

EGUANA TECHNOLOGIES INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS July 22, 2016

The annual general and special meeting ("**Meeting**") of holders of common shares and of the series 8 preferred share of Eguana Technologies Inc. ("**Corporation**") will be held on Friday, July 22, 2016 at the offices of the Corporation, 3 - 6143 4th Street S.E., Calgary, Alberta at 10:00 AM MDT for the following purposes:

1. to receive the audited financial statements for the financial year ended September 30, 2015;
2. to set the number of directors at six
3. to elect directors;
4. to approve the stock option;
5. to appoint auditors and authorize the directors to fix the auditors' remuneration; and
6. to transact such other business as may properly be brought before the Meeting.

Shareholders are referred to the accompanying Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

The Board of Directors has fixed the close of business on June 10, 2016 as the record date for determining holders of common shares who are entitled to vote at the Meeting.

Holders of common shares who are unable to be present at the Meeting are requested to date, sign, and return the accompanying form of proxy to TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 or by fax 416-595-9593 or by voting online: www.voteproxyonline.com, prior to 4:30 PM EDT on July 20, 2016, being at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment.

Dated the 10th day of June, 2016

BY ORDER OF THE BOARD OF DIRECTORS

"George Powlick"

George Powlick
Chairman of the Board of Directors

EGUANA TECHNOLOGIES INC.

Management Information Circular

dated June 10, 2016

for the Annual General and Special Meeting to be held on July 22, 2016

SOLICITATION OF PROXIES

This management information circular (the "**Circular**") is furnished in connection with the solicitation of proxies by the management of Eguana Technologies Inc. (the "**Corporation**") for use at the annual general and special meeting (the "**Meeting**") of holders of common shares (the "**Shareholders**") to be held on July, 22, 2016 at 10:00 AM MDT at the offices of Eguana Technologies Inc., 3 - 6143 4th Street S.E., Calgary, Alberta.

The record date for the purpose of determining holders of common shares is June 10, 2016 (the "**Record Date**"). Shareholders of record on that date are entitled to receive notice of and attend the Meeting and vote their shares, except to the extent that any registered Shareholders have transferred the ownership of any shares subsequent to the Record Date and the transferee of those shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the shares and demands, not later than 10 calendar days before the Meeting, that his or her name be included on the Shareholders list, in which case, the transferee will be entitled to vote his or her shares at the Meeting.

This solicitation is made on behalf of management. The Corporation will bear the costs incurred in the preparation and mailing of the Meeting materials. In addition to mailing forms of proxy, proxies may be solicited by personal interviews, or by other means of communication, by directors, officers and employees of the Corporation who will not be remunerated for their services.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers and directors of the Corporation. As a Shareholder, you have the right to appoint a person, who need not be a Shareholder, to represent you at the Meeting. To exercise this right you should insert the name of your representative in the blank space provided on the form of proxy and strike out the other names or submit another appropriate proxy. The form of proxy should be dated and executed by the Shareholder or an attorney, authorized in writing and with proof of the authorization attached. A proxy may be revoked by a registered Shareholder personally attending at the Meeting and voting his shares in person.

A form of proxy will not be valid for the Meeting or any adjournment unless it is completed and delivered to TMX Equity Transfer Services, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1 no later than 4:30 PM EDT on July 20, 2016 or any adjournment thereof. You may also send your proxies by fax to (416) 595-9593 or vote your shares online at www.voteproxyonline.com.

The common shares represented by the Shareholder proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and that, if the Shareholder specifies a choice with respect to the matter to be acted upon, the common shares will be voted accordingly.

A Shareholder may revoke his proxy at any time prior to a vote. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Shareholder or by his authorized attorney in writing, or, if the Shareholder is a company, under its corporate seal by an officer or attorney duly authorized, either at the registered office of the Corporation or with TMX

Equity Transfer Services, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment at which the proxy is to be used, or with the Chair of the Meeting on the day of the Meeting, or any adjournment.

ADVICE 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 the common shares in their own name (the "**Beneficial Shareholders**").

Shareholders who do not hold their common shares in their own name should note that only proxies deposited by Shareholders who appear on the records of the registrar and transfer agent will be recognized at the Meeting. If the common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those common shares will, in all likelihood, not be registered in the Shareholder's name. Without specific instructions, brokers and their nominees are prohibited from voting shares held by Beneficial Shareholders.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every broker and other intermediaries have their own mailing procedures and provide their own return instructions to clients which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The majority of brokers delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications Solutions, Canada ("**Broadridge**"). Broadridge mails a Voting Information Form (the "**VIF**") asking the Beneficial Shareholders to return the VIF to Broadridge by mail or by way of the Internet or telephone. A Beneficial Shareholder who receives a VIF cannot use that VIF to vote directly at the Meeting.

All reference to Shareholders in this Circular, the form of proxy and Notice are to registered Shareholders unless specifically stated otherwise.

NOTICE-AND-ACCESS

The Corporation has elected to use the "notice-and-access" provisions under National Instrument 54-101 *Communications with Beneficial Owners of Securities of a Reporting Issuer* for the Meeting in respect of the mailing of the Meeting materials to Shareholders. The notice-and-access provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials required to be physically mailed to shareholders by allowing a reporting issuer to post its proxy-related meeting materials on a website.

REQUEST FOR FINANCIAL STATEMENTS

National Instrument 51-102 *Continuous Disclosure Obligations* ("**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.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of common shares. As at the Record Date, there were 167,856,952 common shares and one First Preferred, Series 8 share issued and outstanding.

The holders of common shares are entitled to one vote for each common share held on all matters to be considered and acted upon at the Meeting.

