



**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION  
AND PROXY CIRCULAR**

for the  
Annual General Meeting  
to be held on  
June 13, 2017

**Dated as of May 2, 2017**

**RIWI CORP.**

**NOTICE OF MEETING**

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) for the financial year ended December 31, 2016 of the shareholders of RIWI Corp. (the “**Company**”) will be held at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia on June 13, 2017 at 2:00 p.m., Vancouver time, for the following purposes:

1. to receive the consolidated financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended December 31, 2016;
2. to elect eight directors to hold office until the next annual meeting of shareholders;
3. to appoint KPMG LLP, Chartered Professional Accountants, as auditor to hold office until the next annual meeting of shareholders at a remuneration to be fixed by the Board of Directors through the Audit Committee; and
4. to transact such other business as may properly come before the Meeting or any adjournment or adjournments thereof.

If you are a *registered shareholder* of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy for the Meeting and deposit it with Computershare Investor Services Inc. at 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, before 2:00 p.m. (Vancouver time), on June 9, 2016, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting.

If you are a *non-registered shareholder* of the Company and receive these materials through your broker or another intermediary, please complete and return the request for voting instructions in accordance with the instructions provided to you by your broker or such other intermediary.

DATED at Vancouver, British Columbia, this 2nd day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

***(signed) Neil Seeman***

NEIL SEEMAN  
President and Chief Executive Officer

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## MANAGEMENT INFORMATION AND PROXY CIRCULAR

This Management Information and Proxy Circular (“**Information Circular**”) is furnished in connection with the solicitation by the management of RIWI Corp. (the “**Company**”) of proxies to be voted at the annual general meeting (the “**Meeting**”) for the financial year ended December 31, 2016 of the holders (the “**shareholders**”) of common shares (the “**Shares**”) of the Company to be held at 1200 Waterfront Centre, 200 Burrard Street, Vancouver, British Columbia, on June 13, 2017 at 2:00 p.m. (Vancouver time), for the purposes set forth in the accompanying Notice of Meeting.

It is anticipated that the notice of meeting for the Meeting, form of proxy and request for voting instructions will be first mailed to shareholders on or about May 11, 2017. Unless otherwise stated, the information contained in this Information Circular is given as at May 2, 2017.

The Company is sending proxy-related materials directly to non-objecting beneficial owners pursuant to National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”). The Company does not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101 the proxy-related materials and Form 54-107 *Request for Voting Instructions Made by Intermediary*. In the case of an objecting beneficial owner, the objecting beneficial owner will not receive the materials unless the objecting beneficial owner’s intermediary assumes the cost of delivery.

The head office of the Company is located at Suite 200 – 459 Bloor Street, Toronto, Ontario M5S 1X9 and its telephone number is 416-205-9984. The registered and records office of the Company is located at 1200 – 200 Burrard Street, Vancouver, British Columbia, V7X 1T2.

All currency figures in the Information Circular are in Canadian dollars, unless otherwise indicated.

Information regarding the proxies solicited by management in connection with the Meeting is set out below under “Information About Proxies”.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### ***Election of Directors***

The directors of the Company are elected at each annual meeting of shareholders and hold office until the close of the next annual meeting or until their successors are duly elected or appointed, unless their office is earlier vacated in accordance with the *Canada Business Corporations Act*. Management proposes to nominate each of the following eight persons for election as a director of the Company. Proxies cannot be voted for a greater number of persons than the number of nominees named. **In the absence of instructions to the contrary, the enclosed form of proxy will be voted “FOR” the nominees listed below.**

Information concerning the eight nominees, as furnished by them individually, is set forth below.

Name, Province or State and Country of Residence, Position	Principal Occupation or Employment	Director Since	Number of Securities Beneficially Owned or Controlled
NEIL SEEMAN Ontario, Canada President, Chief Executive Officer and Director	Chief Executive Officer of RIWI Corp. since November 2011; Executive Director of the Innovation Cell at Massey College in the University of Toronto from August 2008 to November 2011.	November, 2009	5,790,000 Shares <sup>(2)</sup> 590,156 Stock Options 15,000 Warrants
ROBERT PIROOZ <sup>(1)</sup> British Columbia, Canada Director	Executive Chairman of Network Media Group Inc. since July 2014; General Counsel of Pan American Silver Corp. from January 2003 to March 2015;	November, 2009	2,785,000 Shares <sup>(3)</sup> 25,000 Stock Options
BOB SEEMAN British Columbia, Canada Director	Chief Executive Officer of Clera Inc. from December 2001 to present.	August, 2009	5,775,000 Shares <sup>(2)</sup> 25,000 Stock Options
ANNETTE CUSWORTH <sup>(1)</sup> British Columbia, Canada Director	Vice-President Finance and Chief Accounting Officer of Creation Technologies since May 4, 2015; Finance & Taxation Director of Kestrel Holdings Ltd. from April 2014 to April 2015; Corporate Controller of Sauder Industries Ltd. from May 2013 to April 2014; Finance & Taxation Director of Kestrel Holding Ltd. from August 2011 to May 2013; Chief Financial Officer of Magma Energy Corp. from June 2010 to July 2011.	March, 2015	15,100 Shares 95,000 Stock Options 15,000 Warrants
DONALD SHUMKA <sup>(1)</sup> British Columbia, Canada Director	President of Walden Management Ltd., a management company, since 2004.	March, 2015	25,000 Shares 95,000 Stock Options 25,000 Warrants
KEVIN MAHONEY British Columbia, Canada Lead Director	Director of Universal Rail Systems Inc. July 2014 to present; Chairman of InTransit British Columbia GP Ltd. from December 2005 to June 2016; Chairman of Delta Hotels Limited from January 2008 to April 2015; Chairman of BC Transit Corporation from May 2009 to June 2016; Chairman of SilverBirch Management Ltd. from January 2008 to July 2014.	March, 2015	17,576 Shares 95,000 Stock Options 15,476 Warrants
RICHARD PERLE Maryland, USA Director	Professional Consultant. Resident fellow at the American Enterprise Institute since May, 1987.	June, 2015	6,172 Shares 95,000 Stock Options 6,172 Warrants
KENNETH ADELMAN Virginia, USA Director	Executive leadership trainer and corporate speaker; Former Ambassador and top US Diplomat.	June, 2016	70,000 Stock Options

Note:

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

<sup>(2)</sup> 5,775,000 of these Shares of the Company are owned by RIWI Hold Inc. RIWI Hold Inc. is a private corporation all the voting shares of which are owned by a discretionary family trust with Ms. Nicola Mahaffy as the sole trustee. Ms. Mahaffy is the

spouse of Mr. Bob Seeman, one of our directors, and is the sister-in-law of Mr. Neil Seeman, our President and Chief Executive Officer and director. Mr. Neil Seeman is the holder of certain non-voting preferred shares of RIWI Hold Inc. Neither Mr. Neil Seeman nor Mr. Bob Seeman exercises control over the securities held by RIWI Hold Inc., whether by voting or investment control or otherwise, and each disclaims beneficial ownership of the shares held by RIWI Hold Inc.

