), well in advance of the Meeting.



### **Interest of Certain Persons or Companies in Matters to be Acted Upon**

Other than as disclosed herein, no director or executive officer of the Company who has held such position at any time since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, and associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting, other than the election of directors and the appointment of auditors.

### **Voting Securities and Principal Holders of Voting Securities**

The Company is authorized to issue an unlimited number of Common Shares. As at the date hereof, there are 506,388,796 Common Shares issued and outstanding, each carrying the right to one vote on all matters to come before the Meeting.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns or exercises control or direction over, directly or indirectly, voting securities carrying more than 10% of the voting rights attached to any class of outstanding securities of the Company entitled to vote at the Meeting.

As at the date hereof, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control or direction over, an aggregate of 34,981,713 (6.91%) Common Shares.



## BUSINESS OF THE MEETING

If you appoint Mmme. and Messrs. Bielecki, Keagan, Panagiotakopoulos, Steane or VanderMarel the Directors set out in the enclosed proxy, and do not specify how you want your shares voted, your shares will be voted as follows:

- |  |     |
|--|-----|
| • Election of Management nominees as Directors | FOR |
| • Appointment of Auditors                      | FOR |
| • Approval of the Amended Plan                 | FOR |
| • Approval of the Stock Consolidation          | FOR |

### Financial Statements

The audited financial statements of the Company for the year ended March 31, 2019 and the report of the auditors thereon will be received at the Meeting. The audited financial statements of the Company and the report of the auditors were previously provided to each Shareholder entitled to receive a copy of the Notice of Meeting and this Circular and who requested a copy of the audited financial statements and the report of the auditors thereon. The financial statements are also available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### Appointment of the Auditors

The Audit Committee recommends the appointment of McGovern Hurley LLP ("McGovern Hurley") as auditors of Beleave to hold office until the next Meeting of Shareholders and to authorize the Directors to fix their remuneration.

On March 14, 2019, the Board approved the appointment of McGovern Hurley LLP as auditors of the Corporation.

**The Audit Committee recommends that you vote FOR this appointment. The Directors named in the enclosed proxy will vote FOR this appointment unless you indicate that authority to do so is withheld.**



## Election of Directors

The Board of Directors of Beleave (the "Board") currently consists of six (6) Directors and it is intended that five (5) persons be elected for the ensuing year. Each Director elected will hold office until the next annual Meeting of Shareholders or until his or her successor is elected or appointed. Director nominees are:

Debra Bielecki  
Kevin Keagan  
Vasilios (Bill) Panagiotakopoulos

Andrew Steane  
Jeannette VanderMarel

Mssr. Roger Ferreira will not be seeking re-election.

Mme. Amy Nederlander resigned from the Board on October 23, 2019 and is not seeking re-election.

Mssr. James Wasserstrom resigned from the Board on October 28, 2019 and is not seeking re-election.

Management and the Board have concluded that each nominee is qualified to serve on Beleave's Board. Each one, if elected, has confirmed his eligibility and willingness to serve as a Director. We do not know of any reason why a nominee would be unavailable for election. However, if a nominee is not available to serve at the time of the Meeting, the Directors named in the enclosed proxy will vote for a substitute if one is chosen by the Board.

The Board operates independently from Management and two of the five nominees are independent within the meaning of applicable securities laws. The nominees have the relevant expertise essential to ensure appropriate strategic direction and oversight. Please refer to pages 20 through 22 for more details.

**Management and the Board recommend that you vote FOR these appointments. The Directors named in the enclosed proxy will vote FOR these nominees unless you indicate that authority to do so is withheld.**

## Approval of the Amended Plan

The Shareholders will be asked to approve and ratify an amendment to the Company's "fixed" stock option plan to increase the number of Common Shares authorized for issuance under the Plan, as well as, amend the cancellation of vested options from 90 days following termination without cause or resignation to coincide with the expiry date at the time issuance.

On December 15, 2015, the Company's Shareholders approved a "fixed" stock option plan, pursuant to which the maximum number of Common Shares reserved for issuance under the plan was set at 20% of the number of issued and outstanding Common Shares of the Company as of the date the plan was approved. On November 18, 2016 the Company's Shareholders approved an increase to the number of shares authorized for issuance under the plan, in order to maintain the number of shares available at 20% of the Common Shares issued and outstanding as of that date (the "**2017 Share Option Plan**"). On September 4, 2018 the Company's Shareholders approved an increase to the number of shares authorized for issuance under the 2017 Share Option Plan, in order to maintain the number of shares available at 20% of the Common Shares issued and outstanding as of that date (the "**2018 Share Option Plan**").

Subject to Shareholder and Canadian Securities Exchange approval, the Company has amended the 2018 Share Option Plan to increase the number of shares authorized for issuance under the plan from 74,631,291 (post November 6, 2018 stock split) to 101,277,759, being 20% of the issued and outstanding shares of the Company as of the date hereof. The 2019 Share Option Plan with this amendment is referred to herein as the "**Amended Plan**".



## Objectives of The Amended Plan

The purpose of the Amended Plan is to allow the Company to grant options to directors, officers, employees and consultants as additional compensation and as an opportunity to participate in the success of the Company. Beleave believes that the Share Plan forms a part of our overall compensation philosophy and provides Beleave with the means to attract and retain key executives, employees and consultants who form an integral part of our long-term success while aligning interests of such persons with those of Shareholders.

At the Meeting, Shareholders will be asked to pass a resolution substantially in the following form:

**"UPON MOTION IT WAS RESOLVED**, as an ordinary resolution, that the Amended Plan (as defined and described in the Company's Management Information Circular dated October 28, 2019) pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 101,277,759 Common Shares of the Company, be and is hereby authorized, confirmed and approved."

In order to be passed, the foregoing resolution requires the approval of a majority of the votes cast thereon by Shareholders of the Company present in person or represented by proxy at the Meeting.

**Management and the Board recommend that you vote FOR the Amended Plan. The Directors named in the enclosed proxy will vote FOR the Amended Plan unless the Shareholder of the Company who has given such proxy has directed that the Common Shares represented by such proxy be voted against the resolution approving the Amended Plan Resolution.**

If the requisite Shareholder approval of the Amended Plan is not obtained at the Meeting, the Company shall revert to the 2018 Share Option Plan.

## Approval of Stock Consolidation

To optimize the capital structure of the Company, the Shareholders will be asked to authorize and approve a potential consolidation (the "**Stock Consolidation**") of the issued and outstanding Common Shares at a ratio of ten (10) down to a minimum of one (1), such that for every ten (10) Common Shares presently held, each Shareholder would receive at least one (1) new Common Share upon completion of the Stock Consolidation (for example, if a Shareholder presently holds 10,000 Common Shares, then such Shareholder would hold 1,000 Common Shares if the Stock consolidation is completed with a 10:1 ratio).

The Company proposes that the directors of the Company be authorized to fix the final ratio of pre-Stock Consolidation to post-Stock Consolidation Common Shares to be used in the Stock Consolidation (the "**Final Ratio**"), but the Final Ratio would not fall below ten to one (10:1). The Company further proposes that the directors of the Company be authorized to complete the Stock Consolidation at their discretion, at any time prior to the 2020 annual shareholders meeting and may choose not to complete the Stock Consolidation at all.

If the Stock Consolidation Resolution (see below) is passed at the Meeting and the board of the Company determines to proceed with the Stock Consolidation at some point prior to the 2020 annual shareholders meeting, the Company will announce that it is proceeding with the Stock Consolidation and will provide Shareholders with details on the Stock Consolidation. The post-Stock Consolidation Common Shares will have the same attributes as the existing Common Shares. The Stock Consolidation will not change a Shareholder's proportionate or economic interest in the Company, even though such ownership will be represented by a smaller number of Common Shares.



