



Notice of Meeting and
Management Information Circular

for the

2018 and 2017

Annual General Meeting of Shareholders

of

CHOOM HOLDINGS INC.

Meeting date: May 28, 2019

Time: 10:00 a.m. (Vancouver Time)



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 and 2017 Annual General (the "**Meeting**") of the shareholders of **Choom Holdings Inc.** (the "**Company**") will be held at Suite 350 – 409 Granville Street, Vancouver, BC on **Tuesday, May 28 2019** at the hour of **10:00 a.m.** (Vancouver time), for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company for the financial years ended June 30, 2018 and June 30, 2017 together with the auditors' report;
2. To fix the number of Directors of the Company at four;
3. To elect Directors of the Company for the ensuing year;
4. To appoint SMYTHE LLP, as auditors of the Company for the ensuing year and to authorize the Directors of the Company to fix their renumeration; and
5. To transact such other business that may properly come before the Meeting or any adjournment thereof.

Accompanying this notice of Meeting (this "**Notice**") are the Company's management information circular (the "**Circular**") and form of proxy (the "**Proxy**"). The Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

The board of directors has fixed the close of business on **April 9, 2019** as the record date for determining shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 ("**Notice-and-Access Provisions**") of the Canadian Securities Administrators for the Meeting. Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to shareholders of the Company by allowing the Company to post its Circular and any additional materials online. The Company will not use procedures known as 'stratification' in relation to the use of Notice-and-Access Provisions. The Circular and all additional materials have been posted in full on the Company's website at www.choomholdings.ca/investor#agm and under the Company's SEDAR profile at www.sedar.com.

Shareholders of the Company may request paper copies of the Circular and additional materials at no cost by calling toll-free within North America at 1-(888)-860-2666, or by fax at 1 (604) 683-2506 up to the date of the Meeting or any adjournment thereof. In order to ensure that a paper copy of the Circular and additional materials can be delivered to a shareholder in time for such shareholder to review the Circular and return a form of proxy or voting instruction form prior to the deadline to receive proxies, it is strongly suggested that shareholders ensure their request is received no later than **10:00 a.m. (Vancouver time) on May 21, 2019**. Shareholders of the Company who would like more information about the Notice-and-Access Provisions may contact the Company toll-free at 1-(888)-860-2666.

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

Shareholders who are unable to or who do not wish to attend the Meeting in person are requested to read, date and sign the accompanying Proxy and deliver it to Computershare Investor Services Inc. ("Computershare"). If a shareholder does not deliver a Proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by **10:00 a.m. (Vancouver time) on May 24, 2019** (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment of the

meeting at which the Proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by Proxy.

DATED at Vancouver, British Columbia, this 15th day of April, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

"Christopher Bogart"

**Christopher Bogart
President**



CHOOM HOLDINGS INC.

**350 – 409 Granville Street
Vancouver, BC V6C 1T2**

MANAGEMENT INFORMATION CIRCULAR

(as at and dated April 15, 2019, unless indicated otherwise)

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies and voting instructions forms ("VIFs") by the management of Choom Holdings Inc. (the "Company") for use at the 2018 and 2017 annual general meeting (the "Meeting") of shareholders of the Company (the "Shareholders") (and any adjournment thereof) to be held on Tuesday, May 28, 2019 at the time and place and for the purposes set forth in the accompanying notice of meeting (the "Notice").

In this Circular, references to "the Company", "Choom Holdings", "we" and "our" refer to Choom Holdings 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.

CURRENCY EXCHANGE RATES

Financial information contained in this Circular is in Canadian Dollars unless otherwise indicated.

GENERAL PROXY INFORMATION

Solicitation of Proxies

Solicitation will be primarily by mail, but some proxies and VIFs may be solicited personally or by telephone by regular employees or directors of the Company at a nominal cost. The cost of solicitation by management of the Company will be borne by the Company. We have arranged for Intermediaries to forward the Meeting materials to Beneficial Shareholders held of record by those Intermediaries and we may reimburse the Intermediaries for their reasonable fees and disbursements in that regard.

Notice-and-Access

"Notice-and-Access Provisions" 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 Non-Registered Shareholders, which would 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.

The Notice-and-Access Provisions are a mechanism which allows 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 or the transfer agent's website) rather than delivering such materials by mail. The Notice-and-Access Provisions can be used to deliver materials for both special and general 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.

The use of the Notice-and-Access Provisions reduces paper waste and mailing costs to the Company. In order for the Company to utilize the Notice-and-Access Provisions to deliver proxy-related materials by posting the management information circular (and if applicable, other materials) electronically on a website that is not SEDAR, the Company must send a notice to shareholders, including Non-Registered Shareholders, indicating that the proxy-related materials have been posted and explaining how a shareholder can access them or obtain a paper copy of those materials from the Company. This Circular has been posted in full on the Company's website at www.choomholdings.ca/investor#agm and under the Company's SEDAR profile at www.sedar.com.

