

VIRIDIS ENERGY INC.
#520 – 700 West Pender Street
Vancouver, BC V6C 1G8
Telephone: (604) 669-7831 / Facsimile: (604) 739-3144

NOTICE OF ANNUAL GENERAL MEETING

TAKE NOTICE that the annual general meeting (the “**Meeting**”) of the shareholders of **VIRIDIS ENERGY INC.** (the “**Company**”) will be held at #700 – 595 Burrard Street, Vancouver, British Columbia, on Tuesday, September 1, 2015 at 10:00 a.m. (Pacific Standard Time) for the following purposes:

1. To receive and consider the report of the directors and the audited financial statements of the Company for the financial year ended December 31, 2014 together with the auditor’s report thereon;
2. To fix the number of the directors at five (5);
3. To elect directors for the next year;
4. To appoint the auditor for the next year and authorize the directors to fix their remuneration; and
5. To transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The Information Circular dated July 17, 2015 and form of Proxy accompany this Notice. The Information Circular provides additional information about the matters to be dealt with at the meeting and forms part of this Notice.

If you are unable to attend the Meeting in person and you wish to make sure that your shares will be voted at the Meeting, you must complete, date and sign the enclosed form of Proxy, or another suitable form of Proxy, and deliver it by fax, by hand, by mail, or by telephone or internet, according to the instructions set out in the form of Proxy and in the Information Circular no later than 10:00 a.m. on Friday, August 28, 2015.

The Company has adopted the notice and access model (“Notice and Access”) provided for under National Instrument 54-101 for the delivery of the Notice of Meeting, Information Circular, financial statements (as applicable) and management's discussion and analysis for the year ended December 31, 2014 (collectively, the “Meeting Materials”) to shareholders for the Meeting. Under Notice and Access, instead of receiving printed copies of the Meeting Materials, shareholders receive a Notice and Access notification containing details of the Meeting date, location and purpose, as well as information on how they can access the Meeting Materials electronically. Shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting Materials. Other shareholders wishing to receive a printed copy of the Meeting Materials should follow the instructions set out in the Notice and Access notification.

DATED this 17th day of July, 2015.

BY ORDER OF THE BOARD OF DIRECTORS

“Robert M. Aaron”

Chairman

VIRIDIS ENERGY INC.
Suite 520 – 700 West Pender Street
Vancouver, British Columbia, Canada V6C 1G8
Telephone (604) 669-7831 Facsimile (604) 739.3144

INFORMATION CIRCULAR

Solicitation of Proxies

Viridis Energy Inc. (the “**Company**”) is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”), that came into effect on February 11, 2013 for meetings held on or after March 1, 2013, under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”) for distribution of this management proxy circular (the “**Management Proxy Circular**”) to both registered and non-registered shareholders (the “**Shareholders**”) of the Company.

This information circular (the “**Information Circular**”) is sent in connection with the solicitation of proxies by the management of the Company for use at the Annual General Meeting (the “**Meeting**”) of shareholders of the Company (the “**Shareholders**”) to be held at 7th Floor, 595 Burrard Street, Vancouver, British Columbia, on September 1, 2015, at 10:00 a.m. (Vancouver time) and any adjournment(s), for the purposes described in the accompanying Notice of Annual General Meeting of Shareholders.

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by our directors, officers and regular employees. We will bear all costs of this solicitation. We have made arrangements for intermediaries to send solicitation materials to the beneficial owners of common shares of the Company (“**Common Shares**”) held of record by those intermediaries and the Company may reimburse the intermediaries for reasonable fees and disbursements incurred by them in so doing.

Notice of the Meeting was given to the securities commissions in each jurisdiction where the Company is a reporting issuer as required by securities laws.

In this Information Circular, references to “**the Company**”, “**we**”, “**us**” and “**our**” refer to Viridis Energy Inc., “**Beneficial Shareholders**” means Shareholders who do not hold Common Shares in their own name, and “**Intermediaries**” refers to brokers, investment firms, clearing houses and similar entities that hold securities on behalf of Beneficial Shareholders.

Notice-and-Access

As noted above, the Company is utilizing the Notice-and-Access Provisions that came into effect on February 11, 2013 under NI 54-101 and NI 51-102 for distribution of this Management Proxy Circular to Shareholders.

The Notice-and-Access Provisions are a new set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and at least one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Management Proxy Circular, annual financial statements of the Company for the year ended December 31, 2014 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for the year ended December 31, 2014 (“**MD&A**”) may be found on the Company’s SEDAR profile at www.sedar.com, and on the Company’s website at www.viridisenergy.ca.

The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Management Proxy Circular to some Shareholders with the notice package. In relation to the Meeting, Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Management Proxy Circular. Shareholders are reminded to review this Management Proxy Circular.

Shareholders may request a paper copy of this Information Circular at no cost. Requests will be sent by regular mail. To make a request or for further information about notice-and-access, shareholders can contact the Company at Suite 520 – 700 West Pender Street, Vancouver, British Columbia, V6C 1G8, tel: 604-669-7831, toll free: 844-644-7819, or fax: 604-739-3144. In order for shareholders to receive this Information Circular in advance of the Meeting date, requests should be made by August 24, 2015.

Date of Information Circular

Information contained in this Information Circular is given as of July 17, 2015, unless stated otherwise.

