

**MICRON WASTE TECHNOLOGIES INC.**

**Suite 915, 700 West Pender Street  
Vancouver, BC V6C 1G8  
Telephone: 844-318-8216  
info@micronwaste.com**

**AMENDED NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting (the “**Meeting**”) of the Shareholders of Micron Waste Technologies Inc. (the “**Company**”) will be held at Suite 915, 700 West Pender Street, Vancouver, British Columbia on June 27, 2018 at 10:00 a.m. (Vancouver Time) for the following purposes:

1. to receive and consider the annual audited financial statements of the Company for the fiscal year ended December 31, 2017, the related report of the auditor thereon and the related management’s discussion and analysis (together, the “**annual financials**”);
2. to elect Directors of the Company for the ensuing year (see “*Election of Directors*” in the Company’s accompanying Information Circular); and
3. to appoint Smythe LLP, Chartered Professional Accountants, for the ensuing year; (see “*Appointment of Auditor*” in the Company’s accompanying Information Circular).

No other matters are contemplated for consideration at the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

The Company has elected to use the notice-and-access provisions under National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), in the case of mailing to registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), in the case of beneficial Shareholders (“**Notice-and-Access Provisions**”) for this Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that allow a Company to reduce the volume of materials to be physically mailed to Shareholders by posting the Information Circular and any additional annual meeting materials online. Shareholders will still receive this Notice of Meeting and a form of proxy and may choose to receive a hard copy of the Information Circular. The Company will not use procedures known as ‘stratification’ in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with a notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Information Circular.

Copies of this Notice of Meeting, the Information Circular, the Proxy and the annual financials (together “Proxy Materials”), are posted on the Company’s website at <https://micronwaste.com/investors/AGM/> and are SEDAR filed under the Company’s profile at www.sedar.com. Any Shareholder who wishes to receive a paper copy of the Information Circular, should contact the Company at Suite 915, 700 West Pender Street, Vancouver, British Columbia V6C 1G8, or by telephoning the Company toll-free: 1-844-318-8216. A Shareholder may also use the toll-free number noted above to obtain additional information about the Notice-and-Access Provisions.

To allow for reasonable time to be allotted for a Shareholder to receive and review a paper copy of the Information Circular and submit their vote prior to **10:00 a.m. (Pacific Time) on Monday, June 25, 2018** (the “**Proxy Deadline**”), any Shareholder wishing to request a paper copy of the Information Circular as described above, should ensure such request is received by **June 11, 2018**. Under Notice-and-Access Provisions, Proxy

Materials will be available for viewing for up to one (1) year from the date of posting and a paper copy of the materials can be requested at any time during this period.

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting. **Please review the Information Circular before voting.**

**Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their Common Shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.**

**A non-registered shareholder (also a “Beneficial Shareholder”) who plans to attend the Meeting must follow the instructions set out in the form of proxy (or voting instruction form) accompanying this Notice and the Information Circular, to ensure that such shareholder’s Common Shares will be voted at the Meeting. If you hold your Common Shares in a brokerage account you are not a registered shareholder.**

The audited financial statements for the financial year ended December 31, 2017, the related report of the auditor, and management discussion and analysis will be made available at the Meeting and are available on [www.sedar.com](http://www.sedar.com).

**DATED** at Vancouver, British Columbia, May 15, 2018.

**BY ORDER OF THE BOARD**

*“Ravinder Mlait”*

**Ravinder Mlait  
Chief Executive Officer and Director**

## MICRON WASTE TECHNOLOGIES INC.

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Vancouver, BC V6C 1G8  
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Email: info@micronwaste.com

### INFORMATION CIRCULAR

as at May 8, 2018 (*unless otherwise indicated*)

**This Information Circular is furnished in connection with the solicitation of proxies by the management of Micron Waste Technologies Inc. (the “Company”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on June 27, 2018 at the time and place and for the purposes set forth in the accompanying notice (the “Notice”) of the Meeting.**

In this Information Circular, references to the “Company”, “we” and “our” refer to **Micron Waste Technologies Inc.** “**Common Shares**” means common shares without par value in the capital of the Company. “**Beneficial Shareholders**” means shareholders who do not hold Common Shares in their own name and “**intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. All dollar amounts in this Circular are expressed in Canadian dollars unless otherwise indicated.

### GENERAL PROXY INFORMATION

#### Solicitation of Proxies

The solicitation of proxies will be primarily by mail, subject to the use of Notice-and-Access Provisions in relation to delivery of the Information Circular, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

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

#### Notice-and-Access

Notice-and-Access means provisions concerning the delivery of proxy-related materials to Shareholders found in section 9.1.1. of National Instrument 51-102 – *Continuous Disclosure Obligations* (“NI 51-102”), in the case of registered Shareholders, and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”), in the case of beneficial Shareholders (“**Notice-and-Access Provisions**”), which allow an issuer to deliver an information circular forming part of proxy-related materials to Shareholders via certain specified electronic means provided that the conditions of NI 51-102 and NI 54-101 are met.

Notice-and-Access Provisions allow reporting issuers, other than investment funds, to choose to deliver proxy-related materials to registered holders and beneficial owners of securities by posting such materials on a non-SEDAR website (usually the reporting issuer's website and sometimes the transfer agent's website) rather than by delivering such materials by mail. Notice-and-Access Provisions can be used to deliver materials for both general and special meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the information circular at the reporting issuer's expense.

Use of Notice-and-Access Provisions reduces paper waste and printing and mailing costs incurred by the issuer. In order for the Company to utilize Notice-and-Access Provisions the Company must send a notice to Shareholders, including Non-Registered Holders, indicating that the proxy-related materials have been posted and explaining how a Shareholder can access them or obtain from the Company, a paper copy of those materials. This Information Circular has been posted in full on the Company's website at <https://micronwaste.com/investors/AGM/> and are filed under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the materials to be posted on the applicable website and other materials to be delivered to Shareholders. The requirements of that notice, which requires the Company to provide basic information about the Meeting and the matters to be voted on, explain how a Shareholder can obtain a paper copy of the Information Circular and any related financial statements and related management discussion and analysis, and explain the Notice-and-Access Provisions process, have been built into the Notice of Meeting. The Notice of Meeting has been delivered to Shareholders by the Company, along with the applicable voting document (a form of Proxy in the case of registered Shareholders or a Voting Instruction Form in the case of Non-Registered Holders).

