



MAPLE LEAF GREEN WORLD INC.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 30, 2020 AT 11.00 AM MST

This Notice and Management Proxy Circular,

along with accompanying materials, require your immediate attention.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE IN FAVOR OF ALL PROPOSED RESOLUTIONS.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Shareholders are strongly encouraged to listen to the Meeting via teleconference instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy, appointing the person designated by management in the proxy form or voting instruction form.

MAPLE LEAF GREEN WORLD INC.
NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, DECEMBER 30, 2020

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of the holders ("Shareholders") of common shares ("Common Shares") of Maple Leaf Green World Inc. (the "Maple Leaf" or "Corporation") will be held on Wednesday, December 30, 2020 at 11:00 a.m. (Calgary time) at the offices of Maple Leaf, 500, 1716 -16 Avenue NW, Calgary, Alberta, T2M 0L7, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the year ended December 31, 2019 together with the auditor's report thereon (collectively, the "**Financial Statements**");
2. to fix the number of directors to be elected at the Meeting at six (6) subject to permitted increases under the articles of the Corporation or otherwise;
3. to elect the directors of the Corporation to serve until the next annual meeting of Shareholders or until their successors are elected or appointed (the "Board");
4. to appoint GEIB & COMPANY PC as auditors as auditor of the Corporation to hold office until the next Annual General Meeting, at a remuneration to be fixed by the directors of the Corporation;
5. to transact such other business as may be properly brought before the Meeting or any adjournments or postponements thereof.

The details of all matters proposed to be put before the Shareholders at the Meeting are set forth in the management information circular accompanying this Notice of Annual and Special Meeting (the "**Information Circular**").

The record date for determination of the Shareholders entitled to receive notice of and to vote at the Meeting is November 30, 2020 (the "**Record Date**"). All Shareholders of record as at the close of business on the Record Date are entitled to attend, participate and vote at the Meeting or by proxy.

Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community, Shareholders are strongly encouraged to listen to the Meeting via teleconference instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy, appointing the person designated by management in the proxy form or voting instruction form.

A Shareholder who wishes to appoint a person other than the management nominees identified on the form of proxy or voting instruction form, to represent him, her or it at the Meeting may do so by inserting such person's name in the blank space provided in the form of proxy or voting instruction form and following the instructions for submitting such form of proxy or voting instruction form. In order to be valid and acted upon at the Meeting, completed proxies or votes must be received by Odyssey Trust Company by 10:00 a.m. (Mountain Daylight Time) on December 24, 2020 or, in the case of any adjournment or postponement of the Meeting, at least 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of the adjourned or postponed Meeting. A person appointed as proxyholder need not be a Shareholder. See the Information Circular for further instructions.

Shareholders should follow the instructions on the forms they receive and if they have any questions contact their intermediaries or Odyssey Trust Company, the Corporation's transfer agent, toll free within North America at 1.800.517.4553, outside of North America at 1.587.885.0960 or by e-mail at proxy@odysseytrust.com.

We ask that Shareholders also review and follow the instructions of any regional health authorities of the Province of Alberta, including the City of Calgary and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of the United States or Canada within the 14 days immediately prior to the Meeting. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Information Circular accompanying this Notice.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak and in order to ensure compliance with federal, state and local laws and orders, including without limitation: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication; (iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like

symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of the United States or Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR at www.sedar.com as well as on our Corporation website at www.crescolabs.com. We strongly recommend you check the Corporation's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended materials in respect of the Meeting.

This Information Circular will be available on Cresco's website at https://www.mlgreenworld.com/en_ca/ as of December 3, 2020 and will remain on the website for one full year thereafter. This Notice, the Financial Statements, the form of proxy and the Information Circular will also be available on SEDAR at www.sedar.com.

Maple Leaf has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 ("Notice-and-Access Provisions") for this 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 by allowing Maple Leaf to post the Information Circular and any additional materials online. See "General Proxy Matters – Notice and Access" in the Information Circular for further information on the Notice-and-Access Provisions. Maple Leaf has posted the Information Circular and additional materials on their website www.mlgreenworld.com/agm. A Shareholder may also use telephone number 1-780-632-6963 to obtain additional information about the Notice and Access Provisions or to receive a paper copy of the Information Circular. Each Share outstanding on the Record Date is entitled to one vote at the Meeting.

DATED at the City of Calgary, in the Province of Alberta, on November 30, 2020.

BY ORDER OF THE BOARD OF DIRECTORS
(signed) "Raymond Lai"
President and Chief Executive Officer

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MANAGEMENT INFORMATION CIRCULAR AND PROXY STATEMENT

(all information as of November 30, 2020, unless otherwise noted)

This Management Information Circular and Proxy Statement (“Information Circular”) is provided in connection with the solicitation of proxies made by the management of Maple Leaf Green World Inc. (“Maple Leaf” or the “Corporation”) for use at the Annual General Meeting (the “Meeting”) of the Corporation’s shareholders (“Shareholders”) to be held on December 30, 2020 and at all adjournments of the Meeting. The information in this Information Circular is as of November 30, 2020, unless otherwise noted. All dollar figures are in Canadian currency, except as noted.

GENERAL PROXY MATTERS

If you hold Voting Shares through a broker, investment dealer, bank, trust company, nominee or other intermediary (collectively, an “**Intermediary**”), you should contact your Intermediary for instructions and assistance in voting the Voting Shares that you beneficially own.

This solicitation is made on behalf of management of the Corporation. The costs incurred in the preparation of both the form of proxy and this Circular will be borne by the Corporation. In addition to the use of mail, proxies may be solicited by telephone or any form of electronic communication or by directors, officers and employees of the Corporation who will not be directly compensated therefor.

Due to the ongoing concerns related to the spread of the coronavirus (COVID-19) and in order to protect the health and safety of Shareholders, employees, other stakeholders and the community and to comply with the procedures imposed by both federal, state and local governments, Shareholders are strongly encouraged to listen to the Meeting via teleconference instead of attending the Meeting in person and to vote on the matters before the Meeting by proxy, appointing the Management Designees (as defined below) named in the accompanying proxy form or voting instruction form in order to limit the number of attendees in person.

No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Corporation. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date hereof.

Please read this Circular carefully to obtain information about how you may participate at the Meeting either in person or through the use of proxies.

PROXY RELATED INFORMATION

Attendance and Voting

Only registered Shareholders, or the persons they appoint as their proxies, are permitted to attend, speak and vote on all matters that may properly be voted upon at the Meeting.

