THE CALDWELL PARTNERS INTERNATIONAL INC.

NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, FEBRUARY 19, 2020

AND

MANAGEMENT INFORMATION CIRCULAR
DATED JANUARY 9, 2020

✓ **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 11:00 a.m., Wednesday, February 19, 2020
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 11:00 a.m. on Wednesday, February 19, 2020 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, 2019 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; and

4. to consider and, if deemed advisable, reconfirm the shareholder rights plan of the Corporation and the Shareholder Rights Plan Agreement made between the Corporation and Computershare Trust Company of Canada, as rights agent dated May 10, 2010 and as successor to Valiant Trust Company; and

5. 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 15, 2020 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 11:00 a.m. on February 17, 2020 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 intermediaries or the Corporation's transfer agent are requested to follow the instructions for voting provided therein, which may include the completion and delivery of voting instruction forms.

Dated at Toronto, Ontario the 9th day of January, 2020

By Order of the Board of Directors

Per:

C. Christopher Beck
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" or the "Company") of proxies to be used at the Corporation's annual meeting of holders of common shares ("Shareholders") of the Corporation to be held on Wednesday, February 19, 2020 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 9, 2020.

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 written proxy being deposited with the Corporation 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 Trust Company of Canada, 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, 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) or by telephone, by calling 1-866-732-VOTE (8683) (toll free within North America) or 312-588-4290 (International), by 11:00 a.m. on February 17, 2020 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 Trust Company of Canada, 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**" or "**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 may have 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 Trust Company of Canada, at its office at 100 University Avenue 8th Floor, Toronto, Ontario M5J 2Y1, Attention: Proxy Department or by internet or telephone pursuant to the instructions provided in the form of proxy, by 11:00 a.m. February 17, 2020 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 9, 2020, 20,404,555 Common Shares of the Corporation were issued and outstanding. Each holder of Common Shares shown as registered on January 15, 2020 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
Ewing Morris & Co. Investment Partners Ltd.(1)	3,802,600	18.6%
C. Douglas Caldwell(2)	2,772,807	13.6%

(1) Ewing Morris & Co. Investment Partners Ltd. ("Ewing Morris") is reported to own, directly or indirectly approximately 18.6% of the outstanding Common shares. Mr. Darcy D. Morris, CEO of Ewing Morris, is also a director of the Company.

(2) Held directly or through private corporations controlled by C. Douglas Caldwell as reported on the System for Electronic Disclosure for Insiders (SEDI).

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.

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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 six Directors and six nominees are proposed, as set out below. **Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the election of each of the nominees whose names are set forth below:**

Name and Municpality of Residence	Position(s) with the Corporation	Principal Occupation	Served as Director Since	Number of Common Shares Held(1)	Number of DSUs/PSUs Held(2)
Paul R. Daoust Boston, Massachusetts United States	Independent Director	Corporate Director	January 24, 2013	200,000	151,014
Darcy D. Morris Toronto, Ontario Canada	Independent Director	Founder and CEO, Ewing Morris & Co. Investment Partners and Corporate Director	July 10, 2018	3,802,600(3)	16,005
Elias Vamvakas Toronto, Ontario Canada	Independent Director	Chairman, Greybrook Capital Inc., Corporate Director	July 10, 2019	275,000	2,394
John N. Wallace Toronto, Ontario Canada	Director, President and Chief Executive Officer	President and Chief Executive Officer, The Caldwell Partners International Inc.	February 19, 2009	760,500	-
Kathryn A. Welsh Stouffville, Ontario Canada	Independent Director	Corporate Director	February 19, 2009	40,000	124,605
John Young Toronto, Ontario Canada	Independent Director	Chief Executive Officer, Boat Rocker Media Inc., Corporate Director	September 4, 2019	-	1,741

(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 9, 2020.

(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 9, 2020. The DSU Plan is described beginning under the heading Compensation of Directors in this Circular. Mr. Wallace does not participate in the DSU Plan and receives no fees for his services as a director of the Corporation.

(3) Shares are directly held by Ewing Morris & Co. Investment Partners Ltd.

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 (NCGC) Committee	Investment Committee
Paul R. Daoust	✓	✓	Chair	✓
Darcy D. Morris	✓	✓	✓	Chair
Elias Vamvakas	Chair	✓	✓	✓
John N. Wallace	✓	(1)	(1)	✓
Kathryn A. Welsh	✓	Chair	✓	✓
John Young	✓	✓	✓	✓

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

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
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 (now Willis Towers Watson), including 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 Hooper Holmes, a public traded company in the business services space, until it was acquired in January 2019. He also served as a director for Mac-Gray, a technology-enabled services provider in business services 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 currently serves on the board of directors of Advantia Health, a privately held company in the healthcare space.

Darcy D. Morris
Chief Executive Officer, Ewing Morris & Co. Investment Partners, Corporate Director

Mr. Morris holds an Honours Bachelor of Arts in political studies from Queen's University and was awarded the Canadian Investment Manager designation. He founded Ewing Morris & Co. Investment Partners where he is responsible for managing the firm's relationships, and also contributes to investment research and general operations. Prior Mr. Morris was a portfolio manager at MacDougall, MacDougall & MacTier Inc., where he built a successful investment management business. He also previously worked at Burgundy Asset Management. Mr. Morris currently serves on the boards of the Toronto Public Library Foundation and the Art Gallery of Ontario (AGO) Foundation of which he is also President.

Elias Vamvakas
Chairman, Greybrook Capital Inc., Corporate Director

Mr. Vamvakas holds a B.S. from the University of Toronto. Mr. Vamvakas is the Chairman, CEO and founder of Greybrook Capital, a private equity firm focused on real estate and healthcare. He is also Chairman of Greenbrook-TMS NeuroHealth centers, (TSX:GTMS), the leading provider of TMS Therapy in North America whose clinics provide a treatment for patients suffering with depression. He is also chairman of TearLab Corporation (NASDAQ:TEAR), an ophthalmic device company developing and commercializing novel, lab-on-a-chip technologies that enable eye care practitioners to test for highly sensitive and specific biomarkers in tears at the point-of-care. Prior to Greybrook Capital, Mr. Vamvakas co-founded TLCVision (NASDAQ/TLCV, TSX/TLC), which he built into the largest eye care service provider organization in North America.

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
Corporate Director

Ms. Welsh holds a B. Comm. (Honours – Gold Medalist) from Queen's University. Ms. Welsh was an independent consultant from 2004 to 2012. 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 CPA - 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. Ms. Welsh also currently serves as Director and Audit Committee Chair for Pizza Pizza Royalty Corp.

John Young
Chief Executive Officer, Boat Rocker Media Inc., Corporate Director

Mr. Young was born and raised in Loch Lomond, Scotland and graduated with honours from the Law School at the University of Dundee. He also received a Diploma in Legal Practice from Glasgow University. Mr. Young brings 20 years of experience as a lawyer with particular focus on mergers & acquisitions. He is also a graduate of the Directors Governance College at University of Toronto's Rotman School of Business. Mr. Young is the Chief Executive Officer of Boat Rocker Media, a global entertainment company that creates, produces and distributes premium content for all platforms; producing shows such as Orphan Black, The Next Step, The Amazing Race Canada, Killjoys, Big Brother Canada, MasterChef Canada and X Company. Mr. Young serves as Chair on the Board of the Academy of Canadian Cinema and Television. He is a member of the board of SIR Corp. He is also the Chairman of the Board of Feeding Canadian Kids, a Canadian charity committed to feeding nutritious dinners to children in underprivileged communities who suffer food insecurity.

Director attendance at Board and committee meetings held during the fiscal year 2019 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
Paul R. Daoust	6/6	4/4	13/13	4/4
G. Edmund King(2)	6/6	4/4	13/13	4/4
Darcy D. Morris	6/6	4/4	13/13	4/4
Elias Vamvakas(3)	n/a	n/a	n/a	n/a
John N. Wallace(1)	6/6	n/a	n/a	4/4
Kathryn A. Welsh	6/6	4/4	13/13	4/4
John Young(4)	n/a	n/a	n/a	n/a

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

(2) Mr. King resigned as a director and chair of the board and from all committees of the board effective with the conclusion of the July 10, 2019 board meeting.

(3) Mr. Vamvakas was appointed as a director and chair of the board and member of all committees of the board effective prospectively with the conclusion of the July 10, 2019 board meeting. Mr. Vamvakas was present as an observer at the July 10, 2019 board and committee meetings. There were no additional board or committee meetings held between July 10, 2019 and the end of the fiscal year August 31, 2019.

(4) Mr. Young was appointed to the board by resolution on July 10, 2019, with effective appointment conditioned upon shareholder approval to expand the size of the board of directors from five directors to six directors. Mr. Young sat as an observer at the July 10, 2019 board and committee meetings, and his appointment became effective on September 5, 2019 when shareholder approval was received.

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.

Except as disclosed directly following this paragraph, 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.

Mr. Paul Daoust had been a director of Hooper Holmes, Inc. d/b/a Provant Health ("HH") beginning in May 2017 and ending in January 2019 upon a sale of the business. On August 27, 2018, HH filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). On December 14, 2018, HH and all of its subsidiaries filed their Joint Plan of Liquidation (the "Plan") and Disclosure Statement for Joint Plan of Liquidation with the Bankruptcy Court. The Bankruptcy Court confirmed the Plan on January 31, 2019 and the remaining assets of the debtors were subsequently transferred to a liquidating trustee in accordance with the Plan.

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.

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors of the Corporation until the next annual meeting of shareholders, and to authorize the directors to fix the remuneration of the auditors.

3. RECONFIRMATION OF SHAREHOLDER RIGHTS PLAN

The Board of Directors of the Corporation adopted a shareholder rights plan pursuant to a Shareholder Rights Plan Agreement dated as of May 10, 2010 between the Corporation and Valiant Trust Company (predecessor entity to Computershare Trust Company of Canada), as rights agent (the "**Rights Plan**"). The purpose of the Rights Plan is to ensure, to the extent possible, that all Shareholders are treated equally and fairly in connection with any initiative to acquire effective control of the Corporation.

The Rights Plan was approved, ratified and confirmed by the Shareholders at the special meeting of the Shareholders of the Corporation held on October 28, 2010. By its terms, the Rights Plan must be reconfirmed by a resolution passed by a majority of the votes cast by Independent Shareholders (as such term is defined in the Rights Plan) who vote in respect of such reconfirmation at every third annual meeting of the Corporation thereafter. The Rights Plan was reconfirmed by the Shareholders at the annual meetings of the Corporation held on March 11, 2014 and March 2, 2017. As the current Meeting is the third annual meeting of the Corporation held since the plan was last reconfirmed, Independent Shareholders will be asked at the current Meeting to reconfirm the Rights Plan.

