10557404 Canada Corp.
401 Bay Street
Suite 2702
Toronto, Ontario
M4H 2Y4

INFORMATION CIRCULAR
MANAGEMENT SOLICITATION

SOLICITATION OF PROXIES

This Management Information Circular (the "Circular") is furnished in connection with the solicitation of proxies by and on behalf of the management (the "Management") of 10557404 Canada Corp. (the "Corporation") for use at the Special Meeting (the "Meeting") of shareholders of the Corporation (the "Shareholders") to be held at the offices of Grove Corporate Services, Suite 2702, 401 Bay Street, Toronto, Ontario, M5H 2Y4, at the hour of 9:00 o'clock in the morning (Toronto time), on Monday, the 26th day of November, 2018, for the purposes set out in items 1 and 2 of the accompanying Notice of Meeting. The cost of solicitation will be borne by the Corporation.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally by the directors and/or officers of the Corporation at nominal cost. Arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the common shares ("**Common Shares**") held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are officers or directors of the Corporation (the "**Management Designees**"). **A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER OF THE CORPORATION, TO REPRESENT HIM OR HER AT THE MEETING MAY DO SO** by inserting such other person's name in the blank space provided in the form of proxy and depositing the completed proxy with the Transfer Agent of the Corporation, Capital Transfer Agency Inc., 390 Bay St, Suite 920 Toronto, Ontario M5H 2Y2. A proxy can be executed by the Shareholder or his attorney duly authorized in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

In addition to any other manner permitted by law, the proxy may be revoked before it is exercised by instrument in writing executed and delivered in the same manner as the proxy at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used or delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting and upon either such occurrence, the proxy is revoked.

Please note that Shareholders who receive their Meeting Materials (as defined in the "Advice to Beneficial Shareholders" section below) from Broadridge Investor Communication Solutions, Canada ("**Broadridge**") must return the proxy forms, once voted, to Broadridge for the proxy to be dealt with.

DEPOSIT OF PROXY

By resolution of the Directors duly passed, **ALL PROXIES TO BE USED AT THE MEETING MUST BE DEPOSITED NOT LATER THAN 8:00 A.M. ON THE LAST BUSINESS DAY PRECEDING THE DAY OF THE MEETING, BEING FRIDAY, NOVEMBER 23, 2018, OR ANY ADJOURNMENT THEREOF, WITH THE CORPORATION OR ITS AGENT, CAPITAL TRANSFER AGENCY INC.**, provided that a proxy may be delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof prior to the time for voting. A return envelope has been included with this material.

ADVICE TO BENEFICIAL SHAREHOLDERS

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, Common Shares owned by a person are registered either (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered registered savings plans, registered retirement income funds, registered education savings plans and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")) of which the Intermediary is a participant (a "**Non-Registered Holder**"). In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Corporation has distributed copies of the Circular and the accompanying Notice of Meeting together with the form of proxy (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders of Common Shares. Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

a) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile stamped signature), which is restricted as to the number and class of securities beneficially owned by the Non-Registered Holder but which is not otherwise completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to vote by proxy should otherwise properly complete the form of proxy and deliver it as specified; or

b) be given a form of proxy which is not signed by the Intermediary and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a "**Voting Instruction Form**") which the Intermediary must follow. Typically the Non-Registered Holder will also be given a page of instructions which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a Voting Instruction Form, the Non-Registered Holder must remove the label from the instructions and affix it to the Voting Instruction Form, properly complete and sign the Voting Instruction Form and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder who receives either form of proxy wish to vote at the Meeting in person, the Non-Registered Holder should strike out the persons named in the form of proxy and insert the Non-Registered Holder's name in the blank space provided. Non-registered holders should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or Voting Instruction Form is to be delivered.

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

EXERCISE OF DISCRETION BY PROXIES

The persons named in the enclosed form of proxy for use at the Meeting will vote the Common Shares in respect of which they are appointed in accordance with the directions of the Shareholders appointing them. **IN THE ABSENCE OF SUCH DIRECTIONS, SUCH SHARES SHALL BE VOTED "FOR"**:

(a) approval of a consolidation of the Corporation's Common Shares on the basis of one (1) post-Consolidation common share for up to every sixteen and a half (16.5) currently outstanding Common Shares, at the discretion of the board of directors, as more particularly described below;

(b) if the Transaction described herein is completed, the election of the proposed directors as nominated by Management to be directors of the Corporation following the completion of the Transaction; and

(c) to transact such further and other business as may properly come before the said Meeting or any adjournment of adjournments thereof.

