

**ARCH BIOPARTNERS INC.  
MANAGEMENT INFORMATION CIRCULAR  
FOR THE ANNUAL MEETING OF SHAREHOLDERS OF THE  
CORPORATION TO BE HELD ON MARCH 29, 2012  
GENERAL PROXY INFORMATION  
(all values are denoted in Canadian dollars, unless stated otherwise)**

**Solicitation of Proxies**

**This management information circular (the “Management Information Circular”) is furnished in connection with the solicitation by management of Arch Biopartners Inc. (the “Corporation”) of proxies from the holders of common shares (the “Common Shares”) in the capital of the Corporation, in respect of the annual meeting (the “Meeting”) of the Corporation to be held at 11:00am on March 29, 2012 at the Hilton Toronto, University Room, 145 Richmond Street, Toronto, Ontario and for the purposes set forth in the notice of meeting (the “Notice of Meeting”) accompanying this Management Information Circular, and any and all adjournments thereof.**

Although it is expected that the solicitation of proxies will be primarily via the internet and by mail, proxies may also be solicited personally or by telephone, facsimile or personal interview by regular employees of the Corporation, or by other proxy solicitation services retained by the Corporation. The costs thereof will be borne by the Corporation. Arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to the beneficial owners of the Common Shares held of record by such persons and the Corporation may reimburse such persons for reasonable fees and disbursements incurred by them in doing so. The costs thereof will be borne by the Corporation.

No person is authorized to give any information or to make any representations other than those contained in this Management Information Circular and, if given or made, such information must not be relied upon as having been authorized.

**Effective Date**

Unless otherwise noted herein, all information contained in this Management Information Circular herein is as of February 28, 2012 (the “Effective Date”).

**Advice to Beneficial Shareholders**

**The non-registered shareholders of the Corporation should review the information set forth in this section carefully. Shareholders who do not hold their shares in their own name (referred to in this Management Information Circular as “Beneficial Shareholders”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of shares will be recognized and acted upon at the Meeting.** If shares are listed in an account statement provided to a shareholder by a broker, those shares will, in all likelihood, not be registered in the shareholder’s name. Such shares will more likely be registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such shares are registered in the name of CEDE & Co. (the

registration name for The Depository Trust Company, which acts as nominee for many U.S. brokerage firms). Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

National Instrument 54-101 of the Canadian Securities Administrators requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the form of proxy provided directly to registered shareholders by the Corporation. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc ("BFS"), formerly known as ADP Investor Communications, in Canada. BFS typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms to BFS, or otherwise communicate voting instructions to BFS (by way of the Internet or telephone, for example). BFS then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. A Beneficial Shareholder who receives a BFS voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instruction forms must be returned to BFS (or instructions respecting the voting of shares must otherwise be communicated to BFS) well in advance of the Meeting in order to have the shares voted. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or an agent of such broker), a beneficial Shareholder may attend the Meeting as proxy holder for the registered shareholder and vote the shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their shares as proxy holder for the registered shareholder, should enter their own names in the blank space on the proxy form provided to them by their broker (or the broker's agent) and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or the broker's agent).

**All references to shareholders in this Management Information Circular and the accompanying form of proxy and Notice of Meeting are to registered shareholders unless specifically stated otherwise.**

#### **Appointment, Revocation and Deposit of Proxies**

**The persons named in the enclosed form of proxy are directors or representatives of the Corporation. A shareholder has the right to appoint a person (who need not be a shareholder of the Corporation) to attend, act and vote for and on behalf of such shareholder at the Meeting or any adjournment(s) thereof, other than the persons designated in the enclosed form of proxy and by deleting the names therein. Such shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as**

proxy and should provide instructions on how the shareholders shares are to be voted. In any case, an instrument of proxy should be dated and executed by the shareholder or an attorney authorized in writing, with proof of such authorization attached where an attorney has executed the instrument of proxy.

In order to be valid and acted upon at the Meeting, the enclosed form of proxy must be dated and executed by the shareholder or his attorney authorized in writing, or if the shareholder is a corporation, under its corporate seal or by a duly authorized officer or attorney thereof. If the form of proxy is executed by an attorney, the authority of the attorney to act must accompany the form of proxy. **The form of proxy must be received by the Corporation's registrar and transfer agent, Equity Financial Trust Company, 200 University Avenue, Suite 400, Toronto, Ontario M5H 4H1 no later than 10:00am. (Toronto time) on the 28<sup>th</sup> day of March, 2012** or any adjournment thereof, at which the proxy is to be used or, at the discretion of the Chairman of the Meeting, delivered to the Chairman on the day of the Meeting or any adjournment thereof prior to the commencement of the Meeting.

A shareholder executing the enclosed form of proxy has the power to revoke it at any time before it is exercised. Section 148(4) of the *Canada Business Corporations Act* sets out a procedure for revoking proxies by the deposit of an instrument in writing at the registered office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournments thereof at which the proxy is to be used or, with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof or in any other manner permitted by law.

