



DELTA 9 CANNABIS INC.

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS
TO BE HELD ON JUNE 20, 2019**

AND

INFORMATION CIRCULAR

May 15, 2019

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this notice and information circular, you should immediately contact your advisor.

DELTA 9 CANNABIS INC.
PO Box 86096 Osborne Village
Winnipeg, Manitoba R3L 2V9
Telephone: (204) 997-5328

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders of Delta 9 Cannabis Inc. (the "**Company**") will be held at the Alt Hotel, 310 Donald Street, Winnipeg, Manitoba, on Thursday, June 20, 2019, at the hour of 1:00 p.m. (Winnipeg time) for the following purposes:

- (1) to receive the audited financial statements of the Company for the financial year ended December 31, 2018 and the accompanying reports of the auditors;
- (2) to set the number of directors of the Company at five and elect John William (Bill) Arbuthnot III, John William (John) Arbuthnot IV, Nitin Kaushal, Joanne Duhoux-Defehr and Hugh Aird as directors of the Company, to hold office until the next annual meeting of shareholders of the Company, or until their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company's constating documents;
- (3) to appoint Baker Tilly HMA LLP (formerly Collins Barrow HMA LLP) ("**Baker Tilly**") as the auditors of the Company for the financial year ending December 31, 2019 and authorize the directors of the Company to fix the remuneration to be paid to Baker Tilly for the financial year ending December 31, 2019;
- (4) to consider and, if thought fit, to pass an ordinary resolution to ratify the Company's stock option plan; and
- (5) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying information circular (the "**Information Circular**") provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Annual General and Special Meeting (this "**Notice of Meeting**").

The board of directors of the Company has fixed May 14, 2019 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please vote by proxy by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, or a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing, that

holds your securities on your behalf (each, an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Winnipeg, Manitoba this 15th day of May, 2019.

By Order of the Board of Directors of

DELTA 9 CANNABIS INC.

“John William Arbuthnot III”

John William (Bill) Arbuthnot III
Chairman, President and Director

PLEASE VOTE. YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED FORM OF PROXY AND PROMPTLY RETURN IT IN THE ENVELOPE PROVIDED.

DELTA 9 CANNABIS INC.
PO Box 68096 Osborne Village
Winnipeg, Manitoba R3L 2V9
Telephone: (204) 997-5328

INFORMATION CIRCULAR
May 15, 2019

This information circular (the “**Information Circular**”) accompanies the notice of annual general and special meeting of shareholders (the “**Notice**”) of Delta 9 Cannabis Inc. (the “**Company**”) and is furnished to the holders (each, a “**Shareholder**”) of common shares (each, a “**Share**”) of the Company in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting (the “**Meeting**”) of Shareholders to be held at 1:00 p.m. (Winnipeg time) on Thursday, June 20, 2019 at the Alt Hotel, 310 Donald Street, Winnipeg, Manitoba, or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is May 15, 2019. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation to any of the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principals authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this proxy material to their customers who are NOBOs (as defined below), and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Appointment of Proxy

Registered Shareholders are entitled to vote at the Meeting. A Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of May 14, 2019 on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Company.

A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING.

A SHAREHOLDER MAY EXERCISE THIS RIGHT BY INSERTING THE NAME OF SUCH OTHER PERSON IN THE BLANK SPACE PROVIDED ON THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE MUST BRING PERSONAL IDENTIFICATION TO THE MEETING.

A Shareholder may vote by mail, by telephone or via the Internet, by following instructions provided in the form of proxy, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of Manitoba) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. The Chairman of the Meeting, in his sole discretion, may accept completed forms of proxy on the day of the Meeting or any adjournment or postponement thereof.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder's attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

Revocation of Proxies

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last business day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof; (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof; or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (i) attendance at the Meeting and participation in a poll (ballot) by a Shareholder; or (ii) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

Voting of Shares and Proxies and Exercise of Discretion by Designated Persons

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space on the proxy. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY.

The enclosed form of proxy confers discretionary authority upon the Designated Persons with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice. At the date of this Information Circular, management of the Company is not aware of any such amendments, variations or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares of a Shareholder on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set out in this section is of significant importance to those Shareholders who do not hold Shares in their own name (referred to in this Information Circular as "Beneficial Shareholders"). Beneficial Shareholders should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided by a broker, then in almost all cases those Shares will not be registered in the Beneficial Shareholder's name on the records of the Company. Such Shares will more likely be registered under the names of the Beneficial Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of all of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker 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 Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. If Beneficial Shareholders receive the voting instruction forms from Broadridge, they are requested to complete and return the voting instruction forms to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting - the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have the applicable Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his, her or its broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the registered Shareholder must enter their own names in the blank space on the instrument of proxy provided to them and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend at the Meeting and vote his, her or its Shares.

Beneficial Shareholders consist of non-objecting beneficial owners ("NOBOs") and objecting beneficial owners ("OBOs"). A NOBO is a beneficial owner of Shares that has provided instructions to an intermediary holding the Shares in an account on behalf of the beneficial owner that the beneficial owner does not object, for that account, to the intermediary disclosing ownership information about the beneficial owner under National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") of the Canadian Securities Administrators. An OBO means a beneficial owner of Shares that has provided instructions to an intermediary holding the Shares in an account on behalf of the beneficial owner that the beneficial owner objects, for that account, to the intermediary disclosing ownership information about the beneficial owner under NI 54-101.