The holder of the First Preferred, Series 8 share is entitled to receive notice of and to attend all meetings of the Shareholders and, except for the right to designate one director to the Board of Directors (being Mr. George Powlick) or as otherwise required by the *Business Corporations Act* (Alberta), the holder of the First Preferred, Series 8 share is not entitled to vote at any meeting of the Shareholders. Subject to the foregoing, as long as DHCT II Luxembourg S.a.r.l. ("**DHCT**"), together with its affiliates, own in the aggregate more than 10% of the issued and outstanding common shares and any non-voting common shares on a fully-diluted basis (calculated as the number of common shares and non-voting common shares that would be outstanding if all rights to acquire common shares and non-voting common shares were exercised, excluding for the purposes of this calculation, all common shares issuable upon the conversion of any options under any stock option plan of the Corporation), the holder of the First Preferred, Series 8 share, voting separately as a class, shall have the right to designate and elect one director from time to time, at the meetings of the Shareholders and/or between meetings of the Shareholders, and shall not, only in its capacity as holder of the First Preferred, Series 8 share, be entitled to vote in the election of the remaining directors of the Corporation.

To the knowledge of the directors and management, as at the Record Date, no person or company beneficially owned, directly or indirectly, or exercised control or direction over, voting securities carrying more than 10% of the voting rights attached to all classes of voting securities of the Corporation, other than as follows:

Name and Province/ Country of Residence	Number of common shares	Percentage of Class Outstanding
DHCT II Luxembourg S.a.r.l. Luxembourg	56,768,920	34%

BUSINESS OF THE MEETING

The Meeting will be constituted as an annual meeting. The annual business to be transacted at the Meeting is as follows:

PRESENTATION OF FINANCIAL STATEMENTS

The board of directors (the "**Board**") has approved the audited financial statements for the year ended September 30, 2015, together with the auditors' report thereon. These financial statements have been mailed to registered and beneficial shareholders that responded to the Corporation's request card. The financial statements are available on the Corporation's SEDAR profile at www.sedar.com and will be presented at the Meeting.

FIX NUMBER OF DIRECTORS

Shareholders will be asked to vote in favour of the resolution to fix the number of directors to be elected at the Meeting at six. Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of an ordinary resolution fixing the number of directors to be elected at the Meeting at six (6) members.

ELECTION OF DIRECTORS

There are currently five directors and their term of office will expire at the Meeting unless such director is re-elected as a director at the Meeting. Management proposes that six directors be elected at the Meeting. At the Meeting, Shareholders will be asked to elect the nominees set forth below. Pursuant to the terms of the seventh amended and restated investor rights agreement dated October 1, 2015 that was entered into between the Corporation and DHCT, DHCT, as the holder of the Series 8 Share, intends to nominate Mr.

Powlick for election as a director. Unless otherwise directed, it is the intention of the management designees, if named as proxy, to vote proxies in the accompanying form in favour of the election of the six (6) nominees set forth below as directors of the Corporation.

The following table sets forth the nominees, positions with the Corporation, their principal occupations, periods during which they have served as directors and the number of voting shares beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction.

Name and Residence	Position Currently Held	Principal Occupation	Director Since	Number of common shares Held
George W Powlick ^{1,3} California, USA.	Interim – Chairman of the Board	Managing Director of Doughty Hanson & Co, a private investment company	May 2009	Nil
Michael Carten ^{1,2} Alberta, Canada	Director	President and Chief Executive Officer of the Corporation until August 2015 when he retired.	September 1999	1,096,023
Robert Penner ^{1,4} Alberta, Canada	Director	Retired from KPMG since April 2004	July 2004	1,136,845
Gregory Nelson Arizona, USA	Director	Executive Vice President of the Corporation from January 2009 until April 2010 when he retired	April 2008	120,000
K Andrew Gustajtis Ontario, Canada	Director	Partner and Managing Director, D & D Securities Inc.	August 2012	1,065,878
Justin Holland Ontario, Canada	Chief Executive Officer	Chief Executive Officer since August 2015 former Chief Operating Officer since July 2010	Nominee	3,122,796

¹Member of the Audit Committee.

²Mr. Carten holds his shares directly and indirectly through Michael Carten Professional Corporation, CWT Power International Ltd. and Sustainable Energy Technologies Inc.

³Designated appointee of DHCT.

⁴Chairman of the Audit Committee.

Penalties, Sanctions, Cease Trade Orders or Bankruptcies

No proposed director, within 10 years before the date of this Circular, has been, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "**Order**") that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; 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.

No proposed director, within 10 years before the date of this Circular, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director 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, except as noted below.

No proposed director has, within 10 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 the assets of the proposed director, except as noted below.

No proposed director has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Mr. Penner was a director of Storm Cat Energy Corporation ("**Storm Cat**") of which all of the wholly owned subsidiaries filed a voluntary petition on November 10, 2008 for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the District of Colorado. Storm Cat was not included in the U.S. bankruptcy filing, nor did it file an application for creditor protection under the *Companies' Creditors Arrangement Act* in Canada.

Mr. Penner was a director of Terra Energy Corp. ("**Terra**"). On March 21, 2016, its lender, Canadian Western Bank ("**CWB**"), made a demand on Terra, as debtor, and each of its guarantors for payment in full of Terra's outstanding indebtedness plus accrued interest, costs and fees and CWB provided Terra and each of its guarantors with a Notice of Intention to Enforce Security under section 244(2) of the *Bankruptcy and Insolvency Act* (Canada). As a result, Terra and each of its guarantors has consented to the enforcement by CWB, as secured lender to Terra, of CWB's security pursuant to section 244(2) of the *Bankruptcy and Insolvency Act* (Canada).

Incentive Stock Option Plan

The Corporation currently has a Fixed Number Stock Option Plan (the "**Option Plan**") whereby 7,646,303 incentive stock options (the "**Options**") can be granted pursuant to the Option Plan. The Option Plan has served as an integral component of the Corporation's compensation system.