The Company will not rely upon the use of 'stratification'. Stratification occurs when a reporting issuer using Notice-and-Access Provisions provides a paper copy of the information circular with the notice to be provided to Shareholders as described above. In relation to the Meeting, all Shareholders will have received the required documentation under the Notice-and-Access Provisions and all documents required to vote in respect of all matters to be voted on at the Meeting. No Shareholder will receive a paper copy of the information circular from the Company or any intermediary unless such Shareholder specifically requests same.

The Company will pay intermediaries, including Broadridge Financial Solutions ("Broadridge"), to deliver proxy-related materials to NOBOs and the Company will not pay for delivery of proxy-related materials to OBOs.

**Any Shareholder who wishes to receive a paper copy of this Information Circular must make contact with the Company at Suite 915, 700 West Pender Street, Vancouver, British Columbia V6C 1G8, or by calling the Company toll-free: 1-844-318-8216, or the Company's Vancouver number 844-318-8216.** In order to ensure that a paper copy of the Information Circular can be delivered to a requesting Shareholder in time for such Shareholder to review the Information Circular and return a proxy or voting instruction form prior to the deadline for receipt of Proxies at 10 a.m. (Pacific Time) on June 25, 2018 (the "**Proxy Deadline**"), it is strongly suggested that a Shareholder ensure their request is received by the Company no later than June 11, 2018.

Under Notice-and-Access Provisions, Proxy Materials will be available for viewing for up to one (1) year from the date of posting and a paper copy of the materials can be requested at any time during this period. All Shareholders may **call 1-844-318-8216 (toll-free)** in order to obtain additional information relating to the Notice-and-Access Provisions or to obtain a paper copy of the Information Circular, up to and including the date of the Meeting, including any adjournment of the Meeting.

## Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “Proxy”) are officers and/or directors of the Company. **If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a Shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

## Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

**In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.**

## Registered Shareholders

Registered shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. A registered shareholder may submit a proxy using one of the following methods:

- (a) complete, date and sign the Proxy and return it to the Company’s transfer agent, Computershare Trust Company of Canada (“Computershare”), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 2<sup>nd</sup> Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder’s account number and the proxy access number; or
- (c) log on to Computershare’s website at [www.investorvote.com](http://www.investorvote.com). Registered shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the holder’s account number and the proxy access number.

In either case you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Company’s board of directors (the “Board”) at its discretion without notice.

## Beneficial Shareholders

**The following information is of significant importance to many Shareholders who do not hold Common Shares in their own name.** Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares) or as set out in the following disclosure.

If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker (an "intermediary"). In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients. Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated in a timely manner and in accordance with the instructions provided by their intermediary. Your intermediary will not vote your Common Shares without receiving instructions from you.

There are two kinds of Beneficial Shareholders: Non-Objecting Beneficial Owners ("**NOBOs**") who do not object to allow the issuers of the securities they own to know who they are; and Objecting Beneficial Owners ("**OBOs**") who object to their name being disclosed to the issuer of any securities they own.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company utilizing the Notice-and-Access Provisions. The Company has asked Broadridge to send the Meeting Notice and Access proxy materials to NOBO holders. Please return your VIF (defined below) as specified in the request for voting instructions that was sent to you.

The Company will not pay to send Meeting Notice and Access materials to OBOs or beneficial holders declining to receive annual meeting documents. Beneficial Shareholders who are OBOs should follow the instructions received from their intermediary carefully to ensure their Common Shares are voted at the Meeting.

The Voting Instruction Form (the "**VIF**") supplied to you by your broker will be similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediaries on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge in Canada and the United States. Broadridge mails a VIF, in lieu of the Proxy provided by the Company. The VIF will name the same persons as are set out in the Company's Proxy to represent your Common Shares at the Meeting.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purpose of voting Common Shares registered in the name of its intermediary, a Beneficial Shareholder may attend the Meeting as a proxyholder for the intermediary and vote the Common Shares in that capacity. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), other than any of the persons designated in the VIF, to represent your Common Shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be you) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge will then tabulate the results of all instructions received and provide appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any Shareholder's representative. **If you receive a VIF from**

**Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted, or to have an alternate representative duly appointed by you attend the Meeting and vote your Common Shares at the Meeting.**

### **Notice to Shareholders in the United States**

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the *United States Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended, and by the fact that six of its seven directors and all of its executive officers are residents of Canada or elsewhere outside the United States; and all of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

### **Revocation of Proxies**

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare Trust Company of Canada, or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P. O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- (b) personally attending the Meeting and voting the Registered Shareholder's Common Shares.

Beneficial Shareholders should follow the instructions to revoke found on the Proxy or VIF provided to them from their intermediary.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year end of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or 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 the election of directors and as may be set out herein.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

On October 19, 2017, pursuant to an Acquisition Agreement between Finore Mining Inc. (“**Finore**”) and Micron providing for the acquisition (the “**Acquisition**”) of all outstanding equity interests of Micron by Finore, indirectly through Finore Acquisition Corp. (a wholly-owned subsidiary of Finore) in a reverse take-over transaction in which Micron Shareholders received Finore Common Shares and, where applicable, convertible securities of Finore. As a result of the Acquisition, Finore became the sole beneficial owner of all outstanding Micron shares. Concurrently with completion of the Acquisition, the name of Finore was changed from “Finore Mining Inc.” to “Micron Waste Technologies Inc.” Micron concurrently submitted its final listing application to the Canadian Securities Exchange (the “**CSE**”) and the Escrow Agreement between the Company, Computershare Trust Company of Canada, as Escrow Agent and holders of Escrow Shares, was completed and signed. A Notice of Change in Corporate Structure referring to the Acquisition was SEDAR filed on October 24, 2017. On October 26, 2017 the Company began trading its Common Shares on the CSE under the symbol “MWM”.

The Board has fixed May 8, 2018 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares without par value. Each Common Share carries the right to one vote at the Meeting. As of the Record Date a total of 71,296,565 Common Shares were issued and outstanding, of which 6,122,635 Common Shares are held in escrow.

To the knowledge of the Company’s directors and executive officers, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Company.

## VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as director than there are vacancies to fill, or another auditor is nominated, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

## ELECTION OF DIRECTORS

Pursuant to the Articles of the Company and the *Business Corporations Act* (British Columbia) (“**BCA**”), the Company’s Board of Directors (the “**Board**”) has determined to set the number of persons to be elected to the Board at the Meeting at five (5). Current members of the Board are Ravinder Mlait, Dr. Hyder Khoja, Kulwant Malhi, Cameron Battley, and Dr. Bharat (Bob) Bhushan.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director’s office is vacated earlier in accordance with the provisions of the BCA, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following disclosure sets out the names of management’s nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment (for the five preceding years for new director nominees), the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date, May 8, 2018.

<b>Name Province/State Country of Residence and Position(s) with the Company<sup>(1)</sup></b>	<b>Principal Occupation Business or Employment for Last Five Years<sup>(1)</sup></b>	<b>Period as a Director of the Company</b>	<b>Number of Common Shares Owned<sup>(1)</sup></b>
Ravinder Mlait, MBA <i>Chief Executive Officer and Director British Columbia, Canada</i>	December 2015, to present, Chief Executive Officer of Torino Power Solutions Inc., December 2013 to present, Chief Executive Officer of Cannabix Technologies Inc., a technology issuer listed on the CSE.	October 13, 2016 to present	Nil <sup>(5)</sup> (0%)
Dr. Hyder Khoja <sup>(2)(3)</sup> <i>Director British Columbia, Canada</i>	January 2018 to present, Chief Science Officer at Qualis & Northern Roots Inc.; January 2018 to present, Co-Founder and Principal at MedFlora.ca; September 2010 to present, Founder, Chairman and Chief Executive Officer at LeoFric Consultants, Inc.; July 2017 to present, Chief Scientific Advisor at NASH Pharmaceuticals, Inc.; September 2016 to present, Senior Scientist Project Lead at Avanz Bio LLC, USA; April 2016 to present, Senior Scientific Advisor at Canagen Pharmaceuticals Inc.; May 2015 to September 2015, Senior Officer of Affinor Growers Inc.; December 2014 to May 2015, Senior Officer of InMed Pharmaceuticals Ltd.	October 19, 2017 to present	Nil <sup>(7)</sup> (0%)
Kulwant Malhi <sup>(2)(3)</sup> <i>Chairman and Director British Columbia, Canada</i>	December 2015 to present, Chairman at Micron Waste Technologies Inc.; October 2015 to May 2017, President at Breathec Biomedical Inc.; July 2014 to present, President and Director at Cannabix Technologies Inc.; May 2017 to present, Director at Khan Resources Inc.; April 2014 to April 2015, Director at Revival Gold Inc.	October 19, 2017 to present	2,500,000 <sup>(8)</sup> (3.51%)
Cameron Battley <sup>(2)(3)</sup> <i>Director Ontario, Canada</i>	January 2018 to present, Chief Corporate Officer of Aurora Cannabis, April 2016 to present, Executive Vice President and Senior Vice President of Aurora Cannabis, March 2018 to present, Director at The Green Organic Dutchman Holdings Ltd.; December 1997 to present, Owner of Health Strategy Group, Inc., June 2002 to present, Owner of Wind Gage Communications, Inc.	October 19, 2017 to present	Nil <sup>(5)</sup> (0%)
Dr. Bharat (Bob) Bhushan <sup>(3)</sup> <i>Chief Technology Officer and Director British Columbia, Canada</i>	2009 to present, Founder and Director of Protechnol Biotech Inc.	October 19, 2017 to present	5,000,000 <sup>(4)</sup> (7.01%)

Notes:

- (1) Information has been furnished by the respective nominees individually or retrieved from SEDI.
- (2) Denotes a member of the Audit Committee of the Company.
- (3) Denotes an independent director.
- (4) Of this amount, 1,000,000 Common Shares of the Company are held through Protechnol Biotech Inc., which Dr. Bhushan controls. In addition, Dr. Bhushan owns options to purchase 300,000 Common Shares at a deemed price of \$0.30 and 1,000,000 warrants held through Protechnol Biotech Inc. at an exercise price of \$0.25 each, expiring April 13, 2022.
- (5) Mr. Mlait owns options to purchase 400,000 Common Shares at a deemed price of \$0.30 and 50,000 warrants at an exercise price of 0.50 each, expiring November 8, 2018.
- (6) Mr. Battley owns options to purchase 600,000 Common Shares at a deemed price of \$0.30.
- (7) Dr. Khoja owns options to purchase 200,000 Common Shares at a deemed price of \$0.30.

<sup>(8)</sup> Mr. Malhi owns an additional 50,000 Common Shares through cannabix breathalyser. Mr. Malhi also owns options to purchase 300,000 Common Shares at a deemed price of \$0.30 and 2,000,000 warrants at an exercise price of \$0.25 each, expiring April 13, 2022.

### ***Director Nominee Biographies***

**Mr. Ravinder Mlait** holds a Master of Business Administration (MBA) from Royal Roads University in British Columbia with a specialization in Executive Management. He earned his BA (Economics) from Simon Fraser University and has served as an executive with companies listed on the TSX Venture exchange and CSE. Mr. Mlait has completed the Canadian Securities Course. Mr. Mlait's public company experience along with specific courses taken on accounting and finance during his graduate and undergraduate education provided him with the relevant knowledge and experience to understand financial statements.

**Dr. Hyder Khoja** has had a distinguished professional career within the high technology realms with strong adaptive ability in leading diverse regulatory programs combined with functional expertise in science and policy domains. His industrial experience spans from advising, innovating & developing cutting-edge projects. He led multidisciplinary teams consisting of professional engineers, scientists, and planners. While working with them; he built a foundation of strong cross-functional skills including research and business development. He has been instrumental in advising to the board for several private and publicly traded start-up companies. Since then he has been a liaison for many educational and industrial cooperative programs. He is serving as a Visiting Faculty for the Aga Khan University and medical hospital in Karachi, where he is developing different natural health products and therapeutics from plant based compounds.

