



**2018 ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS**

**Notice of Annual General Meeting of Shareholders
and
Management Information Circular**

Place: 2300 – 1177 West Hastings Street
Vancouver, BC V6E 2K3

Time: 9:00 a.m. Vancouver Time

Date: October 17, 2018



CORPORATE DATA

Head Office

Suite 2300, 1177 West Hastings Street
Vancouver, British Columbia
V6E 2K3
Telephone: 604-484-1230
Toll Free: 1-888-770-7488
Facsimile: 604-408-7499
Web Site: www.rqbglobal.com

Directors

W. George Robinson
Chris Bechtel
Jorge Bonet
Anton Drescher
Hendrik van Alphen

Officers

W. George Robinson, President & CEO
Dave Cross, CFO
Marla Ritchie, Corporate Secretary

Registrar & Transfer Agent

TMX Trust
2700 – 650 West Georgia Street
Vancouver, British Columbia
V6B 4N9

Legal Counsel

Cassels Brock & Blackwell LLP
2200 HSBC Building
885 West Georgia Street
Vancouver, British Columbia
V6C 3E8

Auditor

Crowe MacKay LLP
Chartered Professional Accountants,
1100 – 1177 West Hastings Street
Vancouver, British Columbia
V6E 4T5

Stock Exchange Listings

Canadian Stock Exchange
Symbol "RQB"

OTCQB
Symbol "RVVQF"

Frankfurt Stock Exchange
Symbol "IIT"

RAVENQUEST BIOMED INC.

#2300 - 1177 West Hastings Street
Vancouver, BC
V6E 2K3
Phone: 604.484-1230

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the holders of common shares of RavenQuest BioMed Inc. (the “**Corporation**”) will be held at the office of the Corporation at #2300 – 1177 West Hastings Street Vancouver, BC on October 17, 2018 at 9:00 a.m. Pacific Time for the following purposes:

1. To receive and consider the audited financial statements of the Corporation for the fiscal years ended October 31, 2016 and 2017 and the Auditor’s Report thereon;
2. To fix the number of Directors for the ensuing year at five (5);
3. To elect Directors for the ensuing year;
4. To re-appoint Crowe MacKay LLP, Chartered Professional Accountants, as the Corporation’s Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor;
5. To consider and, if thought appropriate, to pass an ordinary resolution as more particularly set forth in the Circular, to approve the amended and restated stock option plan of the Corporation; and
6. To transact such other business as may come before the Meeting.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

A shareholder who is unable to attend the Meeting in person and who wishes to ensure that such shareholder’s shares will be voted at the Meeting is requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions and deposit deadlines set out in the form of proxy and in the Information Circular. As set out in the enclosed Information Circular and notes to the form of proxy, the enclosed proxy is solicited by management and the proposed proxy nominees named in the form of proxy, have been appointed by management. However, you may amend the proposed proxy nominees, if you so desire, by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 14th day of September, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

“George Robinson”

George Robinson
President, Chief Executive Officer and Director

RAVENQUEST BIOMED INC.

#2300 - 1177 West Hastings Street
Vancouver, BC
V6E 2K3
Phone: 604.484-1230

MANAGEMENT INFORMATION CIRCULAR FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 17, 2018

GENERAL PROXY INFORMATION

SOLICITATION OF PROXIES

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of RavenQuest BioMed Inc. (the “**Corporation**”) for use at the annual general meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of the Corporation, to be held on Wednesday, October 17, 2018 at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting of the Shareholders (“**Notice**”) and at any adjournment or postponement thereof. The enclosed instrument of proxy is solicited by the management of the Corporation. Unless otherwise stated, this Circular contains information as at September 4, 2018. References in this Circular to the Meeting include any adjournment or postponement thereof and, unless otherwise indicated, in this Circular all references to “\$” are to Canadian dollars.

The solicitation of proxies will primarily be made by sending proxy materials to Shareholders by mail, and in relation to the delivery of this Circular, by filing it under the Corporation’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at www.sedar.com pursuant to Notice and Access (as defined below). See “Notice and Access” below for further information. The solicitation of proxies may be supplemented by telephone or other personal contact to be made by the regular officers and employees of the Corporation or by the Corporation’s transfer agent and registrar. **The Corporation may retain other persons or companies to solicit proxies on behalf of management, in which event customary fees for such services will be paid. The cost of solicitation will be borne by the Corporation.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy (the “**Proxy**”) are directors and/or officers of the Corporation. **A shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for such Shareholder and on his or her behalf at the meeting other than the persons named in the enclosed instrument of proxy.** Such right may be exercised by inserting in the blank space provided for that purpose the name of the desired person or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the Corporation’s transfer agent, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, ON M5H 4H1, by fax at 416-595-9593, or online at www.voteproxyonline.com, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the meeting.

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

A Shareholder who has given a Proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal, or signed by a duly authorized officer and deposited with the Corporation’s registrar and transfer agent, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, ON M5H 4H1, at any time up to and including the last business day preceding the Meeting at which the Proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

The Corporation has sent the N&A Notice (as defined below) and a form of proxy or voting instruction form, as applicable (the “**Notice Package**”), to all Shareholders informing them that this Circular is available online and explaining how this Circular may be accessed. The Corporation will not directly send the Notice Package to Beneficial Shareholders (as defined below). Instead, the Corporation will pay clearing agencies, securities dealers,

banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for the distribution to Beneficial Shareholders whose common shares of the Corporation (“**Shares**”) are held by or in the custody of such Intermediaries. Such Intermediaries are required to forward the Notice Package to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive it. The Corporation is sending the Notice Package directly to non-objecting Beneficial Shareholders, through the services of its transfer agent and registrar, TSX Trust Company. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Corporation if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Corporation will pay the permitted fees and costs of Intermediaries incurred in connection with the distribution of the Notice Package.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed Proxy will vote the Shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

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

In order to approve a motion proposed at the Meeting, a majority greater than one-half of the votes cast will be required, unless the motion requires a special resolution, in which case a majority of not less than two-thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested shareholder approval, Shares held by Shareholders who have an interest in the motion and Shares held by their “associates”, as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

General

The board of directors of the Corporation (the “**Board**”) has fixed September 4, 2018 as the record date (the “**Record Date**”), being the date for the determination of Shareholders entitled to notice of, and to vote at, the Meeting. The Corporation is authorized to issue an unlimited number of Shares and, as at the Record Date, there were 108,618,053 Shares issued and outstanding, each Share carrying the right to one vote. There were no preferred shares issued and outstanding as of the close of business on the Record Date.

Only Shareholders of record as at the close of business on the Record Date who either personally attend the Meeting or who have completed and delivered a form of Proxy in the manner and subject to the provisions described under the heading “*Appointment and Revocation of Proxies*” shall be entitled to vote, or have their Shares voted, at the Meeting. On any poll, each Shareholder of record holding Shares on the Record Date is entitled to one vote for each Share registered in his or her name on the list of Shareholders as at the Record Date.

Notice to Beneficial Holders of Shares

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold Shares in their own name. Shareholders who do not hold their Shares in their own name (referred to in this Circular as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Shares can be recognized and acted upon at the Meeting. If Shares are listed in an account statement provided to a Shareholder by a broker, then, in almost all cases, those Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such Shares are registered under the name CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms). The Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, a broker and its agents are prohibited from

voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person.**

Applicable regulatory rules require 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 purpose of the form of proxy or voting instruction form provided to a Beneficial Shareholder by its broker, agent or nominee is limited to instructing the registered holder of the Shares on how to vote such Shares on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications (“**Broadridge**”). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote Shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure such Shares are voted.**

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 or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a Shareholder and vote Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Shares as a proxyholder.

The Corporation will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting beneficial owners (called OBOs for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Corporation. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

All references to Shareholders in this Circular and the accompanying Proxy and Notice are to Shareholders of record unless specifically stated otherwise.

Notice and Access

The Corporation is using the notice-and-access model (“**Notice and Access**”) provided under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) in the case of Beneficial Shareholders and National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) in the case of registered Shareholders for the delivery of the Notice, this Circular and the form of proxy (collectively, the “**Meeting Materials**”).

Under Notice and Access, instead of receiving printed copies of the Meeting Materials, Shareholders receive a Notice and Access notification (the “**N&A Notice**”) containing details regarding the date, time, location and purpose of the Meeting, as well as information on how they can access the Meeting Materials electronically. Shareholders with existing instructions on their account to receive printed materials, as well as Shareholders with addresses outside of Canada and the United States, will still receive a printed copy of the Meeting Materials. All other Shareholders will receive only the required notification documentation under Notice and Access, which will not include a paper copy of this Circular. The Corporation believes that using Notice and Access benefits the Corporation and the environment by reducing the amount of physical material that must be delivered to Shareholders. The Corporation will not rely upon the use of “stratification”.

The Meeting Materials will be available on the Corporation’s website at <http://www.rqbglobal.com/investors/annual-general-meeting> as of September 14, 2018, and will remain on the website for one full year thereafter. The Meeting Materials will also be available under the Corporation’s profile on SEDAR at www.sedar.com as of September 14, 2018.

