

BLUMETRIC ENVIRONMENTAL INC.
3108 Carp Road, Ottawa, Ontario, K0A 1L0

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting of the Shareholders (the "Meeting") of BluMetric Environmental Inc. (the "Corporation") will be held at the Fairfield Inn & Suites, 578 Terry Fox Drive, Ottawa, Ontario, K2L 4G8, on Wednesday, March 29, 2017 at 2:00 p.m. (EDT) for the following purposes:

1. to receive the audited consolidated financial statements of the Corporation for the financial year ended September 30, 2016 and the auditors' report thereon;
2. to elect the directors of the Corporation;
3. to appoint MNP LLP as auditors of the Corporation and to authorize the board of directors to fix their remuneration;
4. to consider, and if deemed advisable, to approve the resolution annexed as Schedule "B" to the Management Proxy Circular, subject to approval by the TSX Venture Exchange, approving an increase in the number of common shares available from 3,200,000 shares to 4,000,000 shares under the Corporation's Amended and Restated Share Option Plan (the "Option Plan Resolution"); and
5. to transact such further or other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

Accompanying this notice are the management proxy circular containing details of the matters to be dealt with at the Meeting, the audited consolidated financial statements of the Corporation for the financial year ended September 30, 2016 together with management's discussion and analysis thereon, and a form of proxy.

Dated at Ottawa, Ontario, this 22nd day of February, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Vivian Karaikos
Secretary

In order to be represented by proxy at the Meeting you must complete and submit the enclosed Form of Proxy or other appropriate form of proxy.

IMPORTANT NOTICE

YOUR VOTE IS VERY IMPORTANT. THE BOARD OF DIRECTORS URGES YOU TO COMPLETE, SIGN, DATE AND RETURN TODAY THE ENCLOSED PROXY TO THE CORPORATION AT ITS OFFICE SET OUT ABOVE OR TO COMPUTERSHARE INVESTOR SERVICES, 100 UNIVERSITY AVENUE, 8th FLOOR, TORONTO, ONTARIO, M5J 2Y1 OR BY FACSIMILE AT 1-866-249-7775 OR BY INTERNET. IF YOU ARE ABLE TO ATTEND THE MEETING, SENDING YOUR PROXY WILL NOT PREVENT YOU FROM VOTING IN PERSON. IF YOUR SHARES ARE HELD IN THE NAME OF A BROKER OR NOMINEE, YOU MUST PROVIDE VOTING INSTRUCTIONS TO THE BROKER OR NOMINEE FOR YOUR SHARES TO BE REPRESENTED AT THE MEETING.

PLEASE RETURN YOUR PROXY BY 2:00 PM (EDT) ON MONDAY, MARCH 27, 2017 OR IF THE MEETING IS ADJOURNED, BY NO LATER THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) PRIOR TO WHEN THE ADJOURNMENT THEREOF IS TO BE HELD, OR YOUR PROXY MAY BE DEPOSITED WITH THE CHAIR OF THE MEETING AT ANY TIME PRIOR TO THE COMMENCEMENT OF THE MEETING OR ANY ADJOURNMENT THEREOF.

BLUMETRIC ENVIRONMENTAL INC.
3108 Carp Road
Ottawa, Ontario
K0A 1L0

MANAGEMENT PROXY CIRCULAR

**For the Annual and Special Meeting of Shareholders to be held at 2:00 p.m. (EDT) on
Wednesday, March 29, 2017 at**

Fairfield Inn & Suites, 578 Terry Fox Drive, Ottawa, Ontario K2L 4G8

SOLICITATION OF PROXIES

This management proxy circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of BluMetric Environmental Inc. (the “Corporation”) for use at the Annual and Special Meeting of Shareholders of the Corporation (the “Meeting”) to be held at 2:00 p.m. (EDT) on March 29, 2017 at the Fairfield Inn & Suites, 578 Terry Fox Drive, Ottawa, Ontario K2L 4G8 for the purposes set forth in the attached Notice of Meeting (the “Notice”). It is anticipated that the solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone by directors, officers, employees or representatives of the Corporation. The cost of such solicitation will be borne by the Corporation. The information contained herein is given as at February 22, 2017, unless otherwise indicated.

VOTING AND DISCRETION OF PROXIES

On any ballot that may be called for, the common shares of the Corporation (the “Common Shares”) represented by proxies in favour of the persons named by management of the Corporation will be voted for or against, or voted for or withheld from voting on, the matters identified in the proxy, in each case in accordance with the instructions of the shareholder. **In the absence of any instructions on the proxy, it is the intention of the persons named by management in the accompanying form of proxy to vote (a) FOR the election of management’s nominees as directors, (b) FOR the appointment of management’s nominee as auditor and the authorization of the directors to fix the remuneration of the auditor, and (c) FOR the Option Plan Resolution.**

The accompanying form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations of the matters identified in the Notice or any other matters that may properly come before the Meeting. As at the date of this Circular, management of the Corporation knows of no such amendments, variations or other matters that may properly come before the Meeting other than the matters referred to in the Notice.

APPOINTMENT OF PROXIES

Each shareholder has the right to appoint a person other than the persons designated in the enclosed form of proxy, who need not be a shareholder of the Corporation, to represent such shareholder at the Meeting or any adjournment thereof. Such right may be exercised by striking out the names of the persons designated in the enclosed form of proxy and by inserting in the blank space provided for that purpose the name of the desired person or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the Corporation before the time of the Meeting or any adjournment thereof. If a shareholder of the Corporation appoints a person other than the persons designated in the

enclosed form of proxy to represent him, such person will vote the shares in respect of which he is appointed proxy-holder in accordance with the direction of the shareholder appointing him. In the absence of such direction, such person may vote such shares at his discretion. It is the responsibility of the shareholder appointing some other person to represent him to inform such person that he has been appointed.

VOTING INSTRUCTIONS

There are two methods by which registered shareholders (“Registered Shareholders”), whose names are shown on the books or records of the Corporation as owning Common Shares, can vote their Common Shares at the Meeting: in person at the Meeting or by proxy. Should a Registered Shareholder wish to vote in person at the Meeting, the form of proxy included with the Circular should not be completed or returned; rather, the Registered Shareholder should attend the Meeting where his or her vote will be taken and counted. Should the Registered Shareholder not wish to attend the meeting or not wish to vote in person, his or her shares may be voted by proxy through one of the methods described below and the shares represented by the proxy will be voted or withheld from voting, in accordance with the instructions as indicated in the form of proxy, on any ballot that may be called for, and if a choice was specified with respect to any matter to be acted upon, the shares will be voted accordingly.

A Registered Shareholder may vote by proxy by using one of the following methods: (i) the enclosed paper form of proxy to be returned by mail or delivery, (ii) by facsimile, or (iii) by Internet. The methods of using each of these procedures are as follows:

Voting by Mail or Delivery. A Registered Shareholder may vote by mail or delivery by completing, dating and signing the enclosed form of proxy and depositing it with Computershare Investor Services Inc. (the “Transfer Agent”) using the envelope provided or by mailing or delivering it to Computershare Investor Services Inc., Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1 or to the Corporate Secretary of the Corporation at 3108 Carp Road, PO Box 430, Ottawa, ON K0A 1L0 **for receipt no later than 2:00 p.m. (EDT) on Monday, March 27, 2017**, or if the Meeting is adjourned, by no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting.

Voting by Facsimile. A Registered Shareholder may vote by facsimile by completing, dating and signing the enclosed form of proxy and returning it by facsimile to the Transfer Agent at 1-866-249-7775. The form of proxy **must be received by no later than 2:00 p.m. (EDT) on Monday, March 27, 2017**, or if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting.

Voting by Internet. A Registered Shareholder may vote by internet by accessing the following website: www.voteproxyonline.com. When you logon to the site you will be required to input a control number as instructed on the logon page. Please see the additional information enclosed with the Circular. A Registered Shareholder **may vote by internet by no later than 2:00 p.m. (EDT) on Monday, March 27, 2017**, or if the Meeting is adjourned, no later than 48 hours (excluding Saturdays, Sundays and holidays) before any adjourned Meeting.