In 2010, he founded LeoFric Consultants, Inc. which helps design highly targeted knowledge-based solutions to address the global client's challenges. Early in 2014, he co-founded InMed Pharmaceuticals Inc., a biopharmaceutical company specializing in developing novel therapies through the research and development into the extensive pharmacology of cannabinoids coupled with innovate drug delivery systems. In 2015, Dr. Khoja acted as the Vice President of Research and Development for Affinor, Inc. and sat on the board of governors. Dr. Khoja currently serves as the Chief Scientific Officer of Oceanix Biotechnology Corporation; a biotechnology company specializing in the development, manufacturing and commercialization of KLH protein products and KLH-based immunotherapies. Dr. Khoja earned his PhD., with honors, in Genetic Engineering and Molecular Biology from INP-ENSAT, a well-recognized French university. He had his post-doctoral training from the Michigan State University.

**Kulwant Malhi** is a Canadian entrepreneur and businessman. He is a retired member of the Royal Canadian Mounted Police where he completed his duties in the drug enforcement and organized crime divisions. He is the founder and chairman of Bullrun Capital and is deeply involved in the financial markets. Bullrun Capital's moto is "do good, to do well" and is involved in the advancement of technologies in the interest of universal benefit. Mr. Malhi has been instrumental in raising capital for various projects totaling in excess of \$150 million dollars since 2008. Kal has specialized in working with academia and advances in technology and funded academic research that has potential for commercialization through private and public companies. His extensive network of contacts and personal relationships have enabled him to assemble a growing team aimed at unearthing the potential of technological advancements in the biomedical, agricultural and technology sectors.

**Cameron Battley** is the Executive Vice President at Aurora Cannabis Inc., a leading producer of medical cannabis and cannabis oils under license from Health Canada. He has responsibilities for business development, external communications, investor relations, government relations, and medical and patient stakeholders, and is a Member of the Board of Directors and Chair of the Advocacy Committee for Cannabis Canada, the trade association for licensed producers. Cam was formerly a Vice President for licensed producer Bedrocan Canada (now part of Canopy Growth Corporation), and was the founder of Health Strategy Group Inc., a management consultancy with global clients including Pfizer, Bayer, Amgen, the World Medical Association and the European Association of Hospital Pharmacists. He previously served as Director of Communications for Eli Lilly Canada, and as Legislative Assistant to Canada's Minister of Consumer and Corporate Affairs. Cam is also a Member of the Board of Directors of Campaigning for Cancer, a South African patient advocacy group.

**Dr. Bharat (Bob) Bhushan** has over 18 years of scientific, consulting and business experience in developing & implementing environmental, waste management and wastewater technologies around the world. He has done many waste treatment and environmental projects overseas, such as in United States, Australia, Singapore, China, India, Chile, Brazil, Mexico, Russia and others. Dr. Bhushan has worked in environmental projects funded by the Environment Canada, EPA (Environmental Protection Agency, USA), SERDP (Strategic Environmental Research and Development Program, USA), Office of Naval Research, USA, and Department of Defense, Canada.

Dr. Bhushan has published over 35 peer-reviewed scientific papers in leading international science journals and has won many distinguished awards from NRC (National Research Council of Canada), EPA (Environmental Protection Agency, USA), NSERC (Natural Sciences and Engineering Research Council of Canada), and JAPAN Society for the Promotion of Science.

For the past 10 years, Dr. Bhushan has developed many blends of proprietary microbes and enzymes for the enhanced digestion of a variety of organic wastes and sold these blends to most of the leading food waste digesters corporations around the world.

Dr. Bhushan's passion to develop food waste technologies is driven by the United Nation's global initiative of greenhouse gas emission reduction, and the new municipal regulations to separate food waste from the regular waste and divert waste from landfills and lower carbon emissions. Dr. Bhushan received his PhD in 1998 from the Faculty of Science, Department of Microbiology, Panjab University, India and received his B.Sc. & M.Sc. (1993) from the Faculty of Science, Department of Microbiology, Panjab University, India.

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

**Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.**

### **Corporate Cease Trade Orders**

No proposed director is, as at the date of this Information Circular, or has been, within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company in respect of which the Information Circular is being prepared) that:

- (i) was subject to a cease trade or similar order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (ii) was subject to a cease trade or similar 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 is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Company in respect of which the Information Circular is being prepared) 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 of trustee appointed to hold its assets.

### **Bankruptcies**

No proposed director has, within the ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or

instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### **Penalties and Sanctions**

No proposed director of the Company 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 has been subject to 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.

### **No Conflicts of Interest**

To the best of our knowledge, there are no known existing or potential conflicts of interest among the Company and its directors or officers.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

## **APPOINTMENT OF AUDITOR**

Management of the Company will nominate Smythe LLP, Chartered Professional Accountants, of Vancouver, British Columbia, at the Meeting for appointment as auditor of the Company to hold office until the close of the next annual general meeting of the Shareholders.

The Board resolved on February 26, 2018 that Jackson & Company, Chartered Professional Accountants (“**Jackson & Company**”), not be proposed for appointment as the auditor of the Company, and following the resignation of Jackson & Company, Smythe LLP, Chartered Professional Accountants (“**Smythe LLP**”), were concurrently appointed as the auditor of the Company. As a result Smythe LLP audited the Company’s annual financial statements for the fiscal year ended December 31, 2017. The annual financial statements for the Company’s fiscal year ended December 31, 2016 were prepared by Jackson & Company. Copies of the Notice of Change of Auditor together with letters from Jackson & Company, and Smythe LLP, respecting the change of auditor (together the “**Change of Auditor Package**”) are attached as *Schedule A - Change of Auditor Package* hereto, and copies were filed under the Company’s profile at [www.sedar.com](http://www.sedar.com).

**The Board recommends that Shareholders vote in favour of the proposed appointment of Smythe LLP as Auditor. Unless otherwise directed, it is the intention of the Management Designees, if named as Proxyholder, to vote in favour of the appointment of Smythe LLP as the Company’s auditor.**

## **AUDIT COMMITTEE DISCLOSURE**

### (i) General

The Audit Committee is a standing committee of the Board of Directors, the primary function of which is to assist the Board of Directors in fulfilling its financial oversight responsibilities, which will include monitoring the quality and integrity of the Company’s financial statements and the independence and performance of the Company’s external auditor, acting as a liaison between the Board and the Company’s external auditor, reviewing the financial information that will be publicly disclosed and reviewing all audit processes and the systems of internal controls management and the Board have established.

