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Notice of Meeting and
Management Information Circular
for the
Annual General Meeting of Shareholders
Of

CANNABIS TECHNOLOGIES INC.

(formerly Meridex Software Corporation)

Meeting date: Tuesday, September 16, 2014

Time: 10:00am (PST)

CANNABIS TECHNOLOGIES INC.

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the "Meeting") of the shareholders of **CANNABIS TECHNOLOGIES INC. (formerly Meridex Software Corporation)** (the "Company") will be held at **10:00 A.M. (Pacific Time), on Tuesday, September 16, 2014**, at Suite 350 – 409 Granville Street, Vancouver, British Columbia for the following purposes:

1. To receive the audited consolidated financial statements of the Company, together with the auditor's report thereon, for the year ended June 30, 2013;
2. To determine the number of Directors at three;
3. To elect two Directors and fix their terms of office;
3. To appoint the auditors for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the auditors;
4. To consider and, if thought fit, to pass an ordinary resolution re-adopting and re-approving the current 10% rolling stock option plan for the Company; and
5. To transact such further or other business as may properly come before the Meeting and any adjournments thereof.

Accompany this Notice of Meeting are the Company's Management Information Circular and form of Proxy. The accompany Management Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

Only shareholders of record at the close of business on August 8, 2014 will be entitled to receive notice of, and to vote at, the Meeting or any adjournment thereof. Shareholders who are unable to or who do not wish to attend the Meeting in person are requested to read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. ("**Computershare**"). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1, by 10:00 a.m. (Vancouver, British Columbia time) on September 12, 2014 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy.

DATED this 8th day of August, 2014.

BY THE ORDER OF THE BOARD
"Craig Schneider"

CRAIG SCHNEIDER
President

CANNABIS TECHNOLOGIES INC.

MANAGEMENT INFORMATION CIRCULAR

for the Annual General Meeting of Shareholders

(to be held September 16, 2014)

(containing information as at August 8th, 2014, unless otherwise indicated.)

SOLICITATION OF PROXIES

This management information circular (the "Circular") is furnished in connection with the solicitation of proxies by the management of **Cannabis Technologies Inc.** (the "Company") for use at the annual general meeting (the "Meeting") of the Company to be held at Suite 350 – 409 Granville Street, Vancouver, British Columbia, at 10:00 a.m. (Pacific Time), on Tuesday, September 16, 2013, or any adjournments thereof, for the purposes set forth in the accompanying Notice of Meeting. The Company will bear the cost of this solicitation.

RECORD DATE

The directors of the Company have set the close of business on August 8, 2014 as the record date (the "Record Date") for determining which shareholders shall be entitled to receive notice of and to vote at the Meeting. Only shareholders of record as of the Record Date shall be entitled to receive notice of and to vote at the Meeting, unless after the Record Date a shareholder transfers his or her common shares and the transferee (the "Transferee"), upon establishing that the Transferee owns such common shares, requests in writing, at least 10 days prior to the Meeting or any adjournments thereof, that the Transferee may have his or her name included on the list of shareholders entitled to vote at the Meeting, in which case, the Transferee is entitled to vote such shares at the Meeting. Such written request by the Transferee shall be sent to the Company's corporate secretary at the following address: Suite 350-409 Granville Street, Vancouver British Columbia, V6C 1T2.

APPOINTMENT AND REVOCATION OF PROXIES

The enclosed Proxy is solicited by and on behalf of management of the Company. The persons named in the enclosed Proxy form are management-designated proxyholders. A registered shareholder desiring to appoint some other person (who need not be a shareholder) to represent the shareholder at the Meeting may do so either by inserting such other person's name in the blank space provided in the Proxy form or by completing another form of proxy. The completed Proxy should be delivered to Computershare Investor Services Inc. ("**Computershare**") by 10:00 a.m. (local time in Vancouver, British Columbia) on September 12, 2014, or before 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used or may be accepted by the chairman of the Meeting prior to the commencement of the Meeting. Solicitation will be primarily by mail, but some proxies may be solicited personally or by telephone by regular employees or directors of the Company at a nominal cost. The cost of solicitation by management of the Company will be borne by the Company.