The Company is sending proxy-related materials indirectly to NOBOs. The Company will not pay for the delivery of proxy-related materials to OBOs. The Company will not pay for intermediaries to forward to OBOs the materials and OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

All references to Shareholders in this Information Circular are to registered Shareholders, unless specifically stated otherwise.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Shares without par value. As at the date hereof, a total of 87,713,478 Shares were issued and outstanding. Each Share carries the right to one vote at the Meeting.

The board of directors of the Company (the "**Board**") has chosen the record date for the determination of Shareholders entitled to vote at the Meeting to be the close of business on May 14, 2019.

Only registered Shareholders as of the record date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

Except as disclosed below, to the knowledge of the directors and executive officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Shares carrying more than 10% of the voting rights attached to the outstanding Shares of the Company as at the date hereof.

John William (Bill) Arbuthnot III beneficially owns, directly or indirectly, and exercised control or direction over, 18,735,000 Shares, representing approximately 21.36% of the issued and outstanding Shares and John William (John) Arbuthnot IV beneficially owns, directly or indirectly, and exercised control or direction over, 17,950,000 Shares, representing approximately 20.46% of the issued and outstanding Shares.

ELECTION OF DIRECTORS

The Board presently consists of five directors, being John William (Bill) Arbuthnot III, John William (John) Arbuthnot IV, Nitin Kaushal, Joanne Duhoux-Defehr and Hugh Aird.

The Shareholders will be asked at the Meeting to consider, and if thought appropriate, to pass, the following resolution:

“RESOLVED, as an ordinary resolution of the shareholders of Delta 9 Cannabis Inc. (the “**Company**”), that:

1. the setting of the number of directors of the Company at five be and is hereby authorized and approved; and
2. the election of John William (Bill) Arbuthnot III, John William (John) Arbuthnot IV, Nitin Kaushal, Joanne Duhoux-Defehr and Hugh Aird as directors of the Company, to hold office until the next annual meeting of shareholders of the Company, or until their earlier resignation or such time as their successors are duly elected or appointed in accordance with the Company’s constating documents.”

Management of the Company recommends that Shareholders vote in favour of the forgoing resolution at the Meeting.

The form of the forgoing resolution set forth above is subject to such amendments as management may propose at the Meeting but which do not materially affect the substance of such resolution. The resolution must be approved by more than 50% of the votes cast by Shareholders present in person or represented by proxy at the Meeting.

Directors

The following table sets out biographical information with respect to each of the directors, as well as the number of Shares held by the directors:

Name, Place of Residence and Proposed Position(s) with the Company to be held Following Closing	Principal Occupation, Business or Employment for Last Five Years ⁽¹⁾	Director Since	Number of Shares Owned
John William (Bill) Arbuthnot III Winnipeg, MB, Canada <i>Chairman, President and Director</i>	Co-founder and President of Delta 9 Bio-Tech Inc. since 2012. Chairman and President of the Company since October 31, 2017.	October 31, 2017	18,735,000 ⁽³⁾
John William (John) Arbuthnot IV Winnipeg, MB, Canada <i>CEO and Director</i>	Co-founder and Vice-President and Responsible Person in Charge of Delta 9 Bio-Tech Inc. since 2013. CEO of the Company since October 31, 2017.	October 31, 2017	17,950,000 ⁽⁴⁾
Joanne Duhoux-Defehr ⁽²⁾ East St. Paul, MB, Canada <i>Director</i>	Director of Delta 9 Bio-Tech Inc. since October 2016, and President of Triple D Developments Ltd., a Winnipeg-based property developer specializing in the construction of manufacturing facilities, since December 2008.	November 24, 2017	964,780 ⁽⁵⁾
Nitin Kaushal ⁽²⁾ Richmond Hill, ON, Canada <i>Director</i>	Managing Director, Corporate Finance, of PWC Canada since April 2012.	October 31, 2017	Nil ⁽⁶⁾
Hugh Aird ⁽²⁾ Toronto, ON, Canada <i>Director</i>	Private consultant since 2008 and investment banker with Edgcrest Capital from September 2014 to September 2016.	September 7, 2018	Nil ⁽⁷⁾

Notes:

- (1) Information has been furnished by the respective nominees individually.
- (2) Member of Audit Committee.
- (3) Does not include stock options to purchase 459,000 Shares and warrants to purchase 30,000 Shares.
- (4) Does not include stock options to purchase 459,000 Shares and warrants to purchase 48,750 Shares.
- (5) Comprised of 745,000 Shares held directly and 219,780 Shares held indirectly through Triple D Developments Ltd., a company controlled by Ms. Duhoux-Defehr and members of her family. Does not include stock options to purchase 230,000 Shares.
- (6) Does not include stock options to purchase 370,000 Shares.
- (7) Does not include stock options to purchase 150,000 Shares.

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, then the Designated Persons intend to exercise discretionary authority to vote the Shares represented by proxies for the election of any other persons as directors.

Orders

To the best of management's knowledge, no director of the Company is, or within the ten years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Bankruptcies

Except as disclosed below, to the best of management's knowledge, no proposed director of the Company is, or within ten years before the date of this Information Circular, has been, a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcy or insolvency.

On September 26, 2008, DeFehr Furniture Ltd. ("**DeFehr Furniture**") and a subsidiary company, Braman Furnishings Group Ltd. (together with DeFehr Furniture, the "**DeFehr Companies**"), filed for and obtained an order (the "**Initial Order**") from the Manitoba Court of Queen's Bench (the "**Court**") pursuant to the *Companies' Creditors Arrangement Act*.

On February 10, 2009, the Court granted an order approving a sale transaction of substantially all of the operating assets of the DeFehr Companies and in accordance with that sale transaction, on February 23, 2009 DeFehr Furniture changed its name to 6152449 Canada Ltd.