<sup>(3)</sup> 2,785,000 Shares of the Company are owned by BP Capital Ltd., a private company, all the common shares of which are controlled by director, Robert Pirooz, and Ross Beaty.

The information as to residence, principal occupation and number of Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees as of May 2, 2017.

Except as noted below, none of the nominees for election to the Company's Board of Directors named above:

- (a) are, as at the date of this Information Circular, or have been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that,
  - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) are, as at the date of this Information Circular, or have been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) have, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Mr. Pirooz was formerly a director of Pacific Ballet British Columbia Society (the "**Ballet**"). On December 23, 2008, within a year following Mr. Pirooz's resignation from the Board of Directors of the Ballet, the Ballet filed a Notice of Intention to Make a Proposal under subsection 50.4(1) of the *Bankruptcy and Insolvency Act*. Subsequently, on January 9, 2009, the proposal was unanimously accepted by the creditors of the Ballet.

Mr. Perle was formerly a director of Tapestry Pharmaceuticals, Inc. (“**Tapestry**”) from July 2000 to July 2009. In March 2009, Tapestry, a U.S. company, filed for Chapter 11 reorganization bankruptcy protection.

In addition, none of the nominees for election to the Company’s Board of Directors named above 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 shareholder in deciding whether to vote for a nominee as director.

There is currently one committee of the Board of Directors, namely, the Audit Committee. The members of the Audit Committee are Robert Pirooz, Annette Cusworth and Donald Shumka.

The directors and executive officers of the Company as a group beneficially own, directly or indirectly, an aggregate of approximately 8,823,471 Shares (which does not include options or warrants), which together represent approximately 54.46% of the total votes attached to the Company’s outstanding Shares.

None of the above directors has entered into any arrangement or understanding with any other person pursuant to which he was, or is to be, elected as a director of the Company or a nominee of any other person.

Additional information regarding the Audit Committee of the Board of Directors, and the attendance of each director at meetings of the Board of Directors and the Audit Committee held during the fiscal year ended December 31, 2016, is set out below under “Corporate Governance”, “Meetings of the Board of Directors” and “Committee of the Board of Directors”.

### ***Appointment of Auditor***

**Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted “FOR” the appointment of KPMG LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as the auditor of the Company to hold office until the close of the next annual meeting of shareholders of the Company or until a successor is appointed.** It is proposed that the remuneration to be paid to the auditor be fixed by the Audit Committee of the Board of Directors. KPMG LLP was first appointed the auditor of the Company on March 9, 2016.

### ***Fees Paid to Auditor and their Independence from the Company***

The Company retained KPMG LLP to provide audit services which were billed during the year ended December 31, 2016 and retained MNP LLP to provide audit services which were billed during the year ended December 31, 2015 in the following categories and amounts:

(in Canadian dollars)

	<u>Year ended December 31, 2016</u>	<u>Year ended December 31, 2015</u>
Audit Fees <sup>(1)</sup> .....	\$ 35,000	\$ 25,109
Audit-Related Fees <sup>(2)</sup> .....	\$ Nil	\$ Nil
Tax Fees <sup>(3)</sup> .....	\$ 1,500	\$ 1,545
All Other Fees .....	\$ Nil	\$ Nil
Totals .....	<u>\$ 36,500</u>	<u>\$ 26,654</u>

#### **Notes:**

- (1) "Audit Fees" represent fees for the audit of the Company's consolidated annual financial statements, review of the Company's interim financial statements and review in connection with regulatory financial filings.
- (2) "Audit Related Fees" represent fees for assistance regarding the application of accounting and financial reporting standards.
- (3) "Tax Fees" represent fees for tax compliance, tax consulting and tax planning.

The Audit Committee has adopted procedures requiring the Audit Committee to review and approve in advance all particular engagements for services provided by the Company's independent auditor. Consistent with applicable laws, the procedures permit limited amounts of services, other than audit, review or attest services, to be approved by one or more members of the Audit Committee pursuant to authority delegated by the Audit Committee, provided the Audit Committee is informed of each particular service. In certain circumstances, the Chair of the Audit Committee may pre-approve the services to be provided and this will then be raised at the next meeting of the Audit Committee for ratification. All of the engagements and fees for the year ended December 31, 2016 were pre-approved or ratified by the Audit Committee. The Audit Committee reviews with its auditor whether the non-audit services to be provided are compatible with maintaining the auditor's independence.

## **INFORMATION ABOUT PROXIES**

### ***Solicitation of Proxies***

The solicitation for proxies by management of the Company will be made primarily by mail but solicitation may be made by telephone or in person with the cost of such solicitation to be borne by the Company. **While no arrangements have been made to date, the Company may contract for the solicitation of proxies for the Meeting. Such arrangements would include customary fees which would be borne by the Company.**

### ***Appointment of Proxyholder***

The persons named in the enclosed form of proxy for the Meeting are officers of the Company and nominees of management. **A registered shareholder has the right to appoint some other person or company, who need not be a shareholder, to represent such registered shareholder at the Meeting by**



**striking out the names of the persons designated in the accompanying form of proxy and by inserting the name of that other person or company in the blank space provided.** If a registered shareholder appoints one of the persons designated in the accompanying form of proxy as a nominee and does not direct the said nominee to vote either “For”, “Against” or “Withhold”, as applicable, from voting on a matter or matters with respect to which an opportunity to specify how the Shares registered in the name of such registered shareholder shall be voted, the proxy shall be voted “For” such matter or matters.