As of June 10, 2016, there are 6,823,813 Options issued and outstanding granted and 822,490 common shares reserved for issuance in connection with future grants. The Corporation has 167,856,952 issued and outstanding common shares and therefore would like to increase the number of Options available for issuance pursuant to the Option Plan to 12,421,303 Options exercisable for an aggregate of 12,421,303 common shares which would provide management and the Board with more flexibility to reward current employees, officers and directors and to provide a competitive employment package to new employees.

The amendment to the Option Plan is subject to approval by the TSX Venture Exchange and subject to approval by the Shareholders of the Corporation, as required by the rules of the TSX Venture Exchange. It is the intention of the management designees, if named as proxy, to vote FOR the amendment of the Option Plan, unless the Shareholder has specified in its proxy that its common shares are to be voted

against the approval of the amendment of the Option Plan.

The proposed amended Option Plan is attached as Appendix C to this Circular. At the Meeting, Shareholders of the Corporation will be asked to approve the following resolution:

"BE IT RESOLVED as an ordinary resolution that:

1. the stock option plan of the Eguana Technologies Inc. (the "**Corporation**") in substantially the form attached as Appendix C to the management information circular of the Corporation dated June 10, 2016 ("**Amended Plan**") be and is hereby approved and adopted as the stock option plan of the Corporation;
2. the form of the Amended Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Corporation;
3. all issued and outstanding stock options previously granted under the prior stock option plan are hereby continued under and governed by the Amended Plan;
4. the shareholders of the Corporation hereby expressly authorize the board of directors of the Corporation to revoke this resolution before it is acted upon without requiring further approval of the shareholders in that regard; and
5. any one (or more) director or officer of the Corporation is authorized and directed, on behalf of the Corporation, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Corporation or otherwise) that may be necessary or desirable to give effect to this ordinary resolution."

The foregoing resolution must be approved by a simple majority of the votes cast at the Meeting by the holders of common shares. If the amendment to the Option Plan is not approved by the Shareholders, the Corporation will have to consider other methods of compensating and providing incentives to directors, officers, employees and consultants.

RE-APPOINTMENT OF AUDITORS

BDO Canada LLP, Chartered Accountants, were appointed as auditors of the Corporation at the last annual meeting of the Corporation's shareholder and have been the auditors of the Corporation since September 5, 2013.

At the Meeting, Shareholders will be asked to vote in favour of a resolution to re-appoint BDO Canada LLP, Chartered Accountants, as the auditors of the Corporation to hold office until the next annual general meeting of Shareholders and to authorize the directors to fix their remuneration. The Board, on the advice of the Audit Committee, recommends that the Shareholders vote in favour of the re-appointment of BDO Canada LLP, Chartered Accountants, Calgary, Alberta as auditors until the close of the next annual meeting at such remuneration as may be approved by the Board.

The management designees, if named as proxy, intend to vote the Shares represented by any such proxy in favour of a resolution to reappoint BDO Canada LLP, Chartered Accountants, as auditors of the Corporation to hold office until the next annual general meeting of Shareholders and to authorize the directors to fix their remuneration, unless the Shareholder has specified in the Shareholder's proxy that its shares are to be withheld from voting in the appointment of auditors.

AUDIT COMMITTEE

AUDIT COMMITTEE CHARTER

The Audit Committee charter is attached hereto as Appendix A.

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee consists of Michael Carten, Robert Penner, who serves as Audit Committee Chairman, and George Powlick. Messrs. Carten, Penner and Powlick are all considered financially literate. Only Mr. Penner and Mr. Powlick are considered independent. Michael Carten served as President and CEO of the Corporation until August 17, 2015; therefore, he is deemed not to be independent as defined by National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

RELEVANT EDUCATION AND EXPERIENCE

Robert Penner, CA is a chartered accountant and businessman. Mr. Penner was a senior tax partner with KPMG LLP where he worked from 1979 to 2004. Mr. Penner is a graduate of the Institute of Corporate Directors.

Michael Carten, LLB is co-founder, and former President, CEO and Chairman, and has led the Corporation from proof of concept through the product development and commercialization process to full production. Mr. Carten has more than 30 years' experience in the conventional and alternative energy industry. Mr. Carten holds a BA from Loyola College (Université de Montréal) and a Bachelors of Law from Dalhousie Law School.

George Powlick is Managing Director of Doughty Hanson Technology Ventures based in London, England. Mr. Powlick has been an active venture capitalist since 1995 in Silicon Valley and in Europe. He holds an MBA from Anderson School of Business at UCLA and a BSc in materials science and engineering from the University of California, Berkeley.

AUDIT COMMITTEE OVERSIGHT

Since the commencement of the Corporation's more recently complete financial year, each of the Audit Committee's recommendations to nominate or compensate an external auditor have been adopted by the Board.

RELIANCE ON CERTAIN EXEMPTIONS

Since the commencement of the Corporation's most recently completed financial year, it has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) or an exemption granted under Part 8 (*Exemptions*) of NI 52-110 *Audit Committees*.

PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter.

EXTERNAL AUDITOR SERVICE FEES

The aggregate fees billed by the external auditors in each of the last two fiscal years for audit and other fees are as follows:

Financial Year Ending	Audit Fees¹	Audit Related Fees²	Tax Fees³	All Other Fees
2015	\$182,114	Nil	Nil	Nil
2014	\$205,720	Nil	Nil	Nil

¹Fees paid for the audit of the annual financial statements and other regulatory audits and filings

²Fees paid for services related to the audit services

³Fees paid for tax compliance, tax advice, tax planning and advisory services

EXEMPTION

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and its reporting obligations under NI 52-110.