(ii) Audit Committee Charter

The Board has adopted the Audit Committee Charter, which sets out the Audit Committee's mandate, organization, powers and responsibilities. A copy of the Audit Committee Charter is available under the Company's profile at [www.sedar.com](http://www.sedar.com). **Shareholders can also view** the Audit Committee Charter during business hours at 915- 700 West Pender Street, Vancouver, BC, V6C 1G8.

(iii) Composition

The Audit Committee currently consists of the following three directors and indicates whether they are 'independent' and 'financially literate'.

<b>Name of Member</b>	<b>Independent<sup>(1)</sup></b>	<b>Financially Literate<sup>(2)</sup></b>
Kulwant Malhi	No	Yes
Dr. Hyder Khoja	Yes	Yes
Cameron Battley	Yes	Yes

Notes:

<sup>(1)</sup> A member of the Audit Committee is independent if he has no direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Company, such as the President or Secretary, is deemed to have a material relationship with the Company.

<sup>(2)</sup> A member of the Audit Committee is financially literate if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

As the Common Shares are listed on the CSE, under National Instrument 52-110 Audit Committees ("NI 52-110") the Company is a venture issuer. Pursuant to NI 52-110, s. 6.1.1, a majority of the Audit Committee members must not be executive officers, employees or control persons of the Company.

(iv) Relevant Education and Experience

The education and experience of each audit committee member relevant to the performance of his responsibilities as an audit committee member is set out in *Director Biographies* above, and each member has an understanding of financial statements and is financially literate as that term is defined in NI 52-110.

(v) Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board of Directors.

(vi) Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in NI 52-110 s. 2.4 - *De Minimis - Non-audit Services*, or an exemption from NI 52-110, in whole or in part, granted under Part 8 - *Exemptions* of NI 52-110.

(vii) Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services, however, as provided for in NI 52-110, the Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries, unless otherwise permitted by NI 52-110.

Fees incurred for audit and non-audit services in the last two fiscal years are outlined in the following table.

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All Other Fees<sup>(4)</sup></b>
December 31, 2017	\$22,000	Nil	Nil	Nil
December 31, 2016	\$20,000	Nil	Nil	Nil

Notes:

- (1) The aggregate fees billed by the Company's auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.
- (3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

### **Exemption**

The Company is a venture issuer as defined in NI 52-110 and pursuant to section 6.1 of NI 52-110, the Company claims exemption from the requirements of Part 3 - *Composition of the Audit Committee* and Part 5 - *Reporting Obligations*.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company.

## **CORPORATE GOVERNANCE**

### **General**

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. NP 58-201 – *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101- *Disclosure of Corporate Governance Practices* prescribes certain disclosure by the Company of its corporate governance practices, which disclosure is presented below.

### **Board of Directors**

The Board of Directors presently has five directors, two of whom are independent. The definition of independence used by the Company is that used by the Canadian Securities Administrators, which is set out in

section 1.4 of National Instrument 52-110 *Audit Committees* (“**NI 52-110**”). A director is independent if he has no direct or indirect material relationship to the Company. A “material relationship” is a relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of the director’s independent judgment. Certain types of relationships are by their very nature considered to be material relationships and are specified in section 1.4 of NI 52-110.

Cameron Battley and Dr. Hyder Khoja are considered independent directors. Kulwant Mahli, Executive Chairman; Ravinder Mlait (Chief Executive Officer of the Company) and Dr. Bharat (Bob) Bhushan (Chief Technical Officer of the Company) are not independent.

The Board believes that the principal objective of the Company is to generate economic returns with the goal of maximizing shareholder value, and that this is to be accomplished by the Board through its stewardship of the Company. In fulfilling its stewardship function, the Board’s responsibilities will include strategic planning, appointing and overseeing management, succession planning, risk identification and management, environmental oversight, communications with other parties and overseeing financial and corporate issues. Directors are involved in the supervision of management.

Pursuant to the *Business Corporations Act* (British Columbia), directors must declare any interest in a material contract or transaction or a proposed material contract or transaction. Further, the independent members of the Board of Directors meet independently of management members when warranted.

### **Directorships**

The directors of the Company are also currently directors of the following reporting issuers:

<b>Name</b>	<b>Reporting Issuer</b>
Ravinder Mlait	Torino Power Solutions Inc. Cannabix Technologies Inc.
Cameron Battley	The Green Organic Dutchman Holdings Ltd.
Dr. Bharat (Bob) Bhushan	N/A
Dr. Hyder Khoja	N/A
Kulwant Malhi	Khan Resources Inc. Cannabix Technologies Inc.

### **Orientation and Continuing Education**

The Company has not formalized an orientation program. If a new director was appointed or elected, however, he or she would be provided with orientation and education about the Company which would include information about the duties and obligations of directors, the business and operations of the Company, documents from recent board meetings and opportunities for meetings and discussion with senior management and other directors. Specific details of the orientation of each new director would be tailored to that director’s individual needs and areas of interest.

The Company does provide continuing education opportunities to directors so that they may maintain or enhance their skills and abilities as directors and ensure that their knowledge and understanding of the Company’s business remains current.

### **Ethical Business Conduct**

The Company has not taken any formal steps to promote a culture of ethical business conduct, but the Company and its management are committed to conducting its business in an ethical manner. This is accomplished by management actively doing the following in its administration and conduct of the Company’s business:

1. The promotion of integrity and deterrence of wrongdoing.
2. The promotion of honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.
3. The promotion of avoidance or absence of conflicts of interest.
4. The promotion of full, fair, accurate, timely and understandable disclosure in public communications made by the Company.
5. The promotion of compliance with applicable governmental laws, rules and regulations.
6. Providing guidance to the Company's directors, officers and employees to help them recognize and deal with ethical issues.
7. Helping foster a culture of integrity, honesty and accountability throughout the Company.

### **Nomination of Directors**

The Board as a whole is responsible for identifying and evaluating qualified candidates for nomination to the Board.

In identifying candidates, the Board considers the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess, the competencies and skills that the Board considers each existing director to possess, the competencies and skills each new nominee will bring to the Board and the ability of each new nominee to devote sufficient time and resources to his or her duties as a director.