GENERAL PROXY INFORMATION

Revocability of Proxies

In addition to revocation in any other manner allowed by law, a registered Shareholder who has given a proxy may revoke it by either:

- (a) signing a proxy bearing a later date; or
- (b) signing a valid notice of revocation, either of the foregoing to be signed by the registered Shareholder or the Shareholder's authorized attorney in writing, or, if the Shareholder is a company, by an officer or attorney duly authorized, and by depositing the proxy bearing a later date or the notice of revocation with Computershare Investor Services Inc., Suite 300, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 or at the registered office of the Company at 7th Floor, 595 Burrard Street, Vancouver, British Columbia, V7X 1S8, at any time up to and including the last business day before the day of the Meeting or, if the Meeting is adjourned, the last business day before the new date of the Meeting, or to the chair of the Meeting on the day of the Meeting or any new date of the Meeting, or in any other manner allowed by law; or
- (c) by the registered Shareholder personally attending the Meeting and voting the registered Shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Appointment of Proxyholders

A Shareholder entitled to vote at the Meeting may, by a proxy, appoint a proxyholder or one or more alternate proxyholders, who need not be Shareholders, to attend and vote at the Meeting for the Shareholder on the Shareholder's behalf.

The individuals named in the accompanying form of proxy (the "**Proxy**") are directors and/or officers of the Company or a designee of management of the Company for the purposes of the Meeting (the "**Management Designees**").

If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company to represent you at the Meeting other than the Management Designee. You may do so either by inserting the person's name in the blank space contained in the Proxy or by completing and delivering another suitable form of proxy. The person or company you appoint does not need to be a Shareholder.

A proxy will not be valid unless the completed, signed and dated form of proxy is delivered to the office of Computershare Investor Services Inc., Suite 300, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment(s) of the Meeting at which the Proxy is to be used. You may also vote by telephone and by internet. Please see the form of Proxy for instructions for telephone and internet voting.

Voting by Proxy

The Management Designees named in the Proxy will vote or withhold from voting the Common Shares represented by the Proxy according to the instructions of the Shareholder on any ballot that may be called for, and if the Shareholder specifies a choice for voting any matter to be presented at the Meeting, the Common Shares will be voted according to the choice made.

The Proxy will confer discretionary authority on the nominees named in the Proxy regarding:

- (a) each matter or group of matters identified in the Proxy for which a choice is not specified other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified in the Proxy, and
- (c) any other matter that properly comes before the Meeting.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Designees as proxyholder, the Management Designees will vote the Common Shares represented by the Proxy at their own discretion for the approval of such matters specified in the Notice of Meeting and all other matters proposed by the Company's management at the Meeting.

As of the date of this Information Circular, the Company's management knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting, each Management Designee intends to vote on the matter according to his or her best judgment.

Completion and Return of Proxy

If you are a registered Shareholder, you may elect to send a proxy to vote your Common Shares whether or not you are able to attend the Meeting in person. In order to vote by mail, you must complete, date and sign the Proxy and return it to the Company's transfer agent, Computershare Investor Services Inc., Suite 300, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9 at any time up to and including noon 12:00 p.m. (Vancouver time) on Friday August 28, 2015, or not less than 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment(s) of the Meeting at which the Proxy is to be used. You may also vote by telephone and by internet. Please see the form of Proxy for instructions for telephone and internet voting.

Advice to Beneficial Shareholders

The information in this section is very important because many Shareholders do not hold Common Shares in their own name. Beneficial Shareholders should note that only Proxies deposited by Shareholders whose names appear on the Company's records as the registered holders of Common Shares can be recognized and vote at the Meeting.

If Common Shares are listed in an account statement sent to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the names of the Shareholder's broker or an agent of that broker. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

As required by securities policies, the Company has sent copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Intermediaries (including brokers) who will forward materials to Beneficial Shareholders.

Intermediaries are required to seek voting instructions from Beneficial Shareholders before Shareholders' meetings unless the Beneficial Shareholders have waived the right to receive meeting materials. Every Intermediary has its own mailing procedures and gives its own return instructions to clients, which should be

carefully followed by Beneficial Shareholders to make sure that their Common Shares are voted at the Meeting. **Beneficial Shareholders should carefully read and follow the instructions of their Intermediary, including when and where the Proxy or other proxy form is to be delivered.**

If you are a Beneficial Shareholder, the form of proxy supplied to you by your broker or other Intermediary (or its agent) is similar to the form of Proxy given to registered Shareholders by the Company. Its purpose is limited to instructing the Intermediary how to vote on your behalf. The majority of brokers and other Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Communications Solutions Canada ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form instead of a proxy sent by the Company. The voting instruction form will name the Management Designees to represent you at the Meeting. You have the right to appoint a person (who need not be a Shareholder of the Company), other than the persons named in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of your representative in the blank space contained in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, according to Broadridge's instructions. Broadridge then tabulates the results of all instructions received and gives appropriate instructions about the voting of your Common Shares at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares in person at the Meeting. You must return it to Broadridge well in advance of the Meeting to have your Common Shares voted.**

Although, as a Beneficial Shareholder, you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker or other Intermediary (or its agent), you may attend at the Meeting as proxyholder for your broker or other Intermediary and vote the Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker or other Intermediary or have a person named by you to do so, you should enter your own name, or the name of the person you wish to appoint, in the blank space on the voting instrument form sent to you and return it to your broker or other Intermediary (or its agent) as instructed in the form, well in advance of the Meeting.

Alternatively, you may request in writing that your broker or other Intermediary send you a legal Proxy which would enable you, or a person named by you, to attend at the Meeting and vote your Common Shares.

Canadian securities laws now permit the Company to send Meeting materials directly to "non-objecting beneficial owners". If we have or our agent has sent these Meeting materials directly to you (instead of through an Intermediary), your name and address and information about your Common Shares have been obtained from the Intermediary holding Common Shares on your behalf according to regulatory procedures. By choosing to send these materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) carrying out your proper voting instructions.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of our directors or executive officers, nor any person who has held such a position since the beginning of the Company's last completed financial year end, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any 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 as disclosed in this Information Circular.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

Our board of directors (the "**Board**") has set July 17, 2015 as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or send a form of proxy will be entitled to vote or to have their Common Shares voted at the Meeting.

As of the Record Date, the Company had outstanding 13,845,190 Common Shares, each carrying the right to one vote. The Company has no other classes of voting securities.

