

MICREX DEVELOPMENT CORP.

**Notice of Meeting
and
Information Circular**

in respect of an

ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

to be held on November 5, 2014

INFORMATION CIRCULAR

October 1, 2014

MICREX DEVELOPMENT CORP.
NOTICE OF MEETING OF SHAREHOLDERS
to be held on November 5, 2014

NOTICE IS HEREBY GIVEN that an annual and special meeting (the **Meeting**) of the holders (**Shareholders**) of common shares (**Common Shares**) in the capital of Micrex Development Corp. (the **Corporation**) will be held at the offices of Norton Rose Fulbright Canada LLP, 3700 Devon Tower, 400 Third Avenue S.W., Calgary, Alberta, on Wednesday, November 5, 2014 at 10:30 a.m. (Calgary time), for the following purposes:

1. to receive the audited financial statements for the period ended August 31, 2013 and the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint the auditors of the Corporation for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to consider, and if thought fit, to pass with or without variation, an ordinary resolution, approving the existing stock option plan of the Corporation;
5. to consider, and if thought fit, to pass, with or without variation, a special resolution as more particularly described in the Information Circular, approving an amendment to the Articles of the Corporation to consolidate all of the outstanding Common Shares to such proportion as the board of directors may determine, up to and including on a five (5) to one (1) basis; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment(s) thereof.

Shareholders of the Corporation are referred to the Information Circular for more detailed information with respect to the matters to be considered at the Meeting.

If you are a *registered shareholder* of the Corporation and are unable to attend the Meeting in person, please date and sign the enclosed form of proxy and deliver or mail it in the enclosed envelope to Valiant Trust Company, 310, 606 4th Street S.W., Calgary, AB T2P 1T1, facsimile (403) 233-2857. In order to be valid and acted upon at the Meeting or any adjournment thereof, proxies must be received at the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time of the Meeting or any adjournment thereof.

If you are an *unregistered shareholder* of the Corporation and receive these materials through your broker or through another intermediary, please complete and return the form of proxy provided in accordance with the instructions provided therein.

The directors of the Corporation have fixed October 1, 2014 as the record date. Only Shareholders whose names are entered on the register of the Corporation at the close of business on October 1, 2014 will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the record date and the transferee of those Common Shares establishes ownership of such Common Shares and demands, not later than ten days before the Meeting, to be included in the list of Shareholders eligible to vote at the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

DATED at Edmonton, Alberta this 1st day of October, 2014.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Stan Marshall"

Stanley Marshall
President and Chief Executive Officer

MICREX DEVELOPMENT CORP.

INFORMATION CIRCULAR

**FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, NOVEMBER 5, 2014**

GENERAL PROXY INFORMATION

PURPOSE OF SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies by the management of Micrex Development Corp. (Micrex or the Corporation) for use at the annual and special meeting (the Meeting) of the holders (Shareholders) of common shares in the capital of the Corporation (Common Shares). The Meeting will be held at the offices of Norton Rose Fulbright Canada LLP, 3700 Devon Tower, 400 Third Avenue S.W., Calgary, Alberta on Wednesday, November 5, 2014 at 10:30 a.m. (Calgary time), and at any adjournments thereof for the purposes set forth in the Notice of Meeting of Shareholders accompanying this Information Circular. Information contained herein is given as of October 1, 2014 unless otherwise specifically stated.

Solicitation of proxies will be primarily by mail but may also be by telephone, facsimile or in person by directors, officers and employees of the Corporation who will not be additionally compensated therefor. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy for use at the Meeting. The persons named in the form of proxy are directors of the Corporation. **A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent him at the Meeting other than the persons designated in the enclosed proxy form by inserting the name of his chosen nominee in the space provided for that purpose on the form and by striking out the printed names.**

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it must be executed by a duly authorized officer or attorney thereof. The proxy, to be acted upon, must be deposited with Valiant Trust Company, 310, 606 4th Street S.W., Calgary, AB T2P 1T1, facsimile (403) 233-2857. In order to be valid and acted upon at the Meeting or any adjournment thereof, proxies must be received at the aforesaid address not later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the time of the Meeting or any adjournment thereof.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the office of Valiant Trust Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment(s) thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting or any adjournment(s) thereof.

ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many Shareholders of Micrex, as a substantial number of Shareholders do not hold Common Shares in their own name.