Beneficial Shareholders who have not duly appointed themselves as proxyholder will not be able to attend, participate or vote at the Meeting. This is because the Corporation and its transfer agent do not have a record of the Beneficial Shareholders of the Corporation, and, as a result, will have no knowledge of your shareholdings or entitlement to vote,

unless you appoint yourself as proxyholder. If you are a Beneficial Shareholder and wish to vote at the Meeting, you have to appoint yourself as proxyholder, by inserting your own name in the space provided on the voting instruction form sent to you and must follow all of the applicable instructions provided by your Intermediary. See “*Appointment of Third Party as Proxy.*”

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

While as of the date of this Circular, the Corporation intends to hold the Meeting in physical face to face format, we are continuously monitoring the current coronavirus (COVID-19) outbreak. In light of the rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, Shareholders follow the instructions of any regional health authorities of the State of Illinois, including the City of Chicago and any other health authority holding jurisdiction over the areas you must travel through to attend the Meeting. Please do not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from

outside of the United States or Canada within the 14 days immediately prior to the Meeting. All Shareholders are strongly encouraged to vote by submitting their completed form of proxy (or voting instruction form) prior to the Meeting by one of the means described in the Circular.

The Corporation reserves the right to take any additional pre-cautionary measures deemed to be appropriate, necessary or advisable in relation to the Meeting in response to further developments in the COVID-19 outbreak and in order to ensure compliance with federal, state and local laws and orders, including without limitation: (i) holding the Meeting virtually or by providing a webcast of the Meeting; (ii) hosting the Meeting solely by means of remote communication;

(iii) changing the Meeting date and/or changing the means of holding the Meeting; (iv) denying access to persons who exhibit cold or flu-like symptoms, or who have, or have been in close contact with someone who has, travelled to/from outside of the United States or Canada within the 14 days immediately prior to the Meeting; and (v) such other measures as may be recommended by public health authorities in connection with gatherings of persons such as the Meeting. Should any such changes to the Meeting format occur, the Corporation will announce any and all of these changes by way of news release, which will be filed under the Corporation's profile on SEDAR at www.sedar.com as well as on our Corporation website at https://www.mlgreenworld.com/en_ca/. We strongly recommend you check the Corporation's website prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 outbreak, the Corporation will not prepare or mail amended materials in respect of the Meeting.

The Meeting will be available via teleconference and all Shareholders are urged to listen to the Meeting as follows:

To join the Meeting via teleconference, please dial: 1-800-719-6100, within Canada and 1-800-930-0058 from USA and when prompted by the telephone system, enter the Meeting ID: 8405 4814.

Please note that you will not be able to vote via teleconference. If you intend to listen to the Meeting via teleconference you must vote on the matters prior to the Meeting. Votes must be received by Odyssey Trust Company ("Odyssey") no later than 11:00 a.m. (Mountain Daylight Time) on December 24, 2020 (the "Proxy Deadline") or no later than forty-eight (48) hours (excluding Saturdays, Sundays or statutory holidays in the Province of Alberta) before any adjournment or postponement of the Meeting.

Appointment of Third Party as Proxy

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation and each is a management designee (collectively, the "Management Designees"). Management Designees will vote IN FAVOUR of each of the matters specified in the Notice of Meeting and all other matters proposed by management at the Meeting. Each Shareholder submitting a proxy has the right to appoint a person, who need not be a Shareholder (a "third party proxyholder"), to represent, attend, participate or vote at the Meeting on such Shareholder's behalf, other than the Management Designees. A Shareholder may exercise this right by completing the steps set forth below and depositing the completed proxy to Odyssey prior to the Proxy Deadline.

The following applies to Shareholders who wish to appoint a person other than the Management Designees (including someone who is not a Shareholder) set forth in the form of proxy or voting instruction form as proxyholder, including Beneficial Shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the Meeting.

To appoint a third-party proxyholder, insert such person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. If you are a Beneficial Shareholder located in the United States, you must also provide Odyssey with a duly completed legal proxy if you wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder. See below under this section for additional details.

If you are a Beneficial Shareholder and wish to attend, participate or vote at the Meeting, you have to insert your own name in the space provided on the voting instruction form sent to you by your Intermediary and follow all of the applicable instructions provided by your Intermediary. By doing so, you are instructing your Intermediary to appoint you as proxyholder. It is important that you comply with the signature and return instructions provided by your Intermediary.

Legal Proxy – U.S. Beneficial Shareholders

If you are a Beneficial Shareholder located in the United States and wish to attend, participate or vote at the Meeting or, if permitted, appoint a third party as your proxyholder, in addition to the steps described above and below, you must obtain a valid

legal proxy from your Intermediary. Follow the instructions from your Intermediary included with the legal proxy form and the voting information form sent to you, or contact your Intermediary to request a legal proxy form or a legal proxy if you have not received one. After obtaining a valid legal proxy from your Intermediary, you must then submit such legal proxy to Odyssey prior to the Proxy Deadline.

Refusal of Proxy

The Corporation may refuse to recognize any instrument of proxy received later than the Proxy Deadline. Revocability of Proxy

A Shareholder who has given a proxy has the power to revoke it at any time prior to the exercise thereof. In addition to revocation in any other manner permitted by law, a proxy may be revoked by:

- (a) **signing a proxy with a later date and delivering it to the place noted above prior to the Proxy Deadline;**
- (b) **signing and dating a written notice of revocation and delivering it to Odyssey, or by transmitting a revocation by telephonic or electronic means, to Odyssey, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the proxy is to be used, or delivering a written notice of revocation and delivering it to the Chair of the Meeting prior to the commencement of the Meeting or any adjournment or postponement thereof; or**
- (c) **attending the Meeting or any adjournment or postponement of the Meeting and registering with the scrutineer as a shareholder present.**

Advice to Beneficial Holders of Voting Shares

The information in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold their Voting Shares in their own name. Shareholders who do not hold their Voting Shares in their own name, referred to in this Circular as "**Beneficial Shareholders**," are advised that only proxies deposited by Shareholders whose names appear on the records of the Corporation as the registered holders of Voting Shares can be recognized and acted upon at the Meeting. If Voting Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Voting Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Voting Shares will more likely be registered under the name of CDS & Co. (the registration name for CDS is Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage firms).

Existing regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various Intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Voting Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its Intermediary (or the agent of the Intermediary) is substantially similar to the form of proxy provided directly to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (i.e., the Intermediary or agent of the Intermediary) how to vote on behalf of the Beneficial Shareholder. The vast majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). 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 Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Voting Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Voting Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Voting Shares voted. If you have any questions regarding the voting of Voting Shares held through an Intermediary, please contact that Intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting, Voting Shares registered in the name of an Intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Voting Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Voting Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their Intermediary (or the Intermediary's agent) in accordance with the instructions provided by such Intermediary.**

For purposes of applicable securities regulatory policies relating to the dissemination of proxy-related materials and other securityholder materials and the request for voting instructions from Beneficial Shareholders, there are two categories of

Beneficial Shareholders. Non-objecting Beneficial Shareholders ("**NOBOs**") are Beneficial Shareholders who have advised their Intermediary that they do not object to their Intermediary disclosing ownership information to the Corporation, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. Securities legislation restricts the use of that information to matters strictly relating to the affairs of the Corporation. Objecting Beneficial Shareholders ("**OBOs**") are Beneficial Shareholders who have advised their Intermediary that they object to their Intermediary disclosing such ownership information to the Corporation. Maple Leaf will not send its proxy-related materials directly to NOBOs under National Instrument 54-101. Maple Leaf does not intend to pay for Intermediaries to forward the proxy-related materials and the voting instruction form to OBOs under National Instrument 54-101. In the case of an OBO, the OBO will not receive the materials unless the OBO's Intermediary assumes the cost of delivery.