The instrument appointing a proxyholder must be in writing and signed by the registered shareholder, or such registered shareholder’s attorney authorized in writing, or if the registered shareholder is a corporation, by the authorized representative or a duly authorized person on behalf, of such corporation. An undated but executed proxy will be deemed to be dated the date of the mailing of the proxy. In order for a proxy to be valid, a registered shareholder must:

- (a) sign and print his or her name on the lines specified for such purpose at the bottom of the form of proxy; and
- (b) return the properly executed and completed form of proxy:
  - (i) by mailing it or delivering it by hand in the appropriate enclosed return envelope addressed to Computershare Investor Services Inc. (“**Computershare**”); or
  - (ii) by faxing it to Computershare at 1-866-249-7775 (Within North America) or 416 – 263-9524 (Outside of North America),

to be received by 2:00 p.m. (Vancouver time) on June 9, 2017, or no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment(s) of the Meeting, unless the Chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently.

### ***Revocation of Proxy***

A registered shareholder may revoke a proxy by delivering a signed instrument in writing executed by such registered shareholder or by the registered shareholder’s attorney authorized in writing or, where the registered shareholder is a corporation, by a duly authorized officer or attorney of such corporation, either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or before any vote in respect of which the proxy is to be used shall have been taken, or in any other manner permitted by law.

### ***Voting of Proxies***

A registered shareholder may direct the manner in which his or her Shares are to be voted or withheld from voting in accordance with the instructions of the registered shareholder by marking the form of proxy accordingly. The management nominees designated in the enclosed form of proxy will vote the Shares represented by proxy in accordance with the instructions of the registered shareholder on any resolution that may be called for and if the registered shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly. **Where no choice is specified with**

respect to any resolution or in the absence of certain instructions, the Shares represented by a proxy given to management will be voted “For” the resolution. If more than one direction is made with respect to any resolution, such Shares will similarly be voted “For” the resolution.

### ***Exercise of Discretion by Proxyholders***

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the proxyholders named therein with respect to amendments or variations of matters identified in the accompanying Notice of Meeting, and other matters not so identified which may properly be brought before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. If any amendment or variation or other matter comes before the Meeting, the persons named in the proxy will vote in accordance with their judgement on such amendment, variation or matter.

### **VOTING BY BENEFICIAL SHAREHOLDERS**

The information set out in this section is important to many shareholders as a substantial number of shareholders do not hold their Shares in their own name.

Persons who hold Shares through their brokers, agents, trustees or other intermediaries (such as shareholders, “**Beneficial Shareholders**”) should note that only proxies deposited by registered shareholders whose names appear on the share register of the Company may be recognized and acted upon at the Meeting. If Shares are shown on an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases the name of such Beneficial Shareholder will not appear on the share register of the Company. Such Shares will most likely be registered in the name of the broker or an agent of the broker. In Canada, the vast majority of such Shares will be registered in the name of “CDS & Co.”, the registration name of CDS Clearing and Depository Services Inc., and in the United States, the vast majority will be registered in the name of “Cede & Co.”, the registration name of the Depository Trust Company, which entities act as nominees for many brokerage firms. Shares held by brokers, agents, trustees or other intermediaries can only be voted by those brokers, agents, trustees or other intermediaries in accordance with instructions received from Beneficial Shareholders. As a result, Beneficial Shareholders should carefully review the request for voting instructions (“**VIF**”) provided with this Information Circular and ensure they communicate how they would like their Shares voted in accordance with those instructions.

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as “**NOBOs**”. Those Beneficial Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as “**OBOs**”. In accordance with the requirements of National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators (the “**CSA**”), the Company has elected to send the Notice of Meeting, the form of proxy and VIF (collectively, the “**Meeting Materials**”) directly to NOBOs.

Generally, a Beneficial Shareholder who has not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy which has already been signed by the intermediary (typically by a facsimile with a stamped signature), which is restricted as to the number of shares

beneficially owned by the Beneficial Shareholder and must be completed, but not signed, by the Beneficial Shareholder and deposited with Computershare Investor Services Inc.; or

- (b) more typically, be given a VIF which is not signed by the intermediary and which, when properly completed and signed by the Beneficial Shareholder and returned to the intermediary or its service corporation, will constitute voting instructions which the intermediary must follow.

VIFs should be completed and returned in accordance with the specific instructions noted on the VIF. The purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the Shares which they beneficially own.

Beneficial Shareholders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting Shares registered in the name of their broker, agent, trustee or other intermediary, a Beneficial Shareholder may attend the Meeting as a proxyholder for a registered shareholder and vote Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting or have someone else attend on their behalf, and indirectly vote their Shares as proxyholder for the registered shareholder should contact their broker, agent, trustee or other intermediary well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Shares as a proxyholder.

If you are a Beneficial Shareholder, and the Company or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you; and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF.

#### **SECURITIES ENTITLED TO VOTE**

As of May 2, 2017, the authorized share capital of the Company is divided into an unlimited number of Shares, of which 16,200,397 Shares are issued and outstanding. Every shareholder who is entitled to vote at the Meeting shall have one vote on a show of hands and on a poll shall have one vote for each Share of which the shareholder is the registered holder, and such shareholder may exercise such vote either in person or by proxy.

The Board of Directors of the Company has fixed the close of business on May 2, 2017 as the record date for the purpose of determining the shareholders entitled to receive notice of the Meeting, but the failure of any shareholder to receive notice of the Meeting does not deprive such shareholder of the entitlement to vote at the Meeting. Every shareholder of record at the close of business on May 2, 2017 who personally attends the Meeting will be entitled to vote at the Meeting or any adjournment thereof, except to the extent that:

- (a) such shareholder has transferred the ownership of any of his or her Shares after May 2, 2017; and

- (b) the transferee of those Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Shares, and demands, not later than 10 days before the Meeting, that his or her name be included in the list of shareholders entitled to vote at the Meeting, in which case the transferee is entitled to vote those Shares at the Meeting.