Non-Registered Shareholders (Beneficial Owners)

In the Circular and the enclosed form of proxy and Notice, all references to shareholders are to Registered Shareholders. Only Registered Shareholders, or the person they appoint as their proxy, are permitted to vote at the Meeting. However, in many cases, Common Shares beneficially owned by a holder (a “Non-Registered Shareholder” or “Beneficial Owner”) are registered either:

- (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Shareholder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or
- (b) in the name of a clearing agency such as CDS & Co. (the registration name for CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

Common Shares held by your broker or its nominee can only be voted upon your instructions. Without specific instructions, your broker, its agent or its nominee is prohibited from voting your Common Shares. **Therefore, beneficial shareholders should ensure that instructions respecting the voting of their Common Shares are communicated to the appropriate person.**

There are two kinds of Beneficial Owners: those who object to their name being made known to the Corporation, referred to as objecting beneficial owners (“OBOs”), and those who do not object to the Corporation knowing who they are, referred to as non-objecting beneficial owners (“NOBOs”). In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation has distributed copies of the Notice, the Circular and the enclosed form of proxy (collectively, the “Meeting Materials”) to all NOBOs directly through the Transfer Agent. The Meeting Materials will be distributed to OBOs through clearing agencies and Intermediaries, who often use a service company (such as Broadridge Financial Solutions, Inc. (“Broadridge”)) to forward meeting materials to Non-Registered Shareholders.

The Meeting Materials are being sent to both Registered and Non-Registered Shareholders. If you are a Non-Registered Shareholder, and the Corporation or its agent has sent these Meeting Materials directly to you, your name and address and information about your holdings of Common Shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

By choosing to send the Meeting Materials to NOBOs directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Objecting Beneficial Owners

Intermediaries are required to forward Meeting Materials to OBOs unless an OBO has waived the right to receive them. Generally, OBOs who have not waived the right to receive Meeting Materials will usually receive a voting instruction form (“VIF”) from Broadridge in lieu of the form of proxy from the Corporation. The VIF will name the same person as the proxy to represent the shareholder at the Meeting. A shareholder has the right to appoint a person (who need not be a shareholder of the Corporation) other than persons designated in the VIF, to represent the shareholder at the Meeting. To exercise this right, the shareholder should insert the name of the desired representative in the blank space provided in the VIF. You are asked to complete and return the VIF to Broadridge by mail or facsimile. Alternatively, you can call Broadridge’s toll free telephone number or access Broadridge’s Internet website to vote your Common Shares. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, it cannot be used as a proxy to vote Common Shares directly at the Meeting as the VIF must be returned to Broadridge well in advance of the Meeting in order to have the Common Shares voted or to appoint an alternative representative to attend at the Meeting in person to vote such Common Shares.**

Non-Objecting Beneficial Owners

NOBOs can expect to receive the Meeting Materials with a VIF from the Transfer Agent. These VIFs are to be completed and returned to the Transfer Agent in the envelope provided or by following the instructions contained on the VIF for facsimile, telephone or Internet voting. The Transfer Agent will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs received. **If you receive a VIF from the Transfer Agent, it cannot be used as a proxy to vote Common Shares directly at the Meeting as the VIF must be returned to the Transfer Agent well in advance of the Meeting in order to have the Common Shares voted or to appoint an alternative representative to attend at the Meeting in person to vote such Common Shares.**

The purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the shares they beneficially own. Should a Non-Registered Shareholder who receives either a proxy or a VIF wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the names of the persons named in the proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided or, in the case of a VIF, follow the corresponding instructions on the form.

In any event, Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and Broadridge or other service company, or the Transfer Agent, as the case may be.

REVOCATION OF PROXIES

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy and may do so by delivering another properly executed proxy bearing a later date and depositing it as aforesaid, including within the prescribed time limits noted above; or by depositing an instrument in writing revoking the proxy executed by the shareholder or by the shareholder's attorney authorized in writing, by one of the following methods: (a) at the registered office of the Corporation (3108 Carp Road, PO Box 430, Ottawa Ontario K0A 1L0) at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, (b) with the Chair of the Meeting, prior to its commencement, on the day of the Meeting or at any adjournment thereof; (c) by attending the Meeting in person and so requesting; or (d) in any other manner permitted by law.

A Non-Registered Shareholder may revoke a VIF or a waiver of the right to receive Meeting Materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive Meeting Materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of non-voting special shares, issuable in series with rights, privileges, restrictions and conditions to be determined by the board of directors of the Corporation (the "Board of Directors") without shareholder action, of which the 2,831,325 Series I Special Shares were authorized and were issued on November 21, 2012 then were subsequently converted to the same number of Common Shares. As of February 22, 2017, 27,880,140 Common Shares were issued and outstanding. Each Common Share entitles the holder thereof to one vote at all meetings of shareholders.

The Board of Directors has fixed the close of business on February 22, 2017 as the record date for the purposes of determining shareholders entitled to receive notice of the Meeting. In accordance with the *Canada Business Corporations Act* (“CBCA”), the Corporation will prepare a list of holders of Common Shares on the Record Date. Each holder of Common Shares named in the list at the close of business on the Record Date will be entitled to vote the Common Shares shown opposite his or her name on the list at the Meeting.

As at February 22, 2017 to the knowledge of the directors and senior officers of the Corporation, no persons, firms or corporations beneficially own, directly or indirectly, or exercise control or direction over voting securities of the Corporation carrying more than 10% of the voting rights attaching to any class of voting securities of the Corporation.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares. The holders of the Corporation’s Common Shares are entitled to dividends as and when declared by the Board of Directors, to one vote per share at meetings of shareholders of the Corporation and, upon liquidation, to receive such assets of the Corporation as are distributable to the holders of the Common Shares.

Special Shares

The Corporation is also authorized to issue an unlimited number of Special Shares, issuable in series. Upon liquidation or dissolution of the Corporation, before any distribution is made to the holders of Common Shares, holders of Special Shares will be entitled to receive the amount of the paid up capital of each Special Share together with all accrued and unpaid cumulative dividends thereon (if any) and all declared and unpaid cumulative dividends thereon (if any). Unless otherwise stated, holders of Special Shares shall not be entitled to any further distribution of the assets of the Corporation. There are no voting rights attached to Special Shares, unless otherwise provided under the CBCA.

Series I Special Shares

The Corporation created the Series I Special Shares in November 2012 and authorized and issued 2,831,325 Series I Special Shares on November 21, 2012. By the terms and conditions of the Series I Special Shares, these shares were automatically converted on July 2, 2013 into an equivalent number of Common Shares of the Corporation. No Series I Special Shares are currently issued and outstanding.

INFORMATION DISCLOSED

The Corporation is providing disclosure in this Circular in accordance with the requirements of the *Securities Act* (Ontario) and the CBCA. The Corporation has available to it with respect to the most recently completed fiscal year certain disclosure exemptions by virtue of the fact that the Corporation is a corporation whose shares are listed on the TSX Venture Exchange (a “Venture Issuer”).

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the financial year ended September 30, 2016 (the “Financial Statements”) and the auditor’s report on the Financial Statements and the Corporation’s management’s discussion and analysis for the financial year ended September 30, 2016, accompany the Notice of Meeting and are also available on SEDAR at www.sedar.com

ELECTION OF DIRECTORS

In accordance with the articles of the Corporation, the Board of Directors may fix the number of Directors to be elected to not less than three, and no more than ten Directors. The Board of Directors currently has fixed six as the number of Directors to be elected. Mr. Ron Clifton will not stand for re-election to the Board of Directors. **PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE NOMINEES WHOSE NAMES ARE INDICATED BELOW UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE WITHHELD. All the director nominees indicated below are currently members of the Board of Directors and have been since the dates indicated. The term of office for each such person will be until the next Annual Meeting of Shareholders or until his successor is elected or appointed.**

The following are the names of the nominees for election to the Board of Directors, their principal occupation or employment during the last five years, and the dates, where applicable, on which they became Directors.

Name and Province and Country of Residence	Date First Appointed Director	Principal Occupation	Number of Securities Beneficially Owned or Over Which Control or Direction is Exercised as of February 22, 2017	
			Common Shares	Options
Jordan B. Grant ⁽²⁾⁽³⁾	September 30, 2002	President of the Seaton Group of Companies since 1990. Chair of the Board of Directors from April 14, 2009 to March 26, 2015. Acting CEO of the Corporation from January 26, 2011 until January 1, 2012.	1,524,289	233,750
Roger M. Woeller ⁽⁴⁾⁽⁵⁾ Ontario, Canada	November 16, 2012	CEO from March 20, 2014 to present. Co-CEO from November 18, 2013 to March 20, 2014 and Chief Corporate Development Officer from November 16, 2012. CEO of WESA Group Inc. from June 1, 2001 to November 16, 2012.	1,909,012	-
Murray Malley ⁽¹⁾⁽²⁾⁽³⁾ Alberta, Canada	October 29, 2013	President of HR-and Inc., provider of Canadian & International Benefits, Payroll & Compensation Services since 2002; President of Malley Associates, a consulting firm, since 2007.	32,493	120,000