Exercise of Discretion with Respect to Proxies

The Voting Shares represented by the enclosed proxy will be voted or withheld from voting on any motion, by ballot or otherwise, in accordance with any indicated instructions contained in a proxy. **In the absence of any such direction, such shares will be voted IN FAVOUR of each of the matters set forth in the Notice of Meeting and in this Circular and all other matters proposed by management at the Meeting.**

If any amendment or variation to matters identified in the Notice of Meeting is proposed at the Meeting or any adjournment or postponement thereof, or if any other matters properly come before the Meeting or any adjournment or postponement thereof, the enclosed proxy confers discretionary authority to vote on such amendments or variations or such other matters according to the best judgment of the appointed proxyholder. As at the date of this Circular, the management of the Corporation is not aware of any amendments or variations or other matters to come before the Meeting.

Record Date

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting or any adjournment or postponement thereof is November 20, 2020 (the "**Record Date**"). Accordingly, only 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, or any adjournments or postponements thereof.

Voting Securities and Principal Holders of Common Shares

As at November 30, 2020, the Corporation had 161,355,398 Common Shares issued and outstanding, each such Share carrying the right to one vote on a ballot at the Meeting. A quorum for the transaction of business at the Meeting will be present if there are not less than two persons present at the Meeting holding or representing by proxy not less than five percent (5%) of the Shares entitled to be voted at the Meeting.

To the best of the knowledge of the directors and executive officers of Maple Leaf, there is no person or corporation which beneficially owns or controls or directs, directly or indirectly, Shares carrying more than ten percent (10%) of the voting rights attached to the issued and outstanding Shares of the Corporation which may be voted on at the Meeting.

As of November 30, 2020, the directors and officers of Maple Leaf, as a group, beneficially own, directly or indirectly, or exercise control or direction over, an aggregate of approximately 5,706,009 Shares, representing approximately 3.54% of the outstanding Shares.

Shareholder Resolutions

The Board has acted in accordance with all past shareholder resolutions.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person who has been a director or executive officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon except as disclosed in this Information Circular under the heading "*Matters to be Considered at the Meeting – Election of Directors*".

Certain directors and officers of the Corporation hold options to acquire Common Shares pursuant to the Corporation's stock option plan (the "Stock Option Plan"). At the Meeting Shareholders will be asked to approve and adopt an ordinary resolution relating to the approval of the Stock Option Plan. See "*Matters to be Considered at the Meeting – Approval of Stock Option Plan*".

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed in this Information Circular, the management of the Corporation is not aware of any material interest, direct or indirect, of any informed person of the Corporation, any proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Corporation's most recently completed financial year, or in any proposed transaction which has materially affected or would materially affect the Corporation.

MATTERS TO BE CONSIDERED AT THE MEETING

1. Receiving Financial Statements

The audited consolidated financial statements of Maple Leaf for the year ended December 31, 2019, together with the auditor's report thereon (the "**Financial Statements**"), have been mailed to the Corporation's registered and Beneficial Shareholders who requested to receive them. The Financial Statements are also available on SEDAR at www.sedar.com. The Financial Statements of the Corporation for the years ended December 31, 2019 and 2018 will be placed before the Meeting.

2. Number of Directors and Election of Directors

At the Meeting, Shareholders will be asked to elect six (6) directors. Maple Leaf's articles provide that the Board of Directors (the "Board") shall consist of a minimum of three and a maximum of eleven directors. By resolution on November 1, 2020, the Board fixed the number of directors to be elected at the Meeting at six, each of whom will serve until the next annual meeting of Shareholders or until their respective successors are elected or appointed.

The six (6) nominees for election as directors of Maple Leaf by Shareholders are Raymond Lai, Terence Lam, Joseph Wong, Greg Moline, Najibullah Alizada, and Daniel Larkin.

See "Director Nominees" in this Information Circular for additional information on the director nominees. As described below under "Majority Voting for Directors", the election of each individual director of the Corporation will be effected by an ordinary resolution requiring the approval of more than 50% of the votes cast in respect of the resolution by or on behalf of Shareholders present in person or represented by proxy at the Meeting. It is the intention of the persons named in the enclosed form of proxy, if named as proxy and not expressly directed to the contrary in the form of proxy, to vote those proxies FOR the election of each of the persons specified above. Management does not contemplate that any of the nominees will be unable to serve as a director, but should that circumstance arise for any reason prior to the Meeting, the persons named in the enclosed Form of Proxy reserve the right to vote for another nominee at their discretion.

The Corporation's articles permit the Board, between annual meetings of Shareholders, to appoint one or more additional directors (up to a maximum of one-third of the number of directors who held office at the expiration of the last annual meeting of Shareholders).

Majority Voting for Directors

The Board has adopted a policy stipulating that if the number of Shares voted in favour of the election of a particular director nominee at a Shareholders' meeting is less than the number of Shares voted and withheld from voting for that nominee, the nominee will submit his or her resignation to the Board within five days of the Meeting, with the resignation to take effect upon acceptance by the Board. The Compensation and Corporate Governance Committee will consider the director nominee's offer to resign and will make a recommendation to the Board as to whether or not to accept the resignation. The Compensation and Corporate Governance Committee will be expected to accept the resignation except in special circumstances requiring the applicable director to continue to serve on the Board. In considering whether or not to accept the resignation, the Compensation and Corporate Governance Committee will consider all factors that it deems relevant including, without limitation, the stated reasons why Shareholders "withheld" votes from the election of that nominee, the existing Board composition, the length of service and the qualifications of the director whose resignation has been tendered, the director's contributions to Maple Leaf and attendance at previous meetings, the Corporation's corporate governance policies and such other skills and qualities as the Compensation and Corporate Governance Committee deems to be relevant.

The Board will consider the Compensation and Corporate Governance Committee's recommendation and make a decision as to whether to accept the director's offer to resign within 90 days of the date of the Meeting, which it will announce by way of a press release and provide a copy to the Aequitas NEO Exchange Inc. ("NEO"), including, if the Board elects, the reasons for rejecting the resignation offer. In considering whether to accept the director's offer of resignation, the Board will consider the factors considered by the Compensation and Corporate Governance Committee and such additional factors it considers to be relevant. No director who is required to tender his or her resignation shall participate in the deliberations or recommendations of the Compensation and Corporate Governance Committee or the Board.

If a director's offer of resignation is accepted, subject to any corporate law restrictions, the Board may leave the resultant vacancy unfilled until the next annual general meeting. Alternatively, at the Board's discretion, it may fill the vacancy through the appointment of a new director whom the Board considers appropriate or it may call a special meeting of Shareholders at which there will be presented nominees supported by the Board to fill the vacant position or positions. The foregoing policy does not apply in circumstances involving contested director elections.