ALL AS MORE PARTICULARLY DESCRIBED IN THIS CIRCULAR

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to any amendment, variation or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting. **HOWEVER, IF ANY SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS WHICH ARE NOT NOW KNOWN TO THE MANAGEMENT DESIGNEES SHOULD PROPERLY COME BEFORE THE MEETING, THE COMMON SHARES REPRESENTED BY THE PROXIES HEREBY SOLICITED WILL BE VOTED THEREON IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSON OR PERSONS VOTING SUCH PROXIES.**

EFFECTIVE DATE

The effective date of this Circular is October 29, 2018.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Each shareholder of record will be entitled to one (1) vote for each Common Share held at the Meeting.

Holders of record of the Common Shares of the Corporation on October 22, 2018 (the "**Record Date**") will be entitled either to attend the Meeting in person and vote shares held by them at that Meeting or, provided a completed and executed proxy shall have been delivered to the Corporation as described herein, to attend and vote their shares at the Meeting by proxy. However, if a holder of Common Shares of the Corporation has transferred any shares after the Record Date and the transferee of such shares establishes ownership thereof and makes a written demand, not later than ten (10) days before the Meeting, to be included in the list of Shareholders entitled to vote at the Meeting, the transferee will be entitled to vote such shares.

As of the Record Date, the authorized capital of the Corporation consisted of an unlimited number of Common Shares, of which 22,500,003 Common Shares were issued and outstanding as fully paid and non-assessable as of the Record Date.

The following table sets forth those persons who, to the knowledge of the directors and officers of the Corporation, beneficially own or exercise control or direction over Common Shares carrying more than 10% of the voting rights attached to all Common Shares of the Corporation as of the Record Date:

Name	Number of Shares	Percentage
Stephen Coates	2,484,316 (1)	11.04%

Note:

(1) Held as to 511,191 Common Shares directly, and 1,363,100 Common Shares held through entities which are controlled by Mr. Coates and/or Mr. Coates' spouse and 610,025 are held by Mr. Coates' spouse.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the directors or executive officers of the Corporation, no proposed nominee for election as a director of the Corporation, none of the persons who have been directors or executive officers of the Corporation since the commencement of the Corporation's last completed financial year, and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting except as disclosed herein.

BACKGROUND TO THE MEETING

HISTORY

On August 28, 2018, the Corporation entered into a non-binding Letter of Intent with MVC Technologies Inc. ("**MVC**"), a cannabis-focused service and technology company, in respect of a proposed transaction (the "**Transaction**") pursuant to which the Corporation will incorporate a wholly-owned subsidiary which will amalgamate with MVC (the "**Amalgamation**"). Existing convertible securities of MVC will also be exchanged for equivalent securities in the Corporation. Prior to the completion of the Amalgamation the Corporation is required to consolidate its outstanding common shares on the basis of one (1) post-consolidated common share for each 16.5 pre-consolidated common shares (the "Consolidation") and change its name to CB2 Insights Inc. ("the "**Name Change**"). Shareholders have already given shareholder approval to change the name of the Corporation so further approval will not be sought at this Meeting. Pursuant to the Amalgamation, the Corporation will issue one (1) post-Consolidation share for each outstanding common share of MVC. It is also necessary for shareholders of the Corporation to elect a new board of directors to represent the Corporation following the completion of the Transaction (the "**Board Change**").

As a result of the Transaction, the Corporation will own 100% of the amalgamated entity to be called MVC Technologies Inc. and shareholders of MVC will become shareholders of the Corporation. It is expected that the current shareholders of MVC will hold approximately 97.85% of the issued and outstanding shares of the Corporation following the completion of the Transaction and the current shareholders of the Corporation will hold approximately 2.15% of the issued and outstanding common shares following the completion of the Transaction.

The Letter of Intent was amended effective October 29, 2018 to: (i) revise the exercise price of shares reserved for issuance pursuant to warrants of the Corporation to $0.66 per share (post-Consolidation); (i) extend the date for execution of the definitive agreement in respect of the Transaction from September 30, 2018 to November 5, 2018; (iii) to provide a break fee in the event of the termination under certain circumstances of the Transaction; and (iv) to make the Letter of Intent a binding letter of intent.

On September 25, 2018, the Corporation filed a preliminary prospectus with the British Columbia Securities Commission ("**BCSC**") in respect of the Transaction. The Corporation and MVC are in the process of addressing the comments of the BCSC.

Completion of the Transaction is subject to a number of conditions including the Corporation and MVC entering into a definitive agreement and the approval of the BCSC to a final prospectus.