A shareholder attending the Meeting has the right to vote in person and if a shareholder does so, the shareholder's proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

### **Manner of Voting and Exercise of Discretion by Proxies**

All Common Shares represented by properly executed proxies received by the Corporation in a timely fashion will be voted or withheld from voting at the Meeting in accordance with the instructions of the shareholders appointing them. If a choice is specified in respect of any matter to be acted upon, the shares will be voted accordingly. **IN THE ABSENCE OF SUCH DIRECTION, THE SHARES WILL BE VOTED IN FAVOUR OF ALL OF THE MATTERS SET OUT IN THE PROXY, AS MORE PARTICULARLY DESCRIBED IN THE MANAGEMENT INFORMATION CIRCULAR.**

All matters to be submitted to the shareholders at the Meeting, unless otherwise stated herein, require for approval a favourable majority of the votes cast by the holders of Common Shares at the Meeting.

The enclosed form of proxy, when properly executed, confers discretionary authority with respect to all amendments or variations to matters identified in the notice of meeting or other matters which may properly come before the meeting. **However, if any such amendments, variations or other matters which are not now known to management of the Corporation should properly come before the Meeting, the shares represented by the proxies hereby solicited will be voted thereon in accordance with the best judgment of the person or persons voting such proxies.** As of the date hereof, management of the Corporation knows of no such amendments, variations or any other such matters.

## VOTING OF SHARES AND PRINCIPAL HOLDERS THEREOF

As at the Effective Date, the Corporation had 47,360,179 Common Shares issued and outstanding.

Holders of Common Shares will be entitled to vote at the Meeting on all matters. Holders of Common Shares at the close of business on February 28, 2012 (the "Record Date") are entitled to one vote for each Common Share held.

To the knowledge of the directors and senior officers of the Corporation, the only persons who beneficially own, directly or indirectly, or exercise control or direction over, securities carrying more than 10% of the voting rights attaching to any class of voting securities of the Corporation are set forth as follows:

Name	Type of ownership	Number of Common Shares	Percentage of Outstanding Common Shares
Richard Muruve (1)	Direct	7,802,500	16.5%
Jerome McElroy (1)	Direct	6,000,000	12.7%

(1) Mr. Muruve and Mr. McElroy are nominated to be re-elected to the board of the Corporation.

## REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Corporation is Equity Financial Trust Company.

## EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

The Corporation's compensation policy is consistent with a company in the early stage of development. The CEO, several principal scientists and directors have significant share holdings at this time that align their interests with those of all shareholders.

The Corporation's process for determining executive compensation is very simple. Due to the Corporation's early stage of development and small size of the Corporation's management team and board, the Board's Nominating and Compensation Committee has maintained the Corporation's recent practice of not compensating executives or board members.

## NAMED EXECUTIVE OFFICERS

Pursuant to the Regulation to the *Securities Act* (Ontario), the Corporation is required to disclose the compensation paid to its "Named Executive Officers". This includes the Corporation's Chief Executive Officer and the Chief Financial Officer (or an individual who served in a similar capacity); and the other four most highly compensated executive officers, provided that disclosure is not required for those executive officers, other than the Chief Executive Officer, whose total salary and bonus did not exceed \$100,000 during the most recently completed fiscal year. During the most recently completed financial year, the Corporation had two Named Executive Officers: Richard Muruve, a director of the Board who is also the Corporation's Chief Executive Officer and President. Dr. Daniel Muruve is named Chief Science Officer (CSO) during 2011. Mr. Christian Jagerhofer, was the Corporation's Chief Executive Officer until June 30, 2009

## SUMMARY COMPENSATION TABLE

The following table sets forth the compensation paid to the Corporation's Named Executive Officers for each of the Corporation's three most recently completed fiscal years.

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards (\$) <sup>(1)</sup>	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Richard Muruve CEO, President and Director (1)	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2010	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Daniel Muruve CSO	2011	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Christian Jagerhofer President & CEO(1)	2009	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Jagerhofer resigned his position of CEO, President and Director of the Corporation (formerly Foccini International Inc) on June 30, 2009. Mr. Muruve has served as a director since August, 2005 and was appointed CEO in August, 2009. He was appointed President on May 12, 2010 following the reverse takeover of the Corporation by Arch Biotech ("RTO"). The Corporation's shareholders approved the RTO at a special meeting on April 12, 2010. There was no compensation paid to the executive officers of Arch Biotech in the 3 years prior to the RTO of Foccini International Inc.

### Long-Term Incentive Awards and Stock Based compensation plan

The Corporation currently has no long-term incentive plan nor a stock based compensation plan

### Stock Options

#### Option Grants: 2005 - 2008

There were no options granted by the Corporation or exercised by option holders in 2005, 2006 or 2007.

In February, 2008, 800,000 options were granted to directors of the board. Each option has an exercise price of \$0.20/share and an expiry of February 22, 2013. The options vested immediately. 250,000 of these were held by Mr. Jagerhofer and they expired on September 30, 2009 without being exercised. An additional 250,000 of these were held by a former director who

exercised 50,000 on September 28, 2010 and his remaining 200,000 options expired without being exercised on September 30, 2009. An additional 200,000 options are held by former directors expired without being exercised on July 13, 2010.

The remaining 100,000 options are held by Richard Muruve, the Corporation’s CEO, President and a director.

An additional 250,000 options were granted on April 15, 2011 to a director of the board and have an exercise price of \$0.90 per common share and expire on April 15, 2016, The Corporation’s shares closed at .72 per common share on April 15, 2011.

### Remuneration of Directors

During the most recently completed fiscal year ending September 30, 2011, no cash sum was paid to any of the directors of the Corporation for services as a director or as a member of any committee of the board of directors, for attending any meeting of the board of directors or any meeting of any committee of the board of directors of which he is a member.

