



NOTICE OF MEETING AND INFORMATION CIRCULAR

ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 28, 2021

April 19, 2021

BETTER PLANT SCIENCES INC.

Suite 200 – 1238 Homer Street
Vancouver, British Columbia V6B 2Y5

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**Meeting**") of shareholders of Better Plant Sciences Inc. (the "**Company**") will be held at the offices of the Company located at Suite 200 – 1238 Homer Street, Vancouver, British Columbia, V6B 2Y5 on Friday, May 28, 2021 at 1:00 p.m. (Pacific Standard Time) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended November 30, 2020, together with the report of the auditors thereon;
2. to fix the number of directors of the Company at four (4) for the ensuing year;
3. to elect the directors of the Company for the ensuing year;
4. to re-appoint Saturna Group Chartered Professional Accountants LLP as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor's remuneration; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Management Information Circular of the Company.

The record date for the determination of shareholders entitled to receive notice of and to vote at the Meeting is April 13, 2021 (the "**Record Date**"). Shareholders whose names have been entered in the register of shareholders at the close of business on the Record Date will be entitled to receive notice of and to vote at the Meeting.

The Company has determined to deliver this Notice of Meeting and the accompanying Management Information Circular and form of proxy (collectively, the "**Meeting Materials**") to shareholders by posting the Meeting Materials online at www.betterplantsciences.com in accordance with the notice and access notification mailed to shareholders of the Company.

The Meeting Materials are available online at www.betterplantsciences.com and will remain on the website for one full year following the Meeting. The Meeting Materials will also be available under the Company's profile on SEDAR (the System for Electronic Document Analysis and Retrieval) at www.sedar.com. All shareholders of the Company will receive a notice and access notification containing information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting. Shareholders wishing to receive paper copies of the Meeting Materials at no cost to them can request same from the Company by calling toll-free 1-888-787-0888.

A shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment or postponement thereof in person are requested to date, sign and return the

accompanying form of proxy for use at the Meeting or any adjournment or postponement thereof. To be effective, the enclosed form of proxy must be deposited with the Company's transfer agent, Endeavor Trust Corporation, by email to proxy@endeavortrust.com, or by mail to #702 - 777 Hornby Street, Vancouver, British Columbia V6Z 1S4, Attn: Proxy Department, no later than 1:00 p.m. (Vancouver time) on May 26, 2021 or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment or postponement of the Meeting. Alternatively, you may vote by telephone or via the Internet following the instructions provided on the form or proxy.

If you are a non-registered shareholder (for example, if you hold shares of the Company in an account with an intermediary), you should follow the voting procedures described in the form of proxy or voting instruction form provided by your intermediary or call your intermediary for information as to how you can vote your shares. Note that the deadlines set by your intermediary for submitting your form of proxy or voting instruction form may be earlier than the dates described above.

Late instruments of proxy may be accepted or rejected by the Chair of the Meeting in his or her discretion and the Chair is under no obligation to accept or reject any particular late instrument of proxy.

The enclosed form of proxy appoints nominees of management as proxyholder and you may amend the proxy, if you wish, by inserting in the space provided the name of the person you wish to represent you as proxyholder at the Meeting.

DATED at Vancouver, British Columbia, this 19th day of April, 2021.

**BY ORDER OF THE BOARD OF DIRECTORS
OF BETTER PLANT SCIENCES INC.**

"Penny White"

**Penny White
President and Chief Executive
Officer**

IMPORTANT

Amid ongoing concerns about the COVID-19 pandemic, the Company remains mindful of the well-being of its shareholders and their families, industry partners and other stakeholders, as well as the communities in which the Company operates. The Company currently intends on holding an in-person shareholder meeting. However, as the COVID-19 pandemic is a continually evolving situation, the Company will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting, which may include potentially adjourning or postponing the Meeting. The Company will provide updates to any arrangements in respect of the Meeting by way of news release. Shareholders are encouraged to monitor the Company's website at www.betterplantsciences.com or the Company's SEDAR profile at www.sedar.com, where copies of such news releases, if any, will be posted.

In light of current restrictions on gatherings in the Province of British Columbia, at this time, only registered shareholders or their duly appointed proxyholders will be allowed to attend the Meeting. In the event that more people chose to attend in person than may be permitted under applicable restrictions on gatherings, the Meeting may, by necessity, have to be rescheduled to a later date.

WE ENCOURAGE SHAREHOLDERS TO VOTE IN ADVANCE OF THE MEETING, EITHER BY PROXY OR BY VOTING INSTRUCTION FORM, AS DESCRIBED BELOW AND ELSEWHERE IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR.

In addition, in view of current and potential future guidance regarding social distancing and further restrictions on gatherings, in order to ensure as many common shares as possible are represented at the Meeting, shareholders are strongly encouraged to complete the enclosed form of proxy and return it as soon as possible in the envelope provided for that purpose. Shareholders who do not hold common shares in their own name are strongly encouraged to complete the voting instruction forms received from their broker or other intermediary as soon as possible and to follow the instructions set out under "Special Instructions for Voting by Non-Registered Shareholders" in the accompanying Management Information Circular.

To be effective, the enclosed form of proxy must be deposited with the Company's transfer agent, Endeavor Trust Corporation, by email to proxy@endeavortrust.com, or by mail to #702 - 777 Hornby Street, Vancouver, British Columbia V6Z 1S4, Attn: Proxy Department, no later than 1:00 p.m. (Vancouver time) on May 26, 2021 or at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment or postponement of the Meeting.

Shareholders may listen to the Meeting by live audio teleconference starting at 1:00 p.m. (Vancouver time) on Friday, May 28, 2021 using the following teleconference instructions:

- Teleconference Number: 647-797-0071 (local) or 1-833-600-1823 (toll free in Canada)
- Conference Room Number: 363-541-656# (when prompted)

Please note that Shareholders will not be entitled to vote at, or otherwise participate in, the Meeting by way of teleconference or other electronic means.



**BETTER PLANT SCIENCES INC.
(the “Company”)**

MANAGEMENT INFORMATION CIRCULAR

FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 28, 2021

Except where otherwise indicated, information contained in this management information circular (the “Circular”) is given as of April 19, 2021. Unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to “\$” are to Canadian dollars.

IMPORTANT

Amid ongoing concerns about the COVID-19 pandemic, the Company remains mindful of the well-being of its shareholders and their families, industry partners and other stakeholders, as well as the communities in which the Company operates. The Company currently intends on holding an in-person shareholder meeting. However, as the COVID-19 pandemic is a continually evolving situation, the Company will continue to monitor and review provincial and federal governmental guidance in order to assess and implement measures to reduce the risk of spreading the virus at the Meeting, which may include potentially adjourning or postponing the Meeting. The Company will provide updates to any arrangements in respect of the Meeting by way of news release. Shareholders are encouraged to monitor the Company’s website at www.betterplantsciences.com or the Company’s profile on SEDAR (the System for Electronic Document Analysis and Retrieval) at www.sedar.com, where copies of such news releases, if any, will be posted.