On March 27, 2009, the DeFehr Companies filed a motion and an order was granted to lift the stay of proceedings under the Initial Order in order to provide employees of the DeFehr Companies with the opportunity to file claims for payment of unpaid severance and termination pay under the *Wage Earner Protection Program Act*. Later that same day, the DeFehr Companies filed assignments in bankruptcy with the Official Receiver for the same reason. The trustee in bankruptcy was discharged on May 29, 2012.

On April 16, 2009, a receiver was appointed over the remaining assets of 6152449 Canada Ltd., and on July 22, 2010 the receiver was discharged.

Individual Bankruptcies

Except as disclosed below, to the best of management's knowledge, no proposed director of the Company is, or has, within the ten years preceding the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceeding, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

On August 14, 2009, Hugh Aird filed for personal bankruptcy in the Province of Ontario. Mr. Aird was discharged and released from all debts, except those matters referred to in subsection 178(1) of *The Bankruptcy and Insolvency Act* (Canada), on May 15, 2010.

Penalties and Sanctions

To the best of management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Statement of Executive Compensation:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

“**NEO**” or “**named executive officer**” means:

- (a) each individual who served as chief executive officer (“**CEO**”) of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,
- (b) each individual who served as chief financial officer (“**CFO**”) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officers of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

During the most recently completed financial year, the Company had four NEOs: (i) John William (John) Arbuthnot IV, the Company’s CEO; (ii) John William (Bill) Arbuthnot III, the Company’s President; (iii) James Lawson, the Company’s CFO since September 17, 2018; and (iv) Brent Bottomley, the Company’s CFO until September 17, 2018.

“**plan**” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial awards, rewards, benefits, gifts or perquisites paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided or for services to be provided, directly or indirectly, to the Company or any

subsidiary thereof for each of the two most recently completed financial years, other than stock options and other compensation securities:

Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites ⁽¹⁾ (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
John William (Bill) Arbuthnot III ⁽²⁾ <i>Chairman, President and Director</i>	2018	112,300	Nil	Nil	Nil	Nil	112,300
	2017	77,702	Nil	Nil	Nil	Nil	77,702
John William (John) Arbuthnot IV ⁽³⁾ <i>CEO and Director</i>	2018	112,300	Nil	Nil	Nil	Nil	112,300
	2017	77,702	Nil	Nil	Nil	Nil	77,702
James Lawson <i>CFO</i> ⁽⁴⁾	2018	77,700	Nil	Nil	Nil	Nil	77,000
Brent Bottomley ⁽⁵⁾ <i>Former CFO</i>	2018	75,000	Nil	Nil	Nil	Nil	75,000
	2017	40,000	Nil	Nil	Nil	Nil	40,000
Joanne Duhoux-Defehr ⁽⁶⁾ <i>Director</i>	2018	7,400	Nil	Nil	Nil	Nil	7,400
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Nitin Kaushal ⁽⁷⁾ <i>Director</i>	2018	7,400	Nil	Nil	Nil	Nil	7,400
	2017	Nil	Nil	Nil	Nil	Nil	Nil
Hugh Aird ⁽⁸⁾ <i>Director</i>	2018	7,400	Nil	Nil	Nil	Nil	7,400
Anthony Jackson <i>Former Director</i> ⁽⁹⁾	2018	Nil	Nil	Nil	Nil	Nil	Nil
	2017	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) "Perquisites" includes perquisites provided to a NEO or director that are not generally available to all employees and that, in aggregate, are: (a) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less, (b) 10% of the NEO or director's salary for the financial year if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000, or (c) \$50,000 if the NEO or director's total salary for the financial year is \$500,000 or greater.
- (2) Mr. Arbuthnot III has served as Chairman, President and Director of the Company since October 31, 2017.
- (3) Mr. Arbuthnot IV has served as CEO and Director since October 31, 2017.
- (4) Mr. Lawson has served as CFO since September 17, 2018.
- (5) Mr. Bottomley served as CFO from October 31, 2017 until he passed away on September 17, 2018.
- (6) Ms. Duhoux-Defehr has served as director since November 24, 2017.
- (7) Mr. Kaushal has served as director since October 31, 2017.
- (8) Mr. Aird has served as director since September 7, 2018.
- (9) Mr. Jackson served as director from January 13, 2016 until his resignation on September 7, 2018.

Stock Options and Other Compensation Securities

The following table sets forth all compensation securities granted or issued to each director and NEO by the Company or one of its subsidiaries in the most recently completed financial year ended December 31, 2018:

