

**SOLARVEST BIOENERGY INC.**

NOTICE AND MANAGEMENT PROXY CIRCULAR  
FOR THE  
ANNUAL GENERAL MEETING  
OF SHAREHOLDERS

TO BE HELD AT

10:00 a.m. (Vancouver time)  
**Wednesday, January 13, 2016**

439 Helmcken Street  
Vancouver, BC  
V6B 2E6  
Canada

**SOLARVEST BIOENERGY INC.**  
439 Helmcken Street, Vancouver, BC V6B 2E6  
Tel: 604-684-3323 Fax: 604-684-3350

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON WEDNESDAY, JANUARY 13, 2016**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “Meeting”) of the Shareholders of **Solarvest BioEnergy Inc.** (the “Company”) will be held at 439 Helmcken Street, Vancouver, BC V6B 2E6, on **Wednesday, January 13, 2016 at 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 year ended July 31, 2015, together with the auditor’s report thereon.
2. to appoint the auditors of the Company for the ensuing year; to authorize the Directors to fix the remuneration to be paid to the auditor; and to authorize the Directors to change auditors during the year, subject to compliance with the requirements of the BC Securities Commission.
3. to fix the number of Directors for the ensuing year at five (5).
4. to elect Directors to hold office for the ensuing year.
5. to consider, and if thought advisable, approve and ratify the Company’s existing Stock Option Plan, as more particularly described in the Information Circular.
6. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The accompanying Information 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 the 3rd day of December, 2015, as the record date for determination of shareholders entitled to notice of this Meeting or any adjournment(s) thereof and the right to vote thereat.

If you are a registered shareholder of the Company and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, by mail, fax or by hand (fax: 1-866-249-7775), or as otherwise instructed in the form of proxy, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting. The Chair of the Meeting has the discretion to accept proxies received less than 48 hours prior to the Meeting.

If you are a non-registered shareholder of the Company and received these materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan, or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the “Intermediary”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 8<sup>th</sup> day of December, 2015.

**SOLARVEST BIOENERGY INC.**

“Gerri J. Greenham”  
GERRI J. GREENHAM  
President & CEO

# **SOLARVEST BIOENERGY INC.**

439 Helmcken Street, Vancouver, BC V6B 2E6

Tel: 604-684-3323 Fax: 604-684-3350

## **INFORMATION CIRCULAR**

dated December 8, 2015

### **MANAGEMENT SOLICITATION OF PROXIES**

This information circular is furnished in connection with the solicitation of proxies by the management of Solarvest BioEnergy Inc. (the "Company") for use at the annual general meeting of the shareholders of the Company to be held at 439 Helmcken Street, Vancouver, BC V6B 2E6 at 10:00 a.m. (Vancouver time) on Wednesday, the 13th day of January, 2016 (the "Meeting"), and at any adjournment thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting (the "Notice of Meeting"). Unless specified otherwise, the information contained in this Information Circular is current as at December 7, 2015.

### **PROXIES**

#### **Appointment of Proxies**

The persons named in the enclosed Form of Proxy (the "Proxy") are nominees of the Company's management. **A shareholder wishing to appoint a person (who need not be a shareholder) to attend and act for him on his behalf at the Meeting, other than the persons designated as proxy holders in the enclosed Proxy, may do so by striking out the printed names and inserting the name of such other person in the blank space provided in the Proxy or by completing another proper form of proxy.** The completed Proxy or other proper form of proxy must be delivered or faxed to Computershare Investors Services Inc., or as otherwise instructed in the form of proxy, not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting. The Chairman of the Meeting has the discretion to accept proxies on the day of the Meeting.

#### **Revocation of Proxies**

A shareholder who has given a Proxy may revoke it at any time before it is exercised by an instrument in writing (a) executed by the shareholder or by his attorney authorized in writing, or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation; and (b) delivered or faxed to Computershare Investors Services Inc., or to the registered office of the Company at 439 Helmcken Street, Vancouver, BC V6B 2E6 (fax: 604-684-3350), at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, before any vote in respect of which the Proxy is to be used shall have been taken, or in any other manner provided by law. Attendance at the Meeting and participation in a poll by a shareholder will automatically revoke the Proxy.

#### **Voting of Proxies and Exercise of Discretion by Proxyholders**

The shares represented by the Proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **IF A CHOICE IS NOT SO SPECIFIED, IT IS INTENDED THAT THE PERSON DESIGNATED BY MANAGEMENT IN THE ACCOMPANYING PROXY WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED ON THE PROXY.**

The Proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to any matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations, or other matters to come before this Meeting.