In order to use Notice-and-Access Provisions, a reporting issuer must set the record date (the "**Record Date**") for notice of the shareholder 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 management information circular and any related financial statements, and explain the Notice-and-Access Provisions process, have been built into the Notice of Meeting, as well as a notice of the use of the Notice-and-Access Provisions. The notice of the use of the Notice-and-Access Provisions 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 Shareholders).

The Company has not previously used procedures following Notice-and-Access Provisions for delivery of its Meeting Materials. As such, the Company was required to file a notification of the Meeting and Record Dates indicating its intent to utilize Notice-and-Access Provisions at least 25 days prior to the Record Date. The Company completed this filing on March 14, 2019.

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.

Shareholders of the Company may request paper copies of the Circular and additional materials at no cost by calling toll-free within North America at 1-(888)-860-2666, or by fax at 1-(604) 683-2506 up to the date of the Meeting or any adjournment thereof. In order to ensure that a paper copy of the Circular and additional materials can be delivered to a shareholder in time for such shareholder to review the Circular and return a form of proxy or voting instruction form prior to the deadline to receive proxies, it is strongly suggested that shareholders ensure their request is received no later than **10:00 a.m. (Vancouver time) on May 21, 2019**. Shareholders of the Company who would like more information about the Notice-and-Access Provisions may contact the Company toll-free at 1-(888)-860-2666.

Completion and Voting of Proxies and VIF's

Voting

Voting at the Meeting will be by a show of hands, each registered shareholder (a "**Registered Shareholder**") and each person representing a Registered or Beneficial Shareholder through a Proxy or VIF (a "**Proxyholder**") having one vote, unless a poll is required (if the number of Common Shares represented by Proxies and VIFs that are to be voted against a motion are greater than 5% of the votes that could be cast at the Meeting) or requested, whereupon each such shareholder and Proxyholder is entitled to one vote for each Share held or represented, respectively.

Appointment of Proxyholders

The persons named in the accompanying form of proxy (the "**Proxy**") are directors and/or officers of the Company. **If you are a Registered Shareholder, you have the right to attend the Meeting or vote by Proxy and 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 vote on the Shareholder's behalf at the Meeting. To exercise this right, the Registered Shareholder may insert the name of the Shareholder's nominee in the space provided or, by completing and delivering another suitable form of Proxy.**

Voting by Proxyholder

A Registered Shareholder may indicate the manner in which the Proxyholders are to vote on behalf of the Registered Shareholder, if a poll is held, by marking an "X" in the appropriate space of the Proxy. **If both spaces are left blank, the Proxy will be voted as recommended by management for any matter requiring a "For" or "Against" vote, and in favour of the matter for any matter requiring a "For" or "Withhold" vote.**

The Proxy must be dated and signed by the Registered Shareholder or the Registered Shareholder's attorney authorized in writing. In the case of a corporation, the Proxy must be dated and executed under its corporate seal or signed by a duly authorized officer of, or attorney for, the corporation.

The Proxy when properly signed, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice. The Company's management is not aware that any amendments or variations are to be presented at the Meeting. If any amendments or variations to such matters should properly come before the Meeting, the Proxies and VIFs hereby solicited will be voted as recommended by management.

Shareholders may vote their completed Proxies, in accordance with the instructions set out on the Proxy. If voting by mail, Shareholders must return their completed Proxies, together with the power of attorney or other authority, if any, under which it was signed or a notarially certified copy thereof, in accordance with the instructions set out on the Proxy. Proxies and VIFs received after the time set out in the Proxy or VIF for delivery thereof may be accepted or rejected by the Chairman of the Meeting in the Chairman's discretion.

Registered Shareholders

Only persons registered as Shareholders in the Company's central Security Register maintained by its registrar and transfer agent or duly appointed Proxyholders will be recognized to make motions or vote at the Meeting. Registered Shareholders who choose to submit a Proxy may do so by one of the following methods:

- (a) complete, date and sign the enclosed form of Proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America to 1-866-249-7775, by fax outside North America to 416-263-9524, by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, Canada, M5J 2Y1, or by hand delivery to the 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada, V6C 3B9; or
- (b) log onto the internet website of Computershare at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy form for the holder's account number and the proxy access number.

Registered Shareholders must ensure the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment thereof.

Beneficial Shareholders (Unregistered Shareholders)

Beneficial Shareholders holding their Common Shares through Intermediaries will not be recognized nor may they make motions or vote at the Meeting except as described below.

If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary those Common Shares are probably not registered in the Shareholder's name. Such Common Shares will probably be registered in the name of the Intermediary or its nominee and can only be voted through a duly completed Proxy given by the Intermediary. Without specific instructions, Intermediaries are prohibited from voting Common Shares for their clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate party well in advance of the Meeting.**

NI 54-101 requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Intermediaries may have their own mailing procedures and provide their own form of VIF to clients, which should be carefully followed by Beneficial Shareholders to ensure their Common Shares are voted at the Meeting.

There are two kinds of Beneficial owners – those who object to their name being made known to the issuers of securities which they own (called “**OBOS**” for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called “**NOBOs**” for Non-Objecting Beneficial Owners).