## OWNERSHIP OF SHARES

### ***Ownership by Management***

The following table sets forth certain information regarding beneficial ownership of the Company's Shares, as of May 2, 2017, by (i) each of the Company's executive officers and directors and (ii) the Company's executive officers and directors, as a group:

<u>Name</u>	<u>Shares Beneficially Owned<sup>(1)</sup></u>	<u>Percentage of Class</u>
NEIL SEEMAN <i>President, Chief Executive Officer and Director</i>	5,790,000 <sup>(2)</sup>	35.7%
ROBERT PIROOZ <i>Director</i>	2,785,000 <sup>(3)</sup>	17.2%
BOB SEEMAN <i>Director</i>	5,775,000 <sup>(2)</sup>	35.6%
ANNETTE CUSWORTH <i>Director</i>	15,100	0.1%
DONALD SHUMKA <i>Director</i>	25,000	0.2%
KEVIN MAHONEY <i>Lead Director</i>	17,576	0.1%
RICHARD PERLE <i>Director</i>	6,172	0.0%
KENNETH ADELMAN <i>Director</i>	Nil	Nil
DANIEL KRIZNIC <i>Chief Financial Officer</i>	9,523 <sup>(4)</sup>	0.1%
ERIC MEERKAMPER <i>Global Head, RIWI Citizen Engagement and Senior Vice President</i>	175,000	1.1%
AMBER SCHAEFER <i>Corporate Secretary</i>	100	0.0%
All executive officers and directors as a group (eleven persons)	8,823,471	54.46%

Notes:

<sup>(1)</sup> These amounts do not include options or warrants.

<sup>(2)</sup> 5,775,000 of these Shares are owned by RIWI Hold Inc. RIWI Hold Inc. is a private corporation all the voting shares of which are owned by a discretionary family trust with Ms. Nicola Mahaffy as the sole trustee. Ms. Mahaffy is the spouse of Mr. Bob

Seeman, one of our directors, and is the sister-in-law of Mr. Neil Seeman, our President and Chief Executive Officer and director. Mr. Neil Seeman is the holder of certain non-voting preferred shares of RIWI Hold Inc. Neither Mr. Neil Seeman nor Mr. Bob Seeman exercises control over the securities held by RIWI Hold Inc., whether by voting or investment control or otherwise, and each disclaims beneficial ownership of the shares held by RIWI Hold Inc.

<sup>(3)</sup> 2,785,000 of these Shares are owned by BP Capital Ltd., a private company, all the common shares of which are controlled by director, Robert Pirooz, and Ross Beaty.

<sup>(4)</sup> These Shares are owned by 0896323 BC Ltd., a private company, all the common shares of which are controlled by Daniel Kriznic.

### **Ownership by Principal Shareholders**

Except as set forth below, to the Company's knowledge, as of May 2, 2017, no person or company beneficially owns, or controls or directs, directly or indirectly, more than 10% of the outstanding Shares (on a non-diluted basis).

<u>Name of Shareholder</u>	<u>Approximate Number of Shares</u>	<u>Approximate Percentage of Outstanding Shares</u>
RIWI Hold Inc. <sup>(1)</sup>	5,775,000	35.6%
BP Capital Ltd. <sup>(2)</sup>	2,785,000	17.2%

#### Notes:

<sup>(1)</sup> RIWI Hold Inc. owns 5,775,000 Shares of the Company and is a private corporation all the voting shares of which are owned by a discretionary family trust with Ms. Nicola Mahaffy as the sole trustee. Ms. Mahaffy is the spouse of Mr. Bob Seeman, one of our directors, and is the sister-in-law of Mr. Neil Seeman, our President and Chief Executive Officer and director. Mr. Neil Seeman is the holder of certain non-voting preferred shares of RIWI Hold Inc. Neither Mr. Neil Seeman nor Mr. Bob Seeman exercises control over the securities held by RIWI Hold Inc., whether by voting or investment control or otherwise, and each disclaims beneficial ownership of the shares held by RIWI Hold Inc.

<sup>(2)</sup> BP Capital Ltd. is a private company, all the common shares of which are controlled by director, Robert Pirooz, and Ross Beaty.

This information was provided by management of the Company and the Company's registrar and transfer agent, Computershare.

### **QUORUM**

Under the By-laws of the Company, the quorum for the transaction of business at a meeting of shareholders is one or more individuals present at the commencement of the meeting holding, or representing by proxy the holder or holders of, shares carrying in the aggregate not less than ten percent of the votes eligible to be cast at the meeting.

No business, other than the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

### **CORPORATE GOVERNANCE**

The Company's Board of Directors and executive officers consider good corporate governance to be an important factor in the efficient and effective operation of the Company. The Board of Directors is of the view that the Company's system of corporate governance meets or exceeds the majority of guidelines and requirements contained in National Policy 58-201 - *Corporate Governance Guidelines*

("NP 58-201") and National Instrument 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") of the CSA.

### **Board of Directors**

The Board of Directors is currently composed of eight directors: Neil Seeman, Robert Pirooz, Bob Seeman, Annette Cusworth, Donald Shumka, Kevin Mahoney, Richard Perle and Kenneth Adelman. All the proposed nominees are current directors of the Company.

NP 58-201 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could, or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. Of the proposed nominees for directors of the Company, six (Robert Pirooz, Annette Cusworth, Donald Shumka, Kevin Mahoney, Richard Perle and Kenneth Adelman) are considered by the Board of Directors to be "independent" within the meaning of NI 58-101 and two nominees (Neil Seeman and Bob Seeman) are considered to be "non-independent". Neil Seeman is a member of the Company's management and is not independent as he serves as President and Chief Executive Officer of the Company. Bob Seeman is the brother of the President and CEO, Neil Seeman, and is therefore not an independent member of the Company's Board of Directors.

The independent members of the Board meet without the presence of the non-independent directors and management, known as "in-camera" meetings, before or after every regularly scheduled meeting and at such other times as they deem appropriate. In 2016, the independent directors held four in-camera meetings. These in-camera meetings are led by the lead director, Mr. Mahoney.

The Board of Directors is responsible for determining the compensation paid to the Board of Directors. The directors establish director compensation based on a review of the compensation paid to directors of similar stage entities.