Purpose of the Shareholder Rights Plan

The purpose of the Shareholder Rights Plan is to ensure, to the extent possible, that all shareholders of the Corporation are treated equally and fairly in connection with any initiative to acquire effective control of the Corporation.

Control Transactions

The Shareholder Rights Plan that has been adopted by the Corporation does not prevent change of control transactions but rather encourages potential acquirers of effective control to make take-over bids by means of a Permitted Bid, which is designed to treat all shareholders equally and fairly.

Under current Canadian securities legislation, it is possible for effective control of a company to be acquired through a transaction that may exclude some shareholders or may be coercive or otherwise unfair to shareholders and not in the best interests of a corporation, its shareholders and other stakeholders. For example, effective control can be acquired through private agreement purchases from select shareholders that are not available to all shareholders, either alone or in conjunction with purchases from time to time on the TSX or other markets where the Shares are traded. Those acquisitions may result in a change of effective control that does not afford all Shareholders a "control premium" for their Shares. Take-over bids also can be structured so that they are coercive and effectively limit shareholder choice.

In this context, the Board of Directors considered, with the benefit of advice from its legal advisors, whether it was in the best interests of the Corporation, its Shareholders and other stakeholders to adopt a shareholders rights plan. The Board of Directors unanimously determined that it was in the best interests of the Corporation, its Shareholders and other stakeholders to do so to limit the potential adverse impact of an accumulation of a significant interest in the Shares that was effected through a creeping bid, private agreement transactions or other means that resulted in coercive or unfair attempts to take over the Corporation without affording all Shareholders the opportunity to sell all of their Shares to the acquirer.

The Rights Plan discourages creeping bids, private agreement transactions and coercive or unfair acquisition of effective control by creating the potential that any Shares that may be acquired or held by an acquirer will be significantly diluted if not acquired in a manner permitted by the Shareholder Rights Plan. Such potential dilution results because the Shareholder Rights Plan provides that all holders of Shares who are not related to the acquirer will be entitled to exercise Rights issued to them under the Shareholder Rights Plan and to acquire additional Shares at a substantial discount to prevailing market prices (with the acquirer and the persons related to the acquirer not entitled to exercise any such Rights). However, the Shareholder Rights Plan that has been adopted by the Corporation does not prevent change of control transactions. The Shareholder Rights Plan does not apply to bids that are structured as a "Permitted Bid", which is a take-over bid:

- that is made by way of a take-over bid circular to all holders of Shares, other than the acquirer, for all outstanding Shares; and

- that is subject to irrevocable and unqualified conditions that (a) no Shares shall be taken up or paid for prior to a date which is not less than 60 days after the date of the bid and then only if more than 50% of the outstanding Shares held by Shareholders who are independent of the bidder have been tendered to the bid and not withdrawn, (b) Shares may be deposited pursuant to the bid (unless the bid is withdrawn) at any time prior to the close of business on the date Shares are first taken up and paid for under the bid, (c) any Shares deposited pursuant to the bid may be withdrawn until taken up and paid for, and (d) if the 50% tender condition is satisfied, that fact will be publicly announced and the bid will be extended for at least 10 business days following such announcement.

These criteria are intended to ensure that the Permitted Bid is even-handed, available to all shareholders for all of their Shares, and free of coercive effect. In a Permitted Bid, a shareholder who is not inclined to keep Shares in a company controlled by the acquirer may, for example, wait to see if the acquirer achieves the 50% tender level at the time shares are first taken up, and then subsequently tender their shares to exit their investment with assurance that their tender will be accepted and that they will receive the same consideration as other shareholders. Thus, in a Permitted Bid, shareholders are given a free choice to decide whether the consideration offered is adequate and properly reflective of a control premium.

At the date of this Circular, neither management nor the directors of the Corporation are aware of the intention of any person or corporation, or any group of persons or corporations, to engage in any Permitted Bid, or to acquire by any other means control of the Corporation.

The Shareholder Rights Plan

A copy of the complete Rights Plan has been filed with the Canadian Securities Administrators and is available on SEDAR at www.sedar.com (filed with SEDAR on May 17, 2010 as a material contract). Copies are also available from the Secretary of the Corporation at its head office located at 165 Avenue Road, Suite 600, Toronto, Ontario M5R 3S4. A summary of the principal terms and conditions of the Shareholder Rights Plan is attached as Schedule B to this Circular.

The Board of Directors believes that the Rights Plan is in the best interests of the Corporation, its Shareholders and other stakeholders and unanimously recommends that the Rights Plan be reconfirmed. Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the following resolution.

The following is the text of the resolution to be approved by the Independent Shareholders at the meeting:

"BE IT RESOLVED THAT the shareholder rights plan of the Corporation and the Shareholder Rights Plan Agreement dated as of May 10, 2010 between the Corporation and Computershare Trust Company of Canada (previously Valiant Trust Company), as rights agent is hereby reconfirmed."

To be effective, the resolution must be passed by a simple majority of the votes cast thereon by the Independent Shareholders present in person or by proxy at the Meeting.

4. 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 (**"NEOs")** as defined under Form 51-102F6. For the fiscal year ended August 31, 2019, the Corporation's five Named Executive Officers include John N. Wallace (Chief Executive Officer; **"CEO"**), C. Christopher Beck (Chief Operating and Financial Officer; **"COFO"**), and the three additional Named Executive Officers: Pamela Cioffi, Michael Falagario and Caroline Lomot.

Report on Executive Compensation and Compensation Governance

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. Morris, Mr. Vamvakas, Ms. Welsh and Mr. Young, 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 benefit 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**") and stock options ("**Options**") to eligible executive officers of the Corporation, on recommendation of the NCGC Committee.

The NCGC Committee considers the implications of the risks associated with the Company's compensation policies and practices. The NCGC Committee annually reviews the compensation plans of the NEOs and the partners' compensation plan. The NCGC Committee mitigates compensation policies and practices that could encourage an NEO to take inappropriate or excessive risks by linking compensation to both short-term financial performance as well as long-term share price appreciation.

Neither NEOs nor Directors are permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

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 executive compensation program is intended to provide our executives with total compensation that is competitive with comparable North American organizations. Periodically the NCGC Committee will engage an external consultant to study the competitive market and provide recommendations on compensation.

The NCGC Committee received input from the independent compensation consultant Towers Watson Canada Inc. ("Willis Towers Watson") with respect to the compensation structure for the CEO and the COFO. The most recent full review was completed in 2018. Given the limited number of direct industry competitors, and the significant differences in the size and scope of these firms, three views of the market were used to establish competitive compensation. A sample of eight direct competitors was reviewed to understand how compensation programs were designed within the industry. A second sample of seven North American human resource and professional service organizations with revenues comparable to us were examined to determine appropriate levels of total direct compensation. Finally we reviewed the reasonableness of the compensation provided relative to the actual earnings of the partner employees at Caldwell.

The following is a chart setting forth the respective comparator groups:

Industry Comparator Group	**Comparable Size Human Resource and Professional Services Comparator Group**
• Kelly Services, Inc.	• GEE Group, Inc.
• Robert Half International Inc.	• Mastech Digital, Inc.
• ASGN Incorporated	• DLH Holdings Corp.
• Korn/Ferry International	• Acacia Research Corporation
• Kforce Inc.	• People Corporation
• Heidrick & Struggles International, Inc.	• Command Center, Inc.
• Hudson Global, Inc.	• Luna Innovations Incorporated
• WageWorks, Inc.	

In addition, Willis Towers Watson assisted the NCGC Committee in recommending changes to the employment contracts of the CEO and COFO.

Willis Towers Watson was engaged by the firm for compensation advisory services. The table below sets out the fees earned by Willis Towers Watson for services provided in fiscal 2019 and 2018:

Fees by category	**Fiscal 2019**	**Fiscal 2018**
Executive Compensation-Related Fees	$ 58,868	$ 44,756
All Other Fees	-	-
Total Fees	**$ 58,868**	**$ 44,756**

Willis Towers Watson did not provide other services to the company, or to its affiliated or subsidiary entities, or to any of its directors or members of management, other than, or in addition to compensation services provided to the Company.

Compensation Background

The major elements of the Named Executive Officers' compensation program are a base salary and short-term incentive plan ("STIP") annual bonus and additionally, for the Chief Executive Officer and the Chief Operating and Financial Officer, a long-term incentive plan ("LTIP") which may include the granting of PSUs or Options. No other share-based awards currently exist for the NEOs.

Short Term Incentive Plan ("STIP")

This section contains a description of the Corporation's annual STIP, which links executive pay to the achievement of annual business objectives. The award is at risk and an STIP payment is paid only if set objectives are met. The amount of STIP payment depends on performance. Performance exceeding established goals will lead to above-target payments. Performance below established goals will lead to below-target payments, which can be zero if goals are not substantially achieved. The STIP award is paid in cash.

The target revenue and operating profit and minimum acceptable performance for triggering an STIP payout are reviewed annually by the NCGC Committee. Revenue and operating profit targets are established at the beginning of each fiscal year based on the Company's budget which is reviewed and approved by the board of directors. The board approves a budget it believes is challenging, yet obtainable if operational plans are executed effectively. Actual results are compared to budget, adjusting to remove foreign currency differences to budget and, at the board's sole discretion, adjusting for any amounts the board deems as extraordinary relative to planned operations.

The following table sets forth the target STIP as a percentage of base salary for each NEO and the components and weighting used in determining the STIP achievement:

		2019 STIP Target Weighting by Component		
	STIP Target As % of base[3]	Revenue[1] Achievement	Operating Profit[2] Achievement	Discretionary on Personal Achievements
John Wallace (CEO)	90.0%	50.0%	50.0%	0.0%
Chris Beck (COFO)	65.0%	50.0%	50.0%	0.0%
Pamela Cioffi	30.0%	35.0%	35.0%	30.0%
Michael Falagario	50.0%	35.0%	35.0%	30.0%
Caroline Lomot	30.0%	35.0%	35.0%	30.0%

(1) Each of the percentages for revenue achievement is subject to a multiplier based on the level of attainment relative to target. At target achievement, the multiplier is 100% of the listed percentage. The multiplier increases rateably with the percentage of revenue overage (for every 1% overage in revenue achievement, the revenue multiplier increases by 2% to a maximum payout of 150% of target payout). Conversely, the multiplier reduces by 5% for each 1% of revenue less than target, down to a multiplier of 0% which would be no payment for the component if revenues are less than 80% of target. For example, at 90% of revenue target achievement (revenues 10% less than target), the bonus payment for this element would be 50% of the target payout percentage shown in the chart.