### **Solicitation of Proxies**

Solicitations of proxies will be made by mail and may be supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokerage houses holding shares on behalf of clients) for the cost incurred in obtaining their authorization to execute forms of proxy. The cost of solicitation will be borne by the Company.

### **Notice to Beneficial Owners**

Most beneficial owners of the Company's shares are NOT listed on the Company's register of shareholders. Beneficial owners will not be listed if they hold their shares through an intermediary, such as a brokerage firm, bank, trust company, RRSP, RRIF, TFSA, or other firm, financial institution or company. In this discussion, such owners are referred to as "you" or as a "Beneficial Owner", and the firm, financial institution or company through which you hold your shares are referred to as "Intermediaries". This discussion does not apply to owners of shares of the Company who hold their shares directly instead of through an Intermediary and who are therefore listed directly on the Company's register of shareholders.

The Company can only recognize votes and take instructions from shareholders who are listed on its register of shareholders. Therefore, in order to vote at the Meeting, you will either need to instruct your Intermediary on how to vote your shares, or instruct the Intermediary to authorize you or someone you appoint to attend and vote at the Meeting. To do so, you will need to complete a form of proxy sent to you by or on behalf of your Intermediary (the "Form of Proxy"), sign it and return it to your Intermediary or to another party directed by your Intermediary. If you want to attend and vote at the Meeting yourself, then you will need to strike out the names of the Management nominees just before the blank space on the Form of Proxy, and insert your own name in the blank space. You can also appoint someone else to attend the Meeting and vote on your behalf by inserting that person's name in the blank space instead of your own on the Form of Proxy.

The Company will be providing Meeting materials to the Intermediaries listed on its register of shareholders (or listed by the depository or other agent used by the Intermediary) as requested. Unless you have waived the requirement to do so, the Intermediaries are required to forward these Meeting materials to you. In addition to the Form of Proxy, the Meeting materials will include this Information Circular. The Company does not intend to pay for Intermediaries to forward meeting materials to the objecting beneficial owners ("OBOs") pursuant to NI 54-101. Therefore, OBOs will not receive materials unless their Intermediary assumes the cost of delivery.

Again, if you wish to give voting instructions to your Intermediary to vote on your behalf at the Meeting or if you wish to attend the Meeting and vote in person or have someone else attend and vote on your behalf, you must complete the Form of Proxy and return it in accordance with the instructions and time limits provided. This will enable your Intermediary either to vote your shares as you have directed, or to give formal notice to the Company that you or someone you have appointed has the authority to attend and vote at the Meeting.

**INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

None of the Directors or Executive Officers 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 proposed 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.

**VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue unlimited common shares without par value, of which the Company has outstanding 21,078,516 common shares as at December 3, 2015, each common share carrying the right to one vote. The directors have fixed December 3, 2015 as the record date (the "Record Date"). Shareholders of record at the close of business on December 3, 2015, are entitled to vote at the Meeting or adjournments thereof. As of the date of this information circular, the Company has 21,378,516 common shares outstanding.

To the knowledge of the Directors and executive officers of the Company, there are no shareholders who beneficially own, directly or indirectly, or exercise control or direction over, voting shares of the Company carrying more than 10% of the voting rights attached to all of the issued and outstanding voting shares of the Company, other than one person as follows:

<b>Name</b>	<b>Number of Voting Shares</b>	<b>Percentage</b>
Gerri J. Greenham	8,178,500	38.3%

As at the date of this Information Circular, the directors and senior officers of the Company, as a group, own beneficially, directly or indirectly, or exercise control or direction over an aggregate of 10,438,000 common shares, or approximately 48.8% of the outstanding voting shares of the Company.

**APPOINTMENT OF AUDITORS**

Shareholders will be asked to vote for the appointment of the Company's auditors, ArsenaultBestCameronEllis, Chartered Accountants, at a remuneration to be fixed by the directors. Effective August 13, 2014, Nelson Hagerman, Chartered Accountant, resigned as auditors for the Company and ArsenaultBestCameronEllis, Chartered Accountants was appointed as the Company's auditor in his place. On the representations of the said accountants, neither that firm nor any of its partners has any direct financial interest or any material indirect financial interest in the Company or any of its subsidiaries or has had any connection during the past three years with the Company or any of its subsidiaries in the capacity of promoter, underwriter, voting trustee, director, officer or employee.