### **Compensation**

The Board as a whole is responsible for reviewing the adequacy and form of compensation paid to the Company's executives and key employees, and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling these responsibilities, the Board evaluates the performance of the Company's chief executive officer and other senior management in light of corporate goals and objectives, and makes recommendations with respect to compensation levels based on such evaluations.

### **Other Board Committees**

The sole committee of the Board is the Audit Committee.

### **Assessments**

To date, the Board has not taken any formal steps to assess whether the Board, the Audit Committee and its individual directors are performing effectively. Following the Meeting, it is the intention of management to ask the newly elected Board, as a whole, to monitor the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and the Audit Committee. The current Board is satisfied that this will assist with the Board's overall assessment of any projects and corporate achievements of the Company and believes this will allow the Board to adequately assess its practices.

## **EXECUTIVE COMPENSATION**

### **Named Executive Officers**

In this section "Named Executive Officer" (an "NEO") means the Chief Executive Officer (the "CEO"), the Chief Financial Officer (the "CFO") and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed fiscal year and whose total salary and bonus exceeds \$150,000; as well as any additional individuals for whom

disclosure would have been provided under Form 51-102F6 – *Statement of Executive Compensation*, except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year.

The following disclosure sets out the compensation that the Board intended to pay, make payable, award, grant give or otherwise provide to each NEO and director for the financial year ended December 31, 2017.

### **Compensation Discussion and Analysis**

Micron is a technology Company engaged in the development and commercialization of an on-site treatment system that can turn organic waste into clean water that meets municipal effluent discharge standards. The Board must consider not only the Company's financial situation at the time of determining executive compensation, but also the Company's estimated financial situation for both mid and long-term projections. An element of executive compensation that is available to the Company is the issuance of stock options, which do not require the Company to make any cash disbursements.

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objectives of improving overall corporate performance and creating long-term value for the Company's shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Company. The Company's current compensation program is comprised of base salary or fees, short term incentives such as discretionary bonuses and long-term incentives such as stock options.

Given the Company's current size and stage of development, the Board has not created or appointed a compensation committee. All tasks related to developing and monitoring the Company's approach to compensation of the Company's NEOs and directors are performed by the Board. Compensation of the Company's NEOs, directors and employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on any compensation decisions relating to them, as applicable, in accordance with applicable corporate legislation.

In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. Each NEO's performance and salary or fees are to be reviewed periodically. Increases in salary or fees are evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of each individual.

#### *Hedging Policy*

Given the Company's current stage of development, the implications of the risks associated with the Company's compensation policies and practices have not been considered by the Board. Under the Company's compensation policies and practices, NEOs and directors are not prevented 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.

## Option-Based Awards

The Company regards the strategic use of incentive stock options as a cornerstone of the Company's compensation plan. The Company is committed to long-term incentive programs that promote the continuity of an excellent management team and, therefore, the long-term success of the Company. The Company established a formal plan under which stock options may be granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. It applies to personnel at all levels and continues to be one of the Company's primary tools for attracting, motivating and retaining qualified personnel which is critical to the Company's success. The Board is responsible for administering the Company's stock option plan and determining the type and amount of compensation to be paid to directors, officers, employees and consultants of the Company including the awards of any stock options under a stock option plan. Stock options are typically part of the overall compensation package for executive officers.

All grants of stock options to the NEOs are reviewed and approved by the Board. In evaluating option grants to an NEO, the Board evaluates a number of factors including, but not limited to: (i) the number of options already held by such NEO; (ii) a fair balance between the number of options held by the NEO concerned and the other executives of the Company, in light of their responsibilities and objectives; and (iii) the value of the options (generally determined using a Black-Scholes analysis) as a component in the NEO's overall compensation package.

## Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to NEOs by the Company for services in all capacities to the Company during the three most recently completed financial years:

Name and Principal Position	Year	Salary (\$)	Share-based Awards (\$)	Option-based Awards (\$)	Non-equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-term Incentive Plans			
Ravinder Mlait <sup>(1)</sup> CEO and Director	2017	60,000	Nil	92,071	Nil	Nil	Nil	Nil	152,071
	2016	15,000	Nil	Nil	Nil	Nil	Nil	Nil	15,000
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael Sadhra <sup>(2)</sup> CFO and former Director	2017	48,000	Nil	46,036	Nil	Nil	Nil	Nil	94,036
	2016	12,000	Nil	119,804	Nil	Nil	Nil	Nil	131,804
	2015	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Peter Tegart former CEO <sup>(3)</sup>	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2015	Nil	Nil	1,003	Nil	Nil	Nil	Nil	1,003
Simon Ma former CFO <sup>(4)</sup>	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	12,500	Nil	Nil	Nil	Nil	Nil	1,000	13,500
	2015	19,850	Nil	602	Nil	Nil	Nil	Nil	20,452

### Notes:

- Ravinder Mlait was appointed director, President and Chief Executive Officer of Finore on October 13, 2016 and continued on as director, President and Chief Executive Officer of Micron on October 19, 2017. Mr. Mlait holds options to purchase 400,000 Common Shares at \$0.30 each, expiring October 25, 2022.
- Michael Sadhra was appointed Chief Financial Officer of Finore on October 13, 2016. Mr. Sadhra was also appointed director of Finore on February 10, 2017 and he resigned as director on October 19, 2017. He continued on as Chief Financial Officer of Micron on October 19, 2017.
- Mr. Tegart was CEO of Finore from March 28, 2013 until his resignation on October 13, 2016.
- Mr. Ma was CFO of Finore from March 12, 2013 until his resignation on October 13, 2016.

## Narrative Discussion

Other than as set forth above, no NEO of the Company has, during the most recently completed financial year, received compensation pursuant to:

- (a) any standard arrangement for the compensation of NEOs for their services in their capacity as NEOs, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of NEOs in their capacity as NEOs; or
- (c) any arrangement for the compensation of NEOs for services as consultants or expert.

## Incentive Plan Awards

An “incentive plan” is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An “incentive plan award” means compensation awarded, earned, paid, or payable under an incentive plan.

As part of the closing of the reverse take-over the Company announced, on October 25, 2017 that 3,825,000 stock options were granted to directors, officers, employees and consultants of the Company. The options were assigned an exercise price of \$0.30 each and are exercisable for a period of five years, subject to regulatory approval.