#### *Director Compensation Table*

The following table is a summary of the compensation paid to directors in the most recently completed financial year of the Company.

Name <sup>(1)</sup>	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Andrew Bishop	\$0	Nil	113,319 <sup>(2)</sup>	n/a	n/a	nil	113,319 <sup>(2)</sup>
Conor Gunne	\$0	Nil	0	n/a	n/a	nil	0
Jerome McElroy	\$0	Nil	0	n/a	n/a	nil	0
Richard Muruve	\$0	Nil	0	n/a	n/a	nil	0
Richard Rossman	\$0	Nil	0	n/a	n/a	nil	0

Note:

- (1) Compensation of directors who are also Named Executive Officers is not included in the foregoing table as all compensation paid to such individuals has been set forth in “*Executive Compensation – Summary Compensation Table*” above.
- (2) Option expense calculated using Black-Scholes option pricing model.

#### *Narrative Discussion*

The outstanding options referenced above are issued pursuant to the Stock Option Plan of the Corporation. For a summary of the terms of the Stock Option Plan, see “*Particulars of Matters to be Acted Upon – ITEM 4 – Annual Approval of Rolling Stock Option Plan*”.

### **Pension Plan Benefits**

The Company does not have a defined benefit plan, defined contribution plan or deferred compensation plan.

### **Employment Contracts**

None of the Named Executive Officers who are currently employed by the Corporation have written employment contracts with the Corporation.

### **Directors' and Officers' Liability Insurance**

The Corporation currently maintains directors and officers' liability insurance for the benefit of its directors and officers against certain liabilities incurred by them in their capacity as directors and officers of the Corporation.

### **Stock Option Plan**

Under the Corporation's stock option plan (the "Plan"), approved by shareholders on March 29, 2011, the Corporation may grant to directors, officers, employees and consultants, options to purchase Common Shares. The purpose of the Plan is to provide incentives to certain of the Corporation's directors, officers, employees and consultants. The number of shares to be reserved for issuance under the Plan has been fixed at 10% of the issued and outstanding shares of the Corporation from time to time.

### **INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS**

No director, senior officer or any associate or affiliate was indebted to the Corporation as at September 30, 2011, the end of its most recently completed fiscal year.

### **REPORT ON CORPORATE GOVERNANCE (NI Form 58-101F2)**

The Board of Directors and senior management of the Corporation recognize the value of good corporate governance in maintaining the well-being of the Corporation and thus its shareholders' interest. The Board has adopted Corporate Governance Guidelines consistent with National Policy 58-201 "Corporate Governance Guidelines" and the Coalition of Canadians for Good Governance.

The Board maintains an Audit committee and two committees: the Corporate Governance and Compliance ("CGC") Committee and a Nominating and Compensation Committee ("NCC"). Each committee has its own charter. At the Board's discretion, the NCC and CGC may be combined into one committee or the responsibilities of these committees may be assumed by the Board as a whole, due to the relative size of the Corporation and its Board.

A copy of the Corporate Governance Guidelines is attached as Appendix A: Corporate Governance Guidelines.

## **Audit committee**

### **The Audit Committee Charter**

The Board has adopted a charter for its Audit Committee in order to comply with Multilateral Instrument 52-110 of the Canadian Securities Administrators (“**MI 52-110**”) which describes the composition and function of audit committees. The charter defines the role of the audit committee in the oversight of the financial reporting process of the Corporation. The Audit Committee Charter is attached as Appendix B.

### **Audit Committee Oversight**

At no time, since the commencement of the Corporation’s most recently completed financial year, was a recommendation of the audit committee to nominate or compensate an external auditor not adopted by the Board.

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

Engagement contracts with the Corporation’s auditors are pre-approved by the Audit Committee.

### **External Auditor Service Fees (by category)**

The aggregate fees charged to the Corporation by its external auditors for the audit of the Corporation’s financial statements of the last two fiscal years, is as follows:

	<b>2011 audit (1)</b>	<b>2010 audit (1)</b>
<b>Audit</b>	<b>\$12,000</b>	<b>\$24,000</b>
<b>Audit and related fees</b>	<b>500</b>	<b>500</b>
<b>Tax fees</b>	<b>625</b>	<b>625</b>
<b>All other fees</b>	<b>Nil</b>	<b>Nil</b>
<b>Total Fees:</b>	<b>\$13,125</b>	<b>\$25,125</b>

(1) 2010 and 2011 audit performed by the Corporation’s current auditor, Exchange Chartered Accountants LLP, appointed as the Corporation’s auditor in May, 2006. 2011 numbers are estimates by the Corporation since the actual numbers were not available at time of printing of the Management Information Circular.

### **Exemption**

The Corporation, as a CNSX issuer, is relying on the exemption in 6.1 of Multilateral Instrument 52-110 – “Audit Committees”.

### **Composition of Audit Committee**

The current composition of the audit committee includes 3 of the Corporation’s current directors described in ITEM 2 below, and all are “financially literate”. Conor Gunne is the Audit Committee Chair. Richard Rossman and Andrew Bishop are members of the Committee. Mr. Gunne and Dr. Rossman are considered “independent” as defined in MI 52-110.