At the Meeting, Shareholders will be asked to pass a special resolution, the full text of which is set forth below (the "**Stock Consolidation Resolution**"). In accordance with the Company's Articles of Incorporation and the Business Corporations Act (Ontario), the Stock Consolidation must be approved by a majority of not less than two-thirds (2/3) of the votes cast at the Meeting on the Stock Consolidation Resolution.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve the following special resolution approving the Stock Consolidation:

**"BE IT RESOLVED**, as a special resolution that, subject to regulatory approval:

1. the directors of the Company be authorized to effect the consolidation (the "**Stock Consolidation**") of all of the issued and outstanding common shares (the "**Common Shares**") without par value in the capital of the Company on the basis of up to 10 old Common Shares each new Common Share (10:1);
2. the directors of the Company be and are hereby authorized to fix the ratio of the pre-Stock Consolidation to post-Stock Consolidation Common Shares to be used in the Stock Consolidation (the "**Final Ratio**"), but the Final Ratio will not be greater than ten to one (10:1);
3. any officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute, deliver and file or cause to be executed, delivered and filed, all such documents and instruments as are necessary or desirable to give effect to the Stock Consolidation and to perform or cause to be performed all such other acts and things as in such person's opinion may be necessary or desirable to give full effect to the foregoing resolutions and the matters authorized thereby, such determination to be conclusively evidenced by the execution and delivery of such document, agreement or instrument or doing of any such act or thing;
4. the directors of the Company, in their sole and complete discretion, may act upon this resolution to effect the Stock Consolidation at any time prior to the 2020 annual shareholders meeting, or, if deemed appropriate and without any further approval from the Shareholders of the Company, may choose not to act upon this resolution notwithstanding Shareholder approval of the Stock Consolidation and are authorized to revoke this resolution in their sole discretion at any time prior to effecting the Stock Consolidation; and
5. any officer or director of the Company is authorized to cancel (or cause to be cancelled) any certificates evidencing the existing Common Shares and to issue (or cause to be issued) certificates representing the new Common Shares to the holders thereof."

**Management and the Board recommend that you vote FOR the Stock Consolidation. The Directors named in the enclosed proxy will vote FOR the Amended Plan unless the Shareholder of the Company who has given such proxy has directed that the Common Shares represented by such proxy be voted against the resolution approving the Stock Consolidation Resolution.**



## Board of Directors

- Beleave continued to focus on governance through the implementation of Board Committees to address key strategies that will drive performance for all stakeholders

### Nominees

The five (5) nominees seeking election in 2019 are:

Debra Bielecki  
Kevin Keagan  
Vasilios (Bill) Panagiotakopoulos  
Andrew Steane  
Jeannette VanderMarel

The nominees bring varied experience, knowledge and complimentary skills to the Board. See pages 20 through 22 for their biographies. Each director holds office until the next Meeting or until his office is vacated in accordance with the by-laws of the Corporation.

### Areas of Expertise

The Board as a whole has exceptionally strong experience in managing and leading growth, through Chief Executive Officer (“CEO”) and Senior Officer experience, financial acumen, compensation, governance and Board experience.

### Independent Board

All Directors are independent with the exception of Msrs. Keagan and Panagiotakopoulos and Mme. VanderMarel due to their executive roles within Beleave over the last twelve months.

### Meeting Attendance

Beleave Directors attended 90% of Meetings either in-person or via conference call in 2019. At the 2018 Annual General & Special Meeting, 100% of Directors were in attendance either in person or via conference call.

### In-Camera Sessions

The Board and Board committees have sessions without management at each regularly scheduled Meeting.

### Ethics Policy

The Board of Director’s Code of Business Conduct includes an ethics compliance mandate and applies to all Directors and sets forth ethical and legal principles required to be followed in conducting business and on behalf of Beleave. The Employee Code of Conduct sets forth similar standards for Officer, employees and consultants. The objective of both is to promote honest and ethical conduct, full and accurate reporting and compliance with applicable laws and regulations



## Director Compensation

Beleave provides its Directors with a compensation package that provides a competitive level of remuneration for the cannabis / life sciences industry with increasing responsibilities, time commitments to attend board and committee meetings in person or by telephone, as well as accountability of Board members.

The Board reviews its compensation on an annual basis in concert with its annual Board review prior to the Annual General Meeting of Shareholders; the review is conducted by the Compensation Committee prior to full Board approval. The Directors review their compensation through formal discussion, director experience with other organizations and a review of corporate strategy and direction.

Beleave's director compensation package consists of an annual fee and granting of options for their services. All options granted are in accordance with the terms of the Fixed Option Plan.

Annual board fees, following the AGSM, will be paid quarterly, in advance, and are pro-rated for partial service. Options granted will vest in quarterly increments over the course of the board term and be granted at the closing price of the day of the grant and are pro-rated for partial service. Directors are also reimbursed for any travel expenses related to the business.

2018 / 19 Board Fees	Cash or Stock	Options
Annual Board Fee	\$75,000	Valued at \$125,000

The total value of board fees paid and options granted to all Board members for 2018/19 was \$1,300,000, which includes a total of 600,000 options granted. See page 27 - 33 for details.

## Director Education

Beleave is committed to ensuring that all Directors receive an orientation from appropriate personnel regarding the business affairs of the Corporation; as well as particular aspects of operations are presented by Beleave personnel, as part of the agenda at regular Board Meetings. Other continuing education events, includes best practices will be undertaken periodically as required.

No Directors participated in any education programs in 2018 / 19.





## Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Corporation, Messrs. Keagan, Panagiotakopoulos and Steane were subject to a Management Cease Trade Order (“MCTO”), issued by the Ontario Securities Commission, for failing to file annual audited financial statements and quarterly financial statements for the period July 30, 2019 through to September 30, 2019; at which time the MCTO was lifted.

To the knowledge of the Corporation, no other proposed Director has been subject to a cease trade order (defined below), bankruptcy or penalty sanctions during their capacity over the past ten years as Director, Chief Executive Officer (“CEO”) or Chief Financial Officer (“CFO”) with another organization, including Beleave.

No proposed Director:

- a) Is at the date of the Circular, or has been, within ten years before the date of the Circular, a Director, CEO or CFO of any company, including Beleave, that:
- b) was subject to an order that was issued while the proposed Director was acting in the capacity as Director, CEO or CFO; or
- c) was subject to an order that was issued after the proposed Director ceased to be a Director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as Director, CEO or CFO; or
- d) Has, within ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets; or
- e) Has incurred 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
- f) Has incurred any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed Director; or
- g) Has incurred, at the date of the Circular, or has been within ten years before the date of this Circular, a Director, CEO or CFO of any company, including Beleave, that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceeding, arrangement or compromise with creditors, or had a receiver, receiver manager, or trustee appointed to hold its assets.

### *Definition*

“Order” means:

- a) A cease trade order; or
- 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.

## NOMINEES

Management and the Board are recommending the following nominees:

<p><b>Debra Bielecki</b> Ontario, Canada</p>	<p><b>Independent</b> Proposed Audit and Governance Committee Member</p> <p><b>Areas of Expertise</b> Leadership / Growth International Governance / Compliance / Board Financial Acumen Communication / Investor Relations</p>	<p>Debora Bielecki is an accomplished global leader and corporate director with over 30 years of experience in technology, supply chain and travel and tourism. Previously, Debora led multi-billion-dollar global businesses at Hewlett-Packard Worldwide and has led teams in North America, Europe, the Middle East, Africa and Asia.</p>
		<p>Ms. Bielecki is a patent-pending inventor, having designed and deployed a predictive analytics solution that uses cloud computing and big data to provide businesses with unprecedented insight when making strategic decisions, leading the team to win the Technology Services Innovation award in 2014. She has participated as a panelist, moderator and keynote speaker at many events and conferences.</p>
		<p>She is a partner and business consultant with Bielecki &amp; Associates Inc., a management consulting firm that advises organizations on commercial and strategic business decisions. As well, Debora is a Director for the Bank of Canada serving on the Audit and Finance and Capital Project committees, Regional Ambassador for Women Get On Board; member of the West Deane Restoration Effort; and advisor to many early-stage companies and former co-chair for Springboard Enterprises Canada, which empowers women-led businesses. She also served as grants advisor to the board of the Mississauga Swimming and Aquatic Club.</p>
	<p><b>Common Shares Beneficially Owned, Directly or Indirectly Controlled:</b> Nil</p>	<p>Recognized for her community service, Ms. Bielecki received the Toronto Region Conservation Authority Service Award for her commitment and awarded the City of Toronto's Volunteer Award four years in a row.</p>
		<ul style="list-style-type: none"> <li>• CEO &amp; Partner, Bielecki &amp; Associates (2016 – Present)</li> <li>• Board of Directors, Bank of Canada (Jun 2018 – Present)</li> <li>• Regional Ambassador, Women Get on Board (Aug 2018 – Present)</li> <li>• Advisor, Board Member (Aug 2017 – Aug 2018)</li> <li>• Co-Chair Advisor, Board Council (Nov 2016 – Present)</li> </ul>

## NOMINEES CONT'D

Management and the Board are recommending the following nominees:

**Kevin Keagan**  
Ontario, Canada

**Not Independent**

Director Since February 19, 2019  
Interim Chief Financial Officer since February 19, 2019  
Chief Communications Officer since November 1, 2018  
Governance Committee (Chair) since February 19, 2019  
Proposed Audit and Compensation Committee member

**Areas of Expertise**

Leadership / Growth  
International  
Senior Officer  
HR / Compensation  
Governance / Compliance  
Financial Acumen  
Communications / IR  
Cannabis Industry

**Common Shares Beneficially Owned,  
Directly or Indirectly Controlled:**  
3,951,503

Mr. Keagan brings over 25 years experience in capital markets and financial services to provide oversight to the operation, expansion, and direction of Beleave's communications and capital markets initiatives. Having spent over 13 years as Head of Equity Trading at two of the largest asset managers in Canada, Mr. Keagan offers unique insight to the inner workings of investment decision-making process and has developed a close working relationship with broker dealers and investment managers on a global scale. Mr. Keagan was a member of the International Trader Forum advisory committee and was a board member of both the Canadian Securities Trader Association and Institutional Equity Trader Association. He holds the CIM designation.