EXECUTIVE COMPENSATION

Objectives and Philosophy of the Compensation Program

The overall compensation program is intended to attract and retain competent, committed individuals who will ensure the long-term success of the Corporation by rewarding performance and contributions to the achievement of corporate goals and objectives. The Corporation strives to maintain alignment between the interests of Shareholders with those of executives and key employees. To this end, salaries for the Chief Executive Officer (the "CEO") and certain key employees have been held significantly below market, and employees and executives have been awarded stock options, allowing the Corporation to offer a competitive compensation package and encouraging investment in the Corporation.

Criteria for Compensation

The compensation policy is based largely upon the market value of the type of job the individual performs, the experience, skills, knowledge and responsibilities of the individual and their level of individual performance.

Elements of Compensation and Determination of Amounts for Each Element

The Corporation strives to provide a competitive compensation package, with a direct link to corporate performance, by emphasizing the components of cash and stock options to motivate highly qualified personnel. To this end, the Corporation compensates its executive officers through base salary and the award of Options to acquire common shares under the current Option Plan, all at levels which the Corporation believes are reasonable in light of the performance of the Corporation under the leadership of the executive officers.

Base Salary

Base salary is intended to compensate core competencies in the executive role relative to skills, level of responsibility, industry experience, individual performance and contribution to the growth of the Corporation. Base salary provides fixed compensation determined by reference to competitive market information. Salaries of certain executive officers have historically been kept significantly below those of the industry and general marketplace because a greater emphasis is placed on Options in order to better align the interests of executives with those of Shareholders. Base salaries for executive officers are reviewed by the Board to ensure they are appropriate so as to protect the ability of the Corporation to hire and retain key personnel.

Options

Long-term equity-based incentive compensation through the granting of Options is an important element of the compensation policy because it rewards long-term performance by allowing executive officers and employees to participate in the long-term market appreciation of the common shares and the overall growth of the Corporation. The Board believes that the granting of Options is required for the Corporation to be competitive from a total remuneration standpoint and to encourage retention. The granting of Options also promotes the alignment of interests of Shareholders and executives.

With respect to the granting of Options, the Board reviews the recommendation of the CEO regarding Option awards. The CEO bases his decision upon the seniority, level of responsibility and the contribution of each individual toward the Corporation's goals and objectives. Consideration is also given to the overall number of Options that are outstanding relative to the number of outstanding common shares in determining whether to make any new grants of Options.

The Corporation has a fixed number Option Plan where, at the discretion of the Board, it may issue Options provided that the aggregate number of common shares reserved for issuance upon the exercise of all Option granted under the Option Plan shall not exceed 7,646,033. Pursuant to the terms of the Option Plan, the Board has the discretion to determine the fixed term of the Option, which shall not exceed ten years, and vesting provisions of the Options at the time of granting, including earlier termination provisions for the Options. The Board shall have the discretion to amend the date upon which Options will terminate on a case by case basis.

Benefits

The Named Executive Officers ("**NEOs**") are eligible to participate in the same benefits as offered to all full-time employees. The Corporation does not view these benefits as a significant element of its compensation structure but does believe that they can be used in conjunction with base salary to attract, motivate and retain individuals in a competitive environment.

Assessment of Compensation

The compensation of the CEO is determined by the Board and the compensation for all other executive officers is determined by the Board after consideration of the recommendations of the CEO.

The Corporation recognizes that past and future success of the Corporation relies on its people and strives to foster compensation packages that promote the attraction, retention and development of quality personnel. Although salaries have historically been significantly below market, total compensation of executive officers is targeted to be competitive against similarly sized companies within the industry.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly to NEOs. NEO means CEO, Chief Financial Officer ("**CFO**"), each of the three most highly compensated executive officers other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year, and each individual who would be an NEO but for the fact that the individual was not an executive officer at the end of that financial year.

The NEOs for the year ended September 30, 2015 were Justin Holland, CEO who was Chief Operating Officer ("**COO**") until appointed CEO on August 17, 2015. Michael Carten was CEO and President until August 17, 2015. Sharon Penner was CFO until October 23, 2014. Mike Dalton was CFO from October 23, 2014 until June 5, 2015. Patricia Dahm was CFO from June 5, 2015 until August 31, 2015.

The Corporation does not have any share-based award plans, non-equity long-term incentive plans, or any defined benefit or defined contribution pension plans for its NEOs.

Name and Principal Position	Fiscal Year Ended September 30	Salary (\$)	Bonus/ Perquisites (\$)	Committee or meeting fees (\$)	All Other Compensation (\$)	Total Compensation (\$)
Justin Holland CEO ¹	2015	150,000	Nil	N/A	Nil	150,000
	2014	150,000	Nil	N/A	Nil	150,000
Michael Carten President, CEO, Director ^{2,3,4}	2015	300,000	Nil	Nil	318,572	618,572
	2014	300,000	Nil	Nil	18,572	318,572
Michael Dalton CFO	2015	94,427	Nil	N/A	1,124	95,551
	2014	N/A	N/A	N/A	N/A	N/A
Sharon Penner CFO	2015	21,000	Nil	N/A	Nil	21,000
	2014	96,000	Nil	N/A	Nil	96,000
George Powlick Director	2015	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil
Gregory Nelson Director	2015	48,000	Nil	Nil	Nil	48,000
	2014	48,000	Nil	Nil	Nil	48,000
Robert Penner Director	2015	Nil	Nil	39,000	Nil	39,000
	2014	Nil	Nil	39,000	Nil	39,000
Andrew Gustajtis Director	2015	Nil	Nil	27,000	Nil	27,000
	2014	Nil	Nil	27,000	Nil	27,000

(1) All compensation to Justin Holland has been paid to J. Holland Consulting and has been included in the table above. Compensation includes salary paid when COO.

(2) During fiscal 2014 and 2015, Mr. Carten's compensation was \$300,000 per year of which 50% was deferred pending certain contingencies including a change of control of the Corporation, profitability, insolvency of the Corporation or termination of his employment contract.