(2) Each of the percentages for operating profit achievement is subject to a multiplier based on the level of attainment relative to target. At target achievement, the multiplier is 100% of the listed percentage. The multiplier increases rateably based on a fixed dollar increment in fiscal 2019 of $70,000 (for every $70,000 overage in operating profit achievement, the operating profit multiplier increases by 2% to a maximum payout of 150% of target payout). Conversely, the multiplier reduces by 5% for each increment of $70,000 less than target, down to a multiplier of 0% which would be no payment for the component. For example, at operating profit $700,000 less than target, the bonus payment for this element would be 50% of the target payout percentage shown in the chart. $700,000 less than target is the lowest threshold for a payment for this element and for any operating profit results more than $700,000 below target, the bonus payment for this element is zero and the bonus payment for the revenue component is also zero.

<u>Share-based and option-based awards--Long Term Incentive Plan ("LTIP")</u>

This section contains a description of the Corporation's annual LTIP, which links executive pay to the longer term results of the company and its share price.

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 incentives 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 two equity incentive plans under which awards may be granted:

- The Performance Share Unit (PSU) Plan
- The Stock Option Plan

Annual LTIP - Performance Share Units (PSUs)

Upon review and recommendation by the NCGC Committee and its 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 is multiplied by 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 (and Options as discussed below) 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 Shareholder interests 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. For fiscal 2019, grants equivalent to 100% of base salary and 50% of base salary were awarded to the CEO and COFO, respectively. Subsequent to the end of fiscal 2019, the plan was reviewed, and a change was approved for implementation in fiscal 2020. This change adjusts the performance factor on half of the grants issued to be based on revenue targets, not changing the calculations on the other half of the grants issued, and not affecting PSUs granted prior to fiscal 2020.

Special LTIP - Stock Option Plan

The Corporation has a stock option plan as adopted October 13, 1994 and as amended July 20, 2000 (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.

Stock options are not issued regularly, and are for special recognition of events such as grants on employment or promotion or other matters deemed appropriate in the discretion of the Board.

Equity Compensation Plan Information—Stock Option Plan:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (C)
Equity compensation plans approved by security holders	250,000	$1.05	655,600
Equity compensation plans not approved by security holders	-	-	-
Total	250,000	$1.05	655,600

The aggregate number of shares that may be issued under the Plan is stated to be 2,470,000 shares. As of the date of this Circular, 1,564,400 Options have been issued and exercised, and 250,000 have been issued and remain outstanding, representing 1.2% 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 the maximum 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. The Options are to be settled with the issuance of new shares upon the grantee providing cash in the amount of the strike price multiplied by the number of options being exercised.

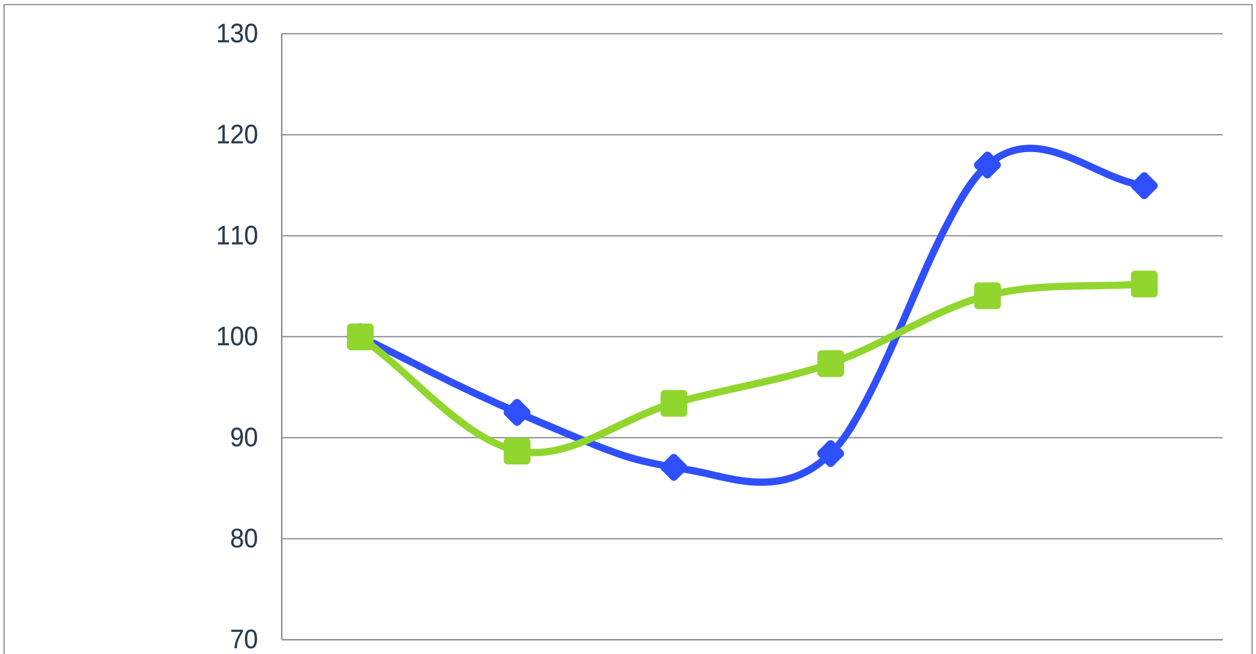
The following table sets forth the mix of compensation for NEOs in Fiscal 2019 at the target levels for each direct compensation element:

	2019 Compensation as a Percentage of Total Direct Compensation at Target			
	Variable Compensation		Non-variable	Total
	STIP	LTIP	Base Salary	Compensation
John Wallace (CEO)	31.0%	34.5%	34.5%	100.0%
Chris Beck (COFO)	30.2%	23.3%	46.5%	100.0%
Pamela Cioffi	23.1%	0.0%	76.9%	100.0%
Michael Falagario	33.3%	0.0%	66.7%	100.0%
Caroline Lomot	23.1%	0.0%	76.9%	100.0%

(1) Effective September 1, 2019 upon consultation with the Company's compensation consultant, review of the NCGC Committee and approval by the Board of Directors, Mr. Beck's annual target PSU grant percentage was increased from 50% to 60% of base salary. This will weight Mr. Beck's compensation percentages for fiscal 2020 forward towards higher variable compensation than fixed compensation as follows: STIP, 28.9%; LTIP, 26.7%; and base salary 44.4%.

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 five most recently completed fiscal years ending August 31, 2019[1].



	August 31, 2014	August 31, 2015	August 31, 2016	August 31, 2017	August 31, 2018	August 31, 2019
Caldwell	100	93	87	88	117	115
S&P/TSX Index	100	89	93	97	104	105

(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, 2014 and that all dividends were reinvested.

The trend in Caldwell's executive compensation for the CEO and COFO is impacted by the above share price chart, but with the fluctuation in executive compensation being generally less volatile than changes in the share price. This is due to a significant portion of the CEO's and COFO's target compensation tied directly to long-term share price-based incentives which generally move with the chart and a further significant portion of target compensation tied to short-term financial objectives, the continued attainment of which should support a long-term growth in share price. The remaining portion of target compensation is in the form of a base salary which is relatively constant and does not fluctuate with share price, thus smoothing the executive compensation relative to the share price changes.

Summary Compensation Table - Canadian Dollars

The following table sets forth compensation of the Chief Executive Officer, Chief Operating and Financial Officer and the other Named Executive Officers of the Corporation for the fiscal year ended August 31, 2019, 2018 and 2018.

Name & Principal Position	Year	Salary	Share-Based Awards (LTIP-PSUs)	Option-Based Awards	Non-Equity Incentive Plan Compensation		Pension Value	All Other Compensation[5]	Total Compensation
					Annual (STIP)[4]	Long-Term			
John Wallace President and Chief Executive Officer	2019 2018 2017	$427,500 $427,500 $427,500	$427,500[1] $427,500[2] $427,500[3]	- - -	$292,776 $551,377 $507,367	- - -	- - -	- - -	$1,147,776 $1,406,311 $1,362,367
Chris Beck[7] Chief Operating and Financial Officer and Corporate Secretary	2019 2018 2017	$399,000 $364,800 $376,200	$199,500[1] $182,400[2] $188,100[3]	- $12,500[7] -	$197,352 $235,254 $223,241	- - -	- - -	- - -	$795,852 $794,954 $787,541
Pamela Cioffi[8] Director, Talent and Knowledge Management	2019 2018 2017	$226,100 $158,584 -	- - -	- - -	$56,480 $57,225 -	- - -	- - -	- - -	$282,580 $215,809 -
Michael Falagario Director, Finance, Systems and Planning	2019 2018 2017	$185,000 $171,000 $171,000	- - -	- - -	$77,022 $102,843 $96,681	- - -	- - -	- - -	$262,022 $273,843 $267,681
Caroline Lomot Director, Marketing	2019 2018 2017	$212,800 $198,400 $204,600	- - -	- - -	$53,157 $71,593 $69,407	- - -	- - -	- - -	$265,957 $269,993 $274,007
Geneva Morse[6] Director, Talent and Knowledge Management	2019 2018 2017	- $79,203 $244,200	- - -	- - -	- - $82,841	- - -	- - -	- - -	- $79,203 $327,041

(1) Amount relates to Performance Stock Units awarded during the year, valued at $1.56 per unit (fair value at the date of grant). These Performance Stock Units cliff vest on August 31, 2021.

(2) Amount relates to Performance Stock Units awarded during the year, valued at $1.07 per unit (fair value at the date of grant). These Performance Stock Units cliff vest on August 31, 2020.

(3) Amount relates to Performance Stock Units awarded during the year, valued at $0.97 per unit (fair value at the date of grant). These Performance Stock Units cliff vest on August 31, 2019.

(4) The multipliers achieved in the calculation of the STIP awards for revenue and operating profit were as follows: fiscal 2019 – 89.0% revenue and 63.2% operating profit; fiscal 2018 - 125.9% revenue and 132.0% operating profit; and fiscal 2017 - 112.0% revenue and 125.4% operating profit.

(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. Morse left the Company effective December 31, 2018 and her compensation for Fiscal 2018 is for the period employed.

(7) Effective September 14, 2017, Mr. Beck was appointed Chief Operating and Financial Officer in recognition of the operational duties he performs. In connection with the appointment, Mr. Beck was granted an option to purchase

up to 250,000 common shares of the Company at a price of $1.05 per share which was fair market value at the date of grant. The option vests 50% on the first anniversary of the grant date, and the remaining 50% on the second anniversary of the grant date and has a life of five years beginning with the date of grant. The valuation methodology used was the Black-Scholes-Merton model.

(8) Ms. Cioffi joined the Corporation effective November 30, 2017 at an annual base salary of $165,000 (USD). Her compensation listed for Fiscal 2018 is for the period employed.