Shareholders who do not hold their Common Shares in their own name (referred to in this Information Circular as **Beneficial Shareholders**) should note that only proxies deposited by Shareholders whose names appear on the records of Micrex as the registered holders of Common Shares can be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Shares held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, Beneficial Shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Corporation. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (**Broadridge**). Broadridge typically asks Beneficial Shareholders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge proxy cannot use that proxy to vote Common Shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. A Beneficial Shareholder who wishes to attend the Meeting and indirectly vote his/her Common Shares as proxyholder for the registered Shareholder should enter his/her own name in the blank space on the instrument of proxy provided and return the same to his/her broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted on any ballot that may be called for and, where a choice with respect to any matter to be acted upon has been specified in the accompanying form of proxy, the Common Shares represented by the proxy will be voted in accordance with such instructions. **In the absence of any such instruction, the persons whose names appear on the printed form of proxy will vote in favour of all the matters set out thereon. The enclosed form of proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting, discretionary authority is then conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.**

At the time of printing of this Information Circular, the management of Micrex knows of no such amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting.

INFORMATION CONCERNING THE CORPORATION

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The board of directors of the Corporation (the **Board**) has fixed October 1, 2014 as the record date. Holders of Common Shares at the close of business on October 1, 2014, are entitled to receive notice of the Meeting and to vote at the Meeting or at any adjournments thereof on the basis of one vote for each Common Share held, except to the extent that (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to October 1, 2014 and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote his or her Common Shares at the Meeting.

As at the date of this Information Circular, 58,937,439 Common Shares were issued and outstanding as fully paid and non-assessable.

To the knowledge of the directors and senior officers of the Corporation, there are no persons, firms or corporations that beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Corporation.

As at the date of this Information Circular, the directors and officers as a group owned beneficially, directly and indirectly, 9,685,723 Common Shares of the Corporation representing approximately 16.43% of the presently issued and outstanding Common Shares.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

The purpose of this Compensation Discussion and Analysis is to provide information about the Corporation's philosophy, objectives and processes regarding compensation for the **Named Executive Officers** or **NEOs**. "Named Executive Officer" means each of the following individuals: (1) the Chief Executive Officer; (2) the Chief Financial Officer; (3) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the Chief Executive Officer and Chief Financial Officer, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and (4) each individual who would be a Named Executive Officer under item (3) but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

For the period ending August 31, 2013 the Corporation had the following two Named Executive Officers:

- Stan Marshall - President and CEO; and
- Max Morpurgo – CFO

This Compensation Discussion and Analysis explains how decisions regarding executive compensation are made and the reasoning behind these decisions and discusses the key elements of the Corporation's compensation program.

Compensation Governance

Given the small size of the Company and the Board, no formal compensation committee has been appointed. The non-management directors on the Board review and approve the annual compensation of

the Chief Executive Officer and based on the recommendation of the Chief Executive Officer, review and approve the annual compensation of senior management. The services of the Chief Executive Officer are provided pursuant to a management consulting agreement with a private corporation controlled by Stan Marshall. All references to salary herein would refer to consulting fees in his case.

The elements of the Corporation's compensation program

In 2013, compensation for the Named Executive Officers consisted of the four elements: base salary, bonus, long-term equity incentives and benefits. The following provides an overview of the elements of compensation:

Compensation Element	Type of Compensation	Name of Plan	Performance Period	Form of Payment
Base Salary	Annual - Fixed Pay	Salary Program	1 year	Cash
Bonus	Annual - Variable Pay	Employee Bonus Plan	1 year	Cash or Shares
Long-Term Equity Incentives	Long Term - Variable Pay	Stock Option Plan	up to 5 years	Shares or Options

The objective of the Corporation's compensation program

The objective of the Corporation's compensation program is to attract and retain highly qualified and committed senior management by providing appropriate compensation and incentives intended to align the interests of senior management with those of the Corporation's shareholders in order to provide incentives for senior management to enhance shareholder value.

What the Corporation's compensation program is designed to reward

The Corporation's compensation program is designed to reward attaining the Corporation's business objectives as well as increases in shareholder value resulting from increases in the trading price of the Common Shares due to increased value or potential value in the Corporation's operations.

Why the Corporation chooses to pay each element of its compensation program

The Board uses all the data available to ensure that the Corporation is maintaining a level of compensation that is both commensurate with the size of the Corporation and sufficient to retain personnel it considers essential to the success of the Corporation. In reviewing comparative data, the Board does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined point. In the Board's view, external and third-party survey data provides an insight into external competitiveness, but it is not an appropriate single basis for establishing compensation levels. This is primarily due to the differences in the size of comparable companies and the lack of sufficient appropriate matches to provide statistical relevance.