The Company does not intend to pay for an Intermediary to deliver to OBOs, as defined in NI 54-101, the proxy-related materials and Form 54-101F7 - *Request for Voting Instructions Made by Intermediary*. As a result, an OBO will not receive the materials unless the OBO's Intermediary assumes the cost of delivery.

The VIF supplied to you by Intermediaries is substantially similar to the Proxy provided by the Company directly to Registered Shareholders, however, it is limited to instructing the Intermediary (as the Registered Shareholder) how to vote on your behalf.

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a Beneficial Owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the Intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

The form of Proxy 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 Intermediary on how to vote your Common Shares on your behalf. Most Intermediaries in Canada and the United States of America (“**USA**”) delegate responsibility for obtaining instructions from clients to a third-party corporation such as Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge mails a VIF in lieu of a Proxy provided by the Company. The VIF will name the same persons as the Company’s Proxy to represent your Common Shares at the Meeting. 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 maybe you. To exercise this right, you should insert the name of the desired representative (which may be yourself) 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 then tabulates the results of all instructions received and provides 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 at the Meeting and to vote your Common Shares at the Meeting.**

Beneficial Shareholders with questions respecting the voting of Common Shares held through an Intermediary should contact that Intermediary for assistance.

United States Shareholders

This solicitation of Proxies and VIFs involve securities of a corporation located in Canada and is being effected in accordance with the corporate and securities laws of the province of British Columbia, 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. Shareholders should be aware that disclosure and proxy solicitation requirements under the securities laws of British Columbia, Canada differ from the disclosure and proxy solicitation 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) (the “**Act**”), some of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign corporation 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 corporation and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

Shareholders have the power to revoke Proxies and VIFs previously given by them. Revocation of Proxies can be effected by a Registered Shareholder by:

- (a) an instrument in writing (which includes executing a Proxy bearing a later date or by executing a valid notice or revocation, either of the foregoing to be signed by the Registered Shareholder or the Registered Shareholder's attorney authorized in writing and, for a corporation, executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Company at Suite 350 – 409 Granville Street, Vancouver British Columbia, V6C 1T2, at any time up to and including the last business day before the day set for the holding 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 manner provided by law, or at which the Proxy is to be used, or
- (b) personally attending Meeting and voting the Registered Shareholder's Common Shares. A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

Beneficial Shareholders who wish to revoke a VIF or a waiver of the right to receive proxy-related materials should contact their Intermediaries for instructions.

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

No director or executive officer of the Company, nor any person who has held such a position since the beginning of the last completed financial year 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 described herein.

RECORD DATE AND QUORUM

The articles of the Company (the "**Articles**") provide that a quorum for the transaction of business at a meeting of Shareholders is two persons who are, or represent by Proxy, Shareholders holding in the aggregate, at least five (5%) percent of the issued Common Shares entitled to be voted at the Meeting. Unless otherwise noted, a simple majority of the votes cast at the Meeting (in person or by Proxy) is required in order to pass the resolutions referred to in the accompanying Notice.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company has an authorized capital of an unlimited number of Common Shares without par value. As at the date of this Circular, 189,334,313 Common Shares without par value were issued and outstanding, each such Common Share carrying the right to one (1) vote at the Meeting. The record date has been fixed in advance by the directors of the Company at April 9, 2019 for the purpose of determining those Shareholders entitled to receive notice of, and to vote at the Meeting.

To the knowledge of the directors and senior officers of the Company, there are no persons who beneficially own, directly or indirectly, or exercise control or direction over, voting securities carrying more than 10% of the voting rights attached to the voting securities of the Company.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Number and Election of Directors

The board of directors (the "**Board**") presently consists of five directors. Management is nominating four individuals to stand for election as directors at the Meeting. It is proposed that the number of directors to be elected at the Meeting for the ensuing year be fixed at four.

The term of office of each of the present directors expires at the Meeting. Management of the Company proposes to nominate the persons named below for election as directors of the Company at the Meeting. In accordance with the Articles, each director elected will hold office until the next annual general meeting of the

members of the Company or until their successor is duly elected or appointed, unless such office is earlier vacated in accordance with the Articles or such director becomes disqualified to act as a director pursuant to the Act.

Except where authority to vote on the Election of Directors is withheld, unless otherwise indicated, the named Proxyholders will vote "FOR" the election of each of the proposed nominees set forth above as directors of the Company.

The following table and notes thereto sets forth the name of each person proposed to be nominated by management for election as a director, the municipality in which he is ordinarily resident, all offices of the Company now held by him, the period of time for which he has been a director of the Company, and the number of Common Shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof:

Name, Province or State and Country of Residence	Principal Occupation	Date First Became Director	Number of Common Shares held ⁽²⁾
Christopher Bogart⁽¹⁾ British Columbia, Canada President, Chief Executive Officer, and Director	President, Chief Executive Officer, and Director of the Company	September 18, 2006	3,633,750
Michael Forbes British Columbia, Canada Chief Operating Officer, and Director	CEO and owner of the Forbes Group and Clarity Cannabis MD Holdings Ltd.	June 15, 2018	8,465,689
Stephen Tong⁽¹⁾ British Columbia, Canada Director	Lawyer at Stella Law Corporation	February 23, 2016	180,000
Kevin Puil⁽¹⁾ British Columbia, Canada Director	Chartered Financial Analyst Managing Partner at RIVI Capital LLC	May 17, 2017	24,000

NOTES:

- 1 Member of the audit committee.
- 2 Voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised.