(9) Mr. Wallace entered into an updated employment agreement effective for fiscal 2020. Terms include an increase in annual base salary to $465,000.

Summary Compensation Table – Local Currencies

The following table sets forth the same information as the Summary Compensation Table - Canadian Dollar table above, only shown in the local currency in which the executive resides. Mr. Wallace and Mr. Falagario reside in Canada and their compensation is earned and paid in Canadian dollars. Mr. Beck, Ms. Cioffi, Ms. Lomot and Ms. Morse reside in the US and their compensation is earned and paid in US dollars. Amounts shown in the chart are in the respective currencies each individual resides in, as noted. The average exchange rates used to translate compensation amounts to the above Canadian dollar Summary Compensation Table were 1.33 CAD/USD for Fiscal 2019, 1.28 CAD/USD for Fiscal 2018, and 1.32 CAD/USD for Fiscal 2017.

Name & Principal Position	Year	Salary	Share-Based Awards (LTIP-PSUs)	Option-Based Awards	Non-Equity Incentive Plan Compensation		Pension Value	All Other Compensation	Total Compensation
					Annual	Long-Term			
John Wallace President and Chief Executive Officer **Canadian Dollars**	2019 2018 2017	$427,500 $427,500 $427,500	$427,500 $427,500 $427,500	- - -	$292,776 $551,377 $507,367	- - -	- - -	- - -	$1,147,776 $1,406,311 $1,362,367
Chris Beck Chief Financial Officer and Corporate Secretary **US Dollars**	2019 2018 2017	$300,000 $285,000 $285,000	$150,000 $142,500 $142,500	- $9,766 -	$148,385 $183,792 $169,122	- - -	- - -	- - -	$598,385 $621,058 $596,622
Pamela Cioffi Director, Talent and Knowledge Management **US Dollars**	2019 2018 2017	$170,000 $123,894 -	- - -	- - -	$42,466 $44,707 -	- - -	- - -	- - -	$212,466 $168,601 -
Michael Falagario Director, Finance, Systems and Planning **Canadian Dollars**	2019 2018 2017	$185,000 $171,000 $171,000	- - -	- - -	$77,022 $102,843 $96,681	- - -	- - -	- - -	$262,022 $273,843 $267,681
Caroline Lomot Director, Marketing **US Dollars**	2019 2018 2017	$160,000 $155,000 $155,000	- - -	- - -	$39,968 $55,932 $52,581	- - -	- - -	- - -	$199,968 $210,932 $207,581
Geneva Morse Director, Talent and Knowledge Management **US Dollars**	2019 2018 2017	- $61,877 $185,000	- - -	- - -	- - $62,758	- - -	- - -	- - -	- $61,877 $247,758

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, 2019:

	Option-based Awards				Share-based Awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date(1)	Value of unexercised in-the-money options ($)(2)	Type of Award	Vesting Date	Number of shares or units of shares that have not vested (#)(6)	Market or payout value of share-based awards that have not vested ($)	Market or payout value of vested share-based awards not paid out or distributed ($)
John Wallace	-	-	-	-	PSU(3)	August 31, 2021	284,155	$290,506	-
					PSU(4)	August 31, 2020	443,344	$603,023	-
					PSU(5)	August 31, 2019	-	-	$795,708
Chris Beck	250,000	$1.05	September 14, 2022	$57,500	PSU(3)	August 31, 2021	131,862	$134,809	-
					PSU(4)	August 31, 2020	188,392	$256,245	-
					PSU(5)	August 31, 2019	-	-	$355,657

(1) Effective September 14, 2017, in connection with Mr. Beck's appointment as Chief Operating and Financial Officer, Mr. Beck was granted an option to purchase up to 250,000 common shares of the Company at a price of $1.05 per share which was fair market value at the date of grant. The option vested 50% on the first anniversary of the grant date, and the remaining 50% on the second anniversary of the grant date and has a life of five years beginning with the date of grant. Options expire earlier if the executive ceases to be an employee.

(2) The in-the-money value in the column was calculated using a share value of $1.28, the August 31, 2019 closing share price of the Corporation's shares on the TSX.

(3) Issued effective December 8, 2018 at a fair value at date of grant of $1.56 per PSU. The market value at August 31, 2019 in the chart is based on the fair market value under the PSU Plan of $1.27 (representing the ten day average share price leading up to August 31, 2019) and a performance adjustment of 80.5% achievement to target based on performance during the first year of the vesting period.

(4) Issued effective December 11, 2017 at a fair value at date of grant of $1.07 per PSU. The market value at August 31, 2019 in the chart is based on the fair market value under the PSU Plan of $1.27 (representing the ten day average share price leading up to August 31, 2019) and a performance adjustment of 107.1% achievement to target based on performance during the first year of the vesting period.

(5) Issued effective December 15, 2016 at a fair value at date of grant of $0.97 per PSU. The market value at August 31, 2019 in the chart is based on the fair market value under the PSU Plan of $1.27 (representing the ten day average share price leading up to August 31, 2019) and a performance adjustment of 119.0% achievement to target based on performance during the first year of the vesting period.

(6) 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 Fiscal 2019 by the Named Executive Officers:

Name	Option-Based Awards-Value Vested During the Year $	Share-Based Awards-Value Vested During the Year $	Non-Equity Incentive Plan Compensation-Value Earned during the Year(2) $
John Wallace	-	$795,708(1)	$292,776
Chris Beck	$40,000(3)	$355,657(1)	$197,352
Pamela Cioffi	-	-	$56,480
Michael Falagario	-	-	$77,022
Caroline Lomot	-	-	$53,157

(1) Amounts pertain to the valuation of PSU grants from Fiscal 2017 that vested during Fiscal 2019 and were paid by December 31, 2019. The final settlement amounts were based on a share price of $1.29, representing the ten day average share price subsequent to the public release of the Company's Fiscal 2019 financial results and as adjusted for dividends. This resulted in actual payments to Mr. Wallace and Mr. Beck of $798,567 and $357,441 (USD: $268,753), respectively, in accordance with the PSU plan.

(2) Short term incentive plan amounts earned during Fiscal 2019 were paid during the first quarter of Fiscal 2020.

(3) 125,000 options with an exercise price of $1.05 vested on September 14, 2018. The closing share price on September 14, 2018 was $1.37. The value disclosed is as of the date vesting. The options have not been exercised as of the date of this circular.

Employment Agreements--Termination and Change of Control Benefits

Mr. Wallace's employment agreement was updated July 10, 2019 effective for fiscal 2020 beginning September 1, 2019. The update agreement supersedes his previous employment agreement dated February 14, 2014, as last amended September 1, 2016. Key terms of Mr. Wallace's updated employment agreement provide for a base salary of $465,000 with a 90% STIP target. Mr. Wallace remains eligible to participate in the PSU plan with a target annual PSU grant equal to 100% of his base salary.

The updated agreement has a fixed term and shall continue for four years through August 31, 2023, unless terminated earlier in accordance with the agreement. At the end of the term, Mr. Wallace's employment with the Corporation shall terminate unless he and the Company agree to extend on mutually acceptable terms. The agreement provides for a one year non-competition and two year non-solicitation of employees or clients.

Mr. Wallace may also terminate his agreement and his employment by voluntary resignation. This may be done at any time by providing written notice to the Board specifying the effective date of termination (such date being not less than two (2) months and not more than six (6) months after the date of his written notice). If Mr. Wallace resigns under these terms, then the Corporation shall pay him any base salary and vacation pay earned by and remaining payable up to the date of termination. All benefits and entitlements shall cease on the date of termination and the Executive shall have no entitlement to any further notice of termination, payment in lieu of notice of termination, severance, or any damages whatsoever. The Executive's participation in all bonus or incentive plans and any long term incentive plan or other equity or profit participation plans (including the PSU Plan) terminates immediately upon the date of termination and all awards under the PSU Plan are forfeited and cancelled; provided, however, that with at least six months' notice of resignation in writing on or after March 1, 2021, notwithstanding the terms of the PSU Plan, Mr. Wallace shall be paid amounts as if terminated without just cause (as set forth in the following paragraph) and a retiring allowance equal to the value of all accrued PSUs as of the date of termination, plus an amount in respect of the unvested PSUs calculated as if all PSUs granted in prior fiscal years had fully vested, and any PSUs granted during the fiscal year of the date of termination vested on a pro-rata basis based on the number of completed months of active employment in such fiscal year.

If Mr. Wallace's is terminated without just cause or leaves with good reason, both situations as defined in the agreement, then Mr. Wallace shall be compensated as follows:

(a) Base salary and vacation pay earned by him and remaining payable to him up to the date of termination.

(b) Annual bonus incentive entitlement, if any, calculated pro rata for the period up to the date of termination based on achievement of the bonus incentive target to such date.

(c) Payroll continuation in an amount equal to his then base salary plus target bonus, continuing for the lesser of (i) 24 months from the date of termination; or (ii) the remainder of the employment term.

(d) Continuation of available benefits capable of continuation in which he was participating as at the date of termination for the same period as payroll continuation.

(e) If the date of termination occurs on or after September 1, 2021, he shall be paid an amount in respect of the unvested and forfeited PSUs calculated as if all unvested PSUs granted in prior fiscal years had fully vested, and any PSUs granted during the fiscal year of the date of termination had vested on a pro-rata basis based on the number of completed months of active employment in such fiscal year. For greater clarity, he shall be entitled to this payment in the event that he works until the expiry of the employment agreement on August 31, 2023.

A change in control of the Company does not automatically trigger severance provisions, provided that Mr. Wallace may have resigned and triggered the above payments if there was a diminution of title, duties, authority, reporting relationship, pay, or other matters providing Mr. Wallace contractual good reason for resignation.

Mr. Beck's employment agreement was updated July 10, 2018 effective for fiscal 2019 beginning September 1, 2018. The employment agreement supersedes Mr. Beck's employment agreement dated March 2013, as amended. Key terms of Mr. Beck's updated employment agreement provide for a base salary of $300,000 (USD) with a 65% STIP target. Mr. Beck remains eligible to participate in the PSU plan with a target annual PSU grant equal to 50% of his base salary, which was increased to 60% effective September 1, 2019.

Mr. Beck's employment agreement includes certain restrictive covenants including a two year non-solicitation of employees or clients and forfeiture of severance, if any, should he become employed by a competitor. His agreement provides that if he is terminated without just cause or leaves with good reason, both situations as defined in the agreement, then Mr. Beck shall be paid i) his annual short-term incentive bonus calculated pro-rata through the date of separation plus ii) an amount equal to 18 months' compensation comprised of base salary plus the lesser of his short-term bonus at target achievement or the average bonus paid to him over the previous two fiscal years, paid equally over the course of the severance period. A change in control of the Company does not automatically trigger severance provisions, provided that Mr. Beck may resign and trigger the above payments if there is a diminution of title, duties, authority, reporting relationship, pay, or other matters providing Mr. Beck contractual good reason for resignation.

