

THE CALDWELL PARTNERS INTERNATIONAL INC.

**NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS
TO BE HELD ON THURSDAY, MARCH 3, 2016**

AND

**MANAGEMENT INFORMATION CIRCULAR
DATED JANUARY 21, 2016**

✓ YOUR VOTE MATTERS.

Please take a moment to vote.
Your participation as a Shareholder is important to us.
This document tells you who can vote,
what you will be voting on and how to vote.

Meeting to be held at 4:00 p.m., Thursday, March 3, 2016
At the head office of
The Caldwell Partners International Inc.
6th Floor
165 Avenue Road
Toronto, Ontario

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual meeting (the “**Meeting**”) of the holders of common shares (“**Shareholders**”) of The Caldwell Partners International Inc. (the “**Corporation**”) will be held at 4:00 p.m. on Thursday, March 3, 2016 at the head office of the Corporation on the 6th Floor, 165 Avenue Road, Toronto for the following purposes:

1. to receive the annual report and the consolidated financial statements of the Corporation for the fiscal year ended August 31, 2015 and the report of the auditors thereon;
2. to elect the directors of the Corporation;
3. to appoint the Corporation’s auditors and to authorize the board of directors of the Corporation (the “**Board**”) to fix their remuneration;
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The specific details of the foregoing matters to be put before the Meeting, as well as further information with respect to voting by proxy, are set forth in the management information circular (the “**Circular**”), which accompanies, and is deemed to form a part of, this Notice of Meeting.

Shareholders of record as of the close of business on January 28, 2016 will be entitled to notice of and to vote on the matters to be put before the Meeting.

Registered Shareholders who are unable to attend the Meeting in person are requested to complete their proxies (a) by delivering the completed proxy using the pre-addressed envelope provided for this purpose; (b) over the internet by going to www.investorvote.com and following the instructions provided; (c) by telephone, by calling 1-866-732-VOTE (8683) (toll free within North America) or 312-588-4290 (International), by 4:00 p.m. on March 1, 2016, or if the Meeting is adjourned, not later than 48 hours (excluding weekends and holidays) prior to the time of such adjourned Meeting.

Non-Registered Shareholders who receive these materials through their brokers or intermediaries are requested to follow the instructions for voting provided by their brokers or intermediaries, which may include the completion and delivery of voting instruction forms.

Dated at Toronto, Ontario the 21st day of January, 2016

By Order of the Board of Directors

Per:



C. Christopher Beck, CPA
Corporate Secretary

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES BY MANAGEMENT

This Management Information Circular (the “Circular”) is furnished in connection with the solicitation by management of The Caldwell Partners International Inc. (the “Corporation”) of proxies to be used at the Corporation’s annual meeting of holders of common shares (“Shareholders”) of the Corporation to be held on Thursday, March 3, 2016 at the time and place and for the purposes set out in the accompanying Notice of Meeting.

The costs of solicitation of proxies for the Meeting will be borne by the Corporation.

Except as otherwise stated, the information contained herein is given as of January 21, 2016.

APPOINTMENT AND REVOCATION OF PROXIES

The person(s) named in the accompanying form of proxy are officers of the Corporation. A Shareholder has the right to appoint a person, who need not be a Shareholder, other than the person(s) designated in the accompanying form of proxy, to attend and act on behalf of the Shareholder at the Meeting or at any adjournment thereof. To exercise this right, a Shareholder may either insert such other person’s name in the blank space provided in the accompanying form of proxy or complete another appropriate form of proxy and, in either case, deliver the completed and executed form of proxy as provided below.

In the case of registered Shareholders, to be valid, a proxy must be dated and manually signed by the Shareholder or his/her attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney. The proxy, to be acted upon, must be deposited with the Corporation by mail, through its registrar and transfer agent, Computershare Investor Services Inc., at its office at 100 University Avenue 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department, by hand to the same address in Toronto, Ontario, or by internet at www.investorvote.com (in which case you will be prompted to enter your Control Number, which is located on the accompanying Form of Proxy), by 4:00 p.m. on March 1, 2016, or if the Meeting is adjourned, not later than 48 hours (excluding weekends and holidays) prior to the time of such adjourned Meeting.

A Shareholder who has given a proxy may revoke it by depositing an instrument in writing (including another proxy) executed by the Shareholder, or by the Shareholder’s attorney authorized in writing, at the office of the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., at the address set out above, at any time up to and including the last business day prior to the date of the Meeting or any adjournment thereof, or with the chair of the Meeting, on the day of the Meeting at any time before it is exercised on any particular matter or in any other manner permitted by law including attending the Meeting in person.

VOTING BY NON-REGISTERED SHAREHOLDERS

Only registered Shareholders of the Corporation or the persons they appoint as their proxies are permitted to vote at the Meeting. However, in many cases, common shares of the Corporation (“**Common Shares**”) are beneficially owned by a person (a “**Non-Registered Holder**”) and are registered either: (i) in the name of an intermediary (an “**Intermediary**”) with whom the Non-Registered Holder deals in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities

dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation will have distributed copies of the Notice of Meeting, this Circular and form of proxy (collectively, the “**meeting materials**”) to the Intermediaries for onward distribution to Non-Registered Holders.

Non-Registered Holders who have not waived the right to receive meeting materials will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit Non-Registered Holders to direct the voting of the shares they beneficially own. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

- (a) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the meeting materials, a voting instruction form. If the Non-Registered Holder does not wish to attend and vote at the meeting in person (or have another person attend and vote on the Holder’s behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form. If a Non-Registered Holder wishes to attend and vote at the meeting in person (or have another person attend and vote on the Holder’s behalf), the Non-Registered Holder must complete, sign and return the voting instruction form in accordance with the directions provided and a form of proxy giving the right to attend and vote will be forwarded to the Non-Registered Holder.
- (b) **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the meeting materials, a form of proxy that has already been signed by an Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. If the Non-Registered Holder does not wish to attend and vote at the meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must complete the form of proxy and deposit it with the Corporation’s registrar and transfer agent, Computershare Investor Services Inc., at its office at 100 University Avenue 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department or by internet pursuant to the instructions provided in the form of proxy, by 4:00 p.m. on March 1, 2016, or if the Meeting is adjourned, not later than 48 hours (excluding weekends and holidays) prior to the time of such adjourned Meeting. If a Non-Registered Holder wishes to attend and vote at the meeting in person (or have another person attend and vote on the Non-Registered Holder’s behalf), the Non-Registered Holder must insert the Non-Registered Holder’s (or such other person’s) name in the blank space provided.