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SOLICITATION OF PROXIES

This Circular is furnished in connection with the solicitation by management of the Company of proxies to be used at the annual general meeting of the shareholders of the Company (the “Meeting”) to be held at Suite 200 - 1238 Homer Street, Vancouver, British Columbia at 1:00 p.m. (Vancouver time) on May 28, 2021, or at any adjournment or postponement thereof, for the purposes set forth in the enclosed notice of the annual general meeting of shareholders (the “Notice of Meeting”).

Proxies will be solicited primarily by mail but may also be solicited personally, by telephone or by facsimile by the directors, officers or employees of the Company at nominal cost. The costs of solicitation will be borne by the Company.

NOTICE AND ACCESS

The Company has elected to take advantage of the notice and access provisions of National Instrument 54-101 – “Communication with Beneficial Owners of Securities of a Reporting Issuer” (“**NI 54-101**”). Notice and access is a set of rules that reduces the volume of materials that must be physically mailed to shareholders by allowing issuers to deliver meeting materials to shareholders electronically by providing shareholders with access to these materials online.

In accordance with the notice and access provisions, a notice and a form of proxy or voting instruction form has been sent to all shareholders informing them that this Circular is available online and explaining how this Circular may be accessed, in addition to outlining relevant dates and matters to be discussed at the Meeting. The Notice of Meeting (as hereinafter defined), the Circular and the financial statements (collectively, the “**Proxy-Related Materials**”) have been made available online to shareholders of the Company at www.betterplantsciences.com and under the Company’s profile on SEDAR at www.sedar.com.

For the Meeting, the Company is using notice and access for both registered shareholders and Non-Registered Holders. Neither registered shareholders nor Non-Registered Holders will receive a paper copy of this Circular unless they contact the Company after it is posted online, in which case the Company will mail this Circular within three business days of any request, provided such request is made prior to the Meeting. Shareholders wishing to receive paper copies of the Proxy-Related Materials at no cost to them can request same from the Company by calling toll-free 1-888-787-0888.

APPOINTMENT OF PROXYHOLDERS AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are representatives of management of the Company and are directors and/or officers of the Company. **All shareholders of the Company (the “Shareholders”) have the right to appoint a person or corporation (who need not be a Shareholder of the Company), other than the persons designated in the accompanying form of proxy, to represent the Shareholder at the Meeting. Such right may be exercised by inserting the name of such person or corporation in the blank space provided in the form of proxy or by completing another proper form of proxy.**

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment or postponement thereof must deposit his, her or its executed form of proxy with the Company's transfer agent and registrar, Endeavor Trust Corporation, by email to proxy@endeavortrust.com, or by mail to #702 - 777 Hornby Street, Vancouver, British Columbia V6Z 1S4, Attn: Proxy Department, no later than 1:00 p.m. (Vancouver time) on Wednesday, May 26, 2021, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before any adjournment or postponement of the Meeting. After such time, the Chair of the Meeting may accept or reject a form of proxy delivered to him or her in his or her discretion but is under no obligation to accept or reject any particular late form of proxy. A proxy should be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney.

In addition to any other manner permitted by law, a proxy may be revoked, before it is exercised, by an instrument in writing executed in the same manner as a proxy and deposited to the attention of the Corporate Secretary of the Company at the registered office of the Company at any time up to 5:00 p.m. (Vancouver time) on the last business day before the day of the Meeting or any adjournment or postponement thereof at which the proxy is to be used or with the Chair of the Meeting on the day of the Meeting or any adjournment or postponement thereof and thereupon the proxy is revoked. The document used to revoke a proxy must be in writing and completed and signed by the Shareholder or his or her attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney.

A registered Shareholder attending the Meeting has the right to vote in person and, if the Shareholder does so, his, her or its proxy is nullified with respect to the matters such Shareholder votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

Under normal conditions, confidentiality of voting is maintained by virtue of the fact that the Company's transfer agent tabulates proxies and votes. However, such confidentiality may be lost as to any proxy or ballot if a question arises as to its validity or revocation or any other like matter. Loss of confidentiality may also occur if the board of directors of the Company (the "Board") decides that disclosure is in the interests of the Company or its Shareholders.

EXERCISE OF DISCRETION BY PROXYHOLDERS

The common shares of the Company (the "Shares") represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and, if a Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Shares represented by proxy shall be voted accordingly.

If a specification is not made with respect to any matter, the proxy will confer discretionary authority and will be VOTED "FOR" ALL THE RESOLUTIONS DESCRIBED BELOW. The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting in such manner as such person, in his or her judgment, may determine.

At the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

SPECIAL INSTRUCTIONS FOR VOTING BY NON-REGISTERED SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold their Shares in their own name and are considered non-registered beneficial Shareholders.

Only registered holders of Shares or the persons they appoint as their proxyholder are permitted to vote at the Meeting. However, in many cases, Shares beneficially owned by a person (a "Non-Registered

Holder") are registered either: (i) in the name of an intermediary (an **"Intermediary"**) (including, among others, banks, trust companies, securities dealers, brokers and trustees or administrators of self-administered RRSPs, RRIAs, RESPs, TFSAs and similar plans) that the Non-Registered Holder deals with in respect of the Shares; or (ii) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant. Non-Registered Holders should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting. In accordance with the requirements of the Canadian Securities Administrators, the Company will have distributed copies of the meeting materials, including the form of proxy/voting instruction form and the Circular (collectively, the **"Meeting Materials"**) to the clearing agencies and Non-Registered Holders, or Intermediaries for onward distribution to Non-Registered Holders, as applicable. If you are a Non-Registered Holder, your Intermediary will be the entity legally entitled to vote your Shares at the Meeting. Shares held by an Intermediary can only be voted upon the instructions of the Non-Registered Holder. Without specific instructions, Intermediaries are prohibited from voting Shares.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Non-Registered Holders in advance of the Meeting. Often, the form of proxy supplied to a Non-Registered Holder by its Intermediary is identical to the form of proxy provided to registered Shareholders; however, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the Non-Registered Holder. The majority of Intermediaries delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (**"Broadridge"**). Broadridge typically mails a scannable voting instruction form in lieu of the form of proxy. The Non-Registered Holder is requested to complete and return the voting instruction form to Broadridge by mail, facsimile or other authorized means. Alternatively, the Non-Registered Holder may call a toll-free telephone number or access the Internet to provide instructions regarding the voting of Shares held by the Non-Registered Holder. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Shares to be represented at the Meeting. A Non-Registered Holder receiving a voting instruction form cannot use that voting instruction form to vote Shares directly at the Meeting, as the voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have such Shares voted.

Non-Registered Holders should ensure that instructions respecting the voting of their Shares are communicated in a timely manner and in accordance with the instructions provided by their Intermediary or Broadridge, as applicable. Every Intermediary has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Non-Registered Holders in order to ensure that their Shares are voted at the Meeting.