To the knowledge of the Company's directors and executive officers, only the following Shareholders beneficially own, directly or indirectly, or exercise control or direction over, Common Shares carrying more than 10% of the outstanding voting rights of the Company.

Shareholder Name	Number of Shares Held	Percentage of Issued Shares
Cornwall Investments LLC ⁽¹⁾	10,533,537	76%

(1) Cornwall Investments LLC is a private limited liability company based in the United States, which has financially supported the Company by buying our securities and making loans to us. See "Interest of Informed Persons in Material Transactions".

FINANCIAL STATEMENTS

Our audited financial statements for the year ended December 31, 2014, together with the auditor's report on those statements, will be presented to the Shareholders at the Meeting.

We have filed the following documents with the securities commissions in British Columbia and Alberta:

- (a) audited consolidated financial statements for the year ended December 31, 2014;
- (b) auditors' report on the consolidated financial statements; and
- (c) management's discussion and analysis for the year ended December 31, 2014.

These documents are specifically incorporated by reference into, and form an integral part of, this Information Circular. Shareholders may obtain copies of these documents without charge by contacting us at Suite 520 – 700 West Pender Street, Vancouver, BC, V6C 1G8, Tel: 604 669 7831, Attention: Frank Seminara. These documents will also be available before the Meeting through the internet on SEDAR, which can be accessed at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority (more than 50%) of affirmative votes cast at the Meeting is required to pass the resolutions described in this Information Circular. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

Recommendation of the Board

The Board unanimously recommends that Shareholders vote in favour of all resolutions.

ELECTION OF DIRECTORS

The Board consists of five directors. Management proposes to set the number of directors of the Company at five.

The term of office of each of our directors lasts until the end of the Meeting. Unless a director resigns or is removed from office before the Meeting, each director elected will hold office until the end of our next Annual General Meeting, or if no director is then elected, until a successor is elected.

We don't anticipate that any of the nominees will be unable to serve as a director. If, before the Meeting, there are vacancies in the slate of nominees listed below, the person named in the proxy as nominee will have discretion to vote the Common Shares represented by proxy for the election of any other person as director.

The following table sets out the names of the management nominees; their positions and offices in the Company; principal occupations; how long they have been directors of the Company; and the number of Common Shares that each beneficially owns or over which they have control or direction:

Nominee Position with the Company and Province/State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Director of the Company Since	Committee Membership	Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control of Direction is Exercised ⁽²⁾
Christopher Robertson Director & CEO British Columbia, Canada	CEO of Viridis Energy Inc., former President and founder of Cypress Pacific Marketing Inc. now Viridis Merchants (Canada) Ltd., a subsidiary of Viridis. This business, a wood pellet brokerage business, experienced compound annual growth in its four years as a private company of over 55%. Prior to founding Cypress Pacific, Christopher has a long history in the forestry sector including trading, remanufacturing and sales.	March 8, 2010	Audit Committee, Management Committee	408,060
Noah C. Schankler Director New York, USA	Vice President, Felix Partners (Americas) LLC, a private investment advisory, from November 2011. Noah studied Economics at Princeton University and has over 10 years' experience in global M&A and corporate development. Prior to this, he was Vice President of Corporate Development, 24/7 Real Media Inc., which provides digital marketing solutions for advertisers and publishers. He started his career at JP Morgan Securities.	August 29, 2012	Audit Committee (Chair), Compensation Committee, Governance Committee	0
Joseph Zappulla Director New York, USA	CEO of Grannus Financial Advisors and Managing Director of Bradley Woods & Co. Ltd. (member FINRA) and has over 30 years' experience in investment banking, M&A and executive management. He has worked with several leading firms including Donaldson, Lufkin and Jenrette, S.G. Warburg & Co. and American Express. Mr. Zappulla received BS and MBA degrees in finance.	August 29, 2012	Audit Committee, Compensation Committee	35,000
Robert Aaron Chairman and Director New Jersey, USA	CEO of Gilwern Associates, an advisor to the Company's largest shareholder, Cornwall Investments LLC. Vice chairman of HedgeServ Corporation, a leading hedge fund and private equity administrator located in New York, London and Dublin, and vice chairman of Investor Analytics LLC, an investment risk management software-as-a-service provider located in New York. Previously, CEO of DPM Mellon, LLC (formerly Derivatives	October 4, 2013	Compensation Committee, Governance Committee, Management Committee	10,533,537 ⁽³⁾

Nominee Position with the Company and Province/State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Director of the Company Since	Committee Membership	Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control of Direction is Exercised ⁽²⁾
	Portfolio Management, LLC, and now a subsidiary of The Bank of New York Mellon Corporation), a provider of administrative and risk support services to hedge funds. He also served as vice president of Commodities Corporation, a leading commodity and futures trading firm acquired by Goldman Sachs. Mr. Aaron received a Bachelor of Science degree in accounting from Fordham University.			
Michele Rebiere Director Ontario, Canada	CFO of Viridis Energy Inc., joined the company in June 2009 as EVP & COO and was appointed CFO in February 2011. Studied Finance at Wharton School and has over 20 years' experience in M&A, and managing rapid growth companies, beginning with SHL Systemhouse (now HP Enterprise Services), then a public company and one of the largest outsourcing and systems integration firms in Canada.	June 3, 2014	Management Committee	117,770

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within our knowledge and has been given to us by the nominees themselves. Each nominee has held the same or a similar principal occupation with the organization listed or its predecessor for the last five years unless stated otherwise.
- (2) The number of Common Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information given to us by Computershare Investor Services Inc., the registrar and transfer agent of the Company, insider reports filed on SEDI and by the nominees themselves.
- (3) These shares are owned by Cornwall Investments LLC., and represent 76% of our outstanding Common Shares.

To our knowledge, no proposed director is, or has, within the 10 years before the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company (including Viridis Energy Inc.) that,

- (a) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities laws for more than thirty consecutive days, that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade or similar order or an order that denied such other issuer access to any exemption under securities laws for more than thirty consecutive days, that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director of the Company is, as of the date of the Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including

Viridis Energy Inc.) 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 laws 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 our assets.