Shareholders who wish to receive paper copies of the Meeting Materials may request copies from the Corporation by calling toll-free in North America at 1-888-770-7488, or by email at marla@rqbglobal.com. Requests should be received at least five business days in advance of the proxy cut-off date set out in the accompanying proxy or voting instruction form in order to receive the Meeting Materials in advance of the date of the Meeting.

In accordance with NI 54-101, the Corporation set the Record Date (as defined below) at least 40 days before the

date of the Meeting and also filed a form of notification of the Record Date and the date of the Meeting at least three business days before the Record Date.

Electronic copies of this Circular, the Notice, the N&A Notice, the annual audited consolidated financial statements of the Corporation for the financial year ended October 31, 2017 (the “**Financial Statements**”) and management’s discussion and analysis (“**MD&A**”) of the Corporation’s results of operations and financial condition for the financial year ended October 31, 2017 may be found under the Corporation’s profile on SEDAR at www.sedar.com and the Corporation’s website at <http://www.rqbglobal.com/investors/annual-general-meeting>.

Notice to Non-Objecting Beneficial Shareholders

The Notice Package is being sent to both registered and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Corporation or its agent has sent the Notice Package directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Notice Package to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for delivering the Notice Package to you and for executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Principal Holders of Voting Shares

To the knowledge of the directors and senior officers of the Corporation, as of the Record Date, there are no persons or corporations that beneficially own, directly or indirectly, or exercise control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Corporation.

EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

The purpose of this Compensation Discussion and Analysis is to provide information about the compensation that the Corporation provided to each named executive officer and director for the most recent financial year, and the decision-making process relating to compensation. It also provides insight into the Corporation’s compensation objectives and processes and discusses compensation decisions relating to the Corporation’s Named Executive Officers and directors.

In this section “**Named Executive Officer**” or “**NEO**” means: (a) the Chief Executive Officer; (b) the Chief Financial Officer; and (c) each of the Corporation’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, whose total compensation was more than \$150,000 during the financial year ended October 31, 2017. As at October 31, 2017, the Corporation had two NEOs, namely George Robinson, President and Chief Executive Officer (“**CEO**”) and Dave Cross, Chief Financial Officer (“**CFO**”).

The end of 2017 was transformative time for the Corporation, as it shifted from operating as a resource development company to operating as a diversified cannabis company with production and service divisions. The Corporation now provides management and advisory services to cannabis producers that are “Licensed Producers” or “LP Applicants” under the *Access to Cannabis for Medical Producers Regulations* (the “**ACMPR**”) and owns cannabis production facilities in Alberta and the Greater Toronto Area.

In September 2017, the Corporation began this transformation by: (a) completing the acquisition of the principal assets and business operations of the CL2G group of companies (the “**CL2G Acquisition**”), including an operating cannabis operations training facility and related equipment; (b) acquiring, through a wholly owned subsidiary, 99.23% of Alberta Green Biotech Inc. (the “**ABG Acquisition**”); (c); raising \$6.3 million in a non-brokered private placement (the “**September Financing**”); (d) changing its name from Ravencrest Resources Inc. to RavenQuest BioMed Inc.; and (e) successfully applying to be listed on the Canadian Securities Exchange (the “**CSE**”). See the Corporation’s listing statement dated September 28, 2017 available under the Corporation’s profile on SEDAR at www.sedar.com for further details regarding the CL2G Acquisition, the ABG Acquisition, the September Financing and the CSE listing.

Compensation Objectives and Principles

The Board is responsible for determining compensation for the directors and NEOs. The primary goal of the Corporation’s executive compensation program is to attract and retain the key executives necessary for the

Corporation's long term success, to encourage executives to further the Corporation's development and operations, and to motivate top quality and experienced executives.

Compensation Process

In considering executive compensation issues, the Board's goal is to provide a total compensation package that is competitive in the industry, flexible, and attracts, motivates and retains experienced and qualified executive leadership. The cannabis industry is experiencing a competitive labour market and this situation is expected to continue for the foreseeable future as the industry continues to develop and as the legislation around the cultivation and sale of recreational cannabis changes. As the Corporation expands its business, experienced talent is expected to be developed internally as well as drawn from emerging companies within the cannabis industry and others. Compensation provided to executive officers is determined with regard to the Corporation's business strategies and objectives. In this manner, the financial interest of the executive officers is aligned with the long-term financial interest of the Shareholders.

The Board is responsible for determining all forms of compensation, including long-term incentives in the form of stock options and for reviewing the recommendations respecting compensation for any other officers from time to time, to ensure such arrangements reflect the responsibilities associated with each position.

The Board has not conducted a formal evaluation of the implications of the risks associated with the Corporation's compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Corporation's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Corporation.

The compensation of the Corporation's NEOs has been established with a view to attracting and retaining executives critical to the Corporation's short and long-term success and to continuing to provide executives with compensation that is in accordance with existing market standards generally and competitive within the cannabis industry, in particular.

Elements of Compensation

Prior to September 2017, no fees were paid to the Corporation's NEOs other than the CEO, who received a management fee paid to a wholly owned-company.

Starting in September 2017, the compensation paid to NEOs consists of three primary components: (1) base salary; (2) long-term incentives in the form of stock options granted under the Option Plan (as defined below); and (3) share-based awards and option-based awards. The Corporation also reimburses expenses incurred by each NEO.

The Board annually reviews the various elements of compensation to ensure that they are aligned with the goals of the Corporation and each NEO, as well as the Corporation's compensation objectives and principles. Through the Corporation's executive compensation practices, the Corporation seeks to provide value to the Corporation's shareholders through a strong executive leadership. Specifically, the Corporation's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Corporation's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Corporation's success and align the interests of the Corporation's executives and shareholders by motivating executives to increase shareholder value.

The key features of these three primary components of compensation are discussed below:

Base Salary

Prior to September 2017, the Corporation did not pay a base salary to its NEOs, other than the CEO, because of the market conditions and the Corporation's financial position. In 2017, the Corporation paid a management fee to a company wholly-owned by the CEO for the day-to-day administrative affairs of the Corporation.

Starting in September 2017, each NEO began to receive a base salary, which was established based upon market competitive salary levels, the financial capacity of the Corporation, the scope of the executive's responsibilities for the year, the executive's prior experience and retention risk referencing the competitive nature of the cannabis industry. The Corporation's intended approach is to pay the Corporation's NEOs a base salary that is competitive with those of other executive officers in similar companies.

Stock Options

The Corporation's granting of options to purchase Shares to NEOs is a method of compensation used to attract and retain personnel and to provide an incentive to participate in the Corporation's long-term development and increase shareholder value. The relative emphasis on options for remunerating NEOs varies on the prevailing practices in competing companies and on the number of options to purchase Shares that are outstanding at the time. The Corporation generally expects future option grants to be based on the following factors: the executive's past performance, anticipated future contribution, prior option grants to such executive, the percentage of outstanding equity owned by the executive, competitive market practices and the executive's responsibilities and performance. The Corporation has not set specific target levels for granting options to NEOs, but seeks to be competitive with similar companies.

Share-Based Awards and Option-Based Awards

Share compensation awards are granted, at the discretion of the Board, based on award levels in the past and the Corporation's performance, in compliance with applicable securities law, stock exchange and other regulatory requirements. Share compensation grants may also be issued, at the discretion of the Board, throughout the year, to attract new directors, officers, employees or consultants. The Corporation's Board of Directors will also consider previous grants of options and the overall number of options that are outstanding relative to the number of outstanding Shares in determining whether to make any new grants of options and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience and level of commitment of the Corporation's executive officer in determining the level of incentive stock option compensation.

Assessments

The Board does not formally review the contribution and effectiveness of the Board, its members or committees. The Board believes that its size facilitates an informal review process through discussion and evaluation between the Chairman of the Board and the CEO.

Pension Plan Benefits

The Corporation does not have a pension plan for its NEOs and directors.

Use of Financial Instruments

The Corporation does not have a policy that would prohibit a NEO or director from purchasing financial instruments, including prepaid variable forward contracts, equity swaps, collars or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director. However, management is not aware of any NEO or director purchasing such an instrument.

Director and Named Executive Officer Compensation

The following table sets forth compensation for each NEO and director of the Corporation for the two most recently completed financial years, excluding compensation securities.

Table of compensation excluding compensation securities							
Name and Position	Year Ended October 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
W. George Robinson ⁽²⁾⁽⁴⁾ President, CEO and Director	2017	20,000	Nil	Nil	Nil	528,494	548,494
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Dave Cross CFO ⁽²⁾	2017	26,400	Nil	Nil	Nil	52,849	79,249
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Anton J. Drescher Director and Former President and CEO ⁽¹⁾⁽⁴⁾	2017	86,000	Nil	Nil	Nil	264,247	350,247
	2016	48,000	Nil	Nil	Nil	Nil	48,000

Chris Bechtel ⁽²⁾ Director	2017	Nil	Nil	Nil	Nil	264,247	264,247
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Jorge Bonet ⁽²⁾ Director	2017	Nil	Nil	Nil	Nil	264,247	264,247
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Hendrik van Alphen ⁽²⁾ Director	2017	Nil	Nil	Nil	Nil	264,247	264,247
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Marc Simpson ⁽³⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Roger Richer ⁽³⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil
Brian Scott ⁽³⁾ Director	2017	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Resigned as President & CEO on September 7, 2017.
- (2) Appointed on September 7, 2017.
- (3) Resigned as directors on September 7, 2017
- (4) All compensation was received for role as an NEO and not as a director.