***"RESOLVED, AS AN ORDINARY RESOLUTION, that ArsenaultBestCameronEllis, Chartered Accountants, be appointed as auditor of the Company, at a remuneration to be fixed by the Board of Directors, provided that the Board of Directors in their discretion may seek proposals from other qualified accounting firms for the position of auditor of the Company for the ensuing year, and, should one or more favourable proposals be received, the Directors may replace ArsenaultBestCameronEllis as the Company's auditor at any time during the ensuing year with a qualified accounting firm at a remuneration to be fixed by the Board of Directors, subject to compliance by the Company with the requirements of the BC Securities Commission."***

## ELECTION OF DIRECTORS

Management proposes to nominate the persons named in the following table for election as directors of the Company. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated.

At the Meeting, the Shareholders will be asked to vote on a resolution fixing the number of directors of the Company at five (5). The following table sets out the names of the management nominees for election as directors, the province or state in which each is ordinarily resident, a brief biography of each, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a director of the Company, and the number of Voting Shares of the Company beneficially owned by each of them, directly or indirectly, or over which control or direction is exercised, as at the date hereof.

<b>Name, Residence, Position with the Company and Year First Became a Director<sup>(1)</sup></b>	<b>Principal Occupation or Employment<sup>(1)</sup></b>	<b>Voting Shares Owned or Controlled, Directly and Indirectly<sup>(1)</sup></b>
GERRI J. GREENHAM <sup>(6)</sup> <i>Ontario, Canada</i> <i>Director, President and CEO</i> <i>Since November 9, 2005</i>	President and CEO of the Company.	8,178,500 Common Shares
KENNETH A. CAWKELL <sup>(2)(3)(4)(6)</sup> <i>British Columbia, Canada</i> <i>Director, Chairman and Secretary</i> <i>Since November 9, 2005</i>	Partner of the law firm Cawkell Brodie LLP.	500,000 Common Shares
WILLIAM M. CHELIAK <sup>(3)(4)(5)</sup> <i>Ontario, Canada</i> <i>Director</i> <i>Since September 22, 2009</i> <i>Chair of Compensation Committee</i>	VP Business Development Chelation Partners since April 2012.	20,000 Common Shares
MICHAEL L. O'BRIEN <sup>(2)(4)(5)</sup> <i>Prince Edward Island, Canada</i> <i>Director</i> <i>Since March 29, 2010</i> <i>Chair of Audit Committee</i>	Previously Partner with Coopers/Lygrand located in Charlottetown PEI, Deputy Minister, Province of PEI and Business Advisor with McInnes Cooper. Member of Board of Directors of the Bank of Canada from October 2006 to November 2012.	Nil Common Shares
MARK S. LEDWELL <sup>(2)(3)(4)(5)</sup> <i>Ontario, Canada</i> <i>Director</i> <i>Since July 12, 2010</i> <i>Chair of Corporate Governance Committee</i>	Partner with the law firm Gowling, Lafleur, Henderson LLP, since September 2009.	Nil Common Shares

<sup>(1)</sup> The information as to province or state of residence, principal occupation and common shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually, or the Company has relied on public information provided on SEDI. Figure does not include options or warrants to purchase unissued shares of the Company.

<sup>(2)</sup> Member of the Audit Committee.

<sup>(3)</sup> Member of Compensation Committee.

<sup>(4)</sup> Member of Corporate Governance Committee.

<sup>(5)</sup> A director that is independent pursuant to definitions set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.

<sup>(6)</sup> A director that is not independent pursuant to definitions set out in *National Policy 58-101 Disclosure of Corporate Governance Practices* and *National Instrument 52-110 Audit Committees*.

Unless instructions are given to abstain from voting with respect to the election of directors, the persons named in the enclosed form of proxy intend to vote FOR the election of the nominees named in the table above. Management of the Company has no reason to believe that any of such persons will be unable to serve as a director, but if that should occur for any reason prior to the election, the persons named in the enclosed form of proxy reserve the right to vote for another nominee of their choice.

As at the date of this Information Circular, other than as follows, no proposed director was, or has been within 10 years before the date of this Circular,

- (a) a director or executive officer of a company that, while that person was acting in that capacity
  - (i) was the subject of a cease trade or similar order, or an order that denied the issuer access to any exemptions under applicable Securities Laws, for a period of more than 30 consecutive days;
  - (ii) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
  - (iii) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 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.