Although a Non-Registered Holder may not be recognized directly at the Meeting for the purpose of voting Shares registered in the name of their Intermediary, a Non-Registered Holder may attend the Meeting as proxyholder for the Intermediary and vote the Shares in that capacity. **Non-Registered Holders who wish to attend the Meeting and indirectly vote their Shares as a proxyholder, should enter their own names in the blank space on the form of proxy or voting instruction form provided to them by their Intermediary and/or Broadridge, as applicable, and return the same in accordance with the instructions provided by their Intermediary and/or Broadridge, as applicable, well in advance of the Meeting.**

In any case, the purpose of the above noted procedures is to permit Non-Registered Holders to direct the voting of the Shares which they beneficially own. Non-Registered Holders should carefully follow the instructions and procedures of their Intermediary or Broadridge, as applicable, including those regarding when and where the form of proxy or voting instruction form is to be delivered.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Non-Registered Holders who have objected to their Intermediary disclosing the ownership information about themselves to the Company are referred to as "OBOs". In accordance with the requirements of NI 54-101, the Company is permitted to send the Meeting Materials directly to the NOBOs. In respect of the Meeting, the Company is not sending the Meeting Materials directly to NOBOs under NI 54-101. In accordance with the requirements of NI 54-

101, the Company has distributed copies of the Meeting Materials to the Intermediaries for onward distribution to NOBOs and OBOs. The Company will reimburse the Intermediaries for fees and costs incurred by them in mailing the Meeting Materials to NOBOs and OBOs in accordance with NI 54-101.

All references to Shareholders in this Circular and the accompanying instrument of proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

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

No person who has been a director or an executive officer of the Company at any time since the beginning of its last completed financial year, proposed nominee for election as a director of the Company, or any associate or affiliate of any such director, executive officer or proposed nominee, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting except as disclosed in this Circular.

RECORD DATE

Persons registered on the records of the Company at the close of business on April 13, 2021 (the “**Record Date**”) are entitled to vote at the Meeting. The failure of any Shareholder to receive a copy of the Notice of Meeting does not deprive the Shareholder of the right to vote at the Meeting. Only holders of Shares as of the Record Date are entitled to vote such Shares at the Meeting.

QUORUM

One Shareholder holding not less than one Share, present in person or represented by proxy, will constitute a quorum at the Meeting or any adjournment or postponement thereof. The Company’s list of Shareholders as of the Record Date has been used to deliver to Shareholders the Notice of Meeting and this Circular as well as to determine who is eligible to vote at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Authorized and Issued Share Capital

The authorized share capital of the Company consists of an unlimited number of Shares. As at the date hereof, the Company has 191,927,449 Shares issued and outstanding, each of which carries the right to one vote at the Meeting. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Shares.

Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Company, the only person or company who beneficially owns, directly or indirectly, or controls or directs shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company is as follows:

Name	Number of Shares⁽¹⁾	Percentage of Outstanding Shares held⁽²⁾
Bruce Mullen	19,856,348	10.3%

Notes:

(1) Indicates the number of Shares beneficially owned, controlled or directed, directly or indirectly, as disclosed in publicly available sources (including the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca) or as otherwise disclosed to the Company by the holder.

(2) Percentage is based on 191,927,449 Shares issued and outstanding as of the date of this Circular.

VOTES NECESSARY TO PASS RESOLUTIONS

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

BUSINESS TO BE TRANSACTED AT THE MEETING

1. PRESENTATION OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended November 30, 2020, together with the report of the auditors thereon, copies of which accompany this Circular will be presented to Shareholders at the Meeting. Receipt at the Meeting of the financial statements of the Company for the financial year ended November 30, 2020 and the auditors' report thereon will not constitute approval or disapproval of any matters referred to therein.

2. ELECTION OF DIRECTORS

Number of Directors

It is proposed that the number of directors of the Company be fixed at four (4) for the ensuing year. At the Meeting, Shareholders will be asked to consider and, if thought advisable, pass, with or without amendment, an ordinary resolution to fix the number of the Company at four (4) (the "**Board Size Resolution**").

The Board recommends that Shareholders vote FOR the Board Size Resolution. Unless the Shareholder directs that his, her or its Shares are to be voted against the Board Size Resolution, the person named in the enclosed form of proxy will vote FOR the Board Size Resolution. In order to be adopted, the Board Size Resolution must be passed by the affirmative vote of a majority of the votes cast by Shareholders at the Meeting.

Election of Directors

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia), 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 directors of the Company will be elected by the majority of the votes cast at the Meeting. Management does not contemplate that any of the nominees will be unable to serve as a director of the Company, but if that should occur for any reason prior to the Meeting the persons named in the enclosed form of proxy shall have the right to vote for other nominees at their discretion.

Unless the Shareholder directs that his, her or its Shares are to be withheld from voting in connection with the election of directors, the persons named in the enclosed form of proxy will vote FOR the election of the nominees whose names are set forth below.

The following table and the notes thereto set out the name and the place of residence of all nominees for election as directors of the Company, the month and year during which each of them first became a director of the Company, all positions and offices with the Company held by each of them, the principal occupation, business or employment of each of them during the prior five (5) year period and the number of Shares beneficially owned, or controlled or directed, directly or indirectly, by each of them. Additional information

concerning the nominees is set out below under the heading “Director and Nominee Biographies”. The Company has an Audit Committee, the members of which are also identified below.

Name and Place of Residence	Position(s) with the Company and Date First Appointed to the Board	Current Occupation and Positions During the Past Five (5) Years	Number and Percentage of Shares Beneficially Owned, Controlled or Directed ⁽¹⁾⁽²⁾
Spiros Margaritis ⁽³⁾ Switzerland	Director (January 2018)	Venture Capitalist and Advisor Margaritis Ventures (formerly known as Margaritis Advisory) since 2010; Director of FastTask Technologies Inc. (CSE: TASK.X) (2018 - present).	165,000 (<1%)
Yucai (Rick) Huang ⁽³⁾ British Columbia, Canada	Director and Chief Financial Officer (January 2020)	Better Plant Sciences Inc., CFO (2018 - present); Director of Datable Technology Corporation (TSXV: DAC) (2015 - present); Formerly: Chief Financial Officer of Hanwei Energy Corp. (TSE: HE) (2007 – 2018).	20,000 (<1%)
Cole Drezdoff ⁽³⁾ British Columbia, Canada	Director (May 2020)	Student, TRSM, (2019 - 2021); Independent Consultant (2016- 2019)	100,000 (<1%)
Bruce Mullen British Columbia, Canada	Director (October 2020)	President and CEO, Jusu Bars Inc. (now called 8931429 Canada Inc.)	19,856,348 (10.35%)

Notes:

- (1) Percentages are based on 191,927,449 Shares issued and outstanding as of the date of this Circular.
- (2) Indicates the number of Shares beneficially owned, controlled or directed, directly or indirectly, as disclosed in publicly available sources (including the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca) or as otherwise disclosed to the Company by the holder.
- (3) Member of the Audit Committee. Spiros Margaritis is the Chair of the Audit Committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

Cease Trade Orders

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

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as

director, chief executive officer or chief financial officer; or

- (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.