No proposed director of the Company has, within the 10 years before the date of the Information Circular, become bankrupt, made a proposal under any laws 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.

No proposed director of the Company has been subject to (i) any penalties or sanctions imposed by a court relating to securities laws or by a security regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for that proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation Objectives

The objectives of our executive compensation program are:

- to attract qualified and experienced management;
- to motivate executives to remain with the Company;
- to focus performance by linking incentive compensation to the achievement of our business objectives and financial results;
- to align executive compensation with Shareholders' interests; and
- to make sure our compensation is competitive with companies in similar industries at similar stages of development but is also financially affordable for the Company.

Our executive compensation program is designed to encourage and reward leadership and a high level of performance critical to our success and increased shareholder value. Our compensation program is also designed to make sure that the overall level of compensation is commensurate with overall performance so that key members of the management team will stay with us.

Elements of Compensation

Our executive compensation program has three principal components: base salary, a performance-based bonus incentive and stock options.

Base Salary

A base salary is fixed amount of money that compensates an executive officer for fulfilling his or her roles and responsibilities. Base salaries assist us in attracting and keeping highly qualified executives. We review base salaries each year to make sure they reflect each executive's performance and experience and motivate the executive officer to remain with the Company. We did not increase base salaries paid to our executive officers during the most recently completed financial year.

Incentive Bonuses

Incentive bonuses, in the form of cash payments, are designed to add a variable component of compensation for executive officers based on corporate and individual performances during the last year. Executive Officer bonuses for 2014 were paid or accrued. See Summary Compensation Table.

Option-based Awards

The granting of stock options under our stock option plan is also a variable component of compensation that gives executive officers and directors the opportunity to have an ownership interest in the Company. Stock options align the interests of executive officers and directors with those of shareholders by tying compensation to share performance. Options provide compensation to our officers and directors without the Company using cash from its treasury. The vesting of stock options over time is designed to retain our officers and directors with the Company. Stock options are granted at the discretion of the Board to our directors and executive officers according to stock exchange policies and other regulation. The number of stock options allocated to executive officers is based on his or her position and his or her potential to have the greatest impact on the Company's performance. The Board takes into account the number of options, if any, already granted to the executive officer or director. No stock options were granted to the Company's executive officers during the most recently completed financial year.

The details of the Company's stock option plan are described below under "Securities Authorized For Issuance Under Equity Compensation Plans".

Compensation Process

The Board is responsible for setting the compensation for the Chief Executive Officer, the Chief Financial Officer, our directors and senior management. The Board relies on the recommendations made by the Compensation Committee and each Board member's business acumen and is not bound by rigid guidelines, formulas or short-term changes in the share price when deciding the amount and mix of elements of compensation for each executive officer. Key factors the Board considers when assessing and setting compensation include the nature and scope of the executive officers' responsibilities, their level or expertise, and how effective the officers are in leading the Company to increase productivity, growth and shareholder value.

The Board's judgment and decisions about specific elements of fiscal 2014 compensation for individual executive officers were based primarily on an assessment of each executive officer's level of responsibility and his or her overall performance and current salary. The Board also took into account each officer's potential to contribute to our success and, more importantly, whether each particular payment or award provides an appropriate incentive and reward for a performance that will sustain and enhance long-term shareholder value.

The Board has not formally considered the implications of the risks, if any, associated with the Company's compensation policies and practices.

The Company has not adopted a policy forbidding directors or officers from buying financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by directors or officers. We are not aware of any directors or officers having entered into this type of transaction.

Compensation Governance

The Company has a Compensation Committee, which periodically reviews and negotiates compensation arrangements for our directors and executive officers, including, among other things, base salaries of executive officers and the granting of stock options to our executive officers and directors under our stock option plan. The Compensation Committee makes recommendations to the Board regarding all elements of compensation to directors and executive officers.

The Compensation Committee has not adopted formal policies and practices to set the compensation of our directors and executive officers. The Compensation Committee may rely solely on discussion between our directors and management, without any formal objectives, criteria or analysis, other than those described in this Compensation Discussion & Analysis. Each Compensation Committee member will make decisions about compensation based on his or her personal experience and knowledge about compensation practices in the industry and more generally, compensation paid to executives and directors in similar positions.

COMPENSATION OF EXECUTIVE OFFICERS

In this section “**Named Executive Officer**” means our chief executive officer (the “**CEO**”), our chief financial officer (the “**CFO**”) and each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation exceeds \$150,000 as well as any additional individuals for whom disclosure would have been given except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end.

Christopher Robertson, our current CEO and Michele Rebiere, our current CFO, are the “**Named Executive Officers**” of the Company for Company’s financial year ended December 31, 2014. There are no other executive officers of the Company whose total compensation exceeded \$150,000 in the financial year ended December 31, 2014. The compensation paid to the Named Executive Officers during our three most recently completed financial years is set out below:

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Share-based awards ⁽¹⁾ (\$)	Option-based awards ⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value ⁽¹⁾ (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Christopher Robertson CEO	2014	\$250,000	N/A	\$59,000	Nil	Nil	N/A	Nil	\$309,000
	2013	\$200,000	N/A	Nil	Nil	Nil	N/A	\$40,000	\$240,000
	2012	\$200,000	N/A	Nil	Nil	Nil	N/A	Nil	\$200,000
Michele Rebiere CFO	2014	\$200,000	N/A	\$44,250	Nil	Nil	N/A	Nil	\$244,250
	2013	\$150,000	N/A	Nil	Nil	Nil	N/A	\$30,000	\$180,000
	2012	\$150,000	N/A	Nil	Nil	Nil	N/A	Nil	\$150,000
Geordie Munro ⁽³⁾ Former Vice President	2014	N/A	N/A	Nil	Nil	Nil	N/A	\$122,307	\$122,307
	2013	\$150,000	N/A	Nil	Nil	Nil	N/A	Nil	\$150,000
	2012	\$150,000	N/A	Nil	Nil	Nil	N/A	Nil	\$150,000

(1) We do not have a share-based awards program or a pension plan.