## **PARTICULARS OF MATTERS TO BE ACTED UPON AT THE MEETING**

### **ITEM 1 - ANNUAL REPORT, FINANCIAL STATEMENTS AND AUDITORS' REPORT**

The directors will place before the shareholders at the Meeting the audited financial statements of the Corporation for the year ended September 30, 2011 and the Auditors' Report thereon. Shareholder approval is not required in relation to the statements.

**Financial statements and related Management Discussion and Analysis ("MD&A") are available on SEDAR at [www.sedar.com](http://www.sedar.com).** Shareholders are strongly encouraged to access Arch Biopartners' financial statements, MD&A and all other public disclosures online.

### **ITEM 2 – ELECTION OF DIRECTORS FOR THE ENSUING YEAR**

The articles of the Corporation currently provide for a board of directors consisting of not less than three (3) and not more than nine (9) directors, to be elected annually. The board of directors of the Corporation presently consists of five (5) directors. The board of directors proposes to shareholders to fix the number of directors to be elected at the Meeting at five (5) directors. The persons named in the enclosed form of proxy intend to vote for the election of those nominees whose names are set forth below. All (5) of the nominees are now members of the board of directors and have been so since the dates indicated. Management does not contemplate that any nominee will be unable to serve as a director, but if such an event should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion, unless authority to vote the proxy for the election of directors has been withheld. Each director elected will hold office until the next annual meeting of shareholders or until their successor is duly elected, unless the office is earlier vacated in accordance with the by-laws of the Corporation.

The following table sets forth information with respect to each person proposed to be nominated for election as a director including the approximate number of voting shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised by such person as at the Effective Date (1).

<b>NAME AND POSITION AND/OR OFFICE WITH THE CORPORATION</b>	<b>PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT</b>	<b>MONTH/YEAR BECAME DIRECTOR</b>	<b>NUMBER OF VOTING SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, OR OVER WHICH CONTROL OR DIRECTION IS EXERCISED</b>
Richard Muruve CEO, President and Director	Officer and Director of the Corporation	August 2005	7,802,500
Jerome Mcelroy Director & Chairman	Private Investor	May/2010	6,000,000
Richard Rossman (1) Director	Gastroenterologist	May/2010	2,200,000
Andrew Bishop, Director	Principal, Bingley Capital	April/2010	-
Conor Gunne(2) (1)	Chairman Mt. Carmel Medical Group (Ire)	May/2010	1,500,000

- (1) Information furnished by the respective nominees individually.
- (2) Proposed Chair of the Audit Committee.
- (I) 'Independent' as defined in NI 58-201

**Richard Muruve** – Mr. Muruve joined the Board in August, 2005. Prior to his involvement with the Corporation, Mr. Muruve spent 12 years working at the Bank of Montreal in the Investment Banking Group. He has a Master of Business Administration degree (MBA) from the University of British Columbia and a Bachelor of Commerce from McGill University. Mr. Muruve is a resident of Ontario.

**Jerome McElroy – Chairman** - Mr. McElroy is a founder of several successful technology businesses including the MDS Health Group. He has extensive expertise in pharmaceutical technology transfer, clinical services and regulatory affairs. In 1988, he founded Intercon Pharma Inc., which amalgamated with International Helix Biotechnologies Inc. in 1995 to form Helix Biopharma, another Toronto Stock Exchange listed company. At Helix, he was Chairman of the Board of Directors until 2007 and President from 1998 to 2004. Mr. McElroy is a professional engineer who also completed postgraduate studies at University of Toronto and University of Ottawa in engineering and medicine and is a co-inventor of several patents.

**Richard Rossman** - Dr. Rossman has a private practice in the area of gastroenterology. He has served on the Executive Board of the Ontario Medical Association, Gastroenterology section, and on the Executive of the Ontario Association of Gastroenterology. He was a director of Helix Biopharma from 1995 to 2007. He is currently an Associate Clinical Professor, Department of Medicine at McMaster University.

**Conor Gunne – Chair of Audit Committee** - Mr. Gunne is a chartered accountant and lawyer. Mr. Gunne is currently the chairman of the Mount Carmel Medical Group in Ireland. Previously, he worked with Price Waterhouse Coopers in Dublin for 10 years until 1982, at which time he formed Gunne Lernihan & Dillon. He was a director and audit committee chair of Helix Biopharma from 1995 to 2007.

**Andrew Bishop** – Mr. Bishop brings 14 years of investment banking experience from HSBC and Desjardins Securities, with significant focus on the biotech and pharma industries. Mr. Bishop has an International MBA from York University. He is currently a principal of Bingley Capital.

**Unless a proxy specifies that the shares it represents should be withheld from voting in the election of directors, the proxy holders named in the accompanying proxy intend to use it to vote FOR the election of the nominees as directors of the Corporation.**

### **ITEM 3 – RE- APPOINTMENT OF AUDITORS & AUTHORIZE DIRECTORS TO FIX AUDITOR’S REMUNERATION**

The persons named in the enclosed form of proxy intend to vote for the re-appointment of the Exchange Chartered Accountants, LLP as the Corporation’s auditors, to hold office until the next annual meeting of shareholders and to authorize the directors of the corporation to fix the auditors remuneration.

The text of the proposed resolution is as follows:

**“BE IT RESOLVED AS AN ORDINARY RESOLUTION OF THE SHAREHOLDERS THAT** the Exchange Chartered Accountants, LLP, be and they are hereby appointed as the auditors of the Corporation to hold office until the close of the next annual meeting of shareholders of the Corporation at remuneration to be fixed by the board of directors of the Corporation.”