(3) During 2015, his contract of employment as President and CEO was terminated with his base salary paid until September 30, 2015, which was two years in advance of the contractual term. Under the termination agreement, Mr. Carten agreed to accept payment of the deferred compensation plus statutory vacation pay in respect thereof plus \$300,000 in compensation due in respect of the last 2 years of his contract over a period of 82 months. For the purposes of this form, \$300,000 payable in respect of 2016 and 2017 and statutory vacation on deferred compensation in 2014 and 2015 is treated as compensation for the 2015 fiscal year. For further detail please refer to "Employment, Consulting and Management Agreements".

(4) Michael Carten received no compensation as a Director of the Corporation in either 2014 or 2015 as only independent directors receive director remuneration.

STOCK OPTIONS AND OTHER COMPENSATION SECURITIES

The following table sets forth all compensation securities granted or issued to each NEO or director by the Corporation in the most recent financial year. The Corporation does not have any share-based award plans for its NEOs. Each stock option can be exercised into one common share.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, ⁽¹⁾ and percentage of class ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	Date of issue or grant dd/mm/yy	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date dd/mm/yy
Justin Holland CEO	Options	332,764 4.22%	31/03/15	\$0.35	\$0.34	\$0.10	31/3/25
Michael Carten President, CEO, Director	Options	308,471 4.03%	31/03/15	\$0.35	\$0.34	\$0.10	31/3/25
Michael Dalton CFO	Options	300,000 3.92%	24/10/14	\$0.38	\$0.38	\$0.10	24/10/24
George Powlick Director	Options	56,203 0.74%	31/03/15	\$0.35	\$0.34	\$0.10	31/3/25
Gregory Nelson Director	Options	87,114 1.14%	31/03/15	\$0.35	\$0.34	\$0.10	31/3/25
Robert Penner Director	Options	41,412 0.54%	31/03/15	\$0.35	\$0.34	\$0.10	31/3/25
Andrew Gustajtis Director	Options	56,203 0.74%	31/03/15	\$0.35	\$0.34	\$0.10	31/3/25

(1) Each outstanding Option entitles the holder to acquire, upon exercise, one common share in the capital of the Corporation.

(2) The percentages represent the percentage of the total Options issued under the Option Plan.

(3) No compensation securities have been re-priced, cancelled and replaced, had their terms extended, or otherwise been materially modified, in the most recently completed financial year.

(4) One sixth of the Options vest every six months.

(5) The Options are non-exercisable unless the Corporation has achieved positive quarterly net earning calculated before interest, taxes and depreciation/amortization for two consecutive fiscal quarters, or a change of control has occurred.

(6) Including the compensation securities listed in this table, as of September 30, 2015, Mr. Holland held a total of 765,264 Options; Mr. Carten held a total of 888,651 stock options; Mr. Powlick held a total of 189,203 Options; Mr. Nelson held a total of 293,263 Options; Mr. Penner held a total of 139,412 Options; and Mr. Gustajtis held a total of 189,203 Options.

No director or NEO exercised any compensation securities during the most recently completed financial year.

STOCK OPTION PLANS AND OTHER INCENTIVE PLANS

The Corporation has an Option Plan, whereby the Corporation may grant Options to purchase common shares to directors, officers, employees, and consultants. Options generally vest over a 3-year period with 1/6 vesting every 6 months. The Option Plan allows for a maximum term of ten years on any Options. The Corporation has a fixed number Option Plan and, at the discretion of the Board, may issue Options to a maximum of 7,646,303 common shares. The Option Plan was approved by the Shareholders on October 29, 2014. The minimum price at which the Options may be granted is the Discounted Market Price (as defined by the TSX Venture Exchange Corporate Finance Manual) on the TSX Venture Exchange on the date of issue.

Employee Options issued in June 2013, October 2014 and March 2015 are only exercisable following two consecutive quarters of positive earnings before interest, taxes, depreciation and amortization, or if the Corporation is acquired within the next 24 months. Management has estimated that as at September 30, 2015, 3,214,103 Options are not exercisable, as the performance indicator has not been achieved and there is uncertainty as to when it will be achieved, resulting in no stock based compensation being recognized.

EMPLOYMENT, CONSULTING AND MANAGEMENT AGREEMENTS

CONSULTING AGREEMENT – JUSTIN HOLLAND CONSULTING

The Corporation entered into a consulting agreement with Justin Holland Consulting for Mr. Holland to render his services as the COO of the Corporation for an annual consulting fee of \$150,000 effective November 15, 2010. The agreement allows for a bonus of 30% of the consulting fee to be paid subject to approval of the Board. The consulting agreement remained in place following Mr. Holland's appointment as CEO in August 2015.

TERMINATION AND CHANGE OF CONTROL BENEFITS

Except as specifically described for Mr. Carten, the Corporation is not a party to any contract, agreement, plan or arrangement that provides for payments to a NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Corporation, its subsidiaries or affiliates or a change in a NEOs responsibilities.

Effective September 1, 2009, the Corporation and Michael Carten entered into an employment contract, as amended from time to time, which was to expire on December 31, 2017. Under his employment contract, Mr. Carten was entitled to a salary of \$300,000 per year plus normal benefits, the payment of 1/2 of which was deferred subject to the Corporation reaching certain earnings thresholds, a change of control or Mr. Carten's termination. On August 17, 2015, Mr. Carten's employment contract was terminated and he became entitled to the deferred salary and benefits which by agreement became payable at the rate of \$13,115 a month over 82 months, subject to becoming due immediately in the event of a change in control or the Corporation achieving an average of \$1,000,000 in earnings before interest, taxes, depreciation and amortization for any two consecutive fiscal quarters. Mr. Carten's options have been amended to remain exercisable in accordance with their terms.

DIRECTOR COMPENSATION

Director compensation is determined through review of market rates that other directors are being paid on boards of similar types of companies of similar size. The Chairman of the Board provides final approval.