For the purposes hereof, the term “order” means: (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 thirty consecutive days.

Bankruptcies

No proposed director:

- (a) is, as at the date of this Circular, or has been within the ten years before the date of this Circular, a director or executive officer of any company (including the Company) that, while such person was acting in such capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver-manager or trustee appointed to hold its assets; or
- (b) has, within ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or has 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:

- (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) 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 investor in deciding whether to vote for a proposed director.

Director and Nominee Biographies:

Spiros Margaris | *Director*

Mr. Margaris has served as an independent director of the Company since January 2018. Mr. Margaris is a thought leader in the FinTech, blockchain and InsurTech industries, and was ranked No. 1 global influencer by *Onalytica* across all three categories. He is a frequent speaker at international FinTech and InsurTech conferences and is published widely as a thought leader in innovation. Mr. Margaris has over 25 years of financial experience in investment management and financial statement analysis and is the founder of Margaris Ventures, a venture capital and advisory firm. He was also previously a partner and member of the Investment Committee of the hedge fund advisory firm Crossbow Partners AG. At Margaris Ventures, Mr. Margaris has served as its Chief Investment Officer since September 2010. Mr. Margaris holds a Master’s in Business Administration from the University of Toronto.

Yucai (Rick) Huang | *Director*

Mr. Huang has served as the CFO of Better Plant since February 2018 and has served as a director of the Company since January 2020. Previously, Mr. Huang served as CFO of Hanwei Energy Services Corp. (TSX: HE) from April 2007 to May 2018 where he managed all aspects of finance, banking, compliance, accounting, reporting, internal control, admin, supporting the board of directors in financial oversight. He also has supervised all aspects of accounting for various subsidiary companies in Canada, China, and Kazakhstan and consolidations under IFRS. He has worked on investor relations activities, roadshows, AGM preparations, and licensing agreements. Mr. Huang has done negotiations for international joint ventures, including drafting shareholders' agreements, establishing international legal entities, and asset transfers. Mr. Huang's experience also included various finance and marketing roles with large international companies like the Pepsi Bottling Group (Canada), Schering Plough Canada, and Coca-Cola China. Mr. Huang also serves as Chair of the Audit Committee for Datable Technology Corp. (TSXV: TTM) from May 2015 to present and was previously Chair of the Governance Committee and member of the Audit Committee of Poydras Gaming Finance Corp. (TSXV: PYD) from November 2012 to May 2014. Mr. Huang is a designated CPA, CGA.

Cole Drezdoff | *Director*

Mr. Drezdoff has developed experience over the past 5 years as a consultant in social media, sales, investor relations and business development. He is financially literate, having completed 3 years of full-time accounting and marketing courses at Ryerson University at the Ted Rogers School of Management. As a social media consultant, he was successful in significantly growing follower base, reach, and influence of brands using influencer marketing.

Bruce Mullen | *Director*

Mr. Mullen commenced his business career in 1977 as a young truck driver with his small family-owned business, Mullen Trucking, Ltd. Mullen became one of the largest transportation, logistics, and energy serving businesses in Canada and in 1993 listed its shares on the Toronto Stock Exchange. It continues to trade today under Mullen Group Ltd. (TSX:MTL). Bruce previously served on the Board of Directors of the Mullen Group, Producers Oilfield Service Inc. and Horizon North Logistics Inc. (now called Dexterra Group Inc.) (TSX:HNL.TO). He was the chairman of the Upstream Petroleum Industry Task Force On Safety (UPITFOS) and a member of the Board of Petroleum Service Association of Canada (PSAC). Bruce spent a lifetime in the 'energy business' and he is now in the 'human energy' business as the founder of Jusu Bars, Inc.

3. APPOINTMENT OF AUDITOR

Saturna Group Chartered Professional Accountants LLP, Chartered Professional Accountants are the current auditors of the Company and were first appointed auditors of the Company on June 1, 2017.

Shareholders of the Company will be asked at the Meeting to re-appoint Saturna Group Chartered Professional Accountants LLP as the Company's auditors to hold office until the close of the next annual meeting of Shareholders, and to authorize the Board to fix the auditors' remuneration.

The Board recommends that Shareholders vote FOR the appointment of Saturna Group Chartered Professional Accountants LLP as auditors of the Company and to authorize the Board to fix their remuneration. Unless the Shareholder directs that his, her or its Shares are to be withheld from voting, the persons named in the enclosed form of proxy will vote FOR the appointment of Saturna Group Chartered Professional Accountants LLP as auditors of the Company.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate Governance

National Policy 58-201 – “Corporate Governance Guidelines” sets out a series of guidelines for effective corporate governance (the “**Guidelines**”). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. National Instrument 58-101 – “Disclosure of Corporate Governance Practices” (“**NI 58-101**”) requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines, as it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance with the Guidelines. Set out below is a description of the Company’s approach to corporate governance in relation to the Guidelines.

The Company has reviewed its own corporate governance practices in light of the Guidelines. The Company’s practices comply generally with the Guidelines; however, the current directors of the Company consider that certain of the Guidelines are not suitable for the Company at its current state of development and, therefore, the Company’s governance practices do not reflect these particular Guidelines. Given that the Company is relatively small in terms of both activities and market capitalization, the directors of the Company believe that the current governance structure is cost-effective and appropriate for the needs of the Shareholders.

Set out below is a description of the Company’s corporate governance practices as required to be disclosed by NI 58-101.

Board of Directors

NI 58-101 defines an “independent director” as a director who has no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with such member’s independent judgment.

The Board is currently composed of four directors, three of whom, Spiros Margaris, Cole Drezdoff and Bruce Mullen, are considered independent. The other director, Rick Huang, is the Chief Financial Officer of the Company and, therefore, is not considered independent.

Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

Board Mandate

The Board facilitates independent supervision of management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. In addition, the Board has access to the Company’s external auditors, legal counsel and to any of the Company’s officers.

The Board has a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to management, evaluate management, set policies appropriate for the business of the Company and approve corporate strategies and goals.

The day-to-day management of the business and affairs of the Company is delegated by the Board to the senior officers of the Company. The Board will give direction and guidance through the Chief Executive Officer to management and will keep management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board recommends nominees to the Shareholders for election as directors, and immediately following each annual general meeting appoints an Audit Committee.

The Board exercises its independent supervision over management by its policies that require: (i) periodic meetings of the Board be held to obtain an update on significant corporate activities and plans; and (ii) all material transactions of the Company are subject to prior approval of the Board. To facilitate open and candid discussion among its independent directors, such directors are encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Company.

In accordance with the policies of the Canadian Securities Exchange (and without limiting the duties of the directors of the Company under applicable corporate law), the Board is responsible for, among other things, the following matters: (i) strategic planning; (ii) principal business risks and risk management; (iii) appointing, training and monitoring senior management; (iv) executive compensation; (v) succession planning; communications policy; and (vi) internal control and management information systems.