Revocation of Proxies

A registered shareholder who has given a Proxy may revoke it by an instrument in writing that is

- (a) received at the registered office of the Company (Suite 350 – 409 Granville Street, Vancouver British Columbia, V6C 1T2) at any time up to and including the last business day before the day set for the holding of the meeting at which the proxy is to be used, or
- (b) provided to the chair of the meeting, at the meeting of shareholders, before any vote in respect of which the proxy is to be used shall have been taken.

or in any other manner provided by law.

Non-Registered Holders who wish to revoke a voting instruction form or a waiver of the right to receive proxy-related materials should contact their Intermediaries for instructions.

ADVICE TO BENEFICIAL SHAREHOLDERS OF COMMON SHARES

Non-Registered Holders

Only registered holders of Common Shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting. In many cases, however, Common Shares beneficially owned by a holder (a "Non-Registered Holder") are registered either:

- (a) in the name of an Intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares. Intermediaries include banks, trust companies, securities dealers or brokers, and trustees or administrators of self-administered RRSPs, RRIFs, RESPs 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.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as "NOBOs". Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as "OBOs".

Pursuant to National Instrument 54-101 ("NI 54-101") of the Canadian Securities Administrators, the Company is distributing copies of proxy-related materials in connection with this Meeting (including this Circular) indirectly to Non-Registered Holders.

The Company is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of proxy-related materials in connection with the Meeting.

Intermediaries which receive the proxy-related materials are required to forward the proxy-related materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries often use service companies to forward the proxy-related materials to Non-Registered Holders.

The Company will not be paying for Intermediaries to deliver to OBOs (who have not otherwise waived their right to receive proxy-related materials) copies of the proxy-related materials and related documents. Accordingly, an OBO will not receive copies of the proxy-related materials and related documents unless the OBO's Intermediary assumes the costs of delivery.

Generally, Non-Registered Holders who have not waived the right to receive proxy-related materials (including OBOs who have made the necessary arrangements with their Intermediary for the payment of delivery and receipt of such proxy-related materials) will be sent a voting instruction form which must be completed, signed and returned by the Non-Registered Holder in accordance with the Intermediary's directions on the voting instruction form. In some cases, such Non-Registered Holders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. This form of proxy does not need to be signed by the Non-Registered Holder, but, to be used at the Meeting, needs to be properly completed and deposited with Computershare Investor Services Inc. as described under "Solicitation of Proxies".

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares that they beneficially own. Should a Non-Registered Holder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should insert the Non-Registered Holder's (or such other person's)

name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies, including instructions regarding when and where the voting instruction form or Proxy form is to be delivered.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

Common Shares represented by a shareholder's Proxy form will be voted or withheld from voting in accordance with the shareholder's instructions on any ballot that may be called for at the Meeting and, if the shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of any instructions, the proxy agent named on the Proxy form will cast the shareholder's votes in favour of the passage of the resolutions set forth herein and in the Notice of Meeting.**

The enclosed Proxy form confers discretionary authority upon the persons named therein with respect to (a) amendments or variations to matters identified in the Notice of Meeting and (b) other matters which may properly come before the Meeting or any adjournment thereof. At the time of printing of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

All references to shareholders in this Circular and the accompanying instrument of proxy and Notice of Meeting are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

APPROVAL OF RESOLUTIONS

The Company's articles provide that a quorum for the transaction of business at a meeting of shareholders is one person who is a shareholder, or who is otherwise permitted to vote shares of the Company at the Meeting, present in person or by proxy. A simple majority of the votes cast at the Meeting (in person or by proxy) is required in order to pass the resolutions referred to in the accompanying Notice of Meeting.

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

None of the directors or senior officers of the Company, no management nominee for election as a director of the Company, none of the persons who have been directors or senior officers of the Company since the commencement of the Company'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 other than as disclosed elsewhere herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the close of business on August 8, 2014, 40,849,285 Common shares without par value in the capital of the Company (each a "Share") were issued and outstanding, each such share carrying the right to one vote at the Meeting. There are no other classes of voting securities outstanding. Only those holders of record of Shares on August 8, 2014 are entitled to vote at the Meeting.

