

**CYMAT TECHNOLOGIES LTD.**

**Notice of Annual Meeting of Shareholders and  
Management Information Circular to be Held  
March 25, 2015**

**at**

**the offices of Fraser Mackenzie Merchant Capital  
Suite 400, 34 King Street East  
Toronto, Ontario**

**February 19, 2015**

## CYMAT TECHNOLOGIES LTD.

### NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS To be held on March 25, 2015

#### TO THE SHAREHOLDERS:

**Notice is hereby given** that the Annual Meeting (the "Meeting") of Shareholders of Cymat Technologies Ltd. (the "Company") will be held at the offices of Fraser Mackenzie Merchant Capital, Suite 400, 34 King Street East, Toronto, Ontario at 4:30 p.m. (Toronto time) on Wednesday, March 25, 2015, for the following purposes:

1. to receive the audited financial statements of the Company for the fiscal year ended April 30, 2014, together with the auditors' report thereon;
2. to elect the directors of the Company;
3. to appoint Grant Thornton LLP as auditors of the Company and to authorize the directors to fix the remuneration to be paid to the auditors;
4. to transact such other business as may properly come before the Meeting or any adjournment thereof.

Particulars of the matters referred to above are set forth in the accompanying Circular.

A shareholder may attend the Meeting in person or may be represented thereat by proxy. Shareholders who are unable to attend the Meeting in person are requested to date, sign and return the enclosed form of proxy, or other appropriate proxy, in accordance with the instructions set forth in the Circular.

**A form of proxy will not be valid and acted upon at the Meeting or any adjournment thereof unless it is deposited at the offices of TMX Equity Transfer Services, Suite 300, 200 University Avenue, Toronto, ON M5H 4H1, facsimile (416) 595-9593 by 4:00 p.m. (Toronto time) 2 business days prior to the time of the Meeting or any adjournment thereof. The Company may waive compliance with the preceding sentence and accept proxies deposited within 2 business days of the Meeting but before commencement of the Meeting or any adjournment thereof.**

A proxy holder need not be a shareholder of the Company.

Only shareholders of record at the close of business on February 23, 2015 are entitled to notice of the Meeting and to vote thereat or at any adjournment thereof.

DATED at Toronto, Ontario this 19<sup>th</sup> day of February, 2015.

By Order of the Board of Directors

(signed)      "Michael Liik"  
Executive Chairman

**CYMAT TECHNOLOGIES LTD.**  
**6320-2 Danville Road**  
**Mississauga, ON, L5T 2L7**

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**MANAGEMENT INFORMATION CIRCULAR**  
**February 19, 2015**

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**SOLICITATION OF PROXIES**

The information contained in this Management Information Circular (the "Circular") is furnished to shareholders (the "Shareholders") of Cymat Technologies Ltd. (the "Company"), in connection with the solicitation of proxies to be used at the Annual Meeting of Shareholders of the Company to be held at the offices of Fraser Mackenzie Merchant Capital, Suite 400, 34 King Street East, Toronto, Ontario on , at 4:30 pm (Toronto time), (the "Meeting"), and at any adjournment, adjournments, postponement or postponements thereof, for the purposes set forth in the accompanying Notice of Meeting.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified below.

It is expected that the solicitation will be made primarily by mail but proxies may also be solicited personally by directors, officers or employees of the Company. Directors, officers and employees of the Company will not receive any extra compensation for such activities. The Company may also retain and pay a fee to one or more professional proxy solicitation firms to solicit proxies from Shareholders in favour of the matters set forth in the Notice of Meeting. The Company may pay brokers or other persons holding common shares of the Company ("Common Shares") in their own names, or in the names of nominees, for their reasonable expenses for sending forms of proxy and this Circular to the holders of Common Shares and obtaining proxies therefor. The solicitation of proxies by this Circular is being made by or on behalf of the management of the Company. The total cost of the solicitation will be borne by the Company.

No person is authorized to give any information or to make any representation other than those contained in this Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Company.

The information contained herein is given as of February 19, 2015 except as otherwise indicated. The delivery of this Circular shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date of this Circular.

### **APPOINTMENT AND REVOCATION OF PROXIES**

The persons named in the enclosed form of proxy accompanying this Circular are directors or officers of the Company. **A Shareholder has the right to appoint a person other than the persons specified in such form of proxy, who need not be a shareholder of the Company, to attend and act for him or her and on his or her behalf at the Meeting and at any adjournment, adjournments, postponement or postponements thereof.** Such right may be exercised by inserting the name of the person to be appointed in the blank space provided in the form of proxy, signing the form of proxy and returning it in the reply envelope in the manner set forth in the accompanying Notice of Meeting.

A Shareholder may revoke a proxy by (i) depositing an instrument in writing, executed by such Shareholder or his or her attorney authorized in writing, or, if the Shareholder is a corporation, under its corporate seal or signed by a duly authorized officer or attorney for such corporation; (ii) transmitting, by telephone or electronic means, a revocation executed by such Shareholder or his or her authorized attorney, by electronic signature, if the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of the Shareholder or the attorney, as the case may be; or (iii) in any other manner permitted by law:

(a) at the registered office of the Company at 6320-2 Danville Road, Mississauga, Ontario, L5T 2L7, at any time up to and including the second last business day preceding the day of the Meeting, or any adjournment of the Meeting, at which the proxy is to be used; or

(b) with the Chairman of the Meeting on the day of the Meeting or any adjournment of the Meeting.

### **VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXIES**

The persons named in the enclosed form of proxy will vote for or against or withhold from voting (as the case may be) Common Shares in respect of which they are appointed in accordance with the instructions provided therein on any ballot that may be called for at the Meeting and at any adjournment, adjournments, postponement or postponements thereof in accordance with the instructions thereon.