Mr. Cawkell was a director of MBMI Resources Inc. (“MBMI”) from 1998 until July 2011. MBMI was subject to a cease trade order issued on September 21, 2007 relating to the filing of technical reports pursuant to National Instrument 43-101 on MBMI’s Philippine nickel laterite properties and news releases related thereto. The cease trade order was revoked on November 8, 2007 on MBMI’s issuance of a clarifying news release and the filing of an amended technical report.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Director and Named Executive Officer Compensation**

The following table sets forth certain information regarding the compensation for the fiscal year ended July 31, 2015 of (i) the Chief Executive Officer of the Company in such year (ii) the Chief Financial Officer of the Company in such year and (iii) the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the fiscal year, whose total compensation was, individually, more than \$150,000 for fiscal 2015 (calculated in accordance with the prescribed form), or who would have been such an executive officer but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the fiscal year.

The Company has two Named Executive Officers, Mr. Gerri J. Greenham, the Company's President / CEO, and Mr. Joseph Heng, the Company's Chief Financial Officer (the "Named Executive Officers" or "NEOs").

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
<b>Gerri Greenham</b> <i>President and CEO; Director</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
<b>Joseph Heng<sup>(1)</sup></b> <i>CFO</i>	2015	Nil	Nil	Nil	Nil	24,000	\$24,000
	2014	Nil	Nil	Nil	Nil	24,000	\$24,000
<b>Kenneth A. Cawkell</b> <i>Secretary; Director</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
<b>William Cheliak</b> <i>Director</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
<b>Michael O'Brien</b> <i>Director</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil
<b>Mark Ledwell</b> <i>Director</i>	2015	Nil	Nil	Nil	Nil	Nil	Nil
	2014	Nil	Nil	Nil	Nil	Nil	Nil

<sup>(1)</sup> "All Other Compensation" paid to Mr. Heng consists of fees paid for accounting services

### Stock Options and Other Compensation Securities

No incentive option-based awards granted or issued to a Director or Named Executive Officer during the financial year ended July 31, 2015. The Company does not award any compensation securities other than options.

As of July 31, 2015, Mr. Heng held an aggregate 100,000 options to purchase 100,000 common shares; and each of the Directors, including Mr. Greenham, held an aggregate 70,000 options to purchase 70,000 common shares.

No stock options were exercised by any Director or Named Executive Officer during the financial year ended July 31, 2015.

### Stock Option Plan

The Company has in place a "rolling" Stock Option Plan amended and restated November, 2010 (the "Plan"), pursuant to which the Directors are authorized to grant up to 10% of the issued and outstanding shares of the Company as it may be from time to time.

The Plan is administered by the Board of Directors, or a committee thereof, who have the authority to grant options to directors, officers, employees, and consultants. At the time an option is granted, the Board will determine the exercise price, which shall not be less than the closing price of the common shares traded on the TSX Venture Exchange on the day immediately preceding the date of the grant, and any vesting criteria or other restrictions with respect to the exercise of the options. Subject to the restrictions contained in the Plan, the Board of Directors or a committee thereof may also impose such

other terms and conditions as it shall deem necessary or advisable at the time of the grant. All securities under option are Common Shares.

Subject to the Policies of the TSX Venture Exchange, a “rolling” stock option plan must be approved and ratified annually by the Shareholders at the Meeting of the Shareholders of the Company. The Plan was last approved by Shareholders at the Company’s last AGM held on January 27, 2015.

### **Employment, Consulting and Management Agreements**

#### *Service Contracts*

The Company has no formal agreements with its Chief Executive Officer, Chief Financial Officer or non-management Directors.

The NEOs and non-management Directors currently receive no compensation from the Company in their capacity as such, or for providing extra services to the Company, other than stock options, which may be granted pursuant to the Company’s Stock Option Plan. They are entitled to receive bonuses or other compensation as the Board of Directors of the Company may determine from time to time and are entitled to reimbursement for any expenses incurred by them on behalf of the Company. The Company does not maintain a pension plan for the NEOs or Directors.

Certain directors of the Company are partners or principals of other businesses which have provided professional services to the Company during the last completed financial year, and for which the Company has made certain payments. Specifically, Kenneth A. Cawkell is a partner of the law firm Cawkell Brodie LLP, which has provided legal services to the Company. None of the payments made by, or accounts rendered to the Company by this firm relates to services provided to the Company by Mr. Cawkell in his capacity as director of the Company. During the Company’s most recently completed fiscal year ending July 31, 2015, Cawkell Brodie LLP provided legal, patent, and paralegal services to the Company in the amount of \$38,035.

The NEOs and Directors do not receive benefits upon termination of their position with the Company, other than pursuant to the terms of the Company’s Stock Option Plan.