On a show of hands, each eligible voter will have one vote. On a poll, each eligible voter will have one vote for each Share represented.

As at August 8, 2014, to the knowledge of the directors and executive officers of Cannabis, as at the record date, other than CDS and Co. no person beneficially owns, directly or indirectly, or controls or directs.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Election of Directors

The term of office of each of the present directors expires at the Meeting. Management of the Company proposes to nominate the persons named below for election as directors of the Company at the Meeting. In accordance with the Articles of the Company, each director elected will hold office until the next annual general meeting of the members of the Company or until their successor is duly elected or appointed, unless such office is earlier vacated in accordance with the Articles or such director becomes disqualified to act as a director pursuant to the British Columbia *Business Corporations Act* ("BCBCA").

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

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

| Nominee | Principal Occupation | Position Held in Company | Director/Officer Since | Number of Shares Beneficially Owned |
|---|---|------------------------------------|------------------------|-------------------------------------|
| Craig Schneider ⁽¹⁾ British Columbia, Canada | President and Director of the Company, President and Director of Corex Gold Corporation | President, Chief Executive Officer | December 10, 2012 | 2,873,108 |
| Stephen Tong ⁽¹⁾ British Columbia Canada | Lawyer | Director | June 24, 2013 | Nil |

⁽¹⁾ Member of Audit Committee

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

No proposed nominees for election as a director of the Company is, or has been within 10 years before the date of this Information, Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that is, as at the date of this Circular, or has been, or acted in that capacity for a company that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (c) as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including Aurcana) 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

- (d) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (e) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (f) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

At the Meeting, the members will be called upon to re-appoint Morine & Co., Chartered Accountants ("Morine & Co."), of 312, 1959 –152 Street, White Rock, BC, as the auditors of the Company, to hold office until the next annual general meeting of the Company, at a remuneration to be fixed by the directors.

Except where authority to vote on the appointment of auditors is withheld, unless otherwise indicated, the named proxyholders will vote FOR the appointment of Morine & Co as auditors at remuneration to be fixed by the directors.

2014 Stock Option Plan Approval

The Company has a Rolling Stock Option Plan (the "Plan"), wherein a maximum of 10% of the issued and outstanding shares of the Company at the time an option is granted, less shares outstanding in the Plan, will be reserved for options to be granted at the discretion of the Company's board of directors to eligible optionees (the "Optionees"). This type of plan is called a "rolling" plan. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis. Furthermore, no more than 2% of the issued shares of the Company may be issued to any one Consultant and no more than 1% of the issued shares of the Company may be issued to all Employees or Consultants in aggregate conducting investor relations activities (as defined in the policies of the CNSX in a 12 month period).

Pursuant to the CNSX policies, the continuation of the Plan requires annual shareholder approval at the annual meeting of the Company by ordinary resolution. The Company is of the view that the Plan permits the Company to attract and maintain the services of executives, employees and other service providers with other companies in the industry.

A copy of the Plan will be available for inspection at the Meeting and the Plan will be made available at the registered offices of the Company at 350-409 Granville Street, Vancouver, British Columbia until the business day immediately preceding the date of the Meeting.

At the Meeting, shareholders will be asked to vote on the following resolution, with or without variation:

"Resolved, as an ordinary resolution that the Company's 10% rolling 2014 Stock Option Plan be approved, until the next annual general meeting of shareholders."

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this Circular, a Named Executive Officer ("NEO") of the Company means each of the following individuals:

- a) the Chief Executive Officer ("CEO") of the Company;
- b) the Chief Financial Officer ("CFO") of the Company;
- c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and
- d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the company, nor acting in a similar capacity, at the end of that financial year.

The Company's CEO is presently Craig Schneider, who was appointed December 10, 2012. Former CEO Darren Nichols was appointed on January 22, 2009 until Craig Schneider was appointed. Terese Gieselman was appointed CFO on June 27, 2011. Former CFO Adrian Stimpson served as CFO from October 28, 2008, until June 27, 2011.

As at June 30, 2013, the NEO's were Craig Schneider, President and CEO and Terese Gieselman, CFO.