Name and Province and Country of Residence	Date First Appointed Director	Principal Occupation	Number of Securities Beneficially Owned or Over Which Control or Direction is Exercised as of February 22, 2017	
			Common Shares	Options
Jane Pagel ⁽²⁾⁽³⁾ Ontario, Canada	January 31, 2014	Retired. Board member of Avalon Advanced Materials (“AVL”) listed on the TSX. Interim President and CEO, Sustainable Development Technology Canada from June 2014 to June 2015. President and CEO of the Ontario Clean Water Agency from 2010 to 2014. Principal, Government and Industrial Relations for Stantec Inc from 2009 to 2010, SVP and Principal for Jacques Whitford Inc from 2000 to 2009 until the company was acquired by Stantec Inc.	42,306	60,000
Geoff Simonett ⁽¹⁾⁽²⁾ Ontario, Canada	March 23, 2016	RIC Centre: Entrepreneur In Residence February 2015 to present. Board member of Method Integration from December 2012 to present. Independent consultant: January 2015 to present. GreenSky Capital: Founder/President September 2008 to December 2014.	-	60,000
Matthew Heffernan Calgary, Canada	August 24, 2016	President and Chief Executive Officer of Zedi Canada Inc since 2006. Chief Executive Chairman of Blackbridge Corp. Board member of the Calgary Airport Authority since August, 2015.	-	60,000

Notes:

- (1) Member of the Audit Committee.
- (2) Member of the Human Resources and Compensation Committee.
- (3) Member of Corporate Governance and Nominating Committee.
- (4) Mr. Woeller is ex-officio on the Audit Committee and the Human Resources and Compensation Committee.
- (5) The Corporation was unable to file its annual consolidated financial statements for the thirteen months ended September 30, 2013 within the statutory filing deadlines for such documents. As a result, the CEO, Roger Woeller, and the former CFO, Ian Malone, were subject to a temporary management cease trade order, which was subsequently rescinded upon filing of the relevant financial statements and MD&A.

The statements as to the shares of the Corporation beneficially owned or over which control or direction is exercised by the nominees for election as Directors are, in each instance, based upon information furnished by the person concerned.

Corporate Cease Trade Orders or Bankruptcies

Except as identified in the table under the heading “Election of Directors”, none of the directors or officers of the Corporation is, or has been within the ten years before the date of this Circular, a director or officer of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the issuer access to any statutory exemptions under Canadian securities legislation for a period of more than 30 consecutive days or was declared 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 the assets of that company.

Penalties or Sanctions

None of the directors or officers of the Corporation has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

None of the directors or officers of the Corporation has, during the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or has been 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 officer.

APPOINTMENT OF AUDITORS

At the Meeting, it is proposed to re-appoint MNP LLP, Chartered Accountants, as auditors of the Corporation to hold office until the next annual meeting of shareholders with their remuneration to be fixed by the Board of Directors.

Raymond Chabot Grant Thornton LLP were the auditors of the Corporation from October 18, 2010 until October 31, 2014.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF THE FIRM MNP LLP, AS AUDITORS OF THE CORPORATION, AT A REMUNERATION TO BE FIXED BY THE DIRECTORS, TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS FOLLOWING THE COMPLETION OF THE 2017 FISCAL YEAR UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE WITHHELD.

STATEMENT OF EXECUTIVE COMPENSATION

Introduction

This compensation discussion and analysis describes and explains the Corporation's policies and practices with respect to the compensation of the Corporation's Chief Executive Officer and Chief Financial Officer.

The compensation arrangements of the Chief Executive Officer and Chief Financial Officer as well as all the executive officers were reviewed by the Compensation Committee and the executive officers have entered into employment arrangements with the Corporation, as more fully described under the heading "Employment Contracts/Consulting Arrangements".

Compensation Discussion and Analysis

Chief Executive Officer and Chief Financial Officer

On March 20, 2014 Mr. Woeller was appointed CEO of the Corporation; on November 18, 2013, he became co-CEO of the Corporation and on February 14, 2014 signed a two-year employment agreement which provides for a base salary of \$160,000 and provision for a Corporation-owned vehicle. At the discretion of the Board of Directors a performance-based cash bonus may be awarded to Mr. Woeller. Mr. Woeller is entitled to 12 months' severance if his services are terminated by the Corporation, other than for cause. Currently, the Corporation is in negotiations with Mr. Woeller to finalize a revised employment agreement which will extend to September 30, 2017.

Vivian Karaikos became Chief Financial Officer of the Corporation as of February 1, 2015 and became Secretary of the Corporation on July 1, 2015. Her employment agreement provides for a base salary of \$185,000, options for 200,000 common shares, and a vehicle allowance of \$1,500 per month. At the discretion of the Board of Directors a performance-based cash bonus may be awarded to Ms. Karaikos. Ms. Karaikos is entitled to 12 months' severance if her services are terminated by the Corporation, other than for cause. Ms. Karaikos received a signing bonus of \$15,000.

Executive Compensation Principles

The Human Resources and Compensation Committee ("Compensation Committee") and the Board of Directors undertake the process for determining executive compensation. The Corporation does not employ any formal objectives in determining executive compensation and the implementation of compensation programs that may exist from time to time. When determining executive compensation, the Compensation Committee and the Board of Directors rely on their current and past experience and collective knowledge of the market including similarly situated public and private companies.

Based on that background and assessment, the Compensation Committee and the Board of Directors, through discussion, base their ultimate determination on (i) the overall objectives of the Corporation, (ii) individual negotiations with an executive, as applicable, and (iii) the best interests of the Corporation, its shareholders and its other stakeholders. The Corporation uses a salary survey (TechEdge) to benchmark each position to current market data. The Corporation also uses informal benchmarking procedures in order to assist the Compensation Committee and the Board of Directors to assist with the assessment process.

Elements of Executive Compensation Program

The executive compensation packages consist of a base salary, a discretionary performance-based cash bonus, a benefit package, a vehicle allowance and, in some circumstances, stock options.

Base Salaries

The base salary component is intended to provide a fixed level of pay that is established at the time that the officer joins the Corporation, and is reviewed from time to time thereafter, not less frequently than annually. The performance of the Chief Executive Officer and Chief Financial Officer is reviewed in light of various performance parameters, such as profitability, share price, revenue growth and any other influences on performance as may from time to time be considered relevant.

Variable Compensation Awards

A performance-based cash bonus for each executive officer is set at the discretion of the Compensation Committee and Board of Directors of the Corporation. The performance-based criteria will be established yearly and will be based on the achievement of specific targets.

Benefits Package and Vehicle Allowance

The Corporation has a benefit plan which includes health and dental benefits, long term disability coverage and life insurance. All employees including the executive officers are entitled to participate in the benefit plan.

Each of the executive officers has available to them an automobile allowance or use of a company-owned vehicle.

Employee Incentive Plans

The Compensation Committee continues to review and assess its employee incentive plans which allocate cash bonuses and option grants to employees including executive officers, of the Corporation based on the achievement of certain personal and corporate performance goals.

Options

Options to purchase Common Shares may be awarded to executive officers, directors, employees and consultants, from time to time, at the discretion of the Compensation Committee and Board of Directors of the Corporation pursuant to the terms of the Corporation's Amended and Restated Share Option Plan.

Summary Compensation Table

The following table sets forth the summary information concerning compensation paid to, or earned for the financial years ended September 30, 2014, September 30, 2015 and September 30, 2016 by the Corporation’s Chief Executive Officer and Chief Financial Officer and the two highest paid executive officers, who earned total compensation in excess of \$150,000 during the financial year ended September 30, 2016 and who were serving as executive officers at September 30, 2016 or would have been included had such individuals been serving as executive officers at September 30, 2016 (collectively, the “Named Executive Officers”).