Pursuant to the terms of the Stock Option Plan, in the event of termination other than for cause of a Named Executive Officers, all options to purchase common shares then held by the Named Executive Officer will terminate on the earlier of the original expiry date(s) of such options and the 30<sup>th</sup> day following termination of employment (in the case of a director, on the 90<sup>th</sup> day following termination) or, at the discretion of the Board, up to one year following termination. In the case of termination for cause, all options then held shall terminate on the day following the date of termination for cause. In the event of the death or permanent disability of a Named Executive Officer or director, options terminate on the earlier of 365 days after the date of death or the original expiry date of the option.

Other than as disclosed above, the Company has no plans or arrangements in respect of remuneration received, or that may be received, by the Named Executive Officers or any other director or officer of the Company, in the Company’s most recently completed fiscal year or current fiscal year, in respect of compensating such officers in the event of termination of employment as a result of resignation, retirement, a change of control of the Company, or a change in an individual’s responsibilities.

#### *Indemnity Agreements and Directors’ and Officers’ Liability Insurance*

The Company indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company, to the extent permitted by law, and has entered an Indemnity Agreement with each director, the CEO and the CFO. The Company purchases annual insurance coverage for directors’ and officers’ liability.

## **Compensation Oversight**

The Board of Directors of the Company has established a Compensation Committee to consider and evaluate the all compensation matters for the NEOs and Directors, and to ensure that they are compensated fairly in a manner consistent with the compensation strategy of the Company, internal equity considerations and the competitive environment, subject to Board approval.

All of the Compensation Committee members have extensive business experience, operating and managing their own business and as advisors to others in both public and private, early stage and mature business environments. This experience allows the Compensation Committee members make decisions on the suitability of the company's compensation policies and practices.

In discharging its responsibilities, the Compensation Committee meets at least annually, and otherwise as required. Minutes are recorded and reports of Compensation Committee meetings are presented at the next regularly scheduled Board meeting.

The Company is not intending to make any significant changes to its compensation policies and practices in the current financial year.

Currently, the Company's executive compensation package consists of a salary and long-term incentive in the form of stock options. While the Company currently has no formal executive bonus plan the executives may receive bonuses from time to time. In determining compensation, the Compensation Committee considers in addition to the financial resources of the Company, industry, local and national standards. Compensation is not tied to specific performance criteria or goals. While the Company is generally aware of industry compensation standards, the Company does not benchmark with a specific group of comparable companies.

### *Salaries*

The Company currently has no employment or consulting agreements with its Named Executive Officers and does not pay a salary to its Named Executive Officers. The Company's CFO is compensated at his regular professional rate for accounting services provided.

### *Stock Options*

Options to purchase common shares are granted from time to time, pursuant to the Company's Stock Option Plan, primarily to provide an incentive to achieve the Company's goals by aligning the interests of NEOs with those of shareholders, attracting and retaining personnel, and acting as a longer-term incentive to such personnel to encourage commitment to the Company and its objectives.

The granting of options is entirely at the discretion of the Compensation Committee, subject to Board approval. There is no set time for considering or granting options. Each individual's grant is based, at a minimum, on an individual's position and level of responsibility in the Company, the duration of the individual's service with the Company, the number and terms of stock options then held by the individual, the individual's current performance and expected future performance and value to the Company, and the number of options remaining for grant pursuant to the Company's stock option plan.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

### EQUITY COMPENSATION PLAN INFORMATION (AS AT JULY 31, 2015)

Following is a summary of shares subject to issuance under the Company's Equity Compensation Plans and shares remaining available for grant as at the end of the most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders <sup>(1)</sup>	2,067,852	\$0.26	1,322,852
Equity compensation plans not approved by securityholders <sup>(2)</sup>	500,000	n/a	n/a
Total	2,567,852	\$0.26	1,322,852

<sup>(1)</sup> Shares subject to options outstanding under the Company's Stock Option Plan, described below, and shares remaining available for grant. The total number of securities which may be issued under the Stock Option Plan is, at any time, 10% of the Company's outstanding common shares at such time. At July 31, 2015 the Company had 20,678,516 shares outstanding.

<sup>(2)</sup> The Company is obligated to issue up to 500,000 shares to certain consultants upon achieving development milestones associated with the Company's intellectual property.

## STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* set out a series of guidelines for effective corporate governance. The guidelines address matters such as the composition and independence of corporate boards, the functions to be performed by boards and their committees, and the effectiveness and education of board members. Each reporting issuer must disclose on an annual basis and in prescribed form, the corporate governance practices that it has adopted. The following is the Company's required annual disclosure of its corporate governance practices;

### **Board of Directors**

Of the current Board of Directors of the Company, William Cheliak, Michael O'Brien and Mark Ledwell are independent directors. Gerri Greenham is not an independent director by virtue of his position as President and Chief Executive Officer of the Company. Kenneth A. Cawkell is not an independent director by virtue of his position as Secretary of the Company. The Board therefore contains a majority of independent directors.