- Interim CFO, Beleave Inc. (Feb 2019 – Present)
- CCO, Beleave Inc. (Oct 2018 – Present)
- Founder, Keagan Consulting (Nov 2017 – Nov 2018)
- VP Head of Equity Trading, Mackenzie Investments (May 2012 – Oct 2017)

**Bill Panagiotakopoulos**  
Ontario, Canada

**Not Independent**

Director Since December 15, 2015  
COO from October 28, 2019 to Present  
President & CEO from February 19, 2018 to October 28, 2019  
Prior COO from December 15, 2015 to February 19, 2018  
Compensation Committee member since February 19, 2019 to December 2, 2019  
Proposed Governance Committee member

**Areas of Expertise**

Leadership  
Governance / Board  
Financial  
Entrepreneurial  
IR  
Cannabis Industry

**Common Shares Beneficially Owned,  
Directly or Indirectly Controlled:**  
12,013,067

As one of the founding members of Beleave in 2012, Bill was an early mover and innovator in Canada's cannabis sector. Since then, Bill was able to successfully navigate the regulatory framework to obtain a cannabis production and sales license. Bill has applied his decades of real estate development experience to oversee the development of Beleave's flagship indoor production facility, which is currently producing significant yields above industry norms, and to several large expansion projects currently underway. Bill is a lifelong entrepreneur with an extensive background in fundraising, investor relations, real estate development, and regulatory affairs. Bill was the founder and owner of Cardinal Group Inc, specializing in evaluating opportunities and helping set strategic goals in business development.

**Andrew Steane**  
Ontario, Canada

**Independent**  
Director Since February 19, 2019  
Compensation Committee Member  
Audit Committee Chair

**Areas of Expertise**  
Leadership / Growth  
International  
Senior Officer  
HR & Compensation  
Governance / Compliance  
Communications

Mr. Steane brings 25 years of software industry experience, Mr. Steane has extensive experience in sales, marketing, operations and governance with industry giants such as Microsoft and SAP as well as start-ups. Working with legal and compliance teams, he has co-authored global policy documents and managed governance processes for multi-million-dollar marketing budgets including spend controls and measurement. In addition, Mr. Steane has led sales operations for a software business in excess of \$800 million in revenue, identifying key business trends used to set strategic direction across a global organization. He has directed cross-functional teams to build software tools required to support global KPI adoption. A creative and strategic thinker, Mr. Steane consistently manages positive change via process, product and people to produce sustainable impact. He holds an Honors B.A. from York University in Toronto.

- SAP (Apr 2008 – Present)
  - North American Channel, Strategy Lead (Jan 2018 – Present)
  - Senior Director, North American Channels (Aug 2016 – Present)
  - Global Director Ecosystems & Channels Business Operations (Jan 2014 – Aug 2016)

**Common Shares Beneficially Owned,  
Directly or Indirectly Controlled:**  
3,815,789

**Jeannette VanderMarel**  
Ontario, Canada

**Not Independent**  
CEO and Director since October 28, 2019  
Proposed Governance and  
Compensation Committee Member

**Areas of Expertise**  
Leadership / Growth  
CEO  
HR & Compensation  
Governance / Compliance  
HSE & Social Responsibility  
Financial  
Entrepreneurial  
Communications / Investor Relations  
Cannabis Industry

Jeannette VanderMarel is the past Co-CEO of 48 North Cannabis, Co-Founder and President of Good & Green and Co-Founder of The Green Organic Dutchman. Previous experience includes being a certified CNCCP(C) through the Canadian Nurses Association, Registered Nurse, keynote speaker, frequent TV and print media appearances, board member of Canadian TSX:V listed company, and being a cannabis industry veteran

- Co-CEO, 48 North (Dec 2018 – Sept 2019)
- Co-Founder & President, Good & Green (May 2018 – Present)
- Co-Founder, The Green Organic Dutchman (Dec 2011 – Jul 2017)

**Common Shares Beneficially Owned,  
Directly or Indirectly Controlled:**  
Nil



## AREAS OF EXPERTISE

Beleave maintains a skills matrix and each Director indicates his level of expertise in each area of according:

- A no or limited application;
- B basic application;
- C skilled application – significant operational experience in the area, but not at a senior level; and
- D expert application – senior executive in the area from a function, role and knowledge perspective

Skill/Experience Description	Number of Directors with Skilled or Expert Application
<b>Leadership / Growth</b> – Senior executive experience driving strategic insight and direction to encourage innovation and conceptualize key trends to continuously challenge the organization to sharpen its vision while achieving significant organic growth	5
<b>International</b> – Senior executive experience working in a global organization; has a thorough understanding of different cultural, political and regulatory requirements	3
<b>CEO / Senior Officer</b> – Experience working as a CEO or senior Officer for a major organization with international operations	3
<b>HR &amp; Compensation</b> – Senior executive experience or Board compensation committee participation with a thorough understanding of compensation, benefits, legislation and agreements. This includes specific expertise in execution compensation programs including base pay, incentives, equity and perquisites	3
<b>Governance / Compliance / Board</b> – Prior or current experience as a Board member of a major organization (public, private or non-profit sectors) with international operations	5
<b>Financial Acumen</b> – Senior executive in financial accounting and reporting, and corporate finance, especially with respect to debt and equity markets. Familiarity with financial controls	4
<b>Health, Safety, Environment and Social Responsibility (HSE &amp; SR)</b> – Thorough understanding of industry regulations and public policy related to workplace health, safety, environmental and social responsibility. May have had an active role in the shaping of public policy in Canada and abroad	1
<b>Entrepreneurial Mindset</b> – Extensive experience with understanding risk and a constant awareness of the marketplace and competitive landscape. Understanding that timing and agility is key to the quickly changing landscape. Innovative leadership qualities. Knows how to build the business from the ground up.	2
<b>Communication / Investor Relations</b> – Senior executive with savvy execution of strategic communication plans across the organization, as well as with outside investors, shareholders and the general public	5
<b>Cannabis Industry</b> – Indepth knowledge of the cannabis space both domestically and internationally, with a keen understanding of the regulatory requirements within Canada.	3

## Committee Reports

- Relevant areas of expertise and the number of members who are skilled or expert are disclosed for each committee
- Changes in committee membership during the year are set out in each report

### AUDIT COMMITTEE

The Audit Committee assists the Board to oversee accounting and financial reporting controls in accordance with National Instrument 52-110 Audit Committees, audit processes and implementing the ethics policy.

All three members of the 2018 / 19 Audit Committee are financially literate, with two members of the committee being independent. Mr. Steane holds a BA from York University and has held senior executive positions. Mr. Wasserstrom acquired his financial expertise through his background and senior level experience in the private sector. Mr. Keagan, non-independent, acquired his financial expertise through his senior level executive experience in the capital markets and financial industry.

#### Audit Committee Report

The Audit Committee meets annually with the independent auditors to review the scope of the Audit Committee's activities, proposed audit fees and review of annual consolidated financial statements. The Audit Committee also reviews the extent of "non-audit" services and related fee proposals that may be requested from the independent auditors from time to time.

All members of the Audit Committee are financially literate. Two members of the committee were independent and are all considered to be experts with financial acumen, particularly financial accounting, reporting and internal controls, the area most relevant to carrying out the Committee's mandate.