Non-Registered Holders should follow the instructions on the forms they receive and contact their Intermediaries promptly if they need assistance.

EXERCISE OF DISCRETION BY PROXY HOLDER

If a Shareholder specifies a choice on the form of proxy with respect to any matter set out therein, the Common Shares will be voted accordingly on any vote or ballot that may be called for on such matters. **If a Shareholder does not so specify a choice, the Common Shares represented by proxy will be voted in favour of the matters to be voted on by Shareholders as described in this Circular.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to the resolutions, and with respect to any other matter which may properly come before the Meeting. As of the date of this Circular, management is not aware of any such amendment or variation proposed or likely to come before the Meeting. However, if any such amendment or variation

properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote on such other business in accordance with their judgment.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As at January 21, 2016, 20,129,555 Common Shares of the Corporation were issued and outstanding. Each holder of Common Shares shown as registered on January 28, 2016 is entitled to one vote per Common Share in respect of each matter to be voted upon at the Meeting.

To the knowledge of the directors and officers of the Corporation, the persons who beneficially own or exercise control or direction over voting securities carrying more than 10% of the voting rights attached to the Common Shares of the Corporation are as follows:

Name	Number of Common Shares	% of Outstanding Common Shares
C. Douglas Caldwell ⁽¹⁾	4,272,807	21.2%

⁽¹⁾ Held directly or through private corporations controlled by him.

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

No person who has been a director or executive officer of the Corporation at any time since the beginning of its last completed financial year, no proposed nominee for election as a director, and no associate of any of the foregoing persons has any material interest, direct or indirect, in any matter to be acted upon at the Meeting, except as disclosed in this Circular.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. ELECTION OF DIRECTORS

The Articles of the Corporation provide that the board of directors of the Corporation (the “**Board**”) shall consist of a minimum of one director and a maximum of ten directors (each a “**Director**”). The Board has determined that there will be five Directors and five nominees are proposed, as set out below.

Name and Municipality of Residence	Position(s) with the Corporation	Principal Occupation	Served as Director Since	Number of Common Shares Held ⁽¹⁾	Number of DSUs Held ⁽²⁾
Paul R. Daoust Boston, Massachusetts	Director Independent	Consultant & Corporate Director	2013	166,000	49,611
Richard D. Innes Toronto, Ontario	Director Independent	Consultant & Corporate Director	2009	100,000	44,868
G. Edmund King Toronto, Ontario	Director Independent	Corporate Director	2003	75,000	61,694
John N. Wallace Toronto, Ontario	Director, President and Chief Executive Officer	Director, President and Chief Executive Officer	2009	750,500	-
Kathryn A. Welsh Stouffville, Ontario	Director Independent	Consultant & Corporate Director	2009	40,000	44,868

(1) Number of Common Shares of The Caldwell Partners International Inc. beneficially owned, directly or indirectly, or over which control or direction is exercised, as reported by respective nominees as at January 21, 2016.

- (2) Number of DSUs including adjustments made for dividends held by each Director under the current Deferred Share Unit Plan (the “DSU Plan”) for Directors as at January 21, 2016. The DSU Plan is described beginning on page 13 under the heading Compensation of Directors. Mr. Wallace does not participate in the DSU Plan and receives no fees for his services as a director of the Corporation.

Committee members and chairs for the current Directors standing for re-election are summarized as follows:

	Board Of Directors	Audit Committee	Nominating/ Corporate Governance/ Compensation Committee (NCGC)	Investment Committee	Special Committee (2)
Paul R. Daoust	✓	✓	Chair	✓	✓
Richard D. Innes	✓	✓	✓	Chair	✓
G. Edmund King	Chair	✓	✓	✓	Chair
John N. Wallace	✓	(1)	(1)	✓	(1)
Kathryn A. Welsh	✓	Chair	✓	✓	✓

- (1) Mr. Wallace does not sit on the Audit, NCGC or Special Committees, as he is the Chief Executive Officer of the Corporation, and therefore not an independent Director.
- (2) A Special Committee was formed during fiscal 2015 to oversee matters related to DHR International, Inc.’s unsolicited interest in a transaction with the Company.

All of the said proposed nominees have held the positions set out opposite their names or other management functions with their respective organizations for the last five years, except as may be noted below:

Paul R. Daoust

Consultant and Corporate Director

Mr. Daoust holds a B.A. in mathematics from Boston College and a Masters of Actuarial Science, with distinction, from the University of Michigan and is a Fellow of the Society of Actuaries. From February, 2005 until December, 2015 (following the acquisition of its core employer division), Mr. Daoust served as the chair of HighRoads, Inc., a privately held technology-enabled services company, where he also served as chief executive officer from February 2005 to December 2008. Previous operating experience includes more than 28 years with Watson Wyatt, one of the world’s largest human resource consulting firms, retiring in 1998 after 5 years as global chief operating officer and 9 years as a board director. In terms of public board experience, he recently served as a director for Mac-Gray, a technology-enabled services provider in the laundry business until it was acquired in January, 2014. In prior years he was a director for Gevity HR, Inc. which provided HR to the SMB Market until it was acquired in 2009, and Salary.com, a provider of SaaS compensation solutions, where he also served as interim CEO until it was acquired in 2010. He also currently serves on the board of directors of Provant Health, a privately held company in the wellness space and Advantia Health, a privately held company in the healthcare space.

Richard D. Innes

Consultant and Corporate Director

Mr. Innes holds an Honors Business Administration degree from Western University. He currently is an independent consultant. From 1997 to 2007, Mr. Innes was president and chief executive officer of Arbor

Memorial Services Inc., a company listed on the Toronto Stock Exchange (the “TSX”) at the time which operated cemeteries, crematoria, and funeral homes across Canada. Mr. Innes’ lengthy and broad business career includes serving as president of the Frozen Products and Industrial divisions of Ault Foods, and other senior roles at Catelli, Nabisco Brands Limited, Playtex Limited, Canadian Marketing Associates, and Procter & Gamble, where he began his career.

G. Edmund King

Corporate Director

Edmund King is a director of Engagement Labs, an internet content provider. He is also a director of Norvista Capital and the Canadian Cardiovascular Academy. Mr. King was previously chairman and CEO of Wood Gundy Ltd., and of CIBC Wood Gundy and Chairman of WIC Western International Communications. Mr. King is a former director of Falconbridge Ltd., Rockwater Capital Corporation, Imax Corp and McCarvill Corporation. Mr. King is also the former chairman of the Investment Dealers Association of Canada, The Princess Margaret Hospital, and a former director of the National Ballet of Canada, the Shaw Festival, and the Centre for Addiction and Mental Health Foundation (CAMH). He holds a B.A. in Economics from the University of Toronto.