Director nominees

The persons named in the following tables are management's nominees to the Board. The names and places of residence of the persons proposed to be nominated for election as a director, their province and country of residence, their principal occupation, the period served as a director and the number of voting Common Shares that each proposed nominee beneficially owns, or exercises control or direction over, directly or indirectly, as of the Record Date. The information contained herein is based upon information furnished by the respective nominees.

Raymond Lai Calgary, Alberta, Canada	Mr. Lai received a B. Com from the University of Calgary in 1975. He has been a registered member of the Certified Management Accountant Society for over 25 years. Mr. Lai has been a successful key executive for public companies in the manufacturing and mining industries for over 10 years and has been instrumental in securing public and private corporate financing both domestically and internationally.		
Age: 68	Board Committees		
	None		
Director Since: April, 2007	Principal Occupation		
	President & Chief Executive Officer of Maple Leaf		
	Common Shares, Options, and Warrants (as at November 30, 2020)		
	Common Shares	Options	Warrants
	1,728,000	5,150,000	NIL
Terence Lam Calgary, Alberta, Canada	Mr. Lam is a member of the Public Business Accountant Association of Alberta. Prior to spending 9 years in public accounting practice, Mr. Lam owned and managed a wholesale business for 6 years and a retail business for 5 years. Mr. Lam has worked with employees, financial institutions, suppliers, and accountants to understand what is required for a sound business culture. Mr. Lam prides himself on having a practical approach to meeting objectives, a good work ethic and is focused on building successful businesses with proven results.		
Age: 55	Board Committees		
Director Since: March, 2012	Nominating and Corporate Governance, Compensation Committee		
	Principal Occupation		
	Corporate Secretary of Maple Leaf		
	Common Shares, Options and Warrants (as at November 30, 2020)		
	Common Shares	Options	Warrants
	2,163,000	1,300,000	NIL
Joe Wong, Telkwa, British Columbia, Canada	Mr. Wong has spent the last 30 years improving reforestation nursery production systems and greenhouse systems and growing quality reforestation seedlings in the field as bare-root and in containers outdoor. Mr. Wong began his reforestation nursery career with the B.C. Ministry of Forests in 1978 with the Nursery Development Section where he was involved in research trials that were aimed at developing nursery sites, new growing systems, fertilization treatments and growing regimes. From 1980 to 1984, he worked as the Quality Assurance Supervisor at the Ministry of Forest, Red Rock Nursery in Prince George, B.C. where he managed the quality control and the practical research department. In 1985, Mr. Wong started his own reforestation nursery, Woodmere Nursery, during which he managed the design and construction of a greenhouse facility. Initial crop production at this nursery was 2.5 million containerized seedlings. Today this facility has an area of 6 acres under protected cultivation and grows 12 million seedlings annually. Mr. Wong is the principal horticulturist and researcher for the Corporation.		
Age: 63	Board Committees		
Director Since: July, 2010	None		
	Principal Occupation		

	President of Woodmere Nursery Ltd.
	Common Shares, Options and Warrants (as at November 30, 2020)
	Common Shares
	Options
	Warrants
	550,000
	500,000
	NIL
Najibullah “Naj” Alizada, Calgary, Alberta, Canada Age: 38 Director Since: June, 2016	Najibullah “Naj” Alizada has over 16 years of technology, sales, and marketing experience. As current President of Instalogic Inc. (“Instalogic”), Naj oversees the operations, development, and marketing of the organization, including overseeing more than 200 custom projects and over 500 ongoing service accounts. Naj readily identifies strategic markets and opportunities for Instalogic, leading to unique cutting-edge projects such as InstaTable Inc. (restaurant reservations application and technology), IQuRe Inc. (charitable donations application and technology), and SoftAlive Inc. (internal complete project management software technology.) His vision, expertise, and focus on growth have fostered his organization’s expansion and success.
	Board Committees
	Nominating and Corporate Governance, Audit Committee, Compensation Committee
	Principal Occupation
	President of Instalogic Inc.
	Common Shares, Options and Warrants (as at November 30, 2020)
	Common Shares
	Options
	Warrants
	402,500
	400,000
	NIL
Greg Moline Leduc, Alberta, Canada Age: 56 Director Since: December, 2013	Mr. Greg Moline is the President and Chief Executive Officer of High Brix Manufacturing Inc. based in Leduc, Alberta. For the past 32 years, Mr. Moline has very successfully managed and operated two uniquely diverse businesses. After earning his bachelor’s degree in the faculty of commerce, he started his own construction company in Edmonton which he ran for 25 years. Because of his background in farming, Mr. Moline became involved with a soil-testing laboratory, which eventually led him to people who studied and followed the methods of Dr. Carey Reams and William Albrecht, as well as their new world of soil and plant health discoveries. Mr. Moline has spent the past seven years on manufacturing, distributing, and educating farmers in various parts of the world on such new revolutionary scientific methods in agriculture.
	Board Committees
	Nominating and Corporate Governance, Audit Committee, Compensation Committee
	Principal Occupation
	President of High Brix Manufacturing Inc.
	Common Shares, Options and Warrants (as at November 30, 2020)
	Common Shares
	Options
	Warrants
	1,017,509
	600,000
	190,909 ⁽¹⁾
(1) Each Warrant entitles the holder to acquire one Common Share at an exercise price of \$0.60 until April 29, 2022.	
Daniel Larkin Carson City, Nevada, USA Age: 44 Director Since: January, 2017	Mr. Daniel Larkin serves as the cofounder and manager of BLM5 Investments, LLC and for Bumblee Partners, LLC. Mr. Larkin one of the cofounders of BioNeva and is also involved in several other cannabis consulting companies. Mr. Larkin possesses extensive experience in the cannabis industry. Mr. Larkin will play an important role in the Company’s operations in Nevada as he has assisted in the development of partnerships for vertically integrated medical cannabis licenses in multiple American states. Mr. Larkin is a graduate of the University of Nevada, Reno and earned a Bachelor of Science with an emphasis in corporate and international finance and investment with a Minor in Economics.
	Board Committees
	Audit Committee
	Principal Occupation
	Cofounder/Manager at BLM5 Investments, LLC and Bumblebee Partners, LLC.
	Common Shares, Options and Warrants (as at November 30, 2020)
	Common Shares
	Options
	Warrants
	300,000

The enclosed form(s) of proxy allows the Shareholders to direct proxyholders to vote individually for each of the Cresco Nominees as a director of the Corporation. **Unless otherwise directed, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the election of each of the Maple Leaf Nominees as directors of the Corporation.**

Corporate cease trade orders, bankruptcies, penalties or sanctions

Cease Trade Orders

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such persons) is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company), that: (i) was subject to a cease trade order (including a management cease trade order), an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than thirty (30) consecutive days (collectively, an “Order”), that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) 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.

Personal Bankruptcies

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such persons): (i) is, as at the date of this Information Circular, or has been within ten (10) years before the date of this Information Circular, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (ii) has, within the ten (10) years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties, or Sanctions

To the knowledge of the Corporation, no proposed director of the Corporation (nor any personal holding company of any of such persons) has been subject to: (i) 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 (ii) 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.