In the absence of such instructions, such Common Shares will be voted:

**(a) on the election of directors, in favour of the election of the nominees of management named in this Circular;**

- (b) on the appointment of auditors, in favour of the appointment of the auditors named in this Circular and authorizing the directors to fix the remuneration to be paid to the auditors; and**
- (c) on any other matters that may properly come before the Meeting, in such manner as the proxyholder may see fit.**

The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments to or variations of matters identified in the Notice of Meeting and with respect to other matters, if any, which may properly come before the Meeting and any adjournment, adjournments, postponement or postponements thereof. At the time of printing of this Circular, the management of the Company knows of no such amendments, variations, or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting or any adjournment, adjournments, postponement or postponements thereof, the proxy will be voted on such matters in accordance with the best judgment of the person named in such form of proxy.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

As at February 19, 2015, the Company had approximately 14,457,180 post-share-consolidation Common Shares issued and outstanding, each share carrying one vote. Each holder of a Common Share of record at the close of business on February 23, 2015 (the "Record Date") will, unless otherwise specified herein, be entitled to one vote for each Common Share held by such holder on all matters proposed to come before the Meeting,

A holder of Common Shares may own such shares in one or both of the following ways. If a Shareholder is in possession of a physical share certificate, such Shareholder is a "registered" Shareholder and his or her name and address are maintained by the Company through its transfer agent, TMX Equity Transfer Services. If a Shareholder owns shares through a bank, broker or other nominee, such Shareholder is a "beneficial" Shareholder and he or she will not have a physical share certificate. Such Shareholder will have an account statement from his or her bank or broker as evidence of his or her share ownership.

A registered Shareholder may appoint a proxy to vote in his or her own name at any time in accordance with the instructions appearing on the enclosed form of proxy and/or a registered Shareholder may attend the Meeting and cast a ballot. Because a registered Shareholder is known to the Company and its transfer agent, his or her account can be confirmed and his or her vote recorded or changed if such registered Shareholder has previously voted. This procedure prevents a Shareholder from voting his or her shares more than once. Only the registered Shareholder's latest dated form of proxy will be valid.

For beneficial Shareholders, neither the Company nor its transfer agent maintains any records or account information about such Shareholders. A beneficial Shareholder's shares are held in the name of his or her bank, broker or other nominee. Only such beneficial Shareholder's bank, broker or other nominee has the authority to vote the shares held in his or her name and, for the purposes of the Meeting, will only vote such beneficial Shareholder's shares after receiving his

or her specific instructions. There are securities law rules governing the granting of a proxy on a beneficial shareholder's behalf. Canadian banks and brokers do NOT have the authority to vote on behalf of a beneficial shareholder without receiving his or her specific instructions. Every vote cast on behalf of a beneficial Shareholder, either by proxy or ballot at the Meeting, will require specific instructions from the beneficial Shareholder.

In addition, many banks and brokers use a service agency to mail proxy material and tabulate the responses from beneficial shareholders. The largest of these service providers in Canada is Broadridge Investor Communication Solutions Canada ("Broadridge"). Because Broadridge mails and tabulates proxies on behalf of its clients, namely, the banks and brokers, for many annual and special meetings throughout the year, Broadridge standardizes the form of proxy and reproduces the text on its own form, called a Voting Instruction Form ("VIF"). A VIF is NOT a form of proxy and CANNOT be used by a beneficial Shareholder to vote at the Meeting. The VIF is intended only to relay a beneficial Shareholder's specific voting instructions to his or her bank or broker so the bank or broker may execute a form of proxy on his or her behalf.

A beneficial Shareholder who plans to attend the Meeting and vote his or her Common Shares as a beneficial Shareholder MUST contact his or her bank or broker and obtain a legal form of proxy. This form of proxy is evidence of the beneficial Shareholder's ownership through a bank or broker and MUST be attached to the Shareholder's ballot cast at the Meeting. Only a legal form of proxy may be voted by a beneficial Shareholder at the Meeting. Obtaining a legal form of proxy will invalidate any form of proxy or VIF previously executed by a beneficial Shareholder, and therefore, beneficial Shareholders are urged not to request a legal form of proxy unless they are planning to attend the Meeting and cast a ballot.

To the knowledge of the directors and officers of the Company, no person or company beneficially owns, or controls or directs, directly or indirectly, more than 10% of the issued and outstanding Common Shares.

## **BUSINESS OF THE MEETING**

The Meeting has been called as an annual meeting of the Shareholders. Shareholders will be asked to receive the audited financial statements of the Company for the fiscal year ended April 30, 2014 together with the auditors' report thereon. Shareholders will also be asked to elect the Board of Directors, appoint auditors and authorize the Board of Directors to fix the remuneration paid to the auditors, and transact such other business as may come before the meeting.

## **ELECTION OF DIRECTORS**

The Common Shares of the Company are listed on the TSX Venture Exchange (the "Exchange"). Under the Policies of the Exchange, each issuer is required to have at least three Directors, two of which must be independent. In keeping with the scope of the Company's current operations and its resources, the Company has determined that a Board consisting of three Directors would best meet the Company's needs.

All directors elected at the Meeting will hold office until the close of the next annual meeting of Shareholders, or until their respective successors are elected or appointed.

The three nominees receiving the most votes, voted by the Shareholders represented at the Meeting or at any adjournment, adjournments, postponement or postponements thereof, will be elected directors of the Company.

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the election of the nominees for director listed below. The Board of Directors recommends that Shareholders vote for the election of the nominees for director listed below.

The proposed nominees are all current members of the Board of Directors and have been since the dates indicated below. Management of the Company does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason at or prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for the election of another nominee or other nominees in their discretion.

The following table sets forth certain information with respect to the persons proposed to be nominated by management for election as directors.