Directorships

Our directors do not currently serve as directors or officers for other reporting issuers as at the date of this information circular except as follows: Rick Huang is currently a Director and Chair of the Audit Committee of Datable Technology Corporation (TSXV: DAC) and Spiros Margaris is currently a Director of FastTask Technologies Inc. (CSE: TASK.X).

Orientation and Continuing Education

While the Company currently has no formal orientation and education program for new Board members, sufficient information (such as recent annual reports, financial statements, management discussion and analysis, proxy solicitation materials, technical reports and various other operating, property and budget reports) is provided to any new Board member to ensure that new directors are familiarized with the Company's business and the procedures of the Board. As well, new directors meet with management of the Company to receive a detailed overview of the operations of the Company. All directors are encouraged to visit and meet with management on a regular basis. The Company also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

Ethical Business Conduct

The Board has adopted a Code of Business Conduct and Ethics which reflects the Company's commitment to a culture of honesty, integrity and accountability and outlines the basic principles and policies with which all directors, officers, employees, consultants and contractors are expected to comply. The Code of Business Conduct and Ethics addresses such matters as compliance with laws, conflicts of interest, confidential information, protection and proper use of the Company's assets, rules and regulations and the reporting of illegal and unethical behaviour.

We encourage personnel who become aware of a conflict or potential conflict or departures from the Code of Business Conduct and Ethics to bring it to the attention of management. We have also established additional procedures for confidential and anonymous reporting of complaints concerning accounting, internal accounting controls and auditing matters. The Board requires every director and executive officer to disclose any direct or indirect conflict of interest that he or she has and obtains annually from each director and executive officer formal confirmation of compliance with the Code of Business Conduct and Ethics.

Any waivers of the Code of Business Conduct and Ethics will be considered upon full review and consideration of a request for a waiver. Any waivers of the Code of Business Conduct and Ethics for directors or officers may only be granted by the Board (or a committee to whom that authority has been delegated).

A copy of the Code of Business Conduct and Ethics is available under the Company's profile on SEDAR at www.sedar.com.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

Given the Company's current state of development, and its relatively small size in terms of both activities and market capitalization, a Board composed of four (4) directors is considered to be appropriate for the needs of the Company and the Shareholders at this time.

The Board does not have a nominating committee and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board determines compensation for the directors and the Chief Executive Officer. The Board also has oversight of compensation matters concerning other senior officers of the Company with input from the Chief Executive Officer. Compensation is reviewed annually at the end of each financial year.

Additional information pertaining to the compensation of directors and officers can be found in this Circular under the heading "Statement of Executive Compensation".

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Board assesses, on an annual basis, its contribution as a whole and the contribution of each of the constituent directors, in order to determine whether each is functioning effectively. No formal assessment criteria have been established and assessments are informal in nature. Given the size of the Board and the candid and open nature of its operation, formal assessment criteria are not considered to be required or warranted at this time; however, the Board may establish more formal assessment criteria in the future.

STATEMENT OF EXECUTIVE COMPENSATION

Named Executive Officers

In this Circular, a Named Executive Officer ("**NEO**") means: (a) the Company's Chief Executive Officer; (b) the Company's Chief Financial Officer; (c) the Company's three other most highly compensated executive officers of the Company at the end of the financial year ended November 30, 2020 whose total compensation, individually, was greater than \$150,000; and (d) each individual who would be an NEO but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor serving in a similar capacity, at the end of the financial year ended November 30, 2020.

For the financial year ended November 30, 2020, the Company had two NEOs, namely: Penny White as President and Chief Executive Officer, and Yucai (Rick) Huang as Chief Financial Officer.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation has been accomplished through the issuance of founder's shares and the Option Plan. Stock options are granted to executives and employees taking into account a number of factors, including the amount and term of options or awards previously granted, base salary or consulting fees and bonuses and competitive factors. The amounts and terms of stock options granted are determined by the Board.

Given the evolving nature of the Company's business, the Board continues to review the overall compensation plan for senior management so as to continue to address the objectives identified above.

Compensation Discussion and Analysis

The Board has not appointed a compensation committee. The responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation programs, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, are performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Board receives independent competitive market information on compensation levels for executives.

The compensation for executives consists of two principal components: (a) base salary/consulting fees; and (b) long-term incentives. As a package, the compensation components are intended to satisfy the objectives of the compensation program (that is, to attract, retain and motivate qualified executives).

There have been no significant changes to the Company compensation practices since the end of the Company's most recently completed financial year.

Base Salary

Base salaries are considered an essential element in attracting and retaining the Company's senior executives (including the NEOs) and rewarding them for corporate and individual performance. Base salaries are established taking into account performance and experience, level of responsibility and competitive pay practices. Base salaries are reviewed annually and adjusted, if appropriate, to reflect performance and market changes. Any increase to the base salary of the Chief Executive Officer must be approved by the Board. The Chief Executive Officer is responsible for determining and recommending any increase in salary for the other NEOs to the Board. In addition, discretionary bonuses may be provided upon approval of the Board.

Long-Term Incentives

The Company's long-term incentive compensation for senior executives (including the NEOs) is provided through stock option grants under the Option Plan.

Participation in the Option Plan is considered to be a critical component of compensation that incents the NEOs to create long-term shareholder value, as the value of the options are directly dependent on the market valuation of the Company. The Option Plan also serves to assist the Company in retaining senior executives as the options granted under the Option Plan typically vest over time.

Each NEO is also eligible for an annual option grant, subject to approval by the Board. The number of stock options granted is based on the NEO's level of responsibility and personal performance and also on competitive and market conditions. Special option grants may be considered, if warranted, for performance or other reasons. When determining whether and how many new option grants will be made, the Board takes into account the amount and terms of any outstanding options.

The Company does not require its NEOs to own a specific number of Shares.

For further details concerning the Option Plan, see "Securities Authorized for Issuance Under Equity Compensation Plans – Option Plan". The full text of the Option Plan is attached hereto as Schedule "A".

Summary of Director and NEO Compensation

The Company was incorporated on November 28, 2014. The Company became a "reporting issuer" in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick and Nova Scotia on November 22, 2018 and the Shares were listed for trading on the Canadian Securities Exchange on December 13, 2018. The Company is a "venture issuer" under applicable securities laws.

The following disclosure sets forth the compensation provided to our directors and NEOs for each of the two most recently completed financial years of the Company, in accordance with the requirements applicable to "venture issuers" and as required by Form 51-102F6V – "Statement of Executive Compensation – Venture Issuers".