**Unless a proxy specifies that the shares it represents should be withheld from voting in the reappointment of the auditors, proxies received in favour of management of the Corporation will be voted FOR the appointment of the Exchange Chartered Accountants, LLP, as auditors of the Corporation to hold office until the close of the next meeting at a remuneration to be fixed by the board of directors of the Corporation.**

#### **ITEM 4 – ANNUAL APPROVAL OF ROLLING STOCK OPTION PLAN**

The Corporation's 2011 Stock Option Plan (the "Plan"), is a rolling stock option plan whereby the maximum number of common shares that may be reserved for issuance under the Plan is a rolling amount fixed at 10% of the issued and outstanding common shares of the Corporation from time to time.

Shareholders of the Corporation are being asked to consider and, if thought appropriate, approve an ordinary resolution of shareholders approving the Plan until the Corporation's next annual meeting of shareholders.

Pursuant to the Plan, a maximum of 10% of the issued and outstanding common shares of the Corporation from time to time may be reserved for issuance to the directors, officers, employees and consultants of the Corporation as designated by the board of directors from time to time. The exercise price of the shares issued pursuant to such Plan may be at such discount from the market price as may be permitted by any stock exchange on which the Corporation's common shares are listed. Accordingly, the number of common shares reserved for issue under the Plan as at Effective Date is 4,736,018 being 10% of the actual number of common shares issued and outstanding on the Effective Date.

The aggregate number of shares to be issued upon exercise of all options granted under the Plan and the aggregate number of shares to be issued to any one individual upon exercise of options granted under the Plan shall not exceed the maximum number of shares permitted to be issued under the rules of any stock exchange on which the Common Shares are then listed or other regulatory body having jurisdiction. The Plan provides that the exercise price of the shares covered by each option shall be determined by the board of directors and shall not be less than the price permitted by any stock exchange on which the Common Shares are then listed or by any regulatory body having jurisdiction.

A copy of the Plan will be available for inspection at the Meeting. A copy of the proposed resolution is annexed hereto as Schedule "A". Management recommends that the shareholders vote FOR the approval of this resolution.

**Unless a proxy specifies that the shares it represents should be voted against the resolution approving the Corporation's rolling stock option plan, proxies received in favour of management of the Corporation will be voted FOR the resolution approving the Corporation's rolling stock option plan until the Corporation's next annual meeting of shareholders.**

#### **ITEM 5 - OTHER BUSINESS**

Management of the Corporation knows of no amendments, variations or other matters requiring shareholder approval which are likely to be brought before the Meeting. **HOWEVER, IF ANY AMENDMENTS, VARIATIONS, OR OTHER MATTERS OF WHICH THE MANAGEMENT IS NOT NOW AWARE ARE PROPERLY PRESENTED TO THE**

**MEETING FOR ACTION, IT IS THE INTENTION OF THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY TO VOTE SAID PROXIES IN ACCORDANCE WITH THEIR JUDGMENT ON SUCH MATTERS.**

**INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

No director, senior officer or associate of a director or senior officer nor, to the best of the knowledge of the directors and senior officers of the Corporation after having made reasonable inquiry, any person or company who beneficially owns, directly or indirectly, more than 10% of the outstanding voting securities of the Corporation as at the date hereof, or any associate or affiliate thereof, has any interest in any transaction since the commencement of the Corporation's last financial year, or in any proposed transaction, which in either such case has materially affected or will materially affect the Corporation.

**BOARD APPROVAL**

The undersigned hereby certifies that the contents herein, and the sending hereof, of the Management Information Circular have been approved by the board of directors of the Corporation for mailing to the shareholders entitled to receive notice of the Meeting, to each director of the Corporation and to the auditors of the Corporation.

**DATED** this 28th<sup>st</sup> day of February, 2012

**BY ORDER OF THE BOARD OF DIRECTORS**

“signed”

*Jerome McElroy,*  
Chairman

**SCHEDULE “A”  
RESOLUTION OF SHAREHOLDERS  
OF  
ARCH BIOPARTNERS INC.  
(the “Corporation”)**

**ANNUAL APPROVAL OF ROLLING STOCK OPTION PLAN**

“**WHEREAS** the Corporation’s 2011 Stock Option Plan (the “**Plan**”), is a rolling stock option plan whereby the maximum number of shares that may be reserved for issuance under the Plan is a rolling amount fixed at 10% of the issued and outstanding common shares of the Corporation from time to time;

**AND WHEREAS** it is necessary under the policies of the CNSX to obtain shareholder approval yearly, at the Corporation’s annual meeting of shareholders;

**NOW THEREFORE BE IT RESOLVED THAT:**

1. the Plan be and the same is hereby ratified, confirmed and approved substantially as described in the Management Information Circular, subject to such amendments, changes, additions and alterations thereto as any director or officer may approve or as may be required by securities regulators or such other stock exchange or quotation system as the common shares of the Corporation may be listed from time to time; and
2. it is hereby ratified, confirmed and approved that the number of common shares of the Corporation available for issue under the Plan is a rolling amount fixed at 10% of the issued and outstanding common shares of the Corporation from time to time.”
3. any one Director be and is hereby authorized to do all acts and things necessary to give effect to this resolution.