3. Appointment and Remuneration of Auditors

Shareholders will consider an ordinary resolution to appoint the firm of GEIB & COMPANY PC, Chartered Accountants, of Calgary, Alberta, to serve as auditors of the Corporation until the next annual meeting of the Shareholders. GEIB & COMPANY PC has been the auditors of the Corporation since February 4, 2020.

Certain information regarding the Audit Committee and auditors, including the fees paid to the Corporation's auditors in the last fiscal year, that is required to be disclosed in accordance with National Instrument 52-110 of the Canadian Securities Administrators, is contained in the Annual Information Form, an electronic copy of which is available on the internet under the Corporation's SEDAR profile at www.sedar.com.

Unless otherwise directed to the contrary, it is the intention of the persons named in the enclosed form of proxy to vote proxies IN FAVOUR of the appointment of GEIB & COMPANY PC as independent auditors of the Corporation at remuneration to be fixed by the Board. In order to be effective, the ordinary resolution must be approved by not less than a majority of the votes cast thereon by Shareholders who are present at the Meeting or by proxy.

4. OTHER BUSINESS

Management is not aware of any other matters to come before the Meeting, other than those set out in the Notice of Meeting. If other matters come before the Meeting, it is the intention of the Management Designees to vote in respect of the same in accordance with their best judgment in such matters.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Corporation’s equity compensation plans under which equity securities are authorized for issuance as at December 31, 2019, the end of the most recently completed financial year.

<u>Plan Category</u>	Number of Securities to be Issued Upon	Weighted-Average Exercise Price of	Number of Securities Remaining Available for Future Issuance
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	<u>Exercise of Outstanding Options, Warrants and Rights</u>	<u>Outstanding Options, Warrants and Rights</u>	<u>Under Equity Compensation Plans</u>
The Plan	10,700,000 ⁽¹⁾⁽²⁾	\$0.3938 ⁽¹⁾⁽²⁾	4,214,000 ⁽¹⁾⁽³⁾
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	10,700,000⁽¹⁾⁽²⁾	N/A⁽¹⁾⁽²⁾	4,214,000⁽³⁾

Notes:

- (1) The Option Plan is a “rolling” stock option plan which reserves for issuance a maximum of 10% of the issued and outstanding Common Shares at the time of the Option grant. As of November 30, 2019, 161,355,398 Common Shares were issued and outstanding.
- (2) As of the date of this Information Circular, the Corporation has 5,435,540 Options available for further issuance under the Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

NONE

STATEMENT OF EXECUTIVE COMPENSATION

Set out below is the Statement of Executive Compensation for Maple Leaf for the financial year ended December 31, 2019, which is presented in accordance with National Instrument Form 51-102F6V (“NI 51-102F6V”).

The Corporation’s executive compensation program is available to the “Named Executive Officers” or “NEOs” of the Corporation which is defined by applicable securities legislation to mean each of the following individuals, namely: (i) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (the “CEO”), including an individual performing functions similar to a chief executive officer; (ii) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (the “CFO”), including an individual performing functions similar to a chief financial officer; (iii) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (i) and (ii) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(f) of NI 51-102F6V for that financial year; and (iv) each individual who would be a named executive officer under paragraph (iii) 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.

Compensation, Excluding Compensation Securities

The following table provides compensation information for the financial years ended December 31, 2019, and 2017 in respect of the Named Executive Officers, being Raymond Lai, President and CEO and Terence Lam, CFO, and the directors of the Corporation.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$) ⁽¹⁾	Value of all other compensation (\$)	Total compensation (\$)
Raymond Lai, President, CEO & Director ⁽²⁾	2019	120,000	Nil	Nil	Nil	Nil	120,000
	2018	120,000	Nil	Nil	Nil	Nil	120,000
Terence Lam, CFO, Corporate Secretary & Director ⁽³⁾	2019	60,000	Nil	Nil	Nil	Nil	60,000
	2018	60,000	Nil	Nil	Nil	Nil	60,000

Joe Wong, Vice President of Operations & Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Greg Moline, Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Najibullah Alizada, Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Larkin, Director	2019	Nil	Nil	Nil	Nil	Nil	Nil
	2018	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) None of the Named Executive Officers or directors received perquisites that are not generally available to all employees that in aggregate are greater than: (i) \$15,000, if the NEO or director's total salary for the financial year is \$150,000 or less; (ii) 10% of the NEO or director's salary for the financial year, if the NEO or director's total salary for the financial year is greater than \$150,000 but less than \$500,000; or (iii) \$50,000, if the NEO or director's total salary for the financial year is \$500,000 or greater.
- (2) All compensation paid by the Corporation to Mr. Lai was in respect of his position as an officer of the Corporation.
- (3) All compensation paid by the Corporation to Mr. Lam was in respect of his position as an officer of the Corporation.

All Named Executive Officers are consultants of the Corporation and no external management company employed or retained one or more individuals acting as a Named Executive Officer or director of the Corporation where the Corporation has entered into an understanding, arrangement, or agreement with the external management company to provide executive management services to the Corporation, directly or indirectly.

Stock Options and Other Compensation Securities

The following table provides information regarding all compensation securities granted or issued to each Named Executive Officer and director of the Corporation for the financial year ended December 31, 2019.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion, or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Raymond Lai, President, CEO & Director⁽²⁾	----	---	---	----	----	---	----
Terence Lam, Corporate Secretary & Director⁽³⁾	----	---	---	----	----	---	----
Joe Wong, Vice President of Operations & Director⁽⁴⁾	----	---	---	----	----	---	----
Greg Moline, Director⁽⁵⁾	----	---	---	----	----	---	----
Najibullah Alizada, Director⁽⁶⁾	----	---	---	----	----	---	----
Daniel Larkin⁽⁷⁾	----	---	---	----	----	---	----

Notes:

- (1) The number of underlying Common Shares for each Named Executive Officer or director is equal to the number of stock options ("Options") that were granted to that Named Executive Officer or director. The Options mentioned above have vested. The Options are subject to the terms and conditions of the

Option Plan, as described under the heading “*Stock Option Plans and Other Incentive Plan*” below. The percentage of class is calculated based on the number of Common Shares outstanding (161,355,398) on December 31, 2019, on a non-diluted basis.

- (2) On December 31, 2019, Mr. Lai held a total of 5,150,000 Options exercisable into the same number of Common Shares.
- (3) On December 31, 2019, Mr. Lam held a total of 1,300,000 Options exercisable into the same number of Common Shares.
- (4) On December 31, 2019, Mr. Wong held a total of 500,000 Options exercisable into the same number of Common Shares.
- (5) On December 31, 2019, Mr. Moline held a total of 600,000 Options exercisable into the same number of Common Shares.
- (6) On December 31, 2019, Mr. Alizada held a total of 400,000 Options exercisable into the same number of Common Shares.
- (7) On December 31, 2019, Mr. Larkin held a total of 300,000 Options exercisable into the same number of Common Shares.