Management is not presently aware that any of the nominees will be unwilling to serve as a director if elected but in the event that, prior to the Meeting, any vacancies occur in the slate of nominees submitted herewith, the enclosed Proxy confers discretionary authority upon the persons named therein to vote for the election of any other eligible person designated by the Board, unless instructions have been given to refrain from voting with respect to the election of directors.

Corporate Cease Trade Orders, Bankruptcies, Penalties, Sanctions or Individual Bankruptcies

To the knowledge of the Company, no proposed director:

- a) is at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer ("CEO") or chief financial officer ("CFO") of any company (including the Company) that:
 - (i) was subject, to a cease trade or similar order or an order that denied the relevant company access to any exemptions under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an "Order"); when such Order was issued while the person was acting in the capacity of a director, CEO or CFO of the relevant company; or
 - (ii) was subject to an Order for that was issued after such person ceased to be a director, CEO or CFO of the relevant company, and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO of the relevant company; or
- b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including Choom Holdings) that, while that person was

- acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
 - d) 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
 - e) has been subject to any 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.

The Board has not appointed an executive committee.

As the Company is a reporting company the directors of the Company are required to elect from their number an audit committee. **Christopher Bogart, Kevin Puil and Stephen Tong** are the three directors to be elected by the Board to the audit committee for the ensuing year. Mr. Bogart is the President and CEO of the Company and therefore is non-independent. Kevin Puil is the independent member of the audit committee. Stephen Tong is considered an independent director however does not meet the additional independence requirement for the audit committee as during the year ended June 30, 2016, nominal legal fees were paid to Stella Law Corporation, a company controlled by Stephen Tong. Therefore Mr. Tong is considered non-independent. The Board does not believe this to interfere with Mr. Tong's ability to exercise his independent judgement.

Appointment of Auditor

Management proposes the appointment of Smythe LLP, of Vancouver, British Columbia as the Company's auditor (the "**Auditor**") until the next annual general meeting of Shareholders or until their successors are appointed. The directors will be authorized to fix the remuneration of the Auditor.

Smythe Ratcliffe LLP was first appointed auditor of the Company on September 1, 2015.

Unless instructions are given to abstain from voting with regard to the appointment of the Auditor, it is the intention of management nominees to vote "FOR" the appointment of Smythe Ratcliffe LLP as auditor of the Company for the ensuing year.

STATEMENT OF EXECUTIVE COMPENSATION- Venture Issuers

For the purpose of this Statement of Executive Compensation:

"Company" means Choom Holdings Inc.;

"compensation securities" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"external management company" includes a subsidiary, affiliate or associate of the external management company;

"NEO" or **"named executive officer"** means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer ("**CEO**"), including an individual performing functions similar to a CEO;

- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer ("CFO"), including an individual performing functions similar to a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

During the financial years ended June 30, 2018 and June 30, 2017 the Company had two NEOs being:

- a) Christopher Bogart, President and CEO of the Company; and
- b) Terese Gieselman, CFO of the Company.

"underlying securities" means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and NEO Compensation

Director and NEO compensation, excluding Options and compensation securities

The following table sets forth all compensation for the two most recently completed financial years being June 30, 2018 and June 30, 2017, paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or its subsidiary, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or a director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or its subsidiary.

Table of Compensation Excluding Compensation Securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Christopher Bogart ⁽¹⁾ Director, President and CEO	2018 2017	130,000 ¹ 70,000 ¹	Nil Nil	Nil Nil	Nil Nil	Nil Nil	130,000 70,000
Terese Gieselman ⁽²⁾ CFO & Corporate Secretary	2018 2017	47,813 ² 18,594 ²	Nil Nil	Nil Nil	Nil Nil	Nil Nil	47,813 18,594
Kevin Puil ⁽³⁾ Director	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Stephen Tong ⁽⁴⁾ Director	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Michael Forbes ⁽⁵⁾ Director	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
John Doo-Jin Oh ⁽⁶⁾	2018 2017	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

NOTES:

- 1 Consulting fees were paid or accrued as compensation to Mr. Bogart for his services as President and CEO at a rate of \$10,000 per month through 0954041 BC Ltd. ("0954041 BC"), a company wholly owned by Mr. Bogart (See *External Management Companies below*). During the year ended June 30, 2017 Mr. Bogart reduced his monthly fees. Effective June 1, 2018 Mr. Bogart's fees were increased to \$20,000 per month.
- 2 Consulting fees were paid or accrued to Ms. Gieselman for her services as CFO through Minco Corporate Management Inc., ("Minco") a management company wholly-owned by Ms. Gieselman (See *External Management Companies below*).
- 3 Mr. Puil was appointed director on May 17, 2017.