(2) The value of option-based awards was calculated using the Black-Scholes option pricing model. The Black-Scholes option pricing model is a commonly used mathematical valuation model that ascribes a value to a stock option based on a number of factors, including the exercise price of the option, the price of the underlying security on the date the option was granted, and assumptions about the volatility of the underlying security’s price, the expected life of the option, forfeitures, dividend yield and the risk-free rate of return. The assumptions used in the pricing model are highly subjective and can materially affect the estimated fair value and do not correspond to the actual value that will be recognized by the Named Executive Officers. Calculating the value of stock options using this methodology is very different from a simple “in-the-money” value calculation. In fact, stock options that are well out-of-the-money can still have a significant estimated “grant date fair value” based on a Black-Scholes valuation, especially where, as in the case of the Company, the price of the share underlying the option is highly volatile. Whether, and to what extent, a Named Executive Officer realizes value will depend on the Company’s actual operating performance, stock price fluctuations and the Named Executive Officer’s continued employment. Caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The same caution applies to the total compensation amounts in the above table, which are based, in part, on the grant date fair value amounts. The value of the in-the-money options held by each Named Executive Officer (based on share price less option exercise price) is contained in “Outstanding Option-Based Awards” table below.

(3) Mr. Munro served as Vice President until October 21, 2013.

Incentive Plan Awards

Information about the Company's stock option plan is contained below under "Securities Authorized For Issuance Under Equity Compensation Plans".

The Company does not have a long-term incentive plan for payment of cash or non-cash compensation intended to serve as an incentive for performance over a period greater than one financial year (whereby performance is measured by reference to financial performance or the price of our securities) was paid to the Named Executive Officers during the most recently completed financial year.

Outstanding Share-Based Awards and Option-Based Awards

The following table contains information about all share-based and option-based awards outstanding as of December 31, 2014, to each of the Named Executive Officers. Under our stock option plan, any options granted after April 9, 2014 will vest according to the schedule described under "Securities Authorized For Issuance Under Equity Compensation Plans". We do not have a share-based awards program.

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Christopher Robertson	40,000	\$1.00	June 19, 2019	Nil	Nil	N/A
	25,000	\$3.50	March 15, 2015	Nil	Nil	N/A
Michele Rebiere	30,000	\$1.00	June 19, 2019	Nil	Nil	N/A
	10,000	\$3.50	March 15, 2015	Nil	Nil	N/A

- (1) "In-the-Money Options" are those where the market value of the Common Shares as of December 31, 2014 exceeds the option's exercise price. The closing market price of the Common Shares as of December 31, 2014 was \$0.75.

Incentive Plan Awards – Value Vested or Earned During the Year

An "incentive plan" is any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period. An "incentive plan award" means compensation awarded, earned, paid or payable under an incentive plan. The value vested or earned during the financial year ended December 31, 2014 of incentive plan awards granted to Named Executive Officers is as follows.

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
(a)	(b)	(c)	(d)
Christopher Robertson	Nil	N/A	Nil
Michele Rebiere	Nil	N/A	Nil

- (1) This amount is based on the difference between the market value of the shares underlying the options as at December 31, 2014, which was \$0.75, and the exercise price of the option
- (2) We do not have a share-based awards program.

Pension Plan Benefits

We do not have any pension arrangements in place for the Named Executive Officers.

Termination of Employment and Change of Control Benefits

Under an employment agreement dated April 2, 2010 between Viridis Energy Inc., and Christopher Robertson, the President and Chief Executive Officer of Cypress, Mr. Robertson receives an annual salary of \$250,000, a monthly car allowance of up to \$1,000, and is eligible for a bonus of 20% of his annual salary, payable at the discretion of our directors. Mr. Robertson is entitled to four weeks' vacation each year. If Mr. Robertson is dismissed without cause, or if there is a change of control of the Company, he is entitled to 24 months' severance.

Assuming a triggering event took place on the last business day of the most recently completed financial year, Mr. Robertson would have received \$500,000 in estimated compensation on termination by the Company without cause or if there is a change of control of the Company.

Under an employment agreement dated April 2, 2010 between Viridis and Michele Rebiere, formerly Executive Vice-President of Cypress and now the Chief Financial Officer of Viridis, Ms. Rebiere receives an annual salary of \$200,000, a monthly car allowance of up to \$750 and is eligible for a bonus of 20% of her annual salary, payable at the discretion of our directors. Ms. Rebiere is entitled to four weeks' vacation each year. If Ms. Rebiere is dismissed without cause, she is entitled to 12 months' severance.

Assuming a triggering event took place on the last business day of the most recently completed financial year, Ms. Rebiere would have received \$200,000 in estimated compensation on termination by the Company without cause or if there is a change of control of the Company.

Except as described under "Management Contracts", there are no other employment contracts between the Company and the Named Executive Officers.

Other than as described above, we have no other compensatory plans, contracts or arrangements that provide for payment to any Named Executive Officer at, following or in connection with:

- (a) the resignation, retirement or any other termination of employment of the Named Executive Officer's employment with the Company;
- (b) a change of control of the Company; or
- (c) a change of the Named Executive Officer's responsibilities following a change in control.

COMPENSATION OF DIRECTORS

We have five directors, two of whom are also Named Executive Officers. For a description of the compensation paid during our most recently completed financial year to our directors who are also current and former Named Executive Officers, see "Summary Compensation Table".

Other than as disclosed elsewhere in this Information Circular, none of our directors who is not a Named Executive Officer has received, during the most recently completed financial year, compensation under:

- (a) any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments;
- (b) any other arrangement, in addition to, or instead of, any standard arrangement, for the compensation of directors in their capacity as directors except for the granting of stock options; or
- (c) any arrangement for the compensation of directors for services as consultants or experts.