#### **Proposed Management Nominees for Election to the Board of Directors**

<b>Nominee</b>	<b>Principal Occupation</b>	<b>Director Since</b>	<b>Number of Common Shares <sup>(1)</sup></b>
Jon Gill <sup>(2)(3)</sup> Ontario, Canada	President of Braxton Management Partners Inc., a management consulting company. Director of several private companies and not-for-profit entities.	June 2006	5,000
Michael M. Liik Ontario, Canada	Executive Chairman, Cymat, President of Liikfam Holdings Inc., a financial consulting company. Managing Partner, Fraser MacKenzie Merchant Capital. He also serves as a director of several private and public companies.	October 1999	169,300
Martin J. Mazza <sup>(2)(3)</sup> Ontario, Canada	Senior Vice President Marketing and Global Sales for The Woodbridge Group, a private Canadian auto parts company.	November 2004	22,500

(1) Includes all Common Shares beneficially owned, or controlled or directed, directly or indirectly, by each individual.

(2) Member of the Audit Committee.

(3) Member of the Compensation Committee.



## APPOINTMENT OF AUDITORS

The Board of Directors has proposed that Grant Thornton LLP be appointed as the Company independent auditors for the year ending April 30, 2015 and that the Board of Directors be authorized to fix the auditors' remuneration. A majority of the votes, voted by the Shareholders represented at the Meeting, is required for approval of the appointment of the Company auditors. Grant Thornton LLP was initially appointed auditors of the Company on April 7, 2010. Grant Thornton LLP has offices at 201 City Centre Drive, Suite 501, Mississauga, Ontario L5B 2T4.

The Board of the Company recommends that Shareholders vote FOR the appointment of Grant Thornton LLP as auditors of the Company and the authorization of the Board to fix the remuneration to be paid to the auditors.

Unless otherwise instructed, the persons named in the enclosed form of proxy intend to vote FOR the reappointment of Grant Thornton LLP as the Company's auditors and the authorization of the Company's directors to fix their remuneration.

## STATEMENT OF EXECUTIVE COMPENSATION

### Named Executive Officers

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

- (a) the chief executive officer ("CEO") of the Company;
- (b) the chief financial officer ("CFO") of the Company;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 - Statement of Executive Compensation of National Instrument 51-102 - Continuous Disclosure Obligations, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

For the fiscal year ended April 30, 2014, the Company had two NEOs: Michael Liik, Executive Chairman and Darryl Kleebaum, Chief Financial Officer. For the fiscal year ended April 30, 2013, the Company had five NEOs: Michael Liik, Executive Chairman; Darryl Kleebaum Chief Financial Officer; David Fowler, President and Chief Operating Officer who resigned effective

November 9, 2012; Jim Johnson, Vice President, Operations and Kevin Smith, Vice President, Business Development who resigned effective October 12, 2012. For the fiscal year ended April 30, 2012, the Company had five NEOs: Michael Liik, Executive Chairman; Darryl Kleebaum Chief Financial Officer; David Fowler, President and Chief Operating Officer; Jim Johnson, Vice President, Operations and Kevin Smith, Vice President, Business Development.

### *Compensation Discussion and Analysis*

To assist the Board of Directors of the Company in determining the appropriate level of compensation for the directors, CEO, CFO and executive officers, the Board has established a Compensation Committee. This committee assists the Board in carrying out its responsibilities relating to executive and director compensation. The Compensation Committee recommends to the Board what it considers is the appropriate compensation based primarily on a comparison of the remuneration paid by the Company with the remuneration paid by other public companies that the Committee feels are similarly placed within the technology manufacturing industry. The Company's executive compensation program consists of an annual base salary, the grant of stock options and an annual discretionary bonus.

### **Executive Compensation Program**

The Company's executive compensation program is based on a "pay-for-performance" philosophy. The program is designed to encourage, compensate and reward executives on the basis of individual and corporate performance, both in the short and the long term. Base salaries are set at levels which are intended to be competitive with the base salaries paid by corporations of a comparable size within the technology manufacturing industry, thus enabling the Company to compete for and retain executives critical to the Company's long term success.

Incentive compensation is directly tied to corporate and individual performance. Share ownership opportunities are provided to align the interests of the executives and senior managers with the longer term interests of shareholders. The Compensation Committee may retain independent compensation consultants to assess the Company's executive compensation relative to the marketplace. In addition, the Compensation Committee may source various surveys on executive compensation, which provide competitive data reflecting comparable knowledge, skills and talents and related compensation levels. The Compensation Committee also collects executive compensation data from public filings of other corporations of similar size within the technology manufacturing industry.

Variables such as sales targets, production levels, financial performance and rates of growth influence compensation levels and are considered in fixing compensation levels.

The Company's corporate objectives (the "Corporate Objectives") are established at regular intervals by the Board of Directors. Shortly after the end of each financial year, the achievements of management are reviewed and evaluated by the Compensation Committee and measured against the Corporate Objectives. The degrees to which the Corporate Objectives have been achieved are considered by the Compensation Committee along with the individual performance of each executive. Recommendations are then made to the Board with respect to

the cash-based annual incentives and the long-term incentives of the senior executives, thereby establishing a direct link between senior executive compensation and the Company's financial and non-financial performance.

Compensation for the NEOs, as well as for other senior managers, consists of (i) an annual base salary, (ii) the grant of stock options, and (iii) an annual discretionary bonus, all of which are discussed in further detail below.

The Company has a stock option plan (the "Option Plan") pursuant to which the Board has granted stock options to the NEOs. The Option Plan was approved by Shareholders on July 28, 2009. The Option Plan allows for compensation of participants while providing additional incentive to work toward strengthening long term Company performance. Common Share purchase options may be granted to an executive under the Option Plan following consideration by the Compensation Committee of the level of responsibility of the executive, as well as their impact and/or contribution to the longer term operating performance of the Company. In determining the number of options to be granted to the NEOs, the Compensation Committee takes into account the number of options, if any, previously granted to each NEO and the exercise price of any outstanding options.