None of the compensation securities has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the financial year ended December 31, 2019.

The following table provides information regarding all compensation securities exercised by each NEO and director of the Corporation during the financial year ended December 31, 2019.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price of security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Raymond Lai, President, CEO & Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Terence Lam, CFO, Corporate Secretary & Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Joe Wong, VP of Operations & Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Greg Moline, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Najibullah Alizada, Director	N/A	Nil	N/A	N/A	N/A	N/A	N/A
Daniel Larkin	N/A	Nil	N/A	N/A	N/A	N/A	N/A

Stock Option Plans and Other Incentive Plan

The directors of the Corporation adopted a stock option plan (the “Option Plan”), on May 10, 2018 which will be subject to approval at the Meeting and every three (3) years thereafter. The Option Plan provides that the board of directors of the Corporation (the “Board”) may from time to time, in its discretion, and in accordance with the requirements of the NEO, grant to directors, officers, employees, or other Services Providers, as defined in the Option Plan, of the Corporation or its subsidiaries (each a “Participant”), non-transferable Options, provided that the number of Common Shares reserved for issuance will not exceed 10% (on a non-diluted basis) of the issued and outstanding Common Shares at any time. In connection with the foregoing: (a) the aggregate number of Common Shares reserved for issuance pursuant to Options granted to any one Participant in any 12 month period, and pursuant to other share compensation arrangements, may not exceed 5% of the issued and outstanding Common Shares (on a non-diluted basis); (b) the aggregate number of Common Shares reserved for issuance pursuant to Options granted to Insiders (as defined in the Option Plan) and pursuant to other share compensation arrangements may not exceed 10% of the issued and outstanding Common Shares (on a non-diluted basis), unless disinterested shareholder approval is obtained; (c) the number of Common Shares issued to Insiders pursuant to the Plan and other share compensation arrangements within a 12 month period may not exceed 10% of the outstanding Common Shares (on a non-diluted basis), unless disinterested shareholder approval is obtained; (d) the number of Common Shares issued to any one Insider and such Insider’s associates within a 12 month period pursuant to the Option Plan and other share compensation arrangements may not exceed 5% of the outstanding Common Shares (on a non-diluted basis), unless disinterested shareholder approval is obtained; (e) the number of Common Shares issued to any one Consultant within a one year period may not exceed 2% of the outstanding Common Shares (on a non-diluted basis) at the date of grant; and (f) the number of Common Shares issued to a person conducting Investor

Relations Activities (as defined in the Option Plan), as defined in the corporate finance manual or policies of the Exchange may not exceed, in the aggregate, 2% (on a non-diluted basis) of the outstanding Common Shares.

Subject to the terms of the applicable Option agreement, in the event of the Participant ceasing to be a director, officer, employee or Consultant of the Corporation or a subsidiary for any reason other than death, including the resignation or retirement of the Participant and the termination by the Corporation or a Subsidiary of the employment of the Participant, prior to the Expiry Time, such Option may be exercised as to such of the Common Shares in respect of which the Option has not previously been exercised (and as the Participant would have been entitled to exercise) at any time up to and including (but not after) the earlier of the expiry time of such Option and a date that is 90 days following the effective date of such resignation or retirement or a date that is 90 days following the date notice of termination of employment is given by the Corporation or a subsidiary, or 30 days if the Consultant is an individual engaged in Investor Relations Activities as defined by the Exchange, subject to such shorter period as may be otherwise specified in an Option agreement, whether such termination is with or without reasonable notice, after which date the Option shall forthwith expire and terminate and be of no further force or effect whatsoever. In the event of termination for cause, such Option shall expire and terminate immediately at the time of delivery of notice of termination of employment for cause to the Participant by the Corporation or a subsidiary and shall be of no further force or effect whatsoever as to the Common Shares in respect of which an Option has not previously been exercised.

The exercise price and term of the Options shall be determined by the Board at the time any Option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange. The Option Plan prohibits the Corporation from granting Options with a term longer than 10 years. Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which Options shall vest and the method of vesting, or that no vesting restriction shall exist. Notwithstanding anything else contained in the Option Plan, if the expiry date for an Option occurs within the three business day period prior to the period of time when, pursuant to any policies of the Corporation, securities of the Corporation may not be traded by certain persons as designated by the Corporation, including any holder of an Option, the Expiry Time of all such Options shall be extended for a period of seven business days following the end of the Black-Out Period (or such longer period as permitted by the Exchange and approved by the Board).

EMPLOYMENT, CONSULTING, AND MANAGEMENT AGREEMENTS

The material terms of each agreement under which compensation was provided during the year ended December 31, 2019 or is payable in respect of services provided to the Corporation by each NEO or director, is set out below.

Raymond Lai – President, CEO and Director

Mr. Lai entered into an Executive Agreement with Maple Leaf effective as of January 1, 2017, whereby Mr. Lai, in his capacity as CEO, receives a monthly compensation of \$10,000 and a six-week paid vacation. In the event of termination without cause or if there is a change of control of the Corporation, Mr. Lai will be entitled to 12 months' salary.

Terence Lam – Corporate Secretary and Director

Mr. Lam entered into a Management and Administrative Agreement with Maple Leaf effective as of January 1, 2018, whereby Mr. Lam, in his capacity as Corporate Secretary, receives a monthly compensation of \$5,000 and contains no provisions concerning change of control, severance, termination, or constructive dismissal.

Other than as disclosed herein, there are no contracts, agreements, plans, or arrangements that provide for payments to a NEO or director at, following, or in connection with any termination (whether voluntary, involuntary, or constructive), resignation, retirement, a change in control of the Corporation, or a change in a NEO's or director's responsibilities.

Oversight and Description of Director and Named Executive Officer Compensation

The objectives of the Corporation's executive compensation policy are to attract and retain individuals of high calibre to serve as officers of the Corporation, to motivate their performance in order to achieve the Corporation's strategic objectives, and to align the interests of executive officers with the long-term interests of the shareholders of the Corporation.

The Corporation's process with respect to executive compensation is not based on any formal criteria or analysis; however, in determining compensation, the Board will ensure that compensation is internally equitable and competitive when compared with similar businesses. When determining compensation of the Corporation's executives, the Board takes into account the limited resources of the Corporation and certain general principles including:

- i. fair and competitive compensation should be commensurate with an individual's experience and expertise in order to attract and retain qualified executives;

- ii. the financial interests of the executives must be aligned with those of the shareholders of the Corporation; and
- iii. Option grants are an appropriate tool to reward individual performance and contribute to the achievement of corporate performance and objectives.

Compensation of Directors

The Compensation Committee of the Board (the “Compensation Committee”), through discussions without any formal objectives, criteria, or analysis, is responsible for all forms of compensation to be granted to the directors of Maple Leaf. The Compensation Committee’s mandate includes reviewing and recommending to the Board director compensation proposals for approval by the Board. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and scope, and the availability of financial and other resources of the Corporation.