We may grant incentive stock options to our directors from time to time under the Company's stock option plan and according to the policies of the TSX Venture Exchange (the "TSX-V").

The compensation paid to the directors, other than the current or former Named Executive Officers, during the Company's most recently completed financial year is as set out below:

Name	Fees earned (\$)	Share-based awards ⁽¹⁾ (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value ⁽¹⁾ (\$)	All other compensation (\$)	Total Compensation (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Robert M. Aaron	\$16,554 ₍₂₎	N/A	Nil	Nil	N/A	Nil	\$16,554
Noah Schankler	Nil	N/A	Nil	Nil	N/A	Nil	Nil
Joseph Zappulla	\$133,226 ₍₃₎	N/A	Nil	Nil	N/A	Nil	\$133,226

- (1) We do not have a share-based awards program or a pension plan.
- (2) Fees paid to Gilwern Investments LLC, a company controlled by Robert M. Aaron.
- (3) Fees paid to Grannus Financial Advisor, a company controlled by Joseph Zappulla, for investor relations consulting.

Outstanding Share-Based Awards and Option-Based Awards

Information about our stock option plan is contained under "Securities Authorized For Issuance Under Equity Compensation Plans".

We do not have a long-term incentive plan for the payment of cash or non-cash compensation intended to serve as an incentive for performance over a period greater than one financial year (whereby performance is measured by reference to financial performance or the price of the Common Shares) was paid to directors during the most recently completed financial year.

Outstanding Share-Based Awards and Option-Based Awards

Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)
Joseph Zappulla	20,000	\$1.80	June 19, 2019	Nil	Nil	N/A

- (1) "In-the-Money Options" are those where the market value of the Common Shares as of December 31, 2014 exceeds the option's exercise price. The closing market price of the Common Shares as of December 31, 2014 was \$0.75.

Incentive Plan Awards – Value Vested or Earned during the Year

The value vested or earned during the financial year ended December 31, 2014 of incentive plan awards granted to directors who are not Named Executive Officers was as follows:

Name	Option-based awards – Value vested during the year (\$)	Share-based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
(a)	(b)	(c)	(d)
Joseph Zappulla	Nil	N/A	Nil

CORPORATE GOVERNANCE

General

National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires issuers to disclose the corporate governance practices that they have adopted according to guidance provided in National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”).

The Board believes that good corporate governance improves corporate performance and benefits all Shareholders. The Canadian Securities Administrators (the “**CSA**”) have adopted NP 58-201, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers. The CSA have also implemented NI 58-101, which prescribes certain disclosure by reporting issuers of its corporate governance practices. This section sets out our approach to corporate governance and discusses our compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “**material relationship**” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. Individuals considered to have a material relationship with us include individuals who are, or have been, our employees or executive officers within the last three years, as well as their immediate family members.

The current independent members of the Board are Noah Schankler and Joseph Zappulla. The current non-independent directors of the Company are our CEO, Christopher Robertson and our Chairman, Robert Aaron and CFO, Michele Rebiere.

The Board has independent supervision over management by choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are able to meet at any time without any the non-independent directors being present. Further supervision is performed through the Audit Committee who may meet with our auditors without management being present.

Directorships

To the best of our knowledge, none of our directors are directors of any other reporting issuers.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on our business activities and on director responsibilities.

Board meetings may also include presentations by our management and consultants to give the directors additional insight into our business. Our management also makes itself available to discussions with all Board members.

Ethical Business Conduct

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

Nomination of Directors

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

The Board is responsible for finding suitable candidates to become directors and to extend invitations to such candidates on terms and conditions to be negotiated with their discretion.

Compensation

For information about our policies and practices related to the compensation of our executive officers and directors, see "Statement of Executive Compensation – Compensation Discussion and Analysis".

Board Committees

We have four committees in all.

The Audit Committee provides an open avenue of communication between management, the independent auditors and the Board and to assist the Board in its oversight of:

- (a) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- (b) the Company's compliance with legal and regulatory requirements related to financial reporting; and
- (c) the independence and performance of our independent auditors.

The Audit Committee also performs any other activities consistent with the Audit Committee Charter, the Company's Articles and governing laws as the Audit Committee or Board thinks is necessary or appropriate. Christopher Robertson, Noah Schankler (Chairman) and Joseph Zappulla are the current members of the Audit Committee. For further discussion of the Audit Committee, see "Audit Committee and Relationship with Auditor."

The Compensation Committee provides a review of compensation arrangements (including, among other things, the granting of stock options under the Company's stock option plan) for our directors, officers, consultants and employees. Joe Zappulla (Chairman), Noah Schankler and Robert Aaron are the current members of the Compensation Committee. For further discussion of the proposed Compensation Committee, see "Statement of Executive Compensation – Compensation Discussion and Analysis" above.

The Corporate Governance Committee oversees, administers and carries out the corporate governance and all related disclosure obligations of the Company. The Corporate Governance Committee consists of Noah Schankler and Robert Aaron.

The Management Committee is established to manage and conduct business as designated by the Board of Directors. Robert Aaron, Christopher Robertson and Michele Rebiere are members.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and committees. Once the Corporate Governance Committee is formed, it will assume these functions.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan that we have in place is our stock option plan. Information about our stock option plan is provided immediately after the table below.

The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as of the end of our 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	267,500	\$2.03	330,488
Equity compensation plans not approved by securityholders	None	N/A	N/A
Total	267,500	\$2.03	330,488

The purpose of the Plan is to give our directors, officers and key employees and certain other persons who provide services to us and our subsidiaries with an opportunity to buy Common Shares and benefit from any appreciation in the value of our Common Shares. This will provide an increased incentive for these individuals to contribute to our future success and prosperity, thus enhancing the value of the Common Shares for the benefit of all the Shareholders and increasing the ability of the Company and our subsidiaries to attract and keep skilled and motivated individuals in the service of the Company.