### **OTHER DIRECTORSHIPS**

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

<u>Director</u>	<u>Other Reporting Issuer(s)</u>
ROBERT PIROOZ	Network Media Group Inc. (TSX-V-NTE) Armor Minerals Inc. (TSX-V-A) Fiore Exploration Ltd. (TSX-V-F)
DONALD SHUMKA	Paladin Energy Ltd. (TSX-PDN; ASE-PDN) Lumina Gold Corp. (TSX-V-LUM) Alterra Power Corp. (TSX-AXY)
ANNETTE CUSWORTH	Dolly Varden Silver Corporation (TSX-V-DV)

## MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors meets at least once each calendar quarter to review, among other things, the performance of the Company. Results are compared and measured against a previously established plan and performance of prior fiscal years. The Board of Directors will review and assess the Company's financial budget and business plan for the ensuing year and its overall strategic objectives. This process will establish, among other things, benchmarks against which the Board of Directors may measure the performance of management. Other meetings of the Board of Directors will be called to deal with special matters, as circumstances require.

During the Company's fiscal year ended December 31, 2016, the Board of Directors met four times and all directors attended all of the meetings except for Richard Perle who attended three of the four meetings. The Audit Committee met four times and all the members attended the meetings. The independent directors held four *in camera* sessions without management or non-independent directors present.

### ***Position Descriptions***

The Company does not currently have written position descriptions for its directors and Chief Executive Officer. At present, the Board of Directors has delegated the day-to-day management of the business and affairs of the Company to the executive officers of the Company. Generally, operations in the ordinary course or that are not in the ordinary course and do not exceed material levels of expenditures or commitment on the part of the Company have been delegated to management. Decisions relating to matters that are not in the ordinary course and that involve material expenditures or commitments on the part of the Company require prior approval of the Board of Directors. Any responsibility which is not delegated to management or a committee of the Board of Directors remains with the Board of Directors. The Chief Executive Officer reviews corporate objectives with the Board of Directors on a quarterly basis. In this manner, the Board of Directors approves or develops the corporate objectives which the Chief Executive Officer is responsible for meeting.

### ***Orientation and Continuing Education***

The Board of Directors and the Chief Executive Officer of the Company are responsible for ensuring that new directors are provided with an orientation and education program which includes written information about the business and operations of the Company, documents from recent Board of Directors meetings, and opportunities for meetings and discussion with senior management and other directors. New directors are also given the opportunity to meet with the legal counsel to the Company to better understand their legal obligations as directors of the Company.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies. Any changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or circulated in a memorandum.

### ***Ethical Business Conduct***

The Company has adopted a written Code of Business Conduct & Ethics and a Global Anti-Corruption Policy for its directors, officers and employees. The full text of these standards is available free of charge to any person upon request to the Corporate Secretary of the Company at Suite 200 – 459 Bloor Street West, Toronto, Ontario, M5S 1X9 (Telephone: 416-205-9984) or on the Company’s website at <https://riwi.com/investor-faq/>.

### ***Nomination of Directors***

In order to identify new candidates for nomination to the Board of Directors, the Board of Directors of the Company as a whole on an ad hoc basis: (i) reviews and determines the appropriate size of the Board of Directors, the necessary competencies and skills of the Board of Directors as a whole and the competencies and skills of each director individually; and (ii) identifies and makes recommendations as to each individual qualified to become a new member of the Board of Directors. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required and a willingness to serve.

## **COMMITTEE OF THE BOARD OF DIRECTORS**

### ***Audit Committee***

The Company has one committee, the Audit Committee, comprised of Robert Pirooz, Annette Cusworth and Donald Shumka. Mr. Pirooz, Ms. Cusworth and Mr. Shumka are considered independent directors for the purposes of National Instrument 52-110 *Audit Committees* (“**NI 52-110**”). The full text of the Audit Committee’s Charter is annexed as Appendix A to this Information Circular. All members of the Audit Committee are financially literate. The Company considers “financial literacy” to be the ability to read and understand a company’s fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. The members of the Audit Committee are elected by the Board of Directors at its first meeting following the annual shareholders’ meeting to serve one year terms and are permitted to serve an unlimited number of consecutive terms. As the Company is considered a “venture issuer” for the purpose of NI 52-110, it is relying on the exemption found in section 6.1 of NI 52-110.

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

#### **Robert Pirooz**

Mr. Pirooz is currently Executive Chairman of Network Media Group Inc.; Director of Fiore Exploration; Director of Armor Minerals Inc.; and was General Counsel for Pan American Silver Corp. from January 2003 to March 2015; Director of Pan American Silver from April 2007 to May 2015; Director of Augusta Resource Corp. from November 2012 to July 2014; Director of Anfield Nickel Corp. from April 2009 to April 2014; Director of Lumina Copper Corp. from May 2008 to August 2014; Director of Ventana Gold Corp. from June 2009 to March 2011; and Director of Rodinia Minerals Inc. from June 2005 to July 2009.



Annette Cusworth

Ms. Cusworth is a CPA, CA and currently Vice-President Finance and Chief Accounting Officer of Creation Technologies. She has been a Director of Dolly Varden Silver Corporation since October 2016 and was a Director of Northair Silver Corp. until April 2016; Finance & Taxation Director of Kestrel Holdings Ltd. from April 2014 to April 2015; Corporate Controller of Sauder Industries Ltd. from May 2013 to April 2014; Finance & Taxation Director of Kestrel Holding Ltd. from August 2011 to May 2013; Chief Financial Officer of Magma Energy Corp. from June 2010 to July 2011; and a Consultant to Uranium Energy Corp. from January 2010 to May 2010.

Donald Shumka

Mr. Shumka has been President and Managing Director of Walden Management from 2004 to present; From 1989 to 2004, Managing Director, Investment Banking with CIBC World Markets and Raymond James Ltd. Prior to 1989, Mr. Shumka was Vice President, Finance and Chief Financial Officer of West Fraser Timber Co. Ltd. Mr. Shumka is currently a Director of Paladin Energy Ltd. (since July 2007), Alterra Power Corp. (since March 2008) and Lumina Gold Corp. (since July 2014).

**ASSESSMENTS**

The Board of Directors work together to evaluate its effectiveness, the effectiveness of the Audit Committee and the effectiveness of its individual directors on an ad hoc basis.

**STATEMENT OF EXECUTIVE COMPENSATION**

***Compensation Discussion and Analysis***

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board, with the CEO reporting to the Board on the rationale for said compensation, taking into consideration, among other things, industry standards and the Company's financial situation.