(i) *Annual Base Salary*

The Compensation Committee recommends the base salary for the CEO, the President and COO, the CFO, and any other executive officers of the Company based on reviews of market data from peer group companies, reviews of externally prepared industry surveys, and public information available on compensation for other corporations of a similar size within the technology manufacturing industry. The level of base salary for the CEO, President and COO, and CFO was determined by the level of responsibility and the importance of their relative positions to the Company, prior experience, breadth of knowledge and past and expected future performance. The CEO's, President's and CFO's base salaries are set at levels which are intended to be competitive with the base salaries paid by corporations of a comparable size within the technology manufacturing industry, thereby enabling the Company to compete for and retain executives critical to the Company's long term success. Variables such as asset size, production levels, financial performance and rates of growth influence compensation levels and are analyzed and considered in fixing compensation levels. Base salaries are generally significantly increased only if market compensation practices change substantially or the senior officer assumes material additional responsibilities.

(ii) *Stock Options*

The Option Plan is administered by the Compensation Committee and is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. The Compensation Committee considers stock option grants when reviewing NEO and senior executive compensation packages as a whole with respect to

the allocation of options under the Option Plan. After reviewing the recommendations of the CEO, the Compensation Committee recommends to the Board which key employees should receive option grants, and any terms and conditions forming part of such grants. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibility and the importance of the position to the Company's overall success. The aggregate number of stock options which may be issued under the Option Plan or in respect of any fiscal year is limited by the terms of the Option Plan and cannot be increased without shareholder approval. The expiry date for options granted under the Option Plan may be any time up to 5 years from the effective date of the grant. Although the Compensation Committee has discretion to determine the terms and conditions of any option grant in accordance with the provisions of the Option Plan, since the Option Plan's inception, the Compensation Committee has typically recommended that options granted under the Option Plan have a maximum five year term, are exercisable at the Market Price (defined in the Option Plan to mean the closing price of the Common Shares on the day immediately preceding the day upon which the option is granted.) Pursuant to the terms of the plan, vesting is at the discretion of the Compensation Committee. In general, to be eligible to receive stock options, individuals must be a director, an officer, an employee or a consultant engaged by the Company. Please refer to "Incentive Plan Awards", below, for information concerning options granted to the NEOs during the most recently completed financial year.

*(iii) Performance Bonus*

NEOs and other executive officers may be eligible for discretionary cash performance bonuses. The amount awarded, if any, is based upon level of responsibility and significance of position within the Company, individual performance, and the achievement of Corporate Objectives and similar goals, such as enhancing the Company's asset base, business development, operational performance, increasing investor awareness and recognition, and health, safety and environmental performance. In any given year, the Company's NEOs or other executive officers may be paid a higher, lower, or no bonus, depending upon relative performance against targets and objectives.

*President and Chief Operating Officer ("President") Compensation*

The President's principal responsibilities included establishing and monitoring long-term strategic corporate objectives, oversight responsibilities in the Company's manufacturing and research and development activities, assisting in securing financing and selecting and appointing senior officers of the Company.

In 2011 the Company appointed a new President, David Fowler. In determining Mr. Fowler's compensation, the Compensation Committee considered the factors necessary to attract a professional with relevant industry experience, with team building and leadership qualities and the ability to drive business performance and the Company's growth strategy.

The base salary of the Company's President was established with reference to the range of compensation for Presidents of similarly sized companies in comparable industries. Additionally the President's compensation package was designed to reward success in achieving both short term performance goals, primarily through the payment of a bonus, and longer term strategic goals, primarily through the granting of stock option based compensation.

Mr. Fowler resigned from his position of President and Chief Operating Officer effective November 9, 2012, with his responsibilities being allocated amongst the senior officers of the Company.

#### *Other NEOs*

The base salary of the Company's other NEOs were established with reference to the range of compensation for executives and officers in similar positions in similar sized companies.

In determining the overall compensation of the other NEOs, the Compensation Committee in consultation with the President considered factors such as each NEOs responsibility and contribution to business performance and their operational leadership in connection with the success and continued pursuit of the Company's growth strategy.

#### *Other Compensation*

Officers of the Company are also entitled to receive all other benefits that are available to employees of the Company generally.

The combined compensation levels for all NEOs at the end of fiscal 2014 is lower than the combined compensation levels for all NEOs at the end of fiscal 2013 which, in turn, is lower than the combined compensation levels for all NEOs at the end of fiscal 2012.

### Summary Compensation Table

The following table contains a summary of the compensation paid to the Company's NEOs during the years ended April 30, 2014, April 30, 2013 and April 30, 2012.

Name of NEO and Principal Position (a)	Year (b)	Salary (\$)(c)	Option-Based Awards <sup>(1)</sup> <sup>(2)</sup> (\$)(e)	Annual Incentive Plans <sup>(3)</sup> (\$)(f1)	All Other Compensation <sup>(4)</sup> (\$)(h)	Total Compensation (Salary, Option-Based Awards, Annual Incentive Plans and All Other Compensation) <sup>(2)</sup> (\$)(i)	Total Compensation (excluding value of any Option Based Awards) (\$)(j)
Michael Liik Executive Chairman and CEO <sup>(5)</sup>	2014	120,000	-	-	-	120,000	120,000
	2013	120,000	-	17,250 <sup>(6)</sup>	-	137,250	137,250
	2012	120,000	60,492	27,250 <sup>(6)</sup>	-	207,742	147,250
Darryl Kleebaum CFO <sup>(7)</sup>	2014	136,000	-	-	-	136,000	136,000
	2013	134,585	17,360	16,800	-	168,745	151,385
	2012	120,000	12,538	3,500	-	136,038	123,500
David Fowler President and COO <sup>(8)</sup>	2014	-	-	-	-	-	-
	2013	120,288	-	21,375	27,654	169,317	169,317
	2012	225,000	115,544	50,250 <sup>(9)</sup>	31,867	422,661	307,117
Jim Johnson VP Operations <sup>(10)</sup>	2014	N/A	-	-	-	N/A	N/A
	2013	140,000	17,360	19,600	-	176,960	176,960
	2012	140,000	30,783	25,200	-	195,983	165,200
Kevin Smith VP Business Development <sup>(11)</sup>	2014	-	-	-	-	-	-
	2013	64,862	-	5,440	-	70,302	70,302
	2012	134,500	28,685	20,150	-	183,335	154,650