Table of Compensation excluding Compensation Securities

The following table sets forth the compensation paid to the directors and NEOs of the Company during the Company's two most recently completed financial years ended November 30, 2020 and 2019, excluding compensation securities.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Spiros Margaritis <i>Director</i>	2020	3,750	Nil	Nil	Nil	Nil	3,750
	2019	5,000	Nil	Nil	Nil	Nil	5,000
Rick Huang ⁽¹⁾ <i>Director and CFO</i>	2020	170,799	Nil	Nil	Nil	Nil	170,799
	2019	190,000	Nil	Nil	Nil	Nil	190,000
Cole Drezdoff ⁽²⁾ <i>Director</i>	2020	2,100	Nil	Nil	Nil	Nil	2,100
	2019	N/A	N/A	N/A	N/A	N/A	N/A
Bruce Mullen ⁽³⁾ <i>Director</i>	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	N/A	N/A	N/A	N/A	N/A	N/A

Penny White ⁽⁴⁾ <i>CEO, President and former Director</i>	2020 2019	178,833 196,462	100,00 0 Nil	Nil Nil	Nil Nil	Nil Nil	278,833 196,462
Thomas Bond ⁽⁵⁾ <i>Former Director</i>	2020 2019	15,000 141,675	Nil Nil	Nil Nil	Nil Nil	Nil Nil	15,000 141,675
Tamara Melck ⁽⁶⁾ <i>Former Chief Operating Officer</i>	2020 2019	175,629 65,081	Nil Nil	Nil Nil	Nil Nil	Nil Nil	175,629 65,081
Amy Frankel ⁽⁷⁾ <i>Former General Counsel, Corporate Secretary, & VP People</i>	2020 2019	169,794 200,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	169,794 200,000
Karla Cheon ⁽⁸⁾ <i>Former VP, Marketing</i>	2020 2019	120,475 21,456	Nil Nil	Nil Nil	Nil Nil	Nil Nil	120,475 21,456

Notes:

- (1) Appointed as a director on January 13, 2020. Compensation paid to Huang Consulting Corp. Inc., a management company wholly owned by Mr. Huang. Mr. Huang joined the Company on a part-time basis from February to May 2018, and has been the Company's full-time CFO since May, 2018.
- (2) Appointed as a director in July, 2020.
- (3) Appointed as a director in October, 2020.
- (4) Ceased to be a director in October, 2020.
- (5) Ceased to be a director in January, 2020.
- (6) Ceased to be an officer of the Company in October, 2020.
- (7) Ceased to be an officer of the Company in October, 2020.
- (8) Ceased to be an officer of the Company in August 2020.

During the period from March 23, 2020 to August 31, 2020, the annual salaries of all the Executive Officers were reduced by 20% as a cost savings strategy in response to economic uncertainty created by the novel COVID-19 virus.

Other Compensation Securities

The following table sets forth information in respect of all compensation securities granted or issued to each director and NEO by the Company for services provided or to be provided, directly or indirectly to the Company in the Company's most recently completed financial year ended November 30, 2020.

COMPENSATION SECURITIES							
Name and Position	Type of Compensation Security ⁽¹⁾	Number of Compensation Securities, Number of Underlying Securities (#)	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant (\$)	Closing Price of Security or Underlying Security at Year End (\$)	Expiry Date
Penny White ⁽¹⁾ <i>President and CEO, and former Director</i>	Stock Options	40,000	Mar 2, 2020	0.21	\$0.21	\$0.07	Mar 2, 2025
	Stock Options	200,000	Jul 31, 2020	\$0.10	\$0.95	\$0.07	July 31, 2025
Yucai (Rick) Huang ⁽²⁾ <i>CFO and a Director</i>	Stock Options	100,000	Jan 2, 2020	0.195	\$0.195	\$0.07	Jan 2, 2025
	Stock Options	400,000	Jan 13, 2020	\$0.28	\$0.265	\$0.07	Jan 13, 2025
	Stock Options	40,000	Mar 2, 2020	\$0.21	\$0.21	\$0.07	Mar 2, 2025
	Stock Options	200,000	Jul 31, 2020	\$0.10	\$0.095	\$0.07	Jul 31, 2025
Cole Drezdoff <i>Director</i>	Stock Options	100,000	Jul 31, 2020	\$0.10	\$0.095	\$0.07	Jul 31, 2025
Bruce Mullen <i>Director</i>	Stock Options	500,000	Oct 9, 2020	\$0.10	\$0.08	\$0.07	Oct 9, 2025
Tamara Melck <i>Former Chief Operating Officer</i>	Stock Options	100,000	Jan 2, 2020	\$0.195	\$0.195	\$0.07	Jan 28, 2021 ⁽³⁾
	Stock Options	40,000	Mar 2, 2020	\$0.21	\$0.21	\$0.07	Jan 28, 2021 ⁽³⁾

Amy Frankel	Stock Options	100,000	Jan 2, 2020	\$0.195	\$0.195	\$0.07	Jan 28, 2021 ⁽⁴⁾
<i>Former General Counsel, Corporate Secretary, & VP People</i>	Stock Options	40,000	Mar 2, 2020	\$0.21	\$0.21	\$0.07	Jan 28, 2021 ⁽⁴⁾
Karla Cheon <i>Former VP, Marketing</i>	Stock Options	40,000	Mar 2, 2020	\$0.21	\$0.21	\$0.07	Nov 16, 2020 ⁽⁵⁾

Notes:

- (1) Ms. White also received: (i) 5,000,000 stock options in NeonMind Biosciences Inc. ("**NeonMind**") a subsidiary of Better Plant. The stock options were issued on February 3, 2020 with an exercise price of \$0.02 per share which were exercised in full on May 8, 2020; (ii) 3,000,000 stock options in NeonMind issued on May 6, 2020 with an exercise price of \$0.10 per share; and (iii) 1,000,000 restricted share units in NeonMind issued on April 28, 2020 which vest over a period of 3 years from the date of issuance.
- (2) Mr. Huang also received 1,000,000 restricted share units in NeonMind on April 28, 2020 which vest over a period of 3 years from the date of issuance.
- (3) Unvested options were cancelled on October 23, 2020 and the vested options expired on January 28, 2021.
- (4) Unvested options were cancelled on October 23, 2020 and the vested options expired on January 28, 2021.
- (5) Unvested options were cancelled on August 18, 2020 and the vested options expired on November 16, 2020.

Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised compensation securities during the Company's most recently completed financial year ended November 30, 2020.

Employment Agreements, Consulting Agreements and Management Agreements

The Company has entered into employment, consulting or management agreements with the following directors and NEOs.

Except as provided below, no such agreement provides for any payments to a director or NEO in respect of a change of control, severance, termination or constructive dismissal.

Penny White – The Company and Penny White entered into an executive consulting agreement dated June 1, 2017 (the "**CEO Agreement**") for Ms. White to act as a consultant to the Company and perform the role of Chief Executive Officer. Under the CEO Agreement, Ms. White was to be paid a monthly salary of \$5,000. The Company can terminate the CEO Agreement without cause by giving Ms. White three months' written notice. The Company and Ms. White entered into an Employment Agreement dated February 21, 2019 (the "**White Agreement**") for Ms. White to act as CEO and President of the Company. Under the White Agreement, Ms. White is paid \$240,000 annually, and if the Company terminates the White Agreement without cause, the Company, in its discretion, either has to provide (a) 8 months' working notice, in which case Ms. White will continue to perform all of her duties; or (b) payment, which is then \$160,000 under the White Agreement. The White Agreement supersedes and replaces the CEO Agreement. From March 23, 2020 to August 31, 2020, Ms. White's salary was reduced 20% to \$192,000 in response to the economic situation created by the COVID-19 virus.