The Corporation paid independent directors an annual retainer of \$25,000 plus \$500 for each Board or committee meeting attended by the director during the fiscal year ended September 30, 2015. In addition, the directors were reimbursed for expenses incurred in carrying out their duties as directors. Mr. Powlick is not paid a retainer as a director. Mr. Powlick takes no cash compensation due to policies of Doughty Hanson Technology Ventures. Mr. Nelson was serving as a consultant based on a retainer of \$4,000 per month and was not receiving Director's compensation. Mr. Nelson's contract was canceled in May 2016 and he is now being compensated as a director. The Corporation does not have share-based award plans, non-equity incentive plans or pension plans for its directors. Mr. Penner receives an additional \$10,000 per year for holding the position of Audit Committee Chairman.

PENSION PLAN BENEFITS

The Corporation does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following sets forth information for the Options outstanding under the Option Plan as at September 30, 2015.

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options	Weighted-Average Exercise Price of Outstanding Options	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by securityholders	5,000,833	\$0.38	2,645,470
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	5,000,833	\$0.38	2,645,470

DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Corporation has disclosed its corporate governance practices in Appendix B.

MANAGEMENT CONTRACTS

Management functions of the Corporation are performed by the directors and executive officers of the Corporation and are not to any substantial degree performed by any other person. The Corporation has entered into employment agreements with certain of its officers.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or officers or associates of such persons have been indebted to the Corporation or any of its subsidiaries at any time since the beginning of the most recently completed fiscal year. No such person has been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries in respect of the purchase of securities or otherwise.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Management is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or officer, any person or company beneficially owning, directly or indirectly, more than 10% of the voting securities, or any associate or affiliate of such persons in any transaction within the last fiscal year or in any proposed transaction which in either case has materially affected or will materially affect the Corporation or its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Corporation is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last financial year, or of any nominee for election as a director, or of any associate or affiliate of any such persons, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

ADDITIONAL INFORMATION

Additional financial information regarding the Corporation's business is contained in the audited consolidated financial statements and management's discussion and analysis for the year ended September 30, 2015. These statements and all the continuous disclosure documents submitted to the Securities Commissions can be found on SEDAR at www.sedar.com. Shareholders who wish to receive copies of the annual audited financial statements or Management's Discussion and Analysis should send a request to Eguana Technologies Inc., Unit 3, 6143 - 4th Street SE, Calgary, Alberta T2H 2H9, or by phone at (403) 508-6990, or by fax to (403) 205-2509.

GENERAL

All matters referred to herein for approval by the Shareholders require the approval of a simple majority of the Shareholders voting, in person or by proxy, at the Meeting. The contents and sending of this Information Circular have been approved by the Board.

Unless otherwise stated, the information contained herein is given as of the 10th day of June, 2016.

APPENDIX A

Audit Committee Charter

Constitution

The Board of Directors of Sustainable Energy Technologies (the "Company") hereby resolves to establish an Audit Committee (the "Committee") which is formally constituted as a committee of the Board.

Membership

The Board shall appoint the members of the Committee:

- At least two members of the Committee including the Chair shall be non-executive members of the Board.
- The Chair shall not chair any other Board committee.
- The Board may co-opt additional members to the Committee as required; initially there will be three members of the Committee.
- A quorum shall be two members of whom at least one shall be a non-exec Board member. At least one member of the Committee should have a financial background.

Objective

The Audit Committee shall monitor on the Board's behalf the appropriate processes and controls resulting from policies set by the Board; this will include particular focus on:

- The scope, results and effectiveness of the external audit
- Careful review of any non-audit services provided by the external auditors
- Effectiveness of the processes of governance
- Effectiveness of spend/value for money
- Compliance with policy and statutory requirements
- Internal controls including adherence to policy
- Safeguarding of assets

The Committee will depend on reporting from the finance department, external audit and other reporting from management or from external advisors as appropriate in order to achieve this.

Scope of Duties

Corporate Governance:

To support the Board in reviewing the effectiveness of the corporate governance to enable the Company to implement best practice as set out in appropriate guidance

Internal Control:

To commission reviews of specific controls and procedures (financial or non-financial) where so requested by the Board.

Compliance with External Legislation and Internal Policies:

To ensure adherence to management policies and directives.

To verify that mechanisms are in place to ensure compliance with statutory requirements, financial and other.

Financial Statements:

To review the annual report and accounts before submissions to the Board, focusing particularly on:

- Any changes in accounting policies and practices
- Major judgmental areas
- Significant adjustments arising from the audit
- The going concern assumption
- Compliance with accounting standards
- Compliance with legal requirements
- Any presentational issues having particular significance to the public perception of the organization.
- To receive during the course of the year reports on any matters that may impact on the accounts and disclosure therein.

External Audit:

To consider the appointment and performance of the external auditor, the audit fee, and any questions of resignation or dismissal.

To discuss with the external auditor the long term approach to the audit of the Company. On an annual basis, before the audit commences approve the Audit Plan with particular reference to its nature and scope, emphasis and priorities.

To discuss any problems or reservations arising from the external auditors' work and any other matters that the external auditors may wish to bring to the attention of the Committee.

To review the external auditors' management letter together with management's written response before presentation to the Board.

To review the contents of any report issued by the external auditor along with management's written response, before its presentation to the Board and monitor the implementation of those external auditors' recommendations, which are accepted by the Committee.

Reporting:

The Chair will report to the Board as appropriate on the areas covered by the above terms of reference. Specifically, the Committee is required:

- to recommend the approval of the audited report and accounts.
- to recommend to the Board the reappointment or change in appointment of external auditors

The minutes of the Committee meetings should be formally recorded and submitted to the Board at its next meeting.

Authority:

The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the committee.