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
John William (Bill) Arbuthnot III <i>Chairman, President and Director</i>	Stock Option	300,000	September 12, 2018	1.79	1.89	1.22	September 12, 2023
	Stock Option	120,000	January 22, 2018	2.77	2.75	1.22	January 22, 2023
	Stock Option	39,000	February 20, 2018	2.30	2.58	1.22	February 20, 2023
John William (John) Arbuthnot IV <i>CEO and Director</i>	Stock Option	300,000	September 12, 2018	1.79	1.89	1.22	September 12, 2023
	Stock Option	120,000	January 22, 2018	2.77	2.75	1.22	January 22, 2023
	Stock Option	39,000	February 20, 2018	2.30	2.58	1.22	February 20, 2023
James Lawson <i>CFO</i>	Stock Option	150,000	September 12, 2018	1.79	1.89	1.22	September 12, 2023
	Stock Option	9,000	February 20, 2018	2.30	2.58	1.22	February 20, 2023
	Stock Option	30,000	January 22, 2018	2.77	2.75	1.22	January 22, 2023
Brent Bottomley <i>Former CFO</i>	Stock Option	230,000	September 12, 2018	1.79	1.89	1.22	September 12, 2023
	Stock Option	18,000	February 20, 2018	2.30	2.58	1.22	February 20, 2023
	Stock Option	60,000	January 22, 2018	2.77	2.75	1.22	January 22, 2023
Joanne Duhoux-Defehr <i>Director</i>	Stock Option	40,000	September 12, 2018	1.79	1.89	1.22	September 12, 2023
	Stock Option	30,000	January 22, 2018	2.77	2.75	1.22	January 22, 2023
Nitin Kaushal <i>Director</i>	Stock Option	40,000	September 12, 2018	1.79	1.89	1.22	September 12, 2023
	Stock Option	30,000	January 22, 2018	2.77	2.75	1.22	January 22, 2023
Hugh Aird <i>Director</i>	Stock Option	150,000	September 12, 2018	1.79	1.89	1.22	September 12, 2023
Anthony Jackson <i>Former Director</i>	Stock Option	30,000	January 22, 2018	2.77	2.75	1.22	January 22, 2023

Exercise of Compensation Securities by Directors and NEOs

The following table sets forth all compensation securities exercised by each director and NEO in the most recently completed financial year ended December 31, 2018:

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of compensation security	Number of compensation securities exercised	Exercise Price Per Security (\$)	Date of Exercise	Closing Price of the Security on the Date of Exercise (\$)	Difference Between Exercise Price and Closing Price on Date of Exercise (\$)	Total Value on Exercise Date (\$)
John William (Bill) Arbuthnot III <i>Chairman, President and Director</i>	Stock Option	200,000	0.65	June 15, 2018	1.50	0.85	\$170,000

Stock Option Plans and Other Incentive Plans

The Company's current stock option plan (the "Plan") is a "rolling" stock option plan, whereby the aggregate number of Shares reserved for issuance, together with any other Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Shares (calculated on a non-diluted basis) at the time an option is granted. The Plan provides that the Board may, from time to time, in its discretion, grant to directors, officers, employees, consultants and other personnel of the Company and its subsidiaries or affiliates, options to purchase Shares. As at the date hereof, there are 6,245,229 options outstanding under the Plan. The Company's Shareholders last approved the Plan at the Company's annual and special meeting held on June 22, 2018. The Company will seek the Shareholder's approval of the Plan at each annual and special meeting.

The Plan has been adopted to provide for the grant of stock options, which may be granted in consideration of the level of responsibility of a NEO or director as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of stock options to be granted to the executive officers, the Board may take into account the number of stock options, if any, previously granted to each executive officer and the exercise price of any outstanding stock options to ensure that such grants are in accordance with the policies of the TSX Venture Exchange (the "TSXV"), and to align the interests of the executive officers with the interests of the Shareholders. For a summary of the terms of the Plan, see "Particulars of Other Matters to be Acted Upon – Re-Approval of Stock Option Plan".

The Board has not adopted any specific policies or practices to determine the compensation for the Company's directors and officers.

Employment, Consulting and Management Agreements

Delta 9 Bio-Tech Inc. (“**Delta 9 Bio-Tech**”), a wholly owned subsidiary of the Company, entered into employment agreements dated February 1, 2017 with each of John William (Bill) Arbuthnot III and John William (John) Arbuthnot IV (the “**Former Employment Agreements**”), pursuant to which Mr. Arbuthnot III provided his services as President of Delta 9 Bio-Tech and Mr. Arbuthnot IV provided his services as Chief Executive Officer of Delta 9 Bio-Tech, respectively. Pursuant to the Former Employment Agreements, John William (Bill) Arbuthnot III and John William (John) Arbuthnot IV each received an annual salary from the Company in the amount of \$120,000 in 2018 and each were entitled to participate in the Plan.

The Former Employment Agreements provided that they may be terminated without cause during the term of the Former Employment Agreement by:

- (a) the NEO giving ninety days’ written notice to Delta 9 Bio-Tech; or
- (b) Delta 9 Bio-Tech at any time and for any reason in its sole discretion, in which case Delta 9 Bio-Tech shall provide the NEO with reasonable notice of termination, or pay in lieu thereof.

In the event that Delta 9 Bio-Tech were to have terminated the Former Employment Agreements effective December 31, 2018, management estimates that Mr. Arbuthnot III would have been entitled to receive a payment of approximately \$60,000 and Mr. Arbuthnot IV would have been entitled to receive a payment of approximately \$60,000.

Subsequent to the end of 2018, Delta 9 entered into new employment agreements with each of John William (Bill) Arbuthnot III and John William (John) Arbuthnot IV as well as James Lawson.

Oversight and Description of Director and NEO Compensation

Other than as disclosed in the table above, no directors or NEOs are paid any compensation in connection with their provision of services to the Company and the Company does not have a compensation committee. See “*Corporate Governance – Compensation*”, below, for more information.

Pension Plan Benefits

The Company does not have any pension plans that provide for payments or benefits to NEOs at, following, or in connection with retirement, including any defined benefits plan or any defined contribution plan. The Company does not have a deferred compensation plan with respect to any NEO.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Plan, being the Company's only equity compensation plan, as of December 31, 2018.