As of the date of this Information Circular, the Company's directors have not established any benchmark or performance goals to be achieved or met by the Named Executive Officers ("NEOs"), however, such NEOs are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Company. The satisfactory discharge of such duties is subject to ongoing monitoring by the Company's directors.

Payments for consulting services are made from time to time to individuals or the companies they control. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers.

No risks arising from the Company's compensation policies and practices have been identified that are reasonably likely to have a material adverse effect on the Company. No NEOs or directors are permitted to purchase financial instruments that are designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a NEO or director.

### ***Option-Based Awards***

Executive officers' compensation is comprised of base salary and stock options. Stock options are granted to provide an incentive to the directors, officers, employees and consultants of the Company to achieve the longer-term objectives of the Company; to give suitable recognition to the ability and industry of such persons who contribute materially to the success of the Company; and to attract and retain persons of experience and ability, by providing them with the opportunity to acquire an increased proprietary interest in the Company.

### ***Stock Option Plan***

The Company has one stock option plan approved by the Shareholders of the Company on June 14, 2016 (the "Plan").

Any grant of options under the Plan is within the discretion of the Board of Directors, subject to the condition that the maximum number of Shares which may be issuable under the Plan cannot exceed 20% of the number of Shares of the Company issued and outstanding from time to time. Options will vest at the discretion of the Board as determined on the date on which an option is granted.

The term of any options granted under the Plan will be fixed by the Board of Directors at the time such options are granted, provided that options will not be permitted to exceed a term of ten years. 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 will again be available for the purposes of the Plan. The exercise price of any options granted under the Plan will be the Market Price (as defined in the Plan), but will in no event be less than the greater of the closing price of the Shares either at the date of grant of the option or the day immediately prior to the date of grant. The Plan also provides for reclassification of options in the event of any consolidation, subdivision, conversion or exchange of the Shares.

For stock options granted to employees, consultants or management company employees, the Company represents that the optionee is a bona fide employee, consultant or management company employee, as the case may be. If the optionee ceases to be a director of the Company or ceases to be employed by the Company (other than by reason of death), as the case may be, then the option granted expires on no later than the 30th day following the date that the optionee ceases to be a director or ceases to be employed by the Company, subject to the terms and conditions set out in the Plan. In the case of an optionee's death, the optionee's heirs or administrators may exercise any portion of the outstanding options for up to one year from the optionee's death.

### ***Compensation Governance***

For the financial year ended December 31, 2016, management had direct involvement in and knowledge of the business goals, strategies, experiences and performance of the Company. As a result, management played an important role in the compensation decision-making process. In addition to taking into account management's general advice when making compensation decisions, the Board may also request and consider the CEO's self-assessment of his own individual performance objectives and/or results achieved.

The Company currently does not have a compensation committee in place and the Board intends to approve all compensation decisions in the near future, provided that directors who are also officers are exempt from participating in such compensation discussions. The Company may establish a compensation committee in the future to assist the Board in fulfilling its responsibility to shareholders, potential shareholders and the investment community by reviewing and providing recommendations to the Board regarding executive compensation, succession plans for executive officers, and the Company's overall compensation and benefits policies, plans and programs.

At no time since the Company's most recently completed financial year has the Company retained a compensation consultant or advisor to assist the Board in determining compensation for any of the Company's directors or executive officers.

### **Summary Compensation Table**

The following table contains information about compensation paid to, or earned by, those who were, at the end of the year ended December 31, 2016: (a) the Company's Chief Executive Officer ("CEO"); (b) the Company's Chief Financial Officer ("CFO"); (c) each of the Company's three other most highly compensated officers (except those whose total salary and bonus does not exceed \$150,000); and (d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an officer of the Company at the end of the year ended December 31, 2016 (all such person referred to as "Named Executive Officers" or "NEOs"). For the year ended December 31, 2016, the Company had **two** NEOs.

Name and Principal Position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (f1)	Long-term incentive plans (f2)			
Neil Seeman <sup>(2)</sup> President and CEO	2016	129,750	Nil	Nil	Nil	Nil	Nil	Nil	129,750
Daniel Kriznic Chief Financial Officer	2016	112,500	Nil	59,336	Nil	Nil	Nil	Nil	171,836

**Notes:**

- <sup>(1)</sup> The value of option-based awards represents the grant date fair value of the options awarded. The grant date fair value and the fair value for accounting purposes reported in the Company's financial statements are the same, except that the expense in the financial statements is recognized over the vesting period of the options.
- <sup>(2)</sup> Mr. Seeman is also a director of the Company. He does not receive any additional remuneration from the Company pertaining specifically to his role as director.

### **Outstanding Option-Based Awards**

The following table sets forth information concerning all awards outstanding for each Named Executive Officer at the end of the Company's most recently completed financial year ended December 31, 2016.

Name and Principal Position	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Neil Seeman, President and Chief Executive Officer	236,054	0.214	July 1, 2017	586,830
	354,102	0.571	November 19, 2018	753,883
Daniel Kriznic, Chief Financial Officer	196,000	0.857	January 5, 2020	361,228
	50,000	2.51	March 3, 2021	9,500

**Notes:**

<sup>(1)</sup> This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$2.70 for 2016, and the exercise price of the option.

### **Option Plan Awards – Value Vested or Earned During the Year**

The following table sets forth details of the value vested during the financial year ended December 31, 2016 for each of the Named Executive Officers for option-based awards, share based awards and non-equity incentive plan compensation:

Name	Option-based Awards - Value Vested During the Year (\$) <sup>(1)</sup>	Share-based Awards - Value Vested During the year (\$)	Non-equity Incentive Plan Compensation - Value Earned During the Year (\$)
Neil Seeman, President and Chief Executive Officer	170,729	Nil	Nil
Daniel Kriznic, Chief Financial Officer	210,014	Nil	Nil

**Notes:**

<sup>(1)</sup> The value of vested options represents the aggregate dollar value that would have been realized for options disclosed in the "Option Based Awards" table (above), if any of those options had been exercised on the vesting dates that fell in the fiscal 2016 period. The dollar value is the difference between the market price of the underlying securities and the exercise price of the options on the vesting date.

### ***Pension Plans Benefits***

There are currently no pension plans in place.