Spiros Margaris – The Company and Spiros Margaris entered into a director agreement dated January 8, 2018 (the "**Spiros Agreement**") for Mr. Margaris to act as a director of the Company. Mr. Margaris was granted 500,000 Options in the Company. No other compensation was payable to Mr. Margaris under the

Spiros Agreement. On February 21, 2019, the Compensation Committee approved an annual director fee of \$5,000 for Mr. Margaris' service as a director of the Company.

Rick Huang – The Company and Huang Consulting Corp. ("**Huang**") (a management company wholly owned by Rick Huang) entered into a professional services agreement dated May 31, 2018 for Huang to provide the services of a Chief Financial Officer to the Company on the basis of 90% full-time equivalent (the "**Huang Agreement**"). Under the Huang Agreement, Huang was paid \$190,000 per year and was eligible to receive a bonus of between 10-20% of its base salary. From March 23, 2020 to August 31, 2020, Mr. Huang's salary was reduced 20% to \$152,000 per annum in response to the economic situation created by the COVID-19 virus. The Company and Huang entered into a professional services agreement dated January 1, 2021 (the "**New Huang Agreement**") for Huang to provide the services as a Chief Financial Officer to the Company. Huang is paid \$120,000 annually and is eligible to receive a bonus at the discretion of the Board. The Company can terminate the New Huang Agreement for any reason by giving Huang 30 days' written notice. The New Huang Agreement supersedes and replaces the Huang Agreement.

Pension Plan Benefits

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

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth as of November 30, 2020, the number of Shares issuable upon exercise of outstanding options, the weighted exercise price of such outstanding options and the number of Shares remaining available for future issuance under all equity plans previously approved by the Shareholders and all equity plans not approved by the Shareholders. The only equity compensation plan of the Company is the Option Plan.

Plan category	Number of securities to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	17,231,661	\$0.37	18,462,988
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	17,231,661	\$0.37	18,462,988

Notes:

- (1) The aggregate number of Shares reserved for issuance under the Option Plan is such number of Shares as is equal to 20% of the total number of Shares issued and outstanding from time to time. As of November 30, 2020, 178,473,245 Shares were issued and outstanding.

Option Plan

The Option Plan allows the Company to grant stock options ("**Options**") to its directors, officers, employees, and consultants subject to the rules and regulations of applicable regulatory authorities and any Canadian stock exchange upon which the Shares may be listed or may trade from time to time. The purpose of the

Option Plan is to attract and retain directors, officers, employees and consultants and motivate them to advance the interests of the Company by allowing them to acquire equity in the Company.

The aggregate number of Shares which may be issued under the Option Plan is such number of Shares as is equal to 20% of the total number of Shares issued and outstanding from time to time. The number of Shares reserved for issue to any one person pursuant to the Option Plan, within any 12-month period, may not exceed 10% of the issued and outstanding Shares. Subject to a minimum price of \$0.10, the exercise price of options issued under the Option Plan may not be less than the closing market price of the Shares on the trading day immediately preceding the date the Option is granted, subject to any discounts permitted by applicable securities laws and stock exchange rules (the “**Minimum Exercise Price**”). If Options are granted within 90 days of a public distribution by prospectus, the exercise price shall be the greater of the Minimum Exercise Price and the price per Share paid by investors under the public distribution. Options expire on the date specified by the Board or after a period of five years from the date of grant.

As at the date hereof, options to purchase an aggregate of 24,844,328 Shares have been granted and are outstanding pursuant to the Option Plan.

The Option Plan is attached in its entirety as Schedule “A” to this Circular.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

Pursuant to the provisions of section 224 of the *Business Corporations Act* (British Columbia) (the “**BCBCA**”), the Company is required to have an Audit Committee comprised of at least three directors, the majority of whom must not be officers or employees of the Company.

National Instrument 52-110 - Audit Committees of the Canadian Securities Administrators (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

Audit Committee Charter

The Company’s Audit Committee is governed by an audit committee charter, the text of which is attached as Schedule “C” to this Circular.

Composition of the Audit Committee

Name of Member	Independent⁽¹⁾	Financially Literate⁽²⁾
Spiros Margaris	Yes	Yes
Cole Drezdoff	Yes	Yes
Rick Huang	No	Yes

Notes:

- (1) A member of the audit committee is independent if he or she 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 Chief Executive Offer, is deemed to have a material relationship with the Company.
- (2) A member of the audit committee is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each Audit Committee member see disclosure under "*Director and Nominee Biographies*".

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

Mandate and Responsibilities of the Audit Committee

The Audit Committee's mandate and responsibilities are detailed in its Charter.

The Audit Committee is responsible for overseeing the Company's financial reporting process on behalf of the Board, including overseeing the work of the independent auditors who report directly to the Audit Committee. The specific responsibilities of the Audit Committee, among others, include:

- (i) evaluating the performance and assessing the qualifications of the independent directors and recommending to the Board and the shareholders the appointment of the Company's external auditor;
- (ii) determining and approving the engagement of and compensation for audit and non-audit services of the Company's external auditor;
- (iii) reviewing the Company's financial statements and management's discussion and analysis of financial condition and results of operations and recommending to the Board whether or not such financial statements and management's discussion and analysis of financial condition and results of operations should be approved by the Board;
- (iv) conferring with the Company's external auditor and with management regarding the scope, adequacy and effectiveness of internal financial reporting controls;
- (v) establishing procedures for the receipt, retention and treatment of complaints received by the Company regarding its accounting controls, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting and auditing matters; and
- (vi) reviewing and discussing with management and the independent auditor, as appropriate, the Company's guidelines and policies with respect to risk assessment and risk management, including major financial risk exposure and investment and hedging policies and the steps taken by management to monitor and control the Company's exposure to such risks.

The Audit Committee is to meet at least quarterly to review financial statements and MD&A and to meet with the Company's external auditors at least once a year.

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.

The Company will rely on the exemptions provided for “venture issuers” in section 6.1 of National Instrument 52-110 with respect to Part 3 – Composition of the Audit Committee and Part 5 – Reporting Obligations.

External Auditor Service Fees

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

Financial Year	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All other fees
November 30, 2020	\$58,800	\$47,800	\$13,400	\$13,400
November 30, 2019	\$29,400	\$21,000	\$5,800	\$1,900

Notes:

- (1) Aggregate fees billed for the Company’s annual financial statements and services normally provided by the auditor in connection with the Company’s statutory and regulatory filings
- (2) Aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported as “Audit Fees”, including: assistance with aspects of tax accounting, attest services not required by state or regulation and consultation regarding financial accounting and reporting standards.
- (3) Aggregate fees billed for tax compliance, advice, planning and assistance with tax for specific transactions.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No current or former directors, executive officers or employees of the Company or any of its subsidiaries, no proposed nominees for election as directors, or any associates of such persons, is currently or has, at any time since the beginning of the Company’s most recently completed financial year, been indebted to the Company or any of its subsidiaries, and no indebtedness of such persons is the subject of a guarantee, support agreement, letter of credit or other similar arrangement provided by the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein or in the Company’s MD&A for the years ended November 30, 2020 and 2019 incorporated by reference herein, no proposed director of the Company or any associate or affiliate of any informed person or proposed director, has or had a material interest, direct or indirect, in any transaction since the beginning of the Company’s most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or its subsidiaries.