John N. Wallace

President, Chief Executive Officer, and Director

Prior to joining the Corporation in 2008, Mr. Wallace was president and chief executive officer of Highland Partners, the executive search division of Hudson Highland Group, Inc., the world’s largest combined executive search, specialty staffing, and related consulting services firm. Mr. Wallace began his career in the executive search industry when, in 1996, he joined Illsley Bourbonnais as president and managing partner.

Earlier, Mr. Wallace held progressive positions in sales and marketing in the communications industry, including VP, marketing and planning for Nortel Communications Systems and VP, marketing and information services for Telecommunications Terminal Systems, as well as various roles at Bell Canada. Mr. Wallace holds a BSc (Honors) from the University of Waterloo.

Kathryn A. Welsh

Consultant and Corporate Director

Ms. Welsh holds a B. Comm. (Honors – Gold Medalist) from Queen’s University. Ms. Welsh has been an independent consultant since 2004. From 2002 to 2004, she served as chief financial officer and corporate secretary of Radian Communication Services Corporation. Ms. Welsh has held a number of other senior financial positions, including CFO for Simvest Solutions, The Second Cup, and Canada Bread. She began her business career as a senior accountant with KPMG, subsequently holding management positions at Holt Rinehart & Winston of Canada Limited and Innopac Inc. Ms. Welsh earned her CA designation in 1982; in 2008 she became an Institute Certified Director, Institute of Corporate Directors, and has served as a director or trustee for a number of organizations.

Director attendance at Board and committee meetings held during the fiscal year 2015 is summarized as follows:

	Board Meetings Attended/Possible	Audit Committee Meetings Attended/Possible	Nominating/ Corporate Governance/ Compensation Committee (NCGC) Meetings Attended/Possible	Investment Committee Meetings Attended/Possible	Special Committee Meetings Attended/Possible
Paul R. Daoust	11/11	4/4	4/4	4/4	8/8
Richard D. Innes	10/11	4/4	4/4	4/4	5/8
G. Edmund King	11/11	4/4	4/4	4/4	8/8
John N. Wallace	11/11	(1)	(1)	4/4	(1)
Kathryn A. Welsh	11/11	4/4	4/4	4/4	8/8

- (1) Mr. Wallace does not sit on the Audit, NCGC or Special Committees, as he is the Chief Executive Officer of the Corporation, and therefore not an independent Director.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of the Corporation, no Director or proposed Director is, as at the date of this Circular, or was within 10 years before the date of this Circular, a director or chief executive officer or chief financial officer of any company (including the Corporation) that: (a) was the subject of an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer. For the purposes of this paragraph, "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant corporation access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days.

To the knowledge of the Corporation, no Director or proposed Director: (a) is, or within ten (10) years before the date hereof has been a director or executive officer of a corporation that while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has within the ten (10) years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or proposed director. No Director or proposed Director has been subject to any: (a) 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 (b) other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable security holder in deciding whether to vote for the Director or proposed Director.

2. APPOINTMENT OF AUDITORS

It is proposed that PricewaterhouseCoopers LLP, Chartered Accountants, be appointed as auditors of the Corporation at the Meeting. PricewaterhouseCoopers LLP have been the Corporation's auditors since 1988. Representatives of PricewaterhouseCoopers are expected to be present at the meeting.

3. OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management of the Corporation knows of no matters to come before the Meeting other than as set forth in the Notice of Meeting. HOWEVER, IF OTHER MATTERS WHICH ARE NOT KNOWN TO MANAGEMENT OF THE CORPORATION SHOULD PROPERLY COME BEFORE THE MEETING, THE ACCOMPANYING PROXY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE PROXY.

COMPENSATION DISCUSSION AND ANALYSIS

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's executive compensation objectives and processes and to discuss compensation relating to Named Executive Officers (as defined under Form 51-102F6). For the fiscal year ended August 31, 2015, the Corporation had three Named Executive Officers, namely John N. Wallace, C. Christopher Beck, and Michael R. J. Falagarrio.

Report on Executive Compensation

Executive compensation matters are reviewed and recommended to the Board by the Nominating/Corporate Governance/Compensation Committee ("**NCGC Committee**"), which is currently composed of Mr. Daoust (Committee Chair), Mr. Innes, Mr. King and Ms. Welsh, all of whom are "independent" Directors within the meaning of National Instrument 52-110 - *Audit Committees*. The NCGC Committee reviews and provides guidance on executive compensation and benefits plans having regard to existing total cash compensation and non-cash compensation levels and practices found in comparable external organizations and in the Corporation with respect to positions at similar levels of responsibility. The Board has responsibility for determining annual executive compensation and approving grants of Performance Stock Units ("**PSUs**"), restricted stock units ("**RSUs**") and stock options ("**Options**") to eligible executive officers of the Corporation, on recommendation of the NCGC Committee.

The executive compensation program is intended to provide the Corporation's executives with total compensation that is competitive with comparable North American organizations. The executive compensation program is designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long term, thereby enabling the Corporation to compete for and retain executives critical to the Corporation's long term success.

The major elements of the executive compensation program for the Chief Executive Officer and the Chief Financial Officer are a base salary, a short-term incentive annual bonus and a long-term incentive plan which may include the granting of Options or other share-based awards.

Compensation of the Partners is directly driven by individual revenues generated and collected. Partners receive a base draw against which commissions are earned, with the commission rate being determined by the level of annual billed and collected revenues achieved by the individual. As annual revenues increase, so do the rates of payout. A portion of annual compensation is deferred as a retention bonus to be paid out within six months after the fiscal year end.

For the fiscal 2013 year, Mr. Wallace operated as Chief Executive Officer under his existing employment agreement entered into during 2008 and amended from time to time (the "**2008 Employment**

Agreement"). The 2008 Employment Agreement called for a base salary of \$437,750 and a short-term incentive target bonus of 100% of base salary, with the actual amount being determined as to 50% on revenue metrics and 50% on normalized operating income before tax metrics. Based on actual performance relative to target metrics, the actual bonus payout could range between 0% and 150% of target. Target bonuses of other Named Executive Officers were 50% of base salary with the bonus determined based on 40% revenue metrics, 40% on normalized operating income before tax metrics and 20% on other objectives. Mr. Wallace and the other Named Executive Officers were also eligible to participate in the Corporation's RSU plan described herein.