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**APPENDIX A – CORPORATE GOVERNANCE GUIDELINES**

**Arch Biopartners Inc.**

**CORPORATE GOVERNANCE GUIDELINES – 2012**

**1. Board Mandate**

The Board of Directors (the “Board”) is responsible for supervising the management of Arch Biopartners (“Arch”) business affairs. The Board shall implement policies and controls to ensure Arch complies with Exchange and other regulatory policy. The Board discharges its stewardship of Arch pursuant to a written charter, which is contained in Arch’s articles.

**2. Report Governance Policies and Initiatives to Shareholders**

Pursuant to the Canadian Coalition for Good Governance recommendations:

“In their accountability to the company’s owners, Arch’s board should make every effort to help shareholders better understand their policies with respect to governance, and their management oversight and control responsibilities. Communicating with shareholders should be undertaken using every possible media channel including print, the company web site and web casts, to Annual General Meetings where questions are encouraged. The goal of the company should be to attain continuous and conspicuous disclosure of all significant facts, policies and procedures to all shareholders simultaneously.

The Board shall report in the proxy circular (and all other appropriate public documents) compliance with the governance requirements of the Ontario Securities Commission, its governing stock exchange and professional authorities in all jurisdictions where the company’s securities trade and explain any non-

compliance. These disclosures should be as specific as possible to engender confidence that the board is complying with these requirements.”

### **3. Continuing Education**

Directors are encouraged to attend conferences, workshops and seminars that are relevant to their role, at Arch's expense, with the approval of the Chairman.

### **4. Shareholder Voting**

#### **4.1 Voting for Individual Directors**

The Board will nominate candidates for directorial positions and submit these nominees to shareholders at the annual shareholder meeting.

Shareholders are asked to vote (or withhold from voting) on each individual director, rather than on a slate of directors, for appointments to director positions.

### **5. Committees of the Board**

The Board maintains:

- i) an Audit Committee,
- ii) a Nominating and Compensation Committee (“NCC”)
- iii) a Corporate Governance and Compliance Committee (“CGC”)

Each Committee has a charter and composition that is consistent with the requirements of relevant regulatory authorities and stock exchanges. The Committees in (ii) and (iii) may be combined if the Board has fewer than 6 Directors. The responsibilities of (ii) and (iii) may also be assumed by the Board as a whole, at the Board’s discretion.

The NCC reviews the mandates and composition of the other two committees on an annual basis. The Board reviews the mandate and composition of the NCC.

### **6. Director Standards**

#### **6.1 Independence**

The Board shall include a majority number of independent Directors. “Independence” is usually taken to mean that the director is independent of management and has no material relationship with or financial benefit from the company other than director fees and share ownership. The Chair of the Board shall be independent.

Each year, the NCC and the Board shall review the relationship each Director has with Arch Biopartners in order to verify that the independence criteria have been met.

#### **6.2 Qualifications and Expectations of Directors**

The Board seeks to recommend to Arch shareholders directorial candidates who possess the following characteristics, adopted from the recommendations of the Canadian Coalition for Good Governance (“CCGG”):

- “ i) demonstrated integrity and high ethical standards
- ii) a proven track record of sound business judgment and good business decisions
- iii) have financial accreditation and/or be financially literate
- iv) appropriate knowledge of business and industry issues
- v) specific knowledge and experience to support the development and/or implementation of business strategy
- vi) Demonstrate well developed listening, communicating and influencing skills so that the individual directors can actively participate in board discussions and debate.
- vii) Have proven understanding of fiduciary duty.
- viii) availability for Board and committee work.”

#### **6.3 Code of Ethics for Directors**

Each Director Shall:

- i) Act honestly and in good faith toward Arch and its shareholders;
- ii) Exercise the care, diligence and skill a reasonably prudent person would exercise in comparable circumstances;
- iii) Avoid potential or actual conflicts of interest that are incompatible with service as a director
- iv) Keep confidential all information about Arch that has not been publicly disclosed.
- v) Review all transactions performed by Arch to ensure compliance with Arch’s policies as well as the rules of all regulatory bodies

**6.4 Membership on Other Boards**  
Directors must devote the necessary time and attention to Arch's business and affairs in order to successfully fulfill their duties on the Board. Subject to this requirement, the Directors shall not be subject

to any restrictions with respect to their activities outside of their relationship with Arch, including their service as directors of other corporations or charitable organizations.

#### **6.4 Terms in Office and Retirement**

Directors shall be elected at the annual meeting of shareholders for a one-year term, to serve until the next annual meeting of shareholders or until their successors are elected or appointed. There is no limit on the number of terms a Director may serve when a Director first takes office, Arch expects (with the concurrence of the Director) that the Director will be prepared to serve for no fewer than two successive terms. This does not mean that the Board will be obliged to continue to nominate that Director for consideration by the shareholders each year or that the Director is obliged to continue to stand for election each year. This mutual expectation is intended to encourage individual Directors and Arch to invest the time necessary to allow Directors to develop and contribute most effectively to the work of the Board.

Chronic evidence of absenteeism, breach of fiduciary duty or lack of productivity by a Director will be evaluated at the discretion of the Nominating and Compensation Committee. The Committee has the right to recommend to the Board the suspension and/or cancellation of compensation for such Directors.

#### **6.5 Public Disclosure**

Directors must adhere to the guidelines described in Arch's Corporate Disclosure Policy.