Regarding LTIP PSU grants for Messrs. Wallace and Beck, in the event of a termination without cause or resignation with good reason as defined in the PSU plan, outstanding unvested PSU grants shall be vested and accelerated pro-rata from issuance date to the date of separation. In the event of a change in control that does not result in a termination or resignation for good cause, and the executive remains employed, the PSUs shall continue to vest in accordance with the normal vesting schedule of the PSU plan but shall have their value set as of the effective date of the change of control using the change of control price as the fair market value. If the PSU holder is subsequently terminated without cause or resigns for good reason within one year following the effective date of the change of control, the vesting of such PSUs shall be accelerated to the date of such termination or resignation and shall be settled as soon as practicable following on such date of termination or resignation in accordance with the plan.

Messrs. Wallace and Beck also have a compensation claw-back of incentive awards provision whereby should there be a material restatement of the Corporation's audited financial statements for any fiscal year (other than as a result of an accounting policy change), then the Corporation may, at the discretion of the Board, recalculate the amount of any STIP or LTIP grants or awards provided to the executive in respect of such year, and the executive may be required to repay to the Corporation any resulting overpayment of incentive so calculated. No repayment will be required by the executive if the restatement occurs more than three years after the original audit date, except in the event of the respective executive’s fraud.

Restrictive covenants agreed to with the other Named Executive Officers include a one year non-solicitation of employees or clients.

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 the independent compensation consulting firm, 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.

Effective for Fiscal 2017 and in support of management initiatives for profitability improvement, each of the members of the Board of Directors voluntarily reduced their total annual compensation by 10%. Under this structure, the Chairman received total annual compensation of $49,500 and each of the other independent, non-employee Board members received total annual compensation of $36,000 earned in their local currency. Such amounts are 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 was set to 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 received an additional cash retainer of $4,500.

The following table sets forth compensation of the Directors of the Corporation for the fiscal year ended August 31, 2019:

Name	Fees earned	Share-based awards	Option-based awards	Non-equity incentive plan compensation	Pension value	All other compensation	Total ($)
Paul R. Daoust[(1)]	$23,940	$ 23,940	$ -	$ -	$ -	$ -	$ 47,880
G. Edmund King	$21,656	$ 24,750	$ -	$ -	$ -	$ -	$ 46,406
Darcy D. Morris	$18,000	$ 18,000	$ -	$ -	$ -	$ -	$ 36,000
Elias Vamvakas[(2)]	$3,094	$ -	$ -	$ -	$ -	$ -	$ 3,094
Kathryn A. Welsh	$22,500	$ 18,000	$ -	$ -	$ -	$ -	$ 40,500
John Young[(3)]	$2,250	$ -	$ -	$ -	$ -	$ -	$ 2,250

(1) Mr. Daoust's cash fee compensation is earned and paid in US dollars. Amounts shown in the chart are Canadian dollars, translated at 1.33 CAD/USD representing the average exchange rate in effect over the course of the period base compensation was paid throughout the fiscal year.

(2) Mr. Vamvakas was appointed as a member and chair of the board effective July 10, 2019. Fees earned are for the partial period Mr. Vamvakas was chair of the board. There was not a DSU grant paid to Mr. Vamvakas during the partial period from July 10, 2019 to August 31, 2019.

(3) Mr. Young was appointed as a member of the board effective September 4, 2019 after the fiscal year end. Mr. Young was paid as an advisor to the board the same amount as if he had been a board member during the partial period from July 10, 2019 to August 31, 2019, but there was not a DSU grant paid to Mr. Young during fiscal 2019.

The following table sets forth all share-based compensation awards outstanding for the Directors on August 31, 2019:

Name	Number of unvested outstanding DSUs[(1)]	Number of vested outstanding DSUs	Market or payout value of vested share-based awards[(2)]
Paul R. Daoust	-	146,388	$185,913
Darcy D. Morris	-	12,523	$15,904
Elias Vamvakas[(3)]	-	-	-
Kathryn A. Welsh	-	121,123	$153,826
John Young[(4)]	-	-	-

(1) DSUs vest upon grant, but may not be exercised until the respective individual is no longer a Director of the Company. 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, 2018 in the chart is based on the fair market value under the DSU Plan at that date of $1.27.

(3) Mr. Vamvakas was appointed as a member and chair of the board effective July 10, 2019. There was not a DSU grant paid to Mr. Vamvakas during the partial period from July 10, 2019 to August 31, 2019.

(4) Mr. Young was appointed as a member of the board effective September 4, 2019 after the fiscal year end. Accordingly there was not a DSU grant paid to Mr. Young during fiscal 2019.

During fiscal 2019, the NCGC Committee, working with Willis Towers Watson, performed a review of Director compensation. Based upon such review and recommendation by the NCGC Committee and with approval by the Board of Directors, the Director compensation plan was updated. Terms of the updated plan became effective September 1, 2019 and include compensation as follows:

	Board Retainer	Board/Committee Chair Retainer	Total Retainer
Paul Daoust (USD), NCGC Committee Chair	$45,000	$7,500	$52,500
Darcy Morris, Investment Committee Chair	$45,000	$5,000	$50,000
Elias Vamvakas, Board Chair	$45,000	$20,000	$65,000
Kathy Welsh, Audit Committee Chair	$45,000	$10,000	$55,000
John Young	$45,000	$0	$45,000

The retainer payments remain split at 50% cash and 50% in the equivalent valued number of DSUs.

Indebtedness of Directors, Executive Officers and Senior Officers

During Fiscal 2019, 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, 2019 (2018: $223,461; 2017: $223,461). 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.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate Philosophy

The objective of good governance is to enhance value for all Shareholders over the long term. At Caldwell, 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 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 six Directors, five of whom (Messrs. Daoust, Morris, Vamvakas and Young and Ms. Welsh) are "independent" Directors within the meaning of National Instrument 52-110 – *Audit Committees*. On July 10, 2019, the Board of Directors appointed Elias Vamvakas as its non-executive Chair who serves in this role on a part-time basis. Mr. Vamvakas replaced G. Edmund King who served as Chair since March 23, 2010. Concurrent with Mr. Vamvakas' appointment, the Board of Directors determined it appropriate to increase the number of total directors from five to six. On July 10, 2019 John Young was approved as a sixth board member by the Board of Directors, conditioned upon receiving shareholder approval which was received at a special meeting of shareholders on September 4, 2019, 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 in-camera sessions at each quarterly-scheduled board meeting and special meetings of the independent Directors are also held as deemed necessary, 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
Elias Vamvakas	Greenbrook TMS Inc. (TSX:GTMS) TearLab Corporation (NASDAQ:TEAR)
Kathryn A. Welsh	Pizza Pizza Royalty Corp. (TSX:PZA)

The Board of Director's responsibilities for the stewardship of the Corporation are documented in the Board mandate which is attached to the Circular in Schedule "A." 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 and experiences.

The Board through the NCGC Committee is also responsible for Director orientation and education. The NCGC Committee oversees an orientation and education program for new directors and ongoing educational opportunities for all directors. The new director orientation includes information about the Company and its operations and the structure of the Board and its committees. Each new director meets one-on-one with senior management of the Company's operational and administrative areas to enable the director to learn about the various processes and operations of the Corporation. Through these meetings, new directors also gain an appreciation of the skills and competence of the management team. Prior to nomination, candidates for nomination are provided with an explanation of the workload and time commitment required. The full Board is given presentations and reports from the Corporation's operating units and administrative areas on a recurring basis. Special presentations to the Board and to its committees are also made, as appropriate, regarding changes and proposed changes in laws and regulations or other issues relevant to the Corporation or the industry in which it operates. The directors also receive educational presentations throughout the year from management concerning the Company's business, the industry and its operations.

In response to the capital markets' desire for more clarity and information, the Board of Directors has adopted a policy regarding 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 17% of the number of Directors. Currently two of the five Named Executive Officers are women, representing 40% gender diversity within the Named Executive Officers.

Diversity Policy: The Board's aim is to have a broad range of approaches, backgrounds, expertise, skill sets and experience viewpoints represented on the Board and within the executive officers. It is the policy of the Board to seek the most qualified candidates for Board membership without regard to race, gender, national origin, religion, disability, age or sexual orientation. However, in conducting its assessment of Director candidates the Committee will consider diversity (including, but not limited to, gender, race, national origin, disability, age or sexual orientation) as well as such other factors as it deems appropriate given the then current and anticipated future needs of the Board and the Company. The Board seeks to maintain a balance of perspectives, qualifications, qualities and skills on the Board as well as senior management and seeks a diversity of viewpoints to better understand the technical, economic, political and social environments in which the Company operates. This policy is implemented by using existing Board members and leveraging the expertise of the Company's partners in board recruitment to actively seek qualified candidates. The Company's success in seeking a diversity of viewpoints is measured by the range of viewpoints represented on the Company's Board and within senior management. The Board has not set specific targets as to the number of women or other Board members and senior officers from under-represented groups it will maintain given the relatively small number of Directors and executive officers it currently has, the infrequent turnover of Directors and senior management and the Board's philosophy that first and foremost, it should seek the most qualified Directors and senior management. With regard to senior management, the Company currently identifies the five Named Executive Officers as well as the Company's Controller as the senior management team.

The following chart sets forth certain categories of diversity representation from designated groups (as defined under the Employment Equity Act) within the Board of Directors and members of senior management:

Designated Group	% of Directors	% of senior management
Women	17% (1 of 6)	50% (3 of 6)
Aboriginal peoples	0% (0 of 6)	0% (0 of 6)
Persons with disabilities	0% (0 of 6)	0% (0 of 6)
Members of visible minorities	17% (1 of 6)	17% (1 of 6)

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 charters for the NCGC Committee, the Audit Committee and the Investment Committee and the Directors forming part of such committees including delineation of the roles and responsibilities the respective chairs shall be responsible for.