Name and principal position	Year	Salary ⁽⁵⁾ (\$)	Share-based awards (\$)	Option-based awards	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans(\$)	Long-term incentive plans			
Roger M. Woeller ⁽¹⁾ CEO	2016	160,000	-	-	-	-	-	39,044	199,044
	2015	160,000	-	-	-	-	-	26,387	176,387
	2014	136,000	-	-	-	-	-	12,881	148,881
Vivian Karaiskos ⁽²⁾ CFO & Corporate Secretary	2016	185,000	-	200,000	-	-	-	49,762	234,762
	2015	122,950	-	-	-	-	-	13,240	136,190
	2014	-	-	-	-	-	-	-	-
Dan Scroggins ⁽⁴⁾ SVP, Research & Innovation	2016	66,667	-	-	-	-	-	14,662	81,329
	2015	160,000	-	-	-	-	-	22,688	172,688
	2014	111,900	-	100,000	-	-	-	10,952	122,851
Jim Hotchkies ⁽³⁾ SVP, Business Development & Growth	2016	150,000	-	-	-	-	-	33,041	183,041
	2015	112,500	-	-	-	-	-	13,813	126,313
	2014	-	-	-	-	-	-	-	-

Notes:

- (1) Roger M. Woeller was appointed CEO of the Corporation on March 20, 2014; co-CEO of the Corporation on November 18, 2013 and Chief Corporate Development Officer on November 16, 2012, prior to which he was CEO of WESA Group Inc. Mr. Woeller entered into a two year employment contract with the Corporation on February 14, 2014. In respect of Mr. Woeller’s 2015 salary, \$6,000 has been accrued but has not been paid as of February 22, 2017. Currently, the Corporation is in negotiations with Mr. Woeller to finalize a revised employment agreement which will extend to September 30, 2017.
- (2) Vivian Karaiskos was appointed CFO of the Corporation on February 1, 2015 and Corporate Secretary on July 1, 2015. Ms. Karaiskos entered into an employment contract with the Corporation on January 2, 2015. Prior to this, Ms. Karaiskos was a consultant with the Corporation. Previously, Ms. Karaiskos received 40,000 options pursuant to a six month contract ended June 30, 2014. These options were issued at \$0.50 and expire March 4, 2019.
- (3) Jim Hotchkies was appointed Senior Vice President, Business Development and Growth on July 2, 2015, prior to which he was Chief Growth Officer, Water Division. Mr. Hotchkies entered into an employment contract with the Corporation on January 5, 2015. Prior to this, Mr. Hotchkies was on contract with the Corporation from February 28, 2014 and received 40,000 options pursuant to this contract on November 2, 2015. These options were issued at \$0.28 and expire on November 2, 2020.
- (4) Dan Scroggins was appointed Senior Vice President, Research and Innovation on July 2, 2015, prior to which he was President, Water Division of the Corporation, prior to which he was Chief Technology Officer. Mr. Scroggins entered into an employment contract with the Corporation effective January 1, 2014. In respect of Mr. Scroggins’s 2015 salary, \$8,000 has been accrued but has not been paid as of February 22, 2017. On February 29, 2016, Mr. Scroggins ceased being an employee of the Corporation and entered into a Consulting and Associate Agreement with the Corporation effective March 1, 2016, through his consulting company, Scroggins and Associates, LLC for \$10,800 USD per month.
- (5) Base salary amounts reflect twelve month periods for 2014, 2015 and 2016.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all option-based and share-based awards granted to each of the Named Executive Officers that were granted before, and remain outstanding as of the end of, the most recently completed financial year ended September 30, 2016.⁽¹⁾

Name	Option-based Awards			Share-based Awards		
	Number of securities underlying unexercised options	Option Exercise Price	Option Expiration Date	Value of Unexercised in the money options	Number of shares that have not vested	Market or payout value of share-based awards that have not vested
Roger M. Woeller	-	-	-	-	-	-
Vivian Karaiskos	40,000 200,000	\$0.50 \$0.28	March 4, 2019 Nov. 2, 2020	-	-	-
Dan Scroggins	100,000	\$0.50	Oct. 11, 2018	-	-	-
Jim Hotchkies	40,000	\$0.28	Nov. 2, 2020	-	-	-

Notes:

- (1) Based on the September 30, 2016 closing price of \$0.28 for the Corporation's common shares on the TSX Venture Exchange.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information concerning the value vested or earned in respect of incentive plan awards during the financial year ended September 30, 2016, by each of the Named Executive Officers.

Name	Share-based awards – Value vested during the financial year ended September 30, 2016 (\$)	Non-equity incentive plan compensation – Value earned during the financial year ended September 30, 2016 (\$)
Roger M. Woeller	-	-
Vivian Karaiskos	-	-
Dan Scroggins	-	-
Jim Hotchkies	-	-

Termination and Change of Control Benefits

Under current employment arrangements there are no termination or change of control benefits for any of the Named Executive Officers other than as provided for by statute or common law and change of control provisions under the BluMetric Environmental Inc. Amended and Restated Share Option Plan.

Employment Contracts/Consulting Arrangements

Roger Woeller entered into a two year employment agreement with the Corporation on February 14, 2014. Mr. Woeller is entitled to fixed compensation of \$160,000 per annum and his contract also provides for a vehicle owned by the Corporation to be available for Mr. Woeller's use. The agreement also provides for payment, at the discretion of the Board of Directors, of a performance-based cash bonus based on achievement related to personal and corporate goals. Mr. Woeller is entitled to 12 months' severance if his services are terminated by the Corporation, other than for cause. Currently, the Corporation is in negotiations with Mr. Woeller to finalize a revised employment agreement which will extend to September 30, 2017.

Vivian Karaiskos became Chief Financial Officer of the Corporation as of February 1, 2015. Her employment agreement provides for a base salary of \$185,000, options for 200,000 common shares, and a vehicle allowance of \$1,500 per month. At the discretion of the Board of Directors a performance-based cash bonus may be awarded to Ms. Karaiskos based on achievement related to personal and corporate goals. Ms. Karaiskos is entitled to 12 months' severance if her services are terminated by the Corporation, other than for cause. Ms. Karaiskos was also entitled to a signing bonus of \$15,000. On July 1, 2015, Ms. Karaiskos became Secretary of the Corporation.

Dan Scroggins was appointed Senior Vice President, Research and Innovation on July 2, 2015, prior to which he was President, Water Division. Mr. Scroggins entered into an employment agreement with the Corporation effective January 1, 2015. Mr. Scroggins was entitled to fixed compensation of \$160,000 and a monthly vehicle allowance of \$1,500. The agreement also provided for payment, at the discretion of the Board of Directors, of a performance-based cash bonus based on achievement related to personal and corporate goals. On February 29, 2016, Mr. Scroggins ceased being an employee of the Corporation and entered into a Consulting and Associate Agreement with the Corporation effective March 1, 2016, through his consulting company, Scroggins and Associates, LLC for \$10,800 USD per month. Under the terms of this agreement, Mr. Scroggins may receive a performance based bonus at the discretion of the CEO. Mr. Scroggins is entitled to a commission of 0.4% of the gross dollar value of all projects sold in the United States by the Corporation. In addition, Mr. Scroggins is entitled to 0.2% of the gross dollar value for products sold by the Corporation that include various patented or proprietary technologies developed by Mr. Scroggins and if the Corporation terminates the agreement, it is required to pay royalties for 20 years. The contract has a 12 month rolling period can be terminated on 30 days written notice. If the contract is terminated by the Corporation, Mr. Scroggins is entitled to 12 months' severance.

Jim Hotchkies was appointed Senior Vice President, Business Development and Growth on July 2, 2015, prior to which he was Chief Growth Officer, Water Division. Mr. Hotchkies entered into an employment agreement with the Corporation effective January 5, 2015. Mr. Hotchkies is entitled to fixed compensation of \$150,000 and a monthly vehicle allowance of \$1,500. The agreement also provides for payment, at the discretion of the Board of Directors, of a performance-based cash bonus based on achievement related to personal and corporate goals. Mr. Hotchkies is entitled to three months' severance if his services are terminated by the Corporation, other than for cause.

Compensation of Directors

The following table provides information regarding compensation paid to the Corporation's non-executive directors during the financial year ended September 30, 2016.

Name	Year	Fees Earned \$	Share Based Awards \$	Option Awards	Non-Equity Incentive Plan Compensation \$	Pension Value \$	All Other Compensation \$	Total \$
Jordan B. Grant	2016	10,000	-	20,000	-	-	-	10,000
	2015	21,500	-	-	-	-	-	21,500
	2014	34,000	-	148,750	-	-	-	34,000
Ron Clifton ⁽¹⁾	2016	30,250	-	60,000	-	-	-	30,250
	2015	12,500	-	-	-	-	-	12,500
	2014	-	-	-	-	-	-	-
Murray Malley	2016	33,250	-	70,000	-	-	-	33,250
	2015	23,250	-	-	-	-	-	23,250
	2014	18,250	-	50,000	-	-	-	18,250
Jane Pagel ⁽²⁾	2016	24,250	-	10,000	-	-	-	24,250
	2015	18,000	-	-	-	-	-	18,000
	2014	13,500	-	50,000	-	-	-	13,500
Geoff Simonett ⁽³⁾	2016	10,000	-	60,000	-	-	-	10,000
	2015	-	-	-	-	-	-	-
	2014	-	-	-	-	-	-	-
Matthew Heffernan ⁽⁴⁾	2016	-	-	60,000	-	-	-	-
	2015	-	-	-	-	-	-	-
	2014	-	-	-	-	-	-	-

Notes:

(1) Ron Clifton was elected to the Board of Directors on March 28, 2015.

(2) Jane Pagel was appointed to the Board of Directors on January 31, 2014.