- 4 Mr. Tong was appointed director on February 23, 2016.
 5 Mr. Forbes was appointed on June 15, 2018 and appointed COO effective July 1, 2018
 6 Mr. Oh was appointed on November 16, 2017.

External Management Companies

The Company retained the services of Christopher Bogart, through his management company, 0954041 BC at a rate of \$20,000 per month effective June 1, 2018. 0954041 BC is a private company controlled by Christopher Bogart, the President and CEO of the Company.

The Company retained the services of Terese Gieselman, through her management company, Minco Company at a rate of \$85 per hour effective January 1, 2019. Minco is a private company wholly-owned by Terese Gieselman, the CFO and Corporate Secretary of the Company.

Compensation Securities Table

The following table discloses the particulars of the option-based awards granted to NEO's and directors of the Company during the most recently completed financial year June 30, 2018. There were no option-based awards granted to NEOs and directors of the Company during the year ended June 30, 2017.

Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class ¹	Date of Issue or Grant	Issue, conversion or exercise price	Closing price of security or underlying security on the date of grant	Closing price of security or underlying security at year end	Expiry date
Christopher Bogart ² President and CEO Director	Stock Option	250,000(4.0%) 250,000 Underlying Shares (0.8%)	Nov 16, 2017	\$0.17	\$0.17	\$1.29	Nov 16, 2022
Terese Gieselman ³ CFO & Secretary	Stock Option	50,000 (0.8%) 50,000 Underlying Shares (0.0%)	Nov 16, 2017	\$0.17	\$0.17	\$1.29	Nov 16, 2022
Kevin Puil ⁴ Director	Stock Option	100,000 (0.10%) 100,000 Underlying Shares (0.01%)	Nov 16, 2017	\$0.17	\$0.17	\$1.29	Nov 16, 2022
Stephen Tong ⁵ Director	Stock Option	100,000 (0.1%) 100,000 Underlying Shares (0.01%)	Nov 16, 2017	\$0.17	\$0.17	\$0.28	Nov 16, 2022
Michael Forbes ⁶ COO, Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil
John Doo-Jin Oh ⁷ Director	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

As at June 30, 2018:

- 1 Percentages based on 6,310,000 options outstanding and 178,747,288 shares outstanding;
- 2 Mr. Bogart held 250,000 options each of which are exercisable into one common share of the Company and all of which are fully vested exercisable at \$0.17 per share until November 22, 2022;
- 3 Ms Gieselman through Minco held 50,000 options each of which are exercisable into one common share of the Company and all of which are fully vested exercisable at \$0.17 per share until November 22, 2022;
- 4 Mr. Puil held 100,000 options each of which are exercisable into one common share of the Company and all of which are fully vested exercisable at \$0.17 per share until November 22, 2022.
- 5 Mr. Tong held nil options as at June 30, 2018.
- 6 Mr. Forbes held nil options as at June 30, 2018.
- 7 Mr. Oh held nil options as at June 30, 2018.

See Securities Authorized For Issuance Under Equity Compensation Plans for additional information.

Exercise of Compensation Securities by Directors and NEOs

The following table discloses the particulars of the exercise of compensation securities by NEO's and directors of the Company during the most recently completed financial year June 30, 2018. During the year end June 30, 2017 there was no exercise of compensation securities by directors or NEOs.

Exercise of Compensation Securities							
Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise Price	Date of Exercise	Closing price of security or on the date of exercise	Difference between exercise price and closing price	Total Value on exercise date
Stephen Tong Director	Stock Options	100,000	\$0.17	Jan 4, 2018	\$0.53	\$0.36	\$36,000

Stock Option Plans and Other Incentive Plans

The Company was previously listed on the TSX Venture Exchange and had a 10% rolling stock option plan approved by the Company's shareholders on October 17, 2017. On November 22, 2017 the Company's shares were delisted from the TSX Venture Exchange and approved for listing on the Canadian Securities Exchange ("CSE"). On March 15, 2018 the Board approved a 10% rolling stock option plan in accordance with the policies of the CSE (the "**Stock Option Plan**"). A total of 4,050,000 options outstanding issued under the previous plan were carried-forward and rolled into the Stock Option Plan. The Stock Option Plan provides that subject to the requirements of the CSE the aggregate number Common Shares reserved for issuance will not exceed 10% of the number of Common Shares of the Company issued and outstanding from time to time.

The Stock Option Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. Management proposes Option grants to the Board based on such criteria as performance, previous grants, and hiring incentives. All grants require Board approval. The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all options thereunder subject to express provisions of the Stock Option Plan.

The Stock Option Plan will be used to provide share purchase options to be granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board will take into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants were in accordance with the policies of CSE, and closely aligned the interests of the executive officers with the interests of shareholders. The directors of the Company will also be eligible to receive stock option grants under the Stock Option Plan, and the Company will apply the same process for determining such awards to directors as with NEOs.

As there is currently no compensation committee, the Independent Directors of the Company has the responsibility to administer the compensation policies related to the executive management of the Company.