Mr. Beck was hired in 2013 as Chief Financial Officer, pursuant to an employment agreement which provided for a base salary and a short-term bonus incentive of 50% of base salary calculated on terms similar to the Chief Executive Officer. Mr. Beck's employment agreement also sets forth certain restrictive covenants including a one year non-solicitation of employees or clients and provides for payments if terminated without cause in the amount of i) his annual short-term incentive bonus calculated pro-rata through the date of separation plus ii) 12 months of severance equal to base pay plus short-term incentive pay based on a trailing two year average.

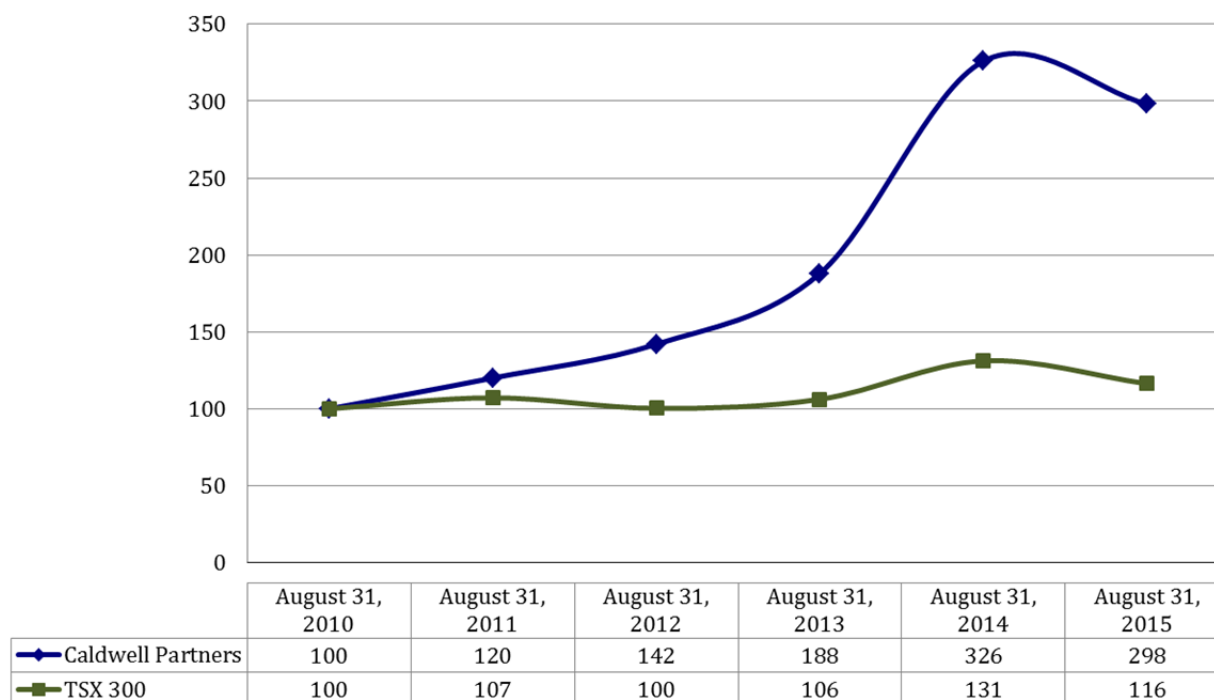
For the fiscal 2014 year, the NCGC Committee received input from an independent compensation consultant with respect to the compensation structure for the Chief Executive Officer and the Chief Financial Officer. In connection with this input, Mr. Wallace entered into a new employment agreement with the Corporation (the "**2014 Employment Agreement**"). Under the terms of the 2014 Employment Agreement, Mr. Wallace's base pay and short-term incentive target and calculation remain unchanged with the exception of setting the short-term bonus to based 50% by revenue metrics and 50% by normalized operating income. The 2014 Employment Agreement provides for participation in the Corporation's PSU plan described herein, with a target annual PSU grant equal to 100% of base salary. The PSU plan was intended to replace the existing RSU plan. The 2014 Employment Agreement also includes certain restrictive covenants including one year non-competition and two year non-solicitation of employees or clients. The agreement also provides that if terminated without just cause or if he leaves with good reason, both situations as defined in the agreement, then Mr. Wallace shall be paid i) his annual short-term incentive bonus calculated pro-rata through the date of separation plus ii) 24 months of severance equal to base pay plus short-term incentive pay based on a trailing two year average. Further in connection with the compensation consultant's input, Mr. Beck's base salary was increased to \$260,000 (USD) and in addition to his existing 50% short-term bonus incentive being amended to be weighted equally on revenue metrics and normalized operating income, he was determined eligible to participate in the PSU plan with a target annual PSU grant equal to 50% of base salary.

For the fiscal 2015 year, the NCGC Committee again consulted an independent compensation consultant regarding the Chief Executive and Chief Financial Officer. Based on this consultation and the Board's assessment of the executives, the structure of the compensation plans were maintained, with Mr. Wallace's base pay adjusted to \$450,000 and Mr. Beck's base pay adjusted to \$270,000 (USD).

Shareholder Return Performance Graph

The following chart compares the yearly percentage change in the cumulative total Shareholder return on the Corporation's Common Shares against the cumulative total Shareholder return on the S&P/TSX Composite Index (formerly, the Toronto Stock Exchange 300 Composite Index) for the period commencing August 31, 2010 and ending August 31, 2015.

**CUMULATIVE TOTAL SHAREHOLDER RETURNS
THE CALDWELL PARTNERS INTERNATIONAL INC.
COMMON SHARES AND S&P/TSX COMPOSITE TOTAL RETURN INDEX
SINCE AUGUST 31, 2010⁽¹⁾**



(1) Assumes that the initial value of the investment on the Toronto Stock Exchange in the Corporation's Common Shares was \$100 on August 31, 2008 and that all dividends were reinvested.

Summary Compensation Table

The following table sets forth compensation of the Chief Executive Officer, Chief Financial Officer and other Named Executive Officers of the Corporation for the fiscal year ended August 31, 2015, 2014 and 2013.