Nominating/Corporate Governance/Compensation (NCGC) Committee

The Nominating/Corporate Governance/Compensation Committee, all of the members of which are independent, has a charter which includes:

Nominating/Corporate Governance:

a) Reviewing annually the mandates of the Board and ensuring that each committee of the Board annually reviews and recommends to the Board such amendments to its mandate as it believes are necessary or desirable;

b) Preparing and recommending to the Board annually a statement of corporate governance practices to be in included in the Corporation's annual report or information circular as required by the Toronto Stock Exchange and any other regulatory authority;

c) To make recommendations to the Board as to which directors should be classified as "independent" directors, "related" directors or "unrelated" directors pursuant to any such report or circular;

d) Reviewing on a periodic basis the composition of the Board and ensuring that an appropriate number of independent directors sit on the Board, analyzing the needs of the Board and recommending nominees who meet such needs.

e) Assessing, at least annually, the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors, including considering the appropriate size of the Board;

f) Recommending suitable candidates for nominees for election or appointment as directors, and recommending the criteria governing the overall composition of the Board and governing the desirable individual characteristics for directors;

g) As required, developing, for approval by the Board, an orientation and education program for new recruits to the Board;

h) Acting as a forum for concerns of individual directors in respect of matters that are not readily or easily discussed in a full Board meeting, including the performance of management or individual members of management or the performance of the Board or individual members of the Board;

i) Developing and recommending to the Board for approval and periodically reviewing structures and procedures designed to ensure that the Board can function effectively and independently of management;

j) Reviewing succession plans, including making recommendations to the board of directors regarding appointments of corporate officers and senior management;

k) Reviewing annually the Committee's Mandate and Terms of Reference

l) Reviewing and considering the engagement at the expense of the Corporation of professional and other advisors by any individual director when so requested by any such director;

m) Establishing, reviewing and updating periodically a Code of Business Conduct and Ethics (the "Code") and ensuring that management has established a system to monitor compliance with this code;

n) Establishing, reviewing and updating periodically a Whistleblower Policy and ensuring that management has established a system to monitor compliance with this code; and

o) Reviewing management's monitoring of the Corporation's compliance with the organization's Code.

Compensation:

a) To review the compensation philosophy and remuneration policy for employees of the Corporation and recommend to the Board changes to improve the Corporation's ability to recruit, retain and motivate employees;

b) To review and recommend to the Board cash and/or share-based compensation to be paid to members of the Board;

c) To receive annually from the Chief Executive Officer of the Corporation the Chief Executive Officer's evaluation of the performance of each senior officer who reports to the Chief Executive Officer of the Corporation;

d) To review and recommend annually to the Board performance objectives and the compensation package for the Chief Executive Officer;

e) To recommend to the Board, on the recommendation of the Chief Executive Officer, the annual compensation and benefits package for senior management positions within the Corporation, including long term incentive plans as appropriate;

f) To review management's recommendations for proposed stock option, restricted stock unit, performance stock unit or such other share purchase plans and make recommendations in respect thereof to the Board;

g) To determine and recommend for approval of the Board any bonuses to be paid to officers of the Corporation and to establish at the start of the year targets or criteria for the payment of such bonuses, if appropriate;

h) To approve and submit the Nominating/Corporate Governance/Compensation Committee's report for inclusion in the Annual Information Form and proxy statement, including the Compensation Committee Report required to be therein; and

i) To review executive compensation disclosure before the Corporation publicly discloses this information.

Audit Committee

The Audit Committee, all of the members of which are independent, has a charter (set forth in full in the Company's Annual Information Form filed on SEDAR) 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; and

g) Conducting independent investigations into matters that may come under its scope of responsibilities.

Further disclosure concerning the Audit Committee is set forth in Appendix A in the Corporation's Annual Information Form for the fiscal year ended August 31, 2019, which is available on SEDAR or on the Company's website at www.caldwellpartners.com/about/investor-relations/.

Investment Committee

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 an investment mix;

e) Approving investment risk;

f) Approving a foreign currency hedging philosophy and plans;

g) Approving delegations of authority and sub-delegations with respect to investment approvals and related decisions;

h) Appointing investment managers, if any, of surplus funds, to approve the proportion of assets allocated to such investment managers and to review each investment manager's performance;

i) Meeting with investment managers, in any, at least annually to discuss investments;

j) Reviewing management reports to monitor the performance of investments and the effectiveness of the investment;

k) Reviewing with management the Corporation's cash flow projections to ensure there is sufficient liquidity to meet business requirements; and

l) Reviewing equity holdings in client securities obtained through the performance of search engagements, and approve any extended holding period after such securities become liquid.

CODE OF BUSINESS AND ETHICAL CONDUCT

The Board has adopted a written code for the Directors, Officers and employees (the "Code"). A copy of the Code is available as posted on SEDAR. A person may also obtain a copy of the code by sending an email request to investors@caldwellpartners.com or by visiting the Company's website at www.caldwellpartners.com/about/investor-relations/. The Board is ultimately responsible for the implementation and administration of this Code and monitors compliance through regular communication with their designated Compliance Officer and Assistant Compliance officer as set forth in the code. The code is reviewed for updates annually by the Board and there have been no material changes since the beginning of the most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation has purchased, at its expense, a liability insurance policy for the directors and officers of the Company and its subsidiaries. This policy covers directors and officers in circumstances including and not limited to where the Corporation is not able to or is prevented from indemnifying them, subject to the terms and conditions outlined in the policy wording. The policy has a limit of $10,000,000 with a $100,000 deductible if the claim is indemnifiable by The Corporation. The Corporation paid a total premium of $23,093 for the Directors and Officers Liability Insurance in the last completed financial year.

TRANSFER AGENT AND REGISTRAR

Computershare Trust Company of Canada, 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 SEDAR (www.sedar.com) or by visiting the Company's website at www.caldwellpartners.com/about/investor-relations/. Additional financial information is provided in the audited consolidated financial statements, management's discussion and analysis and annual information return for the fiscal year ended August 31, 2019. Copies of such documents may also be obtained upon request from the Corporate 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 9, 2020

THE CALDWELL PARTNERS INTERNATIONAL INC.

SCHEDULE A

Mandate of the Board of Directors

The Board of Directors (the "Board") of the Corporation is responsible for the stewardship of the Corporation and fostering its long-term success. In discharging its responsibility, the Board will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation and its shareholders. In general terms, the Board will:

1. In consultation with the Chief Executive Officer of the Corporation (the "CEO"), define the principal objectives of the Corporation;
2. Supervise the management of the business and affairs of the Corporation with the goal of achieving the Corporation's principal objectives as defined by the Board, subject to the CEO being responsible for day-to-day management of the Corporation;
3. Discharge the duties imposed on the Board by applicable laws; and
4. For the purpose of carrying out the foregoing responsibilities, take all such actions as the Board deems necessary or appropriate.

Without limiting the generality of the foregoing, the Board will perform the following duties:

Strategic Direction, Operating, Capital and Financial Plans

1. Require the CEO to present annually to the Board a longer range strategic plan and a shorter range business plan for the Corporation's business, which plans must:
   (a) Be designed to achieve the Corporation's principal business objectives;
   (b) Identify the principal strategic and operational opportunities and risks of the Corporation's business; and
   (c) Be approved by the Board as a pre-condition to the implementation of such plans.
2. Review progress towards the achievement of the goals established in the strategic, operating and capital plans;
3. Identify the principal risks of the Corporation's business and take all reasonable steps to ensure the implementation of the appropriate systems to manage these risks;
4. Approve the annual operating and capital plans;
5. Approve acquisitions and business combinations;
6. Approve issuances of additional common shares or other securities to the public;
7. Approve issuances of additional common shares or other securities via a private placement;
8. Monitor the Corporation's progress towards its goals, and to revise and alter its direction through management in light of changing circumstances.

Management and Organization

1. Appoint the CEO and determine the terms of the CEO's employment with the Corporation;
2. At least annually, evaluate the performance of the CEO and other executive officers;
3. Review with the assistance of the Nominating/Corporate Governance/Compensation Committee, the succession plan for the CEO;
4. In consultation with the CEO, establish the limits of management's authority and responsibility in conducting the Corporation's business;
5. In consultation with the CEO, appoint all officers of the Corporation and approve the terms of each officer's employment with the Corporation;
6. Approve any proposed significant change in the management organization structure of the Corporation;
7. Approve any and all retirement plans for officers and senior management of the Corporation;
8. In consultation with the CEO, establish a communications policy for the Corporation;
9. Generally provide advice and guidance to management;
10. Be responsible for succession planning with respect to both the Board and senior management. This responsibility may be delegated to the Corporate Nominating/Corporate Governance/Compensation Committee of the Board;
11. Any director who wishes to engage an independent advisor to assist on matters involving the discharge of duties and responsibilities as a director at the expense of the Corporation should review the request with, and obtain the authorization of, the Nominating/Corporate Governance/Compensation Committee of the Board; and
12. Ensure timely communication of material corporate information to shareholders.

Finances and Controls

1. Use reasonable efforts to ensure that the Corporation maintains appropriate systems to manage the risks of the Corporation's business;
2. Review and approve compensation of CEO and CEO's corporate direct reports
3. Monitor the appropriateness of the Corporation's capital structure;
4. Ensure that the financial performance of the Corporation is properly reported to shareholders, other security holders and regulators on a timely and regular basis;
5. Establishing, reviewing and updating periodically a Code of Business Conduct and Ethics (the "Code") and ensuring that management has established a system to monitor compliance with this code; and
6. Establishing, reviewing and updating periodically a Whistleblower Policy and ensuring that management has established a system to monitor compliance with this code; and
7. Require that the CEO institute and monitor processes and systems designed to ensure compliance with applicable laws by the Corporation and its officers and employees;
8. Require that the CEO institute and maintain the integrity of, internal control and information systems, including maintenance of all required records and documentation;
9. Satisfy itself as to the integrity of the CEO and other executive officers of the Corporation; and that the CEO and other executive officers create a culture of integrity throughout the Corporation;

10. Review and approve material contracts to be entered into by the Corporation and material transactions not in the ordinary course of business;

11. Review and approve dividends for declaration;

12. Recommend to the shareholders of the Corporation a firm of chartered accountants to be appointed as the Corporate auditors and to set the annual remuneration of the chartered accountants; and

13. Take all necessary actions to gain reasonable assurance that all financial information made public by the Corporation (including the Corporation's annual and quarterly financial statements) is accurate and complete and represents fairly the Corporation's financial position and performance;

Governance

1. Facilitate the continuity and effectiveness of the Board by, amongst other things,

    (A) Selecting nominees for election to the Board;

    (B) Appointing a Chair of the Board, who should be an independent director;

    (C) Appointing from amongst the directors an audit committee, nominating/corporate governance/compensation committee, investment committee and such other committees of the Board as the Board deems appropriate;

    (D) Defining the mandate of each committee of the Board;

    (E) Delegating for approval or review the matters set out in each Board Committee's mandate to that committee;

    (F) Fostering effective communication between the Board and each Board Committee by requiring each committee chair to provide a report to the Board on material matters considered by the committee at the first Board meeting after the committee's meeting;

    (G) Ensuring that processes are in place and are utilized to assess the size of the Board, the effectiveness of the Chair of the Board, that Board as a whole, each committee of the Board and each director;

    (H) Providing an orientation and education program to new members of the Board as deemed necessary, with an emphasis on the role of the Board, its Committees and directors, and the nature and operation of the Corporation's business; and

    (I) Enabling any director to engage and outside adviser at the expense of the Corporation, subject to approval of a meeting of the independent directors;

2. Review annually the adequacy and form of the compensation of directors;

3. Review annually, with the assistance of the Audit Committee and Nominating/Corporate Governance/Compensation Committee, reports provided by management on compliance with, or material deficiencies of policies relating to employee conduct, ethics and reputation and legal risks and approve changes it considers appropriate;

4. Approve annually a statement of corporate governance practices to be included in the Corporation's annual report or information circular as required by the Toronto Stock Exchange and any other regulatory authority;

5. Determine annually which directors should be classified as "independent" directors, "related" directors or "unrelated" directors pursuant to any such report or circular; such determinations will be governed by regulations and guidelines currently in effect when the determination is made.