Options may be granted under the Stock Option Plan to such directors, employees, consultants or management company employees of the Company and its subsidiaries as the Board may from time to time designate. The exercise prices shall be determined by the Board, but shall, in no event, be less than the closing market price of the listed security on the CSE on the trading day prior to the earlier of dissemination of a news release disclosing the issuance of the convertible security or the posting of notice of the proposed issuance of the convertible security with the CSE. The Plan complies with Section 2.25 of National Instrument 45-106 - *Prospectus Exemptions* and provides that the number of Common Shares which may be reserved for issuance on a yearly basis to any one related person upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares calculated at the time of grant. Moreover, the Company cannot issue grants to related persons if in the aggregate their grants would, on a fully diluted basis, exceed 10% of the issued and outstanding Common Shares of the Company.

Employment, consulting and management agreements

Other than set out herein, the Company did not have any formal employment, management or consulting agreements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO.

Forbes Contract

On June 15, 2018 with an effective date of July 1, 2018 the Company entered into consulting agreement with Michael Forbes ("Forbes") as the Company's Chief Operating Officer at a monthly rate of \$10,000 per month (the "Forbes Agreement"). Effective January 1, 2019 the monthly rate was increased to \$21,000 per month.

Additionally, the Company will reimburse Forbes for all reasonable costs and expenses incurred by Forbes in furtherance of or in connection with the business of the Company.

Subject to the approval of the Exchange or such other applicable regulatory authority, grants of stock options (pursuant to and governed by the terms of the Company's stock option plan) by the Company to Forbes may be made from time to time at the discretion of the Board.

The Forbes Agreement may be terminated at any time with thirty days written notice by either party.

The Forbes Agreement does not include any change of control benefits.

Termination and Change of Control Benefits

The Company does not have any pension or retirement plan which is applicable to the NEOs. The Company has not provided compensation, monetary or otherwise, during the most recently completed financial year, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company. The Company is not party to any compensation plan or arrangement with a NEO resulting from the resignation, retirement or termination of employment of any such person.

There are no compensatory plans or arrangements between the Company and a NEO with respect to the resignation, retirement or other termination of employment of the NEO, a change of control of the Company or a change in the NEO's responsibilities following a change of control of the Company.

Oversight and Description of Director and NEOs Compensation

Compensation Review Process

The Company does not have a formal compensation program. The Company's officers in most cases are compensated based on a daily or fixed monthly amounts and are paid indirectly through professional management and consulting companies in which they are owners, contractors or employees. In establishing fees or salaries for the Company's CEO, other executive officers and directors, consideration is given to salary ranges for comparable positions in similar size resource industry companies. Data for such comparisons is obtained from the evaluation of compensation against industry peers including those with a similar market capitalization, in the business of exploring similar minerals in similar jurisdictions, and from reviewing similar other companies' compensation information included in their information circulars. In setting salaries within competitive ranges, the Company considers performance related factors including the Company's overall results during the past year and its performance relative to a budgeted plan or stated objectives. Consideration also is given to an individual's contribution to the Company and the accomplishments of departments for which that officer has management responsibility, and the potential for future contributions to the Company.

In keeping with the relatively simple compensation structure adopted by most venture issuers, the Company's executive compensation for its executive officers has two primary components, cash compensation and incentive stock options.

Compensation Risk Assessment and Mitigation

Although the Company does not have formal policies specifically targeting risk-taking in a compensation context, the practice of management and the Board is to consider all factors relating to an executive officer's performance, including any risk mitigation efforts or excessive risk-taking, in determining compensation.

Under the Company's policies, executive officers and directors are not permitted to purchase financial instruments (including prepaid variable 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 executive officer or director.

Elements of Executive Compensation Program

The Company's compensation program consists of the following elements:

- (a) base salary or consulting fees;
- (b) bonus payments; and
- (c) equity participation through the Plan.

Base Salary or Consulting Fees

Base salary ranges for NEOs were initially determined upon review of salaries paid by other companies that are comparable in size to the Company.

In determining the base salary of a NEO, the Board considers the following factors:

- (a) the particular responsibilities related to the position;
- (b) salaries paid by other companies in the same industry, which were similar in size and stage of development as the Company;
- (c) the experience level of the NEO;
- (d) the amount of time and commitment which the NEO devotes to the Company; and
- (e) the NEO's overall performance and performance in relation to the achievement of corporate milestones and objectives.

Bonus Payments

Each of the NEOs, as well as all employees, are eligible for an annual bonus, payable in cash or through option-based compensation. The amount paid is based on the Board's assessment of the Company's performance for the year. Factors considered in determining bonus amounts include individual performance, financial criteria (such as cash management and share price performance) and operational criteria (such as significant acquisitions of mineral properties and the attainment of corporate milestones). The Company did not award any bonuses during its financial years ended June 30, 2018 and June 30, 2017.

Equity Participation

The Company currently offers equity participation in the Company through the Plan.

Executive Compensation

Except for the grant of Options to the NEOs and any compensation payable pursuant to the consulting agreements between the CEO and the Company, the COO and the Company, and the CFO and the Company, there are no arrangements under which NEOs were compensated by the Company during the two most recently completed financial years for their services in their capacity as NEOs, directors or consultants.