#### Notes:

- (1) The estimated grant date fair value of these options has been calculated using the Black-Scholes model. See discussion below.
- (2) The options shown were granted with an exercise price equal to the Closing Price of the Company's Common Shares (calculated in accordance with TSX policies) on the day immediately preceding the day upon which the option is granted. Accordingly, the values shown for such options do not necessarily reflect in-the-money value at the time of grant. Notwithstanding the Black-Scholes theoretical value of these options, none of the options shown had an in-the-money value on April 30, 2014. Please see the table under "Incentive Plan Awards" for the in-the money value of these options on April 30, 2014.
- (3) Annual Incentive Plans included a bonus, based on the achievement of certain performance targets, of up to 50% for David Fowler and up to 20% for the other NEOs.

- (4) All other compensation includes, where applicable, such non-salary remuneration items as RRSP contributions, automobile allowance and social club membership.
- (5) Michael Liik's services as executive chairman were provided through Liikfam Holdings Inc. The base fees paid to Liikfam Holdings Inc. for Michael Liik's services as executive chairman are reported under the "Salary" heading.
- (6) The Executive Chairman is entitled to additional variable compensation in relation to his investor relations activities based upon pre-determined performance objectives. In fiscal 2013, Mr. Liik received \$17,250 in variable compensation pertaining to 2012 objectives. In fiscal 2012, Mr. Liik received \$27,250 in variable compensation pertaining to 2011 objectives.
- (7) On February 8, 2011, Darryl Kleebaum was appointed to the Company's most senior financial management position of Vice President, Finance. Subsequent to his appointment, Mr. Kleebaum holds responsibility for filing and signing the CFO Certificate in compliance with Multilateral Instrument 52-109 "Certification of Disclosure in Issuers' Annual and Interim Filings." In fiscal 2012, Mr. Kleebaum was appointed Chief Financial Officer.
- (8) David Fowler was appointed President and Chief Operating Officer on September 8, 2010. Mr. Fowler resigned effective November 9, 2012.
- (9) In fiscal 2012, Mr. Fowler received a performance based bonus \$50,250 pertaining to the attainment of fiscal 2011 objectives.
- (10) Jim Johnson joined the Company in May 2009.
- (11) Kevin Smith joined the Company in April 2009. Mr. Smith resigned effective October 12, 2012.

The Company has estimated the "grant date fair value" amounts in the column (e) above using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors, including the exercise price of the option, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security, the expected life of the option, forfeitures, dividend yield and the risk-free rate of return. The assumptions used in the pricing model are highly subjective and can materially affect the estimated fair value.

Calculating the value of stock options using this methodology is very different from a simple "in-the money" value calculation. In fact, stock options that are well out-of-the-money can still have a significant estimated "grant date fair value" based on a Black-Scholes valuation, especially where, as in the case of the Company, the price of the share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The same caution applies to the total compensation amounts in column (i) above, which are based in part on the grant date fair value amounts set out in column (e) above. The total compensation listed in column (j) above has been included to reflect the total compensation of each NEO not including the value of any option-based awards. The value of the in-the-money options

currently held by each NEO (based on share price less option exercise price) is set forth in “Outstanding Option-Based Awards” table below.

### *Incentive Plan Awards*

#### Outstanding Option-Based Awards

The following table sets out, for each NEO, the stock options (option-based awards) outstanding as at April 30, 2014. On April 30, 2014, the closing price of the Company’s Common Shares on the TSX Venture Exchange was \$0.015. On June 25, 2014, the Company executed a 10:1 share consolidation. The following table reports stock options on a pre-consolidation basis. The share consolidation had the effect of decreasing the number of outstanding options by a factor of ten and increasing the exercise price by a factor of ten.

<b>Name</b>	<b>Number of Securities Underlying Unexercised Options (#)</b>	<b>Option Exercise Price (\$)</b>	<b>Option Grant Date</b>	<b>Option Expiration Date</b>	<b>Value of Unexercised In-The-Money Options (\$)</b>
Michael Liik Executive Chairman and CEO	935,000 <sup>(1)</sup>	0.10	June 20, 2011	June 20, 2016	Nil
	250,000 <sup>(1)</sup>	0.255	May 3, 2010	May 3, 2015	Nil
	250,000 <sup>(1)</sup>	0.19	May 11, 2009	May 11, 2014	Nil
Darryl Kleebaum CFO	500,000 <sup>(1)</sup>	0.025	Nov 30, 2012	Nov 30, 2017	Nil
	300,000 <sup>(5)</sup>	0.025	Nov 30, 2012	Nov 30, 2017	Nil
	25,000 <sup>(2)</sup>	0.10	June 24, 2011	June 24, 2016	Nil
	240,000 <sup>(3)</sup>	0.155	Mar 7, 2011	Mar 7, 2016	Nil
Jim Johnson VP Operations	500,000 <sup>(1)</sup>	0.025	Nov 30, 2012	Nov 30, 2017	Nil
	300,000 <sup>(5)</sup>	0.025	Nov 30, 2012	Nov 30, 2017	Nil
	25,000 <sup>(2)</sup>	0.10	June 24, 2011	June 24, 2016	Nil
	300,000 <sup>(4)</sup>	0.115	June 8, 2011	June 8, 2016	Nil
	270,000 <sup>(6)</sup>	0.26	May 28, 2010	May 28, 2015	Nil
	300,000 <sup>(7)</sup>	0.18	Sep 4, 2009	Sep 4, 2014	Nil

#### **Notes:**

(1) 34% of these options vested on the grant date, 33% on the first anniversary of grant date and the balance on the second anniversary of grant date.