Compensation and Discussion Analysis

The Company currently does not have a compensation committee. Executive compensation is considered by the members of the Board who review proposed compensation and determine if it is competitive with similar companies and whether it recognizes and rewards executive performance consistent with the success of the Company's business. The aim is to attract and retain capable and experienced people. It is the Company's philosophy to ensure that compensation goals and objectives, as applied to actual compensation paid to the Company's CEO and other executive officers, are aligned with the Company's overall business objectives and with shareholder interests.

In addition to industry comparables, the Board considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its shareholders, overall financial and operating performance of the Company and the assessment of each executive's individual performance and contribution toward meeting corporate objectives.

Option-based awards

The Company currently has in place a Stock Option Plan as described hereinabove for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Plan to purchase shares of the Company.

The Plan will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Company takes into account the number of options, if any, previously granted to each executive officer, and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Canadian National Stock Exchange ("CNSX"), and closely align the interests of the executive officers with the interests of shareholders.

| Name and Principal Position | Year | Salary (\$) | Share - based awards (\$) | Option based awards (\$) | Non-equity Incentive plan Compensation (\$) | | Pension Value (\$) | All other Compensation (\$) | Total Compensation (\$) |
|--------------------------------------|------|-------------|---------------------------|--------------------------|---|---------------------------|--------------------|-----------------------------|-------------------------|
| | | | | | Annual Incentive Plans | Long-term incentive plans | | | |
| Craig Schneider, CEO | 2013 | — | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| | 2012 | — | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| Darren Nichols <i>former CEO</i> | 2013 | 4,000 | Nil | Nil | Nil | Nil | Nil | Nil | 4,000 |
| | 2012 | 10,000 | Nil | Nil | Nil | Nil | Nil | Nil | 10,000 |
| | 2011 | 26,000 | Nil | Nil | Nil | Nil | Nil | Nil | 26,000 |
| Terese Gieselman CFO | 2013 | 12,934 | Nil | Nil | Nil | Nil | Nil | Nil | 12,934 |
| | 2012 | 12,810 | Nil | Nil | Nil | Nil | Nil | Nil | 12,810 |
| Adrian Stimpson <i>Former CFO</i> | 2011 | — | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

There were no outstanding share-based and option based awards as at June 30, 2013 including any grants to NEO in prior years.

Value Vested or Earned During The Year

There were no share-based or option based awards vested or to be vested as at June 30, 2013 for NEO's.

Director Compensation

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

The Company has a formalized stock option plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

No share-based payment or option based payments were made to any directors during the year ended June 30, 2013.

Outstanding Share-Based and Option-Based Awards

There were no outstanding share-based and option based awards as at June 30, 2013 including any grants to non-management directors in prior years.

Value Vested or Earned During the Year

There were no share-based or option based awards vested or to be vested as at June 30, 2013 for non-management directors.

Pension Plan Benefits

The Company has no pension plans that provide for payments or benefits to any NEO at, following or in connection with retirement. The Company also does not have any deferred compensation plans relating to any NEO.

Termination and Change of Control Benefits

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

There are no compensatory plans or arrangements between the Company and an NEO with respect to the resignation, retirement or other termination of employment of the NEO, a change of control of the Company or a change in the NEO's responsibilities following a change of control of the Company involving an amount, including all periodic payments or installments, exceeding \$100,000.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth as at the year ended June 30, 2013, the number of securities authorized for issuance under the Company's Plan which was approved by the shareholders of the Company's at the Company's last annual general meeting:

| Plan Category | Number of securities to be issued upon exercise of outstanding options | Weighted-average exercise price of outstanding options | Number of securities remaining available for future issuance under equity compensation plans ⁽¹⁾ |
|--|--|--|---|
| Equity compensation plans approved by security holders | — | — | 4,084,928 |
| Equity compensation plans not approved by security holders | — | — | — |
| Total | — | — | 4,084,928 |

(1) The maximum number of Shares issuable under the Plan is limited to 10% of the total number of Shares outstanding from time to time. The figures in this column are based upon 40,849,285 shares issued and outstanding as at August 8, 2014.