In the process used by the Board to establish and adjust executive compensation levels, third-party survey data may be considered, along with an assessment of individual performance, experience and potential to contribute to operations and growth of the Corporation. The Board can exercise both positive and negative discretion in relation to the compensation awards and its allocation between cash and non-cash awards. The Company is of the traditional view that all elements of compensation should be made available to its employees in balanced measures.

The Chief Executive Officer of the Corporation makes recommendations to the non-management members of the Board regarding total compensation to the Named Executive Officers of the Corporation, including base salaries, bonuses and long-term equity incentive grants. These recommendations are considered by the Board against information derived from publicly available information and adjusted, as applicable, for inflation and anticipated increases in the current year.

Salary. Base salary represents the fixed element of the Named Executive Officer's cash compensation. The base salary reflects economic considerations for each individual's level of responsibility, expertise, skills, knowledge and performance. Base salaries for the Named Executive Officers of the Corporation are reviewed annually by the Board in accordance with the terms of their respective employment agreement.

In 2013, the Board made no changes to the base salary amount for certain Named Executive Officers, based on the Board's determination that no new base salaries were required to remain competitive and the existing levels were appropriate in light of the individual Named Executive Officer's performance, experience and the the overall level of corporate activity.

Annual Cash Bonus Awards. The Board has the authority, based upon management recommendations, to award discretionary bonuses to the executive officers and other bonus participants. The annual bonus awards are intended to compensate officers and other employees for achieving superior financial and operational goals of the Corporation. The annual bonus may be paid in cash or shares in an amount reviewed with management and recommended and approved by the Board. The actual amount of bonus is determined following a review of each participant's individual performance.

Bonuses awarded by the Board are intended to be competitive with the market while rewarding senior executives and other participants for meeting quantitative and qualitative goals, including delivering near-term financial and operating results, developing long-term growth prospects, improving the efficiency and effectiveness of business operations and building a culture of teamwork focused on creating long-term shareholder value. The Board considers not only the Corporation's performance during the year with respect to the quantitative goals, but also with respect to market and economic trends and forces, extraordinary internal and market-driven events, unanticipated developments and other extenuating circumstances. The Board analyzes the total mix of available information on a qualitative, rather than quantitative, as a basis to finalize bonus awards. The Corporation's cash position is also a prime consideration. No cash bonuses have been paid to NEOs in respect of the last three fiscal years.

Long-Term Incentive Programs. The allocation of stock options and the terms designed in those options are an integral component of the compensation package of the senior officers of the Corporation. The Corporation has a stock option plan (**Option Plan**) in place for the purpose of providing stock options to the officers. The Board believes that the grant of options to the executive officers and share ownership by such officers serves to motivate achievement of the Corporation's long-term strategic objectives and the result will benefit all shareholders of the Corporation. In addition, stock options are awarded to employees of the Corporation by the Board based upon the recommendation of the Chief Executive Officer, who bases his decision upon the level of responsibility and contribution of the individuals toward the Corporation's goal and objectives. Also, the Board considers the overall number of stock options that are outstanding relative to the number of outstanding common shares of the Corporation in determining whether to make any new grants of stock options and the size of such grants. The Corporation utilizes the Black Scholes model in establishing the fair value of option grants. The terms of the Option Plan are described in this Information Circular (see "Securities Authorized for Issuance under Equity Compensation Plans – Option Plan")

Hedging Activities

The Corporation has no formal hedging policy in place with respect to purchases of securities by NEOs or directors designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by such individuals, and to the Corporation's knowledge, no NEO or director has hedged the economic value of his direct or indirect interests in the market value of the Corporation's Common Shares so held or granted as compensation.

Risk Assessment and Oversight

The Board is keenly aware of the fact that compensation practices can have unintended risk consequences. The Board will continually review the Corporation's compensation policies to identify any practice that might encourage an employee to expose the Corporation to unacceptable risks. At the present time, the Board is satisfied that the current executive compensation program does not encourage the Corporation's executives to expose the business to inappropriate risk. The Board takes a conservative approach to executive compensation rewarding individuals for the success of the Corporation once that success has been demonstrated and incenting them to continue that success through the grant of long-term incentive awards. In addition, the number of options a particular NEO is entitled to receive is limited by the Option Plan.