Name & Principal Position	Year	Salary	Share-Based Awards	Option-Based Awards	Non-Equity Incentive Plan Compensation		Pension Value	All Other Compensation	Total Compensation
					Annual	Long-Term			
John N. Wallace President & Chief Executive Officer	2015	\$450,000	\$450,000 ⁽¹⁾	-	\$578,221	-	-	(5)	\$1,478,221
	2014	\$437,750	\$437,750 ⁽²⁾	-	\$622,872	-	-		\$1,498,372
	2013	\$437,750	\$85,000 ⁽³⁾	-	\$109,438	-	-		\$632,188
C. Christopher Beck Chief Financial Officer & Secretary ⁽⁷⁾	2015	\$326,700	\$163,350 ⁽¹⁾	-	\$209,894	-	-	(5)	\$699,944
	2014	\$280,202	\$140,101 ⁽²⁾	-	\$213,064	-	-		\$633,367
	2013	\$102,635	-	\$4,600 ⁽⁴⁾	\$15,396	-	-	\$30,501 ⁽⁷⁾	\$153,132
Karen E. Richards Chief Financial Officer & Secretary ⁽⁶⁾	2013	\$108,333	\$40,000 ⁽³⁾	-	\$30,000	-	-	(5)	\$178,333
Michael R. J. Falagario Director, Finance	2015	\$180,000	-	-	\$110,515	-	-	(5)	\$290,515
	2014	\$175,100	-	-	\$105,170	-	-		\$280,270
	2013	\$175,100	\$34,000 ⁽³⁾	-	\$26,265	-	-		\$235,365

- (1) Amount relates to Performance Stock Units awarded during the year, valued at \$1.53 per unit (fair value at the date of grant). These Performance Stock Units cliff vest on August 31, 2017.
- (2) Amount relates to Performance Stock Units awarded during the year, valued at \$0.94 per unit (fair value at the date of grant). These Performance Stock Units cliff vest on August 31, 2016.
- (3) Amount relates to Restricted Stock Units awarded during the year, valued at \$0.75 per unit (fair value at the date of grant). These Restricted Stock Units cliff vest on November 15, 2015.
- (4) Amount relates to Options for 100,000 Common Shares granted to Mr. Beck on April 11, 2013 at an exercise price of \$1.02 which was fair market value at the date of grant. The valuation methodology used is the Black-Scholes-Merton model.
- (5) For the periods indicated, the named persons received annual compensation only in the form of salary, bonus and perquisites and other benefits. The value of each such officer's other compensation and benefits was less than the lesser of (i) \$50,000 and (ii) 10% of such officer's total annual salary and non-equity incentive plan annual compensation.
- (6) Ms. Richards retired from the Corporation effective March 15, 2013.
- (7) Mr. Beck joined the Corporation as Secretary and Chief Financial Officer effective March 18, 2013. Compensation listed for fiscal 2013 is for the period employed. In connection with Mr. Beck's employment with the Corporation, a one-time tax make-whole payment of \$30,501 was made to Mr. Beck in respect of tax obligations he incurred upon exercising Options at his previous employer. Mr. Beck's compensation is earned and paid in US dollars. Amounts shown in the chart are Canadian dollars, translated at the average exchange rate in effect over the course of the period base compensation was paid throughout the respective fiscal year. The exchange rates used to translate Mr. Beck's compensation were 1.2100 USD/CAD for fiscal 2015, 1.0777 USD/CAD for fiscal 2014 and 1.0167 USD/CAD for fiscal 2013.

Share-based Incentive Plans

The purpose of the share-based incentive plans are to attract, retain and incent executive management and key employees and align their interests with the Shareholders of the Corporation. The NCGC Committee, in conjunction with the President and Chief Executive Officer of the Corporation and any independent compensation consultants retained from time to time, periodically assess executive compensation and whether the existing plans continue to meet the needs of the Corporation having regard to the compensation principles and objectives outlined elsewhere in this Circular. Any recommendations to award share-based incentive or amend the terms of the plans are carefully considered by the NCGC Committee and, on their recommendation, are considered and, as appropriate, ultimately approved by the Board.

The Corporation has three equity incentive plans under which there are outstanding awards:

- The Performance Share Unit Plan
- The Restricted Stock Unit Plan
- The Stock Option Plan

Performance Share Unit (PSU) and Restricted Stock Unit (RSU) Plans

During fiscal 2011, the Board adopted a Restricted Stock Unit Plan (as subsequently amended from time to time, the “**RSU Plan**”). Under the RSU Plan, senior management of the Corporation are eligible to receive a grant of RSUs as a bonus in respect of services rendered during the year. Each RSU represents a notional unit with an underlying value equivalent to the value of a Common Share. As notional shares, each RSU is adjusted to reflect dividends declared on the Common Shares. Under the RSU Plan, all RSUs cliff vest three years from the date of grant. The Board may elect to settle in either cash or shares; should the Board elect to settle in shares, the individual may elect to receive up to half of the settlement in cash. The RSUs which vested during the fiscal years 2015, 2014 and 2013 were settled in cash.

Grants of RSUs are discretionary and made by the Board, on the recommendation of the NCGC Committee, having regard to, among other things, the services provided by the participant during the year in respect of which the RSUs were being granted. The RSU Plan may be amended or terminated at any time by the Board, except with respect to any RSU rights that have already accrued under the RSU Plan prior to the date of amendment or termination, as applicable. From fiscal 2011 through fiscal 2013, RSUs represented the primary share-based incentive plan for senior management.

During fiscal 2014, upon review and recommendation by the NCGC Committee and an external compensation consulting firm, the Board adopted a Performance Share Unit Plan (the “**PSU Plan**”). The PSU Plan was established as a vehicle by which equity-based incentives may be awarded to attract and retain key employees, to reward their significant contributions to the long-term success of the Corporation, to provide eligible persons with additional incentives based solely on future performance and results and to align their interests more closely with the Shareholders of the Corporation. PSUs are notional Common Shares of the Company that cliff vest three years from the date of grant and are settled only in cash. As notional shares, each PSU is adjusted to reflect dividends declared on the Common Shares. The future amount to be paid at vesting is dependent on the share price at the vesting date and a performance factor ranging between 50% and 150% based on the Company’s actual revenue and net operating profit performance compared to targets set by the Board each year over the cumulative three-year service period of each respective grant.

Grants of PSUs are made by the Board, on the recommendation of the NCGC Committee, based on the level of compensation deemed necessary to provide sufficient retention, alignment with Shareholders and future services to be provided by the participant. The PSU Plan may be amended or terminated at any

time by the Board, except with respect to any PSU rights that have already accrued under the PSU Plan prior to the date of amendment or termination, as applicable.

Stock Option Plan

The Corporation has a stock option plan (the “**Stock Option Plan**”), pursuant to which the Board may, from time-to-time, in its discretion, grant Options to any Director, officer, employee or consultant of the Corporation or its subsidiaries.

As of the date of this Circular, the number of Options issued pursuant to the Stock Option Plan is 375,000, representing 1.9% of the Corporation’s outstanding Common Shares on a non-diluted basis. All Options currently outstanding as of the date of this Circular vest rateably over two years and have a contractual life of five years. The Options have a strike price equal to the market value of the Common Shares on the date of issuance.