The Company's 2013 Plan approved by the Company's Shareholder on August 12, 2013 provides that the maximum number of options eligible for issuance under the Plan is equal to 10% of the number of common shares of the Company outstanding from time to time. As required by the policies of the CNSX this plan requires approval by the shareholders of the Company on an annual basis, which will be sought at the Meeting. Refer to "Particulars of Other Matters to be Acted Upon – Ratification of 2014 Stock Option Plan" for further details.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this Circular, no current or former director, executive officer or employee of the Company or any of its subsidiaries is indebted to the Company or any of its subsidiaries in relation to a purchase of securities or otherwise, or to another entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as described in this Circular, no informed person or proposed director of the Company, or any Associate or Affiliate of any informed person or proposed director, has or had a material interest, direct or indirect, in any transaction since July 1, 2012, or in any proposed transaction, which has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

No management functions of the Company or any of its subsidiaries are to any substantial degree performed other than by the directors or executive officers of the Company or its subsidiary.

INFORMATION ON CORPORATE GOVERNANCE

The following information of the Company's Corporate Governance Policy is given in accordance with Form 58-101F2 of National Instrument 58-101.

Board of Directors

The Board is currently composed of two directors and it is proposed that three directors will be nominated at the meeting.

Form 58-101F1 suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors under NI 52-110, which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Of the proposed nominees, (1) nominee, Craig Schneider, is considered "not independent" as he is the current President and CEO is an "inside" or management director. The remaining proposed director is considered by the Board to be "independent", within the meaning of NI 52-110. In assessing Form 58-101F1 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

Directorships

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

| Name of Director | Other Issuer |
|------------------|------------------------|
| Craig Schneider | Corex Gold Corporation |
| Stephen Tong | Nil |

Orientation and Continuing Education

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

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

Ethical Business Conduct

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

Nomination of Directors

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

Compensation

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

Other Board Committees

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

Assessments

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

AUDIT COMMITTEE

DISCLOSURE BY VENTURE ISSUERS

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

Audit Committee Charter

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

Composition of the Audit Committee

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

A member of the audit committee is considered financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The current members of the audit committee are Craig Schneider, Rob Dzisiak and Stephen Tong. All members of the audit committee are financially literate, and Mr. Dzisiak and Mr. Tong are independent.

Relevant Education and Experience

Craig Schneider holds a B.A from the University of British Columbia and has over 15 years, experience in the administration and financing of junior companies, and has held positions of director and member of audit committees for several years for various public reporting companies.

Stephen Tong has been a securities lawyer in Vancouver since 1999, and has served on the boards of numerous public and private companies in various industries.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Company's external auditors not been adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied of exemptions in relation to "*De Minimis Non-Audit Services*" or any exemption provided by Part 8 of Multilateral Instrument 52-110.

Pre-Approval Policies and Procedures

The Company has not adopted any specific policies in relation to the engagement of non-audit services.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

| Financial Year Ending | Audit Fees ¹ | Audit Related Fees ² | Tax Fees ³ | All Other Fees ⁴ |
|-----------------------|-------------------------|---------------------------------|-----------------------|-----------------------------|
| 2013 | \$15,000 | \$Nil | \$1,000 | \$Nil |
| 2012 | \$18,000 | \$Nil | \$2,000 | \$Nil |
| 2011 | \$18,000 | \$Nil | \$2,000 | \$Nil |

¹ The Audit Fees are fees billed by the Company's external auditor for services provided in auditing the annual financial statements.

² Audit Related Fees are fees billed for assurance and related services by the Company's external auditor that are reasonably related to the performance of the audit or review of the Company's financial statements.

³ Tax Fees are fees billed by the external auditor for tax compliance, tax advice and planning.

⁴ All Other Fees are fees billed by the external auditor for products and services not included in the categories described above.

Exemption for Venture Issuers

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

OTHER MATTERS

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available through the internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) which can be accessed at www.sedar.com. Comparative financial information on the Company for the year ended June 30, 2013, together with the auditors' report thereon and management discussion and analysis of the Company will be presented at the Meeting and which can also be accessed at www.sedar.com. Shareholders may request copies of the Company's financial statements and MD&A by contacting the Company at #350-409 Granville Street, Vancouver, British Columbia V6C 1T2.