(3) Geoff Simonett was elected to the Board of Directors on March 23, 2016. Prior to this time, Mr. Simonett was paid \$5,000 in consulting fees.

(4) Matthew Heffernan was appointed to the Board of Directors on August 24, 2016.

Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth information concerning all option-based and share-based awards granted to each of the non-management directors that were granted before, and remain outstanding as of the end of, the most recently completed financial year ended September 30, 2016.

Name	Option-based Awards			Share-based Awards		
	Number of securities underlying unexercised options	Option Exercise Price	Option Expiration Date	Value of Unexercised in the money options	Number of shares that have not vested	Market or payout value of share-based awards that have not vested
Jordan B. Grant	65,000	\$1.00	Aug. 18, 2016	-	-	-
	148,750	\$0.50	Oct 13, 2018	-	-	-
	20,000	\$0.20	April 6, 2021	-	-	-
Ron Clifton ⁽²⁾	50,000	\$0.28	November 2, 2020	-	-	-
	10,000	\$0.20	April 6, 2021	-	-	-
Murray Malley	50,000	\$0.50	March 4, 2019	-	-	-
	50,000	\$0.28	November 2, 2020	-	-	-
	20,000	\$0.20	April 6, 2021	-	-	-
Jane Pagel ⁽¹⁾	50,000	\$0.50	March 4, 2019	-	-	-
	10,000	\$0.20	April 6, 2021	-	-	-
Geoff Simonett ⁽³⁾	60,000	\$0.20	April 1, 2021	-	-	-
Matthew Heffernan ⁽⁴⁾	60,000	\$0.21	August 24, 2021	-	-	-

Notes:

- (1) Ms. Pagel was appointed to the Board of Directors on January 31, 2014.
- (2) Mr. Clifton was appointed to the Board of Directors on March 28, 2015.
- (3) Mr. Simonett was elected to the Board of Directors on March 23, 2016.
- (4) Mr. Heffernan was appointed to the Board of Directors on August 24, 2016.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth information concerning the value vested or earned in respect of incentive plan awards during the financial year ended September 30, 2016 by each of the non-management directors.

Name	Option-based awards – Value vested during the financial year ended September 30, 2016 (\$)	Share-based awards – Value vested during the financial year ended September 30, 2016 (\$)	Non-equity incentive plan compensation – Value earned during the financial year ended September 30, 2016 (\$)
Jordan B. Grant	-	-	-
Ron Clifton	-	-	-
Murray Malley	-	-	-
Jane Pagel	-	-	-
Geoff Simonett	-	-	-
Matthew Heffernan	-	-	-

Commencing April 1, 2016, the Board compensation policy provides each director with a flat annual fee of \$14,000 per year with no additional per meeting fee. Additionally, the chair of each committee will receive an additional \$4,000 per year and the chair of the Board will receive an additional \$14,000 per year. If a director is absent from two regularly scheduled sequential meetings this will result in such director forfeiting the quarterly payment, subject to review by the chair of the Board. Subject to regulatory approvals, each director will be entitled to receive an initial option grant for 60,000 common shares which will vest as to one third on each anniversary of the date of grant. Thereafter annual grants of 20,000 options per year will be made which will vest as to one third on each anniversary of the date of the grant. The chair of the board will receive double the number of options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table summarizes the number of Common Shares authorized for issuance from treasury under the Corporation's equity compensation plans as at September 30, 2016.

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by shareholders	1,818,225	\$0.44	1,381,775
Equity compensation plans not approved by shareholders	-	-	-

SHARE OPTION PLAN

On February 28, 2003 the Corporation's shareholders approved the establishment of a share option plan which was known as the Seprotech Systems Incorporated Share Option Plan and which was amended on February 2, 2006, February 7, 2008, August 4, 2011, March 15, 2012, October 24, 2012 and February 21, 2013 and is now the BluMetric Environmental Inc. Amended and Restated Share Option Plan (the "Plan"). At this Meeting, an amendment to the Plan is proposed, increasing the number of common shares available under the Plan from 3,200,000 shares to 4,000,000 shares. See Appendix B for the Option Plan Resolution.

The purpose of the Plan is to develop the interest of and provide an incentive to eligible directors, officers, employees and consultants of the Corporation in the Corporation's growth and development by granting to such eligible persons from time to time, options to purchase Common Shares of the Corporation, thereby advancing the interests of the Corporation and its shareholders. The extent to which any director, officer, employee or consultant shall be entitled to be granted options pursuant to the Plan shall be determined at the discretion of the Board of Directors.

Options granted under the Plan are not assignable or transferable. Unless otherwise determined by the Board of Directors, the Plan provides that options granted under the Plan will expire not more than 10 years from the date of grant. The options will terminate one year after the death of a participant and 60 days after the termination of a participant ceases to be a director, officer, employee or consultant of the Corporation subject to adjustment by the Board of Directors. The Plan further provides that in all

circumstances one year after the participant ceases to be a director, officer, employee or consultant of the Corporation the options will terminate. Options granted to a participant who is engaged in investor relations activities shall expire 30 days after the participant ceases to provide investor relations services.

No individual may hold options to purchase Common Shares exceeding 5% of the then outstanding Common Shares. The maximum number of options granted to any one consultant in a 12 month period shall not exceed 2% of the then outstanding Common Shares. The maximum number of options granted to participants providing investor relations services shall not exceed 2% of the then outstanding Common Shares in any 12 month period. The Plan provides that unless otherwise determined by the Board of Directors, options granted under the Plan shall vest in three equal tranches one year apart. The first vesting date will be set by the Board of Directors but is not to exceed one year after the date of grant.

During the financial year ended September 30, 2016, 520,000 options were issued, no options were exercised and 711,100 previously issued options were cancelled or expired. There are currently 3,200,000 common shares reserved for issuance and of which options for 1,818,225 common shares have been granted as at September 30, 2016 each at a weighted average exercise price of \$0.44 per share. Pursuant to the Option Plan Resolution, the number of common shares under the Plan would be increased from 3,200,000 to 4,000,000 or approximately 14% of the issued and outstanding Common Shares.

Additionally, the Corporation made some housekeeping amendments to the Plan, to allow for options to be granted to holding companies which are owned by a director, officer, employee or consultant of the Corporation. A copy of the Plan is attached as Schedule "C" hereto.

Option Plan Resolution

The shareholders of the Corporation will be asked to vote for a Resolution (set out in Schedule "B" hereto) approving an increase in the number of common shares available under the Plan from 3,200,000 shares to 4,000,000 shares, subject to approval by the TSX Venture Exchange.

In order to be effective, the proposed resolution must be passed by a majority of the votes cast in respect thereof by the shareholders of the Corporation who vote in respect of such resolution at the Meeting, either in person or by proxy, excluding 3,508,100 Common Shares held by certain insiders of the Corporation and their affiliates. The Board of Directors recommends approval of the Option Plan Resolution.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE OPTION PLAN RESOLUTION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE VOTED AGAINST SUCH RESOLUTION.

NON-ARM'S LENGTH PARTY TRANSACTIONS

During the year ended September 30, 2014, related party advances from various directors and officers of the Corporation of \$165,000 were received. These amounts bear interest at a rate of 7% and are repayable on demand. On September 25, 2015, related party advances of \$105,312, representing principal and interest, were converted to equity. At September 30, 2016, the remaining related party advances are \$68,627, representing principal and interest.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Under Canadian securities laws, “informed person” means a director or executive officer of a reporting issuer, a director or executive officer of a person or Corporation that is itself an informed person or subsidiary of a reporting issuer, any person or Corporation who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the reporting issuer (other than certain exemptions).

During the financial year ended September 30, 2016, the Corporation recorded expenses of \$107,750 which were included in general operations and administrative expense for services to the Board of Directors. During the financial year ended September 30, 2016, the Corporation made payments of \$104,275 in outstanding Board fees.

On September 28, 2015, the Corporation completed a debt to equity conversion that included the participation of certain insiders. Roger Woeller, directly and through his holding company converted \$88,851 in debt to 306,383 common shares; Nell van Walsum, directly and through her holding company, converted \$49,714 in debt to 171,428 common shares; Dan Scroggins, through an affiliated company, converted \$34,137 in debt to 117,713 common shares; and Jordan Grant, directly and through an affiliated company, converted \$223,655 to 687,877 common shares. In addition, Murray Malley converted outstanding board fees of \$11,600 to 32,493 common shares, Jane Pagel converted outstanding board fees of \$15,313 to 42,306 common shares and Ron Clifton converted outstanding board fees of \$1,000 to 2,949 common shares.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Introduction

The Board of Directors believes that effective corporate governance contributes to improved corporate performance and enhanced shareholder value. The Board of Directors has reviewed the corporate governance best practices identified in National Policy 58-201 *Corporate Governance Guidelines* and National Instrument 58-101 *Disclosure of Corporate Governance Practices* (collectively, the “CSA Guidelines”). The Board of Directors is committed to ensuring the Corporation follows best practices.