REASONS FOR THE DECISION TO UNDERTAKE THE ACQUISITION

Prior to entering into the Letter of Intent, the Corporation had been pursuing an opportunity for the Corporation with Bright Mega Capital Corporation which was terminated as a result of the Corporation's due diligence work. Management was approached by MVC for a possible transaction and the board of directors decided it would be in the best interests of the Corporation to proceed with the Transaction.

For further details with respect to the Corporation following the completion of the Transaction and for details on the business carried on by MVC, please see the Corporation's preliminary non-offering preliminary prospectus available on SEDAR at www.sedar.com and Schedule "A" attached to this Circular which provides additional information which will be incorporated into the final prospectus.

PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING

Consolidation of Outstanding Capital

In order to complete the Transaction, the Board of Directors of the Corporation has proposed that a special resolution approving the consolidation of the Corporation's issued and outstanding Common Shares (the "**Special Resolution**") be submitted to Shareholders for consideration. If the Special Resolution is approved, the Board will

have authority to consolidate the Common Shares at ratio of up to every sixteen and a half (16.5) pre-consolidation Common Shares to one (1) post-consolidation Common Share. As at the date hereof, assuming the shareholders approve the Consolidation, the Board of Directors will implement the Consolidation immediately prior to the closing of the Transaction if all conditions to completion have been met.

Background and Reasons for Consolidation

The Board of Directors believes that it is in the best interests of Shareholders for the Corporation to implement the Consolidation. Among other reasons favouring completion of the Consolidation, it is a requirement in order to complete the Transaction and will assist the Corporation in potentially raising additional capital. In addition, merger or acquisition proposals to acquire new projects based on share swaps are hampered by the need to issue very large amounts of stock to effect any transaction.

Many institutional and sophisticated investors prefer not to invest in public companies with a high number of outstanding shares and low trading price ranges. A smaller share float tends to discount low volume traders from using limited capital to set trading ranges and bid/ask prices that are not reflective of the underlying value of assets of the Corporation.

Principal Effects of the Share Consolidation

If approved and implemented, the Consolidation will occur simultaneously for all of the Common Shares and the Consolidation ratio will apply equally for all such Common Shares. The Consolidation will affect all holders of the Corporation's Common Shares uniformly. However, no fractional Common Shares will be issued in connection with the Consolidation. (See "*Effect on Fractional Shares*" below.) Except as a described below in "*Effect on Fractional Shares*", the Consolidation should have a minimal effect on a Shareholder's percentage ownership interest in the Corporation. Each Common Share outstanding post-Consolidation will be entitled to one vote and will be fully paid and non-assessable.

The principal effects of the Consolidation will be that:

(a) the number of Common Shares of the Corporation issued and outstanding will be reduced from 22,500,003 Common Shares as of the date hereof to approximately 1,363,637 Common Shares based on the consolidation ratio of sixteen and a half to one. If the Corporation elects to undertake a financing in advance of the completion of the Transaction, the Common Shares issued pursuant to that financing will also be consolidated at the Consolidation ratio;

(b) the exercise or conversion price and/or the number of Common Shares issuable under the Corporation's outstanding options and warrants will be proportionally adjusted upon the Consolidation based on the Consolidation ratio; and

(c) the Common Shares issued on the completion of the Transaction will be issued following the completion of the Consolidation so that one (1) post-Consolidation Common Share will be issued for each currently outstanding MVC common share and other convertible securities of MVC will also be exchanged on a one for one basis.

Effect on Fractional Shares

No fractional Common Shares will be issued if, as a result of the Consolidation, a shareholder would otherwise be entitled to a fractional Common Share. Instead, if, as a result of the Consolidation, a Shareholder is entitled to a fractional Common Share, such fractional Common Share that is less than ½ of one post-Consolidation Common Share will be cancelled and each fractional Common Share that is at least ½ of one post-Consolidation Common Share will be rounded up to one whole post-Consolidation Common Share.

Effect on Options and Warrants

The exercise and/or the number of Common Shares issuable under the Corporation's outstanding options and warrants will be proportionally adjusted upon the implementation of the Consolidation, in accordance with the terms of such securities, based on the Consolidation ratio.

Effect on Common Shares Held in Book-Entry Form

Certain Non-Registered Holders may own Common Shares in book-entry form. Non-Registered Holders will not have share certificates evidencing their ownership of such Common Shares and therefore do not need to take any additional actions to exchange their pre-Consolidation book-entry Common Shares, if any, for post-Consolidation Common Shares. Upon the effective date of the Consolidation, each then existing book-entry account will be adjusted to reflect the number of post-Consolidation Common Shares to which the Non-Registered Holder is entitled in accordance with the Consolidation ratio.

No Dissent Right

Under the *Canada Business Corporations Act* (the "**CBCA**"), Shareholders do not have dissent or appraisal rights with respect to the Consolidation.