### ***Termination and Change in Control Benefits***

The Company has entered into an employment agreement with Neil Seeman pursuant to which the Company may terminate Neil Seeman's employment for any reason at any time by providing him only with such notice or payment in lieu thereof as equal to one month pro-rata per year of service, or part thereof, from July 1, 2012 to a maximum total of 12 months.

The employment agreement entered into between the Company and Mr. Daniel Kriznic provides that the Company may terminate the employment agreement without just cause with the amount of notice prescribed in the British Columbia Employment Standards Act, R.S.B.C. 1996, c. 113, as amended and as may be amended from time to time, plus an additional:

- 1 weeks' notice if Mr. Kriznic has completed one year but less than four years of consecutive employment with the Company when he receives notice of the termination of his employment; or,
- 2 weeks' notice if Mr. Kriznic has completed four or more years of consecutive employment with the Company when he receives notice of the termination of his employment,

or payment in lieu thereof.

All stock options to purchase common shares in the Company held by Mr. Neil Seeman and Mr. Daniel Kriznic will vest immediately upon a Change of Control Transaction pursuant to the provisions of the Company's Plan.

The following table shows the amounts that would have been payable to each of the following NEOs if his employment had been terminated without cause and the Company chose to pay cash instead of providing notice on December 31, 2016; or following a change of control had such change of control happened on December 31, 2016:

	<b>Neil Seeman, President and Chief Executive Officer</b>	<b>Daniel Kriznic, Chief Financial Officer</b>
<b>Termination Without Cause (CAD\$)</b>		
Payment in Lieu of Notice	\$48,656	\$6,490
<b>Change of Control (CAD\$)</b>		
Stock Options <sup>(1)</sup>	\$1,340,713	\$370,000

#### Notes:

<sup>(1)</sup> This amount is calculated based on the difference between the market value of the securities underlying the options on December 31, 2016, which was \$2.70, and the exercise price of the option.

With exception to the payments or benefits referenced above, the employment agreements that the Company has entered into with Mr. Seeman and Mr. Kriznic do not provide for any payments or benefits in the event of a change in control of the Company.

***Stock Option Equity Compensation Plan Information***

The following information regarding the Company's Plan is as of December 31, 2016.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	2,439,900	\$0.660	668,865
Total	2,439,900	\$0.660	668,865

***Directors' Compensation***

The only arrangements that the Company has pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, are by the issuance of incentive stock options pursuant to the Company's Stock Option Plan. The purpose of granting such options is to assist the Company in compensating, attracting, retaining, and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

***Directors Compensation Table***

The following table sets forth the value of all compensation provided to directors, not including those directors who are also Named Executive Officers, for the Company's most recently completed financial year.

Name	Fees Earned (\$)	Share-based Awards (\$)	Option-based Awards (\$) <sup>(1)</sup>	Non-equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Robert Pirooz	Nil	Nil	23,689	Nil	Nil	Nil	23,689
Bob Seeman	Nil	Nil	23,689	Nil	Nil	Nil	23,689
Annette Cusworth	Nil	Nil	23,689	Nil	Nil	Nil	23,689
Donald Shumka	Nil	Nil	23,689	Nil	Nil	Nil	23,689
Kevin Mahoney	Nil	Nil	23,689	Nil	Nil	Nil	23,689
Richard Perle	Nil	Nil	23,689	Nil	Nil	Nil	23,689
Kenneth Adelman	Nil	Nil	66,330	Nil	Nil	Nil	66,330

Notes:

<sup>(1)</sup>The value of option-based awards represents the grant date fair value of the options awarded. The grant date fair value and the fair value for accounting purposes reported in the Company's financial statements are the same, except that the expense in the financial statements is recognized over the vesting period of the options.

### **Outstanding Option-Based Awards Table**

The following table sets forth information concerning all awards outstanding at the end of the most recently completed financial year for each director, other than those that were Named Executive Officers during the Company's most recently completed financial year.

Name	Option-based Awards			
	Number of Securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Robert Pirooz	25,000	2.14	June 14, 2021	14,000
Bob Seeman	25,000	2.14	June 14, 2021	14,000
Annette Cusworth	25,000 70,000	2.14 0.857	June 14, 2021 March 4, 2020	14,000 129,010
Donald Shumka	25,000 70,000	2.14 0.857	June 14, 2021 March 4, 2020	14,000 129,010
Kevin Mahoney	25,000 70,000	2.14 0.857	June 14, 2021 March 4, 2020	14,000 129,010
Richard Perle	25,000 70,000	2.14 0.857	June 14, 2021 March 4, 2020	14,000 129,010
Kenneth Adelman	70,000	2.14	June 14, 2021	39,200

Note:

<sup>(1)</sup> This amount is calculated based on the difference between the market value of the securities underlying the options at the end of the most recently completed financial year, which was \$2.70 for 2016, and the exercise price of the option.

The following table sets forth information concerning all incentive plan awards vested or earned for each director, other than those that were Named Executive Officers during the Company's most recently completed financial year.

***Incentive plan awards – value vested or earned during the year***

<b>Name</b>	<b>Option-based awards – Value vested during the year (\$)<sup>(1)</sup></b>	<b>Share-based awards – Values vested during the year (\$)</b>	<b>Non-equity incentive plan compensation – Value earned during the year (\$)</b>
Robert Pirooz	Nil	Nil	Nil
Bob Seeman	Nil	Nil	Nil
Annette Cusworth	Nil	Nil	Nil
Donald Shumka	Nil	Nil	Nil
Kevin Mahoney	Nil	Nil	Nil
Richard Perle	Nil	Nil	Nil
Kenneth Adelman	Nil	Nil	Nil

**Note:**

<sup>(1)</sup> The value of vested options represents the aggregate dollar value that would have been realized for options disclosed in the “Option-Based Awards” table (above), if any of those options had been exercised on the vesting dates that fell in the fiscal 2016 period. The dollar value is the difference between the market price of the underlying securities and the exercise price of the options on the vesting date.

**INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No current or former director, executive officer or employee of the Company or any of its subsidiaries is, as at the date of this Information Circular, indebted to the Company in connection with the purchase of Shares of the Company or for any other reason and no such person’s indebtedness to any other entity is the subject of a guarantee, support agreement or understanding provided by the Company or any of its subsidiaries.