Outstanding share-based awards and option-based awards

The following table sets forth all share-based compensation awards outstanding for the Named Executive Officers on August 31, 2015:

Name	Option-based Awards				Share-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date ⁽¹⁾	Value of unexercised in-the-money options (\$)	Type of Award	Vesting/ Settlement Date	Number of shares or units have not vested ⁽⁵⁾	Market or payout value of share-based awards that have not vested (\$)
John N. Wallace	-	-	-	-	PSU ⁽²⁾	August 31, 2017	303,500	\$429,827
					PSU ⁽³⁾	August 31, 2016	502,099	\$766,188
					RSU ⁽⁴⁾	November 15, 2015	135,778	\$169,723
C. Christopher Beck	100,000	\$1.02	April 11, 2018	\$26,000	PSU ⁽²⁾	August 31, 2017	103,409	\$146,451
					PSU ⁽³⁾	August 31, 2016	164,382	\$250,841
Michael R. J. Falagario	-	-	-	-	RSU ⁽⁴⁾	November 15, 2015	54,311	\$67,889

- (1) Options were granted on April 11, 2013 with a term of five years with 50% vesting on the first anniversary of the grant date, and the remaining 50% on the second anniversary of the grant date. Options expire earlier if the executive ceases to be an employee. The in-the-money value was calculated using a share value of \$1.28, the August 31, 2015 closing share price of the Corporation’s shares on the TSX.
- (2) Issued effective December 22, 2014 at a fair value at date of grant of \$1.53 per PSU. The market value at August 31, 2015 in the chart is based on the fair market value under the PSU Plan of \$1.30 (representing the twenty day average share price leading up to August 31, 2015) and a performance adjustment of 109% achievement to target based on performance during the first year of the vesting period.
- (3) Issued effective January 31, 2014 at a fair value at date of grant of \$0.94 per PSU. The market value at August 31, 2015 in the chart is based on the fair market value under the PSU Plan of \$1.30 (representing the twenty day average share price leading up to August 31, 2015) and a performance adjustment of 117% achievement to target based on performance during the first two years of the vesting period.
- (4) Issued effective November 15, 2013 at a fair value at date of grant of \$0.75 per RSU. The market value at August 31, 2015 in the chart is based on the fair market value under the RSU Plan of \$1.25 (representing the five day average share price leading up to August 31, 2015). When the RSUs vested on November 15, 2015 they were settled in cash.
- (5) The number of outstanding units includes adjustments made for dividends declared.

Incentive Plan Awards

The following table describes the value of all incentive plan pay-outs that were vested or earned during the 2015 fiscal year by the Named Executive Officers:

Name	Option-Based Awards- Value Vested During 2015	Share-Based Awards- Value Vested during 2015	Non-Equity Incentive Plans-Value Earned during 2015
John N. Wallace	-	\$364,383	\$578,221
C. Christopher Beck	\$13,000	-	\$209,894
Michael J.R. Falagarario	-	\$94,740	\$110,515

Compensation of Directors

The NCGC Committee reviews the amount and the form of Director compensation. Recommendations to the Board for changes take into consideration the time commitment, risks and responsibilities of Directors. The Committee also reviews the Board compensation at peer companies.

During the fiscal year 2013, the Board engaged an independent compensation consulting firm to review the compensation of the Board. Based on this analysis, effective with the fiscal year 2014 the Board compensation structure was changed from a retainer and per meeting fee, paid as all cash compensation, to a fixed fee annual retainer paid in a combination of cash and deferred share units. The Committee believes these changes will further align the Directors' interests with the interests of Shareholders by linking a portion of annual Director compensation to the future value of the Shares.

To deliver the share-based compensation component, on recommendation by the NCGC Committee and independent review and analysis by an external compensation consultant, the Board adopted a Deferred Share Unit Plan ("**DSU Plan**"). DSUs are notional Common Shares of the Company that vest immediately upon the date of grant and are settled in cash at the time the respective Director ceases to be a member of the Board. Each DSU has an initial value equal to the market value of one common share of the Corporation at the time the DSU is credited to the Director. The value of a DSU when redeemed for cash is equivalent to the market value of a common share of the Corporation at the time of redemption. DSUs are adjusted for dividends in the form of additional DSUs at the same rate as dividends are declared and paid on Common Shares. A Director cannot redeem the DSUs until he or she ceases to be a member of the Board, at which point the DSUs shall be valued as of such date and paid to the Director in cash within 20 business days. The Board has the right, in its sole discretion, to amend, suspend or terminate the DSU Plan or any portion thereof at any time, provided, however, that: (i) such amendment, suspension or termination is subject to any regulatory or Board approval and in accordance with applicable laws; (ii) such amendment, suspension or termination does not materially adversely affect any of the rights already accrued under the Plan by a Director without the consent of such Director and does not accelerate payment of the benefits under the Plan.

Under this structure, the Chairman shall receive total annual compensation of \$55,000 and each of the other independent, non-employee Board members shall receive total annual compensation of \$40,000. Such amounts shall be paid on a quarterly basis 50 percent in cash and 50 percent in the form of DSUs which shall track the performance of the Common Shares over time. The number of DSUs granted shall be calculated based on the cash value of the award divided by the fair market value of the common stock of

the Corporation at the date of grant. Additionally, the Chair of the Audit Committee shall receive an additional cash retainer of \$5,000.

During fiscal 2015 a Special Committee was formed specifically to oversee matters related to DHR International, Inc.'s unsolicited interest in a transaction with the Company. In connection with the additional meetings and work performed, additional compensation was earned by the independent Directors. An outside compensation firm was consulted with in arriving at the compensation to provide for services provided by the committee members.

The following table sets forth compensation of the Directors of the Corporation for the fiscal year ended August 31, 2015:

Name	Fees earned ⁽²⁾	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total (\$)
Paul R. Daoust ⁽¹⁾	\$36,300	\$ 24,200	\$ -	\$ -	\$ -	\$ -	\$ 60,500
Richard D. Innes	\$30,000	\$ 20,000	\$ -	\$ -	\$ -	\$ -	\$ 50,000
G. Edmund King	\$55,000	\$ 27,500	\$ -	\$ -	\$ -	\$ -	\$ 82,500
Kathryn A. Welsh	\$35,000	\$ 20,000	\$ -	\$ -	\$ -	\$ -	\$ 55,000

(1) Mr. Daoust's cash fee compensation is earned and paid in US dollars. Amounts shown in the chart are Canadian dollars, translated at 1.2100 USD/CAD representing the average exchange rate in effect over the course of the period base compensation was paid throughout the fiscal year.