Summary Compensation Table

The following table sets forth information respecting the total compensation paid to the Named Executive Officers for the last three fiscal years:

Name and Principal Position	Financial year ended August 31	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)			
Stan Marshall, President, CEO ⁽¹⁾	2013	150,000	0	Nil	Nil	Nil	Nil	Nil	Nil
	2012	150,000	0	49,528	Nil	Nil	Nil	Nil	199,528
	2011	150,000	0	157,434	Nil	Nil	Nil	Nil	307,434

Name and Principal Position	Financial year ended August 31	Salary (\$)	Share-Based Awards (\$)	Option-Based Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation		Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
					Annual Incentive Plans (\$)	Long-Term Incentive Plans (\$)			
Max Morpurgo, CFO ⁽²⁾	2013	Nil	0	Nil	Nil	Nil	Nil	Nil	Nil
	2012	Nil	0	17,299	Nil	Nil	Nil	Nil	17,229
	2011	Nil	0	71,701	Nil	Nil	Nil	Nil	71,701

Notes:

- (1) The grant date fair value was calculated in accordance with IFRS 2 – Share-based Payment. The options to acquire 49,528 Common Shares and 157,434 Common Shares granted to Stan Marshall, expire 5 years from the date of grant and vest immediately.
- (2) The grant date fair value was calculated in accordance with IFRS 2 – Share-based Payment. The options to acquire 17,299 Common Shares and 71,701 Common Shares granted to Max Morpurgo, expire 5 years from the date of grant and vest immediately.

Incentive Plan Awards

Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth all option-based awards held by the Named Executive Officers as at the period ended August 31, 2013.

Name	Option Based Awards				Share-Based Awards ⁽²⁾		
	Number of Common Shares Underlying unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾ (\$)	Number of Shares or units of Shares that have not Vested	Market or Payout Value of Share-based Awards that have not Vested	Market or Payout Value of Vested Share-based Awards not paid out or distributed
Stan Marshall, President, CEO	485,000	0.17	15-04-2015	Nil	Nil	Nil	Nil
	271,000	0.11	18-10-2015	Nil			
	328,521	0.22	06-01-2016	Nil			
	252,854	0.24	24-03-2016	Nil			
	231,484	0.16	09-12-2016	Nil			
387,616	0.10	16-07-2017	Nil				
Max Morpurgo, CFO	47,000	0.22	06-02-2016	Nil	Nil	Nil	Nil
	255,716	0.24	24-03-2016	Nil			
	50,000	0.16	09-12-2016	Nil			
	165,368	0.10	24-12-2016	Nil			

Notes:

- (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the options by the difference between the market price of the Common Shares at August 31, 2013 and the exercise price of the options. The closing price of the Common Shares on August 30, 2013 on the TSX Venture Exchange was \$0.065 per Common Share.
- (2) None of the NEOs have any share-based awards.

Value of Vested or Earned Option-Based Awards or Share-Based Awards During the Year

The following table sets forth information with respect to the value of awards granted to Named Executive Officers pursuant to the Option Plan that vested during the year ended August 31, 2013 and bonuses paid to Named Executive Officers in respect of achievements attained over the same period.

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Stan Marshall President & CEO	Nil	Nil	Nil
Max Morpurgo CFO	Nil	Nil	Nil

Notes:

(1) None of the NEOs have any share based awards.

Pension Plan Benefits

The Corporation has not established a pension plan, defined benefit plan or any retirement savings program for the Named Executive Officers or other employees of the Corporation.

Deferred Compensation Plans

The Corporation has not entered into any employment agreements with any of its Named Executive Officers.

Termination and Change of Control Benefits

The Company has not entered into any employment agreements with any of its employees or consultants that provide for compensation on a change of control.

Director Compensation

There was no compensation paid to any of the non-employee directors in fiscal 2013.

Outstanding Share-Based Awards and Option-Based Awards

Name	Option Based Awards				Share-Based Awards ⁽²⁾		
	Number of Common Shares Underlying unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Options ⁽¹⁾ (\$)	Number of Shares or units of Shares that have not Vested	Market or Payout Value of Share-based Awards that have not Vested	Market or Payout Value of Vested Share-based Awards not paid out or distributed
Dale Fetterly	185,000	0.17	15-04-2015	Nil	Nil	Nil	Nil
	200,000	0.11	18-10-2015	Nil	Nil	Nil	Nil
	50,000	0.16	09-12-2016	Nil	Nil	Nil	Nil
	183,084	0.10	24-04-2016	Nil	Nil	Nil	Nil
Greg Doll	50,000	0.16	09-12-2016	Nil	Nil	Nil	Nil
	50,000	0.10	24-04-2016	Nil	Nil	Nil	Nil
	50,000	0.10	16-07-2017	Nil	Nil	Nil	Nil

Notes:

(1) Calculated by multiplying the number of Common Shares purchasable on exercise of the options by the difference between the market price of the Common Shares at August 31, 2013 and the exercise price of the options. The closing price of the Common Shares on August 30, 2013 on the TSX Venture Exchange was \$0.065 per Common Share.

(2) None of the non-employee directors have any share based awards.