Management is responsible for internal controls and financial reporting processes. The Auditors are responsible for performing and reporting on an independent audit of consolidated financial statements according to generally accepted audit standards.

The following table represents by category the fees billed by Beleave's auditors, respectively for the fiscal year ended March 31, 2019:

<b>Fees Category</b>	<b>2019 (UHY MH)</b>	<b>2018 (MNP)</b>	<b>2017 (MNP)</b>
Audit Fees	\$126,480	\$62,268	\$66,500
Audit Related Fees	\$68,340	Nil	Nil
Tax Fees	\$8,500	\$7,500	\$5,000
All Other Fees	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
<b>Total</b>	<b>\$203,320</b>	<b>69,768</b>	<b>\$71,500</b>



“Audit fees” include the total fees billed by MNP and UHY McGovern Hurley, as the case may be, for the audit of the annual consolidated financial statements and other audits and regulatory deposits.

“Audit Related Fees” include the total fees paid to MNP and UHY McGovern Hurley, as the case may be, for services associated to the audit fees, the consulting services relative to accounting and financial disclosure standards.

“Tax Fees” include the total fees paid to MNP and UHY McGovern Hurley, as the case may be, for all tax compliance, tax advice and tax planning services.

“Other Fees” include the total fees paid to MNP and UHY McGovern Hurley, as the case may be, for all products and services other than those reported under Audit Fees, Audit Related Fees and Tax Fees.

### **Key Activities of the 2018/19 Committee**

- Approval of the quarterly unaudited financial statements and MD&As;
- Review and approval of the December 31, 2018 Interim Consolidated Review;
- Approval of the Annual Consolidated Financial Statements and MD&A for the period ending March 31, 2019;
- Approval of the Management Information Circular for the Annual General & Special Meeting of Shareholders being held on December 2, 2019; and
- Approval of the Auditors and Audit Fees for the 2018 and 2019 fiscal years

### **Proposed Changes to the Committee Membership in 2019**

The proposed Audit Committee for the Board following the Meeting and assuming the election of appointments recommended by Management and the Board, shall be comprised of Andrew Steane (Chair), Debra Bielecki and Kevin Keagan.

Please see Schedule A for Beleave's Audit Committee Charter.

#### **Former 2018 Audit Committee Members**

*Mark Heselton - Resigned February 18 2019*

*Mark Miles – Resigned February 18, 2019*

#### **Submitted on behalf of the 2018 Audit Committee:**

Andrew Steane, Chair

James Wasserstrom\*

Kevin Keagan

*\*Mssr. Wasserstrom resigned from the Board effective October 28, 2019*



## GOVERNANCE COMMITTEE

The Governance Committee (“GC”) assists the Board to manage corporate governance, Director selection, Board committee appointments, performance evaluations, and executive and Director compensation, as applicable, in accordance with National Policy 58-201 Corporate Governance Guidelines and National Instrument 58-101 Disclosure of Corporate Governance Practices.

All members of the GC are independent, with the exception of Mr. Keagan, and are knowledgeable about corporate governance programs and are skilled or deemed to be experts in governance and Board experience.

Mme. Nederlander was a member of the GC from February 2019 until her resignation from the Board on October 23, 2019. Mssr. Wasserstrom was a member of the CG from February 2019 until his resignation from the Board on October 28, 2019.

### Key Activities of the 2018/19 Committee

- Implementation and approval of a Delegation Operating Authorities on spending authorizations, contract negotiation, banking authorities and other operational controls
- Approval of Insider Trading Policy

### Proposed Changes to the Committee Membership in 2019

The proposed Governance Committee for the Board following the Meeting and assuming the election of appointments recommended by Management and the Board, shall be comprised of Debra Bielecki, Bill Panagiotakopoulos and Jeannette VanderMarel.

Please see Schedule B for Beleave’s Governance Committee Charter.

## COMPENSATION COMMITTEE

The Compensation Committee (CC) reviews executive compensation on an annual basis, as required, and puts forth recommendations to the Board for approval and implementation. The CC reviews and approves the components of the compensation program provided to the employees on an annual basis.

All members of the CC are independent, with the exception of Mr. Panagiotakopoulos and Mr. Ferreira, and are knowledgeable about corporate governance programs and are skilled or deemed to be experts in governance and Board experience.

Ms. Nederlander was the Chair of the CC from February 2019 until her resignation from the Board on October 23, 2019.

The following disclosure has been prepared in compliance with the rules under Form 51-102F6 – *Statement of Executive Compensation* adopted by the Canadian Securities Administrators.

### Proposed Changes to the Committee Membership in 2019

The proposed Governance Committee for the Board following the Meeting and assuming the election of appointments recommended by Management and the Board, shall be comprised of Andrew Steane, Kevin Keagan and Jeanette VanderMarel.

Please see Schedule C for Beleave’s Compensation Committee Charter





## COMPENSATION DISCUSSION AND ANALYSIS

### Objectives

The Company's executive compensation (the "**Executive Compensation Program**") is comprised of base salaries, short-term incentives in the form of bonus opportunities and long-term incentives in the form of participation in the share option plan of the Company. The various components of the Company's Executive Compensation Program are designed to play a role in the following objectives, notably:

- (a) providing a fair and competitive level of compensation based on the market for comparable positions;
- (b) retaining and motivating its executives who are critical to the Company's short and long-term success;
- (c) rewarding performance and contribution, both on an individual basis and with respect to the business in general; and
- (d) reinforcing the relationships between the Shareholders' interests and the compensation and responsibility of the Company's executives.

### Base Salary

Individual executive salaries are typically set taking into account salaries paid in similar companies of comparable size and with the intent of attracting and retaining individuals with the appropriate skill sets and experience.

### Stock Option Plan

Management of the Company believes that incentive stock options serve an important function in furnishing directors, officers, employees and consultants (collectively the "**Eligible Parties**") of the Company an opportunity to invest in the Company in a simple and effective manner and better aligning the interests of the Eligible Parties with those of the Company and its Shareholders through ownership of shares in the Company, while at the same time allowing the Company to limit the cash position of executive compensation. The stock option plan (the "**Stock Option Plan**") is in the form of a "fixed" stock option plan and the maximum number of Common Shares which can be reserved for issuance under the Stock Option Plan is 20% of the number of issued and outstanding shares of the Company. The aggregate number of Common Shares reserved for issuance to any one optionee cannot exceed, in any twelve (12) month period, five percent (5%) of the number of issued and outstanding Common Shares of the Company at the date the option is granted. The aggregate number of Common Shares reserved for issuance to any one consultant cannot exceed, in any twelve (12) month period, two percent (2%) of the number of issued and outstanding shares of the Company at the time the option is granted to said consultant under the Stock Option Plan. The aggregate number of shares reserved for issuance to persons employed to provide investor relations activities cannot exceed, in any twelve (12) month period, two percent (2%) of the number of issued and outstanding shares of the option at the time of any grant of an option under the plan to a person employed to provide investor relations activities. The Stock Option Plan is administered by the Company's Board of Directors. Subject to the provisions of the Stock Option Plan, the Board of Directors in its sole discretion will determine all options to be granted pursuant to the Stock Option Plan, the exercise price therefore and any special terms or vesting provisions applicable thereto. The Board considers the overall number of options that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants of options and the size of such grants.

Vested options granted pursuant to the Stock Option Plan, following approval of the Amendment to the Plan, will terminate in accordance with the expiry date for termination without cause or resignation of employment or office. Fully vested options may be exercised at anytime up and including (but not after) the earlier of the Expiry Date (as defined in the Stock Option Plan) provided that it is not a termination for cause; whereby in the event of a termination for cause, all options will terminate immediately. Moreover, should a termination of employment or office occur by reason of death, the options may be exercised within six months following such death, subject to the prior expiry of the options.



## Compensation of the Chief Executive Officer, President and the Chief Financial Officer

In setting the Chief Executive Officer's salary and bonus, the Board of Directors reviews salaries paid to the executive officers of the Company, salaries and bonuses paid to other chief executive officers in the industry and the Chief Executive Officer's impact on the achievement of the Company's objectives for the previous and current financial year.

In setting the Chief Financial Officer's salary, the Board of Directors reviews salaries paid to the executive officers of the Company, salaries and bonuses paid to other chief financial officers in the industry and the Chief Financial Officer's impact on the achievement of the Company's objectives for the previous and current financial year.