6. Hold regular, in-camera meetings of the independent directors only, without management or related directors present; and
7. Ensure legal requirements have been met and documents and records have been properly prepared, approved and maintained.

Delegation

The Board may constitute, seek the advice of and delegate its duties to and receive reports and recommendations from any committee of the Board.

Meetings and Administrative Matters

1. At all meetings of the Board every motion shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote;
2. Members of the Board are expected to attend meetings of the Board and any Board committees of which the directors are a member and to review related materials in advance;
3. The Chair shall preside at all meetings, unless the Chair is not present, in which case the members of the Board present shall designate from among the members present the Chair for purposes of the meeting;
4. A quorum for meetings of the Board shall be a majority of its members then in office;
5. Meetings of the Board should be scheduled to take place at least four times per year and at such other times as the Chair may determine;
6. Agendas, approved by the Chair, shall be circulated to Board members along with background information on a timely basis prior to the Board meeting;
7. The Board may invite such officers, directors and employees of the Corporation as it may see fit from time to time to attend at meetings of the Board and assist thereat in the discussion and consideration of the matters being considered;
8. Minutes of the Board will be recorded and maintained and circulated to all directors prior to the next meeting of the Board;
9. The Board may retain, at the expense of the Corporation, persons having special expertise and/or obtain independent professional advice to assist in fulfilling its responsibilities; and
10. The Board shall ensure that the independent directors meet regularly, and in no case less frequently than quarterly, without non-independent directors or management present.

THE CALDWELL PARTNERS INTERNATIONAL INC.

SCHEDULE B

SUMMARY OF PRINCIPAL TERMS AND CONDITIONS OF THE SHAREHOLDER RIGHTS PLAN AGREEMENT

The following is a summary of the principal terms and conditions of the shareholder rights plan (the "Rights Plan") of The Caldwell Partners International Inc. (the "Corporation"). This summary is qualified in its entirety by, and is subject to, the full text of the Rights Plan between Valiant Trust Company, as Rights Agent and the Corporation, dated as of May 10, 2010. The Rights Plan is available under the Corporation's profile at www.sedar.com. All capitalized terms used but not defined in this summary have the meanings ascribed to such terms in the Rights Plan, unless otherwise indicated. In addition, all references to section numbers in this summary refer to section numbers of the Rights Plan, unless otherwise indicated.

(a) Issuance of Rights

Holders of Common Shares are entitled to one Right for each Voting Share they hold. The Rights are not exercisable until the Separation Time (see below under the heading "Separation Time"). If a Flip-In Event occurs (see below under the heading "Flip-In Event"), each Right will entitle the registered holder thereof to receive, upon payment of the Exercise Price and any applicable transfer taxes, the number of Common Shares per Right having an aggregate Market Price equal to twice the Exercise Price. The Exercise Price is, subject to adjustment from time to time, $50.00.

The Rights Plan contains provisions pursuant to which the Exercise Price and/or the number of Rights may be adjusted in certain events, including in the event of a subdivision or consolidation of Common Shares and certain rights offerings.

(b) Trading of Rights

Until the Separation Time (or the earlier termination or expiration of the Rights), the Rights will be evidenced by the certificates representing the Common Shares and will be transferable only together with the associated Common Shares. Following the Separation Time, separate certificates evidencing the Rights (the "Rights Certificates") will be mailed to holders of record of Common Shares (other than an Acquiring Person (see below under the heading "Acquiring Person") and, in respect of any Rights Beneficially Owned (see below under the heading "Beneficial Ownership") by such Acquiring Person which are not held of record by such Acquiring Person, the holder of record of such rights). Rights Certificates will also be issued in respect of Common Shares issued after the Separation Time and prior to the Expiration Time to each holder of securities of the Corporation (other than an Acquiring Person and, in respect of any Rights Beneficially Owned by such Acquiring Person which are not held of record by such Acquiring Person, the holder of record of such rights) converting securities into or exchanging such securities for Common Shares. The Rights will trade separately from the Common Shares after the Separation Time.

(c) Separation Time

The Separation Time is the Close of Business on the tenth Business Day (or such later Business Day as may be determined by the Board of Directors) after the earliest of: (i) the Share Acquisition Date, which is generally the first date of public announcement or disclosure by the Corporation or an Acquiring Person of facts indicating that a Person has become an Acquiring Person; (ii) the date of the commencement of, or first public announcement or disclosure of the intention of any Person (other than the Corporation or any Subsidiary of the Corporation) to commence a Take-over Bid (other than a Permitted Bid or a Competing Permitted Bid so long as such Take-over Bid continues to satisfy the requirements of a Permitted Bid or Competing Permitted Bid); and (iii) the date upon which a Permitted Bid or Competing Permitted Bid ceases to qualify as such. If any Take-over Bid referred to in (ii) above expires or is terminated or otherwise withdrawn prior to the Separation Time, such Take-over Bid is deemed to never have been made. In addition, if the Board of Directors determine, in accordance with the Rights Plan, to waive the application of Section 3.1 to a Flip-in Event, then the Separation Time shall be deemed never to have occurred.

(d) Acquiring Person

In general, an Acquiring Person is a Person who is the Beneficial Owner of 20% or more of the Corporation's outstanding Common Shares. Excluded from the definition of "Acquiring Person" are the Corporation and any of its Subsidiaries, and any Person who becomes the Beneficial Owner of 20% or more of the outstanding Common Shares as a result of one or any combination of (i) a Corporate Acquisition, (ii) a Permitted Bid Acquisition, (iii) a Corporate Distribution, (iv) an Exempt Acquisition, or (v) a Convertible Security Acquisition, as such terms are defined in the Rights Plan.

The definition of "Acquiring Person" also excludes any underwriter or member of a banking or selling group that acquires 20% or more of the Common Shares in connection with the distribution of securities, including by way of a private placement of such securities to the public.

(e) Beneficial Ownership

In general, a Person is deemed to "Beneficially Own" Common Shares actually held by others in circumstances where those holdings are or should be grouped together for purposes of the Rights Plan. Included are holdings by the Person's Affiliates (generally, a person that controls, is controlled by, or under common control with, another person) and Associates (generally, relatives sharing the same residence). Also included are securities of which a Person or any of the Person's Affiliates or Associates has the right to acquire (i) on the exercise, conversion or exchange of Convertible Securities (generally, any securities issued by the Corporation carrying any purchase, exercise, conversion or exchange right pursuant to which the holder may acquire Common Shares), or (ii) pursuant to any agreement, arrangement, pledge or understanding, whether or not in writing, in each case if such right is then exercisable or exercisable within a period of 60 days (other than (A) customary agreements with and between underwriters and/or banking group and/or selling group members with respect to a distribution of securities; or (B) pledges of securities in the ordinary course of the pledgee's business). A Person is also deemed to "Beneficially Own" any securities that are Beneficially Owned (as described above) by any other Person with which, and in respect of which security, such Person is acting jointly or in concert.

Notwithstanding the above, a Person shall not be deemed to "Beneficially Own" any security as a result of the existence of any one or more of the following circumstances:

i. such security has been deposited or tendered, pursuant to a Take-over Bid made by such Person or made by any Affiliate or Associate of such Person or made by any other Person with whom and in respect of which security such Person is acting jointly or in concert, unless such deposited or tendered security has been accepted unconditionally for payment or exchange or has been taken up and paid for, whichever shall first occur;

ii. by reason of the holder of such security having agreed pursuant to a Permitted Lock-up Agreement to deposit or tender such security pursuant to a Takeover Bid made by any such Person or any of such Person's Affiliates or Associates or any other Person with whom, and in respect of which security, such Person is acting jointly or in concert, unless such deposited or tendered security has been accepted unconditionally for payment or exchange or has been taken-up and paid for, whichever shall first occur;

iii. where such Person, any of such Person's Affiliates or Associates or any other Person acting jointly or in concert with such Person holds such security provided that:

   a. the ordinary business of any such Person (the "Investment Manager") includes the management of investment funds for others (which others, for greater certainty, may include or be limited to one or more employee benefit plans or pension plans) and is limited to the acquisition or holding of securities for a nondiscretionary account of a Client (as defined below) by a dealer or broker registered under applicable securities laws to the extent required and such security is held by the Investment Manager in the ordinary course of such business in the performance of such Investment Manager's duties for the account of any other Person (a "Client");

b. such Person (the "Trust Company") is licensed to carry on the business of a trust company under applicable laws and, as such, acts as trustee or administrator or in a similar capacity in relation to the estates of deceased or incompetent Persons (each an "Estate Account") or in relation to other accounts (each an "Other Account") and holds such security in the ordinary course of such duties for the estate of any such deceased or incompetent Person or for such other accounts;

c. such Person (the "Statutory Body") is established by statue for purposes that include, and the ordinary business or activity of such Person includes, the management of investment funds for employee benefit plans, pension plans, insurance plans or various public bodies and the Statutory Body holds such security in the ordinary course of and for the purposes of the management of such investment funds;

d. such person (the "Administrator") is the administrator or trustee of one or more pension funds or plans (a "Plan") registered under the laws of Canada or any Province thereof or the corresponding laws of the jurisdiction by which such Plan is governed and the Administrator holds such security for the purposes of its activities as such; or

e. such Person is a Crown agent or agency;

but only if the Investment Manager, the Trust Company, the Statutory Body, the Administrator or the Crown agent or agency, as the case may be, (A) did not acquire and does not Beneficially Own or hold such security for the purpose of or with the effect of changing or influencing the control of the Corporation thereof, either alone or acting jointly or in concert with any other Person, or in connection with or as a participant in any transaction having that purpose or effect, (B) is not then making a Take-over Bid in respect of securities of the Corporation or has not then announced an intention to make a Take-over Bid in respect of securities of the Corporation and (C) is not then acting jointly or in concert with any other Person who is making a Take-over Bid or who has announced an intention to make a Take-over Bid, other than an Offer to Acquire Voting Shares or other securities (1) pursuant to a distribution by the Corporation or (2) by means of a Permitted Bid or a Competing Permitted Bid, or (3) by means of ordinary market transactions (including prearranged trades entered into in the ordinary course of the business of such Person executed through the facilities of a stock exchange or organized over-the-counter market;

iv. because such Person is

a. a Client of or has a non-discretionary account with the same Investment Manager as another Person on whose account the Investment Manager holds such security;

b. an Estate Account or an Other Account of the same Trust Company as another Person on whose account the Trust Company holds such security; or

c. a Plan with the same Administrator as another Plan on whose account the Administrator holds such security;

v. where such Person is

a. a Client of an Investment Manager and such security is owned at law or in equity by the Investment Manager;

b. an Estate Account or an Other Account of a Trust Company and such security is owned at law or in equity by the Trust Company; or

c. a Plan and such security is owned at law or in equity by the Administrator of the Plan; or

vi. where such Person is the registered holder of securities as a result of carrying on the business of or acting as a nominee of the securities depository.