STOCK OPTIONS AND OTHER COMPENSATION SECURITIES

The following table sets out all compensation securities granted or issued to each NEO and director by the Corporation, pursuant to the Option Plan, for services provided or to be provided, directly or indirectly, to the Corporation in the most recently completed financial year:

Compensation Securities							
Name and Position	Type of compensation security ⁽¹⁾	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 (October 31, 2017) (\$)	Expiry date
W. George Robinson President, CEO and Director	Stock options	500,000	October 25, 2017	1.25	1.21	1.52	October 25, 2022
Dave Cross CFO	Stock options	50,000	October 25, 2017	1.25	1.21	1.52	October 25, 2022
Anton J. Drescher Director and Former President and CEO	Stock options	250,000	October 25, 2017	1.25	1.21	1.52	October 25, 2022
Chris Bechtel Director	Stock options	250,000	October 25, 2017	1.25	1.21	1.52	October 25, 2022

Jorge Bonet Director	Stock options	250,000	October 25, 2017	1.25	1.21	1.52	October 25, 2022
Hendrik van Alphen Director	Stock options	250,000	October 25, 2017	1.25	1.21	1.52	October 25, 2022
Marc Simpson Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Roger Richer Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Brian Scott Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Note:

(1) All of the options granted on October 25, 2017 are subject to vesting requirements, whereby such options will vest over a period of two (2), with 25% vesting every six (6) months.

Exercise of Compensation Securities by Directors and NEOs

None of the directors or NEOs exercised any compensation securities during the most recently completed financial year.

Stock option plans and other incentive plans

The Corporation has the Option Plan for the granting of incentive stock options to the directors, officers, employees and consultants. The purpose of granting options pursuant to the Option Plan is to assist the Corporation in compensating, attracting, retaining and motivating the directors, officers, employees and consultants of the Corporation and to closely align the personal interests of such persons to that of the Shareholders. See “*Particulars of Matters to be Acted Upon – Approval of Amended and Restated Option Plan*” below.

The Corporation does not have any other arrangements pursuant to which directors are compensated by the Corporation or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the financial years ended October 31, 2016 and 2017 or subsequently, up to and including the date of this Circular.

MANAGEMENT CONTRACTS

Management functions of the Corporation or any of its subsidiaries are not to any substantial degree performed by a person other than the directors or executive officers of the Corporation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out particulars of the compensation plans under which equity securities of the Corporation are authorized for issuance as of October 31, 2017.

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	A Number of securities to be issued upon exercise of outstanding options, warrants and rights	B Weighted average exercise price of outstanding options, warrants and rights	C Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column A)
Equity compensation plans approved by securityholders ⁽¹⁾	2,430,000	N/A	4,797,082
Equity compensation plans not approved by securityholders	N/A	NA	N/A
TOTALS:	2,430,000	N/A	4,797,082

Note:

(1) Represents the Option Plan of the Corporation. As at October 31, 2017, the Option Plan reserved shares equal to a maximum of 10% of the issued and outstanding common shares of the Corporation from time to time for issue pursuant to the Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than “routine indebtedness” as defined in applicable securities legislation, since the most recently completed financial year, none of:

- (a) the executive officers, directors, employees and former executive officers, directors and employees of the Corporation or any of its subsidiaries;
- (b) the proposed nominees for election as a director of the Corporation; or
- (c) any associates of the foregoing persons;

is or has been indebted to the Corporation or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or any of its subsidiaries, and which was not entirely repaid on or before the date of this Circular.

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

None of the directors or executive officers of the Corporation, nor any person who has held such a position since the beginning of the last completed financial year end of the Corporation, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than as disclosed herein.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, “**Informed Person**” means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an Informed Person or a subsidiary of the Corporation; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the Corporation, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed elsewhere in this Circular or in the Notes to the Corporation's financial statements for the financial years ended October 31, 2017, none of:

- (a) the Informed Persons of the Corporation;
- (b) the proposed nominees for election as a director of the Corporation; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction or in any proposed transaction which has materially affected or would materially affect the Corporation or any subsidiary of the Corporation.

REQUEST FOR FINANCIAL STATEMENTS

NI 51-102 sets out the procedures for a shareholder to receive financial statements. If you wish to receive financial statements, you may use the enclosed form or provide instructions in any other written format. Registered shareholders must also provide written instructions in order to receive the Financial Statements.

AUDIT COMMITTEE DISCLOSURE

The charter of the Corporation's audit committee and the other information required to be disclosed by Form 52-110F2 are attached to this Circular as Schedule "A".

CORPORATE GOVERNANCE

The information required to be disclosed by National Instrument 58-101 *Disclosure of Corporate Governance Practices* is attached to this Circular as Schedule "B".

MATTERS TO BE ACTED UPON AT THE MEETING

Financial Statements

The audited financial statements of the Corporation for the periods ended October 31, 2016 and 2017 (the "**Financial Statements**"), together with the Auditor's Reports thereon, will be presented to Shareholders at the Meeting. The Financial Statements and the Auditor's Report thereon, together with related MD&A were sent to all Shareholders who requested a copy and are available on SEDAR at www.sedar.com. The Notice, Circular, Request for Financial Statements, form of Proxy and Voting Instruction Form will be available from the Corporation's Corporate Secretary, Marla Ritchie, at Suite #2300 – 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3.

Fixing the Number of Directors and Election of Directors

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at five (5). Management is nominating five individuals to stand for election. Each director of the Corporation is elected annually and holds office until the next annual general meeting of the Shareholders of the Corporation, until his successor is duly elected, or until his resignation as a director.

The following table sets out the names of the persons proposed to be nominated by management for election as a director, the Province or State and Country in which each person is ordinarily resident, the positions and offices which each presently holds with the Corporation, the period of time for which each person has been a director of the Corporation, the respective principal occupations or employment during the past five years if such nominee is not presently an elected director and the number of common shares of the Corporation which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Circular.

In the absence of instructions to the contrary, the shares represented by Proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director. However, if for any reason, any of the proposed nominees do not stand for election or are unable to serve as such, proxies in favour of management nominees will be voted for another nominee in their discretion.

The nominees for the office of director and information concerning them as furnished by the individual nominees are as follows:

Name, Province or State and Country of Residence, and Position with the Corporation ⁽¹⁾	Present Principal Occupation, Business or Employment for the Past Five Years ⁽¹⁾	Date Served as Director Since	Common Shares Beneficially Owned or Controlled, Directly or Indirectly, or Over ⁽¹⁾
W. George Robinson BC, Canada <i>Director, President & CEO</i>	BC Licensed Security Consultant and recognized expert in the cannabis industry. Founder and lead consultant at CL2G consulting from 2011 to 2017.	September 6, 2017	7,580,000
Anton J. Drescher ⁽³⁾ BC, Canada <i>Director</i>	Mr. Drescher has been a Certified Public Accountant and a Certified Management Accountant since 1981.	April 2007	4,337,000
Hendrik van Alphen BC, Canada <i>Director</i>	Businessman, CEO and director of Wealth Minerals Ltd. and a director of several other public companies.	September 6, 2017	2,000,000
Jorge Bonet ⁽³⁾ BC, Canada <i>Director</i>	Fellow of the Royal College of Physicians and Surgeons. Fellow of the American College of Cardiology. Director of Atrial Fibrillation Clinic, Royal Columbian Hospital.	September 6, 2017	1,750,000 ⁽²⁾
Chris Alvin Bechtel ⁽³⁾ Texas, U.S.A. <i>Director</i>	Principal of Bechtel Consulting LLC. Director, Supreme Pharmaceuticals, Inc. Formerly, Group Vice President, Weatherford International Inc.	September 6, 2017	1,700,000

Notes:

- (1) *The information as to the Province or State and Country of residence, principal occupation and shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Corporation, has been furnished by the respective directors individually as of September 4, 2018 being the Record Date of this Circular.*
- (2) *750,000 of these Shares are owned by Pampa Holdings Ltd., a company controlled by Dr. Bonet.*
- (3) *Member of the Audit Committee.*

The Corporation does not currently have an Executive Committee of its Board. Pursuant to National Instrument 52-110, the Corporation is required to have an Audit Committee of its Board. The current members of the Audit Committee are Anton J. Drescher (Chairman), Chris Bechtel and Jorge Bonet. For more information on the Corporation’s Audit Committee, refer to “Schedule A – *Audit Committee Disclosure*” attached to this Circular.

Director Biographies

W. George Robinson

Mr. Robinson is the former President and Chief Executive Officer of CL2G group of companies, a position he held since October 19, 2015. Mr. Robinson is a recognized consultant to clients in all stages of the application and licensing phases under the ACMPR.