### Summary Compensation Table

The following table sets out information concerning the compensation earned from the Company and any of the Company's subsidiaries during the financial years ended March 31, 2019 by the Company's Chief Executive Officer, Chief Financial Officer and the Chief Operating Officer (the "**Named Executive Officers**").

Name and Principal Position	Financial Period	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation			All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans	Pension Value (\$)		
Bill Panagiotakopoulos	2018	300,000	1,920,000	Nil	Nil	Nil	Nil	12,000	2,232,000
Kevin Keagan	2018	68,650	75,000	525,000	Nil	Nil	Nil	Nil	668,650
Roger Ferreira <sup>(1)(2)</sup> CSO	2018	150,000	304,000	Nil	Nil	Nil	Nil	12,000	454,000
	2017	84,000	182,000	Nil	Nil	Nil	Nil	Nil	266,000
	2016	60,000	18,000	Nil	Nil	Nil	Nil	6,000	84,000
	2015	38,400	Nil	Nil	Nil	Nil	Nil	Nil	38,400
Andrew Wnek <sup>(2)</sup> CEO	2018	300,000	760,000	Nil	Nil	Nil	Nil	12,000	1,072,000
	2017	129,000	Nil	Nil	Nil	Nil	Nil	Nil	129,000
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bojan Krasic <sup>(1)</sup> CFO	2018	275,760	1,920,000	Nil	Nil	Nil	Nil	10,000	2,205,760
	2017	147,000	865,000	Nil	Nil	Nil	Nil	Nil	1,012,000
	2016	48,000	102,000	Nil	Nil	Nil	Nil	6,000	156,000
	2015	Nil	84,000	Nil	Nil	Nil	Nil	Nil	84,000

#### Notes:

- (1) The employment agreements of the listed Named Executive Officers permit the Company to issue Common Shares, subject to applicable regulatory requirements, in lieu of paying salary.
- (2) Msrs. Wnek and Krasic resigned from the Company on February 18, 2019
- (3) Beleave's proposed production facility, located in Flamborough, Ontario is leased from 1685486 Ontario Inc., a corporation controlled by Vasilios (Bill) Panagiotakopoulos, a director and officer of the Company, on favourable terms. On July 1, 2015 the Company signed a long term net lease agreement for a term of 8.5 years and the option to extend the lease for 5 years, twice. For the first 3.5 years, the net rent payable is \$14,875 monthly until December 2018, with 5% annual increase from January 1st, 2019 and each subsequent year.



## Incentive Plan Awards

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

The following table sets forth the option-based incentive awards outstanding at March 31, 2019 for the Named Executive Officers.

Name	Option-based awards			Value of unexercised in-the-money options (\$)	Share-based awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date		Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Andrew Wnek <sup>(1)</sup> CEO	30,000	\$0.50	May 19, 2019	-	Nil	Nil	Nil
	400,000	\$3.00	May 19, 2019	-			
Roger Ferreira CMO	100,000	\$1.75	January 11, 2022	-	Nil	Nil	Nil
	100,000	\$3.00	January 3, 2023	-			
Bojan Krasic <sup>(1)</sup> CFO	160,000	\$0.50	May 19, 2019	-	Nil	Nil	Nil
	340,000	\$1.75	May 19, 2019	-			
	200,000	\$3.00	May 19, 2019	-			
Vasilios Panagiotakopoulos COO	250,000	\$0.50	March 28, 2020	-	Nil	Nil	Nil
	235,000	\$0.50	May 5, 2020	-			
	160,000	\$0.50	June 30, 2021	-			
	340,000	\$1.75	January 11, 2022	-			
	200,000	\$3.00	January 3, 2023	-			
Kevin Keagan CFO	300,000	\$1.75	November 01, 2020	-	Nil	Nil	Nil

(1) Msrs. Wnek and Krasic resigned from the Company on February 18, 2019

### Value Vested or Earned During the Year

The following table sets forth, for each of the Named Executive Officers, the value of all incentive plan awards that vested during the year ended March 31, 2019.

Name	Option-based awards - Value vested the (\$)	Share-based awards - Value vested (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Kevin Keagan	525,000	75,000	Nil
Andrew Wnek	Nil	760,000	Nil
Roger Ferreira	Nil	304,000	Nil
Bojan Krasic	Nil	1,920,000	Nil
Vasilios (Bill) Panagiotakopoulos	Nil	1,920,000	Nil

#### Notes:

(1) This is the aggregate dollar value that would have been realized if the options vested during the year had been exercised on their respective vesting dates.

## Pension Plan Benefits

The Company does not have any pension plans or deferred compensation plans.

## Termination and Change of Control Benefits

The Company has entered into employment agreements (the "**Employment Agreements**") with Vasilios Panagiotakopoulos, Kevin Keagan and Roger Ferreira (each, for the purposes of this section, an "**Executive**").

Pursuant to the Employment Agreements, if, within six months following a Change of Control (as defined below for Msrs. Panagiotakopoulos and Ferreira, Mr. Keagan is not subject to a Change of Control), the Executive's employment is terminated by the Company without cause or by the Executive for Good Reason (as defined below), the Company shall provide the Executive with:

- a) an amount equivalent to twenty-four months (twelve months for Roger Ferreira) of the Executive's then annual base salary, to be paid as a lump-sum or via salary continuation in the Company's sole discretion;
- b) two times (one times for Roger Ferreira) the discretionary bonus received by the Executive in the year immediately prior to the year in which the Executive's employment is terminated and which shall be provided in the same proportional form of award as such bonus was previously provided/awarded to the Executive (i.e., in cash, Common Shares or a combination of both); and
- c) any other payments or entitlements that may be owed to the Executive under applicable employment laws.

The Company may terminate the Executive's employment at any time without cause upon providing the Executive with:

- a) twenty-four months' (twelve months' for Roger Ferreira) notice or payment of the Executive's then annual base salary in lieu of notice (or a combination of notice and payment of the Executive's then annual base salary in lieu, in the Company's discretion);
- b) two times (one times for Roger Ferreira) the discretionary bonus received by the Executive in the year immediately prior to the year in which the Executive's employment is terminated and which shall be provided in the same proportional form of award as such bonus was previously provided/awarded to the Executive (i.e., in cash, Common Shares or a combination of both); and
- c) any other payments or entitlements that may be owed to the Executive under applicable employment laws.

"Change of Control" means, for the purposes of this section, any of the following:

- a) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Company or any of its affiliates (as such is defined in the *Business Corporations Act* (Ontario)) and another company or other entity, as a result of which the holders of common shares of the Company prior to the completion of the transaction hold less than 50% of the outstanding common shares of the successor Company after completion of the transaction;
- b) the sale, lease, exchange or other disposition, in a single transaction or a series of related transactions, of assets, rights or properties of the Company and/or any of its subsidiaries which have an aggregate book value greater than 30% of the book value of the assets, rights and properties of the Company and its subsidiaries on a consolidated basis to any other person or entity, other than a disposition to a wholly-owned subsidiary of the Company in the course of a reorganization of the assets of the Company and its subsidiaries;



- c) a resolution is adopted to wind-up, dissolve or liquidate the Company;
- d) any person, entity or group of persons or entities acting jointly or in concert (the "**Acquiror**") acquires or acquires control (including, without limitation, the right to vote or direct the voting) of Voting Securities of the Company which, when added to the Voting Securities owned of record or beneficially by the Acquiror or which the Acquiror has the right to vote or in respect of which the Acquiror has the right to direct the voting, would entitle the Acquiror and/or associates and/or affiliates of the Acquiror (as such terms are defined in the *Business Corporations Act* (Ontario)) to cast or to direct the casting of 20% or more of the votes attached to all of the Company's outstanding Voting Securities which may be cast to elect directors of the Company or the successor Company (regardless of whether a meeting has been called to elect directors);
- e) as a result of or in connection with: (A) the contested election of directors, or; (B) a consolidation, merger, amalgamation, arrangement, reorganization or acquisition involving the Company or any of its affiliates and another Company or other entity, the nominees named in the most recent Management Information Circular of the Company for election to the Board of Directors do not constitute a majority of the Board of Directors; or
- f) the Board adopts a resolution to the effect that a Change of Control as defined herein has occurred or is imminent.

"Good Reason" means, for the purposes of this section, the occurrence, with the Executive's written consent, of any of the following with respect to the Executive:

- a) a material reduction in responsibilities and/or discretion customary with the duties and discretion of the Executive as of the date hereof (except as a result of the Executive's death);
- b) a material reduction in the Executive's Annual Base Salary (except where such reduction applies to all senior members of management);
- c) a material adverse change in upstream or downstream reporting relationships of the Executive; or
- d) any change(s) to the employment relationship that would constitute constructive dismissal according to the ESA or the common law of Ontario and are not otherwise provided for in this Agreement.