Director Compensation

The Company does not currently pay compensation to non-management directors, nor are they paid for attendance at board meetings. The directors are reimbursed for expenses occurred in carrying out their duties as directors and are granted Options.

The Plan allows the Company to grant Options to the officers, employees and directors. The purpose of granting such Options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the Shareholders.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth as at the year ended June 30, 2018, the number of securities authorized for issuance under the Company's Plan:

Plan Category	Number of securities to be issued upon exercise of outstanding Options (a)	Weighted-average exercise price of outstanding Options (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ¹
Equity compensation plans approved by security holders	6,310,000	\$0.53	11,564,729
Equity compensation plans not approved by security holders	—	—	—
Total	6,310,000	\$0.53	11,564,729

NOTES:

1. The above numbers are based on 10% of the issued and outstanding Common Shares of 178,874,729 as at June 30, 2018.
2. Reference should be made to the Company's audited annual financial statements for the year ended June 30, 2018 for more detailed disclosure relating to Options granted, exercised and outstanding.

MANAGEMENT CONTRACTS

The Company's management functions are performed by its NEOs and the Company has no management agreements or arrangements in place under which such management functions are performed by persons other than NEOs.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, and employees, proposed nominees for election as directors or their associates has been indebted to the Company or to any of its subsidiaries nor has any of these individuals been indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries for the financial year ended June 30, 2018.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Circular, no informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since financial year ended June 30, 2018 or in any proposed transaction which in either such case has materially affected or would materially affect the Company other than as noted below:

Clarity Option Agreement

Pursuant to an option agreement dated April 16, 2018 as amended and restated on August 31, 2018 as further amended on October 10, 2018 with Clarity Cannabis MD Holdings Inc. Clarity Cannabis BC Ltd. and Clarity Cannabis Saskatchewan ("Clarity"), Choom has the option (the "Clarity Option") for a period of eighteen months to acquire one or more cannabis retail locations secured by Clarity in the provinces of British

Columbia and Alberta. The Clarity Option is subject to, among other things, all regulatory approvals being obtained. On exercise of the Clarity Option, Choom will, subject to adjustments in the option exercise price for certain specified factors compensate Clarity in the amount of \$1,300,000 per location acquired. For the first location acquired, the exercise price is to be satisfied by the payment of \$1,000,000 in cash and by the issuance of \$300,000 worth of Common Shares.

For subsequent acquisitions, the exercise price per location is to be satisfied by the issuance of Common Shares.

INFORMATION ON CORPORATE GOVERNANCE

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - *Corporate Governance Guidelines* provides non-prescriptive guidelines on corporate governance practices for reporting companies such as the Company. In addition, NI 58-101 - *Disclosure of Corporate Governance Practices* ("NI 58-101") prescribes certain disclosure by the Company of its corporate governance practices. Pursuant to NI 58-101 this disclosure is presented in accordance with Form 58-101F2 below.

Board of Directors

The Board is currently composed of five directors and it is proposed that four directors will be nominated at the Meeting.

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is composed of a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Of the proposed nominees, (2) nominees, Christopher Bogart, is considered "not independent" as he is the current President and CEO and is an "insider" or management director and Michael Forbes, is considered "not independent" as he is the current COO and is an "insider" or management director. Mr. Tong, Mr. Puil, and Mr. Oh the remaining proposed directors are considered by the board to be "independent", within the meaning of National Instrument 52-110 – *Audit Committees*. In assessing the requirements and making the foregoing determinations whether a director is independent, the Board chiefly considers whether the director has a relationship which could or could be perceived to interfere with the director's ability to objectively assess the performance of management.

The Board is responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for material contracts and business transactions, and all debt and equity financing transactions.

The Board delegates to management responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company's business in the ordinary course, managing the Company's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Directorships

The following table sets forth the director of the Company who currently hold directorships on other reporting issuers:

Name of Director	Other Issuer
Kevin Puil	Lion One Metals Limited Redhawk Resources Inc. Golden Dawn Minerals Inc.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new directors will be provided with information designed to familiarize them with the Company's projects, strategic plans, significant financial, accounting and risk management issues, its compliance programs, its principal officers, independent

auditors and outside legal advisors.

Members of the Board are encouraged: to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations, when they are able. Members of the Board have full access to the Company's records.

Ethical Business Conduct

The Company has not yet adopted a written code of conduct applicable to officers and directors of the Company. Going forward upon expansion of the size of the Board and as part of a subsequent general corporate governance review, the Company plans to adopt a written code of conduct to establish requirements and provide guidance for the behavior of employees, officers, and directors.

Nomination of Directors

The Board has not established a nominating committee. In circumstances where the Company needs to nominate new directors, current directors put forward candidates to the Board for consideration and potential nomination as a director.

Compensation

The Company has not yet established a compensation committee and to date, decisions regarding compensation for the directors and the executive officers have been made by the Board as a whole.

Other Board Committees

The Company has no committees other than the audit committee. The Company is small and until now the duties of the recommended committees have been performed by the plenary Board. Going forward, upon the expansion in the size of the Board, the Board will review its corporate governance practices and consider, among other matters, whether it would be desirable to establish additional committees of the Board.