(2) These options fully vested on the date of grant.

(3) 1/3 of these options vest on each of April 30, 2012, April 30, 2013 and April 30, 2014.

(4) Subject to the attainment of certain performance criteria, 34% of these options vested on May 28, 2011, 33% on May 28, 2012 and the balance on May 28, 2013.

(5) Subject to the attainment of certain performance criteria. 34% of these options vest on June 15, 2013, 33% vest on April 30, 2014 and the balance on April 30, 2015.

(6) 34% of these options vested on May 28, 2011, 33% on May 28, 2012 and the balance on May 28, 2013.

(7) 34% of these options vested on May 1, 2010, 33% on May 1, 2011 and the balance on May 1, 2012.



### Value Vested or Earned During the Year

The following table shows the incentive plan awards value vested for the fiscal year ended April 30, 2014 as well as annual cash incentive earned for each NEO.

<b>Name</b>	<b>Option-Based Awards - Value Vested During the Year (\$)<sup>(1)</sup></b>	<b>Non-Equity Incentive Plan Compensation - Value Earned During the Year (\$)</b>
Michael Liik Executive Chairman and CEO	Nil	Nil
Darryl Kleebaum CFO	Nil	Nil
Jim Johnson VP Operations	Nil	Nil

#### **Notes:**

(1) The amount represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date, based on the difference between the TSX market price of the common shares underlying the options on the vesting date and the exercise price of the options.

#### *Pension Plan Benefits*

The Company does not have a pension plan or a deferred compensation plan. Prior to Mr. Fowler's resignation it matched contributions made by him to his RRSP up to a maximum annual amount equal to 5% of his annual base salary.

#### *Termination and Change of Control Benefits*

The Company has no contractual requirement with NEOs to make certain payments upon termination (whether voluntary, involuntary, or constructive), resignation, change of control or a change in the NEOs responsibilities, as applicable.

Each NEO is subject to a non-compete, non-solicitation and confidentiality agreement for a period of one year upon termination or resignation.

#### *Composition of the Board*

For the fiscal year ended April 30, 2014, the Board consisted of consisted of Messrs. Michael Liik, Jon Gil, and Martin Mazza.

## Director Compensation

The following table sets out, for each independent director, compensation received for the fiscal year ended April 30, 2014.

<b>Name<sup>(1)</sup></b> <b>(a)</b>	<b>Fees Earned<sup>(2)</sup></b> <b>(\$)</b> <b>(b)</b>	<b>Option-Based Awards<sup>(3)(4)</sup></b> <b>(\$)</b> <b>(d)</b>	<b>Non-Equity Incentive Plan Compensation</b> <b>(\$)</b> <b>(e)</b>	<b>Share-Based Awards</b> <b>(\$)</b> <b>(c)</b>	<b>Total Compensation (Fees Earned, Option-Based Awards, Non-Equity Incentive Plan Compensation and Share Based Awards)</b> <b>(\$)</b> <b>(h)</b>	<b>Total Compensation (excluding value of any Option-Based Awards)</b> <b>(\$)</b> <b>(i)</b>
Jon Gill	8,000	-	-	-	8,000	8,000
Martin Mazza	7,500	-	-	-	7,500	7,500

### Notes:

(1) Michael Liik, the Executive Chairman, and a director of the Company, is not included in the table above as he is an NEO. Please see Summary Compensation Table above for information regarding Mr. Liik's compensation.

(2) The column outlines the compensation earned for board retainers and meeting fees. No fees were paid during fiscal 2013.

(3) No options were granted in the fiscal year ended April 30, 2014. When options are granted, the estimated grant date fair values of the options are calculated using the Black-Scholes model. See discussion below.

(4) When options are granted, their exercise price is equal to the Market Price (defined in the Option Plan to mean the closing price of the Company's Common Shares on the day immediately preceding the day upon which the option is granted). Accordingly, the values shown for such options do not necessarily reflect in-the-money value at the time of grant.

The Company estimates the “grant date fair value” amounts in the column (d) above using the Black-Scholes model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors, including the exercise price of the option, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security, the expected life of the option, forfeitures, dividend yield and the risk free rate of return. The assumptions used in the pricing model are highly subjective and can materially affect the estimated fair value.

Calculating the value of stock options using this methodology is very different from a simple “in-the money” value calculation. In fact, stock options that are well out-of-the-money can still have a significant estimated “grant date fair value” based on a Black-Scholes valuation, especially where, as in the case of the Company, the price of the share underlying the option is highly volatile. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The same caution applies to the total compensation amounts in column (h) above, which are based in part on the grant date fair value amounts set out in column (d) above. The total compensation listed in column (i) above has been included to reflect the total compensation of each independent director not including the value of any option-based awards. The value of the in-the-money options currently held by each independent director (based on share price less option exercise price) is set forth in “Outstanding Option-Based Awards” table below.

#### *Director Fees*

During its most recently completed financial year, the Company remuneration for non-executive directors consisted of a fee based on meeting attendance. The liability for directors fees earned in fiscal 2014 has not been paid out.

Directors are reimbursed for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of the Board.

### *Outstanding Option-Based Awards*

The following table sets out, for each independent director, the stock options (option-based awards) outstanding as at April 30, 2014. On April 30, 2014, the closing price of the Company's Common Shares on the TSX Venture Exchange was \$0.015. On June 25, 2014, the Company executed a 10:1 share consolidation. The following table reports stock options on a pre-consolidation basis. The share consolidation had the effect of decreasing the number of outstanding options by a factor of ten and increasing the exercise price by a factor of ten.