"Voting Securities" means Common Shares of the Company and any other shares entitled to vote for the election of directors and shall include any security, whether or not issued by the Company, which are not shares entitled to vote for the election of directors but are convertible into or exchangeable for shares which are entitled to vote for the election of directors including any options or rights to purchase such shares or securities.

### **Compensation Risk Considerations**

The Board is responsible for considering, establishing and reviewing executive compensation programs. The Company believes the programs are balanced and do not motivate unnecessary or excessive risk taking. The Company does not currently have a policy that restricts directors or Named Executive Officers from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds that are designed to hedge or offset a decrease in market value of equity. However, to the knowledge of the Company, as of the date of hereof, no director or NEO of the Company has participated in the purchase of such financial instruments.



## Director Compensation Table

The following table summarizes the compensation paid, payable, awarded or granted for the financial year ended March 31, 2019 to each of the directors of the Company, other than Kevin Keagan, Roger Ferreira, Andrew Wnek, Bojan Krasic and Vasilios (Bill) Panagiotakopoulos, each of whom is a Named Executive Officer and whose compensation is disclosed earlier in this Circular under the heading "*Statement of Executive Compensation – Summary Compensation Table*".

Name	Fees earned (\$) <sup>(1)</sup>	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension Value (\$)	All other compensation (\$)	Total compensation (\$)
Amy Nederlander	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Steane	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jim Wasserstrom	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark Myles	Nil	Nil	650,000	Nil	Nil	Nil	650,000
Mark Heselton	Nil	Nil	650,000	Nil	Nil	Nil	650,000

### Notes:

- (1) No fees were paid for meetings.
- (2) Messrs. Nederlander, Steane, Wasserstrom joined the Board on February 19, 2019.
- (3) Messrs. Heselton and Myles resigned as directors of the Company on February 18, 2019
- (4) Ms. Nederlander resigned from the Board on October 23, 2019

## Outstanding Option-Based and Share-Based Awards

The following table sets forth the option-based and share-based incentive awards outstanding at March 31, 2019 for each of the directors of the Company, other than Roger Ferreira, Kevin Keagan, Vasilios (Bill) Panagiotakopoulos, Andrew Wnek, Bojan Krasic and, each of whom is a Named Executive Officer and whose option-based and share-based incentive awards are disclosed earlier in this Circular under the heading "*Statement of Executive Compensation – Incentive Plan Awards*".

Name	Option-based awards			Share-based awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)

NIL



### Value Vested or Earned During the Year

The following table provides information regarding the value vested or earned on incentive plan awards for each director, other than Roger Ferreira, Kevin Keagan, Andrew Wnek, Vasilios (Bill) Panagiotakopoulos Bojan Krasic and during the year ended March 31, 2019.

Name	Option awards - Value vested during year <sup>(1)</sup> (\$)	Share awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
NIL			

### Notes:

- (1) This is the aggregate dollar value that would have been realized if the options vested during the year had been exercised on their respective vesting dates.

### Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out certain details as at March 31, 2019, with respect to the Stock Option Plan, being the sole compensation plan pursuant to which equity securities of the Company are authorized for issuance. A description of the Stock Option Plan may be found in this Circular under the heading "*Statement of Executive Compensation – Compensation Discussion and Analysis*".

Plan	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of Common Shares remaining available for future issuance under the Stock Option Plan
Stock Option Plan	32,865,000	\$0.23	41,766,291

## SCHEDULE A

### Audit Committee Charter

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the audit committee (the "**Committee**") of the Board of Directors (the "**Board**") of Beleave Inc. ("**Beleave**").

#### 1. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) financial reporting and disclosure requirements;
- (b) ensuring that an effective risk management and financial control framework has been implemented and tested by management of Beleave; and
- (c) external and internal audit processes.

#### 2. Composition and Membership

- (a) The Board will appoint the members ("**Members**") of the Committee. The Members will be appointed to hold office until the next annual general meeting of shareholders of Beleave or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of at least three directors. Each Member will meet the criteria for financial literacy established by applicable laws and the rules of any stock exchanges upon which Beleave's securities are listed, including National Instrument 52-110 – *Audit Committees*. The majority of Members will meet the criteria for independence established by the aforementioned laws and rules. In addition, each director will be free of any relationship which could, in the view of the Board, reasonably interfere with the exercise of a Member's independent judgment.
- (c) The Board will appoint one of the Members to act as the chairman of the Committee (the "**Chairman**"). The secretary of Beleave (the "**Secretary**") will be the secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. If the Secretary is not in attendance at any meeting, the Committee will appoint another person who may, but need not, be a Member to act as the secretary of that meeting.

#### 3. Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chairman may determine, but in any event not less than four (4) times per year. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) At the request of the external auditors of Beleave, the Chief Executive Officer or the Chief Financial Officer of Beleave or any Member, the Chairman will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.



- (c) The Chairman, if present, will act as the chairman of meetings of the Committee. If the Chairman is not present at a meeting of the Committee the Members in attendance may select one of the members to act as chairman of the meeting.
- (d) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chairman will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.
- (e) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee will meet in camera without members of management in attendance for a portion of each meeting of the Committee.
- (f) In advance of every regular meeting of the Committee, the Chairman, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of Beleave to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

#### **4. Duties and Responsibilities**

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

##### **4.1 Financial Reporting and Disclosure**

- (a) review and recommend to the Board for approval, the audited annual financial statements, including the auditors' report thereon, the quarterly financial statements, management discussion and analysis, financial reports, and any guidance with respect to earnings per share to be given, prior to the public disclosure of such information, with such documents to indicate whether such information has been reviewed by the Board or the Committee;
- (b) review and recommend to the Board for approval, where appropriate, financial information contained in any prospectuses, annual information forms, annual report to shareholders, management proxy circular, material change disclosures of a financial nature and similar disclosure documents prior to the public disclosure of such information;
- (c) review with management of Beleave, and with external auditors, significant accounting principles and disclosure issues and alternative treatments under International Financial Reporting Standards ("IFRS"), with a view to gaining reasonable assurance that financial statements are accurate, complete and present fairly Beleave's financial position and the results of its operations in accordance with IFRS, as applicable;
- (d) seek to ensure that adequate procedures are in place for the review of Beleave's public disclosure of financial information extracted or derived from Beleave's financial statements, periodically assess the adequacy of those procedures and recommend any proposed changes to the Board for consideration;
- (e) review the minutes from each meeting of the Responsible Parties, established pursuant to Beleave's corporate disclosure policy, since the last meeting of the Committee;

## 4.2 Internal Controls and Audit

- (a) review the adequacy and effectiveness of Beleave's system of internal control and management information systems through discussions with management and the external auditor to ensure that Beleave maintains: (i) the necessary books, records and accounts in sufficient detail to accurately and fairly reflect Beleave's transactions; (ii) effective internal control systems; and (iii) adequate processes for assessing the risk of material misstatement of the financial statement and for detecting control weaknesses or fraud. From time to time the Committee shall assess whether it is necessary or desirable to establish a formal internal audit department having regard to the size and stage of development of Beleave at any particular time;
- (b) satisfy itself that management has established adequate procedures for the review of Beleave's disclosure of financial information extracted or derived directly from Beleave's financial statements;
- (c) satisfy itself, through discussions with management, that the adequacy of internal controls, systems and procedures has been periodically assessed in order to ensure compliance with regulatory requirements and recommendations;
- (d) review and discuss Beleave's major financial risk exposures and the steps taken to monitor and control such exposures, including the use of any financial derivatives and hedging activities;
- (e) review, and in the Committee's discretion make recommendations to the Board regarding, the adequacy of Beleave's risk management policies and procedures with regard to identification of Beleave's principal risks and implementation of appropriate systems to manage such risks including an assessment of the adequacy of insurance coverage maintained by Beleave;
- (f) recommend the appointment, or if necessary, the dismissal of the head of Beleave's internal audit process;