Please also refer to a list of our material contracts listed in our Annual Information Form, a copy of which is available under the Company’s profile on SEDAR at www.sedar.com.

MANAGEMENT CONTRACTS

Except as disclosed below, management functions of the Company are not performed by any person other than the directors or executive officers of the Company.

Ms. White provides services to the Company through her wholly-owned management company and Mr. Huang provides Chief Financial Officer services to the Company through his wholly-owned management company. For further information concerning the terms of these agreements, see “*Employment Agreements, Consulting Agreements and Management Agreements*”.

OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than as set forth in the accompanying Notice of Meeting. However, if other matters which are not known to management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on SEDAR at www.sedar.com.

Financial information is provided in the Company's audited financial statements and corresponding MD&A for the financial year ended November 30, 2020, copies of which are available on SEDAR, or shareholders may contact the Company to request copies of the financial statements and MD&A by email to Heather Williamson, Corporate Secretary of the Company, at heather@betterplantsciences.com.

The Board has approved the contents and the filing of this Circular.

DATED at Vancouver, British Columbia, the 19th day of April, 2021.

**APPROVED BY THE BOARD OF
BETTER PLANT SCIENCES INC.**

"Penny White"

**Penny White,
President and Chief Executive Officer**

Schedule "A"

Better Plant Sciences Inc.

AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER

This Charter establishes the composition, the authority, roles and responsibilities and the general objectives of the Company's audit committee, or its Board of Directors in lieu thereof (the "**Audit Committee**"). The roles and responsibilities described in this Charter must at all times be exercised in compliance with the legislation and regulations governing the Company and any subsidiaries.

1. Composition

- (a) *Number of Members.* The Audit Committee must be comprised of a minimum of three directors of the Company.
- (b) *Chair.* If there is more than one member of the Audit Committee, members will appoint a chair of the Audit Committee (the "**Chair**") to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Audit Committee for any number of consecutive terms.
- (c) *Financial Literacy.* All members of the audit committee will be financially literate as defined by applicable legislation. If upon appointment a member of the Audit Committee is not financially literate as required, the person will be provided with a period of three months to acquire the required level of financial literacy.

2. Meetings

- (a) *Quorum.* The quorum required to constitute a meeting of the Audit Committee is set at a majority of members.
- (b) *Agenda.* The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to all Audit Committee members for members to have a reasonable amount of time to review the materials prior to the meeting.
- (c) *Notice to Auditors.* The Company's auditors (the "Auditors") will be provided with notice as necessary of any Audit Committee meeting, will be invited to attend each such meeting and will receive an opportunity to be heard at those meetings on matters related to the Auditor's duties.
- (d) *Minutes.* Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee.

3. Roles and Responsibilities

The roles and responsibilities of the Audit Committee include the following:

External Auditor

The Audit Committee will:

- (a) *Selection of the external auditor.* Select, evaluate and recommend to the Board, for shareholder approval, the Auditor to examine the Company's accounts, controls and financial statements.
- (b) *Scope of Work.* Evaluate, prior to the annual audit by the Auditors, the scope and general extent of the Auditor's review, including the Auditor's engagement letter.
- (c) *Compensation.* Recommend to the Board the compensation to be paid to the external auditors.
- (d) *Replacement of Auditor.* If necessary, recommend the replacement of the Auditor to the Board of Directors.
- (e) *Approve Non-Audit Related Services.* Pre-approve all non-audit services to be provided by the Auditor to the Company or its subsidiaries.
- (f) *Responsibility for Oversight.* Must directly oversee the work of the Auditor. The Auditor must report directly to the Audit Committee.

- (g) *Resolution of Disputes.* Assist with resolving any disputes between the Company's management and the Auditors regarding financial reporting.

Consolidated Financial Statements and Financial Information

The Audit Committee will:

- (a) *Review Audited Financial Statements.* Review the audited consolidated financial statements of the Company, discuss those statements with management and with the Auditor, and recommend their approval to the Board.
- (b) *Review of Interim Financial Statements.* Review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by the Board.
- (c) *MD&A, Annual and Interim Earnings Press Releases, Audit Committee Reports.* Review the Company's management discussion and analysis, interim and annual press releases, and audit committee reports before the Company publicly discloses this information.
- (d) *Auditor Reports and Recommendations.* Review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented.

Risk Management, Internal Controls and Information Systems

The Audit Committee will:

- (a) *Internal Control.* Review with the Auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls. Remain informed, through communications with the Auditor, of any weaknesses in internal control that could cause errors or deficiencies in financial reporting or deviations from the accounting policies of the Company or from applicable laws or regulations.
- (b) *Financial Management.* Periodically review the team in place to carry out financial reporting functions, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions.
- (c) *Accounting Policies and Practices.* Review management plans regarding any changes in accounting practices or policies and the financial impact thereof.
- (d) *Litigation.* Review with the Auditors and legal counsel any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the consolidated financial statements.
- (e) *Other.* Discuss with management and the Auditors correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure.

Complaints

- (a) *Accounting, Auditing and Internal Control Complaints.* The Audit Committee must establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.
- (b) *Employee Complaints.* The Audit Committee must establish a procedure for the confidential transmittal on condition of anonymity by the Company's employees of concerns regarding questionable accounting or auditing matters.

4. Authority

- (a) Auditor. The Auditor, and any internal auditors hired by the company, will report directly to the Audit Committee.
- (b) Independent Advisors. The Audit Committee may, at the Company's expense and without the approval of management, retain the services of independent legal counsels and any other advisors it deems necessary to carry out its duties and set and pay the monetary compensation of these individuals.
- (c) Communication. The Audit Committee may communicate directly with management and any internal auditor, and with the Auditor directly without the presence or involvement of management.
- (d) Expenses. The Audit Committee may incur such ordinary administrative expenses that it deems necessary and appropriate to carry out its duties, which expenses the Company will pay or reimburse upon receiving an invoice or receipt, as applicable.

Reporting

The Audit Committee will report to the Board on:

- (a) the Auditor's independence;
- (b) the performance of the Auditor and any recommendations of the Audit Committee in relation thereto;
- (c) the reappointment and termination of the Auditor;
- (d) the adequacy of the Company's internal controls and disclosure controls;
- (e) the Audit Committee's review of the annual and interim consolidated financial statements;
- (f) the Audit Committee's review of the annual and interim management discussion and analysis;
- (g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and
- (h) all other material matters dealt with by the Audit Committee.