Plan Category	Number of Shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ⁽¹⁾
Equity compensation plans approved by Shareholders	8,409,014	\$1.29	148,185
Equity compensation plans not approved by Shareholders	Nil	N/A	N/A
Total	Nil	N/A	148,185 ⁽¹⁾

Note:

- (1) The Plan is a rolling stock option plan under which the Company can issue such number of options as is equal to 10% of the Company's issued and outstanding Shares from time to time.

The Shareholders of the Company adopted the Plan at the Company's special meeting on May 31, 2017 and re-approved the plan at the annual general and special meeting held on June 22, 2018.

A copy of the Plan is available for review at the offices of MLT Aikins LLP, the registered offices of the Company, at Suite 1800, 355 Burrard Street, Vancouver, BC, V6C 2G8, during normal business hours up to and including the date of the Meeting.

See "*Particulars of Other Matters to be Acted Upon – Re-Approval of Stock Option Plan*".

APPOINTMENT OF AUDITOR

It is proposed that Baker Tilly HMA LLP (formerly Collins Barrow HMA LLP) be appointed as the Company's auditor until the next annual meeting of the Shareholders and that the directors be authorized to fix the auditor's remuneration. Baker Tilly HMA LLP has been the Company's auditor since October 31, 2017.

To be effective, the resolution approving the appointment of the auditor and authorizing the directors to fix the auditor's remuneration must be passed at the Meeting. The directors recommend a vote FOR the appointment of the auditor and authorizing the directors to fix the auditor's remuneration. In the absence of a contrary instruction, the Designated Persons intend to vote FOR the appointment of the auditor and authorizing the directors of the Company to fix the auditor's remuneration. **Management recommends that Shareholders vote for the appointment of the auditor as presented for approval at the Meeting.**

AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") of the Canadian Securities Administrators, a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to the Audit Committee:

The Audit Committee Charter

The full text of the Company's audit committee charter (the "**Audit Committee Charter**") is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The Company's Audit Committee is comprised of three (3) directors, consisting of Joanne Duhoux-Defehr, Nitin Kaushal and Hugh Aird. As defined in NI 52-110, Joanne Duhoux-Defehr, Nitin Kaushal and Hugh Aird are independent. All of the Audit Committee members are "financially literate", as defined in NI 52-110, as both have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right, at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience

The following sets out the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member and that provides each member with: (i) an understanding of the accounting principles used by the Company to prepare its financial statements; (ii) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions; (iii) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (iv) an understanding of internal controls and procedures for financial reporting:

Joanne Duhoux-Defehr has extensive investment and management experience, having served as President of Triple D Developments Ltd., a Winnipeg-based property developer, specializing in the construction of manufacturing facilities, since December 2008. Ms. Duhoux-Defehr holds a Bachelor's of Business Administration degree from Webster University in Leiden, Netherlands, and a juris doctor degree from the University of San Francisco in California.

Nitin Kaushal serves as Managing Director, Corporate Finance, at PwC Canada. He has over 30 years of finance and investment experience. Over the course of his career, Mr. Kaushal has worked in senior roles with a number of Canadian investment banks, including Desjardins Securities Inc., Orion Securities Inc., Vengate Capital Partners Company, HSBC Securities Inc., Medwell Capital Corp. and Gordon Capital, and has held various roles within the private equity/venture capital industry. In addition, he has sat on the boards of a number of public and private companies, including Patient Home Monitoring Corp., Convalo Health International, Delivra Inc., Global Gardens Group Inc. and Shelby Ventures. Mr. Kaushal holds a Bachelor of Science (Chemistry) degree from the University of Toronto and is a CPA-CA.

Mr. Aird has served as a private consultant since 2008. He was also an investment banker with Edgecrest Capital from September 2014 to September 2016, founder of Mineralex Inc. from January 2011 to

September 2014 and President and Chief Executive Officer of American Lithium Minerals from August 2009 to September 2012.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions in Sections 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) or Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The following table provides information about the fees billed to the Company for professional services rendered by the Company's external auditors during the twelve-month fiscal year ended March 31, 2017, the nine-month fiscal year ended December 31, 2017 and the twelve-month fiscal year ended December 31, 2018:

Year Ended	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2018	\$67,800	\$100,829 ⁽²⁾	Nil	37,800 ⁽³⁾
December 31, 2017 ⁽¹⁾	\$52,100	\$31,903 ⁽²⁾	Nil	Nil
March 31, 2017	\$8,670	Nil	Nil	Nil

Notes:

- (1) The Company completed a three-cornered amalgamation with Delta 9 Bio-Tech and a wholly-owned subsidiary of the Company on October 31, 2017. This transaction was considered to be a reverse takeover transaction for accounting purposes with Delta 9 Bio-Tech as the acquirer. Accordingly, on that date, the auditor of the Company changed from Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants to Baker Tilly MPA LLP (formerly Collins Barrow HPA LLP) and the financial year end of the Company changed from March 31 to December 31.
- (2) These fees relate to the quarterly review engagement by the auditors of the Company's interim financial statements and management's discussion and analysis.
- (3) These fees relate to assistance with a public offering of securities by the Company that closed in 2018.

Exemption

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

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer, nominee for election to the Board, or associate of such persons is, or at any time since the beginning of the Company's most recently completed financial year has been, indebted to the Company or any of its subsidiaries.

No indebtedness of current or former director, executive officer, nominee for election to the Board, or associate of such person is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both, carrying more than ten percent of the voting rights attached to the Shares outstanding (an "**Insider**"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Shares, other than as follows:

Transactions with 6599362 Manitoba Ltd.