Resolution for Approving the Consolidation

The Corporation plans to file articles of amendment with the Corporations Canada under the CBCA in the form prescribed by the CBCA to amend the Corporation's articles of incorporation with effect following the Meeting. The Consolidation will become effective on the date shown in the certificate of amendment in connection therewith, or such other date as indicated in the articles of amendment.

Included with this package, registered shareholders have received a Letter of Transmittal which details the instructions for the exchange of share certificates. The transfer agent will send to each registered shareholder who submits the required documents a new share certificate representing the number of post-Consolidation Common Shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-Consolidation Common Shares will be deemed for all purposes to represent the number of whole post-Consolidation Common Shares to which the holder is entitled as a result of the Consolidation. If a registered shareholder would otherwise be entitled to receive a fractional share, such fractional share shall be treated in the manner described above. As there are a number of steps prior to completion, please do not complete and send in the Letter of Transmittal until the Corporation advises you to do so by way of a news release or further mailing.

The text of the Special Resolution is as follows:

"**BE IT RESOLVED THAT**:

1. the issued and outstanding shares in the capital of the Corporation be consolidated on the basis of one (1) post-Consolidation Common Share for up to every sixteen and a half (16.5) Common Shares currently issued and outstanding;

2. no fractional shares shall be issued upon the consolidation, each fractional Common Share that is less than ½ of one post-Consolidation Common Share will be cancelled and each fractional Common Share that is at least ½ of one post-Consolidation Common Share will be rounded up to one whole post-Consolidation Common Share;

3. the directors of the Corporation are hereby authorize to select a lower consolidation ratio than 16.5:1 at their sole discretion;

4. the Articles of the Corporation be amended to provide that:

   (a) the authorized share capital of the Corporation is altered by consolidating all of the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation common share for up to every sixteen and a half (16.5) Common Shares currently issued and outstanding; and

   (b) no fractional shares shall be issued upon the consolidation, each fractional Common Share that is less than ½ of one post-Consolidation Common Share will be cancelled and each fractional Common Share that is at least ½ of one post-Consolidation Common Share will be rounded up to one whole post-Consolidation Common Share;

5. the effective date of such consolidation shall be the date shown in the certificate of amendment; and

6. any of the officers or directors of the Corporation be and are hereby authorized for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute and deliver Articles of Amendment to effect the foregoing resolutions with the Corporations Canada and all other documents and instruments and to take all such other actions as such officer or director may deem necessary or desirable to implement the foregoing resolutions and the matters authorized hereby, such determinations to be conclusively evidenced by the execution and delivery of such documents and other instruments or the taking of any such action."

Management recommends that shareholders vote for the Consolidation.

This resolution must be approved by the requisite two-thirds (⅔) majority of the votes cast at the meeting.

The persons named in the Proxy intend to vote FOR the special resolution approving the Consolidation in the absence of directions to the contrary from the shareholders appointing them.

ELECTION OF THE BOARD OF DIRECTORS

The Board currently consists of three (3) directors, being Robert Kirtlan, Stephen Coates and Jun He. In the event that the Transaction is completed, at the Closing, all of the current directors of the Corporation will resign as directors of the Corporation and a new slate of board of directors consisting of five (5) members being Pradyum Sekar, Kashaf Qureshi, David Danziger, Dr. Danial Schechter and Norton Singhavon will be appointed as a directors of the Corporation. See attached Schedule B, for biographical information on each of these proposed nominees. The persons named in the form of proxy or voting instruction form intend to vote for the election as directors each of the five (5) nominees of management whose names are set forth in the table below.

These nominees have consented to being named in this Circular and to serve if elected. The Corporation's management does not contemplate that any of the nominees will be unable or unwilling to serve as a director, but if that should occur for any reason prior to the Meeting, the Common Shares represented by properly submitted proxies given in favour of such nominee(s) may be voted by the persons whose names are printed in the form of proxy, in their discretion, in favour of another nominee.

The following table and notes thereto state the names of all the persons proposed to be nominated for election as directors, all of the positions and offices with the MVC now held by them, their present principal occupations or employments for the last five (5) years and the number of shares of the Corporation that will be beneficially owned, directly or indirectly, or over which control or direction is exercised, by each of them on the closing of the Transaction. None of the proposed directors currently own any shares of the Corporation. The information as to shares beneficially owned has been furnished to the Corporation by the respective nominees.