### **Directorships**

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

Kenneth A. Cawkell                      Centurion Mineral Ltd. (TSX-V) and TIO Networks Corp. (TSX-V)

### **Orientation and Continuing Education**

Management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers, committee members and the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the TSX Venture Exchange to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of Director or Committee meetings or circulated in a memorandum.

**Ethical Business Conduct**

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Pursuant to corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

**Nomination of Directors**

The Company's management and its directors are continually in contact with individuals involved in biotechnology research & development and similar public sector issuers. From these sources the Company has made numerous contacts and, in the event that the Company was in a position to nominate any new directors, such individuals would be brought to the attention of the Directors of the Company. The Company conducts due diligence, reference and background checks on any suitable candidate. The Corporate Governance Committee is involved in the selection process and the Compensation Committee would be involved to review any proposed compensation.

**Compensation**

The Company has a Compensation Committee in place, members of which are identified in the table under *Election of Directors* above. See *Statement of Executive Compensation* above for information regarding the Company's compensation of its directors and CEO.

**Other Board Committees**

The Company currently has no committees other than the Audit Committee, Compensation Committee, and Corporate Governance Committee. The Audit Committee Charter and additional disclosure related to the Audit Committee is attached hereto in Appendix 1.

**Assessments**

Being a venture issuer with limited administration resources, the Directors of the Company work closely with management, and each other, and as a consequence are in a position to assess the performance of the Board, its Committees and individual directors on an ongoing basis.

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

None of the Directors or Executive Officers of the Company or associates or affiliates of such persons is or has been indebted to the Company or its subsidiaries at any time since the beginning of the last completed financial year of the Company.

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

Except as otherwise set out in this Information Circular and other than transactions carried out in the ordinary course of business of the Company, no insider or proposed nominee for election as a director of the Company, and no associate or affiliate of the foregoing persons, has or had any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year, or in any proposed transaction which in either such case has materially affected or will materially affect the Company.

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

### **Approval of Stock Option Plan**

Subject to the Policies of the TSX Venture Exchange, a "rolling" stock option plan must be approved and ratified annually by the Shareholders at the Meeting of the Shareholders of the Company.

The Company has in place a Stock Option Plan amended and restated November 29, 2010 (the "Plan"), pursuant to which the directors are authorized to grant up to 10% of the issued and outstanding shares of the Company as it may be from time to time. As at the date of this Information Circular, the Company is entitled to issue 2,137,851 options subject to the Plan, there are a total of 890,000 options outstanding, and a further 1,247,851 available for future issuance.

The Plan is administered by the Board of Directors or a committee thereof who have the authority to grant options to directors, officers, employees, and consultants. At the time an option is granted, the Board will determine the exercise price, which shall not be less than the closing price of the common shares traded on the TSX Venture Exchange on the day immediately preceding the date of the grant, and any vesting criteria or other restrictions with respect to the exercise of the options. Subject to any restrictions contained in the Plan, the Board of Directors or a committee thereof may also impose such other terms and conditions as it shall deem necessary or advisable at the time of the grant.

A copy of the Plan is available for review at [www.sedar.com](http://www.sedar.com) or at the offices of the Company at 439 Helmcken Street, Vancouver, British Columbia V6B 2E6.

At the Meeting, Shareholders will be asked to approve the following resolutions:

***"RESOLVED, AS AN ORDINARY RESOLUTION, that:***

1. *the Company's existing Stock Option Plan, amended and restated November 29, 2010, be and is hereby approved and ratified; and*
2. *the Board of Directors be and is hereby authorized to grant options under and subject to the terms and conditions of the Stock Option Plan, which may be exercised to purchase up to 10% of the issued and outstanding common shares of the Company.*

**OTHER MATTERS**

The management of the Company is not aware of any matter to come before the Meeting other than as set forth in the Notice of Meeting and this Information Circular. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

**ADDITIONAL INFORMATION AND DOCUMENTS REFERENCED**

Additional information relating to the Company is on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may contact the Company to request copies of the Company's financial statements and Management's Discussion and Analysis ("MD&A"), and any other public documents of the Company referred to herein, free of charge, by contacting Kenneth A. Cawkell, Corporate Secretary at 439 Helmcken Street, Vancouver, British Columbia V6B 2E6. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year.