The Company's 80,000 square foot production facility (the "**Delta Facility**") is located at 760 Pandora Avenue in Winnipeg, Manitoba. At that same location are three additional warehouse buildings having a total floor area of approximately 100,000 square feet, and approximately 40 acres of additional land located adjacent to the Delta Facility that the Company may acquire (collectively, the "**Expansion Properties**"), as described below.

Delta 9 Bio-Tech owns the Delta Facility and leases a 55,162 square foot warehouse facility (the "**Expansion Facility**") from 6599362. The Expansion Facility forms part of the Expansion Properties. 6599362 Manitoba Ltd. ("**6599362**") owns the Expansion Properties (including the Expansion Facility).

6599263 is owned by Joanne Duhoux-Defehr, a director of the Company, and members of her family.

The original lease agreement in respect of the Delta Facility was entered into between Delta 9 Bio-Tech and 6599362 on February 1, 2015. It expired and was replaced with the five-year lease agreement dated March 19, 2018 and effective February 1, 2018 between Delta 9 Bio-Tech and 6599362 in respect of the Delta Facility (the "**Delta Facility Lease**"). The Delta Facility Lease was terminated on October 11, 2018 when the Delta Facility was purchased by Delta 9 Bio-Tech from 6599362 pursuant to an option agreement dated March 23, 2018 (the "**Option Exercise Agreement**"), between Delta 9 Bio-Tech and 6599362, as described below. Under the Delta Facility Lease, the basic rent was \$531,366 and the operating recoveries were \$138,207 per year until March 31, 2018, after which the basic rent and operating

recoveries increased to \$636,570 and \$151,756 per year respectively until the early termination of the Delta Facility Lease on October 11, 2018.

Delta 9 Bio-Tech also leased 27 containers from 6599362, which it used as grow pods to produce cannabis (“**Grow Pods**”), at a monthly rent of \$9,518 under the equipment lease agreements, dated May 19, 2017 and January 17, 2018, between Delta 9 Bio-Tech and 6599362 (the “**Equipment Lease Agreements**”). The Equipment Lease Agreements were terminated on October 11, 2018 when all of the Grow Pods were purchased by Delta 9 Bio-Tech from 6599362 pursuant to the Option Exercise Agreement, as described below.

On March 19, 2018, Delta 9 Bio-Tech entered into a binding letter of intent (the “**Delta LOI**”) dated March 19, 2018 with 6599362 setting out the terms and conditions pursuant to which it is anticipated that Delta 9 Bio-Tech will purchase the Expansion Properties. On March 19, 2018, Delta 9 Bio-Tech also entered into a lease agreement effective April 1, 2018 with 6599362 pursuant to which Delta 9 Bio-Tech leases the Expansion Facility from 6599362 at a basic rent of \$6.60 per square foot per year (\$350,875 per year) and additional rent of \$4,440 per month.

On March 23, 2018, Delta 9 Bio-Tech entered into the Option Exercise Agreement with 6599362 to exercise its option under the Delta Facility Lease and the Equipment Lease Agreements to purchase: (i) the Delta Facility for a purchase price of \$6,250,000 plus applicable taxes; and (ii) 27 Grow Pods for a purchase price (notwithstanding the terms and conditions of the Equipment Lease Agreements) of \$951,798, plus applicable taxes. Delta 9 Bio-Tech completed the purchase of the Delta Facility and the 27 Grow Pods on October 11, 2018.

The definitive purchase agreement for the acquisition of the Expansion Properties is currently being negotiated with counsel for 6599362 and is anticipated to incorporate, among other things, the terms of the Delta LOI. Delta 9 Bio-Tech anticipates the acquisition of the Expansion Properties to be completed in the third quarter of 2019.

MANAGEMENT CONTRACTS

There were no management functions of the Company, which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company, except as otherwise described in this Information Circular.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board facilitates its exercise of independent supervision over the Company’s management through frequent meetings of the Board.

Nitin Kaushal, Joanne Duhoux-Defehr and Hugh Aird are “independent” directors in that they are independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director’s ability to act with the best interests of the Company, other than the interests and relationships arising from being Shareholders of the Company. John William (Bill) Arbuthnot III and John William (John) Arbuthnot IV are not independent because they are officers and control persons of the Company.

Directorships

Certain directors of the Company are currently also directors of other reporting issuers, as described in the table below:

Name	Name of Other Reporting Issuer	Trading Market
Nitin Kaushal	High Tide Inc.	CSE
	CannAmerica Brands Corp.	CSE
	Valens Groworks Corp.	CSE
	Viemed Healthcare, Inc.	TSX
	Ventura Cannabis and Wellness Corp.	CSE

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

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

Nomination of Directors

The Company does not have a formal process or committee for proposing new nominees for election to the Board. The nominees proposed are generally the result of recruitment efforts by the members of the Board, including both formal and informal discussions among the members of the Board.

Compensation

The Board has not created or appointed a compensation committee given the Company's current size and stage of development. All tasks related to developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company's employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and the Audit Committee.

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

No director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no nominee for election as a director of the Company, and no associate or affiliates of any such director, officer or nominee, has any material interest, direct or indirect, by way of beneficial ownership of Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors and the grant of options which may be granted to such persons upon the approval of the Plan, as further discussed below.

Directors, executive officers, nominees for election as director of the Company may be interested in the approval of the Plan, pursuant to which they may be granted stock options. See "*Particulars of Other Matters to be Acted Upon – Re-Approval of Stock Option Plan*", below, for more information.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Re-Approval of Stock Option Plan

The Plan is a "rolling" stock option plan, whereby the maximum number of Shares that may be reserved for issuance pursuant to the exercise of options is 10% of the issued Shares of the Company and, as such, will increase with the issuance of additional Shares of the Company. As at the date hereof, there are 6,245,229 options outstanding under the Plan.