The Plan sets a maximum of 597,988 Common Shares, as allowed by the policies of the TSX-V. Options to purchase a total 267,500 Common Shares are outstanding as of December 31, 2014, which leaves 330,488 Common Shares available for the future grant of options under the Plan.

The Plan requires that the option price cannot be less than the exercise price allowed by the TSX-V. The current TSX-V policies state that the option price must not be less than the closing price of the Common Shares on the day before the date of grant, less the applicable discount allowed by TSX-V policies. Any amendment to the Plan requires the approval of the TSX-V and may require Shareholder approval.

The material terms of the Plan are as follows:

1. The term of any options granted under the Plan will be fixed by the Board at the time the options are granted, as long as options cannot exceed a term of 10 years.
2. The exercise price of any options granted under the Plan will be decided by the Board, in its sole discretion, but must not be less than the closing price of the Common Shares the day on which the directors grant the options, less any discount allowed by the TSX-V to a minimum of \$0.10 per share.
3. In addition to vesting as required by TSX-V policies, options granted after April 9, 2014 (the date of the most recent amendment to the Plan prior to the financial year ended December 31, 2014) will be subject to vesting requirements according to the following schedule:

- (a) one-third (1/3) of the total number of Common Shares issuable upon exercise of the option vest on the date of grant;
- (b) an additional one-third (1/3) of the total number of Common Shares issuable upon exercise of the option vest on the date that is one year after the date of grant; and
- (c) the final one-third (1/3) of the total number of Common Shares issuable upon exercise of the option vest on the date that is two years after the date of grant,

The Board may, in its sole discretion, decide at the time the option is granted that no vesting schedule or restrictions will apply to the exercise of that option, and that the option holder will be exempt from the vesting schedule. A four-month hold period will apply however to all shares issued on exercise of each option, commencing from the date of grant. As per TSX-V requirements, options issued to consultants performing investor relations activities must vest in stages over a period of 12 months, with no more than 25% of the options vesting in any 3-month period.

- 4. All options are non-assignable and non-transferable.
- 5. No more than (i) 5% of the outstanding Common Shares may be granted to any one individual in any 12-month period; and (ii) 2% of the outstanding Common Shares may be granted to a consultant, or an employee performing investor relations activities, in any 12-month period.
- 6. If the option holder ceases to be a director of the Company or ceases to be employed by the Company (other than by reason of death or disability), as the case may be, then the option granted will expire on no later than the 90th day following the date that the option holder ceases to be a director or ceases to be employed by the Company, subject to the terms and conditions set out in the Plan. If the option holder is engaged in investor relations activities the options must expire within 30 days after the option holder ceases to be employed by the Company to provide investor relations activities, as required by TSX-V policies.
- 7. Disinterested Shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) any grant of options to insiders, within a 12-month period, exceeding 10% of the issued Common Shares; and (iii) any grant of options to any one individual, within a 12-month period, exceeding 5% of the outstanding Common Shares.
- 8. Options will be reclassified if there is any consolidation, subdivision, conversion or exchange of our Common Shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer or employee of the Company was indebted to us as of the date hereof or at any time during our most recently completed financial year.

None of the proposed nominees for election as a director of the Company, or any associate of any director, executive officer or proposed nominee, was indebted to us as of the date hereof or at any time during our most recently completed financial year.

We have not given any guarantees, support agreements, letters of credit or other similar arrangements or understandings for any indebtedness of any of our directors, executive officers, proposed nominees for election as a director, or associates of any of the foregoing individuals as of the date of this Information Circular or at any time during our most recently completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An “**informed person**” means: (a) a director or executive officer of the Company; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both carrying more than 10% of the voting rights other than

voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself, if and for so long as we have bought, redeemed or otherwise acquired any of our Common Shares.

Other than as disclosed herein, during our most recently completed financial year no informed person of the Company, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect the Company or any of our subsidiaries.

In 2013 we completed a private placement with Cornwall Investments LLC ("**Cornwall**") of 50,000,000 units at a price of \$0.10 per unit generating proceeds of \$5,000,000 (the "**2013 Private Placement**"). Each unit consisted of one Common Share and one-half of one non-transferable share purchase warrant. Each warrant entitled Cornwall to purchase additional one Common Share at any time within five years following the date of issuance of the warrant, subject to certain conditions, at an exercise price of \$0.15 per share during the first twelve-month period, \$0.20 per share during the second twelve-month period, \$0.25 per share during the third twelve-month period, \$0.30 per share during the fourth twelve-month period, and \$0.35 per share during the fifth and final twelve-month period. If the average trading price of the Common Shares is \$1.00 or greater for a period of 30 consecutive days, we can accelerate the expiry period of the warrants by providing written notice of such acceleration by way of news release, such that the exercise period of the warrants will expire on the day that is 30 days after the date of such news release.

On March 31, 2014, Cornwall exercised all 25,000,000 of the share purchase warrants that were issued in the 2013 Private Placement, at a price of \$0.15 per Common Share, generating \$3,750,000 for the Company. The Common Shares purchased by Cornwall through the warrant exercise increased its holdings of the Company's common stock to 104,488,376 Common Shares or 75.5% of the current 138,451,883 Common Shares outstanding.

We used the proceeds from the Royal Bank of Canada 6% term loan secured in February 2014 to repay the \$3.3 million loan owed by our Okanagan Pellet Company Inc. (subsidiary) to Cornwall prior to the target repayment date in October 2014. As a result, 847,000 Common Shares previously held in escrow for possible future release to Cornwall as a condition of the loan were released from escrow and cancelled.