Value of Vested or Earned Option-Based Awards or Share-Based Awards During the Year

The following table sets forth information with respect to the value of awards granted to non-employee directors pursuant to the Option Plan that vested during the year ended August 31, 2013.

Name	Option-Based Awards – Value Vested During the Year (\$)	Share-based Awards – Value Vested During the Year ⁽¹⁾ (\$)	Non-equity Incentive Plan Compensation – Value Earned During the Year (\$)
Dale Fetterly	Nil	Nil	Nil
Greg Doll	Nil	Nil	Nil

Notes:

(1) None of the non-employee directors have any share based awards.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Description of the Option Plan

Option Plan

The Corporation has an Option Plan pursuant to which the Board may, from time to time, grant options (**Options**) to directors, officers, employees and consultants of the Corporation. Pursuant to the terms of the Option Plan, the Board may from time to time, in its discretion, and in accordance with the requirements of the TSXV, grant to directors, officers, employees, consultants and other personnel to the Corporation, non-transferable Options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares to be outstanding from time to time. Each Option will be exercisable for a period of up to 10 years from the date of grant. The number of Common Shares reserved for issuance to any individual director, officer, employee or other personnel of the Corporation or a subsidiary or the Corporation in any 12 month period will not exceed five percent (5%) of the number of Common Shares issued and outstanding from time to time and the number of Common Shares reserved for issuance to all persons employed to provide Investor Relations Activities or to any one Consultant (as such terms are defined in TSXV Policies) in any 12 month period will not exceed two percent (2%) of the number of Common Shares issued and outstanding from time to time.

Equity Compensation Plan Information as at August 31, 2013

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)) ⁽¹⁾
Equity compensation plans approved by security holders	4,707,643	\$0.15	1,041,100
Equity compensation plans not approved by security holders	Nil	N/A	Nil
Total	4,707,643	\$0.15	1,041,100

Note:

(1) Based on the number of Common Shares outstanding on August 30, 2013.

CORPORATE GOVERNANCE DISCLOSURE

The Corporation's Board of Directors is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of its shareholders but also promotes effective decision making at the Board level. The Board is of the view that its approach to corporate governance is appropriate for the size of the Corporation and its present stage of development. Appendix II to this Information Circular sets forth the corporate governance disclosure required to be made by the Corporation herein pursuant to National Instrument 58-101 - *Disclosure of Corporate Governance Practices*.

AUDIT COMMITTEE DISCLOSURE

Audit Committee Charter

The charter adopted by the Corporation's Audit Committee is attached as Appendix I hereto.

Composition of the Audit Committee

The Corporation's audit committee is composed of three directors: Stan Marshall, James Fetterly and Greg Doll, two of whom may be considered to be independent, and all of whom are financially literate (as determined under Multilateral Instrument 52-110 *Audit Committees*). The charter of the Corporation's audit committee is set out in an appendix to this Information Circular.

Stan Marshall, Chairman of the Audit Committee, is the President of the Corporation and has been the CEO and director of various companies. Dale Fetterly has had experience working on the Boards of the Neighbourhood Watch Association of St. Albert and the Heritage Lakes Community Association. Mr. Doll has had prior experience as a director of a private corporation.

As a company listed on the TSX Venture Exchange, the Corporation is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of Multilateral Instrument 52-110 *Audit Committees*, and is relying on the exception contained in section 6.1 of that instrument.

Pre-Authorization of Non-Audit Services

The audit committee has not pre-authorized any non-audit fees (tax and IFRS) for 2013.

Fees Charged by External Auditors

The following table sets out the aggregate fees billed by the Corporation's external auditors in each of the last two fiscal years for the category of fees described.

	<u>2012</u>	<u>2013</u>
Audit Fees ⁽¹⁾	\$49,500	\$39,280
Audit-Related Fees ⁽²⁾	-	-
Tax Fees	\$25,880	\$10,150
All Other Fees ⁽³⁾	\$6,858	-
Total	<u>\$82,238</u>	<u>\$49,430</u>

Notes:

- (1) Year-end Annual Audit Fees.
- (2) Quarterly reviews, non year-end audit activities.
- (3) Includes IFRS related procedures.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or officers of the Corporation, nominees for election as a director of the Corporation, or associates of such persons have been indebted to the Corporation or any of its subsidiaries at any time since the beginning of the most recently completed fiscal year. No such person has been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Corporation or any of its subsidiaries in respect of the purchase of securities or otherwise.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

No director or officer of Micrex, proposed nominee for election as a director of the Corporation, Shareholder who beneficially owns more than 10% of the Common Shares of the Corporation, or any associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction since the commencement of the Corporation's last financial year except as otherwise disclosed in this Information Circular. None of the foregoing persons has any interest in any proposed transaction which has materially affected or would materially affect the Corporation.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

None of the directors or senior officers of Micrex is aware of any material interest of any director or nominee for director, or senior officer or anyone who has held office as such since the beginning of the Corporation's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting.