Name and Municipality of Residence	Current Position with MVC and Proposed Position with the Corporation	Principal Occupation or Employment for the Last Five Years	Director From	Number of Shares of the Corporation Beneficially Owned or Controlled following the Completion of the Transaction
Kashaf Qureshi [(1)] Toronto, Ontario	President, COO, and Director	Consultant and Officer of the Company	N/A	9,225,000[(2)]
Pradyum Sekar Toronto, Ontario	Secretary, Treasury, CEO and Director	Consultant and Officer of the Company	N/A	9,225,000[(2)]
David Danziger [(1)] Toronto, Ontario	Director	Chartered Accountant	N/A	122,000
Dr. Danial Schechter Toronto, Ontario	Proposed Director	Physician/ Consultant	N/A	25,000
Norton Singhavon Kelowna, British Columbia	Proposed Director	Chairman and CEO of GTEC Holdings Ltd.	N/A	555,000

Notes:

(1) Proposed Members of the Audit Committee.

(2) Skylight Health Inc. holds an aggregates of 18,450,000 shares, Skylight is owned beneficially by Kashaf Qureshi and Pradyum Sekar, both of whom are currently officers and directors of MVC.

The proposed nominees, as a group, currently beneficially own, directly or indirectly, or exercise control or direction over nil Common Shares of the Corporation. Following the completion of the Transaction, the proposed nominees, as a group, will beneficially own, directly or indirectly, or exercise control or direction over 19,152,000 post-Consolidated Common Shares representing 30.16% of the issued and outstanding post-Consolidated Common Shares based on there being approximately 63,491,998 post-Consolidated Common Shares outstanding on the completion of the Transaction.

In the event that the Transaction is not completed, the current directors will continue to serve as directors of the Corporation until the next annual meeting of shareholders.

The shareholders are urged to elect Management's nominees as directors of the Corporation to take office only following the completion of the Transaction.

Cease Trade Order, Penalties or Sanctions, and Bankruptcies

Corporate Cease Trade Orders

Other than as described below, to the knowledge of the Corporation, no proposed director of the Corporation is, as at the date of this Circular, or has been in the last 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, while that person was acting in that capacity,

a. was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

b. was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,

For the purposes of subsections (a) and (b) above, "order" means (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days.

Mr. David Danziger was appointed a director of American Apparel, Inc. ("**American Apparel**"), a company listed on the NYSE MKT LLC exchange, on July 11, 2011 and resigned as director on June 14, 2015. Subsequently, on October 5, 2015, American Apparel announced that it had reached an agreement with its lenders to significantly reduce its debt and interest payments through a consensual pre-arranged reorganization under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Delaware. On October 6, 2015, American Apparel announced that it received a notification letter stating that the staff of NYSE regulation, Inc. determined to suspend trading immediately and commence proceedings to delist American Apparel's common stock from NYSE MKT LLC. The Chapter 11 reorganization was approved by the Court in January 2016.

Mr. David Danziger was a director of Carpathian Gold Inc. ("**Carpathian**"), and during that time, on April 16, 2014, the Ontario Securities Commission issued a permanent management cease trade order against Carpathian, which superseded a temporary management cease trade order (the "**MCTO**") dated April 4, 2014, against Guy Charette, in his capacity as Interim CEO and Rishi Tibriwal, in his capacity as CFO. The MCTO was issued in connection with the Corporation's failure to file its (i) audited annual financial statements for the period ended December 31, 2013, (ii) management's discussion and analysis relating to the audited annual financial statements for the period ended December 31, 2013, and (iii) corresponding certifications of the foregoing filings as required by National Instrument 52-109 – Certification of Disclosure in the Issuer's Annual and Interim Filings. The MCTO was lifted on June 19, 2014 following the filing of the required continuous disclosure documents on June 17, 2014.

Bankruptcies

To the knowledge of the Corporation, no proposed director of the Corporation:

a. is, as at the date of this Circular, or has been within the 10 years before the date of this 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

b. has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or proposed director.

Penalties or Sanctions

To the knowledge of the Corporation, none of the proposed directors of the Corporation have been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or have entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Conflict of Interest

To the best of the Corporation's knowledge and other than as disclosed herein, there are no existing or potential conflicts of interest among the Corporation, its promoters, directors, officers or other members of management of the Corporation except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies and their duties as a director, officer, promoter or management of the Corporation.

The directors and officers of the Corporation are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and requiring disclosure by directors of conflicts of interest and the Corporation will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers.

ADDITIONAL INFORMATION

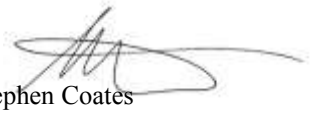
Additional information concerning the Corporation and MVC can be obtained from www.sedar.com,.

APPROVAL OF DIRECTORS

The Circular and the mailing of same to Shareholders have been approved by the Board of Directors of the Corporation.