**APPROVAL OF THE BOARD OF DIRECTORS**

The contents and the sending of this Information Circular have been approved by the Board of Directors of the Company.

Dated December 8, 2015

By Order of the Board of Directors of  
**SOLARVEST BIOENERGY INC.**

*"Gerri J. Greenham"*

Gerri J. Greenham  
President & CEO

**APPENDIX 1**  
**FORM 52-110F2 - DISCLOSURE BY VENTURE ISSUERS**

**1. The Audit Committee Charter**

The Company's Audit Committee Charter is set forth below in Appendix 1.1.

**2. Composition of the Audit Committee**

The Audit Committee of the Company is currently Michael O'Brien, Mark Ledwell and Kenneth A. Cawkell. The majority of the Audit Committee are independent directors. Mr. Cawkell is not "independent" due to his position as Secretary of the Company. Mr. O'Brien and Mr. Ledwell are "independent" and all members are "financially literate" as such terms are defined in National Instrument 52-110 - Audit Committees ("NI 52-110").

**3. Relevant Education and Experience**

The education and experience of each Audit Committee member are described below and in this Information Circular under the section entitled "*Election of Directors*".

Mr. Michael O'Brien

Mr. O'Brien received his fellowship designation with the Institute of Chartered Accountants of Prince Edward Island in 1984 and is a member of the Canadian Institute of Chartered Accountants. He was a member of the Audit Committee for the Bank of Canada from October 2006 to April 2010 and he was a member of the board of the Bank of Canada from October 2006 to November 2012. He has acted as chair of the Audit Committee for The Queen Elizabeth Hospital Foundation and was a member of the Audit Committee of the Atlantic Lottery Corporation for ten years. Currently, the Vice Chair of Holland College Board of Governors, PEI.

Mr. Mark Ledwell

Mr. Ledwell is a lawyer and a partner with the law firm of Gowling Lafleur Henderson LLP. He earned a law degree from the University of Victoria in 1985, a Masters of Arts from Queen's University in 1982 and a Bachelor of Arts from the University of Prince Edward Island in 1980. He is a member of the Law Societies of Upper Canada and Prince Edward Island. His law practice focuses on construction, energy, infrastructure and project finance. He also has significant operating experience in a number of industries, including mining, forestry, agri-food, fishery, waste management, precision machining, steel fabrication, transportation and manufacturing.

Mr. Kenneth A. Cawkell

Mr. Cawkell is a lawyer who graduated from the University of Alberta in 1979 and is a member of the British Columbia and Alberta Bar Associations. He has previously held management and officer positions including CEO and CFO of public and private companies. Mr. Cawkell has extensive operating experience in the biotech and technology industries.

**4. Audit Committee Oversight**

See Appendix 1.1 Role of Audit Committee. Since the commencement of the Company's most recently completed financial year, no recommendation of the audit committee to nominate or compensate an external auditor was not adopted by the Board of Directors.

**5. Reliance on Certain Exemptions**

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

**6. Pre-Approval Policies and Procedures**

The Audit Committee approves any requests for audit and non-audit services and fees rendered to the Company and its subsidiaries by the external auditor.

**7. External Auditor Service Fees (By Category)**

The fees paid to the Company's external auditor in each of the last two fiscal years are as follows:

Year Ended July 31	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
2015	\$26,000	Nil	Nil	Nil
2014	\$26,000	Nil	Nil	Nil

**8. Exemption**

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 it from the requirements of Part 3 (*Composition of Audit Committees*) and Part 5 (*Reporting Obligations*) of NI 52-110.

**APPENDIX 1.1****SOLARVEST BIOENERGY INC.  
CHARTER OF THE AUDIT COMMITTEE  
(As adopted on November 27, 2006, amended December 15, 2008)****Audit Committee Charter**

This Charter of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Solarvest BioEnergy Inc. (the “Company”) was adopted by the Board on November 27, 2006 and amended December 15, 2008.

**Role of Audit Committee**

The Committee shall assist the Board in fulfilling its responsibility for oversight of the Company's financial accounting and reporting, the system of internal controls established by management, and the adequacy of internal and independent auditing relative to these activities.

**Authority to Retain Experts**

The Committee shall have the authority to retain outside counsel or other experts as necessary to assist the Committee in fulfilling its responsibilities.

**Reporting**

The Audit Committee shall report to the Board.

**Appointment and Composition**

The Committee and its Chair shall be appointed by the Board. The Chair shall be a member of the Committee.