(2) Fees earned include Special Committee compensation of \$10,000 (USD) for Mr. Daoust, \$10,000 for Mr. Innes, \$10,000 for Ms. Welsh, and \$27,500 for Mr. King who acted as Chair of the Committee.

The following table sets forth all share-based compensation awards outstanding for the Directors on August 31, 2015:

Name	Number of unvested outstanding DSUs ⁽¹⁾	Number of vested outstanding DSUs ⁽¹⁾	Market or payout value of share-based awards that have not vested ⁽²⁾
Paul R. Daoust	-	38,233	\$47,791
Richard D. Innes	-	36,413	\$45,516
G. Edmund King	-	50,068	\$62,585
Kathryn A. Welsh	-	36,413	\$45,516

(1) DSUs vest upon grant. The number of outstanding vested DSUs reflects the cumulative underlying number of notional shares as of the end of the most recent fiscal year. Such amounts include adjustment for dividends declared and paid on the Common Shares of the Corporation.

(2) The market value at August 31, 2015 in the chart is based on the fair market value under the DSU Plan at that date of \$1.25.

Indebtedness of Directors, Executive Officers and Senior Officers

During the 2015 fiscal year, none of the Corporation's Directors and executive officers was indebted to the Corporation or any of its subsidiaries, and no indebtedness of any Director or executive officer was guaranteed or otherwise supported by the Corporation or any of its subsidiaries.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as set forth below, none of the Corporation's Directors, executive officers or principal Shareholders, nor any of their respective associates or affiliates, had a direct or indirect material interest in any transaction or proposed transaction within the three most recently completed financial years or during the current financial year which has materially affected or will materially affect the Corporation.

Pursuant to its lease agreements, the Corporation paid rent for its Toronto office to an affiliated company owned by a Shareholder, C. Douglas Caldwell, registered as owning more than ten percent of the Corporation in the amount of \$223,461 for the fiscal year ended August 31, 2015 (2014: \$200,343; 2013: \$200,343). The amount of consideration agreed to by the parties was determined to be fair market rental rates at the inception of the lease by an independent commercial real estate counselor and was approved by the independent members of the Board.

Effective December 23, 2013, the Corporation entered into subscription agreements with certain senior search professionals, officers and Directors of the Corporation for the purchase of Shares on a private placement basis (the "**Private Placement**"). Pursuant to the Private Placement, the Corporation issued an aggregate of 3,934,647 Shares, of which 3,382,647 Shares were subscribed to by senior search professionals and 552,000 Shares were subscribed to by officers and Directors of the Corporation, resulting in gross proceeds to the Corporation of \$3,344,450. The Shares were issued at a price of \$0.85 per Share, which was determined on the basis of 100% of the weighted average trading price of the Shares on the TSX for the preceding 10 trading days ended December 2nd, 2013 (following release of the Corporation's Q1 financial results). The Private Placement closed effective January 17, 2014. The Shares issued pursuant to the Private Placement were subject to a hold period which expired on January 17th, 2015. The capital raised pursuant to the Private Placement allows for continued investments in growing the Corporation's business and the Private Placement is intended to better align the interests of such subscribers with the interests of Shareholders.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate Philosophy

The objective of good governance is to enhance value for all Shareholders over the long term. At The Caldwell Partners, we believe that in order to achieve this goal, we must balance client and Shareholder needs. We are in the business of producing superior executive search services for our clients – without them, we have no business, and thus can confer no value to our Shareholders. We also depend on our partners and professional staff to deliver to our clients; then the Shareholders and other stakeholders benefit in the long-run. Our approach to the issues of governance flows out of the characteristics of our business and our Corporation. The Caldwell Partners' business is very focused: we find first-rate candidates for our clients. Our success depends on the judgment of our partners and professional staff. We believe that the atmosphere within which they work directly affects their judgment. To attract and retain exceptional talent, we must provide a professional environment – one that is creative, supportive, and fair and which recognizes achievement.

Corporate Governance Highlights

The Board of Directors consists of 5 Directors, four of whom (Messrs. Daoust, King, Innes and Ms. Welsh) are "independent" Directors within the meaning of National Instrument 52-110 – *Audit Committees*. On March 23, 2010, the Board of Directors appointed Mr. King as its non-executive Chair. Mr. Wallace is not independent, owing to him being an officer of the Corporation. Accordingly, a majority of the Directors are currently independent. The independent Directors hold private meetings at which non-independent Directors and members of management are not in attendance as needed, but not on a scheduled basis.

Additionally, the Director who is also a member of management has been excused from portions of meetings, at which open and candid discussion among independent Directors has taken place.

With respect to the election of Directors, the Board has adopted a majority voting policy under which each nominee that stands for election should be elected by the vote of a majority of the Common Shares represented in person or proxy at any meeting for the election of Directors. If any nominee for election as Director receives, from the Common Shares voted at the meeting in person or by proxy, a greater number of votes “withheld” than votes “for” his or her election, the Director will be expected to promptly tender his or her resignation to the Chair of the Board following the meeting, to take effect upon acceptance by the Board. The NCGC Committee will expeditiously consider the Director’s offer to resign and make a recommendation to the Board whether to accept that offer. If each member of the NCGC Committee received a majority withheld vote at the same Shareholder meeting, then the Directors who did not receive a majority withheld vote will appoint a committee amongst themselves to consider the resignations. Within 90 days of the meeting of Shareholders, the Board will make a final decision concerning the acceptance of the Director’s resignation. Any Director who tenders his or her resignation will not participate in the deliberations of the Board or any of its committees pertaining to the resignation.

This process applies only in circumstances involving an “uncontested” election of Directors – where the number of Director nominees does not exceed the number of Directors to be elected. Subject to any restrictions in the constating documents of the Corporation, or under applicable law, where the Board accepts the offer of resignation of a Director and that Director resigns, the Board may exercise its discretion with respect to the resulting vacancy and may, without limitation, leave the resultant vacancy unfilled until the next annual meeting of Shareholders, fill the vacancy through the appointment of a new Director, or call a special meeting of Shareholders to elect a new nominee to fill the vacant position. If the Board declines to accept any such resignation the Director will continue hold to office for the remainder of his or her elected term.

Regarding term limits, as set forth in the above Director voting process, each Director serves for only a one year term, to be voted upon annually by the Shareholders. The Board does not have a limit on the number of consecutive terms for which a Director may sit.