Mandate of the Board

The mandate of the Corporation’s Board of Directors is to provide guidance to the Corporation’s management in the following areas:

- long-term strategic planning
- risk analysis and monitoring of risk management systems
- overseeing the appointment, training and compensation of senior management and monitoring their performance, including succession planning
- establishing and monitoring the Corporation’s communications policy and ensuring that it addresses the feedback and concerns of shareholders in particular
- ensuring the integrity of the Corporation’s systems for internal controls and management information

- developing and implementing the Corporation's corporate governance guidelines

Composition of the Board

The Corporation's Board currently consists of seven directors of which Murray Malley, Jane Pagel, Ron Clifton, Geoff Simonett, Matthew Heffernan and Jordan Grant are independent directors as contemplated by the CSA Guidelines (i.e., each is independent of management and free from any interest in and any business or other relationship with the Corporation which could reasonably be expected to interfere with the exercise of the director's judgement). Mr. Clifton did not stand for re-election at this Meeting. Mr. Malley is Chair of the Board of Directors. Mr. Woeller was appointed as a director of the Corporation on November 16, 2012 upon the completion of the Reverse Takeover. Mr. Woeller was appointed co-CEO on November 18, 2013 and subsequently was appointed CEO on March 20, 2014. In determining whether a director is independent, the Board of Directors considers the specific circumstances of a director and the nature, as well as the materiality, of any relationship between the director and the Corporation. All directors are elected annually.

Currently, Jane Pagel is a director of Avalon Advanced Materials ("AVL") which is traded on the Toronto Stock Exchange. No other director is a director of any other reporting issuer.

Mr. Murray Malley is President of Malley Associates, founded in 2007, an association of C-suite executives who provide small- and mid-cap companies with mentoring and guidance on financial strategies, governance, and corporate sustainability. Mr. Malley is a Chartered Accountant. Mr. Malley is President of HR-and Inc., a private company providing a single data base payroll, benefits and human resource information system for any currency to any bank account anywhere in the world. Mr. Malley has more than 25 years of senior executive experience in the financial, technology, medical, aviation, manufacturing, waste management, and distribution industries, and has held numerous public and private company directorships as well. Mr. Malley received the 2015 Tech Rev Innovators Award for software development and the 2000 Distinguished Service Award from the Institute of Chartered Accountants of Alberta; in addition, he was a member of an executive team which received the 1998 Entrepreneur of the Year Award, Special Recognition Category, and was also a 1988 Gold Medalist in the Chartered Accountants Provincial Taxation Exam. He has written articles and provided seminars on Human Resource Management and Benefits, Corporate Sustainability, Enterprise Risk Management, and Governance and Succession.

Ms. Jane Pagel has held numerous executive positions in both government and the private sector and has served on a number of boards. She was recently selected to be part of Canada's Diversity 50 2013 list of board candidates. She was Interim President and CEO at Sustainable Development Technology Canada from June 2014 to June 2015. Prior to that, she was President and CEO of the Ontario Clean Water Agency (OCWA) from 2010 until her retirement in early 2014. Prior industry positions held by Ms. Pagel include Principal Government and Industrial Relations at Stantec; Senior Vice President and Principal at Jacques Whitford, one of Canada's largest private consulting engineering, environmental, and earth sciences companies, with more than 45 offices worldwide and over 1,700 employees (acquired by Stantec in 2009); Vice President Government Relations at Philip Services; and President of Zenon Environmental Laboratories. Ms. Pagel also held senior positions at the Ministry of the Environment and was Director of Research and Technology when she left the Ministry in 1990. Ms. Pagel has many years leading medium and large organizations, and has previously served on Human Resource and Compensation Committees.

Mr. Roger Woeller is the CEO of BluMetric. Mr. Woeller is a seasoned entrepreneur with more than 30 years of experience in the environmental science industry. He led the development of the WESA Group of Companies as CEO from 2001 to 2012, providing leadership that drove steady growth, including identifying new service areas, developing new markets, and promoting innovative thinking throughout the

company. He has worked both domestically and abroad in senior management positions, defining the roles of engineers and scientists in the developing environmental consulting, water and wastewater treatment, and OH&S business.

Mr. Geoff Simonett is an accomplished entrepreneur with over two decades of experience operating and financing early stage companies. As an operator Mr. Simonett has founded, built and successfully exited five companies in industries including Software, Marketing and Financial Services. As an investor, advisor or board member Mr. Simonett has participated in dozens of companies primarily in IT, and CleanTech. Mr. Simonett is currently an Entrepreneur in Residence at the RIC Centre in Mississauga, a board member at Method Integration and a consultant/mentor to multiple early stage technology companies.

Mr. Matthew Heffernan is president and CEO of Zedi Inc., a Calgary-based production operations management company, Mr. Heffernan has been able to increase sales more than 500 percent over 10 years while making the company a significant international player, a process which required transformative changes to the 21-year-old company. Prior to this, Mr. Heffernan held executive positions in telecommunications, satellite imaging, and engineering consulting where he was involved with mergers and acquisitions, and subsequently was able to turn faltering business units into high-growth, high-profit operations.

Board Committees

There are three permanent Board of Directors committees: (i) the audit committee (the “Audit Committee”), (ii) the human resources and compensation committee (the “Compensation Committee”), and (iii) corporate governance and nominating committee.

The Board of Directors may also appoint other temporary or permanent committees from time to time for particular purposes. During the year ended September 30, 2016, the Board created a Special Committee to review and consider potential mergers and acquisition transaction opportunities. This Special Committee was dissolved May 25, 2016.

Audit Committee Report

The Audit Committee consists of Murray Malley (Chair), Geoff Simonett and Ron Clifton. Roger Woeller is an ex-officio member. During the financial year ended September 30, 2016, the Audit Committee met six times.

Each of the members of the Audit Committee is financially literate as defined in National Instrument 52-110 (“NI 52-110”). The education and experience of each member of the Audit Committee is set forth above under the heading “Composition of the Board”. Mr. Malley, the Chair of the Audit Committee, is a Chartered Professional Accountant.

The Corporation is relying upon the exemption in section 6.1 of NI 52-110 exempting the Corporation from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

The Audit Committee charter was adopted in 2004, and is periodically reviewed by the Audit Committee, and a copy is attached hereto as Schedule “A”. It is also available electronically on the Corporation’s web site at www.blumetric.ca and on www.sedar.com.

The Audit Committee assists the Board of Directors in carrying out its responsibilities relating to corporate accounting and financial reporting practices. The Audit Committee is responsible for reviewing

the Corporation's quarterly and annual financial statements, reviewing internal controls, reviewing the engagement and advice of the Corporation's auditors, and reporting thereon to the Board of Directors.

The Audit Committee maintains direct communication during the year with the Corporation's external auditors and the Corporation's senior officers responsible for accounting and financial matters.

The Audit Committee has recommended to the Board of Directors that the shareholders of the Corporation be requested to re-appoint MNP LLP, Chartered Accountants, as the independent auditor for the year ending September 30, 2017.

External Auditor Service Fees

For the financial years ended September 30, 2016 and September 30, 2015 the fees paid by the Corporation for audit work were as follows:

	Financial Year ended September 30, 2016	Financial Year ended September 30, 2015
Audit fees	\$85,000	\$105,000
Audit related fees	8,500	1,400
Tax fees - Preparation of Tax Returns	7,000	6,800
All other fees	12,351	27,180
Total	\$112,851	\$140,380

Pursuant to the Audit Committee charter, the Audit Committee approved in advance all auditing services of the external auditors and related fees and terms and all non-audit service mandates including related fees and terms, to the extent permitted by applicable laws.

Human Resources and Compensation Committee

The Human Resources and Compensation Committee consists of Jane Pagel (Chair), Jordan Grant and Geoff Simonett. Roger Woeller and Murray Malley are ex-officio members. The Compensation Committee met four times in fiscal 2016.

See the board biographies above under the heading "Composition of the Board" for the relevant experience of the members in compensation matters. Ms. Pagel, the Chair, has many years leading medium and large organizations, and has previously served on Human Resource and Compensation Committees.

The Human Resources & Compensation Committee is responsible for making recommendations to the Board with respect to compensation policies for the Corporation and the compensation programs for executive officers of the Corporation. Its mandate also includes reviewing succession planning of executive officers, general matters of compensation (including design of remuneration and benefit plans) and compensation, option and purchase plans of the Corporation and awards under those plans.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee consists of Ron Clifton (Chair), Jordan Grant and Jane Pagel. Murray Malley is an ex-officio member. The Corporate Governance and Nominating Committee met three times in fiscal 2016. See above under the heading "Composition of the Board" for relevant experience of each member. Mr. Clifton, the Chair, has governance experience both as a public company executive as well as through various Board positions of both private sector companies and the Ottawa Airport Authority.