Anton J. Drescher

Mr. Drescher has been a Chartered Professional Accountant, Certified Management Accountant since 1981. He is currently involved with several public companies including as: a director (since 1991) of International Tower Hill Mines Ltd., a public mining company listed on the Toronto Stock Exchange (“TSX”) and the NYSE-MKT; a director (since 2007) of Trevali Mining Corporation, a public mining company listed on the TSX; a director (since 1996) and Chief Financial Officer (since 2012) of Xiana Mining Inc., a public mineral exploration company listed on the TSX Venture Exchange (“TSXV”); a director (since 2007) and the Chief Financial Officer of Oculus

VisionTech Inc., a public company involved in watermarking of film and data listed on the TSXV and the OTC Bulletin Board; a director (since 2014) of Riverwild Exploration Inc. a public exploration company listed on the CSE. Mr. Drescher is also the President (since 1979) of Westpoint Management Consultants Limited, a private company engaged in tax and accounting consulting for business reorganizations, and the President (since 1998) of Harbour Pacific Capital Corp., a private company involved in regulatory filings for businesses in Canada.

As determined by the Board, Mr. Drescher's qualification to serve on the Board is based on his membership in a professional accounting association, financial expertise and significant experience in serving on audit committees of a variety of public companies, including several mineral exploration companies.

Hendrik van Alphen

Mr. Van Alphen has been in the mining business for over 36 years, first as an exploration drilling contractor, then as President of Pacific Rim Mining Corp. Mr. Van Alphen laid the foundation for Pacific Rim becoming a successful South American-based resource company. He was also instrumental in the company's entrance into South America. He has been a director of Cardero Resource Corp. ("**Cardero**") since 1999, and during his tenure at Cardero has held various roles, including Chief Executive Officer, President and Managing Director. He is presently also a director of Blackrock Gold Corp., Ethos Gold Corp., Gelum Capital Ltd. (formerly Jagercor Energy Inc.) and Centenera Mining Corporation, all public natural resource companies listed on the TSXV.

Jorge Bonet

Dr. Bonet became a Fellow of the Royal College of Physicians and Surgeons and Fellow of the American College of Cardiology upon completion of his training at the Toronto General Hospital, University of Toronto in 1980. Dr. Bonet has held several leadership and academic roles at hospitals and universities in Canada and the United States, and has received international awards for original research and grant support from several agencies, including the Canadian Heart Foundation and St. Boniface Research Foundation. Dr. Bonet has also conducted several clinical and basic sciences research studies and has published extensively in Cardiac Electrophysiology, Cardiology and Cardiac Imaging.

He is currently Director of the Atrial Fibrillation Clinic at The Royal Columbian Hospital and continues to participate in research studies and run a full time Cardiology practice.

Chris Alvin Bechtel

Mr. Bechtel has over 30 years' experience as an executive, entrepreneur and consultant, managing and advising businesses from start-ups to divisions of large Fortune 500 companies. Since 2015, Mr. Bechtel has been the principal of Bechtel Consulting, LLC, which provides consulting services in mergers and acquisitions, financial and investment analysis, capital markets, turnarounds and special situations.

In September 2014, Mr. Bechtel joined the advisory board of Supreme Pharmaceuticals, Inc. ("**Supreme**"), a Canadian publicly traded company committed to becoming a leading supplier of affordable medical cannabis. In November 2014, Mr. Bechtel was appointed as an Independent Director and the Chairman of Supreme, where he served in such positions until resigning in April 2016. From October 2014 to April 2016, Mr. Bechtel also served as a Director of ebbu, llc, a privately held, Colorado-based company offering a line of branded cannabis products and a bulk oil extraction service for cannabis producers.

In 1983, Mr. Bechtel co-founded Omni Laboratories, Inc. ("**Omni**"), a privately held company that provides geologic services for oil and gas companies. From January 1995 to September 2006, as the owner and President, Mr. Bechtel was responsible for leading the organic growth initiative as well as expanding Omni's service offerings, eventually employing 175 people with 14 laboratory locations in six countries. In September 2006, Mr. Bechtel sold Omni to Weatherford International, Inc. (NYSE: WFT) and was appointed Group Vice President responsible for managing and growing the former Omni business, which was renamed Weatherford Laboratories. In 2011, Mr. Bechtel was promoted to lead the worldwide operations of Weatherford's Surface Logging Systems division. Mr. Bechtel retired from Weatherford in March 2015.

Mr. Bechtel is a 1981 graduate of Michigan State University with a B.A. degree in Marketing.

Corporate Cease Trade Orders

The following information, not being within the knowledge of the Corporation, has been furnished by the respective directors.

To the knowledge of the Corporation, no proposed director is, as at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) 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 applicable securities legislation, and which in all cases was in effect for a period of more than 30 consecutive days (an “**Order**”), which Order was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer of such company; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer of such company.

Bankruptcies, Penalties or Sanctions

The following information, not being within the knowledge of the Corporation, has been furnished by the respective directors.

To the knowledge of the Corporation, other than as set forth below, no proposed director:

- (a) is, as at the date of this Circular, or has been within the last ten years, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;
 - (b) has, within the last ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or become subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold his assets;
 - (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
 - (d) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.
- On March 10, 2010, the TSXV rendered a decision with respect to a review concerning certain unauthorized loans by Xiana Mining Inc. (formerly Dorato Resources Inc.) to Trevali Mining Corp. As part of its decision, the TSXV required Mr. Drescher (who was a director of Xiana Mining Inc. at the relevant time) to seek prior written approval from the TSXV should he propose to be involved with any other TSXV listed issuer as a director and/or officer. On May 14, 2010, the TSX, upon review of the TSXV’s decision, required Mr. Drescher to seek approval from the TSX should he propose to be involved with any other TSX listed issuers as a director and/or officer. In addition, the TSX required Mr. Drescher to inform the TSX of any future actions commenced against him by any regulatory entity. Subsequently, Mr. Drescher applied to the TSX for reconsideration of the above-mentioned restrictions and, on May 1, 2013, the TSX agreed to remove all such restrictions.

Appointment and Remuneration of Auditor

The Corporation proposes to re-appoint Crowe MacKay LLP, Chartered Accountants, of Vancouver, British Columbia as auditors of the Corporation to hold office until the next annual general meeting of Shareholders at a remuneration to be set by the directors. **Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the appointment of Crowe MacKay LLP as auditors of the Corporation to hold office until the close of the next annual general meeting of the Corporation.**

Approval of the Amended and Restated Option Plan

On September 7, 2018, the Board passed a resolution approving an amended and restated 10% rolling stock option plan (the “**A&R Option Plan**”) that revised its previous 10% rolling stock option plan (the “**Option Plan**”). The changes to the Plan were intended to bring it in line with a public company traded on the CSE. The Corporation proposes to obtain shareholder approval for the A&R Option Plan.

The material changes in the A&R Option Plan include the addition of:

- the power of the Corporation to make such arrangements as it deems appropriate for the exercise of outstanding options or continuance of outstanding options, including the exercise of any or all of the remaining options prior to the completion of any change of control transaction;
- the automatic extension of option expiry dates if the options vest during a “blackout period”;
- the requirement to obtain disinterested shareholder approval in order to exceed certain option issuance limits;
- a tax withholding clause;
- limits on the grants and exercises of option as prescribed by the CSE;
- restrictions on the exercise price of options as prescribed by the CSE; and
- deemed incorporation of CSE and securities commissions rules and policies.

The summary of the A&R Option Plan above and below is qualified in its entirety by the full text of the A&R Option Plan, a copy of which is attached to this Information Circular as Schedule “C”.

The purpose of the A&R Option Plan is to advance the interests of the Corporation, through the grant of options, by: (a) providing an incentive mechanism to foster the interests of the Participants (as defined below) in the success of the Corporation; (b) encouraging Participants to remain with the Corporation; and (c) attracting new directors, officers, employees and consultants.

Pursuant to the A&R Option Plan, options may be granted to officers, directors, employees and consultants (the “**Participants**”) of the Corporation or its affiliates, subject to the rules and regulations of applicable regulatory authorities and the CSE. Options may be granted for a maximum of 10 years, and vesting is subject to the discretion of the Board. The maximum number of Shares reserved for issuance upon exercise of options granted thereunder may not exceed 10% of the total number of the issued Shares at the time the options are granted. Under the A&R Option Plan, no one Participant may be granted options to purchase more than 5% of the number of issued Shares and no more than 2% of the issued Shares may be granted to any one consultant in any twelve month period. No more than an aggregate of 2% of the issued Shares may be granted to an employee conducting investor relations activity in any twelve month period.

The exercise price of options issued under the A&R Option Plan may not be less than the market price of the Common Shares at the time the option is granted, subject to any discounts permitted by applicable legislative and regulatory requirements. Subject to the foregoing restrictions, and certain other restrictions set forth in the A&R Option Plan, the Board is authorized to provide for the granting of options and the exercise and method of exercise of options under the Plan. Options granted under the A&R Option Plan are non-assignable. Options are subject to early termination in the event a participant ceases to be an officer, director, employee or consultant.