Regarding Board members on other reporting issuer boards, the following Directors of the Corporation are directors of the reporting issuers indicated:

Name	Issuers
G. Edmund King	Rockcliff Copper Corporation (f/k/a Solvista Gold Corp.) Aurvista Gold Corp. Highvista Gold Corp. Engagement Labs Inc. Norvista Capital Inc.

The Board of Director’s responsibilities for the stewardship of the Corporation are documented in the Board mandate. These responsibilities include, but are not limited to: adoption of a strategic planning process, identification of principal risks and implementation of risk management systems, succession planning and monitoring of senior management, development of a communications policy and integrity of internal control and management information systems. All independent Board members have full and ready access to the Corporation’s Partners at all times and may engage an outside advisor at the expense of the Corporation in appropriate circumstances and subject to the approval of the Board. The Board regularly meets without management present, and has the responsibility for administering the Board’s relationship to management.

Also within the responsibilities of the Board of Directors, directly and through its NCGC Committee, lies the responsibility to identify and review independent Directors, for competencies, skills and personal qualities of candidates to be considered for nomination to the Board. The objective of this review is to maintain a Board composition that provides the best mix of skills and experience to provide for the overall stewardship of the Corporation. The Corporate Governance Committee takes into account the desirability of maintaining a reasonable diversity of personal characteristics such as gender, geographic residence and origin.

In response to the capital markets' desire for more clarity and information, the Board of Directors has adopted a position regarding diversity including gender diversity which is set out below. However, all Directors must possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of the Shareholders. They must also have an inquisitive and objective perspective, practical wisdom and mature judgment. Each Director should also have outstanding ability in his or her individual fields of expertise and be able to devote necessary time to Board matters. Currently, there is one woman Director on the Board, representing 20% of the number of Directors. There currently are no gender diverse Named Executive Officers.

Diversity Policy: The Board strongly supports the principle of boardroom diversity, of which gender is one important aspect. The Board's aim is to have a broad range of approaches, backgrounds, skills and experience represented on the Board and to make appointments on merit and against objective criteria, including diversity. Board and committee members engaged in nominations are to conduct searches for potential nominees so as to put forward a diverse range of candidates, including women candidates. The Board has not set specific targets as to the number of women Board members it will maintain given the relatively small number of Directors it currently has, the infrequent turnover of Directors and the Board's philosophy that first and foremost, it should seek the most qualified Directors regardless of personal characteristics.

The Board has, together with the Chief Executive Officer, developed a detailed position description for the Chief Executive Officer, as well as specific objectives which the Chief Executive Officer is responsible for meeting. Among other things, the Chief Executive Officer is responsible for developing and recommending to the Board business plans and budgets that support the Corporation's long-term strategy. Those strategies are developed by the senior management team for discussion and approval by the Board.

The Board of Directors has also developed detailed lists of mandates for the NCGC Committee, the Audit Committee and the Investment Committee and the Directors forming part of such committees.

The Nominating/Corporate Governance/Compensation Committee, all of the members of which are independent, has a mandate which includes, but is not limited to:

- a) Reviewing, developing and proposing to the Board the necessary policies and procedures to ensure that all employees and Directors of the Corporation will be fairly and competitively compensated. Special attention is devoted to the executive group.
- b) Ensuring through review and recommendations to the Board that Directors of the Corporation will be fairly and competitively compensated. The committee with Board approval has determined that the compensation of independent Directors is fair. Only independent Directors receive fees for their services.
- c) To evaluate annually the performance of the CEO against predetermined goals and criteria and to recommend to the Board the amount of compensation to be paid to the CEO.
- d) To review annually the CEO's evaluation of the performance of the other executive officers of the Corporation and its major subsidiaries and the CEO's recommendations with respect to the amount of compensation to be paid to the other executive officers.

- e) Developing the Corporation's approach to governance and Board effectiveness.
- f) Facilitating the process of identifying independent Director nominees. Independent Directors participate fully in all discussions related to the nomination of Directors. The committee has concluded that the size and composition of the Corporation's proposed Board is adequate and meets the interests of Shareholders.
- g) Overseeing the onboarding of new Directors including a formal orientation and education program for new independent Directors.

The Audit Committee, all of the members of which are independent, has a mandate which includes, but is not limited to:

- a) Assisting the Board by reviewing the adequacy and effectiveness of financial and reporting processes including:
 - (i) Systems of internal and financial controls;
 - (ii) selection of accounting policies and principles;
 - (iii) preparation and audit of financial reports;
 - (iv) review of financial risk management functions; and
 - (v) monitoring of certain other financial matters.
- b) Overseeing and monitoring the appointment, independence and performance of the internal and external auditors. The Audit Committee has implemented the Canadian Public Accountability Board recommended guidelines for the oversight of external auditors, including the implementation of a structured annual assessment process and a periodic comprehensive review.
- c) Establishing and monitoring procedures for handling concerns and complaints related to financial matters.
- d) Approving, on behalf of the Board, certain financial and other matters as delegated by the Board.
- e) Reviewing and making recommendations for approval of annual financial statements, management's discussion and analysis of the financial condition of the Corporation and the results of its operations for release to Shareholders.
- f) Reviewing and approving for recommendation to the Board for approval the interim financial statements, management's discussion and analysis of the financial condition of the Corporation and the results of its operations for release to Shareholders.
- g) Conducting independent investigations into matters that may come under its scope of responsibilities.

The Investment Committee, comprising a majority of independent Directors, has a mandate which includes, but is not limited to:

- a) Approving appropriate investment policies from time to time for recommendation to the Board;
- b) Approving the Corporation's investment asset classes and mix and related strategies for such classes for recommendation to the Board;
- c) Approving procedures to ensure investments are aligned with approved investment policy and related strategies;
- d) Approving investment mix, risk and hedging;

- e) Appointing investment managers, if any, of surplus funds, approving the proportion of assets allocated to such investment managers and reviewing each investment manager's performance;
- f) Reviewing management reports to monitor the performance of investments and the effectiveness of the investment;
- g) Reviewing with management the Corporation's cash flow projections to ensure there is sufficient liquidity to meet business requirements.

TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc., at its office at 100 University Avenue 8th Floor, Toronto, Ontario M5J 2Y1, is the transfer agent and registrar for the Shares.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found on the System for Electronic Document Analysis and Retrieval (SEDAR) internet website at www.sedar.com. Additional financial information is provided in the audited consolidated financial statements and management's discussion and analysis for the fiscal year ended August 31, 2015. A copy of such documents may be obtained upon request from the Secretary of the Corporation.

APPROVAL OF INFORMATION CIRCULAR

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



C. Christopher Beck
Corporate Secretary

DATED as of January 21, 2015