ANNUAL MEETING BUSINESS

FINANCIAL STATEMENTS AND AUDITORS' REPORT

Audited financial statements for the financial period ended August 31, 2013 and the report of the auditors thereon accompany this Information Circular. The presentation of such audited financial statements to the Shareholders at the Meeting will not constitute a request for approval or disapproval.

ELECTION OF DIRECTORS

The Articles of the Corporation provide that the Board shall consist of a minimum of three and a maximum of nine directors to be elected annually. The term of office for each director is from the date of the meeting at which he or she is elected until the annual meeting next following or until his or her successor is duly elected or appointed.

The Board currently consists of four directors. It is proposed that the same four directors be elected at the Meeting.

It is the intention of the persons named in the enclosed form of proxy, if not expressly directed to the contrary in such form of proxy, to vote such proxies FOR the election of the nominees specified below as directors of the Corporation. If, prior to the Meeting, any vacancies occur among the proposed nominees herein submitted, the persons named in the enclosed form of proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Corporation and FOR the remaining proposed nominees. Management has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The following table states the names of all persons proposed to be nominated for election as directors, the position or office now held by them, their principal occupation or employment, the date on which they became directors of Micrex and the number of Common Shares in the capital of the Corporation beneficially owned directly or indirectly or over which they exercise control or direction.

Name and Municipality of Residence	Office Held	Principal Occupation	Director Since	Number of Shares Held
Stanley E. Marshall ⁽¹⁾ Edmonton, Alberta, Canada	President, CEO	President and Chief Executive Officer, Micrex Development Corp.	1987	2,318,371
Greg Doll ⁽¹⁾ Edmonton, Alberta Canada	Director	Sales Representative at Southgate Pontiac Buick GMS from 2011 to date; President of E.J. Doll Agencies Ltd. from 1976 to present	2011	732,088
Maximillian Morpurgo Edmonton, Alberta, Canada	Director, CFO	Self-employed Businessman	1993	847,518
James Ellis Fetterly ⁽¹⁾ St. Albert, Alberta, Canada	Director	President of ISI Integra Inc.	2001	4,867,150

Notes:

(1) Member of the Audit Committee.

Penalties Or Sanctions

No proposed director of Micrex has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority. Nor has any proposed director ever entered into a settlement agreement with a securities regulatory authority.

Corporate Cease Trade Orders

No proposed director of Micrex has, within the ten years prior to the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days.

Bankruptcies

No proposed director of Micrex has, within the ten years prior to the date of this Information Circular, been a director or executive officer of any company 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.

Personal Bankruptcies

No proposed director of Micrex has, within the ten years preceding the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

APPOINTMENT OF AUDITORS

Micrex recommends that BDO Canada LLP, be appointed as auditors of the Corporation, to hold office until the next annual meeting of the Corporation at such remuneration as may be fixed by the Board of Directors. BDO Canada LLP have been the auditors of the Corporation since November 2008.

The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the appointment of BDO Canada LLP, as auditors of the Corporation.

APPROVAL OF OPTION PLAN

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, approve a resolution approving the Corporation's existing Option Plan. Annual shareholder approval of the Option Plan is required by the TSXV since it is a "rolling" stock option plan (i.e.: a stock option plan that does not reserve a specific number of shares for issuance, but, rather, reserves a percentage of the outstanding shares for issuance). The terms of the Option Plan are described in this Information Circular (see "*Securities Authorized for Issuance under Equity Compensation Plans – Option Plan*") and the Option Plan is attached as Appendix B to this Information Circular. No changes to the Option Plan are proposed.

The form of resolution to be considered by Shareholders at the Meeting is as follows:

"Be it resolved that:

1. The Corporation's existing stock option plan be and is hereby approved.
2. Any one officer or director of the Corporation is hereby authorized to execute and deliver all such documents and to do all such acts and things as may be deemed advisable in such individual's discretion for the purpose of giving effect to this resolution."