Assessments

The Board has not yet established a formal performance review process for assessing the effectiveness of the Board, the audit committee or the individual directors. It is expected that the contributions of an individual director are informally monitored by the other Board members, having in mind the business strengths of the individual and the reasons for which the individual was nominated for appointment to the Board. The Company will continue to develop its approach to corporate governance in light of its own circumstances and what are recognized as best practices in this area.

AUDIT COMMITTEE

DISCLOSURE BY VENTURE ISSUERS

NI 52-110 requires the Company as a 'venture issuer' to disclose annually in its information circular the following information concerning the audit committee and its relationship with its independent auditors.

Audit Committee Charter

The audit committee is governed by its charter, which is set out in the attached Schedule "C" of this Circular.

Composition of the Audit Committee

A member of the audit committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of an issuer's board of directors, reasonably interfere with the exercise of a member's independent judgment or is one of the relationships that is deemed material, which are described above under *Board of Directors*.

A member of the audit committee is considered 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.

The current members of the audit committee are Christopher Bogart, Stephen Tong and Kevin Puil. All members of the audit committee are financially literate. Mr. Puil is the independent member of the audit committee. Christopher Bogart is considered "not independent" as he is the current President and CEO and is an "insider" or management director. Stephen Tong is considered an independent director however does not meet the additional independence requirement for the audit committee as during the year ended June 30, 2016, nominal legal fees were paid to Stella Law Corporation, a company controlled by Stephen Tong therefore he is considered non-independent. The Board does not believe this to interfere with Mr. Tong's ability to exercise his independent judgement.

Relevant Education and Experience

Christopher Bogart

Proposed President, CEO and Director [Age: 48]

Mr. Bogart has extensive experience in the extensive experience in the areas of resource finance, business development, strategic planning and corporate restructuring. President, of Metals Mgmt Group. Within the Strategic Metals Sector, Mr. Bogart was a Co-founder of Magnum Uranium a TSX-V company which was purchased by TSX Listed Energy Fuels.

Kevin Puil

Proposed Director [Age: 45]

Mr. Puil is currently the Managing Partner at RIVI Capital LLC. Previously, he was a partner and portfolio manager at Bolder Investment Partners (now Haywood Securities), in Vancouver, British Columbia, and more recently, he was a Portfolio Manager and Senior Analyst at a mutual fund in San Francisco, focusing on natural resources. Mr. Puil also serves as a Board member and on the Audit Committee of several TSX listed companies. He holds a degree in Economics from the University of Victoria in British Columbia and is a Chartered Financial Analyst (CFA) Charterholder.

Steven Tong

Proposed Director [Age: 48]

Mr. Tong was educated at the University of British Columbia where he received his B.A. in 1992, and at the University of Manitoba where he received his LL.B. in 1998. Stephen was called to the Bar of British Columbia in 1999. The bulk of Stephen's practice focuses on financings including initial public offerings and private placements, public listings, reverse takeovers and changes of business, corporate restructuring, mergers and acquisitions, corporate governance and continuous disclosure matters.

Audit Committee Oversight

At no time since the commencement of the Company's most recent 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 (*Exemptions*).

Pre-Approval Policies and Procedures

As at the date of this Circular, the audit committee has not adopted any specific policies or procedures for the engagement for non-audit services.

External Auditor Service Fees (By Category)

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 Ending	Audit Fees¹	Audit Related Fees²	Tax Fees³	All Other Fees⁴
2018	\$70,000	\$22,700	\$28,730	\$Nil
2017	\$16,000	\$Nil	\$2,000	\$Nil

NOTES

- 1 The Audit Fees are fees billed by the Company's external auditor for services provided in auditing the annual financial statements.
- 2 Audit Related Fees are fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements.
- 3 Tax Fees are fees billed by the external auditor for tax compliance, tax advice and planning.
- 4 All Other Fees are fees billed by the external auditor for products and services not included in the categories described above.

Exemption for Venture Issuers

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in Section 6.1 of NI 52-110, which exempts the Company from the requirements of Part 5 (Reporting Obligations) of NI 52-110.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at www.sedar.com. Comparative financial information on the Company for the year ended June 30, 2018 and June 30, 2017, together with the auditor's report thereon and management discussion and analysis of the Company will be presented at the Meeting and which can also be accessed at www.sedar.com. Shareholders may request copies of the Company's financial statements and MD&A by contacting the Company at #350-409 Granville Street, Vancouver, British Columbia V6C 1T2.

BOARD APPROVAL

The undersigned hereby certifies that the Board has approved this Circular.

DATED at Vancouver, British Columbia, this 15th day of April, 2019

BY THE ORDER OF THE BOARD

"Christopher Bogart"

Christopher Bogart
President and Chief Executive Officer



SCHEDULE "A"

CHOOM HOLDINGS INC. (the "Company")

AUDIT COMMITTEE'S CHARTER

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the board of directors (the "**Board of Directors**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Charter, the definition of "financially literate" is 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 presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet a least once annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements and to review any related-party transactions.