The following table sets forth information in respect of all share-based awards and option-based awards outstanding for completed financial year ended December 31, 2017 to the NEOs of the Company:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Ravinder Mlait <sup>(1)</sup> CEO and Director	400,000	0.030	October 25, 2022	176,000	Nil	Nil	Nil
Michael Sadhra <sup>(2)</sup> CFO, former Director	500,000 200,000	0.30 0.30	October 4, 2018 October 24, 2022	220,000 88,000	Nil	Nil	Nil
Peter Tegart <sup>(3)</sup> former CEO	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Simon Ma <sup>(4)</sup> Former CFO	Nil	Nil	Nil	Nil	Nil	Nil	Nil

## Incentive Plan Awards – Value Vested or Earned During the Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year ended December 31, 2017:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Ravinder Mlait <sup>(1)</sup> CEO, President, Director	96,071	Nil	Nil

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Michael Sadhra <sup>(2)</sup> CFO, former Director	46,036	Nil	Nil
Peter Tegart, former CEO <sup>(3)</sup>	Nil	Nil	Nil
Simon Ma, former CFO <sup>(4)</sup>	Nil	Nil	Nil

Refer to the sections titled “*Compensation Discussion and Analysis*” and “*Option-Based Awards*”, for a description of all plan based awards and their significant terms. A copy of the Company’s current incentive stock option plan is available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and a copy of the proposed incentive stock option plan will be available to Shareholders for review at the head office of the Company during normal business hours up to the date of the Meeting; and a copy of the Option Plan will be available for review by any shareholder at the Meeting.

### **Pension Plan Benefits**

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

### **Termination and Change of Control Benefits**

There are no compensatory plan(s) or arrangements(s), with respect to any of the NEOs resulting from the resignation, retirement or any other termination of employment of the officer’s employment or from a change of the NEOs responsibilities following a change of control.

### **Director Compensation**

During the Company’s most recently completed financial year ended December 31, 2017, the Company did not provide any compensation to its directors, other than to the directors set out in the NEO disclosure above. The Board at the end of the prior fiscal year consisted of Ravinder Mlait (CEO), Dr. Bharat (Bob) Bhushan, Cameron Battley, Dr. Hyder Khoja, and Kulwant Malhi.

#### *Narrative Discussion*

The Company does not have any arrangements, standard or otherwise, pursuant to which non-NEO directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. The Board intends to compensate directors primarily through the grant of stock options and reimbursement of expenses incurred by such persons acting as directors of the Company.

Refer to the sections titled “*Compensation Discussion and Analysis*” and “*Option-Based Awards*”, for a description of all plan based awards and their significant terms. A copy of the Company’s current incentive stock option plan is available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com) and a copy of the incentive stock option plan is available for Shareholders for review at the head office of the Company during normal business hours up to the date of the Meeting and at the Meeting. There was no re-pricing of stock options under the stock option plan or otherwise during the year ended December 31, 2017.

### **Director Compensation Table**

The following table sets forth the details of all compensation provided to the Company’s directors, other than the NEOs, during the Company’s most recently completed financial year ended December 31, 2017.

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Kulwant Malhi	20,000	Nil	69,054	Nil	Nil	20,000	109,054
Cameron Battley	3,000	Nil	46,036	Nil	Nil	6,000	55,036
Dr. Bharat Bhushan	Nil	Nil	69,054	Nil	Nil	20,000	89,054
Dr. Hyder Khoja	1,000	Nil	15,345	Nil	Nil	Nil	16,345

Notes:

- (1) Fees for consulting advisory services paid to Bullrun Capital Inc., a company owned by Kulwant Malhi, Chairman of the Company.
- (2) Fees paid for investor relation consulting services to Health Strategy Group Inc., a company owned by Cameron Battley, director of the Company.
- (3) Fees paid for technical consulting services to Protechnol Biotech Inc., a company owned by the Chief Officer of Technology.

## Options-Based Awards and Non-Equity Incentive Plan Compensation

### Incentive Plan Awards – Outstanding Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the directors of the Company. Other than NEOs, whose compensation is fully reflected in the summary compensation table for the NEOs:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Kulwant Malhi	300,000	0.30	October 25, 2022	132,000 <sup>(3)</sup>	Nil	Nil	Nil
Cameron Battley	600,000 <sup>(1)</sup>	0.30	October 25, 2022	88,000 <sup>(3)</sup>	Nil	Nil	Nil
Dr. Hyder Khoja	200,000 <sup>(2)</sup>	0.30	October 25, 2022	29,333 <sup>(3)</sup>	Nil	Nil	Nil
Dr. Bharat Bhushan	300,000	0.30	October 25, 2022	132,000 <sup>(3)</sup>	Nil	Nil	Nil

Notes:

- (1) 400,000 of the options granted were unvested at December 31, 2017.
- (2) 133,333 of the options granted were unvested at December 31, 2017.
- (3) The options had value as at December 31, 2017 as the market price of \$0.74 exceeded the exercise price of \$0.30 on such date.

### Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the directors of the Company during the financial years ended December 31, 2017. Other than NEOs, whose compensation is fully reflected in the summary compensation table for the NEOs:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Kulwant Malhi	69,054	Nil	Nil
Cameron Battley	46,036	Nil	Nil
Dr. Hyder Khoja	15,345	Nil	Nil
Dr. Bharat Bhushan	69,054	Nil	Nil

#### *Narrative Discussion*

For a summary of the material provisions of the Company’s stock option plan, pursuant to which all option-based awards are granted to the Company’s directors, please see below under the heading “Particulars of Matters To Be Acted Upon – Approval of Stock Option Plan”.

#### **SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS**

The following table sets out, as of the end of the Company’s fiscal year ended December 31, 2017, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders Share Option Plan	4,325,000	\$0.30	1,808,940
Equity compensation plans not approved by securityholders - replacement warrants	43,373,437	\$0.44	N/A
<b>Total</b>	<b>47,698,437</b>	<b>\$0.43</b>	<b>1,808,940</b>

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

To the best of management’s knowledge, no director or executive officer of the Company is indebted to the Company as of the end of the most recently completed financial year or as at the date hereof, other than indebtedness incurred in the ordinary course of business, if any.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Unless otherwise disclosed herein, no informed person or proposed nominee for election as a director, or any associate or affiliate of any of the foregoing, has or has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Company’s most recently completed financial year, which has materially affected or will materially affect the Company or any of its subsidiaries.