APPROVAL OF INFORMATION CIRCULAR

The undersigned hereby certifies that the Board of Directors of the Company has approved this Circular. DATED at Vancouver, British Columbia, this 8day of August 2014.

BY ORDER OF THE BOARD OF DIRECTORS

"Craig Schneider"

President & CEO

SCHEDULE A
AUDIT COMMITTEE CHARTER

Cannabis Technologies Inc. (formerly Meridex Software Corporation)

(the "Company")

The audit committee is a committee of the board of directors to which the board elects its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

PART 1

Purpose:

The purpose of the Committee is to:

- a) review all periodic financial statements, monitor the Company's regulatory financial disclosure requirements, and make recommendations respecting financial reporting matters;
- b) assist the board of directors to discharge its responsibilities;
- c) provide an accountable avenue of communication between the board of directors and the external auditors;
- d) ensure the external auditor's independence;
- e) ensure the availability and transparency of financial reports; and
- f) ensure that all members of the Board have ready access to the external auditor to responsible members of management in financial reporting matters.

1.1 Definitions

Unless otherwise defined in this Charter, terms shall have the meanings set forth below:

"audit services" means the professional services rendered by the Company's external auditor for the audit and review of the Company's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.

"Board" means the board of directors of the Company.

"Charter" means this audit committee charter.

"Company" means Cannabis Technologies Inc. (formerly Meridex Software Corporation)

"Committee" means the audit committee established by the Board for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company.

"MD&A" has the meaning ascribed to it in National Instrument 51-102.

"Member" means a member of the Committee.

"National Instrument 51-102" means National Instrument 51-102 *Continuous Disclosure Obligations*.

"non-audit services" means services other than audit services.

PART 2

2.1 Audit Committee - The Board has hereby established this Charter to set forth the duties and responsibilities of the Committee.

2.2 Composition – The Committee shall be comprised of at least three financially literate directors, the majority of whom are not Officers, employees or Control Persons of the Issuer or any of its Associates or Affiliates (within the meanings given those capitalized terms in prevailing securities legislation). An individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements

2.3 Relationship with External Auditors – The Board will direct the external auditor to report directly to the Committee and the Members have the irrevocable authority to enforce this procedure

2.4 Committee Responsibilities

1. The Committee will be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting.

2. The Committee will be responsible for recommending to the Board:

- a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
- b) the compensation of the external auditor.

3. Without limitation, the Committee shall:

- a) review the audit plan with management and the external auditor;
- b) review with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting;
- c) question management and the external auditor regarding significant financial reporting issues occurring during the fiscal period under review and the method of resolution;
- d) review any difficulties experienced by the external auditor in performing the audit, including any restrictions imposed by management, or significant accounting issues on which there was disagreement with management;
- e) review the Company's financial statements, MD&A and annual and interim profit or loss press releases before the Company publicly discloses this information;
- f) discuss with management any significant variances between comparative reporting periods;
- g) establish and maintain appropriate procedures for:
 - i) the review of the Company's publicly disclosed financial information extracted or derived from the Company's financial statements, and periodically assess the adequacy of those procedures;
 - ii) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
 - iii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company.

4. The Committee shall approve all non-audit services to be provided to the Company or its subsidiary entities by the Company's external auditor in accordance with the Instrument.

5. When there is to be a change of auditor, the Committee will review all issues related to the change, including the information to be included in the notice of change of auditor called for under prevailing laws and policies, and the planned steps for an orderly transition.

6. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations.

PART 3

3.1 Authority

1. The Committee shall have the authority to:

- a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- b) set and pay the compensation for any advisors employed by the Committee; and
- c) communicate directly with the internal and external auditors.

PART 4

4.1 Procedure

1. Meetings of the Committee will be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.

2. Members will be afforded reasonable opportunities to privately meet with the external auditor, the internal auditor and members of senior management of the Company.

3. Minutes will be kept of all meetings of the Committee.

PART 5

5.1 Required Disclosure

1. Subject to subsection (2), if management of the Company solicits proxies from the security holders of the Company for the purpose of electing directors to its Board, the Committee shall ensure that the Company includes in its management information circular the disclosure required by Form 52-110F2 of the Instrument.