## 4.3 External Audit

- (a) recommend to the Board a firm of external auditors to be nominated for appointment as the external auditor of Beleave;
- (b) ensure the external auditors report directly to the Committee on a regular basis;
- (c) review the independence of the external auditors, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards;
- (d) review and recommend to the Board the fee, scope and timing of the audit and other related services rendered by the external auditors;
- (e) review the audit plan of the external auditors prior to the commencement of the audit;
- (f) establish and maintain a direct line of communication with Beleave's external and internal auditors;
- (g) meet in camera with only the auditors, with only management, and with only the members of the Committee at every Committee meeting where, and to the extent that, such parties are present;
- (h) oversee the performance of the external auditors who are accountable to the Committee and the Board as representatives of the shareholders, including the lead partner of the independent auditors team;



- (i) oversee the work of the external auditors appointed by the shareholders of Beleave with respect to preparing and issuing an audit report or performing other audit, review or attest services for Beleave, including the resolution of issues between management of Beleave and the external auditors regarding financial disclosure;
- (j) review the results of the external audit and the report thereon including, without limitation, a discussion with the external auditors as to the quality of accounting principles used, any alternative treatments of financial information that have been discussed with management of Beleave, the ramifications of their use as well as any other material changes. Review a report describing all material written communication between management and the auditors such as management letters and schedule of unadjusted differences;
- (k) discuss with the external auditors their perception of Beleave's financial and accounting personnel, records and systems, the cooperation which the external auditors received during their course of their review and availability of records, data and other requested information and any recommendations with respect thereto;
- (l) discuss with the external auditors their perception of Beleave's identification and management of risks, including the adequacy or effectiveness of policies and procedures implemented to mitigate such risks;
- (m) review the reasons for any proposed change in the external auditors which is not initiated by the Committee or Board and any other significant issues related to the change, including the response of the incumbent auditors, and enquire as to the qualifications of the proposed auditors before making its recommendations to the Board;
- (n) review annually a report from the external auditors in respect of their internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues;

#### **4.4 Associated Responsibilities**

- (a) review and approve Beleave's hiring policies regarding employees and partners, and former employees and partners, of the present and former external auditors of Beleave; and

#### **4.5 Non-Audit Services**

- (a) pre-approve all non-audit services to be provided to Beleave or any subsidiary entities by its external auditors or by the external auditors of such subsidiary entities. The Committee may delegate to one or more of its members the authority to pre-approve non-audit services but pre-approval by such member or members so delegated shall be presented to the full Committee at its first scheduled meeting following such pre-approval.

## SCHEDULE B

### GOVERNANCE COMMITTEE CHARTER

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the governance committee (the "**Committee**") of the board of directors (the "**Board**") of **Beleave** (the "**Company**").

#### 1. Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to:

- (a) governance issues and the corporate governance process;
- (b) mechanisms for achieving accountability of the Board and senior management;
- (c) oversight of the Company's management of key risks, including strategic and operational risks, as well as the guidelines, policies and processes for monitoring and mitigating such risks; and
- (d) the Company's capital, liquidity and funding planning and strategy.

#### 2. Composition and Membership

- (a) The Board will appoint the members of the Committee (the "**Members**"). The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of at least three directors.
- (c) The Board will appoint one of the Members to act as the chair of the Committee (the "**Chair**"). The Chair may appoint an individual to act as the secretary at any Committee meeting. The secretary of the Committee meeting will maintain minutes of the meetings and deliberations of the Committee. The secretary need not be a Member in order to act as the secretary of a Committee meeting.

#### 3. Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine. Twenty-four (24) hours advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) At the request of the Lead Independent Director, the Chair, the Chief Executive Officer ("**CEO**") or the Chief Financial Officer of the Company or any Member, the Chair will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.
- (c) The Chair, if present, will act as the Chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of the members to act as Chair of the meeting.
- (d) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.



- (e) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee may meet in camera without members of management in attendance for a portion of each meeting of the Committee as may be determined by the Chair of the Committee.
- (f) In advance of every regular meeting of the Committee, the Chair, with the assistance of the secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

#### **4. Duties and Responsibilities**

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

##### **4.1 Composition and Qualifications for the Board**

- (a) The Committee shall develop and update a long-term plan for the composition of the Board that takes into consideration the current strengths, competencies, skills, experience, personal attributes and any anticipated retirement dates of the Board members as well as the strategic direction of the Company and the skills, expertise, experience, competencies and attributes necessary for the Board, and it shall report to the Board thereon at least annually. review and recommend to the Board for approval, where appropriate, financial information contained in any prospectuses, annual information forms, annual report to shareholders, management proxy circular, material change disclosures of a financial nature and similar disclosure documents prior to the public disclosure of such information.
- (b) The Committee shall promote a Board culture that optimizes Board effectiveness. The Committee is responsible for ensuring that the Board culture is conducive to the full engagement of all directors and promotes challenging and constructive debate and effective decision making. The Committee shall undertake on an annual basis an examination of the size of the Board, with a view to determining the impact of the number of directors on the effectiveness of the Board and the full engagement of each director, and then recommend to the Board, if necessary, a reduction or increase in the size of the Board.

##### **4.2 Assessments**

- (a) The Committee will ensure that an appropriate system is in place to annually evaluate the effectiveness of the Board as a whole as well as the committees of the Board with a view to ensuring that they are fulfilling their respective responsibilities and duties. In connection with these evaluations, each year every director will be requested to provide his or her assessment of the effectiveness of the Board and each committee, as well as the contribution and performance of the individual directors. These evaluations should take into account the competencies and skills each director is expected to bring to his or her particular role on the Board or on a committee and the contribution of each director to the effectiveness of the Board, as well as any other relevant facts.

##### **4.3 Director Share Ownership Guidelines**

- (a) The Committee shall review the Company's policy on minimum share ownership by non-management directors and monitor the implementation of such policy.

##### **4.4 Nominations**

- (a) The Committee shall, in consultation with the Chair of the Board and the CEO, as required, recruit and identify individuals qualified to become new Board members and recommend to the Board new director



nominees for the next annual meeting of shareholders or for appointment by the Board between shareholder meetings.

- (b) In making its recommendations, the Committee shall consider the competencies, skills and attributes that the Board considers to be necessary for the Board as a whole to possess, the competencies, skills and attributes that the Board considers each existing director to possess, and the competencies, skills and attributes any new nominee will bring to the boardroom. Such an assessment shall be based primarily on the following criteria:
  - (i) expertise, skills and knowledge useful to the oversight of the Company's business and the business of its subsidiaries, including business or other relevant experience in the following core competencies: (a) accounting and finance, (b) mutual funds, (c) strategic leadership/CEO experience, (d) legal/governance matters, and (e) risk management;
  - (ii) judgment, character and communication and other skills necessary to ensure the effective operation of the Board, the extent to which the interplay of the individual's expertise, skills, knowledge, experience and personal attributes with that of other members of the Board will build a high-performance Board that is effective, collegial and responsive to the needs of the Company and its subsidiaries;
  - (iii) diversity of viewpoints, backgrounds, experiences, gender and other demographics;
  - (iv) current or previous experience on other boards; and
  - (v) the appropriate level of representation on the Board by directors who are independent of management and who are neither officers nor employees of the Company or any of its subsidiaries.
- (c) The Committee shall also consider the amount of time and resources that nominees have available to fulfill their duties as a Board member, in accordance with the guidelines of the Board of Directors' mandate with respect to service on other boards of directors and committees.
- (d) The Committee shall assess, against regulatory requirements and the Company's standards for directors' independence, whether a candidate would be independent and advise the Board of that assessment.
- (e) The Committee shall also, in consultation with the Executive Chair of the Board, annually or as required, recommend to the Board, the individual directors to serve on the various Committees.

#### **4.5 Removal of Director**

- (a) The Committee may also recommend, for Board approval, the removal of a director from the Board or from a Board Committee if he or she is no longer qualified to serve as a director under applicable requirements or for any other reason the Committee considers appropriate.

#### **4.6 Conflicts of Interest**

- (a) The Committee shall monitor conflicts of interest (real or perceived) of both the Board and management in accordance with the Code of Business Conduct and Ethics.

#### **4.7 Corporate Governance Overview**

- (a) The Committee shall conduct a periodic review of the Company's corporate governance policies and make policy recommendations aimed at enhancing Board and committee effectiveness. The Committee



shall review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a Committee thereof.

- (b) The Committee shall review the disclosure in the Company's public disclosure documents relating to corporate governance practices and prepare recommendations to the Board regarding any other reports required or recommended on corporate governance.
- (c) The Committee shall propose agenda items and content for submission to the Board related to corporate governance issues and provide periodic updates on recent developments in corporate governance to the Board.
- (d) The Committee shall conduct a periodic review of the relationship between management and the Board, with a view to ensuring that the Board functions independently of management and to ensuring effective communication and the provision of information to directors in a timely manner.