(f) Flip-in Event

A Flip-in Event occurs when any Person becomes an Acquiring Person. As provided in Section 3.1 of the Rights Plan, in the event that, prior to the Expiration Time, a Flip-in Event which has not been waived by the Board occurs (see below under the heading "Waiver of Flip-In Events"), each Right (except for Rights Beneficially Owned or which may thereafter be Beneficially Owned by an Acquiring Person, an Affiliate or Associate of an Acquiring Person or a joint actor (or a transferee of such a Person), which Rights will become null and void) shall, effective at the Close of Business on the tenth Trading Day after the Share Acquisition Date, constitute the right to purchase from the Corporation, upon exercise thereof in accordance with the terms of the Rights Plan, that number of Common Shares as have an aggregate Market Price on the date of the consummation or occurrence of such Flip-in Event equal to twice the Exercise Price upon payment of an amount in cash equal to the Exercise Price (such Right being subject to anti-dilution adjustments).

(g) Permitted Bid and Competing Permitted Bid

A "Permitted Bid" is a Take-over Bid made by means of a take-over bid circular for all of the outstanding Common Shares and which also complies with the following additional provisions:

(i) the Take-over Bid is made to all holders of Common Shares of record, other than the Offeror for all Common Shares held by them;

(ii) the Take-over Bid contains, and the provisions for take-up and payment for securities tendered or deposited thereunder are subject to, irrevocable and unqualified conditions that:

(A) the Take-over Bid shall be made to all registered holders of Voting Shares (other than the Offeror, its Affiliates and Associates and Persons acting jointly or in concert with the Offeror), for all Voting Shares held by them;

(B) the Take-over Bid shall contain, and the take up and payment for securities tendered or deposited thereunder shall be subject to, an irrevocable and unqualified condition that no Voting Shares or Convertible Securities shall be taken up or paid for pursuant to the Takeover Bid (i) prior to the close of business on the date which is not less than sixty (60) days following the date of the Take-over Bid, and (ii) only if, at such date, more than fifty percent (50%) of the aggregate of (A) then outstanding Voting Shares and (B) Voting Shares issuable upon the exercise of Convertible Securities, held by Independent Shareholders have been deposited to the Take-over Bid and not withdrawn;

(C) the Take-over Bid shall contain an irrevocable and unqualified provision that, unless the Take-over Bid is withdrawn, Voting Shares and Convertible Securities may be deposited pursuant to such Take-over Bid at any time during the period of time described in Clause (b)(i) of Section 1.1(31) of the Rights Plan and that any Voting Shares or Convertible Securities deposited pursuant to the Take-over Bid may be withdrawn at any time until taken up and paid for; and

(D) the Take-over Bid shall contain an irrevocable and unqualified provision that in the event the deposit requirement set forth in Clause (b)(ii) of Section 1.1(31) of the Rights Plan is satisfied: (A) the Offeror will make a public announcement of that fact; and (B) the Take-over Bid will remain open for deposits and tenders of Voting Shares and/or Convertible Securities for not less than ten (10) Business Days from the date of such public announcement.

A "Competing Permitted Bid" is a Take-over Bid that:

i. is made while another Permitted Bid is in existence; and

ii. satisfies all the components of the definition of a Permitted Bid, other than the requirements set out in Clause (b) of the definition of a Permitted Bid in the Rights Plan which shall be satisfied if the Take-over Bid shall contain, and the take up and payment for securities tendered and deposited thereunder shall be subject to, an irrevocable and unqualified condition that no Common Shares or Convertible Securities shall be taken up or paid for pursuant to a Competing Permitted Bid prior to the close of business on the date that is no earlier than the date which is the later of thirty-five days after the date of the Competing Permitted Bid is made or sixty days after the earliest date on which any other Permitted Bid or Competing Permitted Bid that is then in existence was made, and only if, at that date, more than fifty per cent of the aggregate of (A) the then outstanding Common Shares and (B) Common Shares issuable upon conversion of all Convertible Securities held by Independent Shareholders have been deposited or tendered to the Competing Permitted Bid and not withdrawn.

(h) Redemption and Termination

With the prior consent of the holders of Common Shares or Rights obtained as described under the heading "Waiver of Flip-In Events" below, as applicable, the Board of Directors may, at any time prior to the occurrence of a Flip-in Event which has not been waived, elect to redeem all but not less than all of the outstanding Rights at a redemption price of $0.00001 per Right, appropriately adjusted as provided for in the Rights Plan (such redemption price being herein referred to as the "Redemption Price").

If a Person acquires, pursuant to a Permitted Bid, a Competing Permitted Bid or certain Exempt Acquisitions, outstanding Common Shares and/or Convertible Securities, the Board of Directors shall immediately upon such acquisition and without further formality, be deemed to have elected to redeem the Rights at the Redemption Price.

Where a Take-over Bid that is not a Permitted Bid or a Competing Permitted Bid expires, is terminated or is otherwise withdrawn after the Separation Time has occurred and prior to the occurrence of a Flip-in Event, the Board of Directors may elect to redeem all of the outstanding Rights at the Redemption Price.

If the Board of Directors elect or are deemed to have elected to redeem the Rights and, if applicable, the requisite consent is given by the holders of Common Shares or Rights, as applicable, (i) the right to exercise the Rights will thereupon, without further action and without notice, terminate and the only right thereafter of the holders of Rights shall be to receive the Redemption Price, and (ii) subject to the terms of the Rights Plan, no further Rights shall thereafter be issued.

Within 10 Business Days of the Board of Directors electing or having been deemed to have elected to redeem the Rights or, if applicable, within 10 Business Days after the requisite consent is given by the holders of Common Shares or Rights, as applicable, the Corporation shall give or cause to be given notice of redemption to the holders of the outstanding Rights by mailing such notice to each such holder at his last address as it appears upon the Rights Register or, prior to the Separation Time, on the register of Common Shares maintained by the Corporation's transfer agent or transfer agents.

Upon the Rights being redeemed, all the provisions of the Rights Plan shall continue to apply as if the Separation Time had not occurred and Rights Certificates representing the number of Rights held by each holder of record of Common Shares as of the Separation Time had not been mailed to each such holder and, for all purposes of the Rights Plan, the Separation Time shall be deemed not to have occurred and Rights shall remain attached to the outstanding Common Shares, subject to and in accordance with the provisions of the Rights Plan.

(i) Waiver of Flip-in Events

With the prior consent of the holders of Common Shares obtained as specified below under the heading "Supplements and Amendments", the Board of Directors may, at any time prior to the occurrence of a Flip-in Event that would occur by reason of an acquisition of Common Shares otherwise than in the circumstances described in the following two paragraphs below, waive the application of Section 3.1 to such Flip-in Event by written notice delivered to the Rights Agent.

The Board of Directors may, at any time prior to the occurrence of a Flip-in Event that would occur by reason of a Take-over Bid made by means of a take-over bid circular sent to all holders of record of Common Shares, waive the application of Section 3.1 to such Flip-in Event by written notice delivered to the Rights Agent, provided, however, that if the Board of Directors do so, the Board of Directors shall be deemed to have waived the application of Section 3.1 to any other Flip-in Event occurring by reason of any Take-over Bid which is made by means of a takeover bid circular sent to all holders of record of Common Shares prior to the expiry, termination or withdrawal of any Take-over Bid in respect of which a waiver is, or is deemed to have been, granted.

The Board of Directors may waive the application of Section 3.1 to a Flip-in Event provided that (a) the Board of Directors has determined that the Acquiring Person became an Acquiring Person by inadvertence and without any intention to become, or knowledge that it would become, an Acquiring Person; and (b) such Acquiring Person (i) has reduced its Beneficial Ownership of Common Shares such that, at the time of the waiver, it is no longer an Acquiring Person; or (ii) covenants in favour of the Corporation, on terms acceptable to the Board of Directors, to reduce its Beneficial Ownership of Common Shares within a period of time specified by the Board of Directors such that, at the time the waiver becomes effective at the expiry of such period of time, it is no longer an Acquiring Person.

(j) Supplemental Amendments

The Corporation may from time to time prior to or after the Separation Time amend, supplement or restate the Rights Plan without the approval of any holders of Rights or Common Shares in order to correct any clerical, typographical or patently obvious error or to maintain the validity of the Rights Plan as a result of a change in any applicable legislation or regulation or the rules thereunder. The Corporation may, prior to the date of the Shareholders' meeting, amend, supplement or restate the Rights Plan without the approval of any holders of Common Shares or Rights.

Subject to the amendments described above, the Corporation may, at any time prior to the Separation Time, with the prior consent of the holders of Common Shares obtained as set forth below, or after the Separation Time, with the prior consent of the holders of Rights obtained as set forth below, amend, supplement, restate or rescind any of the provisions of the Rights Plan and the Rights (whether or not such action would materially adversely affect the interests of the holders of Rights generally). Such consent shall be deemed to have been given if the action requiring such approval is authorized by the affirmative vote of the holders of Rights and representing a majority of the vote cast in respect thereof.

Any amendments, supplements or restatements made by the Corporation to the Rights Plan which are required to maintain the validity and effectiveness of the Rights Plan as a result of any change in any applicable laws, rules or regulatory requirements shall, if made before the Separation Time, be submitted to the holders of Common Shares at the next meeting of holders of Common Shares and the holders of Common Shares may, by the majority referred to in the paragraph above, confirm or reject such amendment, supplement or restatement and, if made after the Separation Time, be submitted to the holders of Rights at a meeting of the holders of Rights and the holders or Rights may, by the majority referred to above, confirm or reject such amendment, supplement or restatement.

The Corporation shall give notice in writing to the Rights Agent of any amendment, supplement or restatement to the Rights Plan within five Business Days of the date of any such amendment, supplement or restatement.