The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Committee is authorized to approve the issuance of interim unaudited quarterly financial statements and to appoint any one of its members and the Chief Executive Officer to sign the statements on behalf of the Committee and the Board.

Frequency of Meetings:

Meetings shall be held at least four times per year (generally every quarter and ideally two weeks prior to a Board meeting).

Attendance at Meetings:

The Committee shall have the power to request Management to attend its meetings. The Chairman of the Committee to attend or to speak may also call upon other persons. The Controller and/or Director Finance shall normally attend meetings. A representative of the external auditors may be requested to attend meetings when appropriate.

Proceedings of Meetings:

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested or exercisable by the Committee.

All or any of the members of the Committee may participate in a meeting of the Committee by means of conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly.

APPENDIX B

CORPORATE GOVERNANCE DISCLOSURE

Board of Directors

The Board exercises independent supervision over management by meeting independent of the management director to ensure that the management director is not unduly influencing the decision of the independent directors. Independent directors are Andrew Gustajtis, Robert Penner, and George Powlick. Mr. Carten and Mr. Nelson are not considered independent due to their former relationships with the Corporation.

Directorships

Robert Penner is a director of Corridor Resources Inc. and Gstar Exploration Ltd.

Orientation and Continuing Education

The Board ensures that a new member is provided access to senior management to discuss the current business strategy, encourages new members to meet individually with current members to discuss historical information and has access to the minute books.

Ethical Business Conduct

The Board encourages ethical business conduct by ensuring that all members are experienced in leading corporations with ethical business standards.

Nomination of Directors

The Board as a whole proposes nominees and a majority of the independent directors meet with the nominee to ensure compatibility with current members.

Compensation

The Board of Directors reviews the CEO compensation on an annual basis. Greg Nelson, Andrew Gustajtis and Robert Penner who are independent directors receive an annual stipend of \$25,000 plus \$500 per meeting. Robert Penner, chairman of the Audit Committee receives an additional \$10,000. The Board as a whole reviews the stock option plan and any grants to the Board members.

Assessments

The Board does not have a formal process where the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. The Chairman of the Board reviews the attendance and performance of the committees on an informal basis.

Other Board Committees

The Board has expanded the Audit Committee responsibilities to include Corporate Governance oversight.

Appendix C

EGUANA TECHNOLOGIES INC.

Stock Option Plan

1 Purpose

The purpose of the Stock Option Plan (the "Plan") of Eguana Technologies Inc. (the "Corporation") is to advance the interests of the Corporation and each subsidiary of the Corporation (a "Subsidiary") by encouraging the directors, officers, management, consultants and employees of the Corporation and its Subsidiaries to acquire shares in the Corporation, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and its Subsidiaries and furnishing them with additional incentive in their efforts on behalf of the Corporation and its Subsidiaries.

2 Administration

- a) The Plan shall be administered by the board of directors of the Corporation, or if appointed, by a special committee of Directors appointed from time to time by the Board of Directors of the Corporation (such committee, or if no such committee is appointed, the Board of Directors of the Corporation, is hereinafter referred to as the "Committee") pursuant to rules of procedure fixed by the Board of Directors.
- b) Each option granted under this Plan shall be evidenced by an agreement, signed on behalf of the Corporation and by the optionee, in such form, as the Committee shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

3 Maintenance of Sufficient Capital

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Common Shares as will be sufficient to satisfy the requirements of the Plan.

4. Eligibility and Participation

Directors, officers, management, consultants and employees of the Corporation and its Subsidiaries shall be eligible for selection to participate in the Plan (such persons herein collectively referred to as "Participants"). The Committee shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted, and the number of shares to be subject to each option, subject to the applicable rules and regulations of all regulatory authorities to which the Corporation is subject, including the TSX Venture Exchange (the "Exchange"). Currently the Exchange provides the following limitations:

- (a) the total number of common shares issuable shall not exceed 12,421,303, such number representing approximately 7.39% of the issued and outstanding common shares of the Corporation;
- (b) the number of Common Shares reserved for issuance, within a one-year period, to any one Optionee shall not exceed 5% of the Voting Shares;
- (c) the number of Common Shares reserved for issuance, within a one-year period, to any one Consultant of the Corporation may not exceed 2% of the Voting Shares;

- (d) the aggregate number of Common Shares reserved for issuance, within a one-year period, to Employees or Consultants conducting Investor Relations Activities may not exceed 2% of the Voting Shares; and
- (e) unless the Plan has been approved by the shareholders of the Corporation at a meeting thereof by a majority of the votes cast at the meeting, other than votes attaching to securities beneficially owned by Insiders of the Corporation to whom Common Shares may be issued pursuant to the Plan, and Associates of any such Insiders:
- (f) the maximum number of Common Shares reserved for issuance pursuant to options granted to Insiders at any time may not exceed 10% of the number of Voting Shares;
- (g) the maximum number of Common Shares which may be issued to Insiders, within a one-year period, may not exceed 10% of the number of Voting Shares; and
- (h) the maximum number of Common Shares which may be issued to any one Insider and the Associates of such Insider, within a one-year period, may not exceed 5% of the number of Voting Shares;

provided that for the purposes of paragraphs (i), (ii), and (iii) above, an entitlement granted prior to the grantee becoming an Insider may be excluded in determining the number of Common Shares issuable to Insiders.

5. Exercise Price

The exercise price of the Common Shares covered by each option shall be determined by the Committee when such option is granted. The exercise price shall be not less than the price permitted by the policy or policies of the Exchange or other stock exchanges on which the Common Shares of the Corporation are listed.

In the event that the Corporation proposes to reduce the exercise price of Options granted to an Optionee who is an Insider of the Corporation at the time of the proposed amendment, said amendment shall not be effective until disinterested shareholder approval has been obtained in respect of the exercise price reduction.