Non-executive directors do not currently receive directors’ fees or fees for participation on Board committees. Long-term incentives in the form of Options are granted to non-executive directors from time to time, based on an existing complement of long term-incentives, corporate performance, and to be competitive with other companies of similar size and scope.

Compensation of NEOs

The Compensation Committee is responsible for all forms of compensation to be paid to the CEO, and for reviewing the CEO’s recommendations regarding compensation of the other NEOs of the Corporation, to ensure such arrangements reflect the responsibilities and risks associated with each position.

The key objectives of the Corporation’s executive compensation program are: (i) recruiting and retaining executives critical to the success of Maple Leaf and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and Maple Leaf shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general. In order to achieve these objectives, the compensation paid to NEOs of Maple Leaf consists of base salary and/or long-term incentives in the form of Options.

The Corporation’s executive compensation program is designed to retain, encourage, compensate, and reward executives based on individual and corporate performance, both in the short- and in the long-term. Base salaries will be based on several factors enabling the Corporation to compete for and retain executives critical to the Corporation’s long-term success. Share ownership opportunities through Options will be provided to align the interests of executive officers with the longer-term interests of shareholders.

In determining specific compensation amounts for executive officers, the Compensation Committee considers factors such as experience, individual performance, length of service, contribution towards the achievement of corporate objectives and positive exploration and development results, stock price, and compensation compared to other employment opportunities for executives.

Elements of NEO Compensation

Base Salary

The Corporation’s NEOs may receive base salaries. For the years ended December 31, 2019 and 2018, no base salary was paid to the CFO. The Compensation Committee reviews these salaries annually to ensure that they reflect each respective NEO’s responsibilities, performance and experience in fulfilling his role and is based on the executive officer’s personal performance and expertise, contribution to the business of the Corporation, and the stage of development of the Corporation. In determining the base salary for each NEO, the Compensation Committee takes into consideration available market data for other companies of a similar size and nature, although a specific benchmark is not targeted and a formal peer group has not been established, and makes recommendations regarding the compensation of NEOs, for approval by the Board. The base fee salary of each executive is reviewed from time to time to ensure comparability and competitiveness with industry norms.

Long-Term Incentives

Long-term incentive compensation for NEO’s is provided through grants of Options pursuant to Option Plan. Option grants to executive officers are generally reviewed annually by the Board. The Compensation Committee will recommend the number of Options to be granted to the Corporation’s executive officers, subject to approval by the Board. In establishing the number of Options to be granted to the NEOs, reference is made to the number of Options granted to officers of other publicly-traded companies that, similar to Maple Leaf, are involved in the oil and gas industry, as well as those of other publicly-traded Canadian companies on a comparable size to that of Maple Leaf in respect of assets. The Board also considers previous grants

of Options and the overall number of Options that are outstanding relative to the number of outstanding Common Shares in determining whether to make any new grants of Options and the size and terms of any such grants, as well as the level of effort, time, responsibility, ability, experience, and level of commitment of the NEO in determining the level of Option compensation.

Pension Disclosure

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Corporation and none are proposed at this time.

AUDIT COMMITTEE

The following information is provided in accordance with Form 52-110F2 under NI 52-11 – *Audit Committees* (“NI 52-110”).

The Audit Committee’s Charter

The text of the Corporation’s Audit Committee Charter is set forth in Schedule “A” hereto.

Composition of the Audit Committee

As of the date hereof, the Audit Committee is comprised of:

Name of Director	Independent⁽¹⁾	Financially Literate
Daniel Larkin	Yes	Yes
Najibullah Alizada (Chair)	Yes	Yes
Greg Moline	Yes	Yes

Notes:

(1) As defined in NI 52-110.

Relevant Education and Experience

Each director has: (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements; (b) the ability to assess the general application of those principles in connection with the estimates, accruals, and reserves; (c) experience in preparing, auditing, analyzing, or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and (d) an understanding of internal controls and procedures for financial reporting.

A general description of the education and experience of each Audit Committee member which is relevant to the performance of their responsibilities as an Audit Committee member is contained in their respective biographies set out under “*Matters to be Acted Upon – Election of Directors*”.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation’s most recently completed financial year has the Corporation relied on the exemption in section 2.4 of NI-52-110, an exemption contained in subsection 6.1.1(4), 6.1.1(5) or 6.1.1(6) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee Charter provides the Audit Committee with the duty to pre-approve all non-audit services to be provided to the Corporation by the external auditors unless otherwise provided for in NI 52-110.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years are set out below.

Financial Year Ending December 31	Audit Fees ⁽¹⁾⁽³⁾	Audit-Related Fees	Tax Fees ⁽²⁾	All Other Fees
2019	\$73,500	Nil	Nil	Nil
2018	\$64,200	Nil	Nil	\$2,996

Notes:

- (1) Audit fees were for professional services rendered by the auditors for the audit of the Corporation's annual consolidated financial statements as well as services provided in connection with statutory and regulatory filings (exclusive of GST).
- (2) Tax fees were for tax compliance.
- (3) These fees only represent professional services rendered and do not include any out-of-pocket disbursements or fees associated with filings made on the Corporation's behalf. These additional costs are not material as compared to the total professional services fees for each year.

Exemption

As an issuer listed on the NEO, the Corporation currently relies on the exemption set forth in Section 6.1 of NI 52-110 pertaining to composition of the Audit Committee and reporting obligations under NI 52-110.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“NI 58-101”) and National Policy 58-201 – *Corporate Governance Guidelines* (“NI 58-201”) require that if management of a venture issuer solicits proxies from its securityholders for the purpose of electing directors that certain prescribed disclosure respecting corporate governance matters be included in its management information circular.

Set out below is a description of the Corporation's current corporate governance practices, relative to NI 51-101 and NP 51-201.

Board of Directors

The Board, which is responsible for supervising the management of the business and affairs of the Corporation, is currently comprised of six (6) directors. Following the Meeting, it is anticipated that there will be six (6) directors, of which three (3) are independent, as such term is defined in NI 58-101 and NI 52-110. Each of Raymond Lai, Terence Lam and Joe Wong are not considered independent under Section 1.4 of NI 52-110 by virtue of them serving as executive officers of the Corporation.

The Board has plenary power to manage and supervise the management of the business and affairs of the Corporation and to act in the best interest of the Corporation. The Board is responsible for the overall stewardship of the Corporation and approves all significant decisions that affect the Corporation before they are implemented. The Board also considers their implementation and reviews the results.

Directorships

None of the directors of the Corporation serve as directors of any other reporting issuers (or the equivalent), as at the date hereof.

Orientation and Continuing Education

The Board recognizes the importance of ongoing director education and the need for each director to take personal responsibility for this process. The Corporation has not yet developed an official orientation or training program for new directors or a formal continuing education program for existing directors. Nevertheless, new directors will be provided, through discussions and meetings with other directors, officers and employees, with a thorough description of the Corporation's business, properties, assets, operations and strategic plans and objectives. Orientation activities will be tailored to the particular needs and experience of each director and the overall needs of the Board.