The Corporate Governance and Nominating Committee is responsible for executive and board succession planning, monitoring board member effectiveness and performance, governance issues and disclosure policies.

Code of Ethics

The Corporation adopted a code of ethics (the “Code”). All directors, officers, employees and consultants of the Corporation are expected to be familiar with the Code and adhere to the principles and procedures set forth in the Code that applies to them. The Board of Directors is responsible for the application of the Code to the affairs of the Corporation and the periodic review of the Code. The Code is available electronically on the Corporation’s web site at www.blumetric.ca and on www.sedar.com.

ADDITIONAL INFORMATION

The financial statements of the Corporation for the financial year ended September 30, 2016, together with the report of the auditors’ thereon, are being mailed to the Shareholders of the Corporation with this Circular. Additional information relating to the Corporation may be obtained on the SEDAR website at www.sedar.com. Shareholders can request copies of the Corporation’s financial statements and management’s discussion and analysis by emailing their request to ir@blumetric.ca, calling the Corporation at (613) 839-3053, or visiting the website at www.blumetric.ca.

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matters should properly come before the Meeting, the Proxy will be voted upon such matters in accordance with the best judgement of the person voting the Proxy.

SHAREHOLDER PROPOSALS FOR NEXT MEETING

Proposals of Shareholders to be presented at the 2017 annual meeting of shareholders of the Corporation must be received by the Corporation before the date that is 90 days before the anniversary date of this Meeting to be considered for inclusion in the Management Proxy Circular and Form of Proxy relating thereto.

APPROVAL BY THE BOARD OF DIRECTORS

The contents of this Management Proxy Circular and the sending thereof to the Shareholders have been approved by the Board of Directors of the Corporation.

DATED at Ottawa, Ontario this 22nd day of February, 2017.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Murray Malley

Murray Malley
Chair of the Board of Directors

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

The Audit Committee is responsible for:

- reviewing our interim and annual financial statements and management's discussion and analysis related thereto, and all annual and interim earnings press releases before they are publicly disclosed;
- overseeing the work of our external auditors engaged for the purpose of preparing or issuing an audit report or related work;
- ensuring our external auditors report directly to the audit committee throughout the term of their appointment;
- pre-approving all non-audit services to be provided to us or our subsidiaries by our external auditor; and
- recommending to our board of directors the external auditor to be nominated for the purpose of preparing or issuing an auditor's report (or any related work), as well as the compensation to be paid to the external auditor.

The Audit Committee does the following main things to fulfill these responsibilities:

- meets with management and the external auditors at least once per year;
- meets separately with each of management several times per year and the external auditors at least once per year;
- reviews the annual audit scope and plan as recommended by the auditors;
- analyzes carefully all internal control points raised by the auditors in correspondence with management;
- discusses our compliance with tax and financial reporting rules as issues arise;
- reviews the appropriateness of insurance levels carried by the Corporation;
- reviews the accounting and financial policies and internal controls of the Corporation.

The Audit Committee has the authority to hire, at the Corporation's expense, independent counsel or advisors to assist the Audit Committee in fulfilling its responsibilities.

SCHEDULE “B”

OPTION PLAN RESOLUTION

WHEREAS, on January 25, 2017, subject to TSX Venture Exchange approval, the Board of Directors of the Corporation approved an increase the number of common shares under the Corporation’s Amended and Restated Share Option Plan (the “Plan”) from 3,200,000 shares to 4,000,000 shares; and

WHEREAS pursuant to the policies of the TSX Venture Exchange it is necessary to obtain the approval of the shareholders of the Corporation with respect to the amendment to the Plan.

RESOLVED THAT:

1. The amendment to the Plan to increase the number of common shares under the Plan from 3,200,000 shares to 4,000,000 shares, subject to approval by the TSX Venture Exchange and with such amendments as may be required by the TSX Venture Exchange; and
2. Any officer or director of the Corporation be and each of them is hereby authorized to execute and deliver all documents and to do all acts and things necessary or desirable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination.

SCHEDULE "C"

AMENDED AND RESTATED SHARE OPTION PLAN

1. Purpose of Plan

- 1.1 The purpose of the Plan is to attract, retain and motivate persons as directors, officers, employees and consultants of the Corporation and its Subsidiaries and to advance the interests of the Corporation by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

2. Defined Terms

Where used herein, the following terms shall have the following meanings, respectively:

- 2.1 "Board" means the board of directors of the Corporation or, if established and duly authorized to act, a compensation committee of the board of directors of the Corporation.
- 2.2 "Business Day" means any day, other than a Saturday or a Sunday, on which stock exchanges on which the Shares are listed are open for trading.
- 2.3 "Change of Control" means
- (a) the acquisition by any persons acting jointly or in concert (as determined by the *Securities Act* (Ontario)), whether directly or indirectly, of voting securities of the Corporation that, together with all other voting securities of the Corporation held by such persons, constitute in the aggregate more than 50% of all outstanding voting securities of the Corporation;
 - (b) an amalgamation, arrangement or other form of business combination of the Corporation with another corporation that results in the holders of voting securities of that other corporation holding, in the aggregate, more than 50% of all outstanding voting securities of the Corporation resulting from the business combination;
 - (c) the sale, lease or exchange of all or substantially all of the property of the Corporation to another person, other than in the ordinary course of business of the Corporation or to a Related Entity; or
 - (d) any other transaction that is deemed to be a "Change of Control" for the purposes of this Plan by the Board in its sole discretion.
- 2.4 "Consultant" has the meaning set forth in the Manual.
- 2.5 "Control" by a person over a second person means the power to direct, directly or indirectly, the management and policies of the second person by virtue of:
- (a) ownership of or direction over voting securities in the second person;
 - (b) a written agreement or indenture;
 - (c) being or Controlling the general partner of the second person; or
 - (d) being a trustee of the second person.

- 2.6 “Corporation” means BluMetric Environmental Inc. and includes any successor corporation thereto.
- 2.7 “Investor Relations Activities” as defined in the Manual.
- 2.8 "Manual" means the TSX Venture Exchange Corporate Finance Manual.
- 2.9 “Market Price” at any date in respect of the Shares shall be the closing price of such Shares on the TSX Venture Exchange (or if not posted for trading on TSX Venture Exchange on the Toronto Stock Exchange, or not then listed and posted for trading on The Toronto Stock Exchange, on such stock exchange in Canada on which such Shares are listed and posted for trading as may be selected for such purpose by the Board) on the last Business Day preceding the date on which the Option is approved by the Board. In the event that the Shares are listed on more than one recognized stock exchange, the Board shall use the price of the exchange with the greatest volume of trading of the Shares on the day prior to the grant. In the event that such Shares did not trade on such Business Day, the Market Price shall be the average price of the Shares transacted during the previous 20 business days, weighted by the volume of each transaction. In the event that such Shares are not listed and posted for trading on any stock exchange, the Market Price shall be the fair market value of such Shares as determined by the Board in its sole discretion.
- 2.10 “Option” means an option to purchase Shares granted under the Plan.
- 2.11 “Option Price” means the price per Share at which Shares may be purchased under the Option, as the same may be adjusted from time to time in accordance with Article 8.
- 2.12 “Optionee” means a person to whom an Option has been granted.
- 2.13 “Plan” means the BluMetric Environmental Inc. Amended and Restated Share Option Plan, as the same may be amended or varied from time to time.
- 2.14 “Related Entity” means, for the Corporation, a person that Controls or is Controlled by the Corporation or that is Controlled by the same person that controls the Corporation.
- 2.15 “Shares” means the common shares of the Corporation or, in the event of an adjustment contemplated by Article 8, such other shares or securities to which an Optionee may be entitled upon the exercise of an Option as a result of such adjustment.
- 2.16 “Subsidiary” means any corporation which is a subsidiary (as such a term is defined in subsection 1(5) of the *Canada Business Corporations Act*, (as such provision is from time to time amended, varied or re-enacted) of the Corporation.
- 3. Administration of the Plan**
- 3.1 The Plan shall be administered by the Board.
- 3.2 The Board shall have the power, where consistent with the general purpose and intent of the Plan and subject to the specific provisions of the Plan:
- (a) to establish policies and to adopt rules and regulations for carrying out the purposes, provisions and administration of the Plan;

- (b) to interpret and construe the Plan and to determine all questions arising out of the Plan and any Option granted pursuant to the Plan and any such interpretation, construction or determination made by the Board shall be final, binding and conclusive for all purposes;
- (c) to determine the number of Shares covered by each Option;
- (d) to determine the Option Price;
- (e) to determine the time or times when Options will be granted and exercisable;
- (f) to determine if the Shares which are subject to an Option will be subject to any restrictions upon the exercise of such Option; and
- (g) to prescribe the form of the instruments relating to the grant, exercise and other terms of Options.