DATED the 29th day of October, 2018.

BY ORDER OF THE
BOARD OF DIRECTORS



Stephen Coates
President and Chief Executive Officer

Schedule "A"

SUMMARY OF ADDITIONAL MATERIAL INFORMATION TO BE INCORPORATED IN THE FINAL PROSPECTUS OF THE CORPORATION

1. MVC has completed the acquisition of the assets of 10358550 Canada Inc ("**TokeIn**").

2. MVC has not, as of the date of this Circular, completed the acquisition of the assets of Ethnopharm Group Ltd. MVC continues its due diligence review of Ethnopharm. There is no certainty the proposed acquisition of the assets of Ethnopharm will be completed.

3. It is anticipated the fifth director of the Corporation, assuming completion of the Transaction, will be Norton Singhavon.

4. Since the date of the Preliminary Prospectus, MVC has:

    - completed two final tranches of a private placement financing with the issuance of an aggregate of 4,673,813 Units at a price of $0.44 per Unit for gross proceeds of $2,056,477.70. Each Unit consists of 1 common share and one ½ common share purchase warrant. An aggregate of 2,336,906 warrants were issued with each whole warrant exercisable to purchase one common share of MVC Technologies Inc. at price of $0.50 for a period of two years from issuance;

    - repurchased an aggregate of 1,651745 common shares and an aggregate of 825,872 common share purchase warrants for total consideration of $710,250.35;

    - repurchased an aggregate of 294,955 common shares and an aggregate of 147,477 common share purchase warrants for total consideration of $126,830.65;

    - repurchased an aggregate principal amount of $150,000 of 5% convertible senior secured debentures and 1,951,000 common shares for total consideration of $1,198,264.80;

    - granted an aggregate of 24,390 options to employees, each option exercisable at $0.41, vesting over four years;

    - granted an aggregate of 2,272 options to employees, each option exercisable at $0.44 vesting over four years; and

    - issued 56,800 common shares and 28,400 common share purchase warrants to a consultant of MVC Technologies Inc. in satisfaction of debt owed to the consultant

5. Changes in the Capitalization of the Corporation and MVC (collectively the "Resulting Issuer"):

	Number of Securities Issued or Reserved as of the closing of the Transaction, excluding the Private Placement Financing	**% of total issued and outstanding as of the closing of the Transaction, excluding the Private Placement Financing**
Shares to be Issued		
Issuer's Shares issued at the date of Prospectus	1,363,636 (1)	2.15%
The Resulting Issuer Shares to be issued on closing of the Transaction to the Company Shareholders	62,128,362	97.85%
Total Resulting Issuer Shares to be issued	**63,491,998**	**72.43%**
Shares to be issued on exercise of Company Options	3,443,525	3.69%
Shares to be issued for Company convertible debentures	6,393,333	7.29%
Shares to be issued on exercise Company Warrants and Broker Warrants	13,507,434	15.40%
Shares to be issued on exercise of Issuer Warrants	151,515	0.17%
Shares to be issued on exercise of Issuer Options	666,060	0.75%
Total shares to be reserved for issuance upon exercise	**24,161,867**	**27.56%**
Fully diluted issued and outstanding	**87,653,865**	**100%**

Notes:

(1) Assuming 16.5:1 Consolidation of common shares of the Issuer, not including Private Placement Financing

6. In addition to the Risk Factors identified in the Preliminary Prospectus, the following considerations are relevant to the Corporation and MVC (collectively the "**Resulting Issuer**"):

Canadian investors in the Common Shares and the Resulting Issuer's directors, officers, and employees may be subject to travel and entry bans into the United States

News media have reported that United States immigration authorities have increased scrutiny of Canadian citizens who are crossing the United States–Canada border with respect to persons involved in cannabis businesses in the United States. There have been a number of Canadians barred from entering the United States as a result of an investment in or act related to United States cannabis businesses. In some cases, entry has been barred for extended periods of time.

The majority of persons travelling across the Canadian and U.S. border do so without incident. Some persons are simply denied entry one time. The U.S. Department of State and the Department of Homeland Security have indicated that the United States has not changed the admission requirements in response to the pending legalization of recreational cannabis in Canada. Admissibility to the United States may be denied to any person working or 'having involvement in' the marijuana industry according to United States Customs and Border Protection. Additionally, legal experts have indicated that if the admission criteria are applied broadly, this may result in a determination that the act of investing in or working or collaborating with a U.S. cannabis company is considered trafficking in a Schedule I controlled substance or aiding, abetting, assisting, conspiring or colluding in the trafficking of a Schedule I controlled substance. Inadmissibility in the United States implies a lifetime ban for entry as such designation is not lifted unless an individual applies for and obtains a waiver.