The Committee shall consist of at least three directors, a majority of whom are independent (as that term is used in National Instrument 52-110), that is, who are independent of management and are free from any interest and any business or other relationship which could, or might reasonably be perceived to, materially interfere with their ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding.

Each of the members of the Committee shall have a working familiarity with basic finance and accounting practices, and shall have experience with reviewing and approving public company financial statements, either as part of management or as a member of a public company's audit committee.

**Duties**

The Committee shall:

1. Provide for an open avenue of communications between the independent auditors, management and the Board and, at least once annually, meet with the independent auditors independently of management.
2. Review the qualifications and evaluate the performance of the independent auditors and make recommendations to the Board regarding the selection, fee arrangements, appointment or termination of the independent auditors. The independent auditors shall be ultimately accountable to the Board and the Committee, as representatives of the shareholders.

3. Receive on an annual basis a formal written statement from the independent auditors that they are in fact independent, and discuss with the auditors any relationships that may impact the auditor's independence and recommend to the Board any actions necessary to oversee the auditor's independence.
4. Review and approve the independent auditors' annual engagement letter.
5. Review with the independent auditors (1) the proposed scope of their examination with emphasis on accounting and financial areas where the Committee, the independent auditors or management believe special attention should be directed, (2) the results of their audit, including their letter of recommendations for management (3) their evaluation of the adequacy of the Company's system of internal controls, (4) significant areas of disagreement, if any, with management (5) cooperation received from management in the conduct of the audit and (6) significant accounting, reporting, regulatory or industry developments affecting the Company.
6. Discuss with management and the independent auditors any issues regarding significant business risks or exposures and assess the steps management has taken to minimize such risk.
7. Review with management and the independent auditors the Company's unaudited quarterly financial statements and the Company's audited annual financial statements and make a recommendation to the Board as to approval thereof.
8. In reviewing the quarterly and annual financial statements, include a review of estimates, reserves, accruals, writedowns, judgmental areas, audit adjustments, difficulties encountered in performing any audit, and such other review as may be appropriate.
9. Perform such other functions as assigned by law, the Company's bylaws or as the Board deems necessary and appropriate.

#### **Committee Meetings and Board Reporting**

Meetings will be held as required, but not less than quarterly. Minutes will be recorded and reports of committee meetings will be presented at the next regularly scheduled Board meeting.

#### **Committee Charter Review and Approval**

This Audit Committee Charter shall be reviewed, reassessed and approved by the Board annually.

#### **Whistleblower Policy**

The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.

**SCHEDULE "A"**  
**To the Audit Committee Charter**

***Procedures for the Submission of Complaints or Concerns Regarding  
Accounting, Internal Accounting Controls, Auditing Matters***

The Audit Committee of the Board of Directors of **Solarvest BioEnergy Inc.** (the "Company") has established procedures for: (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the submission by employees of the Company and others, on a confidential and anonymous basis, of concerns regarding questionable accounting or auditing matters.

In accordance with National Instrument 52-110, the Audit Committee has adopted the following procedures:

1. The Company shall promptly forward to the Audit Committee any complaints that it has received regarding financial statement disclosures, accounting, internal accounting controls or auditing matters.
2. Any employee of the Company may submit, on a confidential, anonymous basis if the employee so desires, any concerns (the "concern") regarding financial statement disclosures, accounting, internal accounting controls or auditing matters. All such concerns shall be set forth in writing and forwarded in a sealed envelope to the Chairman of the Audit Committee, in care of the Company's Chairman at:

Solarvest BioEnergy Inc.  
439 Helmcken Street  
Vancouver, BC V6B 2E6  
Attention: Kenneth A. Cawkell, Chairman

If an employee would like to discuss the concern with a member of the Audit Committee, the employee should indicate this in the submission and include a telephone number at which he or she might be contacted if the Audit Committee deems it appropriate.

3. Following the receipt of any concern submitted hereunder (the "submission"), the Audit Committee will investigate each matter so reported and take such steps, actions or institute such procedures as the Audit Committee deems appropriate.
4. The Audit Committee may enlist employees of the Company and/or outside legal, accounting or other advisors, as appropriate, to conduct any investigation of the submission and such other outside advisors shall use reasonable efforts to protect the confidentiality and anonymity of the complainant.
5. The Board of Directors stands behind this policy and guarantees that no retaliation of any kind will be taken or permitted to be taken against employees with respect to any submission made in good faith.
6. The Audit Committee shall retain the submission and the documentation related thereto as part of the records of the Audit Committee.

**AUDIT COMMITTEE**  
**Solarvest BioEnergy Inc.**