On March 12, 2015 (subsequent to the completion of our most recently completed financial year but prior to the date hereof), the Company's wholly owned subsidiary, Scotia Atlantic Biomass Company Ltd. ("**Scotia Atlantic**"), received a working capital loan of \$2.0-million from Cornwall, which will be used to procure Nova Scotia wood fibre for the production of its industrial pellets. The loan is secured by inventory in the form of a demand note with interest calculated daily and compounded monthly at the rate of 10 per cent. In addition to the fibre inventory loan, Cornwall also holds a \$3.1-million mortgage (including accrued interest) at 9 per cent with Scotia Atlantic and a general security agreement and first charge on all property, plant and equipment.

In the fourth quarter of 2014, Cornwall also provided the Company a \$2.5-million line of credit for working capital purposes.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in our Information Circular certain information about the constitution of our audit committee (the "**Audit Committee**") and the Company's relationship with our independent auditors, as set forth below.

Composition

The current members of the Audit Committee are Christopher Robertson, Noah Schankler and Joseph Zappulla. All of the members of the Audit Committee are considered to be financially literate within the

meaning of NI 52-110. Noah Schankler and Joseph Zappulla are “independent”, as that term is defined in NI 52-110, Christopher Robertson is not, by virtue of his position as a senior officer of the Company.

Charter

We have adopted a charter (the “**Charter**”) of the Audit Committee of the Board, which is attached as Schedule “A” to this Information Circular.

Relevant Education and Experience

We have determined that all current members of the Audit Committee have an understanding of the accounting principles we use to prepare our financial statements and in connection with the accounting for estimates, accruals and reserves and of internal controls and procedures used for financial reporting.

Audit Committee Oversight

At no time since the beginning of our most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter.

Reliance on Certain Exemptions

Since the commencement of our most recently completed financial year end, the Audit Committee pre-approved all non-audit services provided by our external auditor.

We are relying upon the exemption from the composition requirements of our Audit Committee and the reporting obligations found in section 6.1 of NI 52-110.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided to us by MNP LLP, Chartered Accountants, to ensure auditor independence. Fees incurred for audit and non-audit services in the last two financial years for audit fees are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended December 31, 2014	Fees Paid to Auditor in Year Ended December 31, 2013
Audit Fees ⁽¹⁾	\$98,000	\$113,738
Audit-Related Fees ⁽²⁾	\$12,000	Nil
Tax Fees ⁽³⁾	\$12,862	\$10,170
All Other Fees ⁽⁴⁾	\$Nil	\$2,831
Total	\$122,862	\$126,739

(1) “**Audit Fees**” include fees necessary to perform the annual audit of our consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) “**Audit-Related Fees**” include services that are traditionally performed by our auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation. During the most recent financial year, no audit-related fees were incurred.

(3) “**Tax Fees**” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

- (4) “**All Other Fees**” include all other non-audit services. During the most recent financial year, no fees were incurred in relation to non-audit services.

APPOINTMENT OF AUDITOR

Management recommends that Shareholders vote to re-appoint MNP LLP Chartered Accountants, of Suite 2300 – 1055 Dunsmuir Street, Vancouver, British Columbia, V7X 1J1, as our auditor and to authorize the directors to fix their remuneration. Cinnamon Jang Willoughby & Company, Chartered Accountants, predecessors to MNP LLP, were first appointed as auditors of the Company on October 1, 2003.

Unless otherwise instructed, proxies we receive will be voted for the re-appointment of MNP LLP as our auditor to hold office for the ensuing year at a remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

Other than as set out above in this Information Circular are no other management functions of the Company or any of our subsidiaries which are to any large degree performed other than by the directors or executive officers of the Company or our subsidiaries

PARTICULARS OF MATTERS TO BE ACTED UPON

Other Matters

As of the date of this Information Circular, management knows of no other matters to be acted upon at the Meeting. But if any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited by this Information Circular will be voted on such matters according to the best judgment of the persons voting the Common Shares represented by the Proxy.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR website at www.sedar.com.

Financial information on the Company is contained in our consolidated financial statements and management's discussion and analysis of the most recently completed financial year ended December 31, 2014. You may obtain copies of our financial statements and management's discussion and analysis by contacting Mr. Frank Seminara at Suite 520 – 700 West Pender Street, Vancouver, BC, V6C 1G8, Tel: 604 669 7831.

DIRECTORS' APPROVAL

The Board has approved the contents of this management Information Circular and its distribution to each Shareholder entitled to receive notice of the Meeting.

Dated at Vancouver, British Columbia, this 17th day of July, 2015.

APPROVED BY THE BOARD OF DIRECTORS

“Robert M. Aaron”

Robert M. Aaron, Chairman

SCHEDULE "A"

VIRIDIS ENERGY INC. (the "Company")

AUDIT COMMITTEE CHARTER

Purpose of the Committee

The purpose of the Audit Committee (the "Committee") of the Board of the Company is to provide an open avenue of communication between management, the Company's independent auditors and the Board and to assist the Board in its oversight of:

- (a) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices;
- (b) the Company's compliance with legal and regulatory requirements related to financial reporting; and
- (c) the independence and performance of the Company's independent auditors.

The Committee shall also perform any other activities consistent with this Charter, the Company's Articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chair from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("GAAP") and for international financial reporting standards ("IFRS"), as is required. Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditors' responsibility is to audit the Company's financial statements and provide their opinion, based on their audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with GAAP and/or IFRS, as required.

The Committee is responsible for recommending to the Board the independent auditors to be nominated for the purpose of auditing the Company's financial statements, preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditors. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditors. The independent auditors shall report directly to the Committee.

Authority and Responsibilities

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.

2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the independent auditors the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditors the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditors' judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditors without the presence of management.
8. Review with management and the independent auditors significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditors.
10. Monitor the independence of the independent auditors by reviewing all relationships between the independent auditors and the Company and all non-audit work performed for the Company by the independent auditors.
11. Establish and review the Company's procedures for the:
 - (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (Canada) and the Articles of the Company.