The Board has adopted several policies outlining the corporate governance policies of the Corporation (the “Governance Documents”) including a Board of Directors Mandate; Compensation Committee Mandate; Compensation Committee Chair Position Description; Code of Business Conduct and Ethics (the “Code”); Insider Trading and Reporting Policy; Whistleblower Policy; and Disclosure Policy; and a charter for the Audit Committee. The Governance Documents are updated as the Corporation’s business and policies change.

Ethical Business Conduct

As part of its responsibility for the stewardship of the Corporation, the Board seeks to foster a culture of ethical conduct by requiring the Corporation to carry out its business in line with high business and moral standards and applicable legal and financial requirements. The Board has formalized this in a written Code adopted on April 18, 2017.

The Board encourages and promotes an overall culture of ethical business conduct by promoting compliance with applicable laws, rules and regulations; providing guidance to employees, consultants, officers and directors to help them recognize and deal with ethical issues; promoting a culture of honesty, integrity and accountability; and ensuring awareness of disciplinary action for violations of ethical business conduct.

The Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or an employee or consultant of the Corporation has a material interest, which include ensuring that such individuals are familiar with the Code and, in particular, rules concerning reporting conflicts of interest and obtaining direction from the Board or a member of senior management of the Corporation regarding any potential conflicts of interest.

The Code provides specific guidelines and policies for dealing with situations that may be encountered in the workforce in order to promote an open and positive work environment. The Code details the Corporation’s policies on: confidentiality, fair dealing, safety and health, and business and governmental relations, among other things.

The Code allows directors, officers, employees and consultants who feel a violation has occurred to report the actual or potential compliance infraction to the CEO, CFO, or any other senior officer designated from time to time, on a confidential, anonymous basis.

Nomination of Directors

The Corporation’s management is continually in contact with individuals involved in the medical cannabis industry and public-sector resource issuers. From these sources, the Corporation has made numerous contacts and, in the event, that the Corporation is in a position to nominate any new directors, such individuals would be brought to the attention of the Board of Directors. The Corporation conducts due diligence, reference, and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required and a willingness to serve.

Compensation

A discussion of the policies and practices of the Corporation in determining compensation is set forth above under the heading “*Statement of Executive Compensation*”.

Other Board Committees

Other than the Audit Committee and the Compensation Committee, the Corporation does not have any other committees.

Assessments

The Board does not formally review the contributions of individual directors; however, it believes that its current size facilitates informal discussion and evaluation of members’ contributions within that framework. All directors and/or committee members are free to make suggestions for improvement of the practice of the Board and/or its committees at any time and are encouraged to do so.

ADDITIONAL INFORMATION

Additional financial information is provided in the Corporation's audited financial statements and management's discussion and analysis for the financial year ended December 31, 2019.

Any request for these documents can be made by contacting the Compliance Officer of Maple Leaf Green World Inc. at 500, 1716 - 16 Avenue NW, Calgary, Alberta, T2M 0L7. Information relating to the Corporation can also be obtained on SEDAR under the Corporation's profile at www.sedar.com.

SCHEDULE “A”
MAPLE LEAF GREEN WORLD INC.
AUDIT COMMITTEE CHARTER
(Adopted by the Board of Directors on May 10, 2017)

A. PURPOSE

The overall purpose of the Audit Committee (the “Committee”) is to ensure that the management of Maple Leaf Green World Inc. (the “Corporation”) has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements of the Corporation and to review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of material facts. In particular the Committee must ensure compliance with National Instrument 52-110 – *Audit Committees* (“NI 52-110”).

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. Unless exempt from the requirements of Part 3 of NI 52-110, the Committee shall consist of at least three members of the Board of Directors (the “Board”), all of whom shall be “independent”, as that term is defined in NI 52-110 (“venture issuers” are exempt from the requirements of Part 3 of NI 52-110.)
2. Unless exempt from the requirements of Part 3 of NI 52-110, all members of the Committee shall be “financially literate”, as that term is defined in NI 52-110 (“venture Issuers” are exempt from the requirements of Part 3 of NI 52-110.)
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.
5. Unless exempt from the requirements of Part 3 of NI 52-110, the secretary of the Committee shall be selected by the Committee, and shall be “financially literate” unless otherwise determined by the Committee. (venture issuers are exempt from the requirements of Part 3 of NI 52-110.)
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
7. The Committee shall have access to such officers and employees of the Corporation and to the Corporation's internal and external auditors, and to such information respecting the Corporation, as it considers necessary or advisable in order to perform its duties and responsibilities.
8. The Committee shall be entitled to engage independent counsel and other advisors as it considers necessary to carry out its duties and to set and pay the compensation for any such advisors.
9. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;
 - (c) the following management representatives shall be invited to attend all meetings, except executive sessions and private sessions with the external auditors:
 - Chief Executive Officer;
 - (d) other management representatives shall be invited to attend as necessary.
10. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly

any employee in the Corporation as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. DUTIES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Corporation's accounting principles, reporting practices and internal controls and its approval of the Corporation's annual and quarterly consolidated financial statements;
 - (b) to establish and maintain a direct line of communication with the Corporation's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Corporation has designed, implemented and is maintaining an effective system of internal financial controls; and
2. to report regularly to the Board on the fulfilment of its duties and responsibilities.
3. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation and to verify the independence of such external auditors;
 - (b) to review and recommend to the Board the scope and timing of the audit and other related services rendered by the external auditors and the compensation therefor;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to directly oversee the work of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
 - (e) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Corporation's financial and auditing personnel;
 - (iv) co-operation received from the Corporation's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Corporation;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (f) to discuss with the external auditors the quality and not just the acceptability of the Corporation's accounting principles;
 - (g) to pre-approve all non-audit services to be provided to the Corporation by the external auditors unless otherwise provided for in NI 52-110;
 - (h) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management;
 - (i) to review the Corporation's financial statements, MD&A and press releases announcing annual and interim earnings before the Corporation publicly discloses the information;
 - (j) to ensure that procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure referred to in subsection (i) above, and periodically assess the adequacy of the procedures;
 - (k) to implement procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;

- (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
 - (iii) to review and approve the Corporation's hiring policies regarding partners, employees or former partners and employees of the present and former external auditors of the Corporation.
- 4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Corporation are to:
 - (a) review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
 - (c) periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
- 5. The Committee is also charged with the responsibility to review the Corporation's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto and to:
 - (a) review and approve the financial sections of:
 - (i) annual reports to shareholders;
 - (ii) annual information forms (if adopted);
 - (iii) prospectuses; and
 - (iv) other public reports requiring approval by the Board, and report to the Board with respect thereto;
 - (b) review regulatory filings and decisions as they relate to the Corporation's consolidated financial statements;
 - (c) review the appropriateness of the policies and procedures used in the preparation of the Corporation's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
 - (d) review and report on the integrity of the Corporation's consolidated financial statements;
 - (e) review the minutes of any audit committee meeting of subsidiary companies;
 - (f) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Corporation and the manner in which such matters have been disclosed in the consolidated financial statements;
 - (g) review the Corporation's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts; and develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.