To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the approval of the Option Plan.**

SPECIAL MEETING BUSINESS

APPROVAL OF AMENDMENT TO CONSOLIDATE THE COMMON SHARES

At the Meeting, Shareholders will be asked to approve the special resolution set forth below authorizing the Board to amend the Articles of the Corporation to consolidate all of the outstanding Common Shares on the basis of up to and including five (5) Common Shares currently outstanding for one (1) Common Share, as the directors may determine (the **Consolidation Resolution**). Any fractional Common Shares resulting from the consolidation will be cancelled and the Shareholders who would have received a fractional Common Share will receive the next lower number of whole Common Shares. The consolidation will affect all Shareholders proportionately, except to the extent that the consolidation would otherwise result in a Shareholder owning a fractional share. The exercise or conversion price and the number of Common Shares issuable under the Options will be proportionately adjusted upon the Consolidation becoming effective.

Articles of Amendment may be filed with the Registrar under the *Business Corporations Act* (Alberta) to give effect to the Consolidation Resolution. Upon receipt of the Articles of Amendment evidencing the share consolidation, all outstanding certificates representing Common Shares will thereafter only represent the number of Common Shares to which the holder is entitled after giving effect to the consolidation.

The following is the text of the Consolidation Resolution to be considered at the Meeting:

"Be it resolved as a special resolution that:

1. Subject to regulatory approval, the board of directors of the Corporation are authorized to amend the Articles of the Corporation pursuant to subsection 173(1)(f) of the *Business Corporations Act* (Alberta) to consolidate all of the issued and outstanding common shares in the capital of the Corporation on the basis of one (1) new common share for every five (5) common shares currently outstanding, or such lesser amount as determined by the board of directors.

2. Upon consolidation, where a shareholder of the Corporation would otherwise receive a fractional common share, such fractional share will be cancelled and the shareholder will receive the next lower number, if any, of whole common shares.
3. From and after the effective date of the consolidation, all outstanding share certificates will thereafter only represent the number of common shares to which the holder is entitled after giving effect to the consolidation.
4. Any one director or officer of the Corporation be and is hereby authorized to sign all such documents, including without limitation, Articles of Amendment, and to do all such acts and things, including without limitation, delivering such Articles of Amendment to the Registrar of Corporations under the *Business Corporations Act* (Alberta), as such director or officer determines, in his or her discretion, to be necessary or advisable in order to properly implement and give effect to the foregoing.
5. Notwithstanding that this special resolution has been passed by the Shareholders of the Corporation, the board of directors of the Corporation is hereby authorized in its discretion and without further approval of such Shareholders to decide not to proceed with the amendments to the Articles of the Corporation."

To be effective, the Consolidation Resolution must be passed by at least two-thirds (66 2/3%) of the votes cast thereon by the Shareholders present in person or represented by proxy at the Meeting. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the Consolidation Resolution.**

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting of Shareholders. If any other business properly comes before the Meeting, it is the intention of the persons named in the Instrument of Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

ADDITIONAL INFORMATION

Financial information relating to Micrex is provided in the Corporation's consolidated financial statements and management's discussion and analysis for the period ended August 31, 2013. Copies of this management proxy circular, the annual financial statements and any interim financial statements of the Corporation subsequent to the annual financial statements may be obtained without charge by writing to the President and Chief Executive Officer of the Corporation, 156 Laurier Drive, Edmonton, Alberta T5R 5P9. Additional information relating to Micrex is available on SEDAR at www.sedar.com.

**Appendix I to Notice of Meeting and Information Circular of
Micrex Development Corp. dated October 1, 2014**

**MICREX DEVELOPMENT CORP.
(the Company")
Audit Committee Charter**

Mandate

The primary function of the audit committee (the "Committee") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. The Committee's primary duties and responsibilities are to:

- (a) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- (b) review and appraise the performance of the Company's external auditor;
- (c) provide an open avenue of communication among the Company's auditor, financial and senior management and the Board of Directors; and

report regularly to the Board of Directors the results of its activities.

Composition

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in Multilateral Instrument 52-110 entitled "Audit Committees"), then all of the members of the Committee shall be free from any material relationship with the Company that, in the opinion of the Board of Directors, would interfere with the exercise of their independent judgment as a member of the Committee.

If the Company ceases to be a venture issuer then all members of the Committee shall also have accounting or related financial management expertise. All members of the Audit Committee should have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting or until their successors are duly elected. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least once quarterly, or more frequently as circumstances dictate or as may be prescribed by securities regulatory requirements. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditor in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