On January 23, 2018, the Company filed a Report of Exempt Distribution for the issuance of 6,790,000 Units at \$0.34 each for gross proceeds of \$2,308,600. Each Unit was comprised of one Common Share and one Common Share Purchase Warrant exercisable at \$0.50 each, expiring January 12, 2020.

<u>Participating Insider</u>	<u>Units Purchased</u>
Bullrun Advisory Group Inc <sup>(1)</sup>	500,000

Note:

- (1) A company owned 50% by Kulwant Malhi, Chairman and director of the Company and 50% by Michael Sadhra, CFO of the Company.

### **MANAGEMENT CONTRACTS**

No management functions of the Company are to any substantial degree performed other than by the directors or executive officers of the Company.

### **PARTICULARS OF MATTERS TO BE ACTED UPON**

The following are the matters to be considered and acted upon at the Meeting:

1. Presentation of the audited annual financial statements of the Company for the financial year ended December 31, 2017, to the shareholders of the Company, together with the Auditor's Report and the related management's discussion and analysis;
2. Election of the Board of Directors of the Company; and
3. Appointment of the Auditor of the Company.

### **ADDITIONAL INFORMATION**

Additional information about the Company can be obtained free of charge under the Company's profile via the SEDAR website at [www.sedar.com](http://www.sedar.com). Shareholders may also contact Ravinder Mlait, Chief Executive Officer at Suite 915, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8, Telephone: 844-318-8216 to request copies of the Company's financial statements and the related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's comparative financial statements and MD&A for its financial period ended December 31, 2017.

### **APPROVAL OF THE BOARD OF DIRECTORS**

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

Dated at Vancouver, British Columbia, on May 15, 2018.

### **ON BEHALF OF THE BOARD**

### **MICRON WASTE TECHNOLOGIES INC.**

*"Ravinder Mlait"*

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Ravinder Mlait  
Chief Executive Officer and Director\

**Schedule A**

**Change of Auditor Package**

**MICRON WASTE TECHNOLOGIES INC.**  
**(Formerly, Finore Mining Inc.)**  
Suite 915, 700 West Pender Street  
Vancouver BC V6G 1G8, Canada  
Phone: +1 844 218-8216  
**(the "Company")**

**NOTICE OF CHANGE OF AUDITOR**  
**(the "Notice")**

**To: Jackson & Company, Chartered Accountants**  
**And To: Smythe LLP, Chartered Professional Accountants**

Pursuant to Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"), the Company hereby advises that the board of directors of the Company has resolved to propose to shareholders at its next annual general meeting that Smythe LLP, Chartered Professional Accountants, of Vancouver, British Columbia be appointed auditors of the Company in the place of Jackson & Company, Chartered Professional Accountants, of Vancouver, British Columbia.

The decision to propose the appointment of Smythe LLP, Chartered Professional Accountants (the "Successor Auditor") in the place of Jackson & Company, Chartered Professional Accountants (the "Former Auditor") as auditor of the Company, has also been approved by the audit committee of the Company.

- (a) at the request of the Company, Jackson & Company, Chartered Professional Accountants, the Former Auditor, tendered its resignation effective February 26, 2018;
- (b) the Company requested Smythe LLP, Chartered Professional Accountants, 7<sup>th</sup> Floor, 355 Burrard Street, Vancouver, British Columbia Canada V6C 2G8, become the Successor Auditor of the Company effective February 26, 2018;
- (c) Jackson & Company, Chartered Professional Accountants, has not expressed any reservation in its report for the most recently completed fiscal year of the Company, nor for the period from the most recently completed period for which Jackson & Company, Chartered Professional Accountants issued an audit report in respect of the Company and the date of this Notice; and
- (d) there was no "reportable event" cited by Jackson & Company, Chartered Professional Accountants in connection with the most recently completed fiscal year of the Company nor for the period from the most recently completed period for which Jackson & Company, Chartered Professional Accountants issued an audit report in respect of the Company and the date of this Notice as defined in section 4.11(i) of NI 51-102.

Dated as of the 26<sup>th</sup> day of February, 2018.

**MICRON WASTE TECHNOLOGIES INC.**



Michael Sadhra, Chief Financial Officer



February 27, 2018

**British Columbia Securities Commission**

P.O. Box 10142, Pacific Centre  
9TH Floor – 701 West Georgia Street  
Vancouver, B.C. V7Y 1L2

**Alberta Securities Commission**

Suite 600, 250 – 5th Street S.W.  
Calgary, Alberta T2P 0R4

**Ontario Securities Commission**

20 Queen Street West, 22nd Floor  
Toronto, ON M5H 3S8

Dear Sirs/Mesdames:

**RE: Micron Waste Technologies Inc. (formerly, Finore Mining Inc.) (the “Company”)  
Notice Pursuant to National Instrument 51-102 - Change of Auditor**

We acknowledge receipt of a Notice of Change of Auditor (the “Notice”) dated February 26, 2018 delivered to us by the Company in respect of the change of auditor of the Company.

Pursuant to National Instrument 51-102, please accept this letter as confirmation that we have reviewed the Notice and, based on our knowledge as at the time of receipt of the Notice, we agree with the statements set out in the Notice

Yours very truly,

*Jackson & Company*

CHARTERED PROFESSIONAL ACCOUNTANTS

March 6, 2018

British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission

Dear Sirs:

**Re: Micron Waste Technologies Inc. (the “Company”)  
Change of Auditor**

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We are writing in accordance with Section 4.11(6)(a)(ii)(B) of National Instrument 51-102 *Continuous Disclosure Obligations* (“NI 51-102”). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated February 26, 2018 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,



Chartered Professional Accountants

**Vancouver**

7th Floor 355 Burrard St  
Vancouver, BC V6C 2G8

**T:** 604 687 1231  
**F:** 604 688 4675

**Langley**

305 – 9440 202 St  
Langley, BC V1M 4A6

**T:** 604 282 3600  
**F:** 604 888 9807

**Nanaimo**

201 – 1825 Bowen Rd  
Nanaimo, BC V9S 1H1

**T:** 250 755 2111  
**F:** 250 751 3384