The Resulting Issuer's directors, officers or employees traveling from Canada to the United States for the benefit of the Resulting Issuer may encounter enhanced scrutiny by United States immigration authorities that may result in the employee not being permitted to enter the United States for a specified period of time. If this happens to the Resulting Issuer's directors, officers or employees, then this may reduce our ability to manage our business effectively in the United States. The Resulting Issuer will retain, as required, counsel and is in the process of developing policies to deal with any immigration-related issues which may arise.

In certain circumstances, the Resulting Issuer's reputation could be damaged

Damage to the Resulting Issuer's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Resulting Issuer and its activities whether true or not. Although MVC believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Resulting Issuer will not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Resulting Issuer's overall ability to advance its projects, thereby having material adverse impact on financial performance, financial condition, cash flows and growth prospects.

The Resulting Issuer may lack access to United States bankruptcy protections

Because cannabis is a Schedule I substance under the Controlled Substance Act, many courts have denied cannabis businesses federal bankruptcy protections, making it difficult for lenders to be made whole on their investments in the cannabis industry in the event of bankruptcy. If the Resulting Issuer were to experience a bankruptcy, there is no guarantee that United States federal bankruptcy protections would be available to the Resulting Issuer, which would have a material adverse effect.

7. MVC's US-related business operations:

MVC is indirectly involved in the cannabis industry in the United States in certain states where local state law permits. MVC considers itself a US Marijuana Issuer with material ancillary involvement in the US as

defined in Canadian Securities Administrators Staff Notice 31-352 (Revised) – Issuers with US Marijuana Related Activities dated February 8, 2018. MVC considers itself and its clients business to be compliant with licensing requirements and the regulatory framework in those states in which it operates. While certain states and territories of the U.S. authorize medical or recreational cannabis production and distribution by licensed or registered entities, under U.S. federal law, the possession, use, cultivation, and transfer of cannabis and any related drug paraphernalia is illegal and any such acts are criminal acts under federal law under any and all circumstances under the Controlled Substances Act (the "**CSA**").

Almost half of U.S. states have enacted legislation to regulate the sale and use of medical cannabis without limits on tetrahydrocannabinol ("**THC**"), while other states have regulated the sale and use of medical cannabis with strict limits on the levels of THC. Notwithstanding the permissive regulatory environment of medical cannabis in states in which MVC operates, cannabis continues to be categorized as a Schedule I controlled substance under the CSA in the United States and as such, is illegal under federal law in the United States. The Supremacy Clause of the United States Constitution establishes that the United States Constitution and federal laws made pursuant to it are paramount and in case of conflict between federal and state law, the federal law must be applied.

As a result of the conflicting views between state legislatures and the federal government regarding cannabis, investments in cannabis businesses in the United States are subject to inconsistent legislation and regulation. Unless and until the United States Congress amends the CSA with respect to cannabis (and as to the timing or scope of any such potential amendments there can be no assurance), there is a significant risk that federal authorities may enforce current federal law, which may adversely affect the current and future investments of MVC in the United States. As such, there are a number of risks associated with MVC's existing and future investments and operations in the United States, and such investments and operations may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. There can be no assurance that this heightened scrutiny will not lead to the imposition of certain restrictions on MVC's ability to invest and operate in the United States or any other jurisdiction. As a result, MVC may be subject to significant direct and indirect interaction with public officials.

There can be no assurance that third party service providers, including, but not limited to, suppliers, contractors and banks will not suspend or withdraw services which could negatively impact the business of MVC.

It has been reported by certain publications in Canada that the Canadian Depository for Securities Limited is considering a policy shift that would see its subsidiary, CDS, refuse to settle trades for cannabis issuers that have investments in the United States. CDS is Canada's central securities depository, clearing and settlement hub settling trades in the Canadian equity, fixed income and money markets. The TMX Group, owner and operator of CDS subsequently issued a statement on August 17, 2017 reaffirming that there is no CDS ban on the clearing of securities of issuers with cannabis-related activities in the U.S., despite media reports to the contrary and that they were working with regulators to arrive at a solution that will clarify this matter, which would be communicated at a later time. On November 24, 2017, the TMX Group issued a further statement acknowledging that the matter is complex and touches multiple aspects of Canada's capital market system and, as such, requires close examination and careful consideration. The TMX Group noted that CDS continues to work with regulators and exchanges to arrive at a solution that will clarify this matter for issuers, investors, participants and the public. This solution will be founded on each exchange's role in applying listing requirements, including exchange rules related to issuers' compliance with applicable laws. In the interim, the TMX Group reiterated there is no CDS ban on the clearing of securities of issuers with marijuana-related activities in the U.S. On February 8, 2018, CDS signed a memorandum of understanding (the "CDS MOU") with the Aequitas NEO Exchange Inc., the CSE, the Toronto Stock Exchange and the TSX Venture Exchange (collectively, the "Exchanges"). The CDS MOU outlines CDS' and the Exchanges' understanding of Canada's regulatory framework applicable to the rules and procedures and regulatory oversight of the Exchanges and CDS. The CDS MOU confirms, with respect to the clearing of listed securities, that CDS relies on the Exchanges to review the conduct of listed issuers. As a result, there is currently no CDS ban on the clearing of securities of issuers with marijuana-related activities in the U.S. However, if CDS were to proceed in the manner suggested by these publications, and apply such a policy to the Resulting Issuer, it would have a material adverse effect on the ability of holders of Resulting