- (a) Documents/Reports Review
 - (i) review and update this Audit Committee Charter annually;
 - (ii) review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditor; and
 - (iii) review regular summary reports of directors and officers expense account claims at least annually. Establish and review approval policies for expense reports and, as required, request audits of expense claims and policies for expense approval and reimbursements. The Chairman of the Audit Committee or of the Compensation Committee to approve expense reports of the President and the CEO and the CEO to approve those of the directors and officers.
- (b) External Auditor
 - (i) review annually, the performance of the external auditor who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company;
 - (ii) obtain annually, a formal written statement of external auditor setting forth all relationships between the external auditor and the Company;
 - (iii) review and discuss with the external auditor any disclosed relationships or services that may impact the objectivity and independence of the external auditor;
 - (iv) take, or recommend that the Board of Directors take, appropriate action to oversee the independence of the external auditor, including the resolution of disagreements between management and the external auditor regarding financial reporting;
 - (v) recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditor nominated annually for shareholder approval;
 - (vi) recommend to the Board of Directors the compensation to be paid to the external auditor;
 - (vii) at each meeting, where desired, consult with the external auditor, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
 - (viii) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

- (ix) review with management and the external auditor the audit plan for the year-end financial statements; and
- (x) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (xi) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditor during the fiscal year in which the non-audit services are provided,
 - (xii) such services were not recognized by the Company at the time of the engagement to be non-audit services, and
 - (xiii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

(c) Financial Reporting Processes

- (i) in consultation with the external auditor, review with management the integrity of the Company's financial reporting process, both internal and external;
- (ii) consider the external auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (iii) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditor and management;
- (iv) review significant judgments made by management in the preparation of the financial statements and the view of the external auditor as to appropriateness of such judgments;
- (v) following completion of the annual audit, review separately with management and the external auditor any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (vi) review any significant disagreement among management and the external auditor in connection with the preparation of the financial statements;
- (vii) review with the external auditor and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (viii) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

- (ix) review certification process;
- (x) establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
- (xi) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- (xii) on at least an annual basis, review with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements, the Corporation's compliance with applicable laws and regulations, and inquiries received from regulators or government agencies.

(d) Authority

The Audit Committee will have the authority to:

- (i) review any related-party transactions;
- (ii) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (iii) to set and pay compensation for any independent counsel and other advisors employed by the Committee;
- (iv) communicate directly with the auditors; and

conduct and authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent counsel and other professionals to assist in the conduct of any investigation.

APPENDIX II

MICREX DEVELOPMENT CORP.

Statement of Corporate Governance Practices

Disclosure Requirement

Our Corporate Governance Practices

Board of Directors

Disclose the identity of directors who are independent.

Greg Doll and Dale Fetterly are independent as that term is defined in section 1.4 of Multilateral Instrument 52-110 *Audit Committees* ("MI 52-110").

Disclose the identity of directors who are not independent, and describe the basis for that determination.

Stan Marshall is the Chief Executive Officer of the Corporation. Max Morpurgo is the Chief Financial Officer of the Corporation.

Directorships

If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.

The directors are also directors or trustees of the reporting issuers set out beneath their respective names below:

None.

Orientation and Continuing Education

Describe what steps, if any, the board takes to orient new board members and describe any measures the board takes to provide continuing education for directors

New directors will be made aware of the nature and operation of the business of the Corporation through interviews with other board members and management during which they are briefed on the Corporation and its current business issues. Information on courses pertaining to corporate governance is circulated to Board members who are encouraged to attend.

Ethical Business Conduct

Describe what steps, if any, the board takes to promote a culture of ethical business conduct.

The Board promotes a culture of ethical business behaviour by monitoring and overseeing the Corporation's affairs.

Directors must disclose all interests and relationships of which the director is aware which may give rise to a conflict of interest. Directors are also required to disclose any actual or potential personal interest in a matter on which the Board is making a decision and withdraw from the deliberations.

Disclosure Requirement

Our Corporate Governance Practices

Nomination of Directors

Describe what steps, if any, are taken to identify new candidates for board nominations including:

who identifies new candidates; and

the process of identifying new candidates.

The members of the Board share responsibility for proposing new nominees for the Board.

Compensation

Describe what steps, if any, are taken to determine the compensation for the issuer's directors and CEO, including:

who determines compensation; and

the process of determining compensation.

The board periodically reviews the adequacy and form of compensation of directors to ensure that the level of compensation realistically reflects the responsibilities and risks involved in being an effective director.

The non-management directors on the Board set the annual salary, bonus and other benefits, direct and indirect, of the CEO and approves the compensation for all other designated officers after considering the recommendations of the CEO.

Other Board Committees

If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.

Given the small number of members, the Board does not have any other committees other than the audit committee.

Assessments

Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.

The Board conducts an annual review of its effectiveness as well as the effectiveness and contribution of each Board committee and each individual director.

Board oversight

Disclose how the board of directors facilitates its exercise of independent supervision over management

The Board meets on a regular basis, both formally and informally, with management.