The following information is intended as a brief description of the Plan and is qualified in its entirety by the full text of the Plan, a copy of which is attached as Schedule "B" to the notice and information circular dated May 2, 2017 and filed on SEDAR at www.sedar.com on May 8, 2017:

1. The Board shall establish the exercise price at the time each option is granted, subject to the following conditions:
 - (a) if the Shares are listed on the TSXV, the exercise price will not be less than the minimum prevailing price permitted by TSXV policies;
 - (b) if the Shares are not listed, posted and trading on any stock exchange or bulletin board, then the exercise price will be determined by the Board at the time of granting;
 - (c) if an option is granted within 90 days of a distribution by a prospectus by the Company, the exercise price will not be less than the price that is the greater of the minimum prevailing price permitted by TSXV policies and the per share price paid by public investors for Shares acquired under the distribution by the prospectus, with the 90 day period beginning on the date a final receipt is issued for the prospectus; and
 - (d) in all other cases, the exercise price shall be determined in accordance with the rules and regulations of any applicable regulatory bodies.
2. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, without having been exercised in full, the number of Shares in respect of the expired or terminated option shall again be available for a grant under the Plan.
3. No option granted under the Plan may have an expiry date exceeding ten years from the date on which the option is granted (unless automatically extended as a result of a blackout period as described below).

4. The expiry date of each option will be automatically extended if the expiry date falls within a period during which the Company prohibits optionees from exercising their options, provided that:
 - (a) the blackout period has been formally imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information (as defined in the policies of the TSXV). For greater certainty, in the absence of the Company formally imposing a blackout period, the expiry date of any options will not be automatically extended in any circumstances;
 - (b) the blackout period expires upon the general disclosure of the undisclosed Material Information and the expiry date of the affected options is extended to no later than ten (10) business days after the expiry of the blackout period; and
 - (c) the automatic extension will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Company's securities.
5. Options granted to any one individual in any 12 month period cannot exceed more than 5% of the issued Shares, unless the Company has obtained disinterested Shareholder approval.
6. Options granted to any one consultant in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the TSXV.
7. Options granted to all persons, in aggregate, conducting investor relations activities in any 12 month period cannot exceed more than 2% of the issued Shares, without the prior consent of the TSXV.
8. Options issued to optionees performing investor relations activities will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.
9. If a director, employee or consultant of the Company is terminated for cause, then any option granted to the option holder will terminate immediately upon the option holder ceasing to be a director, employee, or consultant of the Company by reason of termination for cause.
10. If an option holder ceases to be a director, employee or consultant of the Company (other than by reason of death, disability or termination of services for cause), or if an optionee resigns, as the case may be, then any option granted to the holder that had vested and was exercisable on the date of termination will expire on the earlier of the expiry date and the date that is 90 days following the date that the holder ceases to be a director, employee or service provider of the Company.
11. If the engagement of an option holder engaged in investor relations activities as a consultant is terminated for any reason other than cause, disability or death, any option granted to such holder that was exercisable and had vested on the date of termination will be exercisable until the earlier of the expiry date and the date that is 30 days after the effective date of the holder ceasing to be a consultant.
12. If an option holder dies, the holder's lawful personal representatives, heirs or executors may exercise any option granted to the holder that had vested and was exercisable on the date of death until the earlier of the expiry date and one year after the date of death of the holder.

13. If an option holder ceases to be a director, employee or consultant of the Company as a result of a disability, the holder may exercise any option granted to the holder that had vested and was exercisable on the date of disability until the earlier of the expiry date and one year after the date of disability.
14. Options granted to directors, employees or consultants will vest when granted unless determined by the Board on a case by case basis, other than options granted to consultants performing investor relations activities, which will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.
15. The Plan will be administered by the Board who will have the full authority and sole discretion to grant options under the Plan to any eligible party, including themselves.
16. Options granted under the Plan shall not be assignable or transferable by an option holder.
17. The Board may from time to time, subject to regulatory or Shareholder approval, amend or revise the terms of the Plan.

The Plan provides that other terms and conditions may be attached to a particular option at the discretion of the Board.

At the Meeting, Shareholders will be asked to approve the following ordinary resolution (the "**Plan Resolution**"), which must be approved by at least a majority of the votes cast by Shareholders represented in person or by proxy at the Meeting who vote in respect of the Plan Resolution:

"RESOLVED, as an ordinary resolution of the shareholders of Delta 9 Cannabis Inc. (the "**Company**"), that:

1. the Company's stock option plan (the "**Plan**"), as described in the Company's information circular dated May 15, 2019, including the reservation for issuance under the Plan at any time of a maximum of 10% of the issued and outstanding common shares of the Company, be and is hereby ratified, confirmed and approved, subject to the acceptance of the Plan by the TSX Venture Exchange (the "**TSXV**");
2. the board of directors of the Company be authorized in its absolute discretion to administer the Plan and amend or modify the Plan in accordance with its terms and conditions and with the policies of the TSXV; and
3. any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Plan required by the TSXV or applicable securities regulatory authorities and to complete all transactions in connection with the administration of the Plan."

The form of the Plan Resolution set forth above is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the Plan Resolution.

Management of the Company recommends that Shareholders vote in favour of the Plan Resolution at the Meeting.

ADDITIONAL INFORMATION

Shareholders may contact the Company at its office by mail at PO Box 68096 Osborne Village, Winnipeg, Manitoba R3L 2V9 to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's audited financial statements and MD&A for the most recently completed financial year and in the financial statements and MD&A for subsequent financial periods, which are available on SEDAR at www.sedar.com.