Issuer shares to make trades. In particular, the Resulting Issuer shares would become highly illiquid as investors would have no ability to effect a trade of the Shares through the facilities of a stock exchange.

The following table presents a quantification of MVC's consolidated balance sheet and operating statement exposure that pertains to its US-related operations, as at June 30, 2018:

Balance Sheet/Operating Statement Line Item	**Canadian Activities %**	**US Activities %**
Receivables and prepaid assets	11%	89%
Notes receivable	100%	0%
Inventory and biological assets	0%	100%
Other current assets	42%	58%
Investments and investments in associates	100%	0%
Plant, property and equipment	30%	70%
Intangible assets and goodwill	0%	100%
Other assets	94%	6%
Payables and accrued liabilities	21%	79%
Income Tax Payable	0%	100%
Other Liabilities	100%	0%
Long Term Debt	100%	0%
Promissory Note Payable	100%	0%
Convertible Debt	100%	0%
Income Statement Line Item		
Gross Profit	0%	100%
Other revenues	100%	0%
Operating Expenses	30%	70%

Schedule "B"

BIOGRAPHIES OF PROPOSED DIRECTORS SUBJECT TO COMPLETION OF THE TRANSACTION

Pradyum Sekar (Chief Executive Officer & Co-Founder)

As co-founder of the Company, Prad has spent more than 15 years as an entrepreneur throughout the healthcare sector from the clinical side through to innovation building. From opening one of the most recognized Cannabis Education Centres in Ontario to consulting on major healthcare IT and services integrations, Prad has held several senior positions in all sizes of corporate organizations.

Kashaf Qureshi (President, Chief Operating Officer and Co-Founder)

As co-founder of the Company, Kash brings more than 20 years of extensive operational and entrepreneurial experience in the healthcare, medical cannabis and technology start-up space. An ardent cost-efficiency executive, Kash has focused on promoting improved cash flow, operational proficiencies and overall profitability in a series of organizations throughout the healthcare sector.

David Danziger

David is a Chartered Professional Accountant and the Senior Vice President of Assurance Services at MNP LLP, Chartered Professional Accountants, a full-service audit and accounting firm. He also leads the firm's Public Markets practice.

In addition, it is anticipated two (2) new directors will join the board of directors of the Resulting Issuer, Dr. Danial Schecter and an additional director to be named.

Dr. Danial Schechter

Dr. Danial Schecter's strong interest in cannabinoid medicine led to the founding of the Canabo Medical Clinic (CMClinic), Canada's largest referral only clinic specializing in medical cannabis. This has led to extensive involvement in education and outreach within the medical cannabis space including education, research and consulting with industry both nationally and internationally. As a recognized expert he has trained thousands of physicians and pharmacists on how to help patients decide if cannabis is right for them. Outside of cannabinoid medicine Dr. Schecter holds a fellowship in Hospital Medicine and is an active hospitalist at the Royal Victoria Regional Health Centre in Barrie, Ontario and also provides house calls to at-risk elderly and palliative care patients.

Norton Singhavon

Norton Singhavon currently serves as the Founder and Executive Chairman of Doventi Capital. Mr. Singhavon has extensive experience at the senior management level of capital investments and has been involved in several large acquisitions, consolidations, and start-ups in Canada's legal cannabis sector, both private and public. As an investor and advisor to numerous companies in Canada's ACMPR sector, he has been responsible for internally deploying over $45 million into the legal cannabis sector and has been involved in another $65 million of public M&A

ACMPR transactions. Mr. Singhavon was also an advisor to, and early-stage investor in, Invictus MD (TSX.V:IMH).

As an experienced corporate leader, he has facilitated in regulatory matters, corporate matters, raising capital privately and publicly, as well as strategic corporate development within the public markets