#### **6.6 Meetings**

Directors are required to attend all meetings of the Board and all committees on which the Director serves. Committee meetings not held the day of a Board meeting can be held by phone. It is permissible to have a board meeting by phone but it is highly discouraged if it is possible to meet in person.

Directors are expected to actively participate in board and committee meetings and to offer honest and complete opinions on the issues discussed. Directors must act in person, by phone or by written resolution. Each Director's vote has equal value with the vote of the other Directors.

### **7. Functioning of the Board**

#### **7.1 Size**

Arch's articles of incorporation allow for a minimum of three and a maximum of seven Directors. The shareholders have the authority to set the size of the Board from time to time, but may empower the Board to do so. The size of the Board shall be such that it allows for a balance of skills and experience necessary for the Board to discharge its oversight responsibility effectively.

#### **7.2 Chairman**

The Board shall appoint the Chairman or Executive Chairman of the Board on an annual basis. This position shall be held by an independent director. The Board shall maintain a position description for the Chairman:

The Board Chairman or Executive Chairman is responsible for leading the board and ensuring it acts in the long term best interests of shareholders in overseeing management and the company's future growth. These responsibilities should require significant commitment of time and effort, as the chair is the board's primary contact with the company.

### **8. Board's Relationship with Management**

#### **8.1 Chief Executive Officer**

Each year, the Board approves corporate goals and objectives relevant to CEO compensation and shall evaluate the CEO's performance based on these goals and objectives.

The Compensation Committee reviews succession planning for the CEO and establishes policies and principles for CEO selection. The CEO is expected to hold securities of Arch having a market value at least equal to the CEO's then applicable base salary. A CEO shall acquire such number of shares not later than the third anniversary of his or her appointment as CEO.

#### **8.2 Directors' Access to Executives**

Directors may deal directly with members of Arch's management team as they consider appropriate. Each Director shall use his or her judgment to ensure that his or her dealings with members of the management team are not unduly disruptive to the day-to-day operation of Arch's business and shall, to the extent appropriate, coordinate such dealings through Arch's Executive Chairman or Board Secretariat.

Direct reports to the CEO (and other members of Management as appropriate) shall make presentations to the Board as appropriate and shall attend Board dinners and retreats as appropriate to enable Directors to become acquainted with Arch's management team.

In addition to attending meetings and keeping abreast of developments of significance to Arch, each Director shall be available as a resource to Management.

## **9. Director's Access to Outside Advisors**

Each Director shall have the authority to retain external advisors with permission of the Chair of the Nominating and Compensation Committee. Fees and expenses relating to the retention of such advisors shall be pre-approved by the Chair of the Nominating and Compensation Committee and paid by Arch.

## **10. Director Compensation**

The mandate of the Nomination and Compensation Committee requires it to review annually, and make recommendations to the Board regarding, the compensation of the members of the Board.

Arch's director compensation arrangements may include the grant of stock options to directors, but will also encourage ownership of Arch's stock (including on a deferred basis) and should be competitive with compensation plans at comparable companies.

## **11. Director Orientation**

New directors are oriented to the business and affairs of Arch in discussions with management and other directors and by periodic presentations from senior management on major business, industry and competitive issues.

Management and outside advisors may provide information and education sessions to the Board and its Committees as necessary to keep the Directors up-to-date with Arch, its business and the environment in which it operates.

### **11.1 Information Needs**

Directors must devote the necessary time and attention to be able to make informed decisions on issues that come before the Board. While Management will endeavour to provide Directors with all of the information they need in order to discharge their responsibilities, Directors also have a responsibility to ask questions necessary to make an informed decision.

Directors are expected to be generally knowledgeable of Arch's research, products and operations and the industry within which it operates. Directors must also maintain an understanding of the regulatory, legislative, business, social and political environments within which Arch operates.

## **12. Annual Performance Evaluation of the Board**

The Corporate Governance and Compliance Committee of the Board has responsibility for developing and recommending to the Board a process for assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual Directors, including the Chairman of the Board.

The Corporate Governance and Compliance Committee is responsible for overseeing the execution of the assessment process approved by the Board.

## **APPENDIX B**

### **CHARTER OF THE AUDIT COMMITTEE**

#### **For**

#### **ARCH BIOPARTNERS INC. ("Arch")**

##### **1. Committee Mandate**

The Audit Committee (the "Committee") is appointed by the board to:

- i) Provide effective oversight on behalf of the board of directors of Arch's financial reporting processes, risk management activities, business risks, systems of internal controls, and financial compliance activities.
- ii) Serve as the board's liaison with management on the above matters and work closely with the external auditors in carrying out its duties.