<b>Name <sup>(1)</sup></b>	<b>Number of Securities Underlying Unexercised Options (#)</b>	<b>Option Exercise Price (\$)</b>	<b>Option Grant Date</b>	<b>Option Expiration Date</b>	<b>Value of Unexercised In-The-Money Options (\$)</b>
Jon Gill	230,000 <sup>(2)</sup>	0.025	Nov 30, 2012	Nov 30, 2017	Nil
	292,808 <sup>(3)</sup>	0.05	Oct 17, 2011	Oct 17, 2016	Nil
	220,000 <sup>(2)</sup>	0.10	June 20, 2011	June 20, 2016	Nil
	225,000 <sup>(2)</sup>	0.255	May 3, 2010	May 3, 2015	Nil
	200,000 <sup>(2)</sup>	0.19	May 11, 2009	May 11, 2014	Nil
Martin Mazza	225,000 <sup>(2)</sup>	0.025	Nov 30, 2012	Nov 30, 2017	Nil
	292,808 <sup>(3)</sup>	0.05	Oct 17, 2011	Oct 17, 2016	Nil
	225,000 <sup>(2)</sup>	0.10	June 20, 2011	June 20, 2016	Nil
	200,000 <sup>(2)</sup>	0.255	May 3, 2010	May 3, 2015	Nil
	225,000 <sup>(2)</sup>	0.19	May 11, 2009	May 11, 2014	Nil

#### **Note:**

- (1) Information for Michael Liik is reported in the corresponding table for NEO's above.
- (2) These options vest over two years: 34% on grant date, 33% after 12 months and 33% after 24 months.
- (3) These options vested immediately upon their grant date.

*Value Vested or Earned During the Year*

The following table shows the incentive plan awards value vested for the fiscal year ended April 30, 2014 as well as annual cash incentive earned for each independent director.

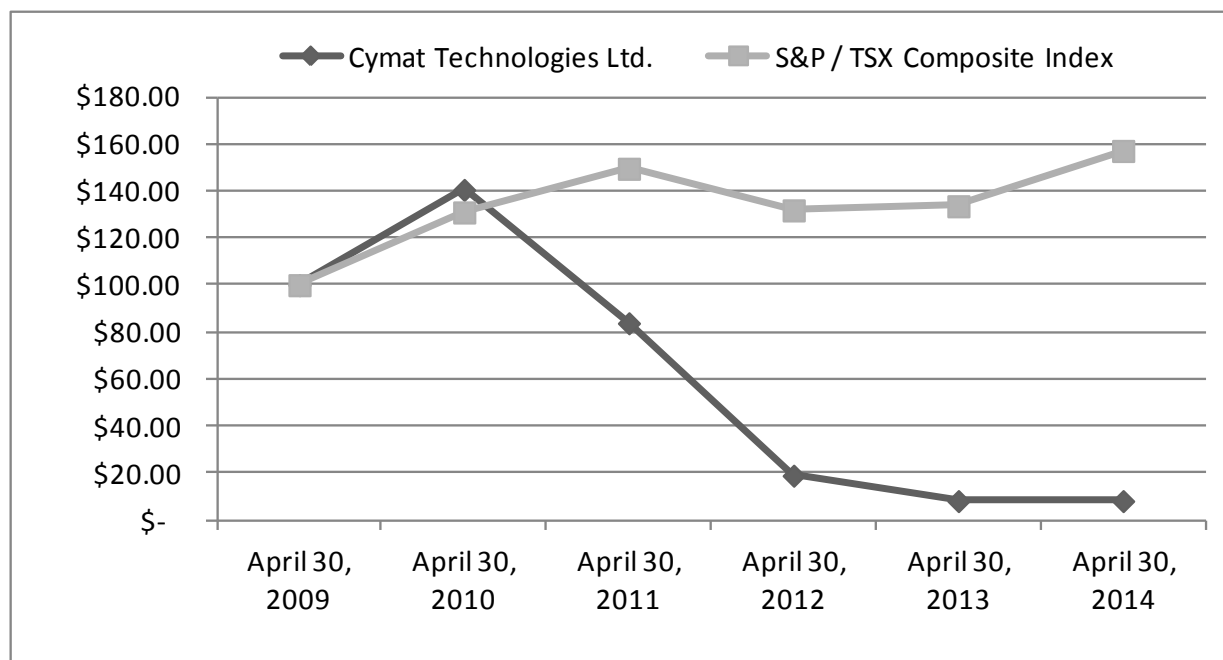
<b>Name <sup>(1)</sup></b>	<b>Option-Based Awards - Value Vested During the Year (\$)<sup>(2)</sup></b>	<b>Non-Equity Incentive Plan Compensation - Value Earned During the Year (\$)</b>
Jon Gill	Nil	Nil
Martin Mazza	Nil	Nil

**Note:**

- (1) Information for Michael Liik is reported in the corresponding table for NEO's above.
- (2) The amount represents the aggregate dollar value that would have been realized if the options had been exercised on the vesting date, based on the difference between the market price of the common shares underlying the options on the TSX Venture Exchange on the vesting date and the exercise price of the options.

*Performance Graph*

The following graph compares the cumulative shareholder return on a \$100 investment in the Company's Common Shares with the return on a \$100 investment in the S&P/TSX Composite Index from May 1, 2009 to April 30, 2014.



### Comparison of Cumulative Return <sup>(1)</sup>

	Apr. 30, 2009	Apr. 30, 2010	Apr. 30, 2011	Apr. 30, 2012	Apr. 30, 2013	Apr. 30, 2014
Cymat Technologies Ltd.	\$100.00	\$140.54	\$83.78	\$18.92	\$8.11	\$8.11
S&P/TSX Composite Index	\$100.00	\$130.95	\$149.54	\$131.83	\$133.58	\$157.13

**Note:**

(1) Assuming an investment of \$100 on Apr 30, 2007.