4. Shares Subject to the Plan

- 4.1 Options may be granted in respect of authorized and unissued Shares provided that the aggregate number of Shares which may be purchased upon the exercise of all Options granted under this Plan, subject to adjustment or increase of such number pursuant to the provisions of Article 8, together with any Shares which may be purchased under any option for services and employee stock purchase plans, shall not exceed 3,200,000 Shares of the Corporation at the date of the grant of the Option or such greater number of Shares as may be determined by the Board and approved by any relevant stock exchange and any other relevant regulatory authority. Shares in respect of which Options are not exercised and have expired shall be available for subsequent Options under the Plan. No fractional Shares may be purchased or issued under the Plan.

5. Eligibility; Grant; Terms of Options

5.1 Options may be granted to:

- (a) directors, officers, full-time and part-time employees and Consultants of the Corporation or of any Subsidiary; or
- (b) a person identified in paragraph (a) above, the issued and outstanding voting shares of which are, and will continue to be, beneficially owned directly by such person (a "Controlled Company").

5.2 Options may be granted by the Corporation pursuant to the recommendations of the Board from time to time provided and to the extent that such decisions are approved by the Board.

5.3 Except as specifically provided in this Article 5, the number of Shares subject to each Option, the Option Price, the expiration date of each Option, the extent to which each Option is exercisable from time to time during the term of the Option and other terms and conditions relating to each such Option shall be determined by the Board.

5.4 The Option Price of Shares which are the subject of any Option shall in no circumstances be lower than the Market Price of the Shares at the date of the grant of the Option.

5.5 The term of an Option shall not exceed ten years from the date of the grant of the Option.

- 5.6 An Option will vest in three equal tranches one year apart commencing on or prior to the first anniversary of the date of grant subject to the provisions of the Manual and the right of the Board to determine at the time of grant that a particular Option will be exercisable in whole or in part on different dates.
- 5.7 In the event of a Change of Control, all granted Options shall automatically vest in full so that all Options shall, immediately prior to the effective date of the Change of Control, become fully exercisable, and may be exercised, and if any Option is not exercised prior to the effective date of the Change of Control such Option will expire.
- 5.8 The total number of Shares to be optioned to any Optionee (including a Controlled Company) under this Plan together with any Shares which may be purchased by such Optionee upon the exercise of options for services and under employee stock purchase plans shall not exceed 5% of the number of issued and outstanding Shares at the date of the grant of the Option or such greater number of Shares as may be determined by the Board and approved by the applicable stock exchange including, if required, disinterested shareholder approval.
- 5.9 An Option is personal to the Optionee and is non-assignable and non-transferable.
- 5.10 No more than 2% of the issued shares of the Issuer may be granted to any one Consultant in any 12 month period.
- 5.11 No more than an aggregate of 2% of the issued shares of the Issuer may be granted to employees or Consultants conducting Investor Relations Activities, in any 12-month period.
- 6. Termination of Employment:**
- 6.1 Subject to Sections 6.2 and 6.3, an Option and all rights to purchase pursuant thereto, shall expire and terminate 60 days after the Optionee ceases to be a director, an officer, a full-time or part-time employee or a Consultant of the Corporation or of any Subsidiary, except as otherwise determined by the Board at the time of grant and in accordance with the provisions of the TSX Venture Exchange Manual; provided that any such determination by the Board will not result in any Option expiring after 12 months from the time the Optionee ceases to be a director, an officer, a full-time or part-time employee or Consultant of the Corporation or any Subsidiary.
- 6.2 If, before the expiry of an Option in accordance with the terms thereof; (i) an Optionee shall cease to be a director or officer of the Corporation or of any Subsidiary; or (ii) the employment of the Optionee with the Corporation or with any Subsidiary shall terminate; in either case by reason of the death of the Optionee; such Option may, subject to the terms thereof and any other terms of the Plan, be exercised by the legal representative(s) of the estate of the Optionee at any time during the first 12 months following the death of the Optionee (but prior to the Expiry of the Option in accordance with the terms thereof) but only to the extent that the Optionee was entitled to exercise such Option at the date of the termination of his employment.
- 6.3 Options granted to an Optionee who is engaged in investor relations activities shall expire 30 days after the Optionee ceases to be employed or engaged to provide Investor Relations Activities.
- 7. Exercise of Options**
- 7.1 Subject to the provisions of the Plan, an Option may be exercised from time to time by delivery to the Corporation at its registered office of a written notice of exercise addressed to the Secretary of

the Corporation specifying the number of Shares with respect to which the Option is being exercised and accompanied by payment in full of the Option Price of the Shares to be purchased. Certificates for such Shares shall be issued and delivered to the Optionee within a reasonable period of time following the receipt of such notice and payment.

- 7.2 Notwithstanding any of the provisions contained in the Plan or in any Option, the Corporation's obligation to issue Shares to an Optionee pursuant to the exercise of an Option shall be subject to;
- (a) completion of such registration or other qualification of such Shares or obtaining approval of such governmental or regulatory authority as counsel to the Corporation shall reasonably determine to be necessary or advisable in connection with the authorization, issuance or sale thereof;
 - (b) the admission of such Shares to listing on any stock exchange on which the Shares may then be listed; and
 - (c) the receipt from the Optionee of such representations, agreements and undertakings including as to future dealings in such shares, as counsel to the Corporation reasonably determines to be necessary or advisable in order to safeguard against the violation of the laws of any jurisdiction,

in this connection the Corporation shall, to the extent necessary, take all reasonable steps to obtain such approvals, registrations and qualifications as may be necessary for the issuance of such Shares in compliance with applicable laws and for the admission to listing of such Shares on any stock exchange on which the Shares are then listed.

8. Certain Adjustments

- 8.1 Appropriate adjustments in the number of Shares subject to the Plan, and as regards Options granted or to be granted, in the number of Shares optioned and in the Option Price shall be made by the Board to give effect to adjustments in the number of Shares of the Corporation resulting from subdivisions, consolidations or reclassification of the Shares of the Corporation, the payment of stock dividends or cash dividends by the Corporation (other than dividends in the ordinary course), the distribution of securities, property or assets by way of dividend or otherwise (other than dividends in the ordinary course), or other relevant changes in the capital stock of the Corporation, subsequent to the approval of the Plan by the Board.
- 8.2 Disinterested shareholder approval will be obtained for any reduction in the Option Price of any Option if the Optionee is an insider of the Issuer at the time of the proposed amendment.

9. Amendment or Discontinuance of Plan

- 9.1 The Board may amend or discontinue the Plan at any time, provided however that no such amendment may increase the maximum number of Shares that may be optioned under the Plan, change the manner of determining the minimum Option Price or, without the consent of the Optionee, alter or impair any of the terms of any Option previously granted to an Optionee under the Plan.

10. Miscellaneous Provisions

- 10.1 The holder of an Option shall not have any rights as a shareholder of the Corporation with respect to any of the Shares covered by such Option until such holder shall have exercised such Option in

accordance with the terms of the Plan (including tendering payment in full of the Option Price of the Shares in respect of which the Option is being exercised) and the Corporation shall be obliged to issue such Shares to the Optionee in accordance with the terms of the Plan.

- 10.2 Nothing in the Plan or any Option shall confer upon an Optionee any right to continue in the employ of the Corporation or any Subsidiary or affect in any way the right of the Corporation or any Subsidiary to terminate the employment of the Optionee at any time. Nor shall anything in the Plan or any Option be deemed or construed to constitute an agreement or an expression of intent, on the part of the Corporation or any Subsidiary to extend the employment of any Optionee beyond the time which he would normally be retired pursuant to the provision of any present or future retirement plan of the Corporation or any Subsidiary or beyond the time at which the Optionee would otherwise be retired pursuant to the provisions of any contract of employment with the Corporation or any Subsidiary.

11. Regulatory Approval

- 11.1 The Plan shall be subject to approval of any relevant regulatory authority whose approval is required and shall be subject to the approval of the shareholders of the Corporation, as required. Any Options granted prior to such approvals and acceptances shall be conditional upon such approvals and acceptances being given and no such Options may be exercised unless such approval and acceptance is given. Any provision of this Plan to the extent that it shall be contrary to any requirement or provision of any relevant regulatory authority shall be deemed unenforceable.

Dated February 28, 2003, as amended and restated January 25, 2017.