OTHER MATTERS

Other than the above, management of the Company know of no other matters to come before the Meeting other than those referred to in the Notice. If any other matters that are not currently known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the Designated Persons named therein to vote on such matters in accordance with their best judgment.

The final date by which the Company must receive Shareholder proposals for the annual meeting of Shareholders to be held in 2020 is March 20, 2020. All proposals should be sent by registered mail to the Chief Financial Officer of the Company at PO Box 86096 Osborne Village, Winnipeg, Manitoba R3L 2V9.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved, and the delivery of it to each Shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized, by the Board.

Dated at Winnipeg, Manitoba this 15th day of May, 2019.

ON BEHALF OF THE BOARD OF DIRECTORS OF

DELTA 9 CANNABIS INC.

"John William Arbuthnot III"

John William (Bill) Arbuthnot III
Chairman, President and Director

SCHEDULE "A"

DELTA 9 CANNABIS INC. (the "Company")

AUDIT COMMITTEE CHARTER

1. Mandate

The audit committee will assist the board of directors (the "Board") in fulfilling its financial oversight responsibilities. The audit committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well and the company's business, operations and risks.

2. Composition

The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must not be officers, employees or control persons of the Company. If the Company ceases to be a "venture issuer" as that term is defined in *National Instrument 52-110 – Audit Committees ("NI 52-110")*, then all of the members of the audit committee shall be free from any material relationship with the Company within the meaning of NI 52-110.

2.2 Financial Literacy of Committee Members

Each member of the audit committee must be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the committee. A person is generally considered "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

2.3 Replacement of Committee Members

Any member of the audit committee may be removed or replaced at any time by the Board and automatically ceases to be a member of the audit committee upon ceasing to be a director.

The Board may fill vacancies on the audit committee by appointing another director to the committee. The Board will fill any vacancy if the membership of the audit committee is less than three directors. Whenever there is a vacancy on the audit committee, the remaining members may exercise all of the committee's powers as long as a quorum remains in office. Subject to the foregoing, the members of the audit committee will be appointed by the Board annually, and each member of the committee will remain on the committee until the next annual meeting of shareholders after his or her appointment or until his or her successor is duly appointed and qualified.

2.4 Chair

The Chair shall be responsible for leadership of the audit committee, including overseeing the scheduling and preparation of meetings, presiding over meetings, and making regular reports to the Board. The Chair will also regularly liaise with the Chief Executive Officer and Chief Financial Officer of the Company and the lead partner of the Company's external auditors.

3. Meetings

The audit committee will meet regularly at times necessary to perform the duties described in this Charter in a timely manner, but not less than four times a year. Meetings may be held at any time deemed appropriate by the committee. The audit committee may meet in person and/or by telephone or electronic means and, other than with respect to the review of the audited financial statements and the notes and Management's Discussion and Analysis relating to such financial statements with management and the independent auditor, may act by means of a written resolution signed by all members entitled to vote on the matter.

The audit committee shall meet at least annually with the Company's Chief Financial Officer and external auditors in separate executive sessions, and will meet without management present at every regular meeting.

A majority of the members of the audit committee constitute quorum.

4. Roles and Responsibilities

The audit committee shall fulfill the following roles and discharge the following responsibilities:

4.1 External Audit

The external auditor shall report directly to the audit committee. The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor's report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the audit committee shall:

- (a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company;
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls
- (c) review and discuss with management and the external auditor the nature and appropriateness of the Company's systems to identify, assess and mitigate significant business risks and discuss with the external auditor management's responses to the external auditor's advice regarding management and internal controls.

4.3 Financial Reporting

The audit committee shall review the Company's financial statements, Management's Discussion and Analysis ("**MD&A**") and other financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions;
- (b) review with management and the external auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements; and
- (c) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (a) review the Company's draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (c) review the Company's MD&A respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (a) review and approve the Company's interim financial statements prior to their release to the public; and

- (b) review the Company's MD&A respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (a) where reasonably possible, review and approve all other public disclosure, including news releases, containing financial information prior to its release to the public; and
- (b) periodically assess the procedures for the review of disclosure of financial information (other than that set forth under the headings "Annual Financial Statements" and "Interim Financial Statements" above) extracted or derived from the financial statements.

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided;
 - (ii) the Company or its subsidiary did not recognize the services as non-audit services at the time of the engagement; and
 - (iii) the services are promptly brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated by the audit committee.

Pre-Approval Policies and Procedures

- (a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;

- (ii) the audit committee is informed of each non-audit service; and
- (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the company regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board;
- (f) review and approve hiring policies regarding partners, employees and former partners and employees of the present and former external auditor;
- (g) review and update this Charter and receive approval of changes to this Charter from the Board;
- (h) review and discuss with management the appointment of the Chief Financial Officer of the Company and any other key financial executives of the Company and recommend qualified candidates to the Board, as appropriate

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the audit committee; and
- (c) communicate directly with the internal and external auditors.

The audit committee shall have full access to all books, records, facilities and personnel of the Company in connection with the performance of its duties.

Nothing in this Charter is intended or construed to impose on any member of the audit committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject. Each member of the audit committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Company from whom he or she receives financial and other information, and the accuracy of the information provided to the Company by such persons or organizations.

While the audit committee has the responsibilities and powers set forth in this Charter, it is not the duty of the committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with International Financial Reporting Standards in Canada and applicable rules and regulations, which duties are the responsibility of management and the external auditors