#### **4.8 Education of Board Members**

- (a) The Committee shall review, monitor and make recommendations regarding the ongoing development of existing directors.
- (b) The Committee shall ensure that there is an orientation program for new directors which introduces them to the operation of the business and affairs of the Company and the role of, and expectations as to the contributions to be made, by the Board and its committees.
- (c) The Committee shall work with management to make opportunities available to the directors to learn more about the Company and the industry and to meet with employees.

#### **4.9 Responsibilities of Board Members and Committees**

- (a) The Committee shall review annually the Board of Directors' Mandate and where necessary, recommend that changes be made. In addition, the Committee shall recommend procedures to ensure that the Board and the committees function independently of management.

#### **4.10 Review of Breaches of the Code of Business Conduct and Ethics**

- (a) The Committee shall receive reports from the CEO regarding breaches of the Code of Business Conduct and Ethics, and shall in turn report those breaches to the Board. The Committee shall review investigations and any resolutions of complaints received under the Code of Business Conduct and Ethics and report annually to the Board thereon.

#### **4.11 Other Directorships and Significant Activities**

- (a) The Chair of the Committee and the Executive Chair of the Board are to be notified before a director accepts a directorship on an additional public, private or not-for-profit board of directors (or similar body) or membership on an additional board committee, or before a director establishes other significant relationships with businesses, institutions, governmental units or regulatory entities, particularly those that may result in significant time commitments or a change in the director's relationship to the Company or its affiliates or potentially impact the reputation of the Company. The Committee shall consider the matter in accordance with the guidelines of the Board of Directors' Mandate with respect to service on other boards of directors and committees and advise the director accordingly. In addition, no director may serve on the board of a competitor or of a regulatory body with oversight of the Company or its subsidiaries or any other board which the Committee reasonably determines is inadvisable.



#### **4.12 Continuation of Board Members**

- (a) When a director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board (determined by reference to factors such as country of principal residence, principal occupation, industry affiliation, other boards on which the director serves etc.), the Chair of the Committee is to be advised of such change by the director. The Committee will consider whether the director should continue on the Board and recommend to the Board whether, in light of all the circumstances, the Board should request that the director resign.

#### **5. Reporting**

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

#### **6. Access to Information and Authority**

The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board.

#### **7. Review of Charter**

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consider



## SCHEDULE C

### COMPENSATION COMMITTEE CHARTER

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the compensation committee (the "**Committee**") of the board of directors (the "**Board**") of Beleave, Inc. (the "**Company**").

#### 1. Purpose

The purpose of the Committee is to assess and make recommendations to the Board regarding certain compensation matters as delegated by the Board and including the following responsibilities:

- (a) the development of human resource strategy, policies and programs;
- (b) matters relating to the proper utilization of human resources within the Company, with special focus on senior management succession, development and compensation;
- (c) making recommendations in relation to director and senior executive compensation; and
- (d) developing recommendations with respect to other employee benefits as they see fit.

In the performance of its duties, the Committee is expected to be focused on offering competitive compensation to attract, retain and motivate the best qualified executives for the Company to meet its goals; while acting in the interests of the Company and its stakeholders, including but not limited to its shareholders, and pursuing these objectives in a manner that is fiscally responsible.

#### 2. Composition and Membership

- (a) The Board will appoint the members of the Committee (the "**Members**"). The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will automatically cease to be a Member upon ceasing to be a director.
- (b) The Committee will consist of at least three directors and all Members ought to be independent directors.
- (c) The Board will appoint one of the Members to act as the chair of the Committee (the "**Chair**"). The Chair may appoint an individual to act as the secretary at any Committee meeting. The secretary of the Committee meeting will maintain minutes of the meetings and deliberations of the Committee. The secretary need not be a Member in order to act as the secretary of a Committee meeting.

#### 3. Meetings

- (a) Meetings of the Committee will be held at such times and places as the Chair may determine. Two (2) business days advance notice of each meeting will be given to each Member orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by telephone.
- (b) At the request of the Chair of the Board, the Chief Executive Officer or the Chief Financial Officer of the Company or any Member, the Chair will convene a meeting of the Committee. Any such request will set out in reasonable detail the business proposed to be conducted at the meeting so requested.
- (c) The Chair, if present, will act as the Chair of meetings of the Committee. If the Chair is not present at a meeting of the Committee the Members in attendance may select one of the members to act as Chair of the meeting.
- (d) A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by written resolutions signed by all Members.

- (e) The Committee may invite from time to time such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee. The Committee may meet in camera without members of management in attendance for a portion of each meeting of the Committee as may be determined by the Chair of the Committee.
- (f) In advance of every regular meeting of the Committee, the Chair, with the assistance of the secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

#### 4. Duties and Responsibilities

The duties and responsibilities of the Committee as they relate to the following matters, are as follows:

- (a) having regard to, among other things, competitive position and individual performance, annually review and recommend to the Board the remuneration of the senior executives of the Company, namely, any executives in the offices of Chief Executive Officer, Chief Financial Officer and any senior executives of the Company having comparable positions as may be specified by the Board;
- (b) to review the Chief Executive Officer's goals and objectives, including corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and set the Chief Executive Officer's compensation level based on this evaluation, subject to the approval of the Board;
- (c) to review with the Chief Executive Officer the goals and objectives of other senior executives, including corporate goals and objectives relevant to the compensation of such senior executives, evaluate the performance of senior executives in light of those goals and objectives, and set such senior executives' compensation level based on this evaluation, subject to the approval of the Board;
- (d) to review the corporate succession and development plans for the Company at the executive officer level;
- (e) to review executive compensation disclosure before the Company publicly discloses this information;
- (f) to keep abreast of current developments in executive compensation in companies engaged in similar industries;
- (g) to review and make recommendations to the Board in relation to employment offers for a Chief Executive Officer or any senior executive employment offer, or any offer that contains special terms including, but not limited to, any retiring or other allowance agreements, equity based compensation and any proposed change of control provisions;
- (h) at its discretion, to propose to the Board the engagement of, and manage and supervise, compensation consultants to assist in the evaluation of the compensation of the senior executives' and directors', including the fees and other terms of the retention;
- (i) to review and recommend to the Board for its approval the remuneration and other incentive plans of directors. The Committee should consider such compensation and benefits in relation to the responsibilities and risks involved in being a director of the Company and seek to align the interests of the directors with the best interests of the Company and its stakeholders, including but not limited to its shareholders;
- (j) to review on an annual basis the remuneration policies of the Company, including the total remuneration (including benefits) and the main components thereof for the directors and senior executives, and to compare such remuneration policies with the remuneration practices of peers in the same industry. The Committee may employ independent experts periodically as determined necessary to review remuneration policies for directors and senior executives;
- (k) to review periodically the structure and implementation of bonus plans and all share compensation plans and consider these in light of new trends and practices of peers in the same industry;
- (l) to review and recommend to the Board for its approval the disclosure required in any management information circular of the Company in respect of meetings of the shareholders of the Company relating to executive compensation as may be required pursuant to any applicable securities regulations, rules and policies and to review and finalize the report on executive compensation required in any management



information circular of the Company, including the report on executive compensation, the statement of officers compensation, employment agreements, stock option plans, and options and any other equity incentives granted during the most recently completed financial year;

- (m) subject to the powers of the Board, shareholder approval of all share compensation plans and receipt of all necessary regulatory approvals, to determine those directors, officers, employees and consultants of the Company who will participate in long term incentive plans; to determine the number and type of shares of the Company allocated to each participant under such plan; to determine the time or times when ownership of such shares will vest for each participant; and to administer all matters relating to any long term incentive plan and any employee bonus plan to which the Committee has been delegated authority pursuant to the terms of such plans or any resolutions passed by the Board;
- (n) to make recommendations annually regarding the Chief Executive Officer's and senior executives' entitlement to be paid a bonus under any employee bonus plan;
- (o) report regularly to the Board in relation to any matters arising from its review of compensation practices of the Company;
- (p) review and assess its mandate and recommend any proposed changes to the Board on an annual basis; and
- (q) evaluate the function of the Committee on an annual basis.

## **5. Reporting**

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

## **6. Access to Information and Authority**

The Committee will be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by Members. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve any such firm's fees and other retention terms without prior approval of the Board.

## **7. Review of Charter**

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.