Accordingly, Shareholders will be asked to pass an ordinary resolution approving the A&R Option Plan. Management recommends, and the persons named in the enclosed form of proxy intend to vote in favour of, the approval of the A&R Option Plan.

In order to be passed, a majority of the votes cast at the Meeting in person or by proxy must be voted in favour of the resolution. The form of resolution to be considered by Shareholders at the Meeting is as follows:

“BE IT RESOLVED THAT:

1. the Corporation's amended and restated stock option plan of the Corporation, be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the Policies of the Exchange, as the directors of the Corporation may deem necessary or advisable; and
2. any one officer or director of the Corporation is hereby authorized to execute and deliver all such documents and to do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution.”

Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted FOR the approval of the amended and restated stock option plan.

OTHER MATTERS

As of the date of this Circular, management knows of no other matters to be acted upon at this Meeting. However, should any other matters properly come before the Meeting, the Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the shares represented by the Proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation is on SEDAR at www.sedar.com. Financial information relating to the Corporation is provided in the Corporation's comparative financial statements and related MD&A for the financial year ended October 31, 2017. Shareholders may contact the Corporation to request copies of financial statements and related MD&A at its head office, 2300 – 1177 West Hastings Street, Vancouver, BC, V6E 2K3.

APPROVAL OF THE DIRECTORS

The directors of the Corporation have approved the content and the sending of this Circular.

DATED at Vancouver, British Columbia, this 14th day of September, 2018.

RAVENQUEST BIOMED INC.

“George Robinson”

George Robinson,
President, Chief Executive Officer and Director

SCHEDULE "A"
RAVENQUEST BIOMED INC.
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

ITEM 1: THE AUDIT COMMITTEE'S CHARTER (the "Charter")

PURPOSE

The overall purpose of the audit committee (the "**Audit Committee**") of RavenQuest BioMed Inc. (the "**Corporation**") is to ensure that the Corporation's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the financial statements and related financial disclosure of the Corporation, and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Corporation's board of directors (the "**Board**") that through the involvement of the Audit Committee, the external audit will be conducted independently of the Corporation's management to ensure that the independent auditors serve the interests of shareholders rather than the interests of management of the Corporation. The Audit Committee will act as a liaison to provide better communication between the Board and the external auditors. The Audit Committee will monitor the independence and performance of the Corporation's independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

- (1) The Audit Committee shall consist of at least three members of the Board.
- (2) A majority of the members of the Audit Committee shall not executive officers, employees or control persons of the Corporation and the Audit Committee shall endeavour to appoint a majority of independent directors to the Audit Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Audit Committee members' independent judgment. At least one (1) member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Corporation. For the purposes of this Charter, an individual is 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 Corporation's financial statements.
- (3) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.
- (4) Unless the Board shall have appointed a chair of the Audit Committee, the members of the Audit Committee shall elect a chair and a secretary from among their number.
- (5) The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- (6) The Audit Committee shall have access to such officers and employees of the Corporation and to the Corporation's external auditors, and to such information respecting the Corporation, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
- (7) Meetings of the Audit Committee shall be conducted as follows:
 - (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Audit Committee; and

- (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
- (8) The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Corporation as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.

ROLES AND RESPONSIBILITIES

- (1) The overall duties and responsibilities of the Audit Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
- (2) The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Corporation, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - A. contents of their report;
 - B. scope and quality of the audit work performed;
 - C. adequacy of the Corporation's financial and auditing personnel;
 - D. co-operation received from the Corporation's personnel during the audit;
 - E. internal resources used;
 - F. significant transactions outside of the normal business of the Corporation;
 - G. significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - H. the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Audit Committee meets the external auditors on a regular basis in the absence of management.
- (3) The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Corporation are to:
- (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing,

- insurance, accounting, information services and systems and financial controls, management reporting and risk management;
- (b) review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Audit Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
 - (d) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
- (4) The Audit Committee is also charged with the responsibility to:
- (a) review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:
 - A. the annual report to shareholders;
 - B. the annual information form, if required;
 - C. annual and interim management's discussion and analysis;
 - D. prospectuses;
 - E. news releases discussing financial results of the Corporation; and
 - F. other public reports of a financial nature requiring approval by the Board,and report to the Board with respect thereto;
 - (c) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
 - (d) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (e) review and report on the integrity of the Corporation's consolidated financial statements;
 - (f) review the minutes of any audit committee meeting of subsidiary companies;
 - (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (h) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
 - (i) develop a calendar of activities to be undertaken by the Audit Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.
- (5) The Audit Committee shall have the authority:
- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
 - (b) to set and pay the compensation for any advisors employed by the Audit Committee; and
 - (c) to communicate directly with the internal and external auditors.

ITEM 2: COMPOSITION OF THE AUDIT COMMITTEE

The current members of the Audit Committee are Anton J. Drescher (Chair), Chris Bechtel and Jorge Bonet. All of the members are financially literate and Mr. Bechtel and Dr. Bonet are independent. As the former President and Chief Executive Officer of the Corporation during 2017, Mr. Drescher is not independent. The terms “independent” and “financially literate” have the meaning used in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) of the Canadian Securities Administrators.

ITEM 3: RELEVANT EDUCATION AND EXPERIENCE

NI 52-110 provides that an individual is “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 Corporation’s financial statements.

All of the members of the Corporation’s Audit Committee are financially literate as that term is defined in NI 52-110. All members have an understanding of the accounting principles used by the Corporation to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting. In addition to each member's general business experience, the education and experience of each Audit Committee member relevant to the performance of his or her responsibilities as an Audit Committee member is as follows:

Name of Member	Relevant Experience and Qualifications
<p>Anton Drescher (Chair)</p>	<p>Mr. Drescher has been a Certified Management Accountant since 1981. He is also the President of Westpoint Management Consultants Limited, a private company engaged in tax and accounting consulting for business reorganizations since 1979 and the President of Harbour Pacific Capital Corp., a private British Columbia company involved in regulatory filings for businesses in Canada since 1998. As determined by the Board, Mr. Drescher’s qualification to serve on the Board is based on his membership in a professional accounting association, financial expertise and significant experience in serving on audit committees of a variety of public companies, including several mineral exploration companies.</p>
<p>Chris Bechtel</p>	<p>Mr. Bechtel served as Group Vice President for Weatherford International Ltd., running divisions that, in aggregate, had approximately \$500 million in annual revenues, with a staff of approximately 2,500. Prior to joining Weatherford, Mr. Bechtel was the Founder and President of OMNI Laboratories. As determined by the Board, Mr. Bechtel’s qualification to serve on the Audit Committee is based on his extensive experience with large corporations.</p>
<p>Jorge Bonet</p>	<p>Dr. Bonet became a Fellow of the Royal College of Physicians and Surgeons and Fellow of the American College of Cardiology upon completion of his training at the Toronto General Hospital, University of Toronto in 1980. As determined by the Board, Dr. Bonet’s qualification to serve on the Audit Committee is based on his general work experience and his understanding of accounting principles and financial statements.</p>

ITEM 4: AUDIT COMMITTEE OVERSIGHT

At no time since the commencement of the Corporation's financial year ended October 31, 2017 was a recommendation of the Audit Committee to nominate or compensate an external auditor (Mackay LLP, Chartered Accountants) not adopted by the Board.

ITEM 5: RELIANCE ON CERTAIN EXEMPTIONS

Since the effective date of NI 52-110, the Corporation has not relied on the exemptions contained in Section 2.4 or Part 8 of NI 52-110, in whole or in part. Since their enactment, the Corporation has not relied on the exemptions contained in sections 6.1.1(4), 6.1.1(5) or 6.1.1(6) of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Sections 6.1.1(4), 6.1.1(5) and 6.1.1(6) provide exemptions from audit committee composition requirements applicable to venture issuers in certain circumstances. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

ITEM 6: 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 the Board, and where applicable by the Audit Committee, on a case by case basis.

ITEM 7: EXTERNAL AUDITOR SERVICE FEES (BY CATEGORY)

The aggregate fees charged to the Corporation by the external auditor in each of the fiscal years ended October 31, 2016 and 2017 is as follows:

	<u>FYE</u> <u>2016</u>	<u>FYE</u> <u>2017</u>
Audit fees for the year ended October 31	\$4,500	\$59,000
Tax fees	\$500	\$1,000
All other fees (non-tax)	\$Nil	\$Nil
Total Fees:	\$5,000	\$60,000

ITEM 8: EXEMPTION

In respect of the most recently completed financial year, the Corporation is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

**SCHEDULE “B”
RAVENQUEST BIOMED INC.
FORM 58-101F2
CORPORATE GOVERNANCE DISCLOSURE**

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, RavenQuest BioMed Inc. (the “**Corporation**”) is required to and hereby discloses its corporate governance practices as follows.

ITEM 1. BOARD OF DIRECTORS

Generally, the board of directors (the “**Board**”) of the Corporation facilitates its exercise of independent supervision over the Corporation’s management through frequent meetings of the Board. The Board reviews its procedures on an ongoing basis to ensure it is functioning independently of management. As circumstances require, the Board meets without management present, and convenes meetings, as deemed necessary, of the independent directors, at which meetings non-independent directors and members of management are not in attendance. When conflicts arise, interested parties are precluded from voting on matters in which they may have an interest.