##### **2. Responsibilities**

2.1 The Audit Committee will:

- a) Review the annual financial statements of Arch and present them to the Board of Directors of the Company before the statement is approved by the Board;
- b) Review interim financial statements of Arch before they are filed with the Securities Commissions;
- c) Require management of Arch to implement and maintain appropriate internal control procedures;
- d) Review, evaluate and approve the procedures in (c);
- e) Review investments and transactions that could adversely affect the wellbeing of Arch.
- f) Review the proposed appointment, renewal or dismissal of the external auditor of the Company and review and approve the auditor's remuneration and audit plan;

- g) Review reports received by the Company from regulatory authorities and management's response to those reports;
- h) Perform such other functions as may be assigned to the committee by law, the Company's by-laws or the Board of Directors.
- i) Monitor and assess the relationship between management and the external auditor and confirm and assure the independence of the auditor.
- j). Review with management and the external auditor at the completion of the annual examination:
- Arch's annual financial statements and related notes;
  - the auditor's audit of the financial statements and his/her report thereon;
  - any significant changes required in the external auditor's plan;
  - any serious difficulties or disagreements with management encountered during the course of the audit and attempt to resolve any disagreements;
  - other matters related to the conduct of the audit that are to be communicated to the committee under generally accepted auditing standards
- k) Receive reports from management and the external auditor on changes to or major developments in the financial reporting standards of the Canadian Institute of Chartered Accountants having an impact on Arch.
- l). Review any material changes in Arch's accounting methods with management and the external auditor and report to the board the auditor's views on any changes not mandated by the standard setters or regulators.

2.2 The Audit Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The committee shall be empowered to retain independent counsel, accountants, or others to assist in the conduct of any investigation. The chairperson of the committee will inform the Chairperson of the Board of Directors whenever such action is taken.

### **3. Committee Membership**

#### **3.1 Composition of Committee**

The Committee shall consist of three members. Two members must be independent directors.

#### **3.2 Independence of Members**

The voting members of the Committee shall be independent Directors. Members of the Committee must declare in a timely manner any event that may cause the loss of their independence from management or Arch.

#### **3.3 Qualifications of Members**

At least one member must have prior experience with the audit process of a public company.

Ideally, members of the committee will:

- a) be financially literate, i.e. able to read and analyze financial statements;
- b) have an inquiring attitude, objectivity and sound judgment;
- c) fully understand Arch's business and be prepared to take the necessary instruction and to review the necessary material to deepen that knowledge and understanding;

#### **3.3 Appointment and Removal of Members of the Committee**

The voting members of the Committee shall be appointed and replaced by the Board. Members of the committee will be elected each year at the first meeting of the Board of Directors following the Annual General Meeting of the Company.

The Board may appoint members to fill any vacancies that arise during the year.

#### **3.4 Committee Chairman**

The Board shall designate one member of the Committee as its Chairperson, provided that if the Committee is unable to designate a Chairperson, the Chairperson will be designated by the Board.

### **4. Committee Rules and Procedure**

#### **4.1 Committee Meetings**

The Committee shall meet at least 4 times a year, or more frequently as circumstances dictate. Additional meetings may be called as the Committee deems necessary.

#### **4.2 Quorum**

A majority of the members of the Committee shall constitute a quorum to transact business.

#### **4.3 Procedures for Meetings**

Members may participate in a Committee meeting by means of telephone conference call or similar communications equipment so long as all persons participating in the meeting can hear each other. Except in extraordinary circumstances as determined by the chairman of the Committee, Notice of a meeting shall

be delivered to all Committee members at least 48 hours in advance of the scheduled meeting. Meetings can take place in less than 48 hours notice if all members agree. Minutes of each meeting will be kept by the secretary of the meeting and distributed to the entire Board.

Any action of the Committee must be approved by a majority vote of the members in attendance. Committee actions may be approved without a meeting if all members unanimously give consent by signing a resolution.

Members of management and the external auditors will attend meetings of the committee as may be required to provide information and to answer inquiries. The committee will reserve time to meet privately with the external auditors and management as necessary.

#### **4.4 Reporting**

The committee will report to the full Board of Directors of Arch following each of the committee's meetings, making such recommendations to the board as it deems appropriate.

### **5. Committee Development**

5.1 The committee will receive education and training as necessary to enable it to fulfill its mandate effectively.

5.2 The committee will review its performance and these terms of reference annually to ensure their continued conformance with statutes and laws applicable to Arch. It will adopt "best practices" of audit committees and will recommend any changes it deems necessary to the board of directors.

5.3 The board of directors will assess the committee's performance at such regular intervals as it deems appropriate for the assessment of board committees.

### **6. Annual Performance Evaluation of the Committee**

On an annual basis, the Committee shall follow the process established by the Corporate Governance Committee and adopted by the Board for all committees of the Board for assessing the performance and effectiveness of the Committee.

### **7. Charter Review**

On an annual basis, the Committee shall review and assess the adequacy of this Charter and recommend to the Board any changes it deems appropriate.

#### **1.4 Corporate Disclosure Policy**

The Committee shall review and recommend a Corporate Disclosure Policy to the Board. This policy will govern Arch's communications with shareholders, the investment community, the media, governments and their agencies, employees and the general public. The Committee shall approve and receive regular reports from management with respect to the policy and Arch's compliance with its continuous and timely disclosure obligations.

The Committee shall review and recommend to the Board for approval any disclosure relating to Arch's governance practices.

#### **1.5 Insider Trading Policy**

The Committee shall review, approve and receive regular insider trading reports from management and directors ensuring all insiders comply with securities law and exchange guidelines.

#### **1.6. Assessment Process**

##### **Board and Committee Assessment**

The Committee shall:

- (a) recommend to the Board a process for annually evaluating the performance and effectiveness of the Board as a whole and the committees of the Board. The evaluation process shall consider:
  - (i) the solicitation and receipt of board and committee evaluations from Directors,
  - (ii) the Board's written charter,
  - (iii) the charter of each committee of the Board,
- (b) be responsible for overseeing the execution of the evaluation process approved by the Board and management.