6. Vesting

The Committee may, in its sole discretion, determine the time during which Options shall vest and the method of vesting.

7. Option Period, Consideration and Payment

- a) The period within which such option shall be exercised (the "Option Period") shall be a period of time fixed by the Committee, not to exceed ten (10) years from the date the option is granted, provided that the Option Period shall be reduced with respect to any option as provided in Sections 8 and 9.
- b) Options that have vested may be exercised in whole or in part at any time and from time to time during the Option Period. To the extent required by the Exchange or any other stock exchange(s) on which the Common Shares of the Corporation are listed, no option may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Corporation.
- c) Except as set forth in Sections 8 and 9, no option may be exercised unless the Participant

is at the time of such exercise a director, officer, manager, consultant or employee of the Corporation or a Subsidiary and where the Option has been granted for a specific service, the Option may be exercised only upon completion of that service.

- d) The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Common Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such shares with respect to which the option is exercised.

8. Ceasing To Be a Director, Officer, Manager or Employee

- a) If a Participant shall cease to be an employee and/or director of the Corporation or a Subsidiary for any reason other than death, disability or resignation, he may, but only within a period of 180 days next succeeding his ceasing to be an employee and/or director, exercise his option to the extent that he was entitled to exercise it at the date of such cessation.
- b) If a Participant shall cease to be an employee and/or director of the Corporation or a Subsidiary as a result of his resignation from the Corporation, he may, but only within a period of 90 days next succeeding his ceasing to be an employee and/or director, exercise his option to the extent that he was entitled to exercise it at the date of such cessation.
- c) If a Participant shall cease to be a consultant (excluding investor relations consultants) to the Corporation or a Subsidiary for any reason other than death or disability, he may, but only within a period of 90 days next succeeding his ceasing to be a consultant, exercise his option to the extent that he was entitled to exercise it at the date of such cessation.
- d) Notwithstanding the foregoing, the Board of Directors shall have the discretion to amend the date upon which such stock options will terminate on a case by case basis.

9. Death and/or Disability of Participant

In the event of the death or disability of a Participant, the option previously granted to him shall be exercisable only within the twelve (12) months next succeeding such death or disability and then, in the case of death of the Participant, only:

- i) By the person or persons to whom the Participants rights under the Option shall pass by the Participants will or the laws of descent and distribution; and
- ii) If and to the extent that he was entitled to exercise the option at the date of his death.

10. Rights of Optionee

No person entitled to exercise any option granted under this Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Common Shares issuable upon exercise of such option until certificates representing such Common Shares shall have been issued.

11. Proceeds from Sale of Shares

The proceeds from sale of Common Shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the board of directors may determine and direct.

12. Adjustments

In the event that the outstanding Common Shares of the Corporation are changed into or exchanged for a different number or kind of shares or other securities of the Corporation, or in the event that there is a reorganization, amalgamation, consolidation, subdivision, reclassification, dividend payable in capital stock or other change in the capital stock of the Corporation, then each Participant holding an option shall thereafter upon the exercise of the option granted to him, be entitled to receive, in lieu of the number of Common Shares to which the Participant was theretofore entitled upon such exercise, the kind and amount of shares or other securities or property which the Participant would have been entitled to receive as a result of any such event if, on the effective date thereof, the Participant had been the holder of the Common Shares to which he was theretofore entitled upon such exercise.

13. Termination of Option in the Event of Take-Over Bid

In the event a take-over bid (as defined in the Securities Act (Alberta), which is not exempt from the takeover bid requirements of Part 14 of the Securities Act (Alberta) (or its replacement or successor provisions) shall be made for the Common Shares of the Corporation, the Corporation may determine that the Optionee shall have the right to exercise the Option to purchase all of the shares optioned but only if the shares may only be purchased for tender or exchange pursuant to the take-over bid and any unexercised options terminate upon completion of the take-over bid. If for any reason the shares are not tendered or exchanged for any reason, all the shares shall be cancelled and returned to treasury, shall be added back to the number of shares remaining unexercised under the option and the Corporation shall refund to the Optionee all of the consideration paid by the Optionee.

14. Transferability

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

15. Amendment and Termination of Plan

The Committee may amend or discontinue the Plan at any time, provided that no such amendment may, without the consent of the Optionee, alter or impair any Option previously granted to an Optionee under the Plan, and provided further that any amendment to the Plan will require the prior consent of the Exchange, or such other or additional stock exchange on which the Common Shares are listed for trading.

16. Common Shares Duly Issued

Common Shares issued upon the exercise of an Option granted hereunder will be validly issued and allotted as fully paid and non-assessable upon receipt by the Corporation of the Exercise Price therefore in accordance with the terms of the Option, and the issuance of Common Shares thereunder will not require a resolution or approval of the Board of Directors of the Corporation.

17. Necessary Approvals

The obligation of the Corporation to issue and deliver shares in accordance with the Plan is subject to any approvals that may be required from any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

18. Stock Exchange Rules

The rules of any stock exchange upon which the Corporation's Shares are listed shall be applicable relative to options granted to Participants.

19. Definitions

In this Plan, capitalized terms used herein that are not otherwise defined herein shall have the meaning ascribed thereto in the Corporate Finance Manual of the Exchange, and in particular, in policies 1.1 and 4.4 of said Corporate Finance Manual.

20. Effective Date and Prior Plans

This Plan shall come into force and effect on July 22, 2016 and entirely replaces and supersedes prior share option plans enacted by the Board of Directors of the Corporation, or its predecessor corporations. Options granted under any prior share option plans shall be administered in accordance with the provisions of this Plan. Subject to the agreement of a holder of options granted under any prior share option plans, the options of such holder shall be amended by the adoption of this Plan to extend the period during which such options may be exercised.

21. Interpretation

The Plan will be governed by and construed in accordance with the laws in force in the Province of Alberta.