**INTEREST OF CERTAIN PERSONS IN MATERIAL TRANSACTIONS AND MATTERS TO BE ACTED UPON**

Except as described below or otherwise described in this Information Circular, no director or executive officer of the Company who has served in such capacity since the beginning of the last fiscal year or any associate or affiliate of such person, and to the best of the knowledge of management of the Company, no person that has direct or indirect beneficial ownership of more than 10% of the issued and outstanding Shares and no associate or affiliate of any such person, had any material interest, directly or indirectly, in any transaction within the past year, or in any proposed transaction, which has affected or would materially affect the Company or any of its subsidiaries or in any matter to be acted upon at the Meeting.

**MANAGEMENT CONTRACTS**

Except as otherwise disclosed in this Information Circular, management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.



## **OTHER MATTERS**

Management of the Company is not aware of any other matters which will be brought before the Meeting other than those set forth in the Notice of Meeting. Should any other matters properly come before the Meeting; the Shares represented by the proxies solicited hereby will be voted on those matters in accordance with the best judgement of the persons voting such proxies.

## **ADDITIONAL INFORMATION AND AVAILABILITY OF DOCUMENTS**

The Company will provide to any person or corporation, upon request, one copy of any of the following documents:

- (a) the comparative financial statements of the Company for the Company's most recently completed fiscal year in respect of which such financial statements have been issued, together with the report of the auditor thereon, together with the management's discussion and analysis in respect thereof, and any interim financial statements of the Company subsequent to the financial statements for the Company's most recently completed fiscal year, together with the management's discussion and analysis in respect thereof; and
- (b) the management information and proxy circular of the Company in respect of the most recent annual meeting of shareholders of the Company which involved the election of directors.

Copies of the above documents will be provided, upon request, by the Secretary of the Company at 200 – 459 Bloor Street West, Toronto, Ontario, Canada, M5S 1X9, free of charge to shareholders of the Company. The Company may require the payment of a reasonable charge from any person or corporation who is not a shareholder of the Company and who requests a copy of any such document. Financial information relating to the Company is provided in the Company's comparative financial statements and management's discussion and analysis for its most recently completed fiscal year. Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **MULTIPLE SHAREHOLDERS SHARING THE SAME ADDRESS**

Recent changes in the regulations regarding the delivery of copies of proxy materials and annual reports to shareholders permit the Company and brokerage firms to send one annual report and proxy statement to multiple shareholders who share the same address under certain circumstances. Shareholders who hold their Shares through a broker may have consented to reducing the number of copies of materials delivered to their address. In the event that a shareholder wishes to revoke such a consent previously provided to a broker, the shareholder must contact the broker to revoke the consent. In any event, if a shareholder wishes to receive a separate Information Circular and accompanying materials for the Meeting, the shareholder may receive copies by contacting the Secretary of the Company, 200 – 459 Bloor Street West, Toronto, Ontario, Canada, M5S 1X9 or by telephone at 416-205-9984. Shareholders receiving multiple copies of these documents at the same address can request delivery of a single copy of these documents by contacting the Company in the same manner. Persons holding Shares through a broker can request a single copy by contacting the broker.

**BOARD OF DIRECTORS APPROVAL**

The undersigned hereby certifies that the contents and sending of this Information Circular to the shareholders of the Company have been approved by the Board of Directors.

DATED at Vancouver, British Columbia, this 2nd day of May, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

***(signed) Neil Seeman***

NEIL SEEMAN  
President and Chief Executive Officer

## **APPENDIX A**

### **CHARTER OF THE AUDIT COMMITTEE**

#### **PURPOSE AND PRIMARY RESPONSIBILITY**

1.1 This charter sets out the Audit Committee's purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the "Board") of RIWI Corp. (the "Company"), annual evaluation and compliance with this charter.

1.2 The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

#### **MEMBERSHIP**

2.1 The majority of the members of the Audit Committee must be an independent director of the Company as defined in sections 1.4 and 1.5 of National Instrument 52-110 – Audit Committees ("NI 52-110"), provided that should the Company become listed on a more senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange.

2.2 The Audit Committee will consist of at least two members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment. Upon graduating to a more senior stock exchange, if required under the rules or policies of such exchange, the Audit Committee will consist of at least three members, all of whom shall meet the experience and financial literacy requirements of such exchange and of NI 52 110.

2.3 The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be an independent director.

2.4 The Chair of the Audit Committee will be appointed by the Board.

#### **AUTHORITY**

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- (a) engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or professional advisors so retained by the Audit Committee will report directly to the Audit Committee;

- (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and
- (c) incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by the Company.

## **DUTIES AND RESPONSIBILITIES**

4.1 The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board the external auditor to be nominated by the Board;
- (b) recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;
- (c) reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is independent by receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to Company;
- (f) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues;
- (g) reviewing and discussing with management and, if recommended by the Audit Committee, the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("MD&A"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;
- (h) reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;
- (i) reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally

- accepted auditing standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;
- (j) reviewing the external auditor's report to the shareholders on the Company's annual financial statements;
  - (k) reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;
  - (l) satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;
  - (m) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;
  - (n) reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;
  - (o) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board;
  - (p) resolving disputes between management and the external auditor regarding financial reporting;
  - (q) establishing procedures for:
    - (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and
    - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
  - (r) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
  - (s) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
  - (t) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;
  - (u) establishing procedures for:

- (i) reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;
- (ii) reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("CFO") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration at the Board;
- (iii) obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("CEO") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;
- (iv) reviewing fraud prevention policies and programs, and monitoring their implementation;
- (v) reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements including:
  - (A) Tax and financial reporting laws and regulations;
  - (B) Legal withholding requirements;
  - (C) Other laws and regulations which expose directors to liability; and

4.2 A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

4.3 On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

## **MEETINGS**

5.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

5.2 The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

5.3 The Audit Committee will meet in camera separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

5.4 The Audit Committee will meet with the external auditor of the Company in camera at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.5 Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

## **REPORTS**

6.1 The Audit Committee will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

6.2 The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

## **MINUTES**

7.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

## **ANNUAL PERFORMANCE EVALUATION**

8.1 The Board will conduct an annual performance evaluation of the Audit Committee, taking into account the Charter, to determine the effectiveness of the Committee.