Mr. W. George Robinson is the Chief Executive Officer of the Corporation and is therefore not independent. Mr. Anton J. Drescher is the former Chief Executive Officer of the Corporation and is therefore not independent. Mr. Chris Bechtel, Dr. Jorge Bonet and Mr. Hendrik van Alphen are independent.

ITEM 2. DIRECTORSHIPS

The current board of directors and director nominees of the Corporation are currently directors of the following other reporting issuers:

Name	Name of Reporting Issuer
Jorge Bonet	<ul style="list-style-type: none">• N/A
Chris Alvin Bechtel	<ul style="list-style-type: none">• Surna, Inc.
Anton J. Drescher	<ul style="list-style-type: none">• Corvus Gold Inc.• International Tower Hill Mines Ltd.• Oculus VisionTech Inc.• River Wild Exploration Inc.• Trevali Mining Corporation.• Xiana Mining Inc.
Hendrik Van Alphen	<ul style="list-style-type: none">• Blackrock Gold Corp.• Cardero Resource Corp.• Centenera Mining Corporation• Ethos Gold Corp.• Gelum Capital Ltd. (formerly Jagercor Energy Inc.)• Wealth Minerals Ltd.
W. George Robinson	<ul style="list-style-type: none">• N/A

ITEM 3. ORIENTATION AND CONTINUING EDUCATION

The Board briefs all new directors with the policies of the Board, and other relevant corporate and business information.

ITEM 4. ETHICAL BUSINESS CONDUCT

The Board has found that the fiduciary duties placed on individual directors by the Corporation'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 have been sufficient to ensure that the Board operates independently of management and in the best interests of the Corporation.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Corporation or an affiliate of the Corporation, (ii) is for indemnity or insurance for the benefit of the director in connection with the Corporation, or (iii) is with an affiliate of the Corporation. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Corporation at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Corporation for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Corporation and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

ITEM 5. NOMINATION OF DIRECTORS

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives, and a willingness to serve.

ITEM 6. COMPENSATION

The Board conducts reviews with regard to directors' compensation once a year. To make its recommendation on directors' compensation, the Board takes into account the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies.

ITEM 7. OTHER BOARD COMMITTEES

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

ITEM 8. ASSESSMENTS

On an ongoing basis, the Boards monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the board and committees. On an ongoing annual basis, the Board assesses the performance of the Board as a whole, each of the individual directors and each committee of the Board in order to satisfy itself that each is functioning effectively. The Board will review its composition on an on-going basis with a view to ensuring its membership includes sufficient independent directors. Where circumstances arise where the Board determines that the principals of independence described in Item 1, above, are not adequately met, the Board will endeavour to increase its membership to include additional independent directors and to ensure it is functioning independently of management.

**SCHEDULE C
RAVENQUEST BIOMED INC.
STOCK OPTION PLAN**

RAVENQUEST BIOMED INC.

**AMENDED AND RESTATED
INCENTIVE STOCK OPTION PLAN**

Date Re-Approved by Shareholders: ●, 2018

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ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Defined Terms

For the purposes of this Plan, the following terms shall have the following meanings:

- (a) “**Affiliate**” means a company that is a parent or subsidiary of the Corporation, or that is controlled by the same entity;

- (b) “**Associate**”, when used to indicate a relationship with a person, means:
 - (i) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling the person to more than 10% of the voting rights attached to outstanding voting securities of the issuer;

 - (ii) any partner of the person;

 - (iii) any trust or estate in which the person has a substantial beneficial interest or in respect of which the person serves as trustee or executor or in a similar capacity; or

 - (iv) in the case of an individual, a relative of the individual, including a spouse of that individual or a relative of the individual’s spouse, if the relative has the same home as that individual;

- (c) “**Board**” means the board of Directors of the Corporation;

- (d) “**Change of Control Transaction**” means:
 - (i) the acquisition of a sufficient number of voting securities in the capital of the Corporation so that the acquiror, together with Persons acting jointly or in concert with the acquiror, becomes entitled, directly or indirectly, to exercise more than 50% of the voting rights attaching to the outstanding voting securities in the capital of the Corporation (provided that, prior to the acquisition, the acquiror was not entitled to exercise more than 50% of the voting rights attaching to the outstanding voting securities in the capital of the Corporation);

- (ii) the completion of a consolidation, merger, arrangement or amalgamation of the Corporation with or into any other entity whereby the voting securityholders of the Corporation immediately prior to the consolidation, merger, arrangement or amalgamation receive less than 50% of the voting rights attaching to the outstanding voting securities of the consolidated, merged, arranged or amalgamated entity; or
 - (iii) the completion of a sale whereby all or substantially all of the Corporation's undertakings and assets become the property of any other entity and the voting securityholders of the Corporation immediately prior to the sale hold less than 50% of the voting rights attaching to the outstanding voting securities of that other entity immediately following that sale;
- (e) “**Common Shares**” means the common shares in the capital of the Corporation;
- (f) “**Consultant**” means an individual who:
- (i) provides ongoing consulting, technical, management or other services to the Corporation or an Affiliate under a written contract with the Corporation or the Affiliate, other than services provided exclusively in relation to a Distribution;
 - (ii) possesses technical, business or management expertise of value to the Corporation or an Affiliate;
 - (iii) in the opinion of the Corporation, spends or will spend a reasonable amount of time and attention on the business and affairs of the Corporation or an Affiliate; and
 - (iv) has a relationship with the Corporation or an Affiliate that enables the Consultant to be knowledgeable about the business and affairs of the Corporation or the Affiliate,
- and includes a company of which a Consultant is an employee or shareholder and a partnership of which a Consultant is an employee or partner;
- (g) “**Corporation**” means RavenQuest BioMed Inc. (formerly Ravencrest Resources Inc.) and its successor entities;
- (h) “**Director**” means a director of the Corporation or of an Affiliate;

- (i) “**Disinterested Shareholder Approval**” means the approval of a majority of shareholders of the Corporation voting at a duly called and held meeting of such shareholders, excluding votes of Insiders to whom options may be granted under the Plan;
- (j) “**Distribution**” has the meaning ascribed thereto under applicable securities laws, and generally refers to a distribution of securities by the Corporation from treasury;
- (k) “**Eligible Person**” means, subject to all applicable laws and the rules of the Exchange, a Director, Officer, Employee or Consultant;
- (l) “**Employee**” means an individual who:
 - (i) is considered an employee of the Corporation or an Affiliate under the *Income Tax Act*, i.e., for whom income tax, employment insurance and Canada Pension Plan deductions must be made at source,
 - (ii) works full-time for the Corporation or an Affiliate providing services normally provided by an employee and who is subject to the same control and direction by the Corporation or the Affiliate over the details and method of work as an employee of the Corporation or the Affiliate, but for whom income tax deductions are not made at source, or
 - (iii) works for the Corporation or an Affiliate on a continuing and regular basis for a minimum amount of time per week providing services normally provided by an employee and subject to the same control and direction by the Corporation or the Affiliate over the details and method of work as an employee of the Corporation or the Affiliate, but for whom income tax deductions are not made at source;
- (m) “**Exchange**” means the Canadian Securities Exchange and any stock exchange on which the Corporation’s shares are listed for trading;
- (n) “**Expiry Date**” means the last day of the term for an Option, as set by the Board at the time of grant in accordance with Section 5.2 and, if applicable, as amended from time to time;
- (o) “**Governmental Authorities**” means governments, regulatory authorities, governmental departments, agencies, commission, bureaus, officials, ministers, Crown corporations, courts, bodies, boards, tribunals or dispute settlement panels or other law, rule or regulation-making organizations or entities;

- (i) having or purporting to have jurisdiction on behalf of any nation, province, territory or state or another geographic or political subdivision of any of them; or
- (ii) exercising or entitled or purporting to exercise any administrative, executive, judicial, legislative, policy, regulatory or taxing authority or power;
- (p) **“Insider”** has the meaning ascribed thereto under applicable securities laws;
- (q) **“Investor Relations Activities”** means any activities, by or on behalf of the Corporation or a shareholder of the Corporation, that promote or reasonably could be expected to promote the purchase or sale of securities of the Corporation, subject to any exclusions noted in the policies of the Exchange;
- (r) **“Laws”** means currently existing applicable statutes, by-laws, rules, regulations, orders, ordinances or judgments, in each case of any Governmental Authority having the force of the law;
- (s) **“Officer”** means an officer of the Corporation or of an Affiliate;
- (t) **“Option”** means an option to purchase Common Shares pursuant to this Plan;
- (u) **“Optionee”** means a holder of Options;
- (v) **“Other Share Compensation Arrangement”** means, other than this Plan and any Options, any stock option plan, stock options, employee stock purchase plan or other compensation or incentive mechanism involving the issuance or potential issuance of Common Shares, including but not limited to a purchase of Common Shares from treasury which is financially assisted by the Corporation by way of loan, guarantee or otherwise;
- (w) **“Participant”** means an Eligible Person who has been granted an Option;
- (x) **“Person”** means any individual, sole proprietorship, partnership, firm, entity, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, Governmental Authority, and where the context requires any of the foregoing when they are acting as trustee, executor, administrator or other legal representative; and
- (y) **“Plan”** means this Stock Option Plan.

1.2 **Interpretation**

References to the outstanding Common Shares at any point in time shall be computed on a non-diluted basis.

ARTICLE 2 ESTABLISHMENT OF PLAN

2.1 **Purpose**

The purpose of this Plan is to advance the interests of the Corporation, through the grant of Options, by:

- (a) providing an incentive mechanism to foster the interest of Eligible Persons in the success of the Corporation and its Affiliates;
- (b) encouraging Eligible Persons to remain with the Corporation or its Affiliates; and
- (c) attracting new Directors, Officers, Employees and Consultants.

2.2 **Shares Reserved**

- (a) The maximum aggregate number of Common Shares that may be reserved for issuance under this Plan shall not exceed 10% of the outstanding Common Shares at the time of the granting of an Option, less the aggregate number of Common Shares then reserved for issuance pursuant to any Other Share Compensation Arrangement. For greater certainty, if an Option is surrendered, terminated or expires without being exercised, the Common Shares reserved for issuance pursuant to such Option shall be available for new Options granted under this Plan.
- (b) If there is a change in the outstanding Common Shares by reason of any share consolidation or split, reclassification or other capital reorganization, or a stock dividend, arrangement, amalgamation, merger or combination, or any other change to, event affecting, exchange of or corporate change or transaction affecting the Common Shares, the Board shall make, as it shall deem advisable and subject to the requisite approval of the relevant regulatory authorities, appropriate substitution and/or adjustment in:
 - (i) the number and kind of shares or other securities or property reserved or to be allotted for issuance pursuant to this Plan;

- (ii) the number and kind of shares or other securities or property reserved or to be allotted for issuance pursuant to any outstanding unexercised Options, and in the exercise price for such shares or other securities or property; and
- (iii) the vesting of any Options (subject to the approval of the Exchange if such vesting is mandatory under the policies of the Exchange), including the accelerated vesting thereof on conditions the Board deems advisable,

and if the Corporation undertakes an arrangement or is amalgamated, merged or combined with another corporation, the Board shall make such provision for the protection of the rights of Participants as it shall deem advisable.

- (c) No fractional Common Shares shall be reserved for issuance under this Plan and the Board may determine the manner in which an Option, insofar as it relates to the acquisition of a fractional Common Share, shall be treated.
- (d) The Corporation shall, at all times while this Plan is in effect, reserve and keep available such number of Common Shares as will be sufficient to satisfy the requirements of this Plan.

2.3 Disinterested Shareholder Approval.

- (a) Unless Disinterested Shareholder Approval is obtained, under no circumstances will this Plan, together with any Other Share Compensation Arrangement, result at any time in:
 - (i) the number of Common Shares reserved for issuance under Options granted to Insiders exceeding 10% of the outstanding Shares at the time of granting the Options;
 - (ii) the grant to Insiders, within a 12 month period, of a number of Options exceeding 10% of the outstanding Shares at the time of granting the Options;
 - (iii) the issuance to any one Optionee, within a 12 month period, of a number of Shares exceeding 5% of the outstanding Shares at the time of granting the Options; or
 - (iv) any reduction in the exercise price of Options granted to any person who is an Insider at the time of the proposed reduction.

2.4 Non-Exclusivity

Nothing contained herein shall prevent the Board from adopting such other incentive or compensation arrangements as it shall deem advisable.

2.5 Effective Date

This Plan shall be subject to the approval of any regulatory authority whose approval is required. Any Options granted under this Plan prior to such approvals being given shall be conditional upon such approvals being given, and no such Options may be exercised unless and until such approvals are given.

ARTICLE 3 ADMINISTRATION OF PLAN

3.1 Administration

This Plan shall be administered by the Board. Subject to the provisions of this Plan, the Board shall have the authority:

- (a) to determine the Eligible Persons to whom Options are granted, to grant such Options, and to determine any terms and conditions, limitations and restrictions in respect of any particular Option grant, including but not limited to the nature and duration of the restrictions, if any, to be imposed upon the acquisition, sale or other disposition of Common Shares acquired upon exercise of the Option, and the nature of the events and the duration of the period, if any, in which any Participant's rights in respect of an Option or Common Shares acquired upon exercise of an Option may be forfeited;
- (b) to interpret the terms of this Plan, to make all such determinations and take all such other actions in connection with the implementation, operation and administration of this Plan, and to adopt, amend and rescind such administrative guidelines and other rules and regulations relating to this Plan, as it shall from time to time deem advisable, including without limitation for the purpose of ensuring compliance with Section 3.3 and 3.4 hereof.
- (c) The Board's interpretations, determinations, guidelines, rules and regulations shall be conclusive and binding upon the Corporation, Eligible Persons, Participants and all other Persons.
- (d) The Board will, by resolution, designate those Eligible Persons to whom Options should be granted, and such resolutions will specify the number of Common Shares that should be placed under option to each Optionee, the price per Common Share to be paid upon exercise of the Options, and the period during which such Options may be exercised.

- (e) Every Option granted under this Plan must be evidenced by a written option agreement between the Corporation and the Optionee and, where not expressly set out in the agreement, the provisions of such agreement will conform to and be governed by this Plan.

3.2 Amendment, Suspension and Termination

- (a) The Board may amend, subject to the approval of any regulatory authority whose approval is required, suspend or terminate this Plan or any provision herein. No such amendment, suspension or termination shall alter or impair any outstanding unexercised Options or any rights without the written consent of such Participant, and any amendment to the terms of an issued Option must comply with the policies of the Exchange. If this Plan is suspended or terminated, the provisions of this Plan and any administrative guidelines, rules and regulations relating to this Plan shall continue in effect for the duration of such time as any Option remains outstanding.
- (b) If an Option is cancelled prior to its Expiry Date, the Corporation shall comply with the policies of the Exchange with respect to granting new Options to the same Person.
- (c) If the amendment of an Option requires Exchange, regulatory or shareholder approval, such amendment may be made prior to such approvals being given, but no such amended Options may be exercised unless and until such approvals are given.

3.3 Compliance with Laws

- (a) This Plan, the grant and exercise of Options hereunder and the Corporation's obligation to sell, issue and deliver any Common Shares upon exercise of Options shall be subject to all applicable federal, provincial and foreign Laws, policies, rules and regulations, to the policies, rules and regulations of any stock exchanges or other markets on which the Common Shares are listed or quoted for trading and to such approvals by any Governmental Authority as may, in the opinion of counsel to the Corporation, be required. The Corporation shall not be obligated by the existence of this Plan or any provision of this Plan or the grant or exercise of Options hereunder to sell, issue or deliver Common Shares upon exercise of Options in violation of such Laws, policies, rules and regulations or any condition or requirement of such approvals.
- (b) No Option shall be granted and no Common Shares sold, issued or delivered hereunder where such grant, sale, issue or delivery would require registration or other qualification of this Plan or of the Common Shares under the applicable securities Laws of any foreign jurisdiction, and any purported grant of any Option

or any sale, issue and delivery of Common Shares hereunder in violation of this provision shall be void. In addition, the Corporation shall have no obligation to sell, issue or deliver any Common Shares hereunder unless such Common Shares shall have been duly listed, upon official notice of issuance, with all stock exchanges on which the Common Shares are listed for trading.

- (c) Common Shares sold, issued and delivered to Participants pursuant to the exercise of Options shall be subject to restrictions on resale and transfer under applicable securities Laws and the requirements of any stock exchanges or other markets on which the Common Shares are listed or quoted for trading, and any certificates representing such Common Shares shall bear, as required, a restrictive legend in respect thereof.

3.4 Tax Withholding

The Corporation may withhold from any amount payable to an Optionee, either under this Plan or otherwise, such amount as it reasonably believes is necessary to enable the Corporation to comply with the applicable requirements of any federal, provincial, local, or foreign law, or any administrative policy of any applicable tax authority, relating to the withholding of tax or any other required deductions with respect to Options (“**Withholding Obligations**”). The Corporation may also satisfy any liability for any such Withholding Obligations, on such terms and conditions as the Corporation may determine in its discretion, by:

- (a) requiring an Optionee, as a condition to the exercise of any Options, to make such arrangements as the Corporation may require so that the Corporation can satisfy such Withholding Obligations including, without limitation, requiring the Optionee to remit to the Corporation in advance, or reimburse the Corporation for, any such Withholding Obligations; or
- (b) selling on the Optionee’s behalf, or requiring the Optionee to sell, any Common Shares acquired by the Optionee under the Plan, or retaining any amount which would otherwise be payable to the Optionee in connection with any such sale.

ARTICLE 4 OPTION GRANTS

4.1 Eligibility and Multiple Grants

Options shall only be granted to Eligible Persons. An Eligible Person may receive Options on more than one occasion and may receive separate Options, with differing terms, on any one or more occasions, subject to the terms of this Plan.

4.2 Representation

Every Option shall be evidenced by an option agreement executed by the Corporation and the Participant, which shall, if the Participant is an Employee or Consultant, contain a representation and warranty by the Corporation and such Participant that such Participant is a bona fide Employee or Consultant, as the case may be, of the Corporation or an Affiliate. In the event of any discrepancy between this Plan and an option agreement, the provisions of this Plan shall govern.

4.3 Limitation on Grants and Exercises

The number of Common Shares reserved for issuance to any one Optionee pursuant to Options granted under this Plan, together with any Common Shares reserved for issuance pursuant to Options granted to that Optionee during the previous 12 months must not exceed 5% of the issued and outstanding Common Shares at the time of granting of the Options, provided that the aggregate number of Options granted to each of the following categories of Optionee:

- (a) each individual Consultant; and
- (b) Persons performing Investor Relations Activities on behalf of the Corporation;

must not exceed 2% of the outstanding Common Shares at the time of grant unless the Exchange permits otherwise.

ARTICLE 5 OPTION TERMS

5.1 Exercise Price

The exercise price per Common Share for an Option shall be determined by the Directors or their delegates, if any, but will in no event be less than the minimum exercise price permitted under the policies of the Exchange. For greater certainty, the Corporation shall not grant Options with an exercise price lower than the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the Options; and (b) the date of grant of the Options.

5.2 Expiry Date

Every Option shall, unless sooner terminated, expire on a date to be determined by the Board which will not exceed 10 years from the date the Option is granted.

5.3 Different Exercise Periods and Prices.

The Board may, in its absolute discretion and subject to Section 5.2 of the Plan, upon granting Options under this Plan, specify different time periods during which an Option is exercisable, different time periods within which an Option will terminate following an Optionee ceasing to be a Director, Officer, Employee, or Consultant of the Corporation, and subject to the provisions of this Plan, designate different exercise prices and vesting provisions with respect to an Option.

5.4 Extension of Expiry Date During Black-Out Period

If the Expiry Date in respect of any Option occurs during or within five (5) trading days following a trading black-out period imposed by the Corporation, the Expiry Date of the Option shall be automatically extended to the date that is ten (10) trading days following the end of such black-out period (the “**Extension Period**”); provided that if an additional black-out period is subsequently imposed by the Corporation during the Extension Period, then such Extension Period shall be deemed to commence following the end of such additional black-out period to enable the exercise of such Options within ten (10) trading days following the end of the last imposed black-out period.

5.5 Effect of a Change of Control Transaction

If a Change of Control Transaction occurs, the Corporation shall have the power to make such arrangements as it shall deem appropriate for the exercise of outstanding Options or continuance of outstanding Options, including without limitation, to amend any option agreement to permit the exercise of any or all of the remaining Options prior to the completion of any such transaction. If the Corporation shall exercise such power, the Option shall be deemed to have been amended to permit the exercise thereof in whole or in part by the Optionee at any time or from time to time as determined by the Corporation prior to the completion of such transaction.

5.6 Vesting

- (a) Subject to the subsection (b) below and otherwise in compliance with the policies of the Exchange, the Board shall determine the manner in which an Option shall vest and become exercisable.
- (b) Options granted to Consultants performing Investor Relations Activities shall vest over a minimum of 12 months with no more than one-quarter (1/4) of such Options vesting in any 3 month period.

5.7 Non-Assignability

Options may not be assigned or transferred.

5.8 Ceasing to be an Eligible Person

- (a) If a Participant who is a Director, Officer, Employee or Consultant is terminated for cause, which in respect of a Director shall be deemed to include:
 - (i) ceasing to meet the qualifications for a director prescribed by the corporate legislation applicable to the Corporation, other than as a result of bankruptcy or mental incompetency, and the Participant does not otherwise continue to qualify as an Eligible Person in a different capacity with the Corporation;
 - (ii) the delivery to that Director of a formal request for resignation signed by a majority of the Board following a material breach of fiduciary duty by that Director and the Participant does not otherwise continue to qualify as an Eligible Person in a different capacity with the Corporation; and
 - (iii) ceasing to be a Director by reason of a special resolution to that effect passed by the shareholders of the Corporation pursuant to the corporate legislation applicable to the Corporation, and the Participant does not otherwise continue to qualify as an Eligible Person in a different capacity with the Corporation, then each Option held by such Participant shall terminate and shall therefore cease to be exercisable no later than the earlier of the Expiry Date and the date which is 30 days after such termination for cause.
- (b) If a Participant is prevented, by order or similar decision of the British Columbia Securities Commission or other regulatory authority having jurisdiction over the Corporation or its affairs, from holding an Option, then each Option held by such Participant shall terminate and shall therefore cease to be exercisable upon the making of such order or similar decision.
- (c) If a Participant ceases to be an Eligible Person other than in the circumstances set out in subsection (a), (b) or (c) herein, each Option held by such Participant shall terminate and shall therefore cease to be exercisable no later than the earlier of the Expiry Date and the date which is 90 days after such terminating event, always provided that the Board may, allow for each Option held by such Participant to terminate and cease to be exercisable on such later date following the Participant ceasing to be an Eligible Person as the Board in its discretion may determine is reasonable.
- (d) If a Participant dies while still an Eligible Person, each Option held by such Participant shall be exercisable by the legal representative of such Participant

until such Option terminates and therefore ceases to be exercisable pursuant to the terms of this Section.

- (e) If any portion of an Option is not vested at the time a Participant ceases, for any reason whatsoever, to be an Eligible Person, such unvested portion of the Option may not be thereafter exercised by the Participant or its legal representative, as the case may be, always provided that the Board may, in its discretion, thereafter permit the Participant or its legal representative, as the case may be, to exercise all or any part of such unvested portion of the Option that would have vested prior to the time such Option otherwise terminates and therefore ceases to be exercisable pursuant to the terms of this Section. For greater certainty, and without limitation, this provision will apply regardless of whether the Participant ceased to be an Eligible Person voluntarily or involuntarily, was dismissed with or without cause, and regardless of whether the Participant received compensation in respect of dismissal or was entitled to a notice of termination for a period which would otherwise have permitted a greater portion of an Option to vest.

ARTICLE 6 EXERCISE PROCEDURE

6.1 Exercise Procedure

An Option may be exercised from time to time, and shall be deemed to be validly exercised by the Participant only upon the Participant's delivery to the Corporation at its registered office of:

- (a) a written notice of exercise addressed to the Corporate Secretary of the Corporation, specifying the number of Common Shares with respect to which the Option is being exercised;
- (b) the originally signed Option agreement with respect to the Option being exercised;
- (c) a certified cheque or bank draft made payable to the Corporation for the aggregate exercise price for the number of Common Shares with respect to which the Option is being exercised, together with the amount necessary to satisfy any applicable tax withholding or remittance obligations under applicable Laws; and
- (d) documents containing such representations, warranties, agreements and undertakings, including such as to the Participant's future dealings in such Common Shares, as counsel to the Corporation reasonably determines to be necessary or advisable in order to comply with or safeguard against the violation of the Laws of any jurisdiction;

and on the business day following, the Participant shall be deemed to be a holder of record of the Common Shares with respect to which the Option is being exercised, and thereafter the Corporation shall, within three business days of receipt of the notice of exercise and certified cheque or bank draft, cause certificates for such Common Shares to be issued and delivered to the Participant.

ARTICLE 7 MISCELLANEOUS

7.1 No Rights as Shareholder

Nothing in this Plan or any Option shall confer upon a Participant any rights as a shareholder of the Corporation with respect to any of the Common Shares underlying an Option unless and until such Participant shall have become the holder of such Common Shares upon exercise of such Option in accordance with the terms of the Plan.

7.2 No Rights to Employment

Nothing in this Plan or any Option shall confer upon a Participant any right to continue in the employ of the Corporation or any Affiliate or affect in any way the right of the Corporation or any Affiliate to terminate the Participant's employment, with or without cause, at any time; nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement, or an expression of intent, on the part of the Corporation or any Affiliate to extend the employment of any Participant beyond the time which the Participant would normally be retired pursuant to the provisions of any present or future retirement plan of the Corporation or any Affiliate, or beyond the time at which he would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any Affiliate.

7.3 Exchange's Rules and Policies Apply

This Plan and the granting and exercise of any Options under this Plan are also subject to such other terms and conditions as are set out from time to time in the rules and policies on incentive options of the Exchange and any securities commission having jurisdiction and such rules and policies will be deemed to be incorporated into and become a part of this Plan. In the event of an inconsistency between the provisions of such rules and policies and of this Plan, the provisions of the rules and policies of the Exchange and securities commissions will govern.

7.4 Governing Law

This Plan, all option agreements, the grant and exercise of Options hereunder, and the sale, issue and delivery of Common Shares hereunder upon exercise of Options shall be, as applicable, governed by and construed in accordance with the Laws of the Province of British Columbia and the federal Laws of Canada applicable therein. The Courts of the Province of British Columbia

shall have the exclusive jurisdiction to hear and decide any disputes or other matters arising herefrom.