During the period from Apr 30, 2009 to April 30, 2014, the trading price of the Company's Common Shares decreased by 91.9%, compared to an increase of 57.1% in the S&P/TSX Composite Index during the same period.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLAN

#### Equity Compensation Plan Information

The following table sets forth details of the Company's compensation plans under which equity securities of the Company are authorized for issuance at the end of the Company's most recently completed financial year, April 30, 2014:

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Stock Options (#)	Weighted Average Exercise Price of Outstanding Options (\$)	Number of Common Shares Remaining Available for Future Issuance Under the Equity Compensation Plan (#)
Equity Compensation Plan Approved by Shareholders (Cymat Technologies Ltd. Stock Option Plan)	10,097,632	0.12	18,716,743

The Stock Option Plan approved at the prior Annual Meeting of Shareholders permitted the issuance of up to 28,814,375 options.

On June 25, 2014, the Company executed a 10:1 share consolidation. The above table reports stock options on a pre-consolidation basis. The share consolidation had the effect of decreasing the number of outstanding options by a factor of ten, increasing the exercise price by a factor of ten and reducing the number of options issuable under the Company's Stock Option Plan to 2,881,436 options.

At February 19, 2015, the Company had a total of approximately 14,457,180 post-share-consolidation Common Shares issued and outstanding, and 1,802,120 options outstanding under the Stock Option Plan, representing approximately 12% of the issued and outstanding Common Shares.

#### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

There is not as of the date hereof, and has not been since the beginning of the Company's last completed financial year, any indebtedness, other than routine indebtedness, owing to the Company by the current or former directors executive officers and employees of the Company, or any of its subsidiaries.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

To the knowledge of management of the Company, except as disclosed elsewhere herein, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries since the commencement of the Company's most recently completed financial year, or has any interest in any material transaction in the current year other than as set out herein.

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

To the knowledge of the management of the Company, there is no material interest of any director or senior officer of the Company, or nominee for director of the Company, or anyone who has held office as such since the beginning of the Company's last completed financial year or of any associate or affiliate of any of the foregoing in any material transaction or in any matter to be acted upon at the Meeting, other than as described elsewhere in this Information Circular.

#### **AUDIT COMMITTEE**

##### **Responsibilities and Duties of the Audit Committee**

The Charter of the Audit Committee sets out the following responsibilities and duties of the Audit Committee:

- (1) Review of the Company's annual and quarterly financial statements, management discussion and analysis, financial reports and annual and interim earnings press releases prior to the Company publicly disclosing such information in order to satisfy itself that such documents are fairly presented in accordance with generally accepted accounting principles, do not contain an untrue statement of material fact or an omission of a material fact that is required for fair presentation,

and recommend their approval to the Board prior to disclosing such information to the shareholders and/or filing with regulatory authorities.

- (2) Satisfy itself that the Company's accounting systems are reliable and that the internal controls are appropriate, given the Company's size and stage, and are operating effectively.
- (3) Satisfy itself that the Company has implemented appropriate systems of internal control to ensure compliance with legal, regulatory and ethical requirements.
- (4) Responsible for oversight of the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting and satisfy itself that the external auditors are independent from the Company and Management.
- (5) Approve non-audit services provided by the external auditors.
- (6) Review and assess the principal risks of all aspects of the business of the Company and, in balancing such risks with the costs of protecting against them and the potential return to shareholders, monitor and evaluate measures to address those areas of risk.

### **Composition of the Audit Committee**

As at April 30, 2014, the Audit Committee consisted of Messrs. Jon Gil (Chair of Audit Committee), and Martin Mazza, both of whom are independent and financially literate. For the year ended April 30, 2014, the Grant Thornton auditors' report was presented to the full Board including the Audit Committee.

Pending the results of the Directors election, it is anticipated that the audit committee will consist of Messrs. Jon Gil and Martin Mazza.

### **Relevant Education and Experience**

Jon Gill is President of Braxton Management Partners Inc., a management consulting company. He was formerly operating partner with HSD Capital, a merchant bank and CEO of Super Electric Corporation, a private and controlled branded consumer products company operating in North America and Asia. Mr. Gill has recently served as the Chair of another audit committee for a Canadian public company.

Martin J. Mazza is currently Senior VP Marketing & Global Sales for The Woodbridge Group, a private Canadian auto parts company addressing world automotive markets.



### **Audit Committee Oversight**

The Board of Directors of the Company adopted all recommendations of the Audit Committee to nominate and compensate the Company's auditors.

### **Reliance on Certain Exemptions**

Not applicable.

### **Pre-Approval Policies and Procedures**

The Audit Committee is permitted by its charter to review and approve any non-audit related services provided by the auditors and the fees related thereto. The Audit Committee has not adopted specific policies and procedures related to pre-approval of non-audit related services.

## **MANAGEMENT CONTRACTS**

Except as otherwise disclosed herein, the management functions of the Company are not performed by any person or company other than the directors or officers of the Company.

## **RESTRICTED SECURITIES**

Not applicable.

## **ANNUAL REPORT TO SHAREHOLDERS**

The Company's Annual Report to Shareholders for the period ended April 30, 2014 has been mailed to Shareholders along with this Circular. The Annual Report to Shareholders contains the financial statements of the Company for the period ended April 30, 2014 and the report thereon of Grant Thornton LLP, Chartered Accountants, the auditors of the Company as well as the Management Discussion and Analysis for the same period.

## **GENERAL**

Management knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting as proxy.

## ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information in respect of the Company and its affairs is provided in the Company's annual audited comparative financial statements for the year ended April 30, 2014 and related management discussion and analysis. Copies of the Company's financial statements and related management discussion and analysis are available upon request from the Company at 6320-2 Danville Road, Mississauga, ON, L5T 2L7.

## APPROVALS

The content of this Circular and the sending of this Circular to the Shareholders of the Company have been approved by the Board of Directors of the Company.

### BY ORDER OF THE BOARD

Michael Liik  
Executive Chairman

Dated: February 19, 2015

**IT IS IMPORTANT THAT FORMS OF PROXY BE RETURNED PROMPTLY. SHAREHOLDERS ARE URGED TO SIGN, DATE AND RETURN THE ACCOMPANYING FORM OF PROXY